

DEROGATION LETTER IN RESPECT OF FINAL ORDER ISSUED PURSUANT TO SECTION 84 OF ENTERPRISE ACT 2002

Consent pursuant to Article 8 of the Final Order made by the Competition and Markets Authority ('CMA') on 30 April 2026 to certain actions

Completed acquisition by Aramark Limited of Entier Limited

We refer to your submission dated 5 June 2026 requesting that the CMA consents to a derogation from the Final Order of 30 April 2026 (the **Final Order**). Unless stated otherwise, the terms defined in the Final Order have the same meaning in this letter.

Under the Final Order, save for prior written consent by the CMA, Aramark, AIL, Aramark Limited and Entier Limited (**Entier**) and their respective Subsidiaries shall not, from the Commencement Date until the Final Disposal, take any action which might prejudice the Final Disposal, the CMA's decisions in the Final Report or otherwise impair the CMA's ability to take such action for the purpose of remedying, mitigating or preventing the SLC or any adverse effect which has resulted from, or may be expected to result from, the SLC identified in the Final Report.

After due consideration of your request for a derogation from the Final Order, based on the information received from you and in the particular circumstances of this case, the CMA consents to Aramark, AIL, Aramark Limited (collectively referred to henceforth as '**Aramark**') and Entier carrying out the following actions, in respect of the specific paragraphs:

1. Paragraphs 6.1 (a), 6.2(a) and 6.2(l) of the Final Order – Access to Entier data to facilitate the Final Disposal

The Final Order requires Aramark to give effect to and implement the Final Disposal within the Divestiture Period. In order to prepare and implement all steps required for the Final Disposal, including discussions with prospective purchasers and Earnout Staff, Aramark submits that it needs limited access to information relating to the

Divestiture Business. In particular, Aramark submits that the individuals listed in Annex 1 (the **Divestiture Authorised Individuals**) will need to:

- a) understand and implement the carve-out of the Divestiture Business pursuant to the Final Report, including the separation of assets, employees and contractual arrangements; and
- b) understand the financial performance and position of the Divestiture Business.

Aramark submits that it intends to establish a due diligence data room (the **Data Room**) which will contain information relating to the Divestiture Business to enable prospective purchasers to make an informed decision regarding a potential acquisition.

Aramark therefore requests a derogation from paragraphs 6.1(a), 6.2(a) and 6.2(l) of the Final Order to permit the Divestiture Authorised Individuals to access:

- (a) The categories of information listed in **Annex 2** including the information that will be provided in the Data Room [X] (which, for the avoidance of doubt, will not include categories of information not listed in Annex 2).
- (b) Any additional information that may be requested by prospective purchasers. To the extent that this additional information includes commercially sensitive information not already disclosed to the Divestiture Authorised Individuals and not already within the scope of Annex 2, Aramark will (in line with condition (3) below) seek advance written consent from the CMA.
- (c) Any additional information strictly necessary for the Divestiture Authorised Individuals to facilitate the Final Disposal. To the extent that this additional information includes commercially sensitive information not already disclosed to the Divestiture Authorised Individuals and not already within the scope of Annex 2, Aramark will (in line with condition (3) below) seek advance written consent from the CMA.

(together, the **Divestiture Information**).

The CMA consents to Aramark's request strictly on the basis that:

- (1) No person within Aramark or its affiliates, other than the Divestiture Authorised Individuals specified in Annex 1, shall have access to the Divestiture Information.

