

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

Dear [✂]

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 ('CMA') on 15 May 2025 ('IEO')

Acquisition by SMFL LCI Helicopters Limited ('SMFLH') of Macquarie Rotorcraft Limited ('MRL') (the 'Merger')

We refer to your emails and accompanying submissions dated 10 June 2025, requesting that the CMA consents to derogations to the IEO. The terms defined in the IEO have the same meaning in this letter.

Under the IEO, save for written consent by the CMA, to Sumitomo Mitsui Financial Group Inc., (**SMFG**), Sumitomo Corporation (**SC**), Sumitomo Mitsui Finance & Leasing Co. Limited (**SMFL**), SMFLH, and MRL (together, 'the Parties') are required to hold separate the MRL business from the SMFLH 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 derogations from the IEO, based on the information received from you and in the particular circumstances of this case, SMFG, SC, SMFL, SMFLH and MRL may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 5(f) of the IEO – Change to MRL's general ledger system

MRL submits that, MRL's accounting and financial records have historically been maintained within the Macquarie Group's general ledger, [✂].

Following completion of the Merger, and given that it is no longer part of the Macquarie Group, MRL considers that it in the best interests of its business that it transitions onto a new, independent general ledger system provided by [✂], to ensure that MRL is able to carry on its business independently and effectively while the IEO is in force.

Based on the representations of MRL, the CMA consents to a derogation from paragraph 5(f) of the IEO to permit MRL's transition onto [X] independently-managed general ledger system, strictly on the basis that:

- (a) the purpose of the change of MRL's general ledger system is to ensure that the viability, independence, and competitive capability of the MRL business is maintained for the duration of the CMA's investigation;
- (b) this derogation will not result in any integration of the IT systems of MRL with SMFLH;
- (c) the change in MRL's general ledger system will not result in any disruption to the operation of MRL's day-to-day business;
- (d) [X] is a reputable IT provider and has the capability necessary to provide MRL with an independently-operated general ledger IT system; and
- (e) this derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

Yours sincerely,

Alex Lewis

Assistant Director, Mergers

12 June 2025