

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002
COMPLETED ACQUISITION**

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

Completed acquisition by CD&R Firefly Bidco Limited of LSF9 Robin Topco Limited (the Transaction)

We refer to your email and submissions dated 18 September 2018, 19 September 2018, 21 September 2018 and 26 September 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 21 June 2018 (as varied by the Variation Order) (the Initial Order). The terms not otherwise defined in this letter have the same meaning as in the Initial Order.

Further, in this letter:

'Hold Separate Sites' means the sites listed in Annex 1 to this derogation letter; and

'Hold Separate Team' means independent accountants Robson Forth ([X]), with the assistance of a team comprising an operations manager ([X]), a pricing analyst ([X]) and three dedicated area managers ([X], [X] and [X]).

Under the Initial Order, save for written consent by the CMA, CD&R and CD&R Firefly Bidco are required to hold separate the LSF9 Robin business from the relevant CD&R 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.

Derogation

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 and CD&R Firefly Bidco and the LSF9 Robin business may carry out the following actions, in respect of the specific paragraphs:

Paragraphs 5 and 6 of the Initial Order

The LSF9 Robin business should be permitted to be integrated with the relevant CD&R business, with the exception of the Hold Separate Sites, provided that the CMA is satisfied that such integration would not have any adverse effect on:

- (a) the viability or saleability of the Hold Separate Sites; and
- (b) the effectiveness of the Initial Order in relation to the Hold Separate Sites.

Safeguards

Hold Separate Team

From the date of this derogation, the Hold Separate Sites will be managed and priced separately by the Hold Separate Team. In particular, [X] of Robson Forth shall manage the Hold Separate Sites on a day-to-day basis in line with the Parties' submission to the CMA on 19 September 2018, by:

- (a) having overall responsibility for ensuring the profitability and efficient operation of the Hold Separate Sites;
- (b) ensuring that any surplus or losses in terms of cash banking and fuel stocks are investigated;
- (c) maintaining and implementing a comprehensive site audit programme with the Hold Separate Team area managers;
- (d) monitoring site capital expenditure and expenses and approving all expenditure above £1,000;
- (e) liaising with all third-party contractors and maintenance companies in relation to the day-to-day running of the Hold Separate Sites, with input as appropriate from operations manager and the dedicated area managers; and
- (f) overseeing independent pricing of the Hold Separate Sites, in consultation with the Hold Separate Team's operations manager, pricing analyst and the area manager for each Hold Separate Site, with pricing kept consistent with the current pricing and business plan for each Hold Separate Site.

Each member of the Hold Separate Team will sign a non-disclosure agreement in the form approved by the CMA in respect of their obligations under the Initial Order.

Viability of the Hold Separate Sites

To ensure that the Hold Separate Sites continue to be maintained as successful and viable businesses during the divestment period, the Hold Separate Team will be required to continue to run the Hold Separate Sites in accordance with the pre-existing LSF9 Robin business plans and targets. The Hold Separate Sites will continue to be serviced under existing contractual arrangements with the LSF9 Robin business.

Confidential information

This derogation is further granted on the condition that CD&R and CD&R Firefly Bidco will not have access to any confidential pricing (or other) information relating to the Hold Separate Sites except in accordance with the Initial Order.

Paragraph 8 of the Initial Order

The CMA consents that the obligations in paragraph 8 of the Initial Order can be discharged by MRH (GB) Limited if the compliance statement is provided by an authorised representative of Robson Forth.

Yours sincerely,

Henry Mostyn

Assistant Director, Mergers

27 September 2018

ANNEX 1

HOLD SEPARATE SITES

Site Name	Postcode	Address
MRH Owned Beaver	TN23 7RP	18 Beaver Road, Ashford, Kent
MRH Owned Bell Bar	AL9 6DB	Great North Road, Hatfield, Hertfordshire
MRH Owned Blackpole	WR3 8SE	Blackpole Road, Blackpole, Worcestershire
MRH Owned Canvey Island	SS8 9QB	Somnes Avenue, Canvey Island, Essex
MRH Owned Castle	WR1 3AD	Castle Street, Worcester, Worcestershire
MRH Owned Chafford	RM17 5QL	Hogg Lane, Grays, Essex
MRH Owned Chepstow	NP16 5YS	Newport Road, Chepstow, Gwent
MRH Owned Cheshireways	WA16 6LF	Swan Corner Chester Rd, Mere, Cheshire
MRH Owned Civic Centre	M22 5RG	Rowlands Way, Manchester, Lancashire
MRH Owned Cockfosters	EN4 0JY	347 Cockfosters Road, Barnet, Greater London
MRH Owned Collier Row	RM5 2BD	140-148 Collier Row Road, Romford, Essex
MRH Owned Cornish Gateway	PL26 8UF	A30 Victoria Junction, Roche St Austall, Cornwall
MRH Owned Daneholes	RM16 2XE	Stanford Road, Orsett Grays, Essex
MRH Owned Duvant	SA2 7QT	Goetre Fawr Road, Duvant Swansea, West Glamorgan
MRH Owned East Howe	BH10 5HE	271 Kinson Road, Bournemouth, Dorset
MRH Owned East Lane	NG4 3NA	Westdale Lane, Carlton Nottingham, Nottinghamshire

