

**[TITLE OF CASE]**

[entity giving consent] [This should include all relevant entities: where appropriate this should explicitly include the parent company, the notifying party and its subsidiaries / affiliates, if the documents to be disclosed belong to one of the subsidiaries / affiliates], hereby gives its consent in accordance with section 239 of the Enterprise Act 2002 (the **Act**) to the disclosure of information which would otherwise be subject to the restrictions on disclosure set out in Part 9 of the Act. It also waives its rights under any other applicable laws restricting disclosure by the Competition and Markets Authority (**CMA**) of confidential information obtained from [entity giving consent] in connection with [acquirer's] [proposed] acquisition of [target] and consents to the disclosure of such information subject to the qualifications set out below.

Specifically, [entity giving consent] agrees that the CMA may share with the [receiving entity] documents, statements, data, and information, the disclosure of which would otherwise be prohibited by the laws mentioned above.

[This paragraph can be deleted for waivers from third parties and waivers in respect of disclosures to other UK government departments or regulatory bodies] This waiver is granted with respect to disclosures to the [receiving entity]. If statutory filings are made with other competition authorities in the future, [entity giving consent] shall notify the CMA of this and will be willing to discuss extension of this waiver to permit disclosure to such other competition authorities.

[Entity giving consent] acknowledges that this waiver is without prejudice to the CMA's powers to disclose information under Part 9 of the Act without the consent of the person providing the information or the person carrying on the business to which the information relates. [For waivers in respect of disclosures to other UK government departments or regulatory bodies, include the following additional language: 'and any powers which [government department]/ [regulator] may have to disclose information under Part 9 of the Act or otherwise'].

This authorisation does not constitute a waiver of legal privilege in relation to any materials which in proceedings in the High Court or the Court of Session would be protected from disclosure on grounds of legal privilege provided that [entity giving consent] has notified the CMA in writing that it wishes to assert legal privilege over such materials prior to any disclosure being made by the CMA to the [receiving entity].

If the [entity giving consent] notifies the CMA in writing of inadvertently produced information which is legally privileged under the laws of the nations of the UK, the CMA will not provide the [receiving entity] with copies of such information or will request that such information are returned, destroyed or otherwise rendered inaccessible, as appropriate.

It is understood that the CMA shall not disclose to [receiving entity] any information or documentation obtained from [entity giving consent] in relation to which [entity giving consent] has asserted a claim of legal privilege in [the jurisdiction in receiving authority] and that is clearly identified as being subject to such client/attorney privilege. It is understood and agreed that [entity giving consent] is responsible for informing the

CMA of the existence of such privileged information.

A copy of this letter is being sent to the [receiving entity].

The signatory hereby confirms that he/she is duly authorised to sign this waiver.

[Entity giving consent] has, to the extent required, obtained the consent of its affiliates to the sharing of their documents and info produced by [entity giving consent] on the same conditions as above.

**SIGNED BY .....**

**AS DULY AUTHORISED SIGNATORY FOR AND ON BEHALF OF .....**