

**Anticipated acquisition by Tesco Plc ('Tesco')  
of Booker Group Plc ('Booker')**

**Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for  
the purposes of the Initial Enforcement Order made by the Competition and  
Markets Authority on 30 May 2017**

Thank you for email of 8 September 2017 requesting that the Competition and Markets Authority (CMA) consents to derogations to the Initial Enforcement Order of 30 May 2017 (the 'Initial Order') so that Booker can dispose of a store [X].

Please note that the terms defined in the Initial Order have the same meaning in this letter. Unless Booker has written consent by the CMA, the Initial Order prevents Booker from taking any action in respect to certain assets and associated businesses (as defined in the Initial Order) which might prejudice the reference of the transaction under section 33 of the Act or impede the taking of any action under the Act which may be justified by the CMA's decisions on such reference, including any action which might:

- (a) lead to the integration of any Relevant Store (as defined in the Initial Order) with any business falling outside of the Booker business (as defined in the Initial Order);
- (b) transfer the ownership or control of a Relevant Store; or
- (c) otherwise impair the ability of a Relevant Store to compete independently of any business falling outside of the Booker business, in the relevant local market.

According to your email (8 September 2017) Booker intends to dispose of the Budgens store located at [X], and that arrangements between the parties are progressed. Booker is, therefore, seeking the consent of the CMA to proceed to such disposal of [X] (as it required to do under paragraph 5(b) of the Initial Order).

The CMA considers that such disposal of the [X] does not impede the taking of any remedial action, should that become necessary and does not prejudice the reference of the transaction under section 33 of the Act. Accordingly, the CMA grants its consent to the disposal of the [X]. The CMA's consent to this action, does not, under any circumstances, permit the taking of any other action prohibited under the Initial Order.