

**DEROGATION LETTER IN RESPECT OF INITIAL ENFORCEMENT ORDER ISSUED PURSUANT
TO SECTION 72(2) ENTERPRISE ACT 2002**

COMPLETED ACQUISITION

Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (the CMA) on 14 April 2023

Completed acquisition by Bestway Panacea Holdings Limited of Lexon UK Holdings Limited and Asurex Limited (the Transaction)

We refer to your letter dated 5 June 2023 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 14 April 2023 (the **Order**). The terms defined in the Order have the same meaning in this letter.

Under the Order, save for written consent by the CMA, Bestway Healthcare, Bestway Finco, Well, Kericho, Lexon, and Norchem are required to hold separate the Lexon Pharmacy business from the Bestway Healthcare 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 a derogation from the Order, based on the information received from you and in the particular circumstances of this case, Well may carry out the following actions, in respect of the specific paragraphs:

Paragraphs 6(i) and 6(k) of the Order

1. The CMA consents to a derogation for paragraphs 6(i) and 6(k) of the Order to permit Well to:
 - (i) expand the role of the head of its [X] from [X]; and
 - (ii) replace the individual currently in the role of [X] with an appropriately skilled and experienced alternative hired from outside the Well business ([X]) to become the new [X].
2. The CMA's consent is conditional upon:
 - (i) These changes being entirely unrelated to the Transaction, being made in the ordinary course of business, and would have been made regardless of the Transaction;
 - (ii) There being no negative impact on the viability, competitive capability or ongoing operation of the Well business;
 - (iii) The individual being hired to perform the new role of [X] at Well having the necessary skills and expertise;
 - (iv) This derogation not resulting in any integration between the Lexon Pharmacy business and either the Well business or the wider Bestway Healthcare business; and
 - (v) This derogation not preventing any remedial action which the CMA may need to take regarding the Transaction.

Yours sincerely

Rachel Allen

Assistant Director, Mergers

21 June 2023