- (2) Should Aramark wish to alter the list of Divestiture Authorised Individuals, Aramark shall seek the prior, written consent of the CMA (which can be provided by email).
- (3) The Divestiture Authorised Individuals may use the Divestiture Information solely for the purpose of preparing and implementing the Final Disposal and such access shall be limited to information that is strictly necessary for that purpose, and will not include any other information not described in Annex 2 (without the prior written consent of the CMA, which can be provided via email).
- (4) The Divestiture Authorised Individuals shall operate as a clean team and shall not be involved in the day-to-day commercial or strategic management of Aramark, nor have any operational role insofar as it relates to the Divestiture Business.
- (5) The Divestiture Authorised Individuals shall enter into a confidentiality undertaking in a form approved by the CMA, preventing them from sharing the Divestiture Information with any unauthorised individuals within the Aramark business, and from using the information for purposes other than facilitating the Final Disposal. Copies of all signed confidentiality undertakings will promptly be provided to the Monitoring Trustee.
- (6) The Divestiture Authorised Individuals shall access the Divestiture Information through the Data Room [X] only.
- (7) Any transmission of documents including Divestiture Information outside the platforms as set out in sub-paragraph (6) above, such as for example emails, shall be subject to appropriate security measures, including password protection.
- (8) Access to the Data Room [X] shall be granted only to prospective purchasers and their advisers who have entered into confidentiality undertakings (in addition to Aramark's external advisers), and the CMA and Monitoring Trustee shall be kept informed of such access.
- (9) Upon completion of the Final Disposal, or if the divestment process is terminated, all Divestiture Information shall be returned or destroyed, except where retention is required by law or regulation.
- (10) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within Aramark from accessing the information shared with the Divestiture Authorised Individuals for the purpose of this

derogation. At the CMA's request, such IT firewall and ring-fencing measures will be subject to an audit by the Monitoring Trustee to confirm their adequacy.

- (11) Aramark shall ensure that the Monitoring Trustee has access to all the information made available in the Data Room [X] at any stage until the Final Disposal.
- (12) Aramark shall keep a record of all Divestiture Information received by the Divestment Authorised Individuals pursuant to this derogation, and the Monitoring Trustee will be provided with access to all Divestiture Information shared with the Divestiture Authorised Individuals, provided that, where appropriate to enable a meaningful review (including, for example, in the case of transaction documents such as the SPA), such information shall be provided in final or near-final form.
- (13) Aramark will provide training to the Divestiture Authorised Individuals on their obligations under the Final Order and this derogation. Such training will be subject to review and approval by the Monitoring Trustee before it is provided to the Divestiture Authorised Individuals.
- (14) Aramark shall keep the CMA and the Monitoring Trustee informed of any material developments relating to this derogation.
- (15) The derogation will not result in any pre-emptive action which might prejudice the Final Disposal, the CMA's decision as set out in the Final Report or otherwise impair the CMA's ability to take any such action for the purpose of remedying, mitigating or preventing the SLC or any adverse effect which has resulted from, or may be expected to result from, the SLC identified in the Final Report.

Yours sincerely,

Crispin Wright
Chair, Remedy Group
31 July 2026

ANNEX 1: THE DIVESTITURE AUTHORISED INDIVIDUALS

[✂]

ANNEX 2: THE DIVESTITURE INFORMATION

The Divestiture Information will be strictly limited to the following:

Information	Contents
Detailed information regarding any retained liability	Summaries of any liabilities retained by the seller under the relevant offer ie warranties provided for
All draft and negotiated versions of the SPA	Draft and final versions of the SPA, including provisions relating to price and consideration, warranties, indemnities, covenants, completion accounts or locked-box mechanisms, and other risk allocation terms
All contents referenced in SPA disclosure	Documents and information disclosed against the SPA, including all materials in the Data Room [X] supporting disclosures, including financial records, and operational information. For the avoidance of doubt, this category (or any other category in this annex) will not include non-aggregated customer-specific information (including customer contracts), unless that information relates to current contracts with existing customers. Should the Divestiture Authorised Individuals wish to receive such information with regards to prospective contracts or bids, they need to obtain prior written consent from the CMA.
[X] information pack	Overview of Divestiture Business, including its operations, strategy, market positioning, historical financial performance, and forecasts, as well as descriptions of its products and services, aggregated information regarding customer and supplier base, and overall commercial model
[X] tax due diligence	Report and analysis including identification of tax exposures, historical compliance, and transaction-related structuring considerations
[X] financial due diligence	Report and analysis including historical financial performance, quality of earnings, working capital, cash flow, and key assumptions underpinning forecasts
Detailed offer summaries	Draft and final versions of the SPA, including provisions relating to price and consideration, warranties, indemnities, covenants, completion accounts or locked-box mechanisms, and other risk allocation terms