

**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 3 November 2021.

Completed acquisition by Boparan Private Office, via Amber REI Holdings Limited, of Banham Poultry (2018) Limited (the 'Acquisition').

We refer to your emails and accompanying notes dated 24 January 2022 and 1 February 2022 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 3 November 2021 (the '**Initial Order**'). 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, Boparan and Banham are required to hold separate the Banham business from any of the businesses of Boparan 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 a derogation from the Initial Order, based on the information received from you and in the particular circumstances of this case, Boparan may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(c) and 5(i) – recruitment of a new [X]

Boparan submits that [X], has been [X] since [X]. [X].

Boparan further submits that [X]. The CMA understands that [X] will remain in [X] role until [X] and that [X], will oversee the [X] function at [X] and support the [X] team as needed in making this transition.

The CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Initial Order to permit the recruitment of a new [X] strictly on the basis that:

- (a) A new [X] will be recruited as soon as practicable and [X] will ensure a smooth handover of responsibilities to [X] replacement.

- (b) The new [X] will have the necessary experience and expertise to assume their role.
- (c) [X] will ensure that [X] replacement has the necessary experience and expertise to absorb [X] current responsibilities.
- (d) Should [X] opt for an internal candidate, it will ensure that its [X] team is sufficiently resourced, and it will carefully assess on an ongoing basis the need for new staff to be appointed.
- (e) The grant of this derogation will not affect the viability of the Boparan business.
- (f) The grant of this derogation will not result in any integration between the Banham business and the Boparan businesses.
- (g) The grant of this derogation will not prevent any remedial action which the CMA may need to take regarding the Acquisition.

2. Paragraphs 5(c) – changes associated with the creation of the [X]

Boparan submits that it intends to create a new role at [X]. Boparan intends to appoint [X], currently [X] (the most [X] role at [X] presently), to this new role. The CMA understands that this would be an appointment to a newly-created position; [X] would not replace anyone at Boparan.

Boparan further submits that in [X] new [X] role, [X] would be responsible for ensuring that the [X]. [X] at [X], would assume the key [X] responsibilities vacated by [X] proposed promotion.

The CMA understands that as part of this change, [X] would report to [X]. [X] would become the [X] employee at [X]. Finally, the [X], who currently report to the [X], would start reporting to the [X], who already play a part in supervising their activities.

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

- (a) Each of the individuals given enhanced responsibility have the necessary experience, expertise and capacity to fulfil these enhanced responsibilities.
- (b) Boparan will ensure a smooth handover of responsibilities from [X] to [X].
- (c) The grant of this derogation will not affect the viability of the Boparan business.

(d) The grant of this derogation will not result in any integration between the Banham business and the Boparan businesses.

(e) The grant of this derogation will not prevent any remedial action which the CMA may need to take regarding the Acquisition.

Yours sincerely,

Alex Hazell

Assistant Director, Mergers

10 February 2022