

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 25 January 2017

Acquisition by Solera Holdings, Inc. of Emperor 1 Limited

We refer to your emails and accompanying notes dated 2 February and 6 February 2017 requesting that the CMA consents to certain derogations to the Initial Enforcement Order of 25 January 2017 (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, Solera, HPI and Emperor 1 are required to hold separate the Emperor 1 business from the Solera/HPI 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, and having regard to information received from you, Solera/HPI and Emperor 1 may carry out the following actions, in respect of the specific paragraph of the Initial Order listed below:

Paragraph 6(I) of the Initial Order

Legal advice

The CMA consents to Aileen Young, Associate General Counsel EMEA and UK/SA, Audatex, accessing information from Emperor 1 for the purposes of providing legal assistance and support to Emperor 1 in relation to external regulatory compliance issues, including data protection and employment law.

In addition, the CMA consents to Ms Young disclosing such information to Jason Brady, General Counsel of Solera, limited to the extent necessary to assist her in the provision of the above legal assistance and support to Emperor 1.

This derogation does not grant permission for Aileen Young or Jason Brady to access information from Emperor 1 to deal with any other legal matters, in particular matters relating to Emperor 1 contracts, including contract reviews, amendments or disputes, and any issue that requires Emperor 1's customers to be named.

This derogation is granted on the basis of your representations that there is a risk to Emperor 1 in not having any internal legal resource for day to day compliance matters and that this represents a threat to the viability of the business.

Information will only be provided to Ms Young once Emperor 1 has received appropriate signed written undertakings (in a form approved in advance by the CMA) to preserve the confidentiality of the information and to use the information only for the purposes specified in this letter. In particular, Ms Young will undertake not to discuss or otherwise share this information with any individual other than Mr Brady listed above as permitted to receive that information or use the information for any purpose other than that specified above.

Information will only be provided to Mr Brady once Emperor 1 has received appropriate signed written undertakings (in a form approved in advance by the CMA) to preserve the confidentiality of the information and to use the information only for the purposes specified in this letter.

HR information

The CMA consents to Ross Barnard, Regional HR Director for Solera, to access Emperor 1 HR information for the purposes of ensuring compliance with Solera and Emperor 1's obligations under employment law including the Home Office requirements and/or obligations that apply to sponsors, and to undertake a compliance audit of Emperor 1's right to work files and procedures.

This derogation is granted on the basis of your representations that there is no flow of HR information from the Solera/HPI business to Emperor 1 and only from Emperor 1 to Mr Barnard. Solera/HPI must ensure that Emperor 1 employee information will be kept separate from the Solera/HPI business and that mechanisms will be put in place to prevent access by other Solera employees.

Information will only be provided to Mr Barnard once Emperor 1 has received appropriate signed written undertakings (in a form approved in advance by the CMA) to preserve the confidentiality of the information and to use the information only for the purposes specified in this letter.