

Completed acquisition by Euro Car Parts Limited of assets of the Andrew Page business

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 12 October 2016

1. In order to prepare for, and conduct, a divestment of the AP overlap depots¹ (as contemplated in the CMA's final report²), ECP/LKQ needs information on the AP overlap depots' business, performance and prospects to be prepared for disclosure to potential purchasers.
2. Given that some of the detailed information on the AP overlap depots will be confidential, the **ECP Enhanced Clean Team** (including the individuals listed in paragraph 5 below) shall be given access to all commercially sensitive information relating to each of the AP overlap depots, and shall be tasked with preparing the data room for the divestment, the Confidential Information Memorandum to send to purchasers, management presentations for the purchasers and other necessary information to be shared with potential purchasers (see paragraph 7 below).
3. In addition, in order to allow ECP/LKQ to assess value and risk relating to such divestments, and to be able to negotiate with potential purchasers, a mechanism is needed for certain individuals within ECP/LKQ (the **ECP Clean Team** – including the individuals listed in paragraph 5 below) to have access to the information listed in paragraph 6 below.
4. Access to information under this derogation (the **Derogation**) will be moderated in accordance with the provisions set out below.
5. For the purpose of preparing for, and conducting, a divestment of the AP overlap depots (should that be required):
 - a. The following persons shall be referred to as the **ECP Clean Team** (as amended from time to time by the written consent of the CMA):

¹ That is AP depots operating in the local areas where the CMA has identified a substantial lessening of competition.

² CMA's report on the completed acquisition by Euro Car Parts of certain assets of the Andrew Page business.

- i. [✂];
- ii. [✂];
- iii. [✂]; and
- iv. [✂].

b. The following persons shall be referred to as the **ECP Enhanced Clean Team** (as amended from time to time by the written consent of the CMA):

- i. [✂];
- ii. [✂]; and
- iii. [✂].

6. **All persons listed under the ECP Clean Team** may, for the purposes set out in paragraph 3 above, receive the following confidential information produced by the ECP Enhanced Clean Team:

- all financial information prepared for each AP overlap depot on an **aggregated** basis or a basis that **does not disclose the identity of individual customers**;
- all other business information for each AP overlap depot relating to its historic and future operations, opportunities and risks that **does not disclose the identity of individual customers**;
- all information held by AP prior to the Initial Enforcement Order being made;
- all information that is in the public domain.

7. **The ECP Enhanced Clean Team** shall be:

- a. tasked with preparing the data room for the divestment, the Confidential Information Memorandum to send to purchasers, management presentations for the purchasers and other necessary information; and therefore
- b. granted for that purpose only access to all disaggregated and commercially sensitive information for each of the AP overlap depots.

8. A non-disclosure agreement (**NDA**) agreed to by the Monitoring Trustee and the CMA will be signed by each individual of the ECP Clean Team and ECP Enhanced Clean Team in relation to information obtained under the Derogation.

9. **ECP/LKQ's external legal and financial advisors** may, for the purposes of the Derogation, receive any information to be included in the data room, the Confidential Information Memorandum, management presentations and other disclosures made or to be made to a potential purchaser that is, or includes, commercially sensitive data (eg customer identifying information), provided that such information is not shared with, or passed to, ECP/LKQ (other than in accordance with paragraph 10 below).
10. **Exceptions to paragraph 9 of the Protocol:** notwithstanding paragraph 9 of this Derogation, ECP/LKQ's external legal and financial advisors may share or pass on to a restricted group of individuals at ECP/LKQ to be nominated by ECP ("**Nominated ECP/LKQ individuals**") commercially sensitive data to which paragraph 9 above relates, where that commercially sensitive data becomes, or is likely to become, a material issue in the negotiations with a potential purchaser and it is necessary for ECP/LKQ to gain knowledge of such data to progress the divestment. However, before sharing any information with the Nominated ECP/LKQ individuals under the terms of this paragraph, ECP/LKQ's external legal and financial advisors must first consult the Monitoring Trustee on the scope of the information to be shared and on the identity of the Nominated ECP/LKQ individuals. The receipt or sharing of information under this paragraph must not extend beyond the Nominated ECP/LKQ individuals without the approval of the CMA.
11. Following the divestment, all information relating to the AP overlap depots that was shared under this Derogation with the ECP Clean Team, the ECP Enhanced Clean Team and the Nominated ECP/LKQ individuals shall be returned to the relevant AP overlap depot or destroyed, subject to any record retention requirements of ECP/LKQ (provided that ECP/LKQ shall not access or use such information relating to the AP overlap depots for any purpose other than legal or regulatory compliance).