

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002
COMPLETED ACQUISITION BY BOTTOMLINE TECHNOLOGIES
LIMITED OF CERTAIN ASSETS OF EXPERIAN LIMITED**

Dear Ms Kim

Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 22 May 2019.

Completed acquisition by Bottomline Technologies Limited of certain assets of Experian Limited

We refer to your submissions dated 28 May, 5 June, 14 June, 28 June and 5 July 2019 requesting that the CMA consent to derogations to the Initial Enforcement Order of 22 May 2019 (the 'Initial Order'). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, Bottomline and Bottomline UK are required to hold separate the former Experian Payments Gateway business from the Bottomline business and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference. After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Bottomline and Bottomline UK may carry out the following actions, in respect of the specific paragraphs:

Paragraphs 4(a) and 5(a), (g) and (h) of the Initial Order

The CMA understands that [✂] notwithstanding that Experian Limited has sold the Experian Payments Gateway business to Bottomline UK.

In order to ensure the Experian Payments Gateway business continues as a going concern and that the customer contracts are collected and held by the same entity as services those contracts, the CMA consents to these customer contracts being transferred to Bottomline UK via contract novation, or via a direct contract between the customer and Bottomline UK. Further in relation to contracts with new customers

for use of the EPG software, the CMA consents to Bottomline UK acting as the contractual counterparty.

The CMA understands that in this context any contract signed by Bottomline UK for a new or existing customer of the Experian Payments Gateway business will only include the Experian Payments Gateway products/services and will not include any other Bottomline product/service. In addition the CMA understands that [✂].

The CMA also understands that Bottomline UK will make Experian Payments Gateway customers aware that the Experian Payments Gateway business is being managed separately from the Bottomline business by communicating the following statement:

"The Competition and Markets Authority (CMA) is currently reviewing Bottomline Technologies' recent acquisition of assets from Experian Limited. As part of this, the Experian Payments Gateway Business is currently held separately and running independently of Bottomline Technologies Limited. The existing Experian Payments Gateway team and specific individuals from the Bottomline business will continue to support your payments solution. The business is fully committed to providing the highest quality products and service to your business."

The CMA consents to this subject to Bottomline being required to provide the CMA and the MT with a regular report (no later than two weeks after the date of this derogation, and at least every two weeks thereafter) with details of each of the novated and new contract (including the (i) the name of the EPG customer; (ii) the duration remaining on the customer's contract at the time of novation / new contract; (iii) the length of the novated or new contract; (iv) whether the novation / new contract was initiated by EPG or the customer and (v) the date on which the novation / contract was first agreed).

The CMA understands that the EPG business' customer records (including customer contracts and data) will be separately identifiable from the Bottomline business' customer records.

Susan Zhuang
Assistant Director, Mergers
10 July 2019