

**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 27 August 2021

Completed acquisition by Dye & Durham (UK) Limited of TM Group (UK) Limited (the Merger)

Dear [✂],

We refer to your submissions dated 20 and 22 September 2021 requesting that the CMA consents to derogations to the Initial Enforcement Order of 27 August 2021 (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, Dye & Durham Limited and Dye & Durham (UK) Limited ('**D&D**') are required to hold separate the D&D business from the TM Group (UK) Limited ('**TMG**') business (together the '**Parties**') 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, TMG may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(c) and 5(i) of the Initial Order

TMG submits that, prior to the commencement date of the Initial Order, [✂] (Sales & Marketing Director of Conveyancing Data Services Ltd ('**CDS**'), a business acquired by TMG in 2018), accepted a new role as Sales and Marketing Director of TMG.

TMG represents that the role of TMG Sales & Marketing Director is a new role within the TMG senior management team that has been created for [✂] as part of the

integration of CDS within TMG, and [X]'s previous role within CDS has been made redundant. Further, in his new role, [X] will retain [X]. TMG submits that this position is considered 'key staff' within the meaning of the Initial Order.

Based on TMG's representations, the CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Initial Order permitting:

- (i) the creation of a new position of Sales & Marketing Director in the TMG senior management team and related redundancy of the Sales & Marketing Director role within CDS; and
- (ii) the transfer of [X] to his new position as Sales & Marketing Director of the combined TMG/CDS business.

The CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Initial Order to permit the key staff change described above strictly on the basis that:

- (a) [X] has the necessary capacity and experience to effectively fulfil the role as TMG Sales & Marketing Director. As such, his appointment to this role will not impact the viability or ongoing operation of the TMG business;
- (b) With the exception of one junior staff member who will change reporting lines, no other organisational or key staff changes will be made to the TMG business as a result of the proposed appointment of [X] as TMG Sales & Marketing Director;
- (c) This derogation will not lead to any integration between the TMG business and the D&D business; and
- (d) This derogation shall not prevent any remedial action that the CMA may need to take regarding the Merger.

Yours sincerely,

Alex Knight
Assistant Director, Remedies, Business and Financial Analysis
27 September 2021