

## **Completed acquisition by Universal Sealants (U.K.) Limited of Ekspan Holdings Limited**

### **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 (‘CMA’) on 29 November 2017**

We refer to your emails and supporting evidence dated 1, 8, 14 and 15 December requesting that the CMA consents to derogations to the Initial Enforcement Order of 29 November 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, RPM, Universal Sealants and Ekspan are required to hold separate the Ekspan business from the RPM 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 of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, RPM and Universal Sealants may carry out the following actions, in respect of the specific paragraphs:

#### **1. Paragraphs 4(a) and 5(h) of the Initial Order**

The CMA consents to Universal Sealants supplying [REDACTED]; and [REDACTED] to Ekspan.

This derogation is granted on the basis of RPM and Universal Sealants’ representations that these [REDACTED] are strictly necessary to enable Ekspan to operate in the ordinary course of business, after Completion, Ekspan’s [REDACTED] and, prior to the Commencement Date, Universal Sealants started supplying [REDACTED] to Ekspan

This derogation is granted subject to the following conditions:

- deliveries of the above mentioned products are made to a single [REDACTED], rather than to individual customers.
- the supply of the [REDACTED] does not give Universal Sealants access to commercially sensitive information such as customer lists, pricing, tenders, or suppliers in relation to Ekspan;

- the arrangement does not give Universal Sealants insight into Ekspan's business, including the customers Ekspan is serving and where it is using the [REDACTED]; and
- Ekspan is free at any time and for any reason to stop buying these [REDACTED] from Universal Sealants.

## **2. Paragraphs 4(a), 5(h) and 5(l) of the Initial Order**

The CMA consents to Universal Sealants hiring to Ekspan [REDACTED].

This derogation is granted on the basis of RPM and Universal Sealants' representations that the hiring of this [REDACTED] is strictly necessary to enable Ekspan to operate in the ordinary course of business and that Ekspan started to use [REDACTED] prior to the Commencement Date.

This derogation is granted on the condition that:

- this arrangement does not give Universal Sealants particular insight into Ekspan's business;
- RPM and Universal Sealants do not have access to commercially sensitive information such as customer lists, pricing, tenders, or suppliers in relation to Ekspan; and
- Ekspan is free at any time and for any reason to stop hiring [REDACTED] from Universal Sealants.

## **3. Paragraphs 4(a), 5(a) and 5(g) of the Initial Order**

The CMA consents to [REDACTED] referring to Ekspan oversees bid opportunities that it receives from its overseas customers for the provision of [REDACTED].

This derogation is granted on the basis of RPM and Universal Sealants' representations that [REDACTED] had been engaged in this activity with Ekspan before the Commencement Date.

This derogation is granted on the conditions that:

- Ekspan deals directly with the potential customer (ie, for the avoidance of doubt, this derogation does not consent to [REDACTED] and Ekspan jointly bidding for overseas contracts);
- this bid referral activity is limited to [REDACTED] and kept separate from the rest of RPM and Universal Sealants' businesses;

- the only [REDACTED] employee authorised to make these overseas bid referrals to Ekspan is [REDACTED], subject to [REDACTED] signing 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; and
- Ekspan will only be permitted to receive referral bidding opportunities for the provision of [REDACTED] from [REDACTED] for non-UK projects.

#### **4. Paragraphs 4(a), 4(b), 5(c) and 5(l) of the Initial Order**

The CMA consents to [REDACTED] who were appointed directors of the Ekspan Board of Directors after the completion of the Merger, to give approval to certain non ordinary course matters of Ekspan's business. For the avoidance of doubt, the definition of non ordinary course matters, for the purpose of this derogation, only includes approvals relating to the following matters: [REDACTED].

This derogation is granted on the basis of RPM and Universal Sealants' representations that this derogation is necessary to ensure that RPM can protect its investment in the acquisition of Ekspan.

This derogation is granted subject to the condition that [REDACTED] sign written undertakings (in a form approved in advance by the CMA) to preserve the confidentiality of the information received for the purpose of this derogation and to use the information only for the purposes specified in this letter.

**Maria Duarte**  
**Assistant Director, Mergers**