

THE ORDER

DEROGATION LETTER IN RESPECT OF INTERIM ORDER ISSUED PURSUANT TO SECTION 81 ENTERPRISE ACT 2002 COMPLETED ACQUISITION

Consent under section 81 of the Enterprise Act 2002 to certain actions for the purposes of the Interim Order made by the Competition and Markets Authority ('CMA') on 26 November 2019

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

We refer to your email of 27 November and 13 December 2019 requesting that the CMA consents to derogations from the Interim Order of 26 November 2019 (which replaces the Initial Enforcement Order of 17 May 2019). The terms defined in the Interim Order have the same meaning in this letter.

Under the Interim Order, save for written consent by the CMA, Pentland Group Limited (Jersey) and Pentland Group Limited (together Pentland) and JD Sports Fashion plc (JD Sports) are required to hold separate the Footasylum business (Footasylum) 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 Interim 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 respect of the specified paragraphs.

Paragraphs 4 and 5e of the Interim Order

The CMA understands that the [X]. The CMA also understands that [X]. The CMA grants this derogation on the basis that the closure of the [X] store is temporary and will reopen towards the [X].

Paragraphs 4 and 5(e) of the Interim Order

The CMA understands that JD Sports intends to close the following stores:

- [X]
- [X]

The CMA grants this derogation on the basis of JD Sports' representations that the closure of the [X] store and the [X] store would not prevent any remedial action that the CMA may need to take regarding the Merger.

Paragraphs 4 and 5(l) of the Interim Order

The CMA understands that JD Sports is requesting a change in its auditor for [X] (as set out in Annex 1, or as amended with the prior approval of the CMA) from [X] to [X]. The CMA also understands that [X] is also auditor to the Footasylum business. We understand that the [X] audit team involved in the Footasylum audit will not be involved with the audit of the JD Sports companies listed in Annex 1. On this basis, the CMA grants this derogation subject to the condition that the [X] audit team involved in the Footasylum audit will not be involved with the audit of the JD Sports companies listed in Annex 1.

ANNEX 1

Company Name	Company number
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]
[✂]	[✂]