

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 14 October 2016

Completed acquisition by Ranjit Boparan and Baljinder Boparan of the business formerly carried on by Bernard Matthews Limited

We refer to your emails of 14, 19, 20, 21 and 25 October 2016 and our meeting of 17 October 2016 requesting that the CMA consents to derogations to the Initial Enforcement Order of 14 October 2016 (the 'Order') as set out in the consolidated request for derogations dated 25 October 2016 (the 'Request'). The terms defined in the Order have the same meaning in this letter.

Under the Order, save for written consent by the CMA, the Acquiring Entities are required to hold separate the Acquiring Entities businesses from the Target 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 the Request, based on the information received from you and in the particular circumstances of this case, the Acquiring Entities may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(i) and (j)

The CMA consents to [redacted] appointment as interim Executive Chairman on the condition that this is effective by 9am on 31 October 2016 and [redacted] informal role as interim Executive Chairman until said appointment. Both individuals will enter into appropriate confidentiality agreements.

2. Paragraph 5(l) of the Order

The directors of the Target Business are also directors of the Acquiring Entities. The CMA agrees that these individuals will need to receive limited commercially sensitive, confidential and proprietary information from the Target Business in the form provided with the Request, to the extent that such information is strictly necessary for the sole purpose of fulfilling their statutory duties as directors. The CMA's consent is conditional on these individuals [redacted] together with [redacted] entering into appropriate confidentiality and non-use agreements in a format acceptable to the

CMA and not accepting any further roles within the Acquiring Entities (other than in businesses without operations or interests concerning the production or supply of turkey or chicken) until three months after the completion of the CMA's investigation.

3. Paragraphs 5(b) and (l) of the Order

The predecessor to the Target Business had entered into administration while operating under its pre-merger business plans. The CMA consents to the Acquiring Entities not having to operate the Target Business on the basis of its pre-merger business plans. The CMA's consent is conditional on the Target Business being operated on the basis of [X] business plans reviewed by the CMA [X] in the form provided with the Request, unless otherwise agreed with the CMA. The CMA's consent is conditional on the Acquiring Entities updating the CMA regarding proposed updates to the [X] and, in addition, to the extent that CMA merger clearance is not obtained by [X], the Acquiring Entities promptly providing the CMA with an updated [X]. The CMA consents to the Acquiring Entities receiving limited commercially sensitive, confidential and proprietary information to the extent that such information is strictly necessary for the sole purpose of stabilising the business as a going concern [X]. The CMA's consent is conditional on such information only being received by a limited number of individuals identified in the Request who will sign confidentiality and non-use agreements in a format which is acceptable to the CMA.

The CMA consents to certain employees of the Acquiring Entities and their advisers identified in the Request receiving limited commercially sensitive, confidential and proprietary information from the Target Business to the extent that such information is strictly necessary for the sole purpose of undertaking restructuring planning and related due diligence [X]. The CMA's consent is conditional on these parties and their advisers identified in the Request entering into an appropriate confidentiality and non-use agreement in a format which is acceptable to the CMA.

4. Paragraph 5(e) of the Order

The Acquiring Entities submitted that before they acquired the Target Business, it had already initiated [X].

On the basis that the Acquiring Entities' businesses operate across a number of business areas, many of which do not overlap with the business activities of the Target Business, the CMA consents to a derogation from paragraph 5(e) of the Order for all businesses of the Acquiring Entities without operations or interests concerning the production or supply of turkey or chicken.

The CMA also consents to the disposal by [X]. For the avoidance of doubt, the CMA also agrees that [X] do not require derogation from the Order as these are in the ordinary course of business.

5. Paragraphs 5(c), (g), (h), (i), (j) and (l) of the Order

The Acquiring Entities submitted that it has been necessary to make substantive changes to the organisational structure and management responsibilities of the Target Business' [X] function. The CMA consents to [X] of the Acquiring Entities identified in the Request being seconded into the Target Business and/or being able to support the Target Business [X] (including receiving limited commercially sensitive, confidential and proprietary information to the extent that information is strictly necessary for that stated purpose). The CMA's consent is conditional on these staff entering into appropriate confidentiality and non-use agreements in a format which is acceptable to the CMA.

The CMA consents to the Acquiring Entities [X] for the sole purpose of maintaining a relationship between the Target Business and the supplier, including but not limited to the specific matters referred to in the Request, on the condition the Acquiring Entities notify the CMA of these issues as part of the compliance reporting process.

6. Paragraphs 5(g), (h) and (l) of the Order

The CMA consents to [X] providing limited procurement, operational and related support for the sole purpose of resolving legal issues related to [X] on the condition the Acquiring Entities notify the CMA of these issues as part of the compliance reporting process.

7. Paragraphs 4(a), 5(a) and (e) of the Order

The CMA consents to [X] supporting the delivery of the [X] business plan as regards [X].

8. Paragraphs 5(j) and (l) of the Order

The CMA consents to staff of the Acquiring Entities identified in the Request being seconded into the Target Business and/or being able to support the Target Business for the sole purpose of supporting IT, technical and back office operational functions to the extent specified in the Request. The CMA's consent is conditional on these staff entering into appropriate confidentiality and non-use agreements in a format which is acceptable to the CMA.

9. Paragraph 5(l) of the Order

The predecessor to the Target Business was unable to operate as a going concern and currently requires [REDACTED] from the Acquiring Entities.

The CMA consents to the Acquiring Entities being able to receive limited commercially sensitive, confidential and proprietary information from the Target Business in relation to its financial position, operations and governance in the format disclosed to the CMA in the Request to the extent that such information is strictly necessary for the sole purpose of ensuring the Target Business is able to operate as a going concern. Such information would be shared with the following individuals within the Acquired Entities businesses: [REDACTED]. The CMA's consent is conditional on these individuals entering into appropriate confidentiality and non-use agreements in a format which is acceptable to the CMA.

In order to implement decisions on [REDACTED] through [REDACTED], the CMA consents to a limited number of additional staff of the Acquiring Entities identified in the Request receiving such information to the extent such information is strictly necessary for that specified purpose. The CMA's consent is conditional on these individuals entering into appropriate confidentiality and non-use agreements in a format which is acceptable to the CMA.

The CMA consents to a limited number of staff of the Acquiring Entities identified in the Request obtaining limited commercially sensitive, confidential and proprietary information from the Target Business to the extent that such information is strictly necessary for the sole purpose of: [REDACTED].

10. Conclusion

The CMA's consent to the aforementioned actions does not, under any circumstances, permit the Acquiring Entities from taking any other action prohibited under the Order.