

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002
COMPLETED ACQUISITION**

Please note that [X] indicates figures or text which have been deleted at the request of the parties for reasons of commercial confidentiality.

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 31 July 2019.

Completed acquisition by Salesforce.com, Inc. of Tableau Software, Inc.

We refer to your email and accompanying note dated 6 August 2019 requesting that the CMA consents to derogations to the Initial Enforcement Order of 31 July 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, Salesforce.com, Inc. (**Salesforce**), Salesforce.com EMEA Limited (**Salesforce EMEA**), Tableau Software, Inc. (**Tableau**) and Tableau Software UK Limited (**Tableau UK**) are required to hold separate the Tableau business from the Salesforce 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, Salesforce, Salesforce EMEA, Tableau and Tableau UK may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 6(l) of the Initial Order

In order to ensure that Salesforce's designated employees, external auditors, external accountants and external legal team can receive Tableau financial information in order to comply with Salesforce's external legal, regulatory and accounting obligations, the CMA consents to the designated individuals set out in Annex A (**Salesforce Permitted Persons**) receiving financial information which may include commercially sensitive information, including the following:

- Information required for preparing and filing Salesforce’s annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, required by US laws and rules, including those of the U.S. Securities and Exchange Commission;
- Information required for preparing external guidance in Salesforce’s earnings press releases and its public quarterly earnings conference calls with investors and analysts;
- Information required for Salesforce to make a “subsequent event disclosure”;
- Information required for Salesforce to make “Purchase Accounting Disclosures”;
- [X]; and
- Information required for Salesforce to have internal controls in place regarding the review of the reports on Form 10-K, Form 10-Q and Form 8-K, and external review by its independent auditors EY.

The derogation granted above is subject to the implementation of the following safeguard measures listed below:

- a) Information will only be provided to the Salesforce Permitted Persons once Salesforce has received appropriate signed written undertakings (in the form of an NDA approved in advance by the CMA) to preserve the confidentiality of the information and to use the information only for the purposes specified in this letter;
- b) The Salesforce Permitted Persons will undertake not to discuss or otherwise share Tableau information with unauthorised individuals;
- c) The Salesforce Permitted Persons will not use the information for any purpose other than those specified above;
- d) Firewalls will be put in place to prevent any unauthorised individuals in Salesforce from accessing the information;
- e) The commercially sensitive information which is exchanged with the Salesforce Permitted Persons will be limited to that which is strictly necessary for the purposes specified in this letter;
- f) In the event the Salesforce Permitted Persons need to report on any findings from commercially sensitive information shared under this derogation to other individuals at Salesforce, such reporting shall be aggregated so as to no longer include commercially sensitive information (unless as agreed under a

separate derogation granted by the CMA) and shall be reviewed by external counsel in advance of any such onward reporting;

- g) Salesforce and Tableau will maintain lists of individuals who have been authorised to receive confidential information for a permitted purpose by the CMA and have signed NDAs, including the relevant permitted purpose(s) for which each individual may receive confidential information; and
- h) Should the transaction be prohibited or remedies accepted, Salesforce and Tableau will ensure that the confidential information will be returned to the business to which they relate and any copies destroyed, except where retention is required for legal or regulatory purposes.

Richard Romney
Director, Mergers
8 August 2019

Annex A – Salesforce Permitted Persons

[REDACTED]

[REDACTED]¹

¹ Additional individual added to derogation on 16 August 2019.