

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 9 May 2018, as varied by the Variation Order of 16 May 2018

Completed acquisition by Auction Technology Group Germany GMBH of SPH Softwarepartner Hamburg GMBH & Co. KG

We refer to your email dated 14 May 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 9 May 2018, as varied by the Variation Order of 16 May (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, Turner Topco Limited (**Turner Topco**) and Auction Technology Group Germany GMBH (**ATG**) are required to hold separate the Lot-tissimo business from the Turner Topco 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, Turner Topco and ATG may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 4(a) and 5(l) of the Initial Order

The CMA consents to the following individuals at Turner Topco receiving monthly overall P&L and other financial reports/information of the Lot-tissimo business on a consolidated basis.

- Tom Hargreaves (CFO)
- Huma Wahid (Financial Controller)

This derogation is granted on the basis of your representations that this derogation is necessary in order to prepare consolidated accounts for Turner Topco, in order to both monitor the financial position of the overall group and to fulfil obligations to certain external parties and is subject to:

- a) the financial information of Lot-tissimo shared with these individuals being aggregated, including without any segmentation by customer, geographic area or business activities; and
- b) access to the financial information mentioned above being limited to individuals mentioned above, and these individuals entering into non-disclosure agreements approved by the CMA.

2. Paragraphs 4(a), 5(a) and 5(c) of the Initial Order

The CMA consents to the following individuals at Turner Topco assisting the Lot-tissimo business in its compliance efforts with new General Data Protection Regulation (**GDPR**) requirements, [X]:

- Richard Lewis (COO)
- Mark Robson (General Counsel)

This derogation is granted subject to these individuals entering into non-disclosure agreements approved by the CMA in relation to information of the Lot-tissimo business they may have access to in performing the functions described above.

3. Paragraph 5(i) of the Initial Order

Upon completion of the Transaction (and prior to 9 May 2018), Turner Topco and ATG have appointed a new General Manager for Lot-tissimo in its Hamburg office due to start on 4 June 2018. To the extent that the Initial Order is still in place on 4 June 2018, the CMA consents to Jorg Wisniewski, the previous owner and founder of Lot-tissimo, supervising the training of, and providing general assistance to, Lot-tissimo's new general manager with respect to Lot-tissimo's non-UK business, in particular through weekly meetings to see progress against set objectives.