

Appendix A: Terms of reference

- 1 In exercise of its duty under section 22(1) of the Enterprise Act 2002 (the **Act**) the Competition and Markets Authority (**CMA**) believes that it is or may be the case that:
- (a) a relevant merger situation has been created, in that:
 - (I) enterprises carried on by NEC Software Solutions UK Limited have ceased to be distinct from enterprises carried on by SSS Public Safety Limited and Secure Solutions USA LLC¹; and
 - (II) the condition specified in section 23(2)(b) of the Act is satisfied; and
 - (b) the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition within a market or markets in the United Kingdom for goods or services, including:
 - (I) the supply of Integrated Communication and Control Services software to emergency services and transport customers in the UK;
 - (II) the supply of Duties Management Systems software to police customers in the UK; and
 - (III) the supply of Records Management Systems software to police customers in the UK.
- 2 Therefore, in exercise of its duty under section 22(1) of the Act, the CMA hereby makes a reference to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in order that the group may investigate and report, within a period ending on 26 October 2022, on the following questions in accordance with section 35(1) of the Act:
- (a) whether a relevant merger situation has been created; and
 - (b) if so, whether the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition within any market or markets in the United Kingdom for goods or services.

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

¹ Formerly Capita (SSS) Limited.

Appendix B: Conduct of the inquiry

- 1 We published the biographies of the members of the inquiry group conducting the phase 2 inquiry on the [case page](#) on 18 May 2022 and the administrative timetable for the inquiry was published on the [case page](#) on 26 May 2022.
- 2 On 14 June 2022, we published an issues statement on the [case page](#), setting out the areas on which the inquiry would focus.
- 3 On Monday 13 June 2022 and Thursday 16 June 2022, members of the inquiry group and CMA staff attended site visits with the Parties and their advisers.
- 4 We received written evidence from the Parties in the form of submissions and responses to information requests (including by issuing notices under section 109 of the Act). Non-confidential versions of the Parties' response to the Phase 1 Decision and the issues statement are published on the [case page](#). We also received a large number of internal documents from the Parties, as set out in Appendix C of the provisional findings report.
- 5 We invited a wide range of interested parties to comment on the Merger, including customers, competitors and potential competitors, organisations involved during the sale of SSS, and the Police Digital Service. A number of third parties provided us with information by video call as well as by responding to supplementary written questions. Evidence was also obtained from third parties using written requests and questionnaires.
- 6 We held separate main party hearings with the Parties on 27 July 2022 and 2 August 2022. We also held a hearing with Capita plc on 1 August 2022.
- 7 In advance of those hearings, we provided to the Parties an annotated issues statement and a number of working papers setting out our emerging thinking. The Parties provided comments on our working papers and annotated issues statement on 4 August 2022. We also provided the Parties and third parties with extracts from our draft provisional findings for comments on accuracy and confidentiality.
- 8 On 15 September 2022 we published a summary of our provisional findings on the [case page](#). On 16 September 2022 we published a non-confidential version of our provisional findings on the case page. As we provisionally concluded that the completed Merger had resulted in the creation of a relevant merger situation, and that the creation of that situation had resulted, or may be expected to result in a substantial lessening of competition (**SLC**) in two of the three theories of harm under investigation (ie in ICCS and Duties), a notice of possible remedies (**Remedies Notice**) was also published on the [case page](#) on 15 September 2022. Interested parties were invited to comment on both of these documents.

- 9 Non-confidential versions of responses to the provisional findings and to the Remedies Notice were published on the [case page](#). The non-confidential version of the Parties' responses to the Provisional Findings were published on the [case page](#) on 28 October 2022. The non-confidential version of the Parties' responses to the Remedies Notice were published on the [case page](#) on 11 November 2022.
- 10 On 27 September 2022 we issued a [notice of extension](#) to allow the CMA sufficient time to reach a fully reasoned final decision, having regard to the scope and complexity of the inquiry. The deadline for the CMA's final decision following the extension changed to 21 December 2022. An updated administrative timetable was published on the [case page](#) on 27 September 2022 to reflect this extension.
- 11 We held response hearings with NECSWS and SSS on 4 October 2022, and subsequently shared a Remedies Working Paper with them on 1 November 2022 for comment. We received a joint response from NECSWS and SSS.
- 12 After issuing the provisional findings and the Remedies Notice, we also held calls with a number of potential purchasers and issued a number of requests for information to customers, competitors and potential purchasers to clarify our understanding of certain issues.
- 13 A non-confidential version of the final report has been published on the [case page](#).
- 14 The [Initial Enforcement Order](#) issued in phase 1 remains in force.
- 15 We would like to thank all those who have assisted us in our inquiry.

Appendix C: Internal Documents

- 1 This appendix covers our evidence gathered from internal documents in relation to our competitive assessment. We have reviewed the Parties' internal documents for evidence of their own views of the competitive constraints they face in the three relevant markets (ICCS, RMS and Duties).¹
- 2 We provided the Parties with a working paper setting out our review of their internal documents (**Internal Documents WP**) and also set out our views in Appendix C to the provisional findings.
- 3 This appendix describes our general approach to the review of internal documents, the relevant internal documents, relevant parts of the Parties' responses to our provisional findings and our assessment of the Parties' responses for each document.

Parties' general views on the CMA assessment of internal documents

- 4 SSS submitted that it believed the CMA to have relied on only a limited set of documents.² SSS submitted that six out of the 25 unique documents referenced in the CMA's Internal Documents WP were produced in 2018 or earlier.³ It submitted that historic documents do not reflect the current state of competition and that reliance on documents from that time risked the CMA making findings based on out-of-date information.⁴
- 5 SSS submitted that a number of internal documents need to be read in the specific context in which they were created.⁵ SSS submitted that the CMA had relied excessively on documents prepared in the context of the proposed sale of SSS.⁶ It noted that six of the unique documents referenced in the CMA's Internal Documents WP were prepared by SSS in the context of the sale process and not in the ordinary course of business and should thus be read in that light. Some of these documents were described by SSS as aspirational strategy outlines which intended to make the business attractive to potential buyers, with the lack of capital expenditure from Capita preventing SSS from turning them into actual business plans.

¹ [CMA129](#), paragraph 4.13.

² SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.1.

³ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.3.

⁴ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.2.

⁵ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.3.

⁶ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.5.

- 6 NECSWS submitted that the ‘CMA had taken an inconsistent approach to the evidence available to it’. In particular, NECSWS submitted that ‘the CMA has not treated references to competitors in internal documents in an even-handed way which points to unreasonableness’. In support of this submission, NECSWS submitted that the CMA had given ‘much less weight’ to ‘more recent negative references in NECSWS’s internal documents to SSS and its competitive offering’ than to comparable references to third party competitors or references in older internal documents to SSS being a competitive constraint.⁷

Our approach

- 7 We have conducted a targeted review of the relevant internal documents submitted by the Parties, particularly strategy documents and assessments of specific opportunities.⁸ In our approach to this source of evidence, we have been mindful of the purpose of each document, the context and timeframe in which documents were produced, and the authors and intended audiences of each document. When reviewing the internal documents, we have looked for:
- (a) evidence of monitoring, benchmarking, bidding strategies and identification of risks and opportunities related to competitors; and
 - (b) evidence of each of the Parties responding to competitors’ offerings. In general, we have seen more evidence of the Parties referring to competitors rather than responding directly to them. Whilst evidence of a competitive response can be particularly informative, evidence of awareness/monitoring also provides valuable evidence of competitive constraints.
- 8 Our assessment of the strength of competitors discussed in the documents has been based on a holistic assessment of the documents instead of applying any arithmetic or mechanistic assessment, such as counting the number of references to specific competitors. To assess the competitive constraint exerted by each competitor in the three relevant markets, we have taken account of the significance of references to competitors by consideration of multiple factors including the context in which such references are made, the form and substance in which each reference is

⁷ NECSWS’s response to the provisional findings, 7 October 2022, page 1.

⁸ We have also included a small number of documents held by the Parties but produced by third parties (eg an opportunity feedback letter).

made and, where relevant, the consistency of content across different references.

- 9 We take note of the Parties' comments that our analysis has accounted for historic documents dating as far back as 2017, which may not accurately reflect the strength of current competitors in the relevant markets. Our assessment has accounted for the timing of such documents and has weighted them appropriately to acknowledge shifting competitive dynamics in the relevant markets.
- 10 With regards to more recent documents (particularly those produced after the completion of the acquisition or during its contemplation)⁹, we consider that it is unclear how probative they are. Their recency means that they may better reflect current or future market conditions, however, documents produced after mid-2020 could be affected by incentives in relation to merger clearance, particularly where they make statements about future plans for the business or assess the competitive strength of the other merger party. We have therefore carefully considered the context when assessing this evidence and determining how much weight it is appropriate to place on different references in the documents.
- 11 We note that we have not considered internal documents in isolation in forming our conclusions. In particular, we have given consideration to market developments potentially affecting the competitiveness of current suppliers, such as the gradual move to cloud-hosted solutions, in our competitive assessments of each of the relevant markets (see chapters 6, 7 and 8). This assessment of market developments has been used alongside our assessment of internal documents and other evidence in reaching our conclusions.

ICCS

Parties' views

- 12 NECSWS submitted that our assessment had been based primarily on two of its internal documents discussing a single ICCS opportunity in 2019. NECSWS clarified that these documents were produced by a junior salesperson and thus should not be taken as representative of its current

⁹ We note that NECSWS [§X] (NECSWS site visit presentation, 16 June 2022, page 10) and was formally made aware of the potential sale of SSS in January 2021 (NECSWS's response to the CMA's RFI 3, 13 June 22, question 38). SSS likely considered the sale over a similar time period.

market views.¹⁰ It noted that a review of more recent documents would show how [REDACTED].

- 13 SSS considered that we had focused on a limited number of internal documents when forming our view on the competitiveness of its ICCS product and highlighted to us some of the more recent [REDACTED] customer feedback it had received on DSx. It noted that a review of its more recent internal documents would reveal [REDACTED]¹¹ making it a [REDACTED] offering than that of competitors.

Our response to the Parties' views

- 14 We acknowledge that our review of NECSWS's documents has drawn on documents discussing a particular ICCS opportunity. However, we have also incorporated a number of other documents including those that NECSWS submitted in response to our working paper. We recognise that more recent documents can be informative and have reviewed the documents that NECSWS has referenced; however, we also consider that more recent documents may have been affected by consideration of the Merger.
- 15 We acknowledge SSS's views on the role of its internal documents and the potential for other evidence to complement or supersede this evidence. In this section, we have reviewed the internal documents themselves, but we consider them alongside all other evidence in the round in forming our conclusion (see chapter 6).

