

**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.**

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

We refer to request made by NECSWS and SSS Public Safety Limited ("**SSS**") dated 21 April 2023 that the CMA grant a derogation from section 5 of the Final Undertakings addressed to SSS and 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.

After due consideration of the request for a derogation from the Final Undertakings, based on the information received from NECSWS and SSS, and in the particular circumstances of this case, NECSWS may carry out the following actions in relation to the specific paragraphs of the Final Undertakings listed below.

**Paragraph 5.2(a) and (l) of the Final Undertakings**

[REDACTED]

The CMA provides consent for [REDACTED] and [REDACTED] (the "**Named NECSWS Individuals**") to:

- 1.1 receive [REDACTED] (the "**SSS Confidential Information**");
- 1.2 discuss [REDACTED]

[REDACTED] This derogation is provided on the basis that:

- a) no SSS Confidential Information will be shared with the Named NECSWS Individuals unless [REDACTED].
- b) no changes to the list of Named NECSWS Individuals are permitted without the prior written consent of the CMA (including via email) and each of the Named NECSWS Individuals shall enter into a confidentiality undertaking in a form agreed with the CMA.
- c) the information to be shared under this derogation shall be limited to the SSS Confidential Information;

- d) NECSWS will implement strict access controls to prevent unauthorised individuals from accessing the SSS Confidential Information obtained pursuant to this derogation;
- e) it will not impact the ability of SSS to compete independently of NECSWS;
- f) it will not result in any integration between the SSS business and the NECSWS business; and
- g) it will not impact any of the Divestment Businesses.

**Colin Garland**

Director Remedies, Business and Financial Analysis  
25 April 2023