

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

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

Completed acquisition by NEC Software Solutions UK Limited of SSS Public Safety Limited and Secure Solutions USA LLC (the 'Merger')

We refer to the request by SSS dated 7 February 2023 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 PSL**), Secure Solutions USA LLC (**SSU**) and their subsidiaries (the **SSS business**) and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference.

After due consideration of 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 5(a) and 6(l) of the Initial Order

The CMA consents to SSS obtaining from NECSWS, and NECSWS providing to SSS, the following information:

- confirmation from NECSWS as to whether or not NECSWS has a [X] account in [X] and, if so, the relevant details of this [X] account;
- if NECSWS does have the required [X] account in place, confirmation from NECSWS as to whether or not [X]; and

- any other relevant information which will enable SSS to [REDACTED] in due course.

The CMA also consents to SSS using NECSWS' [REDACTED] account to [REDACTED], to the extent that this is possible.

This derogation is provided on the basis that:

- a) it does not impact the viability of the SSS business during the term of the Initial Order;
- b) it will not impact the ability of SSS to compete independently of NECSWS;
- c) should part of the SSS business be divested, SSS will ensure that any records or copies (electronic or otherwise) of business secrets, know-how, commercially-sensitive information, intellectual property or any other information of a confidential or proprietary nature, wherever they may be held, that were received from the NECSWS business in relation to this derogation will be returned to the NECSWS business and any copies destroyed, except to the extent that record retention is required by law or regulation; and
- d) it shall not prevent any remedial action which the CMA may need to take regarding the transaction, in particular this derogation will not impact any of the businesses that may be divested as set out in the CMA's Final Report.

Colin Garland

Director Remedies, Business and Financial Analysis

8 February 2023