

**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 your email of 29 June 2023 requesting that the CMA consents to derogations from section 5 of the Final Undertakings, as addressed to NEC Software Solutions UK Limited and NPS (Holdings) Limited (together, '**NECSWS**'), and SSS Public Safety Limited ('**SSS PSL**') and accepted by the CMA on 10 February 2023 (the '**Final Undertakings**'). The terms defined in the Final Undertakings have the same meaning in this letter.

Under the Final Undertakings, save for written consent by the CMA, NECSWS is required to hold separate the NECSWS business from the SSS business and refrain from taking any action which might impede satisfaction of the Remedies.

After due consideration of your request for a derogation from the Final Undertakings, based on the information received from you and in the particular circumstances of this case, NECSWS may carry out the following action:

- **Paragraph 5.2(i) of the Final Undertakings**

The CMA understands that a Key Staff member within the ICCS Divestiture Business [X] will become [X] with additional responsibilities to [X].

The CMA consents to grant a derogation from paragraph 5.2(i) of the Final Undertakings to permit NECSWS to increase the responsibilities of [X] as described in the Derogation Request.

This derogation is granted on the basis that:

- a) this derogation will have no adverse impact on the ICCS Divestiture Business;

- b) this derogation will not compromise NECSWS' ability to deliver the Remedies as set out in the Final Undertakings; and
- c) this derogation will not result in any integration between the SSS business and the NECSWS business.

Katharine Hastie-Oldland

Legal Director

3 July 2023