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

Consent under section 72(3c) of the Enterprise Act 2002 (the Act) to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 10 August 2026

Completed acquisition by NRG Fleet Services Limited of Specialist Fleet Services Limited

We refer to your submission dated 10 August 2026 requesting that the CMA consents to a derogation from the Initial Enforcement Order of 10 August 2026 (the **Initial Order**). Unless otherwise stated, the terms defined in the Initial Order have the same meaning in this letter. NRG and SFS, together, are referred to henceforth as the **Parties**.

Under the Initial Order, save for written consent by the CMA, the Acquirer Group is required to hold separate the SFS 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 Initial Order, based on the information received from you and in the particular circumstances of this case, the Parties may carry out the following actions, in respect of the specific paragraphs:

1. Paragraphs 5(a), 5(g), 5(h) and 5(l) of the Initial Order – D&O and PI insurance

The CMA understands that post-completion, as SFS's new owner, NRG has become responsible for ensuring that SFS has effective access to directors' and officers' (**D&O**) and professional indemnity (**PI**) insurance coverage. NRG submits that the most effective way to ensure that SFS continues to have all the necessary D&O and PI insurance cover post-completion is to include SFS in NRG's coverage.

The Parties therefore request a derogation from paragraphs 5(a), 5(g), 5(h) and 5(l) of the Initial Order to permit (i) NRG to extend NRG's existing D&O and PI coverage to SFS; and (ii) NRG to receive information from SFS to put in place and maintain the requisite D&O and PI coverage for SFS.

The CMA consents to the derogation strictly on the basis that:

(1) SFS information provided to NRG will be limited to what is strictly necessary for NRG to arrange D&O and PI coverage for SFS and ensure compliance with any requirements of the insurance policies and the information provided by SFS will not be used for any other purpose;

(2) information will only be provided to [✂] (the **Authorised Individual**) for whom it is strictly necessary to see SFS information to ensure that the necessary D&O and PI arrangements are put in place. The Authorised Individual shall enter into non-disclosure agreements in a form approved by the CMA. The Parties shall submit to the CMA a summary of the information shared with the Authorised Individual, should the CMA request this;

(3) the Authorised Individual does not have any responsibility for the commercial or strategic operations of NRG and shall not use any information provided by SFS in any way to intervene in the management or operation of SFS;

(4) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within NRG from accessing the information shared with the Authorised Individual for the purposes of this derogation;

(5) NRG will ensure that any third party to whom it provides the information provided by SFS is aware of the terms on which the information has been provided and that the information must not be provided to any individual other than in compliance with the Initial Order and this derogation;

(6) no changes to the Authorised Individual are permitted without the CMA's prior written consent (including via email);

(7) the inclusion of SFS within NRG's insurance arrangements: (i) will not be difficult or costly to reverse; and (ii) will have no influence upon the commercial direction of the SFS business during the term of the Initial Order;

(8) should the transaction be prohibited or NRG be required to divest all, or part of, the SFS business, NRG will ensure that any records or copies (electronic or otherwise) of business secrets, know-how, commercially-sensitive information, intellectual property or any other information of a confidential or proprietary nature, wherever they may be held, that were received from SFS for the purposes of this derogation will be returned to SFS and any copies destroyed, except to the extent that record retention is required by law or regulation;

(9) this derogation shall not prevent any remedial action which the CMA may need to take regarding the transaction; and

(10) this derogation will not result in any integration between the SFS business and the NRG business.

Yours sincerely,

Matteo Alchini
Assistant Director, Mergers
Competition and Markets Authority
13 August 2026

ANNEX 1

Penalties for the provision of false or misleading information

Imposition of civil penalties

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.

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.

Amount of penalty

3) Under section 111(1) of the Act, a penalty imposed under section 110(1A) of the Act shall be of such amount as the CMA considers appropriate.

4) A penalty imposed under section 110(1A) of the Act on a person who does not own or control an enterprise shall be a fixed amount that must not exceed £30,000.

5) Under section 111(4A) of the Act a penalty imposed under section 110(1A) of the Act 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.

6) In deciding whether and, if so, how to proceed under section 110(1A) of the Act, the CMA must have regard to the statement of policy which was most recently published under section 116 of the Act at the time when the act or omission occurred.