NECSWS internal documents

- 16 We have reviewed NECSWS's internal documents for evidence of its own views of the competitive constraints that it faces.

Document 1: Annex 4.11 – [REDACTED]

- 17 Document 1 discusses NECSWS's participation in the [REDACTED] opportunity.¹²
- (a) In assessing the opportunity, [REDACTED].¹³

¹⁰ NECSWS's response to the Internal Documents WP, 4 August 2022, paragraph 1.2.

¹¹ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 3.10.

¹² NECSWS Internal Document, Annex 4.11 to the phase 1 s109(1), '[REDACTED]', 19 December 2019.

¹³ NECSWS Internal Document, Annex 4.11 to the phase 1 s109(1), '[REDACTED]', 19 December 2019, slide 4.

- (b) [REDACTED].¹⁴
- (c) [REDACTED].¹⁵ [REDACTED].¹⁶ [REDACTED].
- (d) [REDACTED].¹⁷
- (e) In its competitor analysis, [REDACTED]. [REDACTED].¹⁸

NECSWS's assessment of Document 1

- 18 In reference to the slide discussed in paragraph 17(a), NECSWS submitted that [REDACTED]. [REDACTED], there are eight police customers and seven fire customers on the framework. [REDACTED].¹⁹
- 19 [REDACTED].²⁰
- 20 [REDACTED]:
 - (a) [REDACTED].²¹
 - (b) [REDACTED].
 - (c) [REDACTED].
- 21 [REDACTED].²²
- 22 [REDACTED].²³
- 23 [REDACTED].^{24,25}

¹⁴ NECSWS Internal Document, Annex 4.11 to the phase 1 s109(1), '[REDACTED]', 19 December 2019, slide 5.

¹⁵ NECSWS Internal Document, Annex 4.11 to the phase 1 s109(1), '[REDACTED]', 19 December 2019, slide 37.

¹⁶ NECSWS Internal Document, Annex 4.11 to the phase 1 s109(1), '[REDACTED]', 19 December 2019, slide 32.

¹⁷ NECSWS Internal Document, Annex 4.11 to the phase 1 s109(1), '[REDACTED]', 19 December 2019, slide 33.

¹⁸ NECSWS Internal Document, Annex 4.11 to the phase 1 s109(1), '[REDACTED]', 19 December 2019, slides 54-55.

¹⁹ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 18.

²⁰ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 11.

²¹ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 11.

²² NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slides 15- 17.

²³ NECSWS's response to the provisional findings, 7 October 2022, page 13.

²⁴ NECSWS's response to the provisional findings, 7 October 2022, page 13.

²⁵ NECSWS's response to the provisional findings, 7 October 2022, page 14.

Our response to NECSWS's views on Document 1

- 24 We acknowledge that [REDACTED].
- 25 [REDACTED].
- 26 [REDACTED].
- 27 We have taken into account competitors' current views of SSS in chapter 6. We acknowledge that the market standing of suppliers may have evolved since the document was produced in 2019 and we have accounted for this when we considered the available evidence underlying our assessment in the round.

Document 2: Annex 10.1.15

- 28 Document 2 sets out an analysis of a 2021 opportunity to supply an ICCS solution [REDACTED]:
- (a) [REDACTED].
 - (b) [REDACTED].
 - (c) [REDACTED].
 - (d) [REDACTED].²⁶

NECSWS's assessment of Document 2

- 29 NECSWS has submitted that this slide represents the personal view/assessment of competition at the time by an NECSWS salesperson.
- 30 In relation to Motorola, NECSWS submitted that [REDACTED]. [REDACTED].²⁷
- 31 [REDACTED].²⁸

Our response to NECSWS's views on Document 2

- 32 We agree with NECSWS assessment of Motorola's solution as being [REDACTED] and have reflected that in our competitive assessment.

²⁶ NECSWS Internal Document, Annex 10.1.15 to the FMN, '[REDACTED]', May 2021, slide 4.

²⁷ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 12.

²⁸ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 12.

Document 3 – Annex 10.1.11

- 33 Document 3 provides an update on NECSWS's control room business. [REDACTED].²⁹

NECSWS's assessment of Document 3

- 34 NECSWS submitted that [REDACTED]. [REDACTED].³⁰

Our response to NECSWS's views on Document 3

- 35 Our view is that this document demonstrates that previous performance of competitors does have an impact on how a competitor is viewed by NECSWS. [REDACTED].

Document 4 – Annex 9.2.5

- 36 A Tech Market View report produced in March 2021 [REDACTED].³¹

NECSWS's assessment of Document 4

- 37 NECSWS submitted that this [REDACTED]. [REDACTED].³²

Our response to NECSWS's views on Document 4

- 38 [REDACTED]. We acknowledge that market shares can be estimated with different methodologies and that the Parties have provided alternative market share estimates. We consider that both the Parties' own market share estimates and our own assessment of market shares (see chapter 6) also support this finding.

Document 5 – Annex 9.2.15

- 39 In a competition analysis carried out in July 2021, NECSWS lists [REDACTED] as its current competitors. [REDACTED].³³

²⁹ NECSWS Internal Document, Annex 10.1.11 to the FMN, '[REDACTED]', March 2021, slide 12.

³⁰ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 13.

³¹ NECSWS Internal Document, Annex 9.2.5 to the FMN, '[REDACTED]', March 2021, slide 6.

³² NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 20.

³³ NECSWS Internal Document, Annex 9.2.15 to the FMN, '[REDACTED]', July 2021, slide 12.

NECSWS's assessment of Document 5

- 40 NECSWS submitted that, contrary to our claim that there has been a limited number of competitors, its [REDACTED].
- 41 NECSWS further submitted that competition in the ICCS market will not be affected by the Transaction because [REDACTED], as noted in this slide [REDACTED]. [REDACTED].³⁴
- 42 [REDACTED].³⁵

Our response to NECSWS's views on Document 5

- 43 We continue to consider that this document (slide 12) shows that the ICCS market has a limited number of competitors. We consider we can draw high level views of the number of competitors and views on how concentrated the market both is, and has been historically, from this document. We place limited weight on this document with regards to the strength of individual competitors and the intensity of competition, because the focus of the commentary and analysis is on which competitors have gained and lost market share (which we consider we have taken into account in the market shares and opportunities sections of chapter 6) rather than NECSWS's views of its competitors. [REDACTED].

Document 6: Annex 9.2.4

- 44 In a 2021 internal document discussing the Merger, [REDACTED]. [REDACTED].³⁶

NECSWS's assessment of Document 6

- 45 NECSWS submitted that the purpose of this presentation was [REDACTED]. [REDACTED].³⁷
- 46 [REDACTED].³⁸

Our response to NECSWS's views on Document 6

- 47 We consider that this document shows that [REDACTED].

³⁴ NECSWS Internal Document, Annex 9.2.15 to the FMN, '[REDACTED]', July 2021, slide 12.

³⁵ NECSWS's response to the provisional findings, 7 October 2022, page 14.

³⁶ NECSWS Internal Document, Annex 9.2.4 to the FMN, '[REDACTED]', February 2021, slide 11.

³⁷ NECSWS's response to the Internal Documents WP, 4 August 2022, 'Annex 9.2.4', slide 95.

³⁸ NECSWS's response to the Internal Documents WP, 4 August 2022, 'Annex 9.2.4', slide 95.

Document 7: Annex 18.1.2

48 In a 2018 presentation to the [REDACTED], NECSWS notes that:

(a) [REDACTED].³⁹

(b) [REDACTED].⁴⁰

NECSWS's assessment of Document 7

49 NECSWS submitted that this [REDACTED]. [REDACTED].⁴¹

50 NECSWS also submitted that it did not agree [REDACTED]. [REDACTED].⁴²

Our response to NECSWS's views on Document 7

51 This document demonstrates that [REDACTED]. [REDACTED].

52 [REDACTED].

Document 8: Annex 9.2.13

53 In a 2021 presentation prepared for SSS's management regarding the sale of SSS NECSWS states that [REDACTED].⁴³ [REDACTED].⁴⁴ [REDACTED].⁴⁵

NECSWS's assessment of Document 8

54 NECSWS has stated that this document demonstrates that [REDACTED].⁴⁶

Our response to NECSWS's views on Document 8

55 Our view is that the statement that [REDACTED]. [REDACTED].

Document 9: Annex 10.1.13

56 In a 2021 document setting out an opportunity to supply ICCS [REDACTED].⁴⁷

³⁹ NECSWS Internal Document, Annex 18.1.2 to the FMN '[REDACTED]', December 2018, slide 5.

⁴⁰ NECSWS Internal Document, Annex 18.1.2 to the FMN '[REDACTED]', December 2018, slide 7.

⁴¹ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 102.

⁴² NECSWS's response to the provisional findings, 7 October 2022, page 14.

⁴³ NECSWS Internal Document, Annex 9.2.13 to the FMN, '[REDACTED]', April 2021, slide 13.

⁴⁴ NECSWS Internal Document, Annex 9.2.13 to the FMN, '[REDACTED]', April 2021, slide 8.

⁴⁵ NECSWS Internal Document, Annex 9.2.13 to the FMN, '[REDACTED]', April 2021, slide 10.

⁴⁶ NECSWS's response to the Internal Documents WP, 4 August 2022, paragraph 1.2.2(b).

⁴⁷ NECSWS Internal Document, Annex 10.1.13 to the FMN, '[REDACTED]', April 2021, slide 15.

NECSWS's assessment of Document 9

57 NECSWS submitted that this document shows that it benchmarks against [REDACTED] as one of its key competitors.⁴⁸

58 NECSWS further submitted that it benchmarks against [REDACTED] in the context of [REDACTED] emergency services tenders, [REDACTED]. In support of this submission, NECSWS refers the CMA to Annex 4.11 (Document 1).⁴⁹

Our response to NECSWS's views on Document 9

59 [REDACTED].

60 We consider that this specific document only relates to benchmarking against [REDACTED] in the context of [REDACTED]. However, we acknowledge that Annex 4.11 demonstrates that NECSWS benchmarks against [REDACTED] for [REDACTED] customers and have covered this under our views on that particular document.

