

APPLICATION FOR CONSENT IN RESPECT OF THE FINAL UNDERTAKINGS

Completed acquisition by Cérélia Group Holding SAS (either directly or indirectly) of certain assets relating to the UK and Ireland dough business (Jus-Rol) of General Mills Inc. (the ‘Merger’)

Consent to certain actions for the purposes of the Final Undertakings given to the Competition and Markets Authority (‘CMA’) and accepted on 11 April 2023 (the ‘Final Undertakings’)

We refer to the application by Cérélia dated 13 April 2023 requesting that the CMA consent to certain actions in relation to the Final Undertakings. Terms defined in the Final Undertakings have the same meaning in this letter.

Under the Final Undertakings, save for the prior written consent of the CMA, Cérélia is required to maintain and preserve all of the assets of the Divestiture Business, including facilities and goodwill, and no asset or interest in any asset is to be disposed of.

Further, under the Final Undertakings, the nature, description, range and quality of goods and services supplied in the Divestiture Business must be maintained and preserved unless prior written consent is obtained from the CMA to do otherwise.

After due consideration of the application for consent in accordance with paragraph 5 of the Undertakings and based on the information received Cérélia, Cérélia may carry out the following actions in relation to the specific paragraph of the Undertakings listed below.

Paragraph 5.2(I) of the Final Undertakings

The CMA understands that Cérélia has engaged [REDACTED] to assist with the sale of the Divestiture Business [REDACTED].

In order to commence the [REDACTED] process for the Jus-Rol divestiture, [REDACTED], it is strictly necessary for Cérélia to set up a clean team data room.

The data room would initially include:

- [REDACTED];
- [REDACTED]; and

- [REDACTED].

(the '**Clean Team Information**')

The clean team members would, for now, be:

- [REDACTED]:
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
 - [REDACTED]
- [REDACTED]
- [REDACTED]

(the '**Clean Team Members**')

In light of the particular circumstances of the case, the CMA consents to the setting up of a data room containing the Clean Team Information, which would be accessible by the Clean Team Members. This consent is subject to the following conditions:

- The setting-up of the data room and the sharing of the Clean Team Information is strictly necessary to allow the Clean Team Members to prepare for the Jus-Rol divestiture;
- Access to the data room by Cérélia Clean Team Members is strictly necessary to allow these individuals to meaningfully input into Jus-Rol divestiture process;
- The Cérélia Clean Team Members do not (and will not) have client-facing roles or day-to-day management responsibilities for the commercial or strategic decision-making relating to Cérélia UK;
- Each individual Clean Team member will sign Non-Disclosure Agreements in a form to be agreed with the CMA;

- (v) Any additional Jus-Rol Confidential Information will be reviewed [✂] prior to being uploaded to the data room; and
- (vi) Any additional Cérélia Clean Team Members will need to be approved by the CMA via email before being granted access to the Clean Team Information.

Yours sincerely,

Margot Daly
Remedy Group Chair
21 April 2023