

## 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 20 April 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 Limited (**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 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 5(l) of the Interim Order**

The CMA understands that, in light of the exceptional circumstances brought about by COVID-19, it is necessary for JD Sports to obtain further information on Footasylum's financial position in order to [REDACTED] (the "**Purpose**").

In order to allow JD Sports to obtain that information, the CMA consents to Footasylum responding to a specific list of questions prepared by JD Sports covering the following topics (collectively, the **Relevant Footasylum Information**):

[REDACTED]

[REDACTED]

[REDACTED]

The CMA consents to a derogation from paragraphs 5(l) of the Initial Order to allow for the provision of the Relevant Footasylum Information, strictly on the basis that:

- a) JD Sports will provide a written list of specific questions for Footasylum requesting the Relevant Footasylum Information. The specific questions relating to the Relevant Footasylum are to be agreed to by JD Sports and the Monitoring Trustee, and written approval granted by the CMA prior to the specific questions being sent to Footasylum;
- b) only the following individuals are permitted to receive the Relevant Footasylum Information (the **Authorised JD Recipients**) (or as otherwise amended with the prior written approval of the CMA):

[REDACTED]  
[REDACTED]

- c) the Authorised JD Recipients will sign confidentiality agreements in a form approved by the CMA;
- d) the Relevant Footasylum Information will not include any individual customer or supplier specific information or detail and will be limited to that which is strictly necessary for the Purpose;
- e) the Relevant Footasylum Information provided shall be high-level only and be used solely by the Authorised JD Recipients to [REDACTED] and for no other purpose;
- f) JD Sports will adopt physical and IT firewalls to prevent unauthorised individuals from accessing the disclosed Relevant Footasylum Information; and
- g) the provision of the Relevant Footasylum Information shall not confer on JD Sports any decision-making power or veto rights over Footasylum.