



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

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 22 May 2019.

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

We refer to your submissions dated 4 February 2020 requesting that the CMA consent to a derogation from 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 ("**EPG**") 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 a derogation from the Initial Order to allow certain back office staff to support the EPG business, 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:

1. Paragraphs 5(a), (g), and (l) of the Initial Order

The CMA understands that the EPG business anticipates moving from its current premises at Eiger Point, Swift Park, Old Leicester Road, Warwickshire, CV21 1DZ to its replacement premises at [X] (the '**Office Move**').

Bottomline UK submits that the EPG business does not have sufficient support, knowledge and expertise amongst its current staff in relation to the transfer of technical equipment and configuration and implementation of IT networks. In order to ensure the continuity and viability of the EPG business, Bottomline UK is requesting a derogation from the Initial Order to provide the EPG business with logistical, technical and operational support for the purposes of the Office Move which includes liaising with relevant third parties such as telecommunications network providers.

Bottomline UK has further explained that configuration of the network and related testing is necessary as a result of the Office Move and therefore, the Bottomline UK Identified Individuals may require access to EPG shared IT systems (which may contain commercially sensitive information relating to the EPG business) in order to ensure the necessary network connectivity.

The CMA therefore consents to:

- (i) each of: (i) [X], (ii) [X], (iii) [X], (iv) [X], and (v) [X] (together the '**Identified Individuals**') assisting EPG with the Office Move; and

- (ii) The Identified Individuals accessing the EPG shared IT systems solely for the purposes of the network configuration and testing, and only to the extent that such access is strictly necessary for the purposes of providing the relevant permitted support to the EPG business.

The CMA grants a derogation to the Initial Order strictly on the basis that:

- 1) the Identified individuals will (a) sign an appropriate non-disclosure agreement in a form approved by the CMA; and (b) receive appropriate training to ensure that they understand the requirements of the Initial Order; and
- 2) EPG's third party network providers involved with the Office Move will be fully briefed by EPG/Bottomline UK on the obligations contained in the Initial Order.

Lucília Falsarella Pereira
Director
11 February 2020