Site Name	Postcode	Address
MRH Owned Felling	NE8 3HL	Park Road, Felling Gateshead, Tyne & Wear
MRH Owned Gateshead	NE10 0NR	Sunderland Road, Gateshead, Tyne & Wear
MRH Owned Glyne Gap	TN40 2JU	Hastings Road, Bexhill On Sea, East Sussex
MRH Owned Hayling Down	CR8 2BA	628-630 Brighton Road, Purley, Greater London
MRH Owned Hazelgrove Services	BA22 7JE	A303, Sparkford, Yeovil - Somers
MRH Owned Hornsey Rise	N19 3SH	89 Hornsey Rise, Hornsey, London
MRH Owned Hornsey Road	N7 6RA	213-217 Hornsey Road, Islington, London
MRH Owned Hothfield	TN26 1AP	Maidstone Road A20, Ashford, Kent
MRH Owned Key Hill	B18 5AU	Icknield Street, Birmingham, West Midlands
MRH Owned Kings Norton	B30 3JX	Pershore Road, Birmingham,
MRH Owned Lakedale	SE18 1JH	190-214 Plumstead High St, London,
MRH Owned Leven	KY8 4AX	Windygates Road, Leven, Fife
MRH Owned Long Road	SS8 0JQ	371 Long Road, Canvey Island, Essex
MRH Owned Longfleet	BH15 2HP	Longfleet Road, Poole, Dorset
MRH Owned Lydford	TA11 7EY	A37, Lydford On Fosse, Somerton - Some
MRH Owned Manor	SS7 4EN	164 Church Road, Benfleet, Essex
MRH Owned Moleside	KT12 4JZ	3-5 Esher Road, Hersham, Surrey
MRH Owned Newbridge	EH28 8PW	1 Clifton Hall Road, Edinburgh,
MRH Owned Oakdale	BH15 3ED	347 Wimbourne Road, Poole, Dorset

Site Name	Postcode	Address
MRH Owned Palace	KT8 9BW	Hampton Court Road, East Molesey, Greater London
MRH Owned Pierpoint	NG12 2LF	Radcliffe Road, Nottingham, Nottinghamshire
MRH Owned Pippin	SN11 8AA	Oxford Road, Calne, Wiltshire
MRH Owned Podimore	BA22 8JG	Podimore Services, Podimore Yeovil, Somerset
MRH Owned Riviera	TQ3 2AG	147 Torquay Road, Paignton, Devon
MRH Owned Runnymede	TW20 9AD	38-45 The Avenue, Egham, Surrey
MRH Owned Shepperton	TW17 8NE	Walton Bridge, Shepperton, Surrey
MRH Owned Sidley	TN40 2DD	Holliers Hill Sidley, Bexhill-On-Sea, East Sussex
MRH Owned Southall	UB1 3DD	Uxbridge Road, Southall, Middlesex
MRH Owned Southgate	N14 5BU	99 Chaseside, Southgate, London
MRH Owned Stamford Hill	N15 6LS	2 High Road, Stamford Hill, London
MRH Owned Studley Grange	W7 3QJ	167 Boston Road, London,
MRH Owned Tabley Hill	WA16 0EP	Tabley Hill Lane, Knutsford, Cheshire
MRH Owned Wallisdown	BH11 8PT	524 Wallisdown Rd, Bournemouth, Dorset
MRH Owned Warwick Road	CV8 1FB	Warwick Road, Kenilworth, Warwickshire
MRH Owned Whetstone	N20 0LH	1182-1202 High Road, London,
MRH Owned Whitgift	CR2 6EE	87 Brighton Road, South Croydon, Greater London