

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

Completed acquisition by NEC Software Solutions UK Limited of SSS Public Safety Limited and Secure Solutions USA LLC

Consent under the Final Undertakings accepted by the Competition and Markets Authority (“CMA”) on 10 February 2023

We refer to the request by SSS dated 18 May 2023 that the CMA grant a derogation to the Final Undertakings 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 commercially sensitive 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 discussing with, and obtaining from, NEC any information that is required to enable SSS [⌘], including in relation to the [⌘], in relation to the [⌘], and any other information and/or documentation required [⌘].

This derogation is provided on the basis that:

- a) it does not impact the viability of the SSS business during the term of the Final Undertakings;
- b) it will not impact the ability of SSS to compete independently of NECSWS;
- c) it will not result in any integration between the SSS business and the NECSWS business;

- d) 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

- e) 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 May 2023