

**Competition Commission Adoption of Undertakings**

**IN THE MATTER of the reference to the Competition Commission dated 23 September 2005 relating to the acquisition by Vue Entertainment Holdings (UK) Limited of A3 Cinema Limited.**

Whereas on 23 September 2005 the Office of Fair Trading ("OFT") made the reference to the Competition Commission ("CC") under section 22 of the Enterprise Act 2002 ("the Act"):

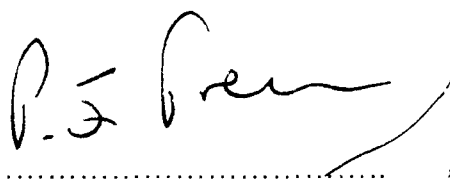
And whereas prior to making the reference the OFT, for the purpose of preventing pre-emptive action, accepted the undertakings reproduced in the Annex below ("the Undertakings") from Vue Entertainment Holdings (UK) Limited on 11 August 2005 in accordance with section 71(2) of the Act:

And whereas the reference has not been finally determined:

And whereas the Undertakings are still in force:

Now the CC hereby adopts the Undertakings in accordance with section 80(3) of the Act for the purpose of preventing pre-emptive action, to ensure that no action is taken which might prejudice the reference or impede the taking of any action by the CC under Part 3 of the Act which may be justified by the CC's decisions on the reference:

Signed by authority of the CC



Peter Freeman  
Deputy Chairman  
28 September 2005

**COMPLETED ACQUISITION BY VUE ENTERTAINMENT HOLDINGS LIMITED OF  
A3 CINEMA LIMITED****UNDERTAKINGS GIVEN BY VUE ENTERTAINMENT HOLDINGS LIMITED TO  
THE OFFICE OF FAIR TRADING PURSUANT TO SECTION 71 OF THE  
ENTERPRISE ACT 2002**

Vue Entertainment Holdings Ltd (Vue) hereby gives to the OFT the following undertakings in respect of the acquisition by Vue of A3 Cinema Limited (A3) pursuant to section 71 of the Enterprise Act 2002 for the purpose of preventing pre-emptive action.

**Management of the A3 business until determination of proceedings**

1. Except with the prior written consent of the OFT, Vue will undertake that they will not during the specified period take any action which might:
  - (a) lead to the integration of the A3 business with the Vue business; or
  - (b) prejudice the reference to the CC or impede the taking of any action under the Act which may be justified by the CC's decisions on the reference.
2. Without prejudice to the generality of paragraph 1, Vue will at all times during the specified period, procure that except with the prior written consent of the OFT:
  - (a) the A3 business is carried on separately and under a different name from the Vue business;
  - (b) the A3 business is maintained as a going concern;
  - (c) except in the ordinary course of business:
    - (i) none of the assets of the A3 business are disposed of; and
    - (ii) no interest in the assets of the A3 business is created or disposed of;
  - (d) the nature, description, range and standard of cinema exhibition services currently supplied in the United Kingdom by the A3 business and the Vue business are maintained and preserved;
  - (e) the assets of the A3 business are maintained and preserved, including facilities and goodwill.

**Compliance**

3. Vue will procure that each of their subsidiaries complies with these undertakings as if they had given them.
4. Vue will forthwith provide to the OFT such information as it may from time to time require for the purposes of monitoring compliance by Vue and its subsidiaries with these undertakings.

5. Vue will comply insofar as they are able with such written directions as the OFT may from time to time give to take such steps as may be specified or described in the directions for the purpose of carrying out or securing compliance with these undertakings.

### Interpretation

6. The Interpretation Act 1978 shall apply to these undertakings as it does to Acts of Parliament.

7. For the purposes of these undertakings:

"the Act" means the Enterprise Act 2002;

"business" has the meaning given by section 129(1) and (3) of the Act;

"the CC" means the Competition Commission;

"the decisions" means the decisions of the Competition Commission on the questions which it is required to answer by virtue of section 35 of the Act;

"Vue" means Vue Entertainment Holdings Ltd;

"the Vue business" means the business of Vue and its subsidiaries carried on in the United Kingdom as at 29 April 2005;

"A3" means A3 Cinema Limited;

"the A3 business" means the business of A3 and its subsidiaries carried on in the United Kingdom as at 29 April 2005;

"the OFT" means the Office of Fair Trading, provided that, should the CC adopt these undertakings pursuant to section 80(3) of the Act, references to "the OFT" in paragraphs 1 and 2 of these undertakings shall be taken as references to the CC, and references to "the OFT" in paragraphs 4 and 5 of these undertakings shall be taken to include both the Office of Fair Trading and the CC;

"the specified period" means the period beginning on the date of these undertakings and terminating at the end of the period specified in section 71(5) or (6) of the Act;

"subsidiary", unless otherwise stated, has the meaning given by section 736 of the Companies Act 1985 (as amended); and

unless the context requires otherwise, the singular shall include the plural and vice versa.