

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 31 October 2014.

Completed acquisition by Marlowe Holdings Investments Limited ('Marlowe', parent of Edmundson Electrical Limited ('EEL')) of Lockwell Electrical Distributors Limited ('Lockwell')

Under the Initial Order, save for written consent by the CMA, provision was made that Marlowe Holdings Limited ('MHL', the ultimate UK parent company of Marlowe), Marlowe, EEL and Lockwell will hold separate the EEL business from the Lockwell business (all as defined in the Initial Order).

After due consideration of the request for derogations to the Initial Order, MHL, Marlowe, EEL and Lockwell may carry out the following actions, in respect of the specific paragraphs:

Disclosure of financial information - Paragraph 5(I) of the Initial Order

Financial information relating to Lockwell in the categories set out in the [X] performance report as provided to the CMA on 29 October 2014 may be disclosed on an aggregated whole company level (ie not branch level) to:

- [X] Managing Director, EEL);
- [X] (Chairman, EEL);
- [X] (Director, MHL);
- [X] (Director, MHL)

The foregoing is permitted to the extent necessary for management performance review purposes in order to comply with their statutory obligations and provided that all the individuals listed above sign confidentiality agreements in a form agreed with the CMA.

The following individuals may have access to Lockwell's completion accounts' financial information in order to comply with the performance of completion accounts obligations in the Sale and Purchase Agreement ('SPA'):

- [X] (Property Manager, EEL);
- [X] (Corporate Financial Controller, EEL);
- [X] (Company Credit Manager, EEL);
- [X] (Head of Corporate Compliance, EEL);
- [X] (Financial Director, EEL);
- [X] (Financial Controller, EEL);
- [X] Relations Director, EEL); and
- [X] (Senior Financial Accountant, EEL).

[X] – Paragraph 5(g) of the Initial Order

As Lockwell [X] Lockwell may [X].

When Lockwell renews its insurance policies it may apply EEL's standard terms to its dealings with insurers.

When Lockwell replaces or acquires new capital assets (for example vehicles or office equipment) it may apply EEL's standard terms to its dealings with suppliers of those assets. For the avoidance of doubt, these purchases do not concern Lockwell's stock, which is managed by Lockwell itself in accordance with paragraph 5(g) of the Initial Order.

Trade in the ordinary course of business – Paragraph 5(a) of the Initial Order

EEL and Lockwell may engage in trade with each other but only to satisfy urgent customer needs and on an arm's length basis.