

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

**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 2 April 2020**

**Completed acquisition by ION Trading Technologies Limited of a controlling
stake in Broadway Technology Holdings LLC**

Dear Satyen,

We refer to your submissions dated 20 and 24 May 2020 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 2 April 2020 (the '**Initial Order**'). Unless otherwise stated, 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, ION Investment Group Limited (**ION**) and ION Trading Technologies Limited (**ION Trading**), (together, **ION**) are required to hold separate the ION business from the business of Broadway Technology Holdings LLC (**Broadway**) 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 a derogation from the Initial Order, based on the information received from you and in the particular circumstances of this case, the CMA consents to ION carrying out the following actions in respect of the specific paragraphs:

Paragraphs 4(b), 5(b), 5(c), 5(d), 5(e), 5(h), 5(i), 5(k) and 9 of the Initial Order

ION has sought the CMA's consent to limit the application of the abovementioned provisions of the Initial Order so that they shall not apply to ION Corporates Investment Group Limited and its affiliates as set out in Annex 1 (ION Corporates) and ION Analytics Investment Group Limited and its affiliates as set out in Annex 1 (ION Analytics), two divisions of ION (together the '**Excluded Entities**').

ION submits that the Excluded Entities: (i) are not engaged in any activities related to the Broadway business, and (ii) are operated on a separate basis to ION Markets Investment Group Limited (**ION Markets**) and therefore this derogation will have no

impact on any remedial action that the CMA may need to take regarding the merger. In particular, ION submits that:

- a) The viability or competitive capability of ION Markets is not dependent on the Excluded Entities, [✂];
- b) The Excluded Entities are functionally and operationally separate from ION Markets. [✂];
- c) The Excluded Entities do not share any office space with ION Markets. [✂];
- d) Staff of the Excluded Entities work exclusively within their respective divisions and do not work within ION Markets, [✂];
- e) The Excluded Entities do not share, own or control any tangible or intangible assets (including intellectual property rights) used by ION Markets, save for [✂];
- f) The Excluded Entities and ION Markets maintain separate and independent customer and supplier relationships. [✂];
- g) [✂]; and
- h) There are, in practice, no other material links between the Excluded Entities and ION Markets.

The CMA considers, on the basis of the above, that the Excluded Entities have no meaningful commercial or operational interactions, or other formal or informal links, with ION Markets and therefore, that this derogation should not prevent any remedial action that the CMA may need to take regarding the merger.

Accordingly, based on the information provided to the CMA by ION, the CMA consents to the obligations in paragraphs 4(b), 5(b), 5(c), 5(d), 5(e), 5(h), 5(i), 5(k) and 9 of the Initial Order ceasing to apply to the Excluded Entities. For the avoidance of doubt, these obligations continue to apply to the rest of the ION business.

Yours sincerely,

Alex Knight

Assistant Director, Remedies Business and Financial Analysis

4 June 2020

Annex 1: Excluded Entities Derogation Letter