

**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 15 December 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(c), 5.2(i) and 5.2(k) – Offshore UK key staff changes

Offshore UK submits that the role of [X] is no longer required [X]. As such, Offshore UK considers it to be strictly necessary to complete a redundancy process in respect of this role. [X].

Additionally, [X] has decided to step back from his management position, but continue in a line/training pilot position. Offshore UK has put in place a temporary replacement, and has started a recruitment process for a permanent replacement.

The CMA consents to a derogation from paragraphs 5.2(c), 5.2(i) and 5.2(k) of the Final Undertakings to permit:

- (a) Offshore UK to complete a redundancy process for the role of [X] which is no longer required; and
- (b) Offshore UK to appoint a suitable permanent replacement for [X] in the role of [X].

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

- (a) The above staffing changes will not have any impact on the ability of Offshore UK to compete independently of CHC or on the divestment process.
- (b) The individual appointed in the role of [✂] will have the required skills and experience for this role.
- (c) Offshore UK 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.

[signature]

Kip Meek

Panel Chair

20 December 2022