

**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 ("NECSWS") of SSS Public Safety Limited and Secure Solutions USA LLC

We refer to the joint request made by NECSWS and SSS Public Safety Limited ("**SSS**") dated 21 March 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 and SSS may carry out the following actions in relation to the specific paragraphs of the Final Undertakings listed below.

Paragraph 5.2(I) of the Final Undertakings

The CMA consents to NECSWS and SSS engaging in regular discussions regarding activities relating to the integration planning of the SSS business with the NECSWS business. For the avoidance of doubt, any such discussions relating to the integration of the SSS business with the NECSWS business will not include discussions connected to either SSS' ICCS or Duties businesses or NECSWS' ICCS or Duties businesses. Further, the integration planning discussions and exchange of commercially sensitive information pursuant to this derogation will not result in any actions being taken to integrate the SSS business with the NECSWS business.

Such discussions will relate to the business' (i) [X], (ii) [X], (iii) [X], (iv) [X], (v) [X], (vi) [X], (vii) [X], (viii) [X], (ix) [X], (x) [X], (xi) [X], (xii) [X] and (xiii) [X].

This derogation is provided on the basis that:

- a) no changes to the list of Named NECSWS Individuals set out below and the categories of information they may receive set out above 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:

- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]

b) no changes to the list of Named SSS Individuals set out below and the categories of information they may receive set out above are permitted without the prior written consent of the CMA (including via email) and each of the Named SSS Individuals shall enter into a confidentiality undertaking in a form agreed with the CMA:

- [✂]

- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]
- [✂]

- c) the information to be shared shall be limited to the NECSWS Information and the SSS Information as set out in the derogation request;
- d) each of NECSWS and SSS will implement strict access controls to prevent unauthorised individuals from accessing the SSS Information or the NECSWS Information (as applicable) obtained pursuant to this derogation;
- e) each of NECSWS and SSS will record a summary of any and all SSS Information and NECSWS Information (respectively), which shall be open to inspection by the CMA and the Monitoring Trustee upon request;
- f) it will not impact the ability of SSS to compete independently of NECSWS;
- g) it will not result in any integration between the SSS business and the NECSWS business; and
- h) it will not impact any of the Divestment Businesses.

Colin Garland

Director Remedies, Business and Financial Analysis
30 March 2023