

## **Completed acquisition by Rentokil Initial PLC of MPCL Limited**

### **Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 9 October 2018**

We refer to your emails of 7 and 11 December 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 9 October 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, Rentokil Initial plc ('Rentokil Initial') is required to hold separate the MPCL business from the Rentokil Initial 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 derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, Rentokil Initial and MPCL Ltd ('MPCL') may carry out the following actions, in respect of the specific paragraphs:

#### **Paragraphs 5(c), 5(i), 5(j) and 5(l) of the Initial Order**

On 18 October 2018, the CMA granted a derogation to Rentokil Initial so that the Rentokil Initial General Counsel and Rentokil Initial Senior Legal Counsel could act as project leads (hereafter the 'two project leads') on behalf of both Rentokil Initial and MPCL for the purpose of assisting MPCL with questions raised by the CMA as part of the CMA's investigation.

Rentokil Initial submits that it is necessary to have additional support for the two project leads, given the parallel process relating to Rentokil Initial's completed acquisition of Cannon Hygiene Limited, which is reducing the time and resources available to the two project leads. Therefore, Rentokil Initial proposes [REDACTED] (an Associate from Freshfields Bruckhaus Deringer who has been sent on a temporary secondment to the Rentokil business) be appointed as project lead on behalf of both Rentokil Initial and MPCL for the purpose of assisting MPCL with questions raised by the CMA as part of the CMA's investigation.

To allow the MPCL business to efficiently assist the CMA in its merger investigation, the CMA consents to [REDACTED] receiving information relating to MPCL for the purpose of assisting the CMA's investigation on the terms set out below:

- (a) [REDACTED] will enter into a confidentiality agreement preventing him from sharing information regarding the MPCL business with non-authorized representatives of Rentokil Initial and vice versa, the form of which will be agreed with the CMA.
- (b) Disclosure of information to [REDACTED] will be limited to that which is strictly necessary for the purpose of acting as project lead for MPCL during the course of the CMA's merger investigation.
- (c) [REDACTED] will not dictate or instruct how MPCL should answer the CMA's queries.

Alba Ziso

**Assistant Director, Mergers**

18 December 2018