

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

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 13 May 2025**

**Completed acquisition by Constellation Developments Limited of ABVR Holdings Limited**

We refer to your email dated 2 July 2025 requesting that the CMA consents to a derogation from the Initial Enforcement Order of 13 May 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, Constellation Automotive Holdings Limited (**Constellation**), Constellation Developments Limited (**Constellation Developments**) and ABVR Holdings Limited (**ABVR**) are required to hold separate the ABVR business from the Constellation 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 Initial Order, based on the information received from you and in the particular circumstances of this case, Constellation and ABVR may carry out the following actions, in respect of the specific paragraphs:

**1. Paragraphs 5(c) of the Initial Order**

ABVR submitted that prior to Constellation's acquisition of ABVR, ABVR was undergoing a multi-phase internal reorganisation. ABVR has requested that the CMA grants a derogation from paragraph 5(c) of the Initial Order to allow

ABVR to implement the second phase of the internal reorganisation in order to ensure the effective continuity, ongoing viability and independent competitive capability of the ABVR business. ABVR is permitted to carry out the second phase of the internal reorganisation, which includes:

- a) Not replacing six employees who have resigned from the ABVR business and who have left or are scheduled to leave the ABVR business between 13 June 2025 and 12 August 2025, [X]; and
- b) [X].

(the **Internal Reorganisation**)

This derogation is granted strictly on the basis that:

- a) [X];
- b) Other than with the written permission of the CMA (which may be provided by email), the Internal Reorganisation will be limited to [X];
- c) ABVR will ensure that any actions taken under this derogation will not impair the ability of ABVR to compete independently; and
- d) 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 decisions on a reference.

Signature:

**Maria Duarte Director, Mergers**

**3 July 2025**

## **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.

ANNEX 2

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