Document 10: Annex 9.2.17

61 In a 2021 document that considers the Merger [REDACTED],⁵⁰ [REDACTED].⁵¹

NECSWS's assessment of Document 10

62 NECSWS submitted that this document [REDACTED].⁵²

Our response to NECSWS's views on Document 10

63 In our view this document was created knowing that this Merger would require CMA approval (as highlighted on slide 13) and so we place more limited weight on this document.

64 However, we recognise that [REDACTED].

65 [REDACTED].

⁴⁸ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', ICCS slide 9.

⁴⁹ NECSWS's response to the provisional findings, 7 October 2022, page 14.

⁵⁰ NECSWS Internal Document, Annex 9.2.17 to the FMN, '[REDACTED]', July 2021, slide 15.

⁵¹ NECSWS Internal Document, Annex 9.2.17 to the FMN, '[REDACTED]', July 2021, slide 15.

⁵² NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 10.

SSS internal documents:

- 66 We have reviewed SSS's internal documents for evidence of its views of the competitive constraints that it faces.

Document 12 – Annex 604

- 67 In a 2022 internal document discussing SSS's strategy for the ICCS market:
- (a) [REDACTED].⁵³

Document 13 – Annex 825

- 68 In a 2022 email discussing a market test [REDACTED]:
- (a) [REDACTED].
- (b) [REDACTED].⁵⁴

Document 14 – Annex 9.3.4

- 69 In a 2020 report providing an overview of SSS's products, [REDACTED].⁵⁵

SSS's assessment of Document 14:

- 70 SSS submitted that the market definition used in this document for the Control Rooms solutions market differs from the ICCS market definition adopted by the CMA. As a result, SSS submitted that this document should not be relied on as an accurate view of competitors in the ICCS product market.⁵⁶

Our response to SSS's views on Document 14:

- 71 We acknowledge that the terminology [REDACTED]. [REDACTED]. Therefore, our view is that this document supports the findings of other documents.

⁵³ SSS Internal Document, Annex 604 to RFI 3, '[REDACTED]', February 2022, slide 4.

⁵⁴ SSS Internal Document, Annex 825 to RFI 3, '[REDACTED]', March 2022.

⁵⁵ SSS Internal Document, Annex 9.3.4 to the FMN, '[REDACTED]', September 2020, slide 24.

⁵⁶ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 1, '[REDACTED]', slide 24.

Document 15 – Annex 059

- 72 This 2021 document contains a pipeline of some future opportunities, [REDACTED]. [REDACTED].⁵⁷

SSS's assessment of Document 15

- 73 SSS submitted that it is not accurate to refer to this document as providing an overview of all future contract opportunities as it has a narrower purpose and focus.⁵⁸ [REDACTED].

Our response to SSS's views on Document 15

- 74 Although we acknowledge SSS's comments, we have not referred to this document as providing an overview of all future ICCS contract opportunities in our analysis. [REDACTED].

Document 16 – Annex 075

- 75 In a 2019 document reviewing its ICCS solution for [REDACTED]. SSS also discusses its identified strengths and weaknesses, including:

- (a) [REDACTED]; and
- (b) [REDACTED].⁵⁹

Document 17 – Annex 10.2.24

- 76 In a qualification review for the [REDACTED] 2021 opportunity:

- (a) [REDACTED].⁶⁰
- (b) SSS conducts a competitor analysis comparing itself [REDACTED]. [REDACTED].⁶¹
- (c) [REDACTED].⁶²

⁵⁷ SSS Internal Document, Annex 059 to the Phase 1 s102(2), '[REDACTED]', May 2021, slide 5.

⁵⁸ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 2, '[REDACTED]', slide 5.

⁵⁹ SSS Internal Document, Annex 075 03 to the phase 1 s109(2), '[REDACTED]', June 2019, slide 6.

⁶⁰ SSS Internal Document, Annex 10.2.24 to the FMN, '[REDACTED]', June 2021, slide 4.

⁶¹ SSS Internal Document, Annex 10.2.25 to the FMN, '[REDACTED]', June 2021, slide 74.

⁶² SSS Internal Document, Annex 10.2.25 to the FMN, '[REDACTED]', June 2021, slide 75.

SSS's assessment of Document 17

77 [REDACTED], SSS submitted [REDACTED]. [REDACTED].⁶³

78 [REDACTED].⁶⁴

79 [REDACTED].⁶⁵

Our response to SSS's views on Document 17

80 We note SSS's comments [REDACTED].

Document 18 – Annex 383

81 In a document outlining an opportunity for a Dispatch Communications Server (**DCS**) and an ICCS [REDACTED] in 2020. [REDACTED].⁶⁶ [REDACTED].⁶⁷

Document 19 – Annex 543

82 In a 2021 document reviewing SSS's ICCS solution [REDACTED].⁶⁸

Document 20 – Annex 10.2.23

83 In a 2021 document outlining SSS product strategy for ICCS:

(a) [REDACTED].⁶⁹

(b) [REDACTED].⁷⁰

(c) [REDACTED].⁷¹

(d) [REDACTED].⁷²

84 SSS conducts a [REDACTED] analysis showing that:

⁶³ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 3.3.9.

⁶⁴ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 4, '[REDACTED]', slides 4 and 74.

⁶⁵ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 29, '[REDACTED]', slide 75.

⁶⁶ We understand that [REDACTED].

⁶⁷ SSS Internal Document, Annex 383 to the phase 1 s109(2), '[REDACTED]', November 2020, slide 8.

⁶⁸ SSS Internal Document, Annex 543 to the phase 1 s109(2), '[REDACTED]', August 2021, slide 4.

⁶⁹ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 46.

⁷⁰ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 47.

⁷¹ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 51.

⁷² SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 50.

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].⁷³

SSS's assessment of Document 20

85 [REDACTED], SSS submitted that [REDACTED].⁷⁴

86 [REDACTED]:

(a) [REDACTED].

(b) [REDACTED].⁷⁵

87 [REDACTED].⁷⁶

88 [REDACTED]:

(a) [REDACTED];

(b) [REDACTED];

(c) [REDACTED];

(d) [REDACTED]; and

(e) [REDACTED].⁷⁷

Our response to SSS's views on Document 20

89 Our view is that [REDACTED]. Given the timing of the Merger we place limited weight on these updated views. In particular, we understand that [REDACTED].⁷⁸ Furthermore, our understanding is that [REDACTED].⁷⁹

⁷³ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 39.

⁷⁴ SSS's response to the Internal Documents WP, Appendix 1 - item 6, '[REDACTED]', slide 46 WP location – slide 34.

⁷⁵ SSS's response to the Internal Documents WP, Appendix 1 - item 7, '[REDACTED]', slide 51.

⁷⁶ SSS's response to the Internal Documents WP, Appendix 1 – item 9, '[REDACTED]', slide 50.

⁷⁷ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 3, '[REDACTED]', slide 39.

⁷⁸ Response to the CMA questionnaire from a third party, 19 August 2022.

⁷⁹ Note of a call with a third party, July 2022, paragraph 8.

Document 21 – Annex 10.2.21

- 90 In a 2021 competitor assessment, SSS recognises [X] as competitors in the ICCS market. [X].⁸⁰

SSS's assessment of Document 21

- 91 SSS submitted that it considers [X] is a strong competitor of SSS in ICCS. SSS further submitted that it does not consider [X] as a close competitor in ICCS [X].⁸¹

Our response to SSS's views on Document 21

- 92 We acknowledge SSS's comments and have separately considered data on recent opportunities in our competitive assessment. However, we believe that this document does show that SSS considered [X] as a competitor in the ICCS market and monitored it accordingly.

Document 22 – Annex 1.1.1 001 6.1

- 93 In a 2018 document providing an overview of SSS's ICCS solution:

- (a) [X].
- (b) [X].
- (c) [X].⁸²

SSS's assessment of Document 22

- 94 SSS submitted that this slide is dated August 2018 and is therefore out of date and the conclusions contained therein are therefore not reflective of the market currently, save for the comment with regards to [X]. [X].⁸³

Our response to SSS's views on Document 22

- 95 We acknowledge that the conclusions contained in this document may be outdated and thus may not accurately reflect the current strength of competitors in the ICCS market. Specifically, we agree [X]. [X].

⁸⁰ SSS Internal Document, Annex 10.2.21 to the FMN, '[X]', March 2021, pages 17–18.

⁸¹ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 8, '[X]', pages 17–18.

⁸² SSS Internal Document, Annex 1.1.1 001 to the phase 1 s109(2), '[X]', August 2018, slide 4.

⁸³ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 10, '[X]'.

Document 23 – Annex 431

96 [REDACTED]:

- (a) [REDACTED].
- (b) [REDACTED].
- (c) [REDACTED].
- (d) [REDACTED].⁸⁴

SSS's assessment of Document 23

97 SSS submitted that [REDACTED]. [REDACTED].⁸⁵

Our response to SSS's views on Document 23

98 Although we acknowledge that [REDACTED]. This finding is further supported by the data we gathered on recent opportunities and data from third parties, as discussed in our competitive assessment (see chapter 6).

Document 24 – Annex 134

99 In a 2021 letter sent by [REDACTED] to SSS following its bid [REDACTED]. [REDACTED].⁸⁶

Document 25 – Annex 135

100 In a 2018 letter sent by [REDACTED] following SSS's bid [REDACTED]. [REDACTED].⁸⁷

Document 26 – Annex 183

101 In a March 2022 strategy document, SSS notes that:

- (a) [REDACTED].
- (b) [REDACTED].⁸⁸

⁸⁴ SSS Internal Document, Annex 355 to the phase 1 s109(2), '[REDACTED]', March 2021, slide 4.

⁸⁵ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 11, '[REDACTED]', slide 4.

⁸⁶ SSS Internal Document, Annex 134 to RFI 2, '[REDACTED]', November 2021, page 2.

⁸⁷ SSS Internal Document, Annex 135 to RFI 2, '[REDACTED]', July 2018, page 2.

⁸⁸ SSS Internal Document, Annex 183 to RFI 2, '[REDACTED]', March 2022, slide 15.

