

## **Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority 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**

On 30 September 2014 the Competition and Markets Authority (CMA) issued an Initial Enforcement Order (the Initial Order) under section 72 of the Enterprise Act 2002 (the Act) for the purpose of preventing pre-emptive action. 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).

On 8 December 2014 the CMA made a reference to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in accordance with section 22 of the Act, regarding the completed acquisition by Xchanging of the European operations of the Agencyport Software Group (Agencyport), in order that the group may investigate and report on the following questions in accordance with section 35(1) of the Act:

- (a) whether a relevant merger situation has been created; and
- (b) if so, whether the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition within any market or markets in the UK for goods or services.

The reference has not been finally determined. The Initial Order is still in force.

On 1 April 2015, Xchanging requested that the CMA consent to the parties undertaking certain integration planning, in relation to HR and communications to staff, Finances, and Systems and IT.

After due consideration of the request, Xchanging may carry out the actions as outlined in its spreadsheet submitted to the CMA on 1 April 2015 (the spreadsheet) and on the basis provided for in the spreadsheet.

The derogation is granted subject to the following conditions:

- (a) Only the information in column D of the spreadsheet is shared.
- (b) Only the persons specified in columns A1, E and F are involved in the process.
- (c) Customer hosting contracts entered into by Agencyport are reviewed, and redacted as appropriate, by the Monitoring Trustee before sharing with Xchanging.
- (d) No business secrets, know-how, commercially-sensitive information, intellectual property or any other information of a confidential or proprietary nature relating to Agencyport is shared with [REDACTED].

27 April 2015