

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDER 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 11 December 2019

Completed acquisition by Google LLC of Looker Data Sciences, Inc. (the Merger)

We refer to your email and accompanying note dated 5 December 2019 and your additional email of 10 December 2019 requesting that the CMA consent to derogations from the Initial Enforcement Order served on Alphabet Inc. and Google LLC of 5 December 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, Alphabet Inc. and Google LLC (**Google**) are required to hold separate the Looker business from the Alphabet 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 a derogation from the Initial Order, based on the information received from you and in the particular circumstances of this case, Google and Looker may carry out the following actions, in respect of the specific paragraphs of the **Initial Order** below:

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

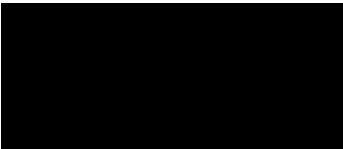
Google has requested that, in order to ensure that Looker Data Sciences, Inc. (**Looker**) can operate in the ordinary course of business and is maintained as a going concern, it may enter into a delegated authority arrangement with Looker in a form agreed with the CMA (the **Delegation of Authority**). Under the Delegation of Authority, [X], Looker's CEO and/or [X], General Counsel at Looker and/or [X], VP Exec Ops and Chief of Staff at Looker, would be permitted to escalate and discuss certain proposed conduct relating to the Looker business, which exceed the levels set

out in the Delegation of Authority, with [REDACTED], M&A Corporate Counsel at Google, and/or [REDACTED], Principal Integration Manager, Corporate Development at Google.

For those matters which are escalated to [REDACTED] and/or [REDACTED], [REDACTED] and/or [REDACTED] should be permitted to consent or veto the relevant proposed action as identified in the Delegation of Authority.

The CMA consents to a derogation from the Initial Order to enable [REDACTED] and/or [REDACTED] to approve or veto certain actions by Looker exceeding the levels of the Delegation of Authority, subject to implementation of the following safeguard measures listed below:

- The information shared by [REDACTED] and/or [REDACTED] and/or [REDACTED] with [REDACTED] and/or [REDACTED] is no more than is strictly necessary to allow them to reach a view on the specific matter at hand and should not include any commercially sensitive information;
- Discussions will be limited to the specific matters listed in the Delegation of Authority;
- [REDACTED] and/or [REDACTED] take(s) decisions on the escalated matters on their own and without involvement from any other Alphabet or Google employee in the decision-making process except that they may discuss such matters with the following individuals only at Google: [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED] and/or [REDACTED] (together, the **Designated Individuals**) all of whom shall keep such information confidential and use it only for this purpose;
- The CMA may, at its discretion, be provided with a summary of the information shared with [REDACTED] and/or [REDACTED] and/or any of the Designated Individuals after a request for approval has been submitted by [REDACTED] and/or [REDACTED] and/or [REDACTED] under the terms of the Delegation of Authority;
- The CMA is notified of any of any proposed veto and the reasons for this in advance of any such veto being exercised; and
- [REDACTED], [REDACTED] and all Designated Individuals will be required to sign a non-disclosure agreement in a form agreed by the CMA.



Elie Yoo
Assistant Director, Mergers
11 December 2019¹

¹ This Derogation Letter replaces and supersedes a Derogation letter granted on 10 December 2019 regarding the Delegation of Authority.