

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 (**JD Sports**) of Footasylum plc (the **Merger**).

We refer to your email of 8 October 2019 regarding a request by Pentland Group Plc (**Pentland**) that the CMA grant certain derogations to the Initial Enforcement Order served on JD Sports and Pentland 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 by the CMA, Pentland and 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:

1. Paragraph 4(b) and 6(c) of the Initial Order

The CMA understands that as part of a [X] will have no impact on the day-to-day running or operational management of Pentland and any of its subsidiaries and therefore does not bring with it any risk of pre-emptive action, the CMA consents to a derogation from paragraphs 4(b) and 6(c) of the Initial Order [X], and only to the extent that this will not impact JD Sports or Footasylum.

Emily Chissell
Project Director
14 October 2019