

**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 emails and accompanying note dated 14 and 15 October 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, 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:

Paragraph 6(I) of the Initial Order

The CMA's derogation dated 8 August 2019, as amended on 16 September 2019 (**Clean Team Derogation**) provides 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 designated individuals (**Salesforce Permitted Persons**) entitled to receive Tableau financial information for these purposes are listed in the Clean Team Derogation.

The CMA now agrees that the Salesforce Permitted Persons be amended to include additional designated individuals as set out in Annex A of this derogation, on the basis that they will be unable to carry out their duties relating to external auditing and financial reporting unless they are provided access to the Tableau information under the Clean Team Derogation.

The CMA also agrees that Annex A can be further amended from time to time with prior written CMA approval.

The derogations granted above are subject to the implementation of the safeguard measures listed in the Clean Team Derogation and Tableau Information may not be disclosed until appropriate signed written undertakings (in a form approved in advance by the CMA) are signed by the respective additional designated individuals.

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

The CMA's derogation dated 30 August 2019 (**Integration Planning Derogation**) gave consent to Salesforce and Tableau to information exchange for due diligence and integration planning purposes. The designated individuals who have been entitled to receive the information for these purposes (**Permitted Persons**) are listed in the Integration Planning Derogation.

The CMA now agrees that the Permitted Persons be amended to include additional designated individuals as set out in Annex B of this derogation, on the basis that they will be unable to carry out their duties relating to due diligence and integration planning purposes unless they are provided access to the information under the Integration Planning Derogation.

The CMA also agrees that Annex B can be further amended from time to time with prior written CMA approval.

The derogations granted above are subject to the implementation of the safeguard measures listed in the Integration Planning Derogation and the information may not be disclosed until appropriate signed written undertakings (in a form approved in advance by the CMA) are signed by the respective additional designated individuals.

Richard Romney
Director, Mergers
15 October 2019

Annex A ('Salesforce Permitted Persons')



Annex B: Permitted Persons and Permitted Purposes

