

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 requests of 20 January 2020 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, Pentland may carry out the following actions, in respect of the specified paragraphs.

Paragraphs 5(i), 5(k), of the Interim Order

The CMA understands that:

- a) Pentland's [X] from Pentland on [X] and [X]. According to Pentland, the [X] within Pentland. However, the CMA understands that [X] JD Sports or Footasylum; and [X] does not have any impact on the Merger under investigation. The CMA also understands that [X].

b) Pentland's [redacted] Pentland). The CMA understands that [redacted] has no impact on Pentland's trading relationship with either JD or Footasylum, [redacted].

On this basis, the CMA consents to a derogation permitting the above changes to the Pentland key staff.