

## **COMPLETED ACQUISITION BY EURO CAR PARTS LIMITED OF ASSETS OF THE ANDREW PAGE BUSINESS**

### **Consent to certain actions for the purposes of the Final Undertakings accepted by the Competition and Markets Authority (CMA) on 12 January 2018**

We refer to your emails requesting that the CMA consents to derogations pursuant to paragraphs 5 and 6 of the Final Undertakings.<sup>1</sup> The terms defined in the Final Undertakings and the Final Report<sup>2</sup> have the same meaning in this letter.

Further, in this letter:

**‘Retained Customers’** means the centrally-managed customers of the AP business submitted by ECP pursuant to paragraph 3.6. of the Final Undertakings which the CMA had not identified as Key Account Customers, and which will be retained by the AP Divestment Depots after the date of the Effective Divestiture.

Pursuant to paragraph 5 of the Final Undertakings, ECP has undertaken that, except with the prior written consent of the CMA, it shall not, from the Commencement Date until Effective Divestiture, take any action that might prejudice implementation of the Final Undertakings or otherwise impair the CMA’s ability to take such action as it considers appropriate for the purpose of remedying, mitigating or preventing the SLC or any adverse effect which has resulted from, or may be expected to result from, the SLC findings set out in the Final Report.

In correspondence with the CMA, ECP also informed the CMA of its proposed plan to

- transfer the management of the Retained Customers (and all relevant data relating to them) to the Regional Manager; and
- to integrate teams managing the key accounts customers of the ECP business and AP business under the leadership of [✂].

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<sup>1</sup> Final Undertakings given by Euro Car Parts to the Competition and Markets Authority pursuant to Section 82 of the Enterprise Act 2002.

<sup>2</sup> Euro Car Parts and Andrew Page: A report on the completed acquisition by Euro Car Parts of the assets of the Andrew Page business.

ECP has also confirmed that under the above proposed arrangement, the AP Divestment Depots will continue to supply all of AP's key accounts served out of those depots, until the Effective Divestiture has taken place, and that the consolidation of the two teams will have no impact on the sales to key account customers currently being made to the key account customers from the nine AP Divestment Depots.

After due consideration of ECP's request for derogations from the Final Undertakings, based on the information received from ECP, the CMA consents that ECP may carry out the following actions, in derogation to the provisions set out in the paragraphs listed below:

### **Paragraphs 5.5. and 5.6.**

In light of the principles laid down in the Guidance on the CMA's jurisdiction and procedure in mergers,<sup>3</sup> notably the principle of proportionality, the CMA gives its consent, subject to the below safeguards, for ECP to integrate the teams managing the key accounts customers of the AP and ECP businesses under the leadership of [REDACTED], subject to the safeguards set out below.

#### ***Safeguard:***

##### *Transfer of relevant customer data*

Following the transfer of the management of the Retained Customers to the Regional Manager, all customer data relating to the Retained Customers (including any archived customer data) shall be transferred to the Regional Manager in line with paragraph 5 of Annex 3 to the Final Undertakings, and no copy of such data shall be retained outside the AP Divestment Depots, subject to any record retention requirements (provided that such information shall not be accessed or used for any purpose except legal or regulatory compliance).

##### *Oversight by the Monitoring Trustee*

From the date of this consent, the Monitoring Trustee will oversee the integration process of the teams managing the key accounts customers of the ECP and AP businesses, as well as the transfer of the management of the Retained Customers (and related data) to the Regional Manager.<sup>4</sup> The Monitoring Trustee will particularly verify that before any integration of the teams managing key customer accounts completes, the transfer of the Retained Customers to the Regional Manager will be

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<sup>3</sup> [Mergers: Guidance on the CMA's jurisdiction and procedure \(CMA2\)](#), January 2014. Annexe C, para C.19.

<sup>4</sup> [Derogation 1 December 2017](#).

seamless and will not disrupt supply by the AP Divestment Depots to the Retained Customers.