

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

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 November 2019

Completed acquisition by FNZ (Australia) Bidco Pty Ltd of GBST Holdings Limited

We refer to your emails dated 10, 12 and 13 February 2020 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 22 November 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, FNZ (UK) Ltd, Kiwi Holdco CayCo, Ltd and FNZ (Australia) Bidco Pty Ltd, together with Caisse de dépôt et placement du Québec, Falcon General Partner LLC, Falcon LP, and Falcon Newco Limited and Generation Investment Management LLP are required to hold separate the FNZ business (**FNZ**) from the GBST business (**GBST**) (together, the **Parties**) 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, based on the information received from you and in the particular circumstances of this case, FNZ and GBST may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(l) of the Initial Order

The CMA understands that prior to completion of the Acquisition, GBST drew down a loan under the revolving credit facility provided by [X] to GBST (**RCF**) to pay a special dividend to outgoing shareholders of GBST [X]. The RCF is part of [X] facility provided to GBST by [X] (the **Debt Facility**). The CMA understands that GBST is required to repay the Debt Facility in full by [X] and that FNZ intends to enable GBST to do so, pursuant to paragraph 4 of the CMA's Derogation Letter of 29 November 2019.

The CMA further understands that following the repayment of the RCF [X]:

- (a) [X];
- (b) [X]; and
- (c) [X].

However, from [§<]. Accordingly, in order to ensure the continuing solvency and viability of GBST as a going concern, GBST will require [§<].

The CMA therefore consents to the following derogation from paragraph 5(l) of the Initial Order on the basis of:

- (a) strictly necessary individuals within FNZ's financial and legal teams and FNZ's legal advisers, communicating and exchanging information with both their counterparts at GBST and [§<] to the extent strictly necessary to [§<]; and
- (b) provided that:
 - (i) The names of the FNZ and GBST individuals will be provided in advance to the CMA to be approved by the CMA before any communications take place or information is exchanged between FNZ and GBST. No personnel shall be added to this list without prior CMA consent (including via email);
 - (ii) The identified FNZ and GBST individuals enter into NDAs in a form agreed with the CMA;
 - (iii) FNZ and GBST adopt physical and IT firewalls to prevent unauthorised individuals from accessing any information disclosed pursuant to this derogation;
 - (iv) To the extent that information is sent by GBST to FNZ, and *vice versa*, the sending party will ensure that all files and documents containing sensitive information are password-encrypted prior to sending to the other party; and
 - (v) The monitoring trustee is updated on progress in relation to all material developments regarding the above.

This derogation is granted on the basis that it shall not prevent any remedial action that the CMA may need to take regarding the transaction.

Yours sincerely,

Maria Duarte

Assistant Director, Mergers

21 February 2020