

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

**Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order issued by the Competition and Markets Authority ('CMA') on 21 December 2021.**

**Acquisition by NEC Software Solutions UK Limited of Capita (SSS) Limited and Capita Software (US) LLC (the 'Merger')<sup>1</sup>**

We refer to your email of 30 August 2022 requesting that the CMA consents to derogations to the Initial Enforcement Order of 21 December 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, NEC Corporation ('**NECJ**'), Garden Private Holdings Limited ('**GPHL**') and NEC Software Solutions UK Limited ('**NECSWS**') and its subsidiaries (the '**NEC business**') are required to hold separate the NEC business from SSS Public Safety Limited ('**SSS**'), Secure Solutions USA LLC ('**SUS**') and their subsidiaries (the '**SSS 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 derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, SSS may carry out the following actions, in respect of the specific paragraphs:

**Paragraph 6(l) of the Initial Order**

SSS require the following information from NECSWS to be able to complete all of the documents that form part of [REDACTED] (the '**Information**').

- a) [REDACTED]; and
- b) [REDACTED].

The CMA consents to grant a derogation from paragraph 6(l) of the Initial Order to permit the following individuals at SSS to (i) obtain the Information from NECSWS in

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<sup>1</sup> Now SSS Public Safety Limited and Secure Solutions USA LLC, respectively, and further referred to as 'SSS'.

order to populate and complete [REDACTED] and to (ii) provide the Information [REDACTED], to the extent that this is required (the 'Named Individuals'):

- [REDACTED];
- [REDACTED];
- [REDACTED];
- [REDACTED]; and
- [REDACTED].

This derogation is provided on the basis that:

- a) no changes to the list of Named Individuals set out above are permitted without the prior written consent of the CMA (including via email);
- b) each of the Named Individuals shall enter into a confidentiality undertaking in a form agreed with the CMA;
- c) this derogation does not impact the viability of the SSS business during the term of the Initial Order;
- d) this derogation will not impact the ability of SSS to compete independently of NECSWS;
- e) this derogation will not result in any integration between the SSS business and the NECSWS business;
- f) should the CMA prohibit the Merger or require NECSWS to divest all, or part of, the SSS business, SSS will ensure that any records or copies (electronic or otherwise) of business secrets, know-how, commercially-sensitive information, intellectual property or any other information of a confidential or proprietary nature, wherever they may be held, that were received from the NECSWS business [REDACTED] will be returned to the NECSWS business and any copies destroyed, except to the extent that record retention is required by law or regulation; and
- g) this derogation shall not prevent any remedial action which the CMA may need to take regarding the Merger.

**Lesley Moore**  
Director, Mergers  
2 September 2022