

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

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

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

We refer to your emails of 19 February 2021 and 4, 15 and 17 March 2021 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.

We further refer to the derogation granted by the CMA on 22 March 2021 and your subsequent correspondence on 13 April 2021 requesting amendments to the 22 March 2021 derogation due to the need to complete the Group tax audit. The 22 March 2021 derogation is now revoked and replaced by this derogation.

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, FNZ and GBST may carry out the following actions, in respect of the specific paragraph:

1. Paragraph 5(I) of the Interim Order

The CMA understands that FNZ requires access to certain GBST information to enable FNZ to comply with its external regulatory and/or accounting obligations.

In particular, FNZ is required by external accounting obligations to prepare its consolidated group accounts (**Group Accounts**), audited financial statements of

FNZ (Australia) Holdco 2 Pty Ltd and its subsidiaries (**Holdco Financial Statements**) and audited financial statements [REDACTED] (**Tax Group Audit**), in accordance with International Accounting Standards (**IAS**) and International Financial Reporting Standards (**IFRS**). As part of this, FNZ must measure the fair value of its investment in GBST per IFRS 9 and IFRS 13 (**the Valuation**).

FNZ is also required to prepare the Group Accounts, Holdco Financial Statements and Tax Group Audit in a form that complies with IFRS and IAS standards in order to comply with its:

- (i) External legal and regulatory obligations to UK and international tax authorities (including in Australia) under tax legislation; and
- (ii) [REDACTED].

Based on the information provided, the CMA consents to a derogation to allow GBST to provide to FNZ the GBST information strictly necessary to prepare the Group Accounts, Holdco Financial Statements and the Tax Group Audit in accordance with IAS and IFRS.

The CMA also consents to:

- (i) The GBST information strictly necessary to prepare the Group Accounts, Holdco Financial Statements and Tax Group Audit to be shared with FNZ's auditors, [REDACTED], for the purposes of their audit.
- (ii) The output of the Valuation (but not the underlying GBST information) to be shared with certain individuals in FNZ's Finance and Audit teams who will be involved in preparing and reviewing the Group Accounts and Holdco Financial Statements internally at FNZ.
- (iii) Any documents, [REDACTED], that contain GBST confidential information and which are required for the purposes of [REDACTED]'s audit of the Holdco Financial Statements to be shared with [REDACTED] and certain individuals in FNZ's Finance and Audit teams who will be involved in preparing and reviewing the Holdco Financial Statements internally at FNZ.
- (iv) All information necessary for the Tax Group Audit to be shared with [REDACTED], [REDACTED] and certain individuals in FNZ's Finance and Audit teams who will be involved in preparing and reviewing the Tax Group Audit. In the interests of clarity this will include allowing [REDACTED] to provide relevant information provided under the 4 September Derogation to [REDACTED], FNZ personnel preparing the Tax Group Audit and to the extent relevant to the Group Audit those preparing and reviewing the Group Audit.
- (v) Information arising from the Tax Group Audit, to the extent it is relevant to the Group Audit, to be shared with certain individuals in FNZ's Finance

and Audit teams who will be involved in preparing and reviewing the Group Accounts.

Specifically, the CMA consents to:

- (i) The FNZ personnel listed in Annex 1, Part A (**the FNZ Valuation Team**) gaining access to the underlying strictly necessary information set out in Annex 2 for the purpose of preparing the Valuation and in order to comply with FNZ's financial reporting obligations. In addition, the CMA consents to the FNZ Valuation Team and its auditors asking questions of GBST and requesting additional information where it is strictly necessary to prepare the Group Accounts or Holdco Financial Statements and carry out the audit of these documents to the requisite accounting standards, and to resolve any queries. Part A individuals will also be given access to Part D individuals' work on the Tax Group Audit to the extent that it is relevant to the Group Accounts.
- (ii) The FNZ personnel listed in Annex 1, Part B gaining access to the output of the Valuation (but not the underlying GBST information) for the purpose of preparing and reviewing the Group Accounts and the output of Part D individuals' work on the Tax Group Audit to the extent that it is relevant to the Group Accounts.
- (iii) The FNZ personnel listed in Annex 1, Part C gaining access to the output of the Valuation (but not the underlying GBST information) and any documents, [X] that contain GBST confidential information for the purpose of preparing and reviewing the Holdco Financial Statements.
- (iv) The FNZ personnel listed in Annex 1, Part D gaining access to the information necessary for the Tax Group Audit.
- (v) [X] gaining access to the information necessary for the Tax Group Audit. Additionally [X] will be permitted to share information received under the 4 September derogation with [X] and Part D personnel to the extent that it is relevant to the Tax Group Audit, and Part A or B personnel to the extent relevant to the Group Audit.
- (vi) [X] gaining access to the underlying strictly necessary information set out in Annex 2, the output of the Valuation and any documents, including any loan agreements between FNZ and GBST that contain GBST confidential information for the purpose of their audit of the Group Accounts and Holdco Financial Statements.

This derogation from paragraph 5(l) of the Interim Order to allow for the sharing of GBST confidential information which is strictly necessary to enable FNZ to

comply with its external regulatory and/or accounting obligations is subject to the following conditions:

- [REDACTED], [REDACTED] and the FNZ individuals listed in Annex 1 will be subject to Non-disclosure agreements (**NDA**s). The form of the NDAs will be subject to CMA approval.
- All information provided to FNZ will be subject to ring-fencing measures within FNZ, as set out in paragraph 4.2 of FNZ's letter dated 17 March 2021, to ensure access is restricted to the individuals listed in Annex 1 in accordance with their respective access rights.
- No changes will be made to the named individuals without CMA written approval (which includes via email) and GBST must be notified at the same time as the CMA.
- If a divestiture is required, all information gathered under this derogation will be deleted unless there is a legal or regulatory requirement to retain it.
- The Monitoring Trustee shall:
 - Ensure that FNZ has implemented adequate controls to protect GBST's confidential information.
 - Have oversight of all information sharing.
 - In the first instance seek to resolve any disputes between the Parties.

Yours sincerely,

Martin Coleman, Panel Chair

21 April 2021

Annex 2 – Permitted information

Information Required	Justification
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
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