

**DEROGATION LETTER  
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED  
PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002  
COMPLETED ACQUISITION**

Please note that [✂] indicates figures or text which have been deleted at the request of the parties for reasons of commercial confidentiality.

**Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 17 May 2019**

**Completed acquisition by JD Sports Fashion plc of Footasylum plc (the Merger)**

We refer to your emails of 16 and 17 May and 4, 13, 21 June and 3 and 24 July 2019 and 7 August 2019 and related discussions regarding a request by JD Sports Fashion plc that the CMA grant certain derogations to the Initial Enforcement Order served on JD Sports Fashion plc and Pentland Group plc on 17 May 2019 (the **Initial Order**). Terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for the written consent of the CMA, JD Sports Fashion plc (**JD Sports**) and Pentland Group plc (**Pentland**) are required to hold separate the Footasylum business from the Pentland and JD Sports businesses 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 Initial 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 Initial Order listed below:

**1. Paragraph 6(I) of the Initial Order**

The CMA's derogation dated 25 June 2019 and published on 28 June 2019 (**Clean Team Derogation**), as amended by the derogation dated 25 July 2019 and published on 1 August 2019 (**Revised Clean Team Derogation**), provides that designated individuals within JD Sports may receive certain Footasylum financial information for internal accounting and external auditing and financial reporting purposes (**Footasylum Information**). The designated individuals (**JD Designated Clean Team**) entitled to receive Footasylum Information for these purposes are listed in the Revised Clean Team Derogation.

The CMA now agrees that [redacted] and [redacted] may be added to the JD Designated Clean Team on the basis that they will be unable to carry out their duties relating to internal accounting and external auditing and financial reporting, unless they are provided access to the Footasylum Information under the terms of this derogation.

The additional individuals are required to undertake these duties in particular in relation to the preparation and verification of JD Sports' audited half year results, the announcement of which is a statutory requirement on JD Sports as a listed company, and due to the absence of certain existing JD Designated Clean Team members during the period prior to such announcement.

[redacted] and [redacted] will comply with the safeguarding measures as set out in the Clean Team Derogation and will not be provided with any Footasylum Information until Footasylum has received appropriate signed written undertakings (in the form approved in advance by the CMA).

The JD Designated Clean Team therefore now comprises of the following individuals:

- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted];
- [redacted]; and
- [redacted].

**Elie Yoo**  
**Assistant Director, Mergers**  
**8 August 2019**