

**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 24 June 2019

Acquisition by Amazon.com NV Investment Holdings LLC of certain rights and a minority shareholding in Deliveroo

We refer to your email of 17 December 2019 requesting that the CMA consents to derogations to the Initial Enforcement Order of 24 June (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, Amazon and Deliveroo are required to 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.

Under the Initial Order, save for written consent by the CMA, Amazon, Amazon.com NV, Amazon EU SARL and Deliveroo are required to hold separate the Deliveroo business from the Amazon 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, Amazon and Deliveroo may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 5(l) of the Initial Order

The CMA consents to the provision of the following commercially sensitive business and financial information from Deliveroo: [X] (collectively **the Information**) to Amazon as is strictly necessary for the purposes of [X] (**the Permitted Purpose**).

In order to ensure that individuals within Amazon designated in Annex 1 to this derogation (collectively the **Amazon Designated Clean Team**) are able to receive the

Information, the CMA consents to the obligations in paragraph 5(l) of the Initial Order not applying to the Information to those individuals.

The derogation granted above is subject to the implementation of the following safeguard measures listed below:

- The Information will only be provided to the Amazon Designated Clean Team;
- The Amazon Designated Clean Team are [✂], and do not have operational or commercial decision-making roles in operational Amazon businesses nor are they members of the Amazon board;
- The members of the Amazon Designated Clean Team undertake not to discuss or otherwise share the Information with unauthorised individuals;
- Physical and IT firewalls will be put in place to prevent any unauthorised individuals from accessing the Information, and documents containing the Information will be password protected;
- The Amazon Designated Clean Team will not use the Information for any purpose other than that specified above;
- In the event that the Transactions are prohibited or remedies accepted, any records or copies (electronic or otherwise) of such Information, wherever they may be held, will be returned to the Deliveroo business;
- Reports of findings by the Amazon Designated Clean Team relating to the Information shared under this derogation may be prepared for the Permitted Purpose. Non-confidential versions of those reports may be provided to other individuals in Amazon (who are not members of the Amazon Designated Clean Team) to facilitate the Permitted Purpose provided those versions have been approved by Amazon's external counsel as non-confidential. For the avoidance of doubt, any confidential document (including any summary or report) that contains Information or which derives wholly from the Information may not be used, disclosed or made available in any way to any person who is not a member of the Amazon Designated Clean Team. All documents that are produced by the Amazon Designated Clean Team that are sent to or made available for use to Amazon personnel outside of the Designated Clean Team that relate to the Information shared under this derogation or the derogation granted by the CMA on 13 December 2019 will be provided to the CMA as soon as reasonably practicable; and
- The members of the Amazon Designated Clean Team will sign the Confidentiality Agreement in the form agreed with the CMA prior to accessing the Information.

Annex 1 - Amazon Designated Clean Team

[✂]