

**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 (the ‘Act’) 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 [X],

We refer to your submissions dated 9 and 15 November 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. Further in this letter:

D&D UK business refers to the business of Dye & Durham (UK) Limited and its direct and indirect subsidiaries, carried on as at the commencement date of the Initial Order, but excluding Brady & Co (Law Searches) Limited and its subsidiaries, and the TMG business.

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, D&D may carry out the following actions, in respect of the specific paragraphs:

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

D&D submits that it is planning a number of changes to its Executive Leadership Team (‘**ELT**’) in Canada in order to better manage the D&D global business. In particular, D&D proposes the following changes to the ELT, including associated changes to line management which would take effect from 1 December 2021:

- (a) the transfer of [X] from the role of Global Chief Operating Officer ('COO') to a newly-created ELT role of Chief Commercial and People Officer. For the avoidance of doubt, [X] would remain a member of the ELT after this change in role;
- (b) the transfer of [X] from the position of Corporate Development Vice-President to Global COO in replacement of [X]. As a result of this change, D&D's three country Presidents, ([X] in the UK, [X] in Canada and [X] in Australia) will report to [X];
- (c) the change of [X] job title from "General Counsel and Chief Legal Officer" to "Chief Legal Officer, Executive Vice-President and General Counsel", to reflect his current responsibilities;
- (d) the transfer of [X], on an interim basis, from the position of [X] to a newly-created ELT role of [X]. D&D submits that [X]'s existing position as [X], will cease to exist as he will retain his production responsibilities in his new position and his current [X] responsibilities will be transferred to the [X]; and
- (e) following the change described at paragraph (d) above, [X] will report to [X] and will no longer be a member of the ELT.

D&D submits that the proposed changes to the ELT outlined in paragraphs (a) to (e) above would not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decisions on a reference.

The CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Initial Order to permit the changes to the ELT described in paragraphs (a) to (e) above, strictly on the basis that:

- (a) These changes will not result in any disruption to, or impact on the viability of the D&D business. In respect of [X]'s assumption of the role as Global COO of D&D in particular (which includes providing commercial and strategic input to the D&D UK business), [X] has the necessary knowledge and a strong understanding of D&D's UK business such that no specific training is necessary in order for [X] to assume the Global COO role.
- (b) No other organisation changes or key staff changes will be made to the D&D business as a result of the proposed changes to the ELT.
- (c) This derogation will not lead to any integration between the TMG business and the D&D business.

- (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
18 November 2021