

**Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 30 September 2014**

**Completed acquisition by Xchanging Holdings Limited and Xchanging, Inc. of certain companies comprising all of the European operations of Agencyport Software Group**

**30 October 2014**

We refer to [your] email of 29 October 2014 requesting that the CMA consents to derogations to the Initial Enforcement Order of 30 September 2014 (the 'Initial Order'). Under the Initial Order, save for written consent by the CMA, provision was made that Xchanging plc, Xchanging Holdings Limited and Xchanging, Inc. ('Xchanging') will hold separate the Agencyport Europe business from the Xchanging business (as defined in the Initial Order respectively). After due consideration of your request for derogations from the Initial Order, Xchanging may carry out the following actions, in respect of the specific paragraphs:

**Paragraphs 4(a) and 5(a) of the Initial Order**

Pursuant to paragraphs 4(a) and, in particular, 5(a) of the Initial Order, during the specified period (as defined in the Initial Order), Xchanging shall procure that, except with the prior written consent of the CMA, the Agencyport Europe business is carried on separately from the Xchanging business.

In order to ensure compliance with paragraphs 4(a) and 5(a) of the Initial Order, the CMA consents to the marketing team of the Xchanging business collaborating with the marketing team of the Agencyport Europe business to allow for the production of the marketing brochures and case study documents identified in [your] email of 29 October 2014 using Xchanging business templates. The CMA has provided its consent on the basis that:

- The Xchanging business was no longer entitled to use the 'Agencyport' brand [X].
- The brochures do not contain any confidential information and the CMA has relied on Xchanging's submission and assurance that:

1. The brochures and case study documents are needed to allow the Agencyport Europe business to operate its day-to-day business; and
2. The collaboration does not relate to the substance of the brochures, which remains under the sole direction of Agencyport Europe business.