Document 27 – Annex 220

102 In a June 2022 document reviewing its UX/UI, SSS notes that:

(a) [REDACTED].⁸⁹

(b) [REDACTED].⁹⁰

103 It is important to note that this document was produced after the CMA had started its phase 2 investigation.

Document 28 – Annex 10.2.28

104 In a 2021 document outlining its strategy for the Control Room Communications sector, [REDACTED]. [REDACTED].⁹¹

SSS's assessment of Document 28

105 SSS submitted that this document was produced to support the sale of SSS and [REDACTED]. [REDACTED].⁹²

Our response to SSS's views on Document 28

106 Our view is that this document demonstrates that [REDACTED]. [REDACTED].

Document 29 – Annex 148/Annex 2526

SSS's assessment of Document 29

107 In its response to our Internal Documents WP, SSS referenced a strategy document dated August 2020 which notes that:

(a) [REDACTED].⁹³

(b) [REDACTED].⁹⁴

⁸⁹ SSS Internal Document, Annex 220 to RFI 2, '[REDACTED]', June 2022, slide 2.

⁹⁰ SSS Internal Document, Annex 220 to RFI 2, '[REDACTED]', June 2022, slide 3.

⁹¹ SSS Internal Document, Annex 10.2.28 to the FMN, '[REDACTED]', August 2021, slide 2.

⁹² SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 28, '[REDACTED]', slide 2.

⁹³ SSS Internal Document, Annex 148 to RFI 3, '[REDACTED]', August 2020, slide 2.

⁹⁴ SSS Internal Document, Annex 148 to RFI 3, '[REDACTED]', August 2020, slide 13.

Our response to SSS's views on Document 29

108 We believe the slides highlighted by SSS in this internal document do not concern the relevant market for our analysis (ie the ICCS market). This conclusion is supported by:

(a) [REDACTED];

(b) [REDACTED]; and

(c) [REDACTED].

109 [REDACTED].

Document 30 – Annex 638

SSS's assessment of Document 30

110 In its response to our Internal Documents WP, SSS referenced a strategy document dated April 2022. [REDACTED].⁹⁵

Our response to SSS's views on Document 30

111 [REDACTED] note that it has been prepared during the course of the CMA's merger inquiry (phase 1). We therefore place low weight on this version.

Document 31 – Annex 2365/Annex 136

SSS's assessment of Document 31

112 In its response to our Internal Documents WP, SSS referenced a document [REDACTED].⁹⁶

Our response to SSS's views on Document 31

113 We recognise that [REDACTED]. [REDACTED]. We note that this document has been prepared during the course of consideration of the Merger.

⁹⁵ SSS Internal Document, Annex 638 to the FMN, '[REDACTED]', April 2022, slide 12.

⁹⁶ SSS Internal Document, Annex 136 to the FMN, '[REDACTED]', July 2021, slide 4.

Duties

NECSWS internal documents:

Document 32 – Annex 7.6

114 In an update on its position in the Duties market, [REDACTED]. [REDACTED].⁹⁷

NECSWS's assessment of Document 32

115 NECSWS submitted that [REDACTED]. [REDACTED].⁹⁸

Our response to NECSWS's views on Document 32

116 Although we note that [REDACTED]. [REDACTED].

Document 33 – Annex 7.1

117 In a document discussing its participation in the 2019 [REDACTED] opportunity, [REDACTED]. [REDACTED].⁹⁹

NECSWS's assessment of Document 33

118 NECSWS submitted that for this opportunity a cloud-based offering was preferred to on-premise, [REDACTED]. [REDACTED].¹⁰⁰

Our response to NECSWS's views on Document 33

119 We recognise that [REDACTED]. We discuss the role of cloud-based solutions and the Parties' ability to compete for them in chapter 7.

Document 34 – Annex 7.3

120 In a 2020 document discussing the upcoming [REDACTED]¹⁰¹ tender:

(a) NECSWS compares its own Duties product against [REDACTED].¹⁰²

⁹⁷NECSWS Internal Document, Annex 7.6 to the phase 1 s109(1), '[REDACTED]', undated, page 1.

⁹⁸ NECSWS's response to the Internal Documents WP, '[REDACTED]', slide 71.

⁹⁹ NECSWS Internal Document, Annex 7.1 to the phase 1 s109(3), '[REDACTED]', February 2019, slide 2.

¹⁰⁰ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 72.

¹⁰¹ [REDACTED].

¹⁰² NECSWS Internal Document, Annex 7.3 to the phase 1 s109(1), '[REDACTED]', February 2020, slide 20.

(b) [REDACTED].¹⁰³

(c) [REDACTED].¹⁰⁴

(d) [REDACTED].¹⁰⁵

NECSWS's assessment of Document 34

121 In [REDACTED], NECSWS submitted that [REDACTED]. [REDACTED].¹⁰⁶

122 [REDACTED].¹⁰⁷

123 [REDACTED].¹⁰⁸

Our response to NECSWS's views on Document 34

124 We acknowledge that market shares reflect historic wins and are not the best indicators of the current strength of suppliers; for this reason, we have considered market shares alongside other evidence in our competitive assessment. [REDACTED].

Document 35 – Annex 190

125 In a 2021 document outlining its mid-term plan for the public safety market for the Fiscal Years 2023-27:

(a) [REDACTED].¹⁰⁹

(b) [REDACTED].¹¹⁰

Document 36 – Annex 191

126 In a March 2021 email [REDACTED]. [REDACTED].¹¹¹

¹⁰³ NECSWS Internal Document, Annex 7.3 to the phase 1 s109(1), '[REDACTED]', February 2020, slide 21.

¹⁰⁴ NECSWS Internal Document, Annex 7.3 to the phase 1 s109(1), '[REDACTED]', February 2020, slide 77.

¹⁰⁵ NECSWS Internal Document, Annex 7.3 to the phase 1 s109(1), '[REDACTED]', February 2020, slide 78.

¹⁰⁶ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 73–74.

¹⁰⁷ NECSWS's response to the Internal Documents WP, 4 August 2022 '[REDACTED]', slide 75.

¹⁰⁸ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 76.

¹⁰⁹ NECSWS Internal Document, Annex 190 to the CMA queries of 28 July following main party hearing, '[REDACTED]', September 2021, slide 3.

¹¹⁰ NECSWS Internal Document, Annex 190 to the CMA queries of 28 July following main party hearing, '[REDACTED]', September 2021, slide 4.

¹¹¹ NECSWS Internal Document, Annex 191 to the CMA queries of 28 July following main party hearing, '[REDACTED]', March 2021.

NECSWS's assessment of Document 37

- 127 In its response to our Internal Documents WP, NECSWS referenced a July 2021 document discussing the Merger. In an analysis of competitors' market shares in the Duties market within this document, NECSWS states that [REDACTED].¹¹²

Our response to NECSWS's views on Document 37

- 128 We consider that the content of this document may have been influenced by the CMA's review of the Merger. [REDACTED].¹¹³

SSS internal documents:

Document 38 – Annex 10.2.23

- 129 In a May 2021 document outlining SSS's strategy for its Duties Product:

(a) SSS benchmarks its own product against [REDACTED].¹¹⁴

(b) [REDACTED]:

(I) [REDACTED].

(II) [REDACTED].

(III) [REDACTED].

(IV) [REDACTED].¹¹⁵

(c) In its competitor analysis, [REDACTED]. [REDACTED].¹¹⁶

(d) [REDACTED]:

(I) [REDACTED].

(II) [REDACTED].

¹¹² NECSWS Internal Document, Annex 9.2.18 to the FMN, '[REDACTED]', July 2021, slide 10.

¹¹³ NECSWS Internal Document, Annex 9.2.4 to the FMN, '[REDACTED]', February 2021, slide 11.

¹¹⁴ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 121.

¹¹⁵ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 124.

¹¹⁶ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slides 114–115.

(III) [REDACTED].¹¹⁷

SSS's assessment of Document 38

130 SSS submitted that this document was prepared by SSS in the context of the sales process and not in the ordinary course of business. [REDACTED].¹¹⁸

131 [REDACTED].¹¹⁹

Our response to SSS's assessment of Document 38

132 We consider that [REDACTED].

Document 39 – 623 02 Solution Deck

133 In a 2021 document reviewing an opportunity to provide Duties for [REDACTED], SSS carries out a SWOT analysis in which:

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].¹²⁰

SSS's assessment of Document 39

134 SSS submitted that since this document was produced, [REDACTED]. [REDACTED].¹²¹

Our response to SSS's views on Document 39

135 We acknowledge that market dynamics may have evolved since this document was produced in January 2021. Our competitive assessment has considered how market developments such as the move to cloud have affected the competitiveness of the Parties' products.

¹¹⁷ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 100.

¹¹⁸ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.5.

¹¹⁹ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 26, '[REDACTED]', slide 100.

¹²⁰ SSS Internal Document, Annex 653 to the phase 1 s109(2), '[REDACTED]', January 2021, slide 8.

¹²¹ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 20, '[REDACTED]', slide 8.

Document 40 – Annex 559

- 136 In a 2018 document discussing a procurement process for Duties [REDACTED].
[REDACTED].¹²²

SSS's assessment of Document 40

- 137 SSS submitted that this is a 2018 document, produced by the SSS sales team, concerning a specific opportunity and should not be seen as reflecting the current state of the market or the quality of the Origin product. [REDACTED].¹²³

Our response to SSS's views on Document 40

- 138 We acknowledge that this 2018 document may not capture the current state of the Duties market or the competitiveness of the Origin product, [REDACTED]. [REDACTED].

Document 41 – Annex 560

- 139 In an April 2018 document discussing a procurement process for Duties [REDACTED].
[REDACTED].¹²⁴

SSS's assessment of Document 41

- 140 SSS submitted that this is a 2018 document concerning a specific opportunity and should not be seen as reflecting the current state of the market or the quality of the Origin product. [REDACTED].¹²⁵

Our response to SSS's views on Document 41

- 141 We acknowledge that this 2018 document may not capture the current state of the Duties market or the competitiveness of the Origin product, but it does capture SSS's perception in 2018.

Document 42 – Annex 10.2.21

- 142 In an April 2021 competitor assessment [REDACTED]. [REDACTED].¹²⁶

¹²² SSS Internal Document, Annex 559 to the phase 1 s109(2), '[REDACTED]', April 2018, slide 8.

¹²³ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 21, '[REDACTED]', slide 8.

¹²⁴ SSS Internal Document, Annex 560 to the phase 1 s109(2), '[REDACTED]', April 2018, slide 5.

¹²⁵ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 23, '[REDACTED]', slide 5.

¹²⁶ SSS Internal Document, Annex 10.2.21 to the FMN, '[REDACTED]', March 2021, pages 20 and 30.

SSS's assessment of Document 42

143 SSS submitted that [REDACTED].¹²⁷

Our response to SSS's views on Document 42

144 We note that although some of the information in this document refers to the other markets [REDACTED]. [REDACTED]:

(a) [REDACTED]; and

(b) [REDACTED].

