

**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 ("SSS") and Secure Solutions USA LLC

We refer to the joint request made by SSS and NECSWS dated 2 June 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 SSS and NECSWS, and in the particular circumstances of this case, SSS and NECSWS may carry out the following actions in relation to the specific paragraphs of the Final Undertakings listed below.

Paragraphs 5.2(l) and 5.2(g) of the Final Undertakings

The CMA consents to SSS and NECSWS engaging in discussions regarding the [X] Transitional Services Agreement [X], and to start the process of integration where necessary in order to be able to achieve the [X].

The CMA also consents to SSS and NECSWS progressing any such discussions and/or engagements jointly or separately with [X] as necessary, including any [X] that may be required to support the parties' integration process.

The CMA also consents to NECSWS participating in discussions with [X] regarding the [X].

This derogation is provided on the basis that:

- a) discussions will be limited to include only Named SSS Individuals and Named NECSWS Individuals (as defined in, and already authorised by the CMA under, the integration planning derogation dated 30 March 2023) or who may be authorised by the CMA from time to time;

- 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) 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
9 June 2023