

**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 the request by SSS dated 17 March 2023 that the CMA grant a derogation from section 5 of the Final Undertakings, as given by SSS Public Safety Limited ('**SSS**'), NEC Software Solutions UK Limited ('**NECSWS**') and NPS (Holdings) Limited on 10 February 2023 (the '**Final Undertakings**'). Terms defined in the Final Undertakings have the same meaning in this letter.

Under the Final Undertakings, except with the prior written consent from the CMA, no confidential information is to be passed from the SSS business to the NECSWS business.

After due consideration of the request for a derogation from the Final Undertakings, 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 paragraph of the Final Undertakings listed below.

Paragraph 5.2(I) of the Final Undertakings

The CMA consents to SSS requesting from the NEC Group, and the NEC Group providing to SSS, the following information, on the basis that it is necessary for SSS to be able to (i) complete all of the documents that form part of future tenders and (ii) respond to queries from existing customers:

- information relating to the NEC Group's carbon reduction plan, including, but not limited to, questions on the [REDACTED]; and
- information relating to the NEC Group's social values, including, but not limited to, the NEC Group's approach to [REDACTED], as well as NEC Group's approach to [REDACTED] and other [REDACTED] involving the NEC Group, and any [REDACTED] relating to this.

This derogation is provided on the basis that:

- a) the information to be shared shall be limited to what is strictly necessary for purposes (i) and (ii) set out above and the information will only be used for these purposes by the recipients and not shared further;
- b) it does not impact the viability of the SSS business during the term of the Final Undertakings;
- c) it will not impact the ability of SSS to compete independently of NECSWS;
- d) it will not result in any integration between the SSS business and the NECSWS business;
- e) 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
- f) it shall not prevent any remedial action which the CMA may need to take regarding the transaction.

Colin Garland

Director Remedies, Business and Financial Analysis
22 March 2023