

## **ACQUISITION BY CD&R FIREFLY BIDCO LIMITED OF LSF9 ROBIN TOPCO LIMITED**

### **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 18 June 2018**

We refer to your email and accompanying further information dated 9 May 2018, 15 May 2018 and 17 June 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 18 June (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 CD&R Firefly Holdco Limited, Clayton Dubilier & Rice, LLC and CD&R Associates IX, L.P. (together, **CD&R**) and CD&R Firefly Bidco Limited and LSF9 Robin Topco Limited are required to hold separate the relevant CD&R business from the LSF9 Robin 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, CD&R, CD&R Firefly Bidco Limited and LSF9 Robin Topco Limited may carry out the following actions, in respect of the specific paragraphs:

#### **Paragraphs 6 (c) and 6 (i) of the Initial Order**

In order to secure the proper management and stability of MRH Ltd ("**MRH**", a wholly owned subsidiary of LSF9 robin Topco Limited), the CMA consents to the following two changes to senior management:

1. The CMA consents to the CEO of MRH, leaving the business (on agreed settlement terms) on completion and to be replaced with [X] (currently Retail Director of MRH) as interim CEO for MRH; and
2. The CMA consents to the current CFO of MRH leave the business (on agreed settlement terms) within three to six months of completion and his functions in respect of the MRH being performed by [X] of Robson Forth Chartered Accountants.

This consent is conditional on both, [X] and [X], signing Non-Disclosure Agreements in line with the Initial Enforcement Order Compliance Statement.

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.