

**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 19 April 2018**

**Completed acquisition by Menzies Aviation (UK) Limited of part  
of the airline services business of Airline Services Limited**

We refer to your email dated 17 July 2018 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 19 April 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, John Menzies plc and Menzies Aviation (UK) Limited are required to hold separate the John Menzies plc business from the AS 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 derogation from the Initial Order based on the information received from you and in the particular circumstances of this case, John Menzies plc and Menzies Aviation (UK) Limited and the AS Business may carry out the following actions, in respect of the specific paragraphs:

**Paragraphs 4(a), 5(a), 5(b), 5(c), and 5(l) of the Initial Order**

John Menzies plc and Menzies Aviation (UK) Limited have requested that [X] (Payroll Supervisor, Menzies Aviation (ASIG) Limited) is permitted to receive and review financial data concerning the AS Business for the purposes of providing back office financial and accounting services in relation to the processing payments having to be made from the business bank account of the John Menzies plc business to the AS Business relating to payroll and accounts receivable and travel expenses.

The CMA consents to this derogation in relation to [X] and any other individual provided that:

- (a) any individual other than [X] is approved by the CMA in advance of receiving any confidential information concerning the AS Business;
- (b) the John Menzies plc business, [X] and any other individual approved by the CMA under paragraph (a) above comply with the safeguards outlined below;

- (c) the information shared with the John Menzies plc business in these circumstances is kept to the minimum necessary and avoids including commercially sensitive information; and
- (d) [~~X~~] and any other individual approved by the CMA under paragraph (a) above would not attend meetings or be involved in commercial decision making in relation to the John Menzies plc business aviation business whilst the Initial Order is in place.

## **Safeguards**

### Confidentiality undertaking

Information shared with the John Menzies plc business further to the derogations listed above is only shared once each of the relevant individuals has signed a Non- Disclosure Agreement in a form approved by the CMA.

### Destruction and return of information

In the event that the transaction is prohibited, any records or copies (electronic or otherwise) of information that have passed from the AS Business to John Menzies plc employees bound by Non-Disclosure Agreements, wherever they may be held, will be returned to the AS Business and any copies destroyed.