

Completed acquisition by NEC Software Solutions UK Limited of SSS Public Safety Limited and Secure Solutions USA LLC

Decision to refer

ME/6979-21

The CMA's decision to refer under section 22 of the Enterprise Act 2002 given on 12 May 2022. Full text of the decision published on 12 May 2022.

Introduction

1. On 3 January 2022, NEC Software Solutions UK Limited (**NECSWS**) acquired the entire issued share capital of SSS Public Safety Limited¹ and Secure Solutions USA LLC² (the **Merger**).³
2. On 29 April 2022, the Competition and Markets Authority (**CMA**) decided under section 22(1) of the Enterprise Act 2002 (the **Act**) that it is or may be the case that the Merger constitutes a relevant merger situation that has resulted or may be expected to result in a substantial lessening of competition (**SLC**) within a market or markets in the United Kingdom (the **SLC Decision**).⁴
3. On the date of the SLC Decision, the CMA gave notice pursuant to section 34ZA(1)(b) of the Act to NECSWS of the SLC Decision. However, in order to allow NECSWS the opportunity to offer undertakings to the CMA for the purposes of section 73(2) of the Act, the CMA did not refer the Merger for a phase 2 investigation pursuant to section 22(3)(b) on the date of the SLC Decision. On 29 April 2022, the CMA extended the statutory four-month period mentioned in section 24(1) of the Act by notice pursuant to section 25(4) of the Act.

¹ Formerly Capita (SSS) Limited.

² Formerly Capita Software (US) LLC.

³ The CMA was informed of completion on 4 January 2022. The four-month deadline for a decision under section 24 of the Enterprise Act 2002 therefore started running from 4 January 2022.

⁴ See [NEC Software Solutions UK / Capita Secure Solutions and Services merger inquiry - GOV.UK \(www.gov.uk\)](https://www.gov.uk/government/news/competition-and-markets-authority-completes-its-investigation-into-the-merger-between-securesolutions-usa-llc-and-ssspublicsafety-limited).

4. Pursuant to section 73A(1) of the Act, if a party wishes to offer undertakings for the purposes of section 73(2) of the Act, it must do so before the end of the five working day period specified in section 73A(1)(a) of the Act. The SLC Decision stated that the CMA would refer the Merger for a phase 2 investigation pursuant to section 22(1), and in accordance with section 34ZA(2) of the Act, if no undertakings for the purposes of section 73(2) of the Act were offered to the CMA by the end of this period (ie by 9 May 2022); if NECSWS indicated before this deadline that it did not wish to offer such undertakings; or if the undertakings offered were not accepted.
5. On 9 May 2022, NECSWS informed the CMA that it would not offer such undertakings to the CMA. Accordingly, pursuant to section 25(5)(b) of the Act the extension to the four-month period mentioned in section 24(1) of the Act ends on 23 May 2022.

Decision

6. Therefore, pursuant to sections 22(1) and in accordance with section 34ZA(2) of the Act, the CMA has decided to refer the Merger to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 to conduct a phase 2 investigation.

David Stewart
Executive Director, Markets and Mergers
Competition and Markets Authority
12 May 2022