

**DRAFT 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 4 March 2022 requesting that the CMA consents to derogations 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., (“**EHOB**”) 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 request for derogations 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) – CHC key staff and directorship changes**

CHC submits that [REDACTED], CHC’s [REDACTED], handed in his resignation on 25 February 2022 with effect from 11 March 2022. The CMA understands that this resignation was not related to the completion of the Acquisition, and specifically that, [REDACTED] resigned as he was [REDACTED]. CHC submits that it is strictly necessary to replace [REDACTED] on a temporary basis so that it can [REDACTED], prior to appointing a permanent replacement.

In light of this resignation, CHC proposes to:

- (i) appoint [X] as a temporary replacement and operate under a transition plan whilst a replacement for [X] is found; and
- (ii) appoint a suitably qualified and experienced individual to replace [X] on a permanent basis in due course; and
- (iii) take steps to formally replace [X] on the board of CHC Global Operations International Limited in due course.

The CMA consents to a derogation from paragraphs 6(c) and 6(i) of the Initial Order to permit CHC to:

- (i) appoint [X] in a temporary role and operate under a transition plan whilst a replacement for [X] is found;
- (ii) appoint a suitably qualified and experienced individual to replace [X] on a permanent basis in due course; and
- (iii) take steps to formally replace [X] on the board of CHC Global Operations International Limited in due course.

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

- (a) [X] is suitably qualified and experienced to act as a temporary replacement for [X];
- (b) the candidate to permanently replace [X] in his role will have the necessary experience and expertise for the role and the candidate will be identified to the CMA in advance of their appointment.
- (c) CHC will have sufficient staff available with the necessary experience and expertise to absorb the responsibilities of [X], as required, and will carefully assess on an ongoing basis the need for new staff to be appointed;
- (d) the candidate to replace [X] on the board of CHC Global Operations International Limited will be suitably qualified and experienced to take on the role.

[SIGNED]

**Lesley Moore,**

**Director, Mergers**

**11 March 2022**