Document 43 – Annex 10.2.22

145 In a competitor summary produced in 2021:

(a) [REDACTED].¹²⁸

(b) [REDACTED].¹²⁹

SSS's assessment of Document 43

146 SSS submitted that it does not consider that this competitor analysis is representative of the Duties market currently. [REDACTED].¹³⁰

Our response to SSS's views on Document 43

147 We acknowledge SSS's comments and have separately considered data on recent opportunities and market developments [REDACTED]. [REDACTED].

Document 44 – Annex 1.1.3

148 In a 2018 document containing a competitor analysis for the Duties market:

(a) [REDACTED].

¹²⁷ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 22, '[REDACTED]', pages 20 and 30; SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slides 114–115 and SSS Internal Document, Annex 10.2.22 to the FMN, '[REDACTED]', March 2021, slide 24.

¹²⁸ SSS Internal Document, Annex 10.2.22 to the FMN, '[REDACTED]', March 2021, slide 24.

¹²⁹ SSS Internal Document, Annex 10.2.22 to the FMN, '[REDACTED]', March 2021, slide 26.

¹³⁰ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 22, '[REDACTED]', pages 20 and 30; SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slides 114–115 and SSS Internal Document, Annex 10.2.22 to the FMN, '[REDACTED]', March 2021, slide 24.

(b) [REDACTED].

(c) [REDACTED].¹³¹

SSS's assessment of Document 44

149 SSS submitted that this is a 2018 document, [REDACTED]. [REDACTED].¹³²

Our response to SSS's views on Document 44

150 [REDACTED]. We consider the future competitiveness of Origin in our competitive assessment, [REDACTED].

Document 45 – Annex 10.2.31

151 In a 2021 document outlining SSS's strategy for its Duties product:

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].

(d) [REDACTED].

(e) [REDACTED].¹³³

SSS's assessment of Document 45

152 SSS submitted that [REDACTED]. [REDACTED].¹³⁴

Our response to SSS's views on Document 45

153 We acknowledge SSS's comments [REDACTED].

Document 46 – Annex 058

154 In a 2021 document reviewing the performance of its Origin product:

¹³¹ SSS Internal Document, Annex 1.1.3 to the phase 1 s109(2), '[REDACTED]', September 2018, page 3.

¹³² SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 24, '[REDACTED]', page 3.

¹³³ SSS Internal Document, Annex 10.2.31 to the FMN, '[REDACTED]', 2021, slide 2.

¹³⁴ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 25, '[REDACTED]', slide 2.

- (a) [REDACTED].
- (b) [REDACTED].
- (c) [REDACTED].
- (d) [REDACTED].¹³⁵

SSS's assessment of Document 46

155 SSS submitted that [REDACTED]. [REDACTED].¹³⁶

Our response to SSS's views on Document 46

156 We acknowledge SSS's comments and have looked further into how the role of cloud-based solutions and the future competitiveness of the Origin product in our competitive assessment (see chapter 7).

RMS

NECSWS internal documents:

Document 47 – Annex 4.4

157 In an internal document discussing NECSWS's participation in the [REDACTED] 2019 tender:

- (a) [REDACTED].¹³⁷
- (b) [REDACTED].¹³⁸
 - (I) [REDACTED].
 - (II) [REDACTED].
 - (III) [REDACTED].
- (c) [REDACTED].¹³⁹

¹³⁵ SSS Internal Document, Annex 058 to the phase 1 s109(2), '[REDACTED]', February 2021, slide 5.

¹³⁶ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 27, '[REDACTED]', slide 5.

¹³⁷ NECSWS Internal Document, Annex 4.4. to the phase 1 s109(1), '[REDACTED]', March 2019, slide 8.

¹³⁸ NECSWS Internal Document, Annex 4.4. to the phase 1 s109(1), '[REDACTED]', March 2019, slide 6.

¹³⁹ NECSWS Internal Document, Annex 4.4. to the phase 1 s109(1), '[REDACTED]', March 2019, slide 3 and 4.

(d) [REDACTED].¹⁴⁰

(e) [REDACTED].¹⁴¹

NECSWS's assessment of Document 47

158 NECSWS submitted that this deck, produced in 2019 by one NECSWS salesperson, does not necessarily provide an accurate or current view of competition in the RMS market as seen by NECSWS. [REDACTED].¹⁴²

159 [REDACTED].¹⁴³

160 [REDACTED]:

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].

161 [REDACTED].¹⁴⁴

162 [REDACTED].¹⁴⁵

Our response to NECSWS's assessment of Document 47

163 We agree with NECSWS that [REDACTED].

164 We are aware that the market standing of suppliers may have evolved since the document was produced in 2019 and have accounted for this in our interpretation of this document, as well as in the weight placed on it in our analysis.

165 [REDACTED].

Document 48 – Annex 9.2.15

166 A competition analysis produced by NECSWS in 2021 [REDACTED]. [REDACTED].¹⁴⁶ [REDACTED].

¹⁴⁰ NECSWS Internal Document, Annex 4.4. to the phase 1 s109(1), '[REDACTED]', March 2019, slide 11.

¹⁴¹ NECSWS Internal Document, Annex 4.4. to the phase 1 s109(1), '[REDACTED]', March 2019, slide 13.

¹⁴² NECSWS's response to the Internal Documents WP, 4 August 2022, paragraph 1.3.1a.

¹⁴³ NECSWS's response to the Internal Documents WP, 4 August 2022, Annex 1, paragraph 47.

¹⁴⁴ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slides 49–51.

¹⁴⁵ NECSWS's response to the Internal Documents WP, 4 August 2022, paragraph 1.3.2 b.

¹⁴⁶ NECSWS Internal Document, Annex 9.2.15 to the FMN, '[REDACTED]', July 2021, slide 13.

NECSWS assessment of Document 48

167 NECSWS submitted that [REDACTED].¹⁴⁷

Document 49 – HSF0001254

168 In an email dated April 2021 discussing the RMS market, [REDACTED].¹⁴⁸

SSS internal documents:

Document 50 – Annex 10.2.23

169 In a 2021 document outlining SSS's product strategy for RMS:

(a) [REDACTED].¹⁴⁹

(b) [REDACTED].¹⁵⁰

(c) [REDACTED].¹⁵¹

(d) [REDACTED].¹⁵²

170 [REDACTED]:¹⁵³

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].

171 [REDACTED]:

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].

(d) [REDACTED].

¹⁴⁷ NECSWS's response to the Internal Documents WP, 4 August 2022, '[REDACTED]', slide 52.

¹⁴⁸ NECSWS Internal Document, Document HSF0001254 to RFI 3, '[REDACTED]', April 2021.

¹⁴⁹ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 121.

¹⁵⁰ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 117.

¹⁵¹ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 124.

¹⁵² SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 105.

¹⁵³ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 108.

(e) [REDACTED].¹⁵⁴

172 [REDACTED].¹⁵⁵

SSS's assessment of Document 50

173 SSS submitted that this document was prepared by SSS in the context of the sales process and not in the ordinary course of business. [REDACTED].¹⁵⁶

174 [REDACTED]:

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].¹⁵⁷

175 [REDACTED].¹⁵⁸

176 [REDACTED].¹⁵⁹

177 [REDACTED]:

(a) [REDACTED].

(b) [REDACTED].¹⁶⁰

Our response to SSS's views on Document 50

178 We note that this document was prepared in the context of the sales process and have considered that in our assessment of it. [REDACTED].

Document 51 – Annex 10.2.22

179 In a 2021 summary of its competitors in the RMS market:

¹⁵⁴ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 101.

¹⁵⁵ SSS Internal Document, Annex 10.2.23 to the FMN, '[REDACTED]', May 2021, slide 110.

¹⁵⁶ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.5.

¹⁵⁷ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 12, '[REDACTED]', slide 121.

¹⁵⁸ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 16, '[REDACTED]', slide 124.

¹⁵⁹ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 18, '[REDACTED]', slide 105.

¹⁶⁰ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 – item 19, '[REDACTED]', slide 101.

(a) [REDACTED].¹⁶¹

(b) [REDACTED].¹⁶²

SSS's assessment of Document 51

180 SSS submitted that this document was prepared in the context of the sales process and not in the ordinary course of business and should be read in that light.¹⁶³

181 [REDACTED].¹⁶⁴

Our response to SSS's views on Document 51

182 We acknowledge that [REDACTED]. [REDACTED].

Document 52 – Annex 10.2.32

183 In a late 2021 document outlining SSS's strategy for its RMS product:

(a) [REDACTED].

(b) [REDACTED].¹⁶⁵

SSS's assessment of Document 52

184 [REDACTED], SSS submitted that Niche is still considered to be the strongest competitor within RMS, with competition in the market mainly driven between Niche and NECSWS [REDACTED].¹⁶⁶

Our response to SSS's views on Document 52

185 Our analysis acknowledges that Niche is the strongest competitor in the RMS market [REDACTED].

¹⁶¹ SSS Internal Document, Annex 10.2.22 to the FMN, '[REDACTED]', March 2021, page 21.

¹⁶² SSS Internal Document, Annex 10.2.22 to the FMN, '[REDACTED]', March 2021, page 23.

¹⁶³ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 2.5.

¹⁶⁴ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - items 13 and 14, '[REDACTED]', page 21 and 23.

¹⁶⁵ SSS Internal Document, Annex 10.2.32 to the FMN, '[REDACTED]', December 2021, slide 1.

¹⁶⁶ SSS's response to the Internal Documents WP, 4 August 2022, paragraph 4.3.1.

Document 53 – Annex 100

186 In a 2018 document discussing its participation in the [REDACTED] RMS tender, [REDACTED].
[REDACTED].¹⁶⁷

SSS's assessment of Document 53

187 SSS submitted that this was a 2018 document concerning a specific opportunity and should not be seen as reflecting the current competitive landscape for RMS. SSS stated that:

(a) [REDACTED].

(b) [REDACTED].

(c) [REDACTED].¹⁶⁸

Our response to SSS's views on Document 53

188 We agree with SSS's assessment [REDACTED].

189 [REDACTED].

¹⁶⁷ SSS Internal Document, Annex 100 to the phase 1 s109(2), '[REDACTED]', August 2018, slide 9.

¹⁶⁸ SSS's response to the Internal Documents WP, 4 August 2022, Appendix 1 - item 17, '[REDACTED]', slide 9.

