

DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002

Please note that [X] indicates figures or text which have been deleted or replaced in ranges for reasons of commercial confidentiality.

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 15 November 2021

Completed acquisition by VetPartners Limited of Goddard Holdco Limited ('Goddard').

Dear [X],

We refer to your submissions dated 22 November, 2 and 13 December 2021 requesting that the CMA consents to derogations to the Initial Enforcement Order of 15 November 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, Scooby Lux Investment S.à r.l., Scooby Equityco Limited, Piper Topco Limited, Scooby VetPartners (together, the '**Acquirer Group**') and Goddard are required to hold separate the Acquirer Group business from the Goddard business 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, the Acquirer Group and Goddard may carry out the following actions, in respect of the specific paragraphs:

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

The Acquirer Group submits that [X] (Director, Scooby Lux Investment S.à.r.l and Scooby Equityco Limited) [X] Scooby Lux Investment S.à.r.l by the end of 2021.

The Acquirer Group further submits that [X] is entirely unrelated to the completed acquisition by the Acquirer Group of Goddard (the '**Transaction**') and indeed was decided prior to imposition of the Initial Order.

The Acquirer Group has therefore sought a derogation from the CMA to permit:

- (a) [X] to be removed from the board of Scooby Lux Investment S.à r.l and to be replaced by [X];
- (b) [X] to be removed from the board of Scooby Equityco Limited and to be replaced by [X];
- (c) [X] to be appointed to the board of Scooby Equityco Limited, [X]

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

- (i) [X] (who will be replacing [X] on the board of Scooby Lux Investment S.à r.l and Scooby Equityco Limited) have the necessary capability and experience to effectively take on the responsibilities of [X]. Further, the Acquirer Group will ensure a smooth handover of [X] responsibilities to [X] with a view to ensuring that the change in key staff will not result in any disruption to the Acquirer Group business and will not impact its ability to compete effectively;
- (ii) [X] are not current or former employees of the Goddard business;
- (iii) No other organisational, management or key staff changes (save for those outlined at paragraphs (a) to (c) above will be made to the Acquirer Group business; and
- (iv) This derogation will not lead to any integration of the Acquirer Group business and the Goddard business

Yours sincerely,

[X]

Alex Knight

Assistant Director, Remedies, Business and Financial Analysis

15 December 2021