

**DEROGATION LETTER
IN RESPECT OF FINAL UNDERTAKINGS
PURSUANT TO SECTION 82 ENTERPRISE ACT 2002**

Consent under section 82 of the Enterprise Act 2002 to certain actions for the purposes of the Final Undertakings accepted by the Competition and Markets Authority ('CMA') on 10 February 2023.

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

We refer to your email of 9 March 2023 requesting that the CMA consents to derogations from section 5 of the Final Undertakings, as addressed to NEC Software Solutions UK Limited and NPS (Holdings) Limited (together, '**NECSWS**'), and SSS Public Safety Limited ('**SSS PSL**') and accepted by the CMA on 10 February 2023 (the '**Final Undertakings**'). The terms defined in the Final Undertakings have the same meaning in this letter.

Under the Final Undertakings, save for written consent by the CMA, NECSWS is required to hold separate the NECSWS business from the SSS business and refrain from taking any action which might impede the taking of any remedial action pursuant to the reference of the Transaction under section 22 of the Act.

After due consideration of your request for a derogation from the Final Undertakings, based on the information received from you and in the particular circumstances of this case, NECSWS and SSS PSL may carry out the following actions:

- **Paragraph 5.2(l) of the Final Undertakings**

The CMA understands that NECSWS is in the process of pursuing various [✂] opportunities, [✂] NECSWS would like to contact SSS [✂]:

- [✂];
- [✂]:
 - [✂];
 - [✂]; and
 - [✂] (together, the "**Initial Relevant Information**").

- [REDACTED]:
 - [REDACTED]
 - [REDACTED]; and
 - [REDACTED]

(together, the "**Further Relevant Information**").

The CMA consents to grant a derogation from paragraph 5.2(l) of the Final Undertakings to permit NECSWS and NECJ staff to receive from SSS PSL the Initial Relevant Information and the Further Relevant Information for the Permitted Purpose.

This derogation is granted on the basis that:

- a) NECSWS will [REDACTED]:
 - i. limit the exchange of confidential information to that which is strictly necessary for the Permitted Purpose; and
 - ii. contain confidentiality provisions to prevent the confidential information from being used or shared other than for the Permitted Purpose.
- b) [REDACTED]:
 - i. [REDACTED]
 - ii. [REDACTED].
- c) the information to be shared shall be limited to the Initial Relevant Information and, if applicable, the Further Relevant Information, and no changes to the definition of Initial Relevant Information and Further Relevant Information, as set out above, are permitted without the prior written consent of the CMA (including via email);
- d) the use to which the Initial Relevant Information and Further Relevant Information may be put is limited to the Permitted Purpose;
- e) [REDACTED];
- f) this derogation will not impact the ability of the SSS business to compete independently of the NECSWS business;
- g) this derogation will not result in any integration between the SSS business and the NECSWS business; and

h) this derogation will not impact any of the Divestiture Businesses.

Colin Garland

Director Remedies, Business and Financial Analysis
14 March 2023