

Consent to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority (CMA) on 22 December 2016

Completed acquisition by JD Sports Fashion PLC (JD Sports) of Go Outdoors Topco Limited (Go Outdoors)

We refer to your emails of 23 December 2016 and 28 December 2016 and related discussions regarding a request by JD Sports that the CMA grant certain derogations to the Initial Enforcement Order served on Pentland Group PLC (**Pentland**) and JD Sports on 22 December 2016 (the **Order**). The terms defined in the Order have the same meaning in this letter.

Under the Order, save for the written consent of the CMA, Pentland and JD Sports are required to hold separate the Pentland business from the Go Outdoors business 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 requests for derogations from the Order, based on the information received from you, and in the particular circumstances of this case, JD Sports may carry out the following actions, in relation to the specific paragraphs of the Order listed below:

Paragraphs 4(a), 5(a) and 5(f) of the Order

During the Specified Period the CMA consents to the provision of certain back office software licences held by JD Sports to Go Outdoors subject to Go Outdoors' IT system being kept separate and independent of JD Sports' IT system.

Paragraph 5(l) of the Order

Financial reporting and other obligations

The CMA consents to certain financial information of Go Outdoors, subject to the safeguards listed below, being shared with certain individuals for the sole purpose of permitting JD Sports to meet its financial reporting and filing obligations, and obligations in credit agreements between JD Sports and its lenders. The scope of the financial information that may be shared is limited to such information as is strictly necessary for these purposes and may include some or all of the following financial information in respect of Go Outdoors:

- Daily sales information.

- Monthly management accounts.
- Disclosures for statutory reporting.
- Group budget information.
- Forecast daily and weekly cash position.

Safeguard measures

The derogations granted (as outlined above) are subject to the implementation of the following safeguard measures listed below.

Designated recipients

Information will only be provided to the designated individuals at JD Sports listed below, on the understanding that these individuals are not involved in the day-to-day management of JD Sports' outdoor retail business or the Go Outdoors business:

PLC Board Team

- [REDACTED];
- [REDACTED];
- [REDACTED]; and
- [REDACTED].

Group Finance

- [REDACTED];
- [REDACTED];
- [REDACTED];
- [REDACTED];
- [REDACTED];
- [REDACTED]; and
- [REDACTED].

Legal

- [REDACTED]; and

- [✂].

Confidentiality undertakings

Information will only be provided to each of the above named individuals once Go Outdoors has received appropriate signed written undertakings (in a form approved in advance by the CMA) to preserve the confidentiality of the information and to use the information only for the purposes specified in this letter. In particular, the individuals will undertake not to discuss or otherwise share Go Outdoors information with any individual other than those listed above as permitted to receive that information or use the information for any purpose other than that specified above.

Destruction and return of Go Outdoors information

In the event that the transaction is prohibited, any records or copies (electronic or otherwise) of such information that have passed, wherever they may be held, will be returned to the Go Outdoors business to which they relate and any copies destroyed.

Greg Bonne
Assistant Director, Mergers
3 January 2017