

**CONSENT LETTER  
IN RESPECT OF FINAL UNDERTAKINGS ISSUED PURSUANT TO SECTION  
82(1) ENTERPRISE ACT 2002**

**Consent to certain actions for the purposes of paragraph 5 of the Final Undertakings accepted by the Competition and Markets Authority ('CMA') on 24 August 2022.**

**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')**

We refer to your submission of 16 November 2022 requesting that the CMA consents to a derogation from the Final Undertakings. Unless otherwise stated, the terms defined in the Final Undertakings have the same meaning in this letter.

After due consideration of your request for a derogation from the Final Undertakings, 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 5.2(e), 5.2(g) and 5.2(l) – Mr [X] involvement in lease deposit discussions**

CHC submits that, in light of the recent offers from the bidders for Offshore UK [X], it is necessary for Mr [X] to be involved in discussions and/or negotiations regarding the lease deposits and to receive access to all the relevant information relating to this.

The CMA consents to a derogation from paragraphs 5.2(e), 5.2(g) and 5.2(l) of the Final Undertakings to permit Mr [X], [X], to get involved in discussions and/or negotiations regarding the lease deposits and to receive access to all the relevant information relating to this.

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

- (a) the Offshore UK information provided to Mr [X] will be limited to that which is strictly necessary for CHC to engage in discussions regarding the lease deposits in order to complete the sale of Offshore UK;

- (b) information provided to Mr [X] pursuant to this derogation shall not be shared with individuals at CHC except the individuals identified in Annex 1 of the consent letter dated 4 August 2022 (including any additions to this Annex), and such information will only be provided for the purpose of completing the divestment;
- (c) Mr [X] shall enter into a non-disclosure agreement in a form approved by the CMA; and
- (d) IT firewalls and/or other ring-fencing measures will be put in place to prevent CHC employees other than Mr [X] and the individuals listed in Annex 1 of the consent letter dated 4 August 2022 (including any additions to this Annex) from accessing the information shared for the purposes of this derogation, and once the divestment process is over such information will be destroyed or otherwise rendered inaccessible (to the extent permitted by law).

[signed]

**Kip Meek**

**Panel Chair**

**6 December 2022**