

CMB FOODCAN PLC
UNDERTAKINGS GIVEN TO THE SECRETARY OF STATE FOR TRADE AND
INDUSTRY

CMB Foodcan plc ("the company") hereby gives the following undertakings to the Secretary of State for Trade and Industry.

Closing Machines

1. The company will not, and will procure that its subsidiaries will not, make any agreement or arrangement for or relating to the supply of closing machines under which the person to whom such machines are supplied is restricted to using them only or to a specified extent for the purpose of closing cans supplied by the company.

2. The company will not, and will procure that its subsidiaries will not, make any agreement or arrangement for or relating to the supply of closing machines under which the consideration for such supply is calculated:

- (i) by reference to the fact that the person to whom such machines are supplied purchases all or any part of his requirements of open-top cans from the company; or
- (ii) by reference to the fact that the person to whom such machines are supplied does not purchase open-top cans from any other supplier.

3. The company will, and will procure that its subsidiaries will, as respects their business relating to the supply of closing machines have as their objective the charging of such prices in respect of the hiring of closing machines and of the services ancillary thereto as will yield:

- (i) a total income on the aforesaid business which is at least equal to the full cost thereof; and
- (ii) a rate of return which is at least equivalent to the rate of return on the whole of the company's business relating to the supply in the UK of open-top cans and closing machines.

Exclusive Agreements and Loyalty Discounts

4. The company will not, and will procure that its subsidiaries will not, enter into any agreement or arrangement:

- (i) the intended effect of which is to require any person to purchase the whole of his requirement of open-top cans or aerosols from the company or any of its subsidiaries; or

- (ii) requiring any person to purchase any specified proportion of his requirement of open-top cans or aerosols from the company or any of its subsidiaries.

5. The company will not, and will procure that its subsidiaries will not, make any agreement or arrangement with any other person under which the consideration is calculated either wholly or in part by reference to the fact that the other person purchases all or a specified proportion of his requirement of open-top cans or aerosols from the company or any of its subsidiaries.

Aerosols

6. The company will not, and will procure that its subsidiaries will not, make any agreement or arrangement for or relating to the supply of aerosols under which the consideration for such supply is calculated by reference to the level of purchases in one period of time.

7. The company will not, and will procure that its subsidiaries will not, in connection with the supply of aerosols, offer discounts or rebates in respect of the purchase of aerosols valves beyond levels which are justified on genuine cost-based and quantity related criteria.

Monitoring Information

8. The company will, and will procure that its subsidiaries will, supply to the Director General of Fair Trading such information relating to their closing machines; open top cans; aerosols; and other businesses, as he may from time to time require and request.

John Davidson

J DAVIDSON
Group Legal Adviser, for and on behalf of CMB Foodcan plc,

~~February 1992~~
5th June 1992