



**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 1 May 2018**

**Completed acquisition by Restore plc of certain businesses of TNT UK Limited**

We refer to your email dated 12 June 2018 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 1 May 2018 (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, Restore plc is required to hold separate the Restore business from the acquired parts of the TNT UK Limited business, which traded as 'TNT Archive Services', 'TNT Records Management' and 'TNT Business Solutions' (together 'TNT BS') 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 a derogation from the Initial Order, based on the information received from you and in the particular circumstances of this case, Restore plc and TNT BS may carry out the following actions, in respect of the specific paragraphs:

**Paragraph 5(g) of the IEO**

The CMA understands that the [X], a long-standing customer of TNT BS (now operating under the trading name 'Business Solutions (Restore)' ('BSR')), wishes to contact and have meetings with senior Restore management as the new owner of BSR.

The CMA understands that: (i) [X] is BSR's largest customer and has been a customer of BSR for [X]; (ii) [X] had the option to escalate (and discuss) certain matters relating to service performance to senior personnel in its contract with TNT BS pre-merger and therefore has a specific expectation to have such discussions with senior personnel of Restore post-merger (as the new owner of BSR); (iii) due to the nature of the transaction, the relevant BSR senior personnel who would have held escalated discussions were not transferred to Restore and as such there is no suitable individual at BSR who can participate in these discussions; and (iv) the customer contract for [X] was novated to Restore and individuals at [X] had discussions with senior personnel at Restore prior to the commencement of the Initial Order.

In light of these factors and in order to maintain the pre-merger conditions relating to BSR's relationship with [X], the CMA consents to [X] of Restore engaging in discussions and meetings with [X] provided that such discussions and meetings are

initiated at the request of [X] and are necessary or appropriate to maintain the existing customer relationship with [X].

The CMA consents to such discussions and meetings on the basis that [X]:

- can share the information from any meetings and discussions with BSR but shall not determine what action BSR should take in relation to any issues raised by [X] or require, direct or instruct any BSR personnel, including [X] ([X] of BSR), to take any course of action in relation to BSR's dealings with [X] unless permitted further to the CMA's derogation of 11 June 2018 at paragraph 1; and
- shall enter into an NDA (or revise the NDA entered into pursuant to the CMA's derogation of 11 June 2018 as necessary) for the purposes of ensuring that any information disclosed to him in the course of meetings and discussions with [X] is kept confidential from other Restore personnel.

All discussions and meetings attended by [X] will be promptly summarised and recorded by Restore. Restore shall submit summaries of such discussions and meetings to the CMA along with the fortnightly compliance report that it is required to submit under the Initial Order.