

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

### Notice of proposal to accept Final Undertakings pursuant to sections 41, 82 and 90 of and Schedule 10 to the Enterprise Act 2002 and public consultation on the proposed Final Undertakings

#### Background

1. On 12 May 2022, the Competition and Markets Authority (**CMA**), in exercise of its duty under [section 22\(1\)](#) of the Enterprise Act 2002 (the **Act**), referred the completed acquisition by NEC Software Solutions UK Limited (**NECSWS**) of SSS Public Safety Limited and Secure Solutions USA LLC (the **Merger**) to a group of CMA panel members to determine, pursuant to [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 (**SLC**) in any market or markets in the United Kingdom (**UK**) for goods or services.
2. On 2 December 2022, the CMA published its final report pursuant to section 38 of the Act (the **Report**) which concluded that:
  - (a) the Merger has created a relevant merger situation;
  - (b) the creation of that situation has resulted in, or may be expected to result in an SLC in the supply of Integrated Communication and Control Services software (**ICCS**) to emergency service and transport consumers in the UK and an SLC in the supply of Duties Management Systems software (**Duties**) to police forces in the UK;
  - (c) the CMA should take action to remedy the SLCs found and any adverse effects resulting from them; and

(d) having regard to the need to achieve as comprehensive a solution as is reasonable and practicable, the following businesses should be divested:

- i. the NECSWS ICCS business, and
- ii. the NECSWS Duties business or the SSS Duties business,

(together the **Divestment Businesses**)

(e) undertakings should be given to the CMA or, where undertakings are not agreed, an order should be made to give effect to the remedies identified by the CMA in chapter 11 of the Report, namely the divestiture of the Divestment Businesses.

3. The CMA has reached agreement with NECSWS and SSS as to the terms of the final undertakings for the purpose of remedying, mitigating or preventing the SLCs it has identified in the Report and any adverse effects arising from these SLCs. The proposed final undertakings (the **proposed Final Undertakings**) are attached to this notice.

## **Notice of proposal to accept undertakings**

4. The CMA now hereby gives notice under [paragraph 2 of Schedule 10](#) to the Act that:
- (a) the CMA proposes to accept the attached proposed Final Undertakings; and
  - (b) the proposed Final Undertakings seek to address the SLCs identified in the Report and any adverse effects arising from these SLCs.
5. The CMA invites written representations on the proposed Final Undertakings from any person or persons who wish to comment.
6. Representations should reach the CMA via email **by 5pm on Wednesday 1 February 2023** (15 days from the date of publication of this notice) and should be emailed to: [NEC.Capita@cma.gov.uk](mailto:NEC.Capita@cma.gov.uk).

7. The CMA will consider any written representations made in accordance with this Notice and may make modifications to the proposed Final Undertakings as a result. In the absence of any written representations, or in the event that the CMA decides, on consideration of representations made and not withdrawn, not to amend the proposed Final Undertakings, the CMA proposes to accept the proposed Final Undertakings in their present form pursuant to [section 82](#) of the Act. If the CMA considers that any representation necessitates any material change to the proposed undertakings, the CMA will give notice of the proposed modifications.
8. Once accepted, the Final Undertakings may be varied, superseded or released by the CMA under [section 82\(2\)](#) of the Act.
9. This Notice and a non-confidential version of the proposed Final Undertakings will be published on the CMA website.

Signed by authority of the CMA

Kip Meek  
*Group Chair*  
18 January 2023