

**TEMPLATE DEROGATION LETTER  
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED  
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002  
COMPLETED ACQUISITION**

Dear [insert name of legal representative on behalf of the merging parties]

**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 [insert date of initial enforcement order (IEO)]**

**Completed acquisition by [X] of [Y]** [Use the name of the acquirer [X] and target [Y] as identified in the IEO or if asset purchase use "Completed acquisition by [X] of the assets of the [Y] business"]

We refer to your email/letter/s [delete as appropriate] [and accompanying note[s]/ further information] dated [insert date/s] requesting that the CMA consents to derogations to the Initial Enforcement Order of [insert date] (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, [insert addressee of the IEO] and [insert any additional entities identified in the IEO, as appropriate] are required to hold separate the [insert] business from the [insert] business [Please use the definitions as set out in the IEO to describe the relevant businesses] 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, [insert addressee of the IEO] and [insert relevant target entities/business as appropriate] may carry out the following actions, in respect of the specific paragraphs:

**1. Paragraphs [ ] and [ ] of the Initial Order [insert relevant paragraphs of the IEO from which a derogation is being requested]**

[Insert brief explanation and reasons for derogation/s from the IEO and specify what the CMA is being requested to consent to and what specific actions are permitted within the terms of that consent. Include, if necessary, any specific actions such consent does *not* apply to and/or conditions that need to be additionally fulfilled as appropriate, eg entering into NDA's approved by the CMA. Please also provide any

relevant evidence to support the submissions made in relation to the reasons for the derogation/s from the IEO.]

[The CMA notes, as set out in paragraphs 3.6 to 3.14 of its [guidance on initial enforcement orders and derogations in merger investigations](#), that the passing of confidential or proprietary information from the target to the acquirer is not prohibited where 'strictly necessary in the ordinary course of business (including, for example, where required for compliance with external regulatory and/or accounting obligations or for due diligence, integration planning or the completion of any merger control proceedings relating to the transaction) [...]'. The CMA therefore encourages merging parties and their advisers to 'self-assess' whether the passing of confidential or proprietary information requires a derogation from the IEO prior to submitting any request to the CMA.]