

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002**

**Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for
the purposes of the Initial Enforcement Orders made by the Competition and
Markets Authority ('CMA') on 17 November 2022**

**COMPLETED ACQUISITIONS BY INDEPENDENT VETCARE LIMITED OF
MULTIPLE INDEPENDENT VETERINARY PRACTICES**

Dear Bertrand Louveaux,

We refer to your email and accompanying note dated 18 January 2023 (and subsequent submission on 16 February 2023) requesting that the CMA consents to a derogation from the Initial Enforcement Orders dated 17 November 2022. The terms defined in the Initial Order have the same meaning in this letter.

The CMA issued Initial Orders addressed to IVC, Acquisition Pikco Ltd ('**Pikco**'), IVC Acquisition Topco Limited ('**IVC Topco**'), Islay New Group Holding S.A. ('**Islay**'), Société Des Produits Nestlé S.A. ('**Nestle**'), EQT Fund Management S.à.r.l. ('**EQT**') and Berkshire Partners LLC ('**Berkshire**') (together, the '**Acquirer Group**'). Under the Initial Orders, save for written consent by the CMA, the Acquirer Group is required to hold separate the Acquirer Group business from the Target Entities and refrain from taking any action which might prejudice a reference under section 22 of the Act or impede the taking of any remedial action following such a reference.

After due consideration of your request for a derogation, based on the information received from you and in the particular circumstances of this case, IVC and the relevant Target Entity may carry out the following actions, in respect of the specific paragraphs:

Paragraphs 4(b), 5(b), 5(c), 5(d), 5(e), 5(h), 5(i), 5(k) and 9 of the Initial Orders in respect of the actions described below

IVC's acquisitions of Penrose Veterinary Group Limited, Kevin Castle (Pet Care) Ltd, Swayne & Partners Ltd, Treforest Veterinary Clinic Ltd, M&H, Swaffham Veterinary Centre Limited, Anglesey Pet Clinic Ltd, Chiltern Equine Clinic (including Chiltern Veterinary Services Limited & Chiltern Bury Farm Limited) (the '**Target Entities**') completed between 16 September 2021 to 22 March 2022.

IVC has sought CMA consent to exclude paragraphs 4(b), 5(b), 5(c), 5(d), 5(e), 5(h), 5(i), 5(k) and 9 of the IEOs their entirety from IVC UK businesses for which no overlaps with the Targets' activities exist (the '**Non-overlapping Businesses**').¹

The CMA consents that the obligations in paragraphs 4(b), 5(b), 5(c), 5(d), 5(e), 5(h), 5(i), 5(k) and 9 of the IEOs do not apply to the Non-overlapping Businesses. This derogation is granted based on representations by IVC that this is necessary to preserve the viability and competitive capability of the Targets, and strictly on the basis that:

- (i) This derogation will not cause disruption to IVC or the Target Entities, nor impact their ongoing operation or viability on a standalone basis;
- (ii) IVC has disclosed all relevant links between the Target Entities and the Non-Overlapping Businesses.
- (iii) This derogation will not lead to pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decisions on a reference.

Yours sincerely,

Faye Fullalove
Assistant Director, Mergers
22 February 2023

¹ For the purposes of this derogation, the Non-Overlapping Businesses comprise: Cambridge Pet Crematorium, Easy Direct Debits, Rosehill, Pawsquad, Pet Drugs Online, Amivet, PetAir, and Peaceful Paws.