

DEROGATION LETTER IN RESPECT OF INITIAL ENFORCEMENT ORDER ISSUED PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002 COMPLETED ACQUISITION

Consent under section 72(3c) of the Enterprise Act 2002 (the Act) to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 5 November 2024

Completed Acquisition by MRI Software LLC of Capita One Limited

We refer to your letter dated 27 November 2024 requesting that the CMA consents to a derogation from the Initial Enforcement Order of 5 November 2024 (the **Initial Order**). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, the Addressees are required to hold separate the Acquirer Group business from the Capita One business and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference. After due consideration of your request for a derogation from the Initial Order, based on the information received from you and in the particular circumstances of this case, the Addressees may carry out the following actions, in respect of the specific paragraphs:

Paragraphs 4(a), 5(a) and 5(c) of the Initial Order

The CMA understands that [X] ([X]) no longer has access to a line of report as he did when Capita One formed part of Capita plc and that it is therefore necessary that [X] can report to an individual of sufficient seniority within the MRI Group business to ensure that Capita One can continue to operate in the ordinary course of business, is maintained and supported as a going concern, and receives sufficient resources for its development, in accordance with paragraph 5(b) of the Initial Order, until such time that the Initial Order is lifted.

Having considered the specific facts and circumstances of this case, the CMA consents to a derogation from paragraphs 4(a), 5(a) and 5(c) of the Initial Order permitting the Acquirer Group and Capita One to continue a reporting line between [X] and [X] ([X]) in order to discuss the following items:

- i) any resourcing needed to support the Capita One business ([REDACTED], [REDACTED], [REDACTED]).
- ii) operational planning [REDACTED].
- iii) non-commercial issues of the Capita One business.

The CMA consents to the derogation strictly on the basis that:

- (1) [REDACTED] is solely focused on [REDACTED] and, as a result, he has no operational knowledge of MRI's UK operations and his role and responsibilities are entirely separate from MRI's day-to-day UK business. Furthermore, [REDACTED] (i.e., his role is sufficiently separate from MRI's global day-to-day commercial operations as well).
- (2) [REDACTED] and [REDACTED] will discuss only items (i) to (iii) above. For the avoidance of doubt, they will not share commercially sensitive information (**CSI**) or discuss MRI or Capita One's commercial strategy (planned or actual), specific UK customers or details about any proprietary software which Capita One uses / owns.
- (3) [REDACTED] will not have delegated authority (ie he will not sign any documents on behalf of Capita One, or otherwise make decisions on its behalf).
- (4) [REDACTED] and [REDACTED] will keep a log of all their meetings and prepare an agenda in advance of every meeting. The log and the corresponding agendas will be provided to the CMA alongside each Initial Order compliance statement.
- (5) [REDACTED] and [REDACTED] shall enter into non-disclosure agreements in a form approved by the CMA.
- (6) This derogation shall not prevent any remedial action which the CMA may need to take regarding the transaction.

Yours sincerely

Matteo Alchini
Assistant Director, Mergers
Competition and Markets Authority
3 December 2024