

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 8 August 2016

Completed acquisition by Dining Club Group Limited of Hi-Life Diners Club Limited

We refer to your emails of 10 August 2016, 18 August 2016 and 19 August 2016 requesting that the CMA consents to derogations to the Initial Enforcement Order of 8 August 2016 (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, Bridgepoint Group Limited, Dining Club Group Limited (**Dining Club Group**) and State Bidco Limited are required to hold separate the Dining Club business from the Hi-Life Diners Club 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 derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Dining Club Group and Hi-Life Diners Club may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(i) and 5(k) of the Initial Order

In order to ensure the Hi-Life Diners Club business is carried on separately from the Dining Club business [X] and [X] are permitted to resign from their position as directors of Hi-Life Diners Club.

This derogation is granted subject to the condition that [X] and [X] enter into a non-disclosure agreement, in a form agreed by the CMA, prohibiting the transfer of any business secrets, know how, commercially-sensitive or any other confidential information they have obtained relating to the Hi-Life Diners Club business to the Dining Club business.

2. Paragraph 5(l) of the Initial Order

In order to ensure that an appropriate level of oversight is maintained of the Hi-Life Diners Club business and thereby to ensure the continuity and viability of the Hi-Life Diners Club business, [X],[X] and [X] (Financial Controller of Dining Club) are

permitted to receive and Hi-Life Diners Club is permitted to provide the following information:

- monthly management accounts in the form agreed by the CMA;
- cash positions, on a daily basis, in order to monitor Hi-Life Diners Club's cash position and maintain compliance with the terms of its credit facilities with its bank, and to the extent required for the provision of cash flow forecasts but only on a non-customer specific basis;
- details of litigation, arbitration or legal proceedings which are current, threatened or pending against Hi-Life Diners Club;
- notifications of any matters arising pursuant to Annex 1 to this consent letter. For the avoidance of doubt, this does not allow [X], [X] or [X] to approve or deny any matter arising under this Annex 1.

This derogation is granted subject to [X], [X] and [X] enter into a non-disclosure agreement, in a form agreed by the CMA, prohibiting the transfer of any business secrets, know how, commercially-sensitive or any other confidential information relating to the Hi-Life Diners Club business to the Dining Club business. All information received should be accessible only to [X], [X] and [X] and should be behind an IT firewall. Should the transaction be prohibited, any records or copies (electronic or otherwise) of such information that have passed, wherever they may be held, will have to be returned to Hi-Life Diners Club and any copies will have to be destroyed.

Annex 1:

Hi-Life Diners Club may notify [X], [X] and [X] on its intentions to: [X].