

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

Please note that [✂] 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 notes dated 15 and 29 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, Salesforce EMEA, Tableau and 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 sections 22 or 33 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 and Tableau may carry out the following actions, in respect of the specific paragraphs:

Paragraphs 6(a), 6(c), 6(f), 6(i), 6(j) and 6(l) of the Initial Order

Salesforce and Tableau have sought consent for a derogation from the scope of the obligations in paragraphs 6(a), (c), (f), (i), (j) and (l) of the Initial Order for information exchange for due diligence or integration planning purposes, including [✂], subject to the following conditions:

- (A) For HR integration planning: the information to be shared as part of this workstream will be strictly limited to [✂]. This workstream shall be limited to:
 - (i) [✂];

- (ii) [REDACTED];
 - (iii) [REDACTED];
 - (iv) [REDACTED];
 - (v) [REDACTED];
 - (vi) [REDACTED];
 - (vii) [REDACTED]; and
 - (viii) [REDACTED].
- (B) For Tax integration planning: the information to be shared as part of this workstream will be strictly limited to the Parties' respective tax positions so that the Parties can maintain, plan, and ensure ongoing compliance with existing and future global tax regulations and requirements.
- (C) For [REDACTED]. The information for the purpose of this workstream shall not involve Salesforce accessing any Tableau commercially sensitive information, and shall be limited to [REDACTED].

Salesforce and Tableau have also sought consent for a derogation from the scope of the obligations in paragraphs 6(a), (c), (f), (i), (j) and (l) of the Initial Order for information exchange:

- (A) To enable Tableau to operate as an independent business by enabling Salesforce to approve items that must be escalated to Salesforce for approval [REDACTED].
- (B) To ensure that Tableau and Salesforce are able to recruit and retain key staff.
- (C) To review and sign off CMA submissions by Salesforce and Tableau.
- (D) To allow for [REDACTED].

The CMA consents to this on the basis that the following safeguards will be put in place:

- (A) The information exchanges are limited to information that is strictly necessary for the permitted purpose;
- (B) The information will only be provided to individuals who need to receive the information for a permitted purpose and are subject to NDAs in the form approved by the CMA;
- (C) Firewalls will be put in place to prevent any unauthorised individuals in Salesforce and Tableau from accessing the information;

- (D) Salesforce and Tableau will maintain lists of individuals who have been authorised to receive confidential information for a permitted purpose by the CMA and are subject to NDAs, including the relevant permitted purpose(s) for which each individual may receive confidential information (see Annex A for the list of Permitted Persons (or as amended from time to time with prior written CMA approval));
- (E) Should the transaction be prohibited, Salesforce and Tableau will ensure that the confidential information exchanged outside of the ordinary course of business will be returned to the business to which they relate and any copies destroyed, except to the extent record retention is required by law or regulation; and
- (F) No actions will be taken which would be difficult or costly to reverse.

Richard Romney
Director, Mergers
30 August 2019

Annex A – Permitted Persons and Permitted Purposes

