

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 email dated 5 April 2018 requesting that the CMA consents to derogations to paragraph 5 of the Final Undertakings.¹ The terms defined in the Final Undertakings and the Final Report² have the same meaning in this letter.

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 purposes 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.

Following the unexpected departure of a number of employees of the AP [✂] depot and AP [✂] depot, ECP has requested a derogation from the Final Undertakings to allow it to second employees to these depots until suitable permanent replacements are appointed.

After due consideration of ECP's request for derogations from the Final Undertakings, based on the information received from ECP and the Monitoring Trustee, and in light of the principles laid down in the Guidance on the CMA's jurisdiction and procedure in mergers,³ notably the principle of proportionality, the CMA consents that ECP may carry out the following actions, in derogation to the provisions set out in the paragraphs listed below:

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

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

³ Mergers: Guidance on the CMA's jurisdiction and procedure (CMA2), January 2014. Annexe C, para C.19.

1. Paragraphs 5.5 and 5.6

In order to preserve the viability of the AP business, the CMA gives its consent, subject to the below safeguards, for the following changes in staff at the AP [X] depot and AP [X] depot to be made:

- [X], currently responsible for internal security and protection of assets, to be seconded to the AP [X] depot as Acting Branch Manager until the recruitment of a permanent replacement or the Final Disposal of the AP [X] depot;
- [X], whose current role is warehouse and operations support, to be seconded to the AP [X] depot as Warehouse Support until the recruitment of a permanent replacement or the Final Disposal of the AP [X] depot;
- [X], whose current role is operations support, to be seconded to the AP [X] depot as Acting Branch Manager until the recruitment of a permanent replacement or the Final Disposal of the AP [X] depot; and
- [X], whose current role is operations support, to be seconded to the AP [X] depot for the period between 16 April 2018 and 22 April 2018 as Deputy Acting Branch Manager.

Safeguards

Access to information relating to the AP [X] depot and AP [X] Depot

The individuals listed above shall have access to no more information relating to the relevant AP depot than is necessary to enable them to perform their functions described above. Following the end of their secondment, each individual shall destroy or return to the relevant AP depot all information relating to the relevant AP depot which it has accessed during their secondment.

Non-Disclosure Agreements

Prior to their secondment to the AP [X] depot or AP [X] depot, all individuals listed above will sign appropriate non-disclosure agreements to procure that these individuals shall treat all information obtained within the context of their secondment as confidential, and shall not disclose any such information to any person who is not employed by the relevant AP depot.

Recruitment process

ECP will take all reasonable steps to recruit, at the earliest possible date, permanent replacements for the positions of:

- Branch Manager and Warehouse Support at the AP [X] depot; and
- Branch Manager at the AP [X] depot.

The Monitoring Trustee will oversee the recruitment process to ensure that any delays are minimised. To facilitate this, ECP will provide the Monitoring Trustee with supporting evidence on the steps being taken to find suitable replacements quickly.

2. Paragraphs 5.5 and 5.6

In order to preserve the ordinary course of business at the AP [X] depot and AP [X] depot, subject to the below safeguards, the CMA gives its consent for ECP to implement a support telephone system for overflow calls not answered at AP [X] depot and AP [X] depot directly.

Access to information relating to the AP [X] depot and AP [X] depot

The individuals involved in providing support telephone services to the AP [X] depot and AP [X] depot shall have access to no more information relating to the relevant AP depots than is necessary to enable them to provide such support. Following the Final Disposal of the AP [X] depot and AP [X] depot, all information relating to these two AP depots which have been obtained for the purposes of providing this service shall be returned to the relevant AP depot or destroyed.