

ACQUISITION BY BOOTS GROUP PLC OF ALLIANCE UNICHEM PLC

VARIATION OF UNDERTAKINGS GIVEN BY ALLIANCE BOOTS PLC TO THE OFFICE OF FAIR TRADING PURSUANT TO SECTION 73 OF THE ENTERPRISE ACT 2002

WHEREAS:

(a) By way of decision of 6 February 2006, the OFT announced on 7 February 2006 that, on the evidence available to it, the OFT believed that it may be the case that the merger may be expected to result in a substantial lessening of competition in the supply of retail pharmacy services in certain localities in the UK;

(b) On 24 May 2006 Boots Group PLC gave to the OFT undertakings under section 73 of the Enterprise Act 2002 (the Act) for the purpose of remedying, mitigating or preventing the substantial lessening of competition, or any adverse effect which has or may have resulted from it or may be expected to result from it (the original undertakings);

(c) The original undertakings given by Boots Group PLC were accepted by the OFT on 25 May 2006 in relation to the supply of retail pharmacy services in 96 localities;

(d) On 31 July 2006 Boots Group PLC acquired Alliance UniChem Plc and Boots Group PLC was renamed Alliance Boots plc;

(e) On 27 February 2007 Alliance Boots plc requested that the OFT vary the original undertakings, pursuant to sections 73 and 92(2)(b) of the Act, in light of a change of circumstances in two of the local areas which were the subject of the original undertakings;

(f) Following a consultation process ending on 16 March 2007 pursuant to Schedule 10 of the Act, the OFT decided to vary the original undertakings in the manner requested by Alliance Boots plc;

NOW THEREFORE Alliance Boots plc hereby gives to the OFT the following variation to the original undertakings, with a view to this variation to the original undertakings being accepted by the OFT

1. In Annex A, Category B (3:2), of the original undertakings, the entries in relation to (38) Manchester (Trafford) and (46) Prescott shall be deleted, such that the terms of the original undertakings shall cease to apply to these areas. The original undertakings shall continue to apply other than as amended by this variation.
2. This variation to the original undertakings shall take effect from the date that, having been signed by Alliance Boots plc, it is accepted by the OFT.

FOR AND ON BEHALF OF Alliance Boots plc

..... Signature

..... Name

..... Title

..... Date