Appendix D: Customer questionnaires

Introduction

- 1 In assessing the effects of a merger, the CMA will often gather evidence and views from customers in the relevant market(s).¹ This appendix describes our approach to gathering customer evidence for our assessment of this Merger. It also sets out customers' views on the impact of the Merger in the two markets where we have found SLCs.

Methodology

- 2 We have collected evidence from a range of ICCS, Duties and RMS customers, covering emergency services, transport and other customers.²
- 3 In particular, we contacted:
- (a) 48 police forces;
 - (b) 5 fire and rescue services;
 - (c) 14 ambulance trusts; and
 - (d) 8 transport providers.
- 4 We recognise that many emergency services undertake procurement jointly or in combination with other emergency services in the same region. Where this occurs we have taken account of the combined views of those emergency services as a single customer and treated their joint procurement as a single opportunity. In this appendix, we therefore refer to customers to mean either an individual emergency service procuring for itself or a consortium of services procuring together. Taking this into account, we consider that the relevant customer numbers are:
- (a) 39 police customers;
 - (b) 37 fire and rescue customers;
 - (c) 2 ambulance customers;³ and
 - (d) 8 transport customers.

¹ CMA129, para 4.13.

² The emergency services customers are described in more detail in the main body of our final report. In addition, we received evidence from [REDACTED], [REDACTED] and [REDACTED].

³ The Ambulance Radio Programme and the Northern Ireland Ambulance Service.

- 5 We have contacted all the emergency services customers that we identified. We received responses from numerous customers but we have not received a response from all customers, or, where we have received a response, it may not have covered every question.

Phase 1

- 6 At phase 1 the CMA sent customer questionnaires (one in relation to tenders and one qualitative questionnaire) to all relevant emergency services and some transport customers. The CMA also had calls with a few customers.⁴
- 7 We received responses from:
- (a) 19 police customers (including 16 responses to our qualitative questionnaire);
 - (b) 23 fire and rescue customers (including 18 responses to our qualitative questionnaire);
 - (c) 1 ambulance customer (directly and from 8 ambulance trusts which are part of this customer); and
 - (d) 3 transport customers.

Phase 2

- 8 At phase 2, we further focused our evidence gathering. We took account of our initial views on market definition and we focused our evidence gathering for each market on certain customer segments. For ICCS, we obtained evidence from police and fire and rescue customers (we had existing evidence from ambulance services⁵ and transport customers from phase 1). For Duties and RMS, we focused on police forces.
- 9 In phase 2, we either sent a questionnaire, or follow up questions to questionnaire responses received at phase 1 to all police forces and fire and rescue customers in the UK. We also had calls with a few customers.⁶
- 10 We received questionnaire responses from:⁷
- (a) 26 police customers; and

⁴ [REDACTED], [REDACTED], [REDACTED] and [REDACTED].

⁵ We received evidence from the Ambulance Radio Programme, which ran an ICCS tender in 2016 on behalf of all NHS Ambulance Trusts in England, Scotland and Wales during phase 1 of the inquiry. It therefore represents the majority of ambulance services in the UK for the purposes of ICCS procurement.

⁶ [REDACTED], [REDACTED], [REDACTED] and [REDACTED].

⁷ We also received a number of responses to clarification questions sent following responses received at phase 1.

(b) 18 fire and rescue customers.

- 11 Across both phase 1 and phase 2 responses, the quality of the responses to our questionnaire varied by question and respondent. Indeed, many respondents did not respond to all questions in the questionnaire. The weight that can therefore be attributed to answers to any particular question may vary.
- 12 In particular, at phase 1, the CMA asked customers about which alternative suppliers could meet their software requirements in ICCS, Duties and RMS. At phase 2, we instead asked customers about their assessment of suppliers in their most recent procurement, and those responses are taken into account in our opportunities analysis.
- 13 The responses we received included responses from customers who had conducted a procurement process (eg tender, direct award or extension) in one of the relevant markets in the last five years. Specifically,
- (a) 35 respondents had conducted a procurement process in ICCS;
 - (b) 13 respondents had conducted a procurement process in Duties; and
 - (c) 12 respondents had conducted a procurement process in RMS.
- 14 We also asked targeted additional questions to nine ICCS customers that we had identified as being likely to have an upcoming ICCS procurement to understand more about their requirements for a cloud-based ICCS and their views on the acceptability of non-cloud suppliers providing a roadmap to cloud. We received five responses.
- 15 Overall, we consider that the customer evidence should be assessed in the round, alongside other sources of evidence.

ICCS customers' views on the impact of the Merger

Parties' views

- 16 The Parties have submitted that the evidence presented by the CMA in Figure 1 demonstrates that the customers of ICCS solutions, in the vast majority of cases, do not have a negative view of the transaction. Furthermore, it is unclear to the Parties why the CMA prefers its interpretation of various qualitative statements that it has received over the quantitative data it has collected and, in the Parties' view, the latter should be considered a more robust source of evidence of customers' views.⁸

⁸ Parties' response to the Customer Evidence WP, 4 August 2022, paragraph 40.

- 17 The Parties also stated that the customer views cited likely arise from uncertainty around future developments, rather than any concrete competition concerns about the Merger.⁹
- 18 NECSWS submitted that the CMA's approach of placing a limited amount of weight on customer views on the impact of the Merger does not reasonably consider the potential reasons why there was limited engagement. NECSWS submitted that the limited engagement with this question was further proof that ICCS customers were not concerned by the proposed transaction. If customers were concerned about the transaction their engagement with the CMA would likely have been significantly higher.¹⁰
- 19 Furthermore, NECSWS submitted that it was not clear why customers' responses to this question were given limited evidential weight whilst responses to other questions were considered more reliable. NECSWS submitted that this appeared to be inconsistent with the greater weight and prominence given to the CMA's conclusions relating to the number of mentions of ICCS suppliers despite receiving far fewer responses to this question. It said that this pointed to an inconsistent approach to evidence and a failure to take into account material considerations.¹¹
- 20 SSS submitted that customer views should be afforded greater reliance, noting that the vast majority of customers providing feedback to the CMA did not identify a concern with the Merger and that, in fact, 38 out of 40 customers provided positive or neutral responses or had no particular views.¹² SSS submitted that the CMA should take this into account in its findings. To support its submission, SSS referred to the CMA's decision in Tobii/Smartbox, where the CMA relied on customer views, finding that '[t]he majority of the customers who responded to our questionnaire raised concerns about the impact of the Merger. Most of the concerns raised related to potential deteriorations in quality, service (including customer support) and/or the range of products available'.¹³

Our assessment

- 21 We asked ICCS customers what impact, if any, the acquisition of SSS by NECSWS would have on them as an ICCS customer and to provide a supporting explanation.

⁹ Parties' response to the Customer Evidence WP, 4 August 2022, paragraph 40.

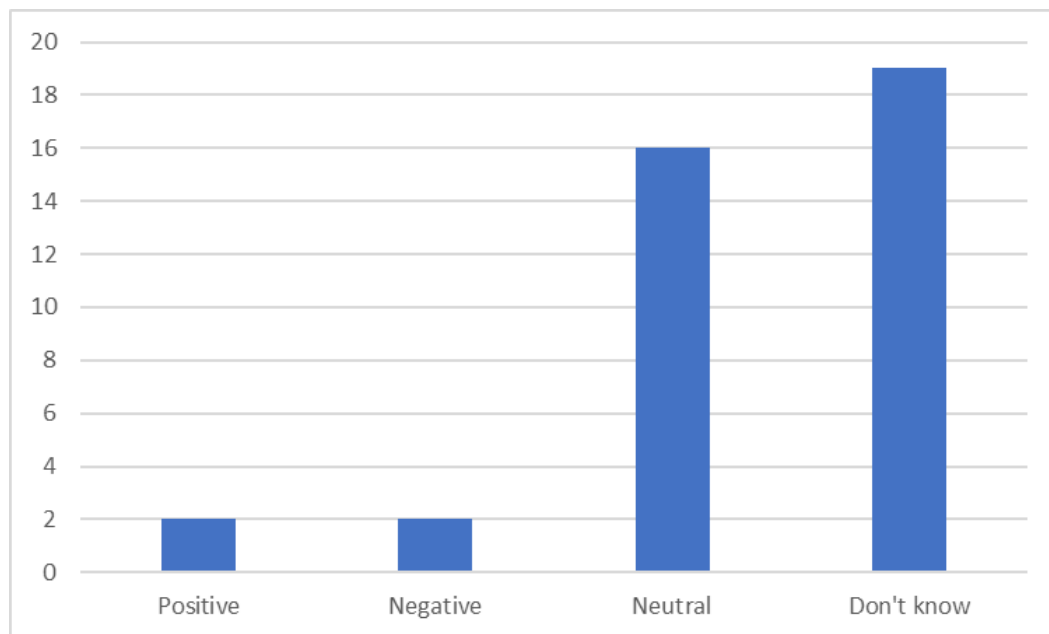
¹⁰ NECSWS's response to the provisional findings, 7 October 2022, page 7.

¹¹ NECSWS's response to the provisional findings, 7 October 2022, pages 7 and 14–15.

¹² SSS's response to the provisional findings, 7 October 2022, paragraph 2.1.

¹³ SSS's response to the provisional findings, 7 October 2022, paragraph 2.2.

Figure 1: ICCS customer views of the impact of the acquisition of SSS by NECSWS



Source: 39 customer responses to our phase 2 questionnaire.

Question: What impact, if any, would the acquisition of SSS by NECSWS have on you as an ICCS customer? (Options: Positive, Negative, Neutral and Don't know)

22 While the vast majority of customers did not tick 'negative' for this question, we note that 35/39 customers ticked that they either did not know what impact the acquisition will have or thought it would have a neutral impact. There was not always consistency between the explanations and the box ticked. We found that the written explanations provided by the customers gave greater clarity and having reviewed these we have therefore categorised the responses as follows:¹⁴

- (a) two customers provided a positive explanation relating to a single supplier for ICCS and CAD and increased knowledge to improve products.¹⁵
- (b) three customers provided a negative explanation relating to reduced competition/innovation/choice and potentially higher costs.¹⁶
- (c) a further two customers noted multiple scenarios: one scenario which may result in reduced competition/innovation and potentially higher costs, but also recognised a second scenario which may see an improvement in products.¹⁷

¹⁴ For example, a customer responded 'don't know' but the written explanation provided was 'concerned that there will be reduced competition in the market, which will impact innovation and potentially costs' which the CMA considers is more appropriately categorised as expressing a concern.

