

**Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 29 October 2014**

**Completed acquisition of Taste Marketing Limited ('Taste') by Didix International B.V. ('Didix International')**

We refer to your letters dated 10 November 2014 and 12 November 2014, and your emails dated 18 November 2014 and 19 November 2014 requesting that the CMA consents to derogations to the Initial Enforcement Order of 29 October 2014 (the 'Initial Order'). Under the Initial Order, save for written consent by the CMA, provision was made that Didix will hold separate the Didix business (as defined in the Initial Order) from the Taste business. After due consideration of your request for derogations from the Initial Order, Didix may carry out the following actions, in respect of the specific paragraphs:

**Paragraphs 4 and 5 of the Initial Order**

During the specified period, the CMA consents that the Didix International non-UK subsidiaries will not be subject to the Order and may carry on business as usual in so far as any activities carried out by those non-UK subsidiaries do not impact the stand-alone viability of the Didix and Taste businesses in the UK and do not impede compliance with the Order for the Didix and Taste businesses in the UK.

**Paragraph 4(a) of the Initial Order**

During the specified period, the CMA consents to Taste's financial results being incorporated into consolidated financial reports for Didix Topholding B.V., which Didix may share with its investors, Waterland, provided that the consolidated financial reports of Didix Topholding B.V. will not contain any information that will be identifiable as relating to the Taste business.

The consent is granted on the basis that Erik Jan Vlek (CFO of Didix, assisted by a senior financial controller and an administrator) prepares the consolidated financial reports of Didix Topholding B.V, based on information stated in paragraph 3 under i. below, and will not disclose Didix group companies' non-consolidated financial information to any other Didix representatives. Further, the CMA understands that no one apart from Mr Vlek would be able to subtract Didix group companies' non-consolidated financial information from the consolidated reports in order to identify the Taste financial information.

### **Paragraph 5(I) of the Initial Order**

During the specified period, the CMA consents to Boudewijn Jansen (CEO of Didix) and Mr Vlek taking notice of the following limited information about the Taste business:

- i. high-level management accounts showing a balance sheet, revenue, profit and loss and costs as specified in the letter of 12 November 2014, on a monthly basis;
- ii. balance sheet as specified in the letter of 12 November 2014, on a quarterly basis; and
- iii. cash positions, on a daily basis, in order to maintain compliance with the terms of its credit facility with its bank;
- iv. details of litigation, arbitration or legal proceedings which are current, threatened or pending against Taste.

The consent is granted on the basis that these recipients provide confidentiality undertakings to Taste and on the basis that, should the merger be prohibited, any records or copies (electronic or otherwise) of such information that have passed, wherever they may be held, will be returned to the business to which they relate and any copies destroyed.