

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

Completed Acquisition by VTech Holdings Ltd (VTech) of Leapfrog Enterprises, Inc. (LeapFrog)

We refer to your email received on 19 September 2016 requesting the CMA's consent to derogations from the Interim Order made on 8 September 2016.

The group has considered your representations and have agreed to the following derogations:

1. Derogation from paragraph 5(l) of the Interim Order to allow Ms. [REDACTED] to provide Mr Gilles Sautier with (i) non-commercially sensitive information and (ii) information which is strictly necessary in the ordinary course of business, as Mr Sautier (VTech's European CEO) is responsible for the LeapFrog UK business within the VTech group. Mr Sautier undertakes not to share any such information relating to LeapFrog UK with any employee of VTech who is engaged in commercial activities which are directly or indirectly relevant to, or impact on, VTech's operations in the UK.
2. Derogation from paragraph 5(l) of the Interim Order in order to allow Mr [REDACTED] to receive (i) non-commercially sensitive information and (ii) information which is strictly necessary in the ordinary course of business:
 - a. in his role as Company Secretary of LeapFrog Toys UK Limited;
 - b. to perform his duties as [REDACTED];
 - c. to visit the LeapFrog UK office in Uxbridge [REDACTED] to ensure VTech's internal control processes are being followed.
3. Mr [REDACTED] undertakes not to share any such information relating to LeapFrog UK with any employee of VTech who is engaged in commercial activities which are directly or indirectly relevant to, or impact on, VTech's operations in the UK.