

**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 Limited, through its subsidiary Dye & Durham (UK) Limited, of TM Group (UK) Limited (the ‘Merger’)**

Dear [redacted],

We refer to your submission dated 7 December 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, and the derogation granted by the CMA on 26 October 2021, 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, 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 [redacted], currently Global VP of Human Resources resigned and left the D&D business on 26 November 2021.

D&D intends to appoint [redacted] (currently D&D UK’s HR Director) to the role of Global VP of Human Resources within the D&D business, to take effect following [redacted]’s departure from the D&D business.

For the short-term, whilst D&D UK is seeking a suitable replacement for the position of UK HR Director, [X] will continue to carry out her responsibilities as D&D UK's HR Director assisted by a junior employee, [X] (HR Manager, D&D UK and Ireland). Once a new D&D UK HR Director is in post, [X] will focus on the global HR role.

On this basis, the CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Initial Order permitting:

- (a) the promotion of [X] to the role of Global VP of Human Resources;
- (b) [X] to take on her new responsibilities as Global VP of Human Resources whilst also supervising [X] in relation to [X]'s responsibilities as D&D's UK HR Director (whilst a replacement UK HR Director is found); and
- (c) the appointment of a new D&D UK HR Director.

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

- (i) [X] is well qualified to take on the role of Global VP of Human Resources without impacting her ability to perform senior HR functions in relation to the D&D UK business. As a result, this derogation will not disrupt D&D UK's business, or impact its ongoing viability and ability to compete effectively;
- (ii) [X] has the necessary capacity and experience to perform the role of Global VP of Human Resources for D&D;
- (iii) Once a candidate has been identified by D&D UK to assume the UK HR Director role on a permanent basis, D&D UK will notify the CMA of this candidate and seek the CMA's prior written consent to appoint the chosen candidate to the role (with such consent to be provided by e-mail);
- (iv) Save for the changes described above, no other organisational or key staff changes will be made to the D&D UK business as a result of the proposed promotion of [X] to Global VP of Human Resources;
- (v) This derogation will not lead to any integration of the TMG and the D&D or D&D UK businesses; and

- (vi) This derogation will 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.

Yours sincerely,

Alex Knight

Assistant Director, Remedies, Business and Financial Analysis

15 December 2021