

**Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 20 January 2015**

**Completed acquisition by Atlantic SFDT SA (Atlantic) of Woolamai Holdings Jersey Limited (Woolamai)**

Under the Initial Order, save for written consent by the CMA, provision was made that Atlantic and Hamworthy Heating Limited (HHL) will hold separate the Atlantic business from the Woolamai business (as defined in the Initial Order).

After due consideration of your request for derogations to the Initial Order, Atlantic, HHL and Woolamai may carry out the following actions, in respect of the specific paragraphs:

**Paragraph 5(l) of the Initial Order**

During the Specified Period, as set out in the Initial Order, based on the specific circumstances of this case and on the representations made to the CMA, the CMA gives its consent for Atlantic, HHL and Woolamai to carry out the following actions:

- a) Atlantic to inform Woolamai of the mandatory reporting requirements contained in its credit facilities covenants.
- b) In respect of (a) above, Woolamai to provide Atlantic with the requisite financial information within the relevant time frame.
- c) Atlantic to provide certain high level, technical financial assistance to Woolamai, subject to appropriate safeguards and IT firewalls and to the Atlantic employees named in Annex 1 charged with providing such high level, technical financial assistance signing a confidentiality agreement in a form approved by the CMA.

Woolamai is permitted to share certain consolidated and aggregated information and data in the form approved by the CMA set out in Annex 2 with those Atlantic employees named in Annex 1, as the Atlantic Appointees, who were appointed to the Woolamai Board before 20 January 2015. That information is provided to the Atlantic Appointees for the purpose of fulfilling their statutory duties. This consent is subject to the Atlantic Appointees and [X] of the Woolamai Board signing a confidentiality agreement in a form approved by the CMA.

**Paragraph 5(l) of the Initial Order**

In respect of paragraph (c): the following named Atlantic employees are required to sign confidentiality agreements in a form agreed with the CMA:

1. [X], Group Finance Director of Atlantic.
2. [X], Head of Financial Risk Department of Atlantic.

In respect of paragraph (d): the following named members of the Woolamai Board are required to sign confidentiality agreements in a form agreed with the CMA:

1. [X], Group Finance Director of Atlantic.
2. [X], Chief Executive Office of Atlantic.
3. [X], Group Chief Operating Officer of Atlantic (together the 'Atlantic Appointees').
4. [X], Chief Executive Officer of certain Woolamai subsidiaries.

