

**COMPLETED ACQUISITION BY CO-OPERATIVE GROUP (CWS) LIMITED OF
FAIRWAYS GROUP UK LIMITED**

**VARIATION TO UNDERTAKINGS GIVEN BY THE CO-OPERATIVE GROUP (CWS)
LIMITED TO THE OFFICE OF FAIR TRADING PURSUANT TO SECTION 73 OF THE
ENTERPRISE ACT 2002**

WHEREAS:

- (a) On 24 March 2006 the Co-operative Group (CWS) Limited ('CGL') purchased 86% of the issued share capital of Fairways Group UK Limited ('Fairways'), thereby acquiring de jure control of Fairways (the 'Relevant Merger Situation');
- (b) By way of a decision dated 19 July 2006 (the 'Decision') the OFT announced that, on the evidence available to it, the OFT believed that it is or may be the case that the Relevant Merger Situation has or may be expected to result in a substantial lessening of competition in the supply of funeral services in five local areas in the UK;
- (c) Following negotiations, CGL gave undertakings to the OFT pursuant to section 73 of the Enterprise Act 2002 (the 'Act') for the purpose of remedying, mitigating or preventing the substantial lessening of competition, or any adverse effect which has or may have resulted from it or may be expected to result from it, as identified in the Decision (the 'Original Undertakings');
- (d) The Original Undertakings given by CGL were accepted by the OFT on 29 November 2006;
- (e) On 21 May 2007, CGL requested that the OFT vary the Original Undertakings, pursuant to sections 73 and 92 of the Act, in light of a change of circumstances in one of the local areas which was the subject of the Original Undertakings;
- (f) Following a consultation process ending on 31 August 2007 pursuant to Schedule 10 of the Act, and after consideration of any representations made and not withdrawn, the OFT indicated that it proposed to accept such a variation.

NOW THEREFORE CGL hereby gives to the OFT the following variation to the Original Undertakings, with a view to this variation to the Original Undertakings being accepted by the OFT:

1. In Annex 1 to the Original Undertakings, the Specified Funeral Business entry for the local area of Wychavon (funeral business name – Philip Tomlins, number – 9047, postcode – WR11 3AP) shall be deleted, such that the

terms of the Original Undertakings shall cease to apply to this particular Specified Funeral Business.

2. Save as amended by this variation, the Original Undertakings shall continue to apply in full force in accordance with their terms.
3. This variation to the Original Undertakings shall take effect from the date that, having been signed by CGL, it is accepted by the OFT.

FOR AND ON BEHALF OF CO-OPERATIVE GROUP (CWS) LIMITED

..... Signature

..... Name

..... Title

..... Date

Authorised Signatory