

**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 13 April 2022 requesting that the CMA consents to derogations from 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.

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, TMG 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 [✂].

TMG is therefore seeking the CMA's consent to a derogation from paragraphs 5(c) and 5(i) of the IEO to permit the changes to the organisation structure and key staff as set out in TMG's derogation request dated 13 April 2022.

On the basis of TMG's representations, the CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Initial Order to permit the termination and/or appointment of these roles strictly on the basis that:

(a) [✂]

(b) [REDACTED]

(c) No other organisational or key staff changes will be made to the TMG business without a derogation from the CMA;

(d) This derogation will not lead to any integration of the TMG and D&D or D&D UK businesses; and

(e) 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

20 April 2022