

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

Dear Mr [✂]

**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 8 August 2025**

**Completed acquisition by Primary Health Properties plc of Assura plc**

We refer to your email dated 14 and 15 August 2025 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 8 August 2025 (the **Initial Order**). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, Primary Health Properties Plc (**PHP**) is required to hold separate the Assura Plc (the **Target**) business from the PHP business and refrain from taking any action that 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 the Target's request for a derogation from the Initial Order, based on the information received from the Target and in the particular circumstances of this case, the CMA has determined that the Target may carry out the following actions in respect of the following specific paragraph of the Initial Order:

**Paragraph 5(i) of the Initial Order**

*Departure and replacement of key staff*

The CMA understands that the Target's current Non-Executive Chair has decided to resign at the next Board Meeting, and that a replacement will be appointed at this meeting (the **Appointment**). The Target has informed the CMA that it has complied with paragraph 5(k) of the order. The CMA understands that the Appointment must be a member of the Target's Board, and that the Target does not plan to appoint any new board members.

A derogation is granted from paragraph 5(i) of the Initial Order to permit Assura for Appointment on the following conditions:

- a) The Appointment shall not involve any integration steps, coordination with, or influence from PHP;
- b) The Appointment is from one of the Target's current Non-Executive Directors;
- c) The Appointment is entirely independent from PHP, and their appointment will not affect the independence of the Target;
- d) The Appointment will not affect the viability or ongoing operation of the Assura business post-completion;
- e) this derogation shall not prevent any remedial action which the CMA may need to take regarding the Merger.

**Sneha Ramakrishnan**

**Director, Mergers**

**15 August 2025**

It is a criminal offence under section 117 of the Enterprise Act 2002 for a person to recklessly or knowingly supply to the CMA information which is false or misleading in any material respect. Breach of this provision can result in fines, imprisonment for a term not exceeding two years, or both (Section 117 of the Enterprise Act 2002). In addition, the CMA can impose penalties if a person has, without reasonable excuse, supplied to the CMA information which is false or misleading in any material respect (Section 110(1A)) as described in the Annex and the [Administrative penalties: Statement of Policy on the CMA's approach \(CMA4\)](#).



## **ANNEX 1**

### **Penalties for the provision of false or misleading information**

#### **1. Imposition of civil penalties**

- 1.1 Under section 110(1A) of the Act, the CMA may impose a penalty on a person in accordance with section 111 of the Act where the CMA considers that
- (a) The person has, without reasonable excuse, supplied information that is false or misleading in a material respect to the CMA in connection of any of the CMA's functions under Part 3 of the Act;
  - (b) The person has without reasonable excuse, supplied information that is false or misleading in a material respect to another person knowing that the information was to be used for the purpose of supplying information to the CMA in connection with any function of the CMA under part 3 of the Act.
- 1.2 Under section 110(1C) of the Act, the CMA may not impose such a penalty in relation to an act or omission which constitutes an offence under section 117 of the Act if the person has, by reason of the act or omission, been found guilty of that offence.

#### **2. Amount of penalty**

- 2.1 Under section 111(4), a penalty imposed under section 110(1A) shall be of such amount as the CMA considers appropriate.
- 2.2 A penalty imposed under section 110(1A) on a person who does not own or control an enterprise shall be a fixed amount that must not exceed £30,000.
- 2.3 Under section 111(4A) a penalty imposed under section 110(1A) on any other person shall be a fixed amount that must not exceed 1% of the total value of the turnover (both in and outside the United Kingdom) of the enterprises owned or controlled by the person.
- 2.4 In deciding whether and, if so, how to proceed under section 110(1A), the CMA must have regard to the statement of policy which was most recently published under section 116 at the time when the act of omission occurred.