

## INITIAL ENFORCEMENT ORDER

### ACQUISITION BY GLO DUTCH BIDCO OF MALLINCKRODT NETHERLANDS HOLDINGS BV and MALLINCKRODT NUCLEAR MEDICINE LLC

#### Variation Order Initial Enforcement Order made by the Competition and Markets Authority pursuant to section 72(4)(b) of the Enterprise Act 2002 (the Act)

Whereas:

- (a) the Competition and Markets Authority (**CMA**) made an initial enforcement order pursuant to section 72(2) of the Act in relation to the acquisition by GLO Dutch Bidco B.V. (**GLO Dutch Bidco**) of Mallinckrodt Netherlands Holdings B.V. and Mallinckrodt Nuclear Medicine LLC (the **Merger**) on 24 March 2017 (the **Initial Enforcement Order**);
- (b) the CMA granted derogations to the Initial Enforcement Order on 28 March 2017 and 30 March 2017 (the **Derogations**); and
- (c) the CMA considers that, based on the evidence it has received in its assessment of the Merger to date, it is appropriate to vary the Initial Enforcement Order.

For the purpose of varying the Initial Enforcement Order the CMA hereby makes the following order pursuant to section 72(4)(b) of the Act, addressed to Mallinckrodt Medical B.V. (Company number 74019), IBA Molecular France SAS (Company number 750 928 75), CIS Bio International SAS (Company number 312 261 894) and IBA Molecular UK Ltd. (Company number 04794962) (the **Variation Order**).

#### **Application and scope**

1. The Initial Enforcement Order is varied to exclude GLO Dutch Bidco and Mallinckrodt Netherlands Holdings BV from the list of addresses set out in paragraph 2 of the Initial Enforcement Order and their obligations set out in paragraphs 1 to 11 of the Initial Enforcement Order.

2. The Initial Enforcement Order is varied to include Mallinckrodt Medical B.V, IBA Molecular France SAS, CIS Bio International SAS and IBA Molecular UK Ltd in the list of addresses set out in paragraph 2 of the Initial Enforcement Order and the obligations set out in paragraphs 1 to 11 of the Initial Enforcement Order.
3. The Derogations remain valid and should be interpreted in accordance with this Variation Order.

## **Compliance**

Paragraph 7 of the Initial Enforcement Order is varied as follows:

4. Mallinckrodt Medical B.V., IBA Molecular France SAS and CIS Bio International SAS shall provide to the CMA such information or statement of compliance as it may from time to time require for the purposes of monitoring compliance by Mallinckrodt Medical B.V., IBA Molecular France SAS and CIS Bio International SAS and their subsidiaries with the Initial Enforcement Order. In particular, on 13 April 2017 and subsequently every two weeks (or, where this does not fall on a working day, the first working day thereafter) the Chief Executive Officer or Chief Financial Officer of Mallinckrodt Medical B.V., IBA Molecular France SAS and CIS Bio International SAS or other persons of Mallinckrodt Medical B.V., IBA Molecular France SAS and CIS Bio International SAS as agreed with the CMA shall, on behalf of Mallinckrodt Medical B.V., IBA Molecular France SAS and CIS Bio International SAS, provide a statement to the CMA in the form set out in the Annex to the Initial Enforcement Order confirming compliance with the Initial Enforcement Order (as amended).
5. In relation to IBA Molecular UK Ltd. paragraphs 6 and 7 of the Initial Enforcement Order obliges ~~the~~ of IBA Molecular UK Ltd. or other persons of IBA Molecular UK Ltd as agreed with the CMA, to on behalf of IBA Molecular UK Ltd submit on 13 April 2017 and subsequently every four weeks (or, where this does not fall on a working day, the first working day thereafter) a statement to the CMA in the form set out in the Annex to this Variation Order confirming compliance with the Initial Enforcement Order (as amended).

The Variation Order comes into effect on 12 April 2017.

## **Interpretation**

6. The interpretation section in the Initial Enforcement Order is varied to add the following definitions:

**'CIS Bio International SAS'** means CIS Bio International SAS, company number 312 261 894, Route Nationale 306, BP 32, Saclay RN 306 BP 32, Cedex, Gif-sur-Yvette, 91192 France, its subsidiaries and affiliates as carried on as at 27 January 2017.

**'IBA Molecular France SAS'** means IBA Molecular France SAS, company number 750 928 75, Route Nationale 306, BP 32, Saclay RN 306 BP 32, Cedex, Gif-sur-Yvette, 91192 France, its subsidiaries and affiliates as carried on as at 27 January 2017.

**'IBA Molecular UK Ltd'** means IBA Molecular UK Ltd, company number 04794962, Belmont House, Station Way, Crawley, West Sussex RH10 1JA, United Kingdom.

**'Mallinckrodt Medical B.V.'** means Mallinckrodt Medical B.V., company number 74019, Westerduinweg 3, 1755LE, Petten, the Netherlands, and its subsidiaries and affiliates following the merger of GLO Dutch Bidco and Mallinckrodt Medical B.V.

7. The Initial Enforcement Order is varied to amend the definition of 'the ordinary course of business' as follows:

**'the ordinary course of business'** means matters connected to the day-to-day supply of goods and/or services by Mallinckrodt Medical B.V, GLO BidCo S.à.r.l., IBA Pharma SA, IBA Molecular France SAS, CIS Bio International SAS and IBA Molecular UK Ltd and does not include matters involving significant changes to the organisational structure or related to the post-merger integration of Mallinckrodt Medical B.V, GLO BidCo S.à.r.l., IBA Pharma SA, IBA Molecular France SAS, CIS Bio International SAS and IBA Molecular UK Ltd.

Raúl Nieto

Assistant Director, Mergers

**Compliance statement for IBA Molecular UK Ltd.**

I, [~~X~~] confirm on behalf of IBA Molecular UK Ltd. that:

**Compliance in the Relevant Period**

1. In the period from [insert date] to [insert date] (the Relevant Period):
  - (a) IBA Molecular UK Ltd has not been operational, it remains effectively dormant as described in the submission of 24 March 2017 and has not engaged in any commercial activity regarding the production, supply or distribution of medical products relevant to the transaction aside from holding the real estate lease.

**Interpretation**

2. Terms defined in the Initial Enforcement Order (as amended) have the same meaning in this compliance statement.

FOR AND ON BEHALF OF IBA MOLECULAR UK LTD.

Signature .....

Name .....

Title .....

Date .....