

Acquisition by Motor Fuel Group Limited of 90 Petrol Stations from Shell Service Station Properties, Shell UK Limited and GOGB Limited

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 1 July 2015

We refer to your email and accompanying paper on the Initial Enforcement Order requesting that the CMA consents to derogations to the Initial Enforcement Order (the Initial Order), and providing the CMA with further information in respect of these derogation requests. 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, MFL, MFG and Scimitar are required to hold separate the petrol stations listed in Annex A to the Initial Order, as amended by the derogation of 1 July 2015, acquired from Shell Service Station Properties, Shell UK Limited and GOGB Limited and refrain from taking any action which might prejudice a reference under section 22 or section 33 of the Act or impede the taking of any remedial action following such a reference. After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, MFL, MFG and Scimitar and Shell Service Station Properties, Shell UK Limited and GOGB Limited may carry out the following actions, in respect of the specific paragraphs:

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

During the specified period (as defined in the Order), in order to ensure that the Target business is maintained as a going concern and the value of the petrol stations is maintained throughout the review period, the MFG staff named in the annex to this derogation, supervised where necessary by [X] and [X] of [X] accountants, will be permitted to oversee relevant back office support functions including finance, accounting, credit control, property maintenance, central supplier terms (including fuel oil and delivery), IT systems, audit, health and safety, environment, insurance, payroll, training and the customer complaints and helpdesk.

Oversight of these functions will be carried out by the specified Director, [X] and, [X], under the supervision by [X] and [X] of [X] accountants and those MFG staff members listed in the annex. [X], [X], [X], [X], [X], and [X] are to be made aware of their obligations under the Initial Enforcement Order and be instructed not to share any information regarding the local target businesses with people not authorised to view it.

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

Monthly management accounts

During the specified period (as defined in the Order), in order to monitor and ensure the hold separate sites are being properly operated and maintained, a monthly management report, containing aggregated data in relation to all the hold-separate sites, will be provided to the specified MFG Directors, [X],[X] and [X]. These monthly reports will be prepared by the accountants [X] in the template style provided to the CMA on 24 June 2015.

The Directors are to be made aware that this data must not be shared with any other person.

Relevant MFG staff

- [✂]
- [✂]
- [✂]
- [✂]