

**DEROGATION LETTER  
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED  
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002  
COMPLETED ACQUISITION BY BOTTOMLINE TECHNOLOGIES LIMITED OF CERTAIN  
ASSETS OF EXPERIAN LIMITED**

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 (IEO)**

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

We refer to your submissions dated 5 and 28 November 2019 requesting that the CMA consent to a derogation from the Initial Enforcement Order of 22 May 2019 (the 'Initial Order') granted on 19 July 2019. 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 an amendment to the derogation granted on 19 July 2019 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 4(a) and 5(a), (g), (h) and (l) of the Initial Order**

The CMA understands that a new member of order administration staff has been recruited to replace [X] within Bottomline UK's back-office order administration support function.

The CMA understands that [X], to whom the CMA gave consent under the 19 July 2019 derogation to provide support services to the EPG business, is to fulfil an alternative non-commercial role solely within the Bottomline business from the end of November 2019. At this point, [X] will cease to support the EPG business and therefore cease to be authorised to provide support services under the 19 July 2019 derogation at that point.

Following a handover period of up to one month, [X]'s replacement, [X], will take over his role. For the avoidance of doubt, [X] will remain subject to the non-disclosure agreement that he entered into in relation to the confidential information he received regarding the EPG business and will be reminded of his obligations.

The CMA further understands that [X] will replace [X] within Bottomline UK's back-office legal support function.

The CMA understands that [REDACTED], to whom the CMA gave consent under the 19 July 2019 derogation to provide legal support services to the EPG business, has now left Bottomline. [REDACTED] will provide the EPG business with temporary support while Bottomline identifies a permanent replacement for [REDACTED]. [REDACTED] will cease to support the EPG business once a permanent replacement for [REDACTED] has been recruited.

[REDACTED] is already subject to a non-disclosure agreement that he entered into in relation to the confidential information he received while a member of the account staff which supported the Experian Payments Gateway business.

In order to ensure the effective operation and viability of the Experian Payments Gateway business, the CMA consents to [REDACTED] of Bottomline providing back-office order administration support and [REDACTED] providing back-office legal support to the Experian Payments Gateway business.

The CMA also consents to [REDACTED] and [REDACTED] receiving commercially sensitive information relating to the Experian Payments Gateway business, but only where it is strictly necessary for the purposes of providing the relevant permitted support to the Experian Payments Gateway business, and any such commercially sensitive information must only be used for the purposes specified in this derogation.

The CMA consents to this subject to [REDACTED] signing an appropriate non-disclosure agreement approved by the CMA and receiving appropriate training to ensure that she understands the requirements of the Initial Order, and to [REDACTED] remaining subject to the non-disclosure agreement that he had previously signed.

Lucília Falsarella Pereira  
Director  
2 December 2019