

**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 as varied on 30 September 2021**

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

Dear [✂],

We refer to your submissions of 12 January requesting that the CMA consents to derogations from the Initial Enforcement Order of 26 October 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, 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 – Changes made to key staff**

The CMA understands that [✂] status as a [✂] of the D&D companies listed below is proving administratively burdensome and it is proposed that he will resign from these positions. The composition of the relevant Boards of Directors will otherwise remain unchanged. The CMA understands that D&D requires the resignation to be effected in order to provide immediate administrative relief to the D&D business.

(a) [✂]

(b) [✂]

(c) [✂]

(d) [✂]

(e) [✂]

(f) [✂]

(g) [✂]

(h) [✂]

(i) [✂]

(j) [✂]

D&D is therefore seeking the CMA's consent to a derogation from paragraphs 5(c) and 5(i) of the IEO to permit the resignation of [✂] from these Board positions.

On the basis of D&D's representations, the CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Initial Order to permit these resignations strictly on the basis that:

- (a) This derogation will not lead to any integration of the TMG and D&D or D&D UK businesses; and
- (b) This derogation shall not prevent any remedial action that the CMA may need to take regarding the Merger.

Yours sincerely.

Adam Cooper  
Director, Remedies, Business and Financial Analysis  
22 February 2022