

**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 4 January 2017 and accompanying notes regarding a request by Pentland Group PLC (**Pentland**) that the CMA grant certain derogations to the Initial Enforcement Order served on 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 written consent by 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, Pentland may carry out the following actions, in respect of the specific paragraphs of the Order listed below:

**Paragraphs 5(c) and 5(i)**

Pentland operates a brand management division focussed on wholly-owned brand subsidiaries in the sports, outdoor and fashion sectors (**Pentland Brands**).

As of September 2016, Pentland commenced [✂].

The CMA consents to a derogation from paragraphs 5(c) and 5(i) of the Order, solely to the extent that any changes to the organisation structure or management responsibilities of Pentland, or any changes made to the key staff of Pentland, relate to [✂] and do not impact JD Sports or Go Outdoors.

## **Paragraphs 5 (d), 5(e), 5(h) and 8 of the Order**

On the basis that the Pentland business operates across a number of business areas, many of which do not overlap with the business activities of the Go Outdoors business, the CMA consents to a derogation from paragraphs 5(d), 5(e), 5(h) and paragraph 8 of the Order for all businesses of Pentland without operations or interests involving outdoor clothing and equipment, or any other activities carried out by Go Outdoors. For the avoidance of doubt, this derogation does not apply to the JD Sports business or the Go Outdoors business.

The CMA's consent to the aforementioned derogations does not, under any circumstances, permit Pentland from taking any other action prohibited under the Order.

Greg Bonne  
Assistant Director, Mergers  
11 January 2017