



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 6 June 2018 requesting that the CMA consents to derogations 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 derogations 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:

1. Paragraph 4(b) of the IEO

The CMA consents to [X] ([X], Business Solutions (Restore)) obtaining input and/or authorisation from to [X] and [X] of Restore ('Senior Restore Personnel') with respect to the issues listed in Annex 3 of the Ring-fencing Rules of Engagement as agreed with the CMA (the 'Rules') where they fall outside the ordinary course of business in order to ensure that: (i) Senior Restore Personnel can comply with Restore's obligation under paragraph 5(b) of the IEO to maintain the business as a going concern and to ensure that sufficient resources are made available for the development of the business; and/or (ii) Restore is able to comply with its relevant statutory and contractual reporting and compliance obligations.

All discussions relating to such authorisation rights will be promptly summarised and recorded by Restore. Restore shall submit summaries of such communications and copies of any documents/information shared to the CMA and the Monitoring Trustee along with the fortnightly compliance report that it is required to submit to the CMA under the IEO. Where Restore proposes to veto certain conduct, the CMA and Monitoring Trustee must be informed before such a veto is exercised/implemented. The Senior Restore Personnel will enter into a Non-Disclosure Agreement ('NDA') in the form

approved by the CMA and the Monitoring Trustee, and attached as Annex 6 to the Rules, which governs their obligations to keep relevant information confidential and to only use it for the legitimate purpose for which it was received.

2. Paragraph 5(a) of the IEO

The CMA understands that the Restore wishes to run the TNT BS businesses under the new trading name 'Business Solutions (Restore)' ('BSR'), on the basis that the use of the word "Restore" in the new trading name is important to ensure that customers and suppliers are not unnecessarily concerned about the identity of the legal owner of the BSR business.

The CMA consents to the temporary use of "Business Solutions (Restore)" as the new trading name of TNT BS businesses on the condition that BSR customers and BSR and Restore employees will be separately informed that the BSR business will trade independently and separately from Restore pending completion of the CMA's investigation into the Acquisition.

3. Paragraph 5(f) of the IEO

The CMA understands that [X].

The CMA therefore consents to the Restore IT team carrying out the steps detailed in its IT steps plan dated 5 June 2018 in accordance with the timetable therein to migrate BSR IT systems and BSR customers onto Restore IT systems.

This consent is subject to the condition that Restore will (i) set up a new domain and new mailboxes and resources for the BSR employees and customer information on Restore's IT system; (ii) ensure that BSR employees having a separate email address and that their confidential information will be ring-fenced from other Restore commercial personnel; and (iii) BSR employees will not have access to Restore confidential information.

4. Paragraph 5(l) of the IEO

The CMA understands that, certain named personnel from Restore's central services, including its IT, finance and Human Resources functions as well as Senior Restore Personnel and members of the Restore Board will require access to BSR-related confidential information for certain limited specified purposes, namely:

- (a) Senior Restore Personnel may receive BSR Confidential Information, limited to the extent permitted and necessary for the manager of BSR to consult on BSR related issues with Senior Restore Personnel. Any information sharing for this purpose should also be shared with and reported to the Monitoring Trustee.
- (b) Senior Restore Personnel may receive BSR Confidential Information 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 (including its obligations under paragraph 5(b) of the IEO to ensure that BSR remains a going concern). In order to ensure the financial viability of BSR, Senior Restore Personnel may also receive BSR's monthly management accounts.

- (c) The Senior Restore Personnel may disclose BSR Confidential Information to the Restore Board on an aggregated basis in accordance with usual practice.
- (d) Certain employees within the Finance and Human Resources function of Restore will require access to BSR confidential information to provide financial advice and support to the Manager, to produce management and statutory accounts, to bill customers and to pay employees, suppliers and the relevant tax authorities.
- (e) Certain employees within the IT function of Restore will need access to BSR Confidential Information to assist in implementing new contracts and new technical solutions, migrating BSR IT systems to Restore IT systems and migrating BSR customers onto Restore's IT systems.

Where BSR customers request information concerning Restore with a view to migrating to Restore's IT system to the extent permitted by derogations granted by the CMA, certain BSR employees may require access to Restore-related confidential information.

The CMA's consent to all such individuals obtaining information for the purposes for which they are authorised to receive such information is subject in each case to signing an appropriate NDA in a form approved by the CMA which governs their obligations to keep relevant information confidential and only use it for the purpose for which it was received.