

**APPLICATION FOR CONSENT IN RESPECT OF FINAL
UNDERTAKINGS PURSUANT TO SECTION 73 OF THE
ENTERPRISE ACT 2002**

**Completed acquisition by Ardonagh Group Limited (Ardonagh) of Bennetts
Motorcycling Services Limited (Bennetts)**

**Consent to certain actions for the purposes of the Final Undertakings given by
the Competition and Markets Authority (CMA) on 20 November 2020**

We refer to the application by Bennetts dated 17 December 2020 requesting that the CMA grant consent to certain actions in relation to the Final Undertakings given by Ardonagh and Bennetts, dated 20 November 2020 (the '**Undertakings**'). Terms defined in the Undertakings have the same meaning in this letter.

Under the Undertakings, save for the written consent of the CMA or in the ordinary course of business for the separate operation of the Bennetts business and the Ardonagh business, Ardonagh and Bennetts are required to maintain and preserve all of the assets of the Bennetts business, including facilities and goodwill, and no asset or interest in any asset is to be disposed of.

Further, under the Undertakings, the nature, description, range and quality of goods and services supplied in the UK by Bennetts must be maintained and preserved unless prior written consent is obtained from the CMA to do otherwise.

After due consideration of the application for consent in accordance with paragraph 12 of the Undertakings and based on the information received from Bennetts, Bennetts may carry out the following actions in relation to the specific paragraph of the Undertakings listed below.

Paragraph 12.2 (b) of the Undertakings

The CMA understands that Bennetts' current provider of managed hosting services, [X]. As a result, Bennetts will have to seek an alternative supplier of datacentre services. The CMA also understands that migrating from one datacentre provider to another may take around [X]. Accordingly, [X] is the date that transition to a new supplier should begin [X]. Bennetts submits that changing its datacentre provider was not in its pre-merger business plans. Accordingly, Bennetts is seeking the CMA's consent to a derogation under paragraph 12.2 (b) of the Undertakings.

In light of the particular circumstances of the case, the CMA gives consent to Bennetts to enter into, and execute, an agreement with [X] to replace [X] as Bennetts' datacentre provider. This consent is granted on the basis of the CMA's understanding of the following:

- a) [X].

- b) The set-up costs associated with transitioning to [X] total approximately [X].
- c) The transition process is largely a technical matter which will require limited Bennetts management time. The only Bennetts employees who will devote a significant proportion of their time to this project are [X].
- d) It is strictly necessary for Bennetts to reach an agreement, and begin implementing an agreement, with a new datacentre provider before [X]. This is because migrating to a new datacentre provider takes [X] and Bennetts' current provider will [X].
- e) The decision has been taken unilaterally by Bennetts in its own best commercial interests and without input from Ardonagh.
- f) No Bennetts information will be shared with Ardonagh as a result of this derogation.
- g) This derogation will not lead to any integration between the Ardonagh and Bennetts businesses.

Peter Park

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23 December 2020