

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

Please note that [X] or [] indicates figures or text which have been deleted or anonymised at the request of the parties for reasons of commercial confidentiality.

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 7 February 2020.

Completed acquisition by PUG LLC of StubHub, Inc., StubHub (UK) Limited, StubHub Europe S.à.r.l., StubHub India Private Limited, StubHub International Limited, StubHub Taiwan Co., Ltd., StubHub GmbH, and Todoentradas, S.L (together 'StubHub').

We refer to your submission of 8 April 2020 requesting that the CMA consent to a derogation from the Initial Enforcement Order of 7 February 2020 (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, Pugnacious Endeavors, Inc., ("**viagogo**") and PUG LLC ("**PUG**") are required to hold separate the viagogo business from the StubHub 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, viagogo, PUG and StubHub may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 7(c) and 7(i) of the Initial Order – resignation and replacement of a key StubHub employee

StubHub submits that [X] has resigned from her role within the StubHub business and plans to leave the StubHub business on [X]. The CMA understands from StubHub that [X] is considered key staff within the meaning of the Initial Order.

StubHub explains that, on an interim basis, it intends to reallocate [X] responsibilities to [X] and [X].

StubHub also submits that this derogation will not lead to any integration of the StubHub and viagogo businesses and that it will have no impact on any remedial action contrary to paragraph 6 of the Initial Order.

The CMA consents to a derogation from paragraphs 7(c) and 7(i) of the Initial Order for:

- a) [X] to resign from StubHub; and
- b) [X] responsibilities to be reallocated to [X] and [X] on an interim basis.

This derogation is granted from paragraphs 7(c) and 7(i) of the Initial Order, strictly on the basis that:

- i. [X] responsibilities are redistributed exclusively to [X] and [X] who have the necessary capacity and experience to effectively fulfil [X] role on an interim basis. As such, the departure and proposed handover of [X] responsibilities will not impact the viability of the StubHub business;
- ii. For the avoidance of doubt, none of [X] responsibilities will be redistributed to any viagogo personnel;
- iii. no co-ordination of departure of key staff between viagogo and StubHub is permitted;
- iv. this derogation will not lead to any integration of the StubHub and viagogo businesses and it will have no impact on any remedial action that the CMA may need to take regarding the merger.

Yours sincerely,

Alex Knight

Assistant Director, Remedies, Business and Financial Analysis

9 April 2020