

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

Please note that [X] 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)**

Completed acquisition by JD Sports Fashion plc of Footasylum plc (the Merger)  
We refer to your email of 9 August 2019 requesting that the CMA consents to derogations to the Initial Enforcement Order of 17 May 2019 (the Initial Order). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, Pentland Group PLC (Pentland) and JD Sports Fashion plc (JD Sports) 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 request for a derogation from the Initial Order, based on the information received from you, and in the particular circumstances of this case, Pentland may carry out the following actions, in relation to the specific paragraphs of the Initial Order listed below:

**Paragraphs 6(i) and 6(k) of the Initial Order**

The CMA understands that when Pentland acquired Endura Ltd (Endura) in February 2018, it was agreed that Endura's finance function would be integrated into Pentland's finance function and that, as a result, Endura's Finance Director's responsibilities would start to transition across to Pentland. Discussions with Endura's Finance Director, who wished to leave their role, commenced several months ago and, despite Pentland's requests for the individual to stay on longer with the Pentland business, the individual chose to leave Pentland, [X], in order to pursue other opportunities. On the basis that all reasonable steps have been taken to encourage Endura's Finance Director remain within Pentland, the CMA grants this derogation.

For the avoidance of doubt, this derogation does not apply to the JD Sports business or the Footasylum 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.

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