

**Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 16 January 2015**

**Completed acquisition by Henry Schein UK Holdings Limited of certain assets and business information of Plandent Limited**

We refer to your letter dated 20 January 2015 and your email of 23 January 2015 requesting that the CMA consents to derogations to the Initial Enforcement Order of 16 January 2015 (the 'Initial Order'). Under the Initial Order, save for written consent by the CMA, HSFL, HSI and HSHL are required to hold separate the HSI business from the Plandent business (all the terms used in this letter are as defined in the Initial Order). After due consideration of your request for derogations from the Initial Order, HSFL, HSI and HSHL may carry out the following actions, in respect of the specific paragraphs:

**Paragraph 5(c), 5(j) and 5(l) of the Initial Order**

As HSFL only acquired certain assets and business information from Plandent Limited, the Plandent business requires managerial support and the provision of essential services by HSHL to continue operating as a going concern.

The CMA gives it consent for [redacted] (regional sales manager of HSHL) to be appointed manager of the Plandent business during the Specified Period. As part of his managerial functions, [redacted] is allowed to collect and review sales data and other metric necessary to manage the Plandent business, and to recruit new Plandent employees.

In his capacity as manager of the Plandent business he will also manage the inventory team of the Plandent business.

[redacted] will not perform any role within the HSI business or be obliged to perform any reporting obligations in respect of confidential information and/or commercially sensitive information of the Plandent business to HSFL, HIS or HSHL, and will sign a confidentiality agreement approved by the CMA. He will also be subject to appropriate IT firewalls.

**Paragraphs 4, 5(e), 5(j) and 5(l) of the Initial Order**

Important support functions associated with the Plandent business were not transferred to HSHL or were only transferred to a limited extent. The CMA gives its consent for [redacted] and the Plandent business employees to be able to contact the

following individuals at HSHL for the purpose of providing legal/regulatory, human resources, tax, IT, security and marketing support:

- [REDACTED], Chief Financial Officer UK Dental & Medical;
- [REDACTED], Senior HR Manager;
- [REDACTED], Financial Controller (interim) Dental & Medical;
- [REDACTED], Director of Financial Reporting & Analysis;
- [REDACTED], Tax Director, Western Europe & APAC;
- [REDACTED], Director of Business Systems, UK and Ireland; and
- [REDACTED], Head of Marketing.

The CMA also consents for the Henry Schein European Security director to oversee the premise security services that are being provided by Plandent Limited to the Plandent business on a transitional basis.

As the Plandent business does not have a legal personality and therefore cannot have a bank account in its name, the CMA consents to [REDACTED] and [REDACTED] to process certain payments and receivables on behalf of the Plandent business directly through the HSHL bank account or to recharge payments made by Plandent Limited regarding the Plandent business to HSHL. HSHL should keep a record of all payments made on behalf of Plandent Limited or recharged to HSHL and of all cash received and payments made regarding the Plandent business.

The above mentioned HSHL employees will enter into a confidentiality agreement approved by the CMA to prevent business secrets, know-how, commercially-sensitive information, intellectual property, or any other information of confidential or proprietary nature relating to either of the two business passing from the Plandent business to the HSI business, except as permitted by the CMA.

#### **Paragraphs 4(f), (g) and (l)**

In order to allow [REDACTED] to have access to the Plandent business data through a functional, bespoke and flexible platform, the CMA consents to the transfer of Plandent business data to the HSHL reporting system (Qlikview).

Access to the Plandent business data will be limited to [REDACTED] and the Plandent business employees, and be appropriately ring-fenced and password protected. The Plandent team will not have access to the HSHL data available in Qlikview.

[X] will enter into a confidentiality agreement approved by the CMA regarding the content of the Plandent business data transferred to Qlikview.

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

For the sole purpose of fulfilling external regulatory and/or accounting obligations, including information necessary to complete VAT returns and statutory disclosures to HSI, the CMA gives consent to [X] and [X] to have access to the Plandent business financial information.

The exercise of financial functions described above and access to the necessary financial information will be limited to [X] and [X], who will enter into confidentiality agreements approved by the CMA, pursuant to which they will undertake not to use or disclose Plandent business financial information except for the sole purpose of fulfilling HSHL's external regulatory and/or accounting obligations.