

DEROGATION LETTER IN RESPECT OF FINAL ORDER ISSUED PURSUANT TO SECTION 84 OF ENTERPRISE ACT 2002

**Consent pursuant to Article 8 of the Final Order made by the
Competition and Markets Authority ('CMA') on 30 April 2026 to
certain actions**

Completed acquisition by Aramark Limited of Entier Limited

We refer to your submission dated 11 May 2026 requesting that the CMA consents to a derogation from the Final Order of 30 April 2026 (the **Final Order**). Unless stated otherwise, the terms defined in the Final Order have the same meaning in this letter.

Under the Final Order, save for prior written consent by the CMA, Aramark, AIL, Aramark Limited and Entier Limited (**Entier**) and their respective Subsidiaries shall not, from the Commencement Date until the Final Disposal, take any action which might prejudice the Final Disposal, the CMA's decisions in the Final Report or otherwise impair the CMA's ability to take such action for the purpose of remedying, mitigating or preventing the SLC or any adverse effect which has resulted from, or may be expected to result from, the SLC identified in the Final Report.

After due consideration of your request for a derogation from the Final Order, based on the information received from you and in the particular circumstances of this case, the CMA consents to Aramark, AIL, Aramark Limited and Entier carrying out the following actions, in respect of the specific paragraphs:

1. Paragraphs 6.2(a), 6.2(c), 6.2(i), 6.2(k), and 6.2(l) of the Final Order – Access to Entier Financial Information relevant to Entier's 2025 Statutory Accounts

On 24 January 2025, Aramark Limited acquired 90% of the issued share capital in Entier. On the same day, Carl Johnson (CFO, Aramark UK & Global Offshore) and Helen Miligan-Smith (CEO and President, Aramark UK & Global Offshore) were appointed to Entier's board.

Entier, as a company incorporated and registered in England and Wales, is required to file its annual accounts and consolidated annual accounts (for the year ended 30 September 2025) at Companies House by 30 June 2026 (the '**Statutory Accounts**').

Aramark submits that prior to filing, the Statutory Accounts must be approved by its board of directors; that is, each board director will need to be satisfied that the Statutory Accounts give a true and fair view of Entier's assets, liabilities, financial position and financial performance. Consequently, Aramark submits that it is strictly necessary for each member of Entier's board of directors to have access to certain company records for the purposes of approving the Statutory Accounts.

Aramark submits that it is not practicable within the time available nor proportionate to remove ☒ from Entier's board without appointing ☒, as this would require ☒.

Aramark proposes that ☒ resigns as a director and is replaced by ☒. Under Aramark's proposal, ☒ would remain on Entier's board. The two Aramark-appointed Directors who would remain on Entier's board, ☒, are referred to henceforth as the '**Proposed Aramark Directors**'.

Aramark has identified in Annex 1 a list of categories of information relating to Entier that it considers the Proposed Aramark Directors may require access to in order to enable them to approve Entier's Statutory Accounts. The categories of information listed in Annex 1 are collectively referred to as the '**Financial Information**'. Aramark submits that the Financial Information shall not include: (i) commercially sensitive information, (ii) information on an individualised basis on Entier's customers or suppliers, or (iii) breakdowns of Entier's costs and revenue streams (collectively, the '**Prohibited Information**'). Aramark submits that Entier has similarly confirmed that the Financial Information will not include any Prohibited Information.

Aramark therefore requests a derogation from paragraphs 6.2(a), 6.2(c), 6.2(i), 6.2(k), and 6.2(l) of the Final Order to permit the following:

- (a) ☒ to replace ☒ as a director on Entier's board.
- (b) The Proposed Aramark Directors to receive the Financial Information listed in Annex 1 strictly for the purposes of approving Entier's Statutory Accounts (the '**Permitted Purpose**').
- (c) The Proposed Aramark Directors to attend the relevant Entier's board directors meeting in order to sign a written resolution of the board of directors for the purposes of approving Entier's Statutory Accounts.

The CMA consents to Aramark's request for a derogation strictly on the basis that:

- a) Only the Proposed Aramark Directors shall have access to the Financial Information specified in Annex 1, the Financial Information will not include any of the Prohibited Information, and their access to this information will be limited to what is strictly necessary for the Permitted Purpose.
- b) None of the Proposed Aramark Directors shall use the Financial Information provided by Entier to intervene in the management or operation of Aramark, ALL, Aramark Limited, or of Entier.
- c) Prior to Entier sharing any Financial Information with the Proposed Aramark Directors, the Monitoring Trustee (**MT**) shall first review and approve the information to be shared.
- d) The MT will attend any meeting of Entier's board of directors held for the purposes of discussing and/or approving Entier's Statutory Accounts, in order to ensure that no Prohibited Information is shared with the Proposed Aramark Directors.
- e) The Proposed Aramark Directors will enter into non-disclosure agreements in a form agreed with the CMA, which shall prohibit the disclosure of the Financial Information to unauthorised Aramark employees and its use by the Proposed Aramark Directors for any purpose other than the Permitted Purpose.
- f) Should the Proposed Aramark Directors require any clarifications or further information relating to the Financial Information, these shall be addressed in the first instance to the MT, who shall review and, as appropriate, approve the request. Following such approval, the request may be shared with Entier who shall provide written responses, which shall again be submitted to the MT for review and approval, prior to being shared with the Proposed Aramark Directors.
- g) Except for the Statutory Accounts as approved by the Entier's board of directors and in the form to be made public by Companies House, all electronically recorded Financial Information exchanged in this context will be password protected, held separately, and only accessible within Aramark by the Proposed Aramark Directors.
- h) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within the Aramark business from accessing the Financial Information shared with the Proposed Aramark Directors for the Permitted Purpose.
- i) The derogation will not result in any pre-emptive action which might prejudice the Final Disposal, the CMA's decision as set out in the Final Report or otherwise impair the CMA's ability to take any such action for the purpose of remedying,

mitigating or preventing the SLC or any adverse effect which has resulted from, or may be expected to result from, the SLC identified in the Final Report.

Yours sincerely,

Crispin Wright
Chair, Remedy Group
29 May 2026

ANNEX 1

Financial Information Entier is permitted to share with the Proposed Aramark Directors

The Financial Information will be limited to the following (to be presented at a corporate, aggregated / whole-of-company level):

(a) ✂

(b) ✂

(c) ✂

(d) ✂

(e) ✂

(f) ✂

(g) ✂

(h) ✂

(i) ✂

(j) ✂