

**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 Ardonagh dated 24 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 their respective businesses, 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 Ardonagh and 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 Ardonagh, Ardonagh and 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 is required to enter into a [✂] with Ardonagh in order that Bennetts is able to satisfy its regulatory capital requirements as part of its year-end reporting to the FCA by 31 December 2020. The CMA also understands that the [✂] is replacing capital provided under a previous loan from Saga (the parent company of Bennetts prior to the Merger) to Bennetts which had been used for Bennetts' regulatory capital purposes prior to its acquisition by Ardonagh. The [✂] was not in the pre-Merger plans of either Bennetts or Ardonagh. Accordingly, Ardonagh 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 Ardonagh to enter into a [X] with Bennetts. This consent is granted subject to the following conditions:

- a) Ardonagh will share with the CMA the final draft of the [X], and await its approval in writing by the CMA, before entering into the [X] with Bennetts.
- b) The [X] is required for Bennetts' regulatory capital purposes only, and is not required for the day-to-day running of the Bennetts business.
- c) Ardonagh will not invoke any [X] in the [X] without prior consultation with the CMA.
- d) Any Bennetts information shared with Ardonagh as a result of this derogation will be limited to that which is strictly necessary to finalise the terms of the [X].
- e) This derogation will not lead to any integration between the Ardonagh and Bennetts businesses.

Peter Park

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30 December 2020