

24 November 2015

**Consent to certain actions for the purposes of the Initial  
Enforcement Order made by the Competition and Markets Authority  
(‘CMA’) on 10 September 2015**

**ME/6563/15: Acquisition by MRH (GB) Limited of 78 petrol stations  
from Esso Petroleum Company Limited**

We refer to your letter dated 16 November 2015, requesting that the CMA consents to derogations to the Initial Enforcement Order of 10 September 2015 (the ‘Initial Order’). 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, MRH (GB) Limited (**MRH**), through its subsidiaries Malthurst South East Limited (**MSE**) and Malthurst Anglia Limited (**MA**), are required to hold separate the business of the target 78 petrol stations from the MRH business and refrain from taking any action which might prejudice a reference under section 22 or 33 of the Act or impede the taking of any remedial action following such a reference. This consent applies to the sites acquired from Esso Petroleum Company Limited (**Esso**) subsequent to the date of the Initial Order (**the target business**).<sup>1</sup> 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, the CMA consents to the following actions, in respect of the following paragraphs of the Initial Order:

**1. Paragraphs 5(a) and 5(l) of the Initial Order**

During the Specified Period, in order to comply with [X], who is already permitted to produce site level management accounts for those sites held separate under the Initial Order is further permitted to send these reports to [X], MRH’s Financial Controller, for the purpose of making the monthly compliance reports to [X]. The CMA grants this derogation to the Initial Order subject to the following safeguards which will apply during the Specified Period:

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<sup>1</sup> Those sites acquired from Esso prior to the date of the Initial Order had already integrated prior to the Initial Order being put in place. The derogations requested do not cover these sites.

- [X] will sign a confidentiality agreement, as approved by the CMA.
- No other employee will have access to these submissions [X] and relevant IT structures will ensure this, as per the existing hold separate arrangements.

And on the basis of the following representations made by MRH:

- [X]
- [X]
- [X]

## **2. Paragraphs 4(a), 5(a), and 5(l) of the Initial Order**

During the Specified Period, in order to ensure that the MRH directors and company secretary fulfil their fiduciary duties and responsibilities pursuant to the Companies Act 2006, MRH employees, [X] and [X] are permitted to provide a report containing aggregated trading data for Malthurst Petroleum Ltd, Malthurst Limited and the wider MRH group to the following:

- [X]
- [X]
- [X]
- [X]
- [X]
- [X]

The CMA grants this derogation to the Initial Order subject to the following safeguards which will apply during the Specified Period:

- The information in these aggregated reports is limited to the extent necessary for the directors to perform their fiduciary duties and for the company secretary to perform his functions.
- The directors and the company secretary will be made aware of MRH's obligations under the Initial Order, and instructed not to share the information.
- Neither the Directors nor the Company Secretary will be shown detailed information by reference to the Target sites taken as a whole, save to the extent

that [REDACTED] is permitted to receive site specific information pursuant to the derogation granted on 23 October 2015.

### **3. Paragraphs 5(a), 5(i), 5(j) and 5(l) of the Initial Order**

During the Specified Period (as defined in the Initial Order), for the purposes of [REDACTED] the MRH General Manager, Property Transactions, [REDACTED], will be permitted to receive management accounts for [REDACTED]. The CMA grants this derogation to the Initial Order subject to the following safeguards which will apply during the Specified Period:

- [REDACTED] will enter into a confidentiality agreement, as approved by the CMA.

And on the basis of the following representations made by MRH:

- [REDACTED]
- [REDACTED]
- [REDACTED]