

**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 July 2018**

**Completed acquisition by Tayto Group Limited of The Real Pork Crackling Company Limited**

We refer to the derogation request dated 7 August 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 18 July 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, Manderley Food Group Limited (**Manderley**) and Tayto Group Limited (**TGL**) are required to hold separate the TGL business from The Real Pork Crackling Company Limited (**RPCC**) business and refrain from taking any action which might prejudice a reference under section 22 of the Enterprise Act 2002 (as amended) 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, TGL and RPCC may carry out the following actions, in respect of the specific paragraphs:

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

The CMA recognises that the acquisition of RPCC by TGL has increased RPCC's requirements for HR support. To preserve the viability of RPCC's business, TGL has requested permission to provide limited HR support and advice to RPCC on certain HR-related matters, including: (i) employee contracts, (ii) employee grievances, and (iii) compliance with HR-related regulations and other legal requirements.

The CMA consents to allow TGL's HR Director (Ms Sterritt) and Legal Counsel (Ms Gilroy) to provide such support to RPCC. TGL will ensure that the following controls are in place to minimise the risk of wider information transfer between the TGL and RPCC businesses:

- a) disclosure of RPCC information to the TGL named individuals will be limited to what is strictly necessary to provide limited HR support in the identified areas to RPCC; and
- b) the TGL named individuals will enter into a confidentiality agreement, the form of which will be agreed with the CMA.

**Henry Mostyn, Assistant Director, Mergers Unit  
8 August 2018**