

**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 16 October 2018**

**Completed acquisition by CareTech Holdings plc of Cambian Group plc**

We refer to your emails dated 8, 10 and 14 January 2019 requesting that the CMA consents to derogations to the Initial Enforcement Order of 16 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, CareTech and Cambian are required to hold separate the Cambian business from the CareTech business and refrain from taking any action which might prejudice a reference under section 22 or 33 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, CareTech and Cambian may carry out the following actions in respect of the specific paragraphs:

**1. Paragraph 7(e) of the Initial Order**

The CMA understands that CareTech wishes to enter into a transaction pursuant to which it will sell the freehold interest but continue to retain a leasehold interest in certain properties (the "**Ground Rent Transaction**"). The Ground Rent Transaction relates to the CareTech properties set out in the Annex (together, the "**Specified Properties**"). The Specified Properties are each operated by CareTech. The CMA consents to CareTech entering into the Ground Rent Transaction in relation to the Specified Properties on the condition that the Ground Rent Transaction will not prevent the assignment of CareTech's interest in any of the Specified Properties by CareTech or the CMA to a third party.

**2. Paragraphs 7(c) and 7(i) of the Initial Order**

The CMA understands that Cambian wishes to appoint [X] as a senior member of the Cambian finance team in order to effect the orderly handover of the CFO role from the current CFO (Mr [X]) prior to the end of his fixed term contract which is due to end in April 2019. The CMA consents to the appointment of Mr [X] to the Cambian finance team on the condition that Mr [X] enter into an appropriate confidentiality and non-use undertakings in a form acceptable to the CMA.

**ANNEX**

