

**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)**

The group have agreed to the following derogations from the Interim Order made on 8 September 2016:

1. A derogation from paragraph 5(l) of the Interim Order is granted to enable Mr [X] and Mr [X] to provide assistance in preparing the LeapFrog UK business' 2017 budget ([X]).
2. Mr [X] will provide such guidance and information to Ms [X] as is necessary to prepare the 2017 budget (including [X]). Mr [X] will also provide approval of the final proposed budget prior to submission to [X].
3. Mr [X] will provide such support as is necessary to assist the LeapFrog UK business in preparing the 2017 budget under VTech's financial processes and procedures.
4. Mr [X] and Mr [X] will undertake not to disclose any commercially sensitive or otherwise confidential information regarding the LeapFrog UK business (the Information) with any individual directly involved in the VTech UK business and not disclose any such information regarding the VTech UK business to any individual employed in the LeapFrog UK business.
5. Mr [X] and Mr [X] further undertake that no LeapFrog UK budget information will be shared with the wider VTech Group without the prior approval of the monitoring trustee.