

**Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 1 February 2017**

**Acquisition by Menzies Aviation plc and Menzies Aviation Inc. of ASIG Holdings Limited and ASIG Holdings Corp.**

1. We refer to correspondence dated between 10 and 20 March 2017 requesting that the CMA consents to derogations to the Initial Enforcement Order of 1 February 2017 (the **Initial Order**).
2. Under the Initial Order, save for written consent by the CMA, Menzies Aviation plc and Menzies Aviation Inc. (**Menzies**) and John Menzies plc are required to hold separate the Menzies business from the ASIG business and to 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.

**Request for a derogation**

3. John Menzies plc and Menzies have sought consent to integrate the Menzies business and the ASIG business immediately following imposition of the Initial Order in order to preserve the value of the ASIG business, but subject to a ring-fence of the parts of the ASIG business in relation to which the CMA has found that the Transaction may lead to a substantial lessening of competition (**SLC**), namely ASIG's operations at Aberdeen airport (**ABZ**) (the **ASIG ABZ Business**). The CMA granted consent to certain actions of John Menzies plc and Menzies on 1 February 2017 (the "**First Consent**").
4. John Menzies plc and Menzies have now sought a further specific consent to derogate from the Initial Order in order to preserve the value of the ASIG business, but subject to the same ring-fence of the parts of the ASIG ABZ Business as set out in the First Consent. This additional consent would allow John Menzies plc and Menzies to migrate ASIG ABZ Business user accounts to a new server in order to [X].

**CMA's derogation**

5. 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, Menzies may carry out the following actions:

## ***Ring fence for ABZ airport***

### *Non-disclosure agreements*

6. Non-disclosure agreements in the form approved by the CMA are to be signed by the individuals listed in Annex 1.

### ***Further specific derogations***

#### *Account migration*

7. Menzies may migrate the ASIG ABZ Business user accounts to the server used by the wider Menzies businesses.
8. The user accounts of employees of the ASIG ABZ Business will continue to have an ASIG address and will remain password protected at all times, and employees of Menzies will have no access to those accounts (other than the two individuals listed in Annex 1 and only as provided for in paragraph 9 below).

#### *IT support*

9. To the extent necessary and specifically for the purpose of addressing any IT problems that occur, the individuals listed at Annex 1 may provide IT support to employees of the ASIG ABZ Business, and if necessary, access individual accounts following approval, on each occasion, by the CMA (unless the situation represents a business critical emergency in which case Menzies will notify the CMA within a reasonable period).

## **Annex 1: List of individuals within the Menzies business requested to sign an NDA under this derogation**

**User Account IT Support - Individuals who will have access to the server and user accounts of the ASIG ABZ Business for necessary IT support - subject to NDA Version E**

1. [REDACTED], Head of Architecture, Menzies Aviation plc.
2. [REDACTED], IT Support Team Manager, Menzies Aviation, Inc.