

**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 26 May 2021.

Completed acquisition by CHC Group LLC (‘CHC’) from Babcock International Group plc (‘Babcock’) of the oil and gas offshore crew transportation service business of Babcock (‘Babcock Offshore’) (the ‘Acquisition’). CHC and Babcock Offshore together are referred to as the ‘Parties’.

We refer to your submission of 14 January 2022 requesting that the CMA consents to a derogation from the Initial Enforcement Order of 26 May 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, CHC Group LLC, EEA Helicopter Operations B.V., CHC Scotia Limited, Babcock Mission Critical Services Offshore Limited, Babcock Offshore Services Australasia Pty Ltd and Babcock Denmark A/S (the ‘**Addressees**’) are required to hold separate the Babcock Offshore business from the CHC 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 derogation request from the Initial Order, based on the information received from you and in the particular circumstances of this case, the CMA consents to the Addressees carrying out the following actions, in respect of the specific paragraphs:

1. Paragraphs 6(c) and (i) – Appointment of [X] in the role of [X]

CHC submits that its current [X] resigned on 4 January 2022 to pursue an opportunity with another company. CHC now proposes to replace [X] with [X] in the role of [X]. The CMA understands that [X] has the relevant expertise to carry out the functions required in this role and that he will be able to fulfil this role for a temporary period with minimal disruption.

The CMA consents to a derogation from paragraphs 6(c) and 6(i) of the Initial Order to permit the appointment of [X] in the role of [X].

The CMA consents to this derogation strictly on the basis that:

- (a) The above appointment will not have any impact on the ability of CHC to compete independently of Babcock Offshore.
- (b) CHC will have sufficient staff available with the necessary experience and expertise to absorb the responsibilities of any departing staff and will carefully assess on an ongoing basis the need for new staff to be appointed.

[SIGNED]

Lesley Moore

Director, Mergers

22 February 2022