

**DEROGATION LETTER
IN RESPECT OF INTERIM ORDERS ISSUED PURSUANT TO
SECTION 81(2) ENTERPRISE ACT 2002 COMPLETED ACQUISITION**

Consent under section 81(2B) of the Enterprise Act 2002 to certain actions for the purposes of the Interim Order made by the Competition and Markets Authority ('CMA') on 13 May 2020.

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

We refer to your emails of 25 September 2020 requesting that the CMA consents to a derogation to the Interim Order of 13 May 2020 (the "**Interim Order**"). The terms defined in the Interim Order have the same meaning in this letter.

Under the Interim Order, save for written consent by the CMA, Kiwi Holdco CayCo, Ltd (**KHC**), FNZ (Australia) Bidco Pty Ltd (**FNZ (Australia)**), FNZ (UK) Ltd (**FNZ UK**) (together **FNZ**) and GBST Holdings Limited (**GBST**) are required to hold separate the FNZ business from the GBST 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 Interim Order, based on the information received from you and in the particular circumstances of this case, GBST may carry out the following actions, in respect of the specific paragraph:

1. **Paragraph 5(e) of the Interim Order**

The CMA understands that, in order to [X], GBST proposes to give notice to surrender the lease on its office premises at [X] (the "**Premises**"). [X]. The CMA understands that GBST originally entered into a lease on the Premises to [X] and this will not affect the operation of the GBST business.

On that basis the CMA consents to GBST giving notice to surrender the lease on the Premises.

Yours sincerely,

Martin Coleman, Panel Chair

28 September 2020