

**Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 6 August 2014.**

**Completed acquisition by Marston (Holdings) Limited ('Marston') of Collectica Limited ('Collectica') (the 'Transaction')**

We refer to your emails dated 14 August 2014 and 1 September 2014 requesting that the CMA consents to derogations to the Initial Enforcement Order of 6 August 2014 (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, provision was made that Marston will hold separate the Marston business from the Collectica business during the Specified Period. After due consideration of your request for derogations, Marston may during the Specified Period carry out the following actions, in respect of the specific paragraphs:

**Paragraphs 4(a), 5(a) and 5(c) of the Initial Order**

1. Marston is permitted to place adverts, screen and interview enforcement agent candidates before directing them to Collectica for enrolment on a Collectica run training course, provided that such recruitment services do not involve the sharing of commercially sensitive information or the transfer of control over strategic matters relating to the Collectica business. This is on the basis that Collectica did not have an in-house HR or recruitment capability at the time of the Transaction and would find it difficult to implement an in-house solution for such recruitment services during the Specified Period.

**Paragraphs 4(a), 4(c), 5(a) and 5(c) of the Initial Order**

2. Marston is permitted to deal with performance related and disciplinary issues concerning Collectica employees that arise, on the basis that dealing with these issues is not related to the two businesses' commercial conduct and would not involve the sharing of any commercially sensitive information regarding the Collectica business, and provided that no changes are made to key staff of the Collectica business without the CMA's separate consent.

### **Paragraphs 4(a) and 5(a) of the Initial Order**

3. Marston's Advisory Group (which deals with ethical issues) is permitted to refer to Collectica in a newsletter welcoming Collectica to the Marston Holdings Group and to circulate this newsletter to Collectica's employees as well as Marston's. This is on the basis that the Advisory Group will not have access to data relating to complaints about Collectica or any other commercially sensitive information relating to Collectica's business.

### **Paragraphs 4(a), 5(a), 5(f) and 5(h) of the Initial Order**

4. Marston is permitted to migrate the @collectica.co.uk servers to within its own technical environment through the two-stage process as specified in this paragraph. This derogation is allowed subject to Marston ring-fencing the Collectica server, as the first stage of the migration process, by means of a separate container object on Marston's existing exchange/email databases, with the effect that all Collectica emails are held separately from Marston's email addresses. As a second and final stage of the migration process, the derogation is permitted on the basis that Marston completes the email server migration by moving the @collectica.co.uk servers to a completely physical and logical separation from Marston, with the effect that Marston will only be acting as a hosting partner for @collectica.co.uk and that no Marston personnel will have access to @collectica.co.uk emails. The derogation is allowed on the basis that Marston will not gain access to any other commercially sensitive information relating to Collectica's business.
5. Marston is permitted to migrate Collectica's mobile telephone contracts from Serco (Collectica's owner before the Transaction) to Marston, on the basis that Marston has a pre-determined period in which it is required to do this and that it does not involve a transfer of control or Marston gaining access to any commercially sensitive information relating to Collectica's business.

### **Paragraphs 4(a), 5(a) and 5(f) of the Initial Order**

**Marston is permitted to implement body worn video technology and to conduct such training as is relevant for its use, for Collectica personnel. This derogation is subject to the resulting video files being held in a separate partition of Marston's servers only accessible to Collectica staff.**