

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDER ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002
ANTICIPATED ACQUISITION BY S&P GLOBAL INC. OF IHS MARKIT
LTD.**

Please note that [x] indicates figures or text which have been deleted or replaced in ranges at the request of the Parties or third 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 9 November 2021

Anticipated acquisition by S&P Global Inc. (S&P) of IHS Markit Ltd. (together with S&P referred to as the Parties)

We refer to your submissions dated 18 November 2021 and 6 December 2021 requesting that the CMA consents to derogations to the Initial Enforcement Order of 9 November 2021 (**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, IHS Markit Ltd and IHS Markit Group Holdings (collectively referred to as **IHSM**), are required to minimise as far as possible any risk of loss of competitive potential of (i) IHSM's Oil Price Information Services (including Petrochem Wire) and Coal, Metals and Mining businesses (**the PA Divestment Business**); and (ii) IHSM's Base Chemicals business (the PA Divestment Business and IHSM's Base Chemicals business are collectively referred to as **the Divestment Businesses**).

After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, IHSM may carry out the following actions, in respect of the specific paragraphs:

PA Divestment Business - Paragraphs 4(b) and 4(d) of the Initial Order

IHSM submitted that the Parties have entered into Commitments with the European Commission, which include a requirement to divest the PA Divestment Business, and which further require that the PA Divestment Business to be held separate from IHSM (**the EC Commitments**). To ensure that IHSM can comply with its obligations under the EC Commitments, and to ensure that it can take the steps required in order to facilitate the sale of the PA Divestment Business, IHSM needs to make certain changes to the organisational structure and management responsibilities within the PA Divestment Business.

In particular, IHSM submitted that the EC Commitments require that the PA Divestment Business is kept separate from the retained IHSM businesses, and that

personnel of the PA Divestment Business have no involvement in any retained IHSM businesses and do not report to any individual outside the PA Divestment Business.

In particular, [X], currently [X] will shortly resign from his role and will transfer fully to within the PA Divestment Business. IHSM submitted that, throughout the process, there may also be additional individuals identified that require their reporting lines to be amended to comply with the EC Commitments.

Moreover, IHSM submitted that certain organisational changes, legal entity re-organisation, and asset transfers will be required to facilitate the sale of the PA Divestment Business. These include:

- a) Certain assets of the PA Divestment Businesses that are currently held by the retained IHSM businesses will need to be transferred to the purchaser of the PA Divestment Business via either (i) a transfer of such assets to the PA Divestment Businesses prior to the closing of the divestment; (ii) the creation of newly formed legal entities prior to closing; or (iii) direct asset transfers to the purchaser.
- b) The equity interests in PetroChem Wire LLC will be transferred from IHS Global Inc. to Oil Price Information Service, LLC prior to closing.
- c) IHSM's equity interests in a2i systems A/S will be transferred at closing through the sale of a newly formed UK subsidiary.
- d) OPIS PointLogic LLC, a subsidiary of Oil Price Information Service LLC, will not be included within the divestment and will be transferred to IHS Global Inc prior to closing.

IHSM also submitted that in advance of closing:

- a) All client relationship management data for CMM (CMM CRM data) will need to be redacted from IHSM's CRM solution and migrated into OPIS's legacy CRM solution (Netsuite).
- b) The finance functions of CMM will need to be migrated to OPIS's legacy ERP solution.

On consideration of the specific facts and circumstances of this case and in the context of the current stage of the CMA review process, the CMA consents to a derogation from paragraphs 4(b) and 4(d) strictly on the basis that:

- a) Changes to the organisational structure and/or management responsibilities within the PA Divestment Business are strictly necessary in order to comply with obligations contained in the EC Commitments.
- b) IHSM shall seek the CMA consent (which can be provided by email) of all changes in personnel (including changes in reporting lines) required in order to comply with the EC Commitments which constitute substantive changes are to the organisational structure of, or the management responsibilities within, the Divestment Businesses.
- c) Changes to the organisational structure and management responsibilities within the PA Divestment Business including by way of internal or legal entity

re-organisations are strictly necessary to facilitate the sale of the PA Divestment Business pursuant to the EC Commitments.

- d) Any asset transfers (including creating or disposing of interests in the assets of the PA Divestment Business) between IHSM legal entities and to the purchaser of the PA Divestment Business are strictly required to facilitate the sale of the PA Divestment Business pursuant to the EC Commitments.
- e) This derogation will not lead to a deterioration of the PA Divestment Business' assets or otherwise risk the loss of competitive potential of the PA Divestment Business.
- f) This derogation should not prevent any remedial action that the CMA may need to take regarding this merger.

Ricardo Zimbron

Director Mergers

14 December 2021