¹⁵ Response to the CMA questionnaire from two third parties, May 2022, question 18.

¹⁶ Response to the CMA questionnaire from a number of third parties, May 2022.

¹⁷ Response to the CMA questionnaire from a number of third parties, May 2022.

- (d) one customer noted that it had been assured that its current contract will remain unchanged but recognised that NECSWS could, potentially, decide to merge its ICCS offering into one of the two products.¹⁸
- (e) 14 customers have been classified as ‘don’t know’. Of these:
 - (I) nine provided no further explanation;¹⁹ and
 - (II) five referred to uncertainty over future product development/strategy.²⁰
- (f) 17 customers have been classified as ‘neutral’, of these:
 - (I) six referred to their supplier not being the Parties;²¹
 - (II) seven provided no further explanation;²² and
 - (III) four referred to the fact that their current contract will remain unchanged.²³

- 23 On the basis of these written responses, the majority (31/39) of customers’ responses have been classified as ‘don’t know’ or ‘neutral’ with either no explanation having been given or a reason that is unrelated to competition concerns. Only two customers provided reasoning that supported a positive impact while three customers provided reasoning that supported a negative impact. A further three customers recognised two potential outcomes, indicating a recognition of potential harm. Five customers referred to uncertainty over future product development/strategy and have been classified as ‘don’t know’. However, we consider that it could be inferred that the five customers who expressed uncertainty about the future product strategy may be concerned about a reduction in product choice.
- 24 As set out in paragraph 18, NECSWS have submitted that limited engagement from customers is further proof that ICCS customers are not concerned by the proposed transaction.
- 25 The CMA does not have a prescriptive list of evidence that it will take into account in its assessments. Instead, the CMA assesses the available evidence in the round, and it is common for the CMA to weight pieces of evidence differently.²⁴ In attaching weight to different pieces of evidence, there is no set hierarchy between quantitative evidence, such as consumer surveys or statistical or econometric

¹⁸ Response to the CMA questionnaire from a third party, May 2022, question 18.

¹⁹ [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED], [REDACTED].

²⁰ Response to the CMA questionnaire from a number of third parties, May 2022.

²¹ Response to the CMA questionnaire from a number of third parties, May 2022.

²² Response to the CMA questionnaire from a number of third parties, May 2022.

²³ Response to the CMA questionnaire from a number of third parties, May 2022.

²⁴ [CMA129](#), paragraphs 2.19 and 2.23.

analysis, and qualitative evidence, such as internal documents or the statements or conduct of market participants, and the CMA may attach greater weight to one or the other as appropriate in the circumstances, depending on the relative quality of such evidence.²⁵ The CAT has acknowledged that it is a matter for the CMA to decide on the relative weight that it places on customer views.²⁶

- 26 In this case, we consider that it is more likely that the responding customers are unsure about the impact of the Merger rather than unconcerned and that there is likely to be a variety of reasons for limited engagement and/or limited consideration of competition concerns from customers. In particular:
- (a) ICCS is a critical product for emergency service customers and some customers may be more focused on the potential impact on their ability to deliver services in the short-term rather than considering the longer-term potential impact of the Merger on competition. As set out in paragraph 22(f), six customers referred to their supplier not being one of the Parties and a further four referred to the fact that their current contract will remain unchanged as the reason that they submitted a 'neutral' response. These responses reflect a short-term view from customers, focused on the ability to continue to deliver the service they currently offer, rather than a longer-term view about the potential impact of the Merger on competition; and
 - (b) ICCS contracts tend to be longer term which means that customers that have not made an ICCS purchase in recent years are likely to have been less engaged with the market. As set out in paragraphs 22(e) and 22(f), 16 customers who responded either 'don't know' or 'neutral' have not provided any reasoning for their response. Some of them may not have been able to provide a reasoned response because they have not recently tendered for ICCS.
- 27 In light of the above, while we have taken this evidence into account, we have placed a limited amount of weight on customers' responses to this question in assessing it alongside the other evidence. We do not consider that this is inconsistent with the weight given to customers' responses to other questions (including listing and ranking which ICCS providers they believe could meet their software requirements), because different factors as to the usefulness (and therefore, weight to be afforded) apply in respect of different questions. In particular, customers' responses to the question regarding listing and ranking ICCS suppliers are less likely to have been affected by the factor described in 26(a) above. In any case, we have assessed all of the evidence in the round in arriving at our conclusion.

²⁵ CMA129, paragraphs 2.25.

²⁶ Tobii v CMA, [2020] CAT 1, paragraph 302.

28 We also note SSS's submission as regards the CMA's decision in Tobii/Smartbox. Merger decisions of the CMA do not constitute precedents and it is self-evident that each case turns on its own facts and that the characteristics of one market may be very different from those of another.²⁷ Moreover, as noted above, the CMA may attach greater weight to different pieces of evidence as appropriate in the circumstances of a particular case and, in the specific circumstances of this case, we consider that we have placed appropriate weight on customers' responses to this question in assessing it alongside the other evidence.

Conclusion

29 Our view is that the customer evidence on the impact of the Merger is mixed. Some (11/39) customers expressed some form of concern (either explicitly, implicitly or as a potential concern) about the effects of the Merger, although most customers (31/39) have been classified as 'neutral' or 'don't know' and over half of these customers have not provided further insight in their response. Given the small number of customers that were clearly either positive or negative, or that provided an explanation which was related to the impact of the Merger on competition, we do not place full weight on this evidence.²⁸

Duties customers' views on the impact of the Merger

Parties' views

- 30 NECSWS submitted that customer feedback was not consistent with a finding of an SLC in the supply of Duties. In particular:²⁹
- (a) not a single customer that responded to our questionnaire indicated that the transaction would have a negative impact in the supply of Duties;
 - (b) the view of the single customer which the CMA considered as having provided a 'negative view' about transaction related to switching products rather than to concerns stemming from a reduction in competition or choice; and

²⁷ Ecolab Inc. v Competition and Markets Authority [2020] CAT 12, paragraph 93.

²⁸ As set out in paragraph 19, NECSWS submitted that that it is not clear why customers' response to this question is given limited evidential weight whilst other responses are considered more reliable such as Table 6.5. We have carefully considered the appropriate weight to place on customer responses and consider that we have been consistent in our assessment of how much weight to place on responses to different questions. In particular, we have also placed limited weight on the evidence in Table 6.5, as noted in paragraphs 6.137–6.138, for the same reason, due to the limited response rate to this question.

²⁹ NECSWS's response to the provisional findings, 7 October 2022, page 9.

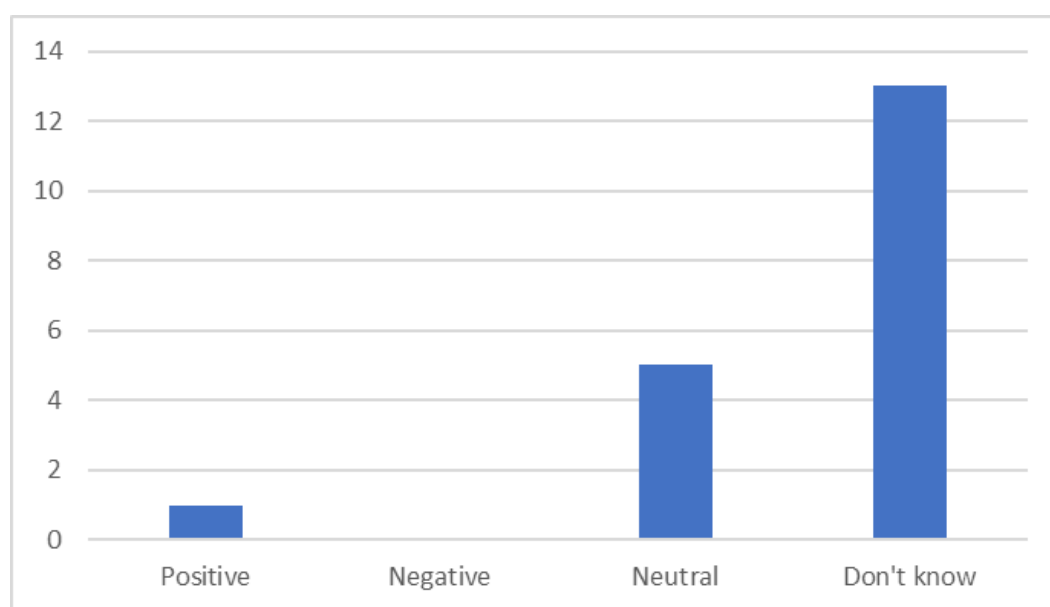
(c) the vast majority of customers were either positive or responded with a 'neutral' or 'don't know' response when asked about the impact that the proposed transaction would have on them as a Duties customer.

31 NECSWS also raised that the CMA had given limited weight to the fact that the vast majority of customers responding to the questionnaire did not identify the impact of the proposed merger as negative. NECSWS submitted that this was inconsistent with the greater weight and prominence given to the CMA's conclusions relating to the number of mentions of Duties competitors, despite receiving far fewer responses to this question.³⁰

Our assessment

32 We asked Duties customers, what impact, if any, the acquisition of SSS by NECSWS would have on them as a Duties customer and to provide a supporting explanation.

Figure 2: Duties customer views of the impact of the acquisition of SSS by NECSWS



Source: 19 customer responses to our phase 2 questionnaire

Question: What impact, if any, would the acquisition of SSS by NECSWS have on you as a Duties customer? (Options: Positive, Negative, Neutral and Don't know)

33 The majority of customers who responded to this question (18/19) said that they either did not know what impact the acquisition would have or thought it would have a neutral impact. Only one customer said it would have a positive impact and no customer said it would have a negative impact.

34 There was not always a consistency between the box ticked and the explanation given, however. We found that the written explanations provided by the customers

³⁰ NECSWS's response to the provisional findings, 7 October 2022, pages 14–15.

gave greater clarity and having reviewed these we have therefore categorised the responses as follows:

- (a) Two customers provided a positive explanation. One said that it could improve their relationship with the new company³¹ while the other said it may provide new opportunities and a new product.³²
- (b) One customer provided a negative view as while they were not sure what decisions would be taken around the future of Duties systems, if they chose not to retain one of the systems in the future they could have their hands forced to switch systems.³³
- (c) Six customers provided what has been classified as a neutral response and of these:
 - (I) One customer said that whilst they cannot know if there will be an impact, the expectation is that there will be none;³⁴
 - (II) One customer said they are aware of other solutions so there are four providers of duties systems within policing;³⁵
 - (III) One customer said there were no indicators to suggest their contractor would not continue to deliver against their contractual obligations;³⁶
 - (IV) One customer said they did not have a SSS product;³⁷
 - (V) One customer said they did not have to use the Parties' products and presumed there were a significant number of other suppliers who could meet their requirements;³⁸ and
 - (VI) One customer did not provide a further explanation.³⁹
- (d) Ten customers have been classified as 'don't know', of these:
 - (I) Eight did not provide a further explanation;⁴⁰

³¹ Response to the CMA questionnaire from a third party, June 2022, question 34.

