

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

**Consent under section 72(3)C 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 21 December 2021**

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

We refer to the request by SSS dated 10 October 2022 that the CMA grant a derogation to the Initial Enforcement Order served on SSS and NEC Software Solutions UK Limited ('**NECSWS**') on 21 December 2021 (the '**Initial Order**'). 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.

Under the Initial Order, except with the prior written consent from the CMA, SSS is required to make no substantive changes to the organisational structure and management responsibilities within SSS, and no changes to key staff of SSS.

After due consideration of the request for a derogation from the Initial Order, based on the information received from SSS, and in the particular circumstances of this case, SSS may carry out the following actions in relation to the specific paragraphs of the Initial Order listed below.

**Paragraphs 6(c) and 6(i) of the Initial Order**

The CMA consents to the following changes in the management structure and key staff of SSS:

- The appointment of [X] to the role of [X].

This derogation is provided on the basis that:

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

- a) [X] has the relevant expertise and experience necessary to perform the role of [X];
- b) this derogation does not impact the viability of the SSS business during the term of the Initial Order;
- c) this derogation will not impact the ability of SSS to compete independently of NECSWS;
- d) this derogation will not result in any integration between the SSS business and the NECSWS business; and
- e) this derogation shall not prevent any remedial action which the CMA may need to take regarding the Merger.

**Emily Chissell**

Director

11 October 2022