

**Procedure of the Remedies Standing Group
[as varied by decision of the Group on 18 January 2006]**

1. Subject to the paragraphs below and to Schedule 7 of the Competition Act 1998 and to the CC's Rules of Procedure, the Remedies Standing Group (the Group) may determine its own procedure.

Quorum

2. The quorum for any business conducted by the Group shall be two.

Chairman of the Group

3. The Chairman of the CC shall act as Chairman of the Group. In the event that he is not available, the longest-serving available Deputy Chairman shall act as chair in his absence. If no Deputy Chairman is available, the longest-serving available member shall act as Chairman. No member shall be entitled to act as Chairman or participate in any discussion as to the eligibility of a member to vote, if he has or appears to have a conflict of interest. Hereinafter, 'the Chairman' refers to the Chairman of the Group (whether that is the Chairman of the CC or person acting as chair in his absence), unless otherwise stated.

Secretary of the Group

4. The secretary of the Group shall be such person as may from time to time be designated by the Chief Executive. In the absence of that person, a person shall be nominated to act as secretary. Hereinafter 'the Secretary' refers to the secretary or the person nominated as secretary in her absence.

Procedures for handling conflicts of interest

5. Members of the Group are individually responsible for bringing to the attention of the Group the fact that they have or may have a conflict of interest. They should have regard to any guidance or codes of practice published by the CC from time to time. They should assist the Secretary with the identification of any possible conflict of interest in relation to a proposed discussion or decision. In the event that a member receives a written paper (including a document sent by facsimile or electronic email) on a matter on which he has or it appears to him that he may have a conflict of interest, he should immediately notify the Secretary. Unless the Chairman otherwise expressly permits, the member concerned should immediately return the paper to the Secretary, with an indication of the extent to which he has read the paper or in the case of a paper received by electronic email, he should delete the email and return any printed copies of the document to the Secretary.

6. Before dispatching papers to each member, the Secretary should, so far as practicable, seek to identify any member who has or may have a conflict of interest. The Secretary should alert the Chief Executive and the Chairman to the nature of the conflict or possible conflict identified by the member concerned or the Secretary and should ask the member not to look at any papers received by him concerning the matter, unless expressly approved by the Chairman.

7. If the member becomes aware of a conflict or possible conflict during the course of any discussion, he should disclose his interest immediately and should, if the Chairman so decides in accordance with the procedure set out in paragraph 24, withdraw from the discussion and any decision relating to the matter.

Meetings

8. The Group will meet at least six times each year. A forward programme of scheduled meetings will be established which will be supplemented, as necessary, with meetings convened at shorter notice.

9. Subject to the provisions on notice in the paragraphs below, a meeting may be convened by the Secretary at the request of any member of the Group.

10. Minutes of meetings shall be prepared by the Secretary and considered for approval at the following meeting of the Group. Approval of the minutes shall not be required prior to the taking of any action authorized to be taken at the meeting to which the minutes relate.

Notice of meetings

11. Subject to paragraph 12, at least five clear working days' notice of a meeting shall be given to each member.

12. Subject to the agreement of the Chairman, meetings may be convened at shorter notice if the member requesting the meeting considers it necessary to do so.

13. Notice of meetings shall be given in writing (including transmission of a written notice by facsimile or electronic mail) and shall be sent using the UK address and contact details last made known to the Secretary by the members.

14. If the Chairman considers it appropriate in the circumstances, the requirement for written notice of a meeting to be given may be waived. In such circumstances, the Secretary shall give information of the proposed meeting to those members of the Group who are at the premises of the CC at any time during normal office hours prior to the proposed meeting and shall attempt to inform all other members of the Group by telephone. Where the Secretary is unable to contact a member prior to a meeting, she shall inform that member that a meeting has been held and the nature of the decision taken as soon as possible after the meeting.

15. Failure of a member to receive notice of a meeting shall not invalidate that meeting or business conducted at it.

Procedure at meetings

16. The Chairman shall chair the meeting.

17. Decisions of the Group shall be taken by simple majority of the members, each of those who are entitled to vote having one vote. Only members present or deemed to be present under paragraph 18 may vote.

18. Members may attend meetings by using a telephone or video conferencing facility. Members so attending shall be deemed to be present.

19. In the case of equality of votes, the Chairman shall have the casting vote.

Written resolutions

20. Any decision capable of being made by the Group at a meeting may instead be passed by written resolution. Subject to paragraph 21, notice of a proposed written resolution shall be given in writing (including transmission of a written notice by facsimile or electronic mail) and shall be sent using the UK address and contact details last made known to the Secretary by the members. Any such decision must, subject to paragraph 21 be agreed to by a majority of the members who would have been entitled to attend and vote upon the decision if it had been passed at a duly convened meeting, and the Chairman shall have a casting vote in the case of equality of decision. The written resolution may be in the form of several documents in similar form (including copies of resolutions sent by facsimile and emails to the Secretary each signed by one or more of the members. Any such decision is deemed to have been made at the time of receipt by the Secretary of the signature by the last member whose agreement to the decision results in a majority of members deciding in favour of the decision. Members may agree (or dissent) to a written resolution by sending their response to the Secretary in an email sent from their CC email account or in an email from an external email account which is signed with their electronic signature (as defined by section 7 of the Electronic Communications Act 2000 as amended from time to time or, in the event that section 7 is superseded, as defined in the provision superseding it), and the time of the member's signature will be the time stated in the electronic signature.

21. The signature of a member is not required in respect of any written decision when the Chairman is satisfied that the member is unable to participate in the making of the decision for reason of illness, incapacity or is otherwise unavailable. If the Chairman determines that a member may not participate in the making of the decision because he has or appears to have a conflict of interest, the notice of the proposed written resolution should not be sent to such member.

22. The notice of a proposed written resolution may stipulate a period of time by which copies of the resolutions should be received by the Secretary. Such period of time shall be determined by the Chairman and shall be reasonable in the context of the urgency of the decision. If no response has been received from a member within the stipulated period of time the Chairman shall not be required to make any enquiries as to whether the member is unavailable.

23. A decision of the Group may authorize the Chairman to sign any Notice, acceptance of an undertaking, interim and final order, adoption of undertaking or order, general or special consent, release, revocation or other decision on behalf of the Group.

24. A member may not vote or otherwise participate in the discussion and decision by the Group on any matter in respect of which he has or appears to have a conflict of interest unless the Chairman has determined that the member may so participate having considered the remoteness of possibility that there is an actual conflict of interest. Any member prevented from voting or who has withdrawn from a meeting under paragraph 5 may not be counted in the quorum present at any part of a meeting in relation to a decision on which he is not entitled to vote or in relation to discussion of the matter in respect of which the member has withdrawn.

25. If a question arises at a meeting as to the right of a member to vote or to participate in taking the decision, the question may, before the conclusion of the meeting or the taking of the decision, be referred to the Chairman and his ruling shall be final. In the case of a written decision, the Chairman may decide whether the

member may participate in the taking of the decision. Before making the decision as to the right of any member to vote or to participate in the taking of a decision, the Chairman should so far as practicable consult the Chief Executive on whether the member may vote or participate in the taking of a decision.

26. All acts done by a meeting or written decision of the Group shall be valid notwithstanding that it was subsequently discovered that there was a defect in the appointment of any member, or that a member was disqualified from being a member or had ceased to be a member of the CC or was not entitled to vote or take part in the discussion and decision of the Group or that a member has submitted a contribution to a written resolution that has not been received by the Secretary.

Variation of procedure

27. The Group may, from time to time, by decision of the Group vary the procedure.