³² Response to the CMA questionnaire from a third party, May 2022, question 34.

³³ Response to the CMA questionnaire from a third party, June 2022, question 34.

³⁴ Response to the CMA questionnaire from a third party, May 2022, question 34.

³⁵ Response to the CMA questionnaire from a third party, June 2022, question 34.

³⁶ Response to the CMA questionnaire from a third party, June 2022, question 34.

³⁷ Response to the CMA questionnaire from a third party, June 2022, question 34.

³⁸ Response to the CMA questionnaire from a third party, June 2022, question 34.

³⁹ Response to the CMA questionnaire from a third party, June 2022, question 34.

⁴⁰ Response to the CMA questionnaire from a number of third parties, June 2022.

(II) One customer said they did not know how the acquisition would impact them as a customer;⁴¹ and

(III) One customer said their current product was not supported by either Party.⁴²

35 As set out in paragraph 30, NECSWS submitted that customer feedback is not consistent with a finding of an SLC in the supply of Duties and not a single customer that responded to our questionnaire indicated that the transaction would have a negative impact on Duties customers.

36 As set out above at paragraph 30, the CMA does not have a prescriptive list of evidence that it will take into account in its assessments. Instead, the CMA assesses the available evidence in the round, and it is common for the CMA to weight pieces of evidence differently.⁴³ The CAT has acknowledged that it is a matter for the CMA to decide on the relative weight that it places on customer views.⁴⁴ In this case, we consider that it is more likely that the ‘neutral’ and ‘don’t know’ responses from customers reflect these customers being unsure about the impact of the Merger rather than being unconcerned and that there is likely a variety of reasons for the limited customer engagement. In particular:

- (a) Duties is an important product for emergency service customers and some customers may be more focused on the potential impact on their ability to deliver services in the short-term rather than considering the longer-term potential impact of the Merger on competition. As set out in paragraph 34, three customers referred to their supplier not being one of the Parties and/or that their current contract will remain unchanged as the reason for their ‘neutral’ response. These responses reflect a short-term view from the customers focused on the ability to continue to deliver the service they currently offer rather than a longer-term view about the potential impact of the Merger on competition; and
- (b) Duties contracts tend to be longer term which means that customers that have not made a Duties purchase in recent years are likely to have been less engaged with the market and therefore may not be able to provide a reasoned response. As set out in paragraph 34, over half of the customers classified as a neutral response provided no explanation.

37 In light of the above, while we have taken this evidence into account, we have placed a limited amount of weight on customers’ responses to this question in assessing it alongside the other evidence. We do not consider that this is

⁴¹ Response to the CMA questionnaire from a third party, June 2022, question 34.

⁴² Response to the CMA questionnaire from a third party, June 2022, question 34.

⁴³ CMA129, paragraphs 2.19 and 2.23.

⁴⁴ Tobii v CMA, [2020] CAT 1, paragraph 302.

inconsistent with the weight given to customers' responses to other questions (including listing and ranking which Duties providers they believe could meet their software requirements), as different factors as to the usefulness (and therefore, weight to be afforded) apply in respect of different questions. In particular, customers' responses to the question regarding listing and ranking Duties suppliers are less likely to have been affected by the factor described in paragraph 36(b) above. In any case, we have assessed all of the evidence in the round in arriving at our conclusion.

Conclusion

- 38 Our view is that most Duties customers do not have information on how the Merger will impact them. Most customers who responded were unsure of what impact the Merger would have on them and some customers who provided a neutral or negative view also professed to being unsure of what would happen if the Merger were to happen. As such, we have not placed full weight on this evidence.

Glossary

Term	Definition
AIS	Annotated Issues Statement.
Athena Consortium	A consortium of nine police forces who use a common version or 'instance' of NEC-UK RMS, including Kent, Essex, Bedfordshire, Cambridgeshire, Hertfordshire, Norfolk, Suffolk, Warwickshire and West Mercia police.
APD	APD Communications Limited.
APD Business	Resources formerly associated with NECSWS's APD subsidiary, including its ICCS Cortex product, Aspire CRM product and Artemis.
API	Application programming interface.
ARP	Ambulance Radio Programme.
AWS	Amazon Web Services.
Azure	Microsoft Azure.
BPS	Business Process Services.
BTA	Business Transfer Agreement.
CAD	Computer Aided Dispatch.
CDG	CallTouch Data Gateway
Capita	Capita plc.
CallTouch	NECSWS ICCS product. Enables efficient management of incoming telephone contacts during major incidents in a public transport environment.
CARM	NECSWS's Duties product.
CMA	The Competition and Markets Authority.
CMA129	Mergers Assessment Guidelines (CMA129) .

CMA17	CMA rules of procedure for merger, market and special reference groups.
CMA2 revised	Mergers: Guidance on the CMA's jurisdiction and procedure (2020 – revised guidance).
CMA87	Merger remedies guidance.
CCaaS	Contact Centre as a Service.
CONNECT	NECSWS's RMS product.
ControlWorks	A fully integrated CAD application used by police forces in the UK, which enables all emergency and non-emergency contact to be made via a range of channels.
Cortex	NECSWS ICCS product. Enables rapid communication by bringing together radio, telephony, CCTV, access control, tannoy, alarms and other media.
COTS	Commercial off-the-shelf components.
CPS	Crown Prosecution Service.
CRM	Customer Records Management.
DEM	Digital Evidence Management.
DIR	Digital Interview Recording.
DRMS	Health & Document, Regulatory and Managed Services.
DSx	SSS ICCS product. Designed to provide single touchscreen control to a number of integrated subsystems. It ensures that users can manage radio and telephony voice communications whilst being able to access other subsystems which may include digital trunk and analogue Professional Mobile Radio systems, call handling systems, digital and analogue telephony, CCTV, voice recorders, intercom systems, door locks and alarms.

Duties	Duties Management Systems software which enables the planning, scheduling, and shift management of police forces staff.
SSS Duties [✂] Remedy	The divestiture of Duties from SSS.
NECSWS Duties [✂] Remedy	The divestiture of Duties from NECSWS.
ERP	Enterprise Resource Planning.
ESN	Emergency Services Network. A new mobile communications network based upon PS-LTE technology which will be used by the UK's emergency services (via their ICCS systems) by the end of 2026.
EvidenceWorks DEM	SSS's Digital Evidence Management product.
EvidenceWorks IRS	SSS's Digital Interview Recording product.
FMN	Final Merger Notice, submitted by the Parties to the CMA on 1 March 2022.
FRS	Fire and rescue service.
GIS	Geographical Information Systems
GMP	Greater Manchester Police.
IaaS	Infrastructure as a service.
ICCS	Integrated Communication and Control Services software which enables control room personnel to receive urgent phone calls from people in emergency situations (eg 999 calls) and to communicate with staff.
SSS ICCS [✂] Remedy	The divestiture of ICCS from SSS.
NECSWS ICCS [✂] Remedy	The divestiture of ICCS from NECSWS.

IEO	Initial Enforcement Order.
Initial Divestiture Period	The period in which the merger parties should achieve effective disposal of a divestiture package to a suitable purchaser.
Inquiry group	A group of CMA panel members appointed to further investigate and report on the phase 2 merger inquiry of the completed acquisition by NEC Software Solutions UK Limited of the entire issued share capital of SSS Public Safety Limited and Secure Solutions USA LLC from Capita Secure Information Solutions Limited and Capita (USA) Holdings Inc.
IP	Intellectual Property
MT	Monitoring Trustee - an independent trustee who monitors the preservation of SSS during the divestiture process.
MVP	Minimum viable product.
NECJ	NEC Corporation - NECSWS's parent company.
NECSWS	NEC Software Solutions UK Limited.
NPDS	National Policing Digital Strategy.
Origin	SSS's Duties product.
PAB	Project Approval Board (NECSWS).
Parties Opportunities Data	Estimates of recent opportunities submitted by the Parties.
PDS	Police Digital Service.
Phase 1 Decision	The CMA's phase 1 decision, dated 29 April 2022 and found here .
POLE	People, objects, locations, and events.
Policeworks	An RMS product offered by SSS and deployed by Greater Manchester Police.

LTE	Long Term Evolution.
PSNI	Police Service Northern Ireland.
PwC	Engaged by Capita in July 2020 to undertake the sales process of SSS.
RCBs	Relevant customer benefits.
Relevant Markets	The supply of ICCS to emergency services and transport customers in the UK; the supply of Duties to police customers in the UK, and the supply of RMS to police customers in the UK.
Remedies Notice	Notice of Possible Remedies , published on 16 September 2022.
RWP	Remedies Working Paper, notified to the Parties on 1 November 2022.
ResponsEye	SSS's live video streaming product.
RFI	Request for information.
RMS	Records Management Systems software which enables the recording and managing of case-related information for the processing of people in custody and case file management for prosecutions.
SaaS	Software as a service.
Selling Capita Entities	Capita Secure Information Solutions Limited and Capita (USA) Holdings Inc.
SLC	Substantial Lessening of Competition.
SPA	Sale and Purchase Agreement.
SPF2	Solution Providers Framework – framework that replaced SPF1 when it expired in March 2022.
SSS	SSS Public Safety Limited and Secure Solutions USA LLC.
Stream	NECSWS's live video streaming product.

TfL	Transport for London.
The Act	Enterprise Act 2002.
The Merged Entity	NECSWS and SSS together.
The Merger	The completed acquisition by NEC Software Solutions UK Limited of the entire issued share capital of SSS Public Safety Limited and Secure Solutions USA LLC from Capita Secure Information Solutions Limited and Capita (USA) Holdings Inc.
The Parties	NECSWS and SSS are together referred to as the Parties.
The Regulations	Public Contracts Regulations 2015.
TSA	Transactional Services Agreement.
UI	User Interface.
UK	United Kingdom.
UNIFI	An RMS product offered by SSS.
WP	Working Paper.