

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 17 March 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 business of Footasylum Limited (**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, Footasylum may carry out the following actions, in respect of the specified paragraphs of the Interim Order.

Paragraphs 5(c) and 5(i) of the Interim Order

The CMA understands that following [REDACTED], it is necessary for Footasylum to make the following changes to its organisational structure and management responsibilities within the Footasylum business, including certain changes to its key staff:

- with effect from [REDACTED], replacing [REDACTED] with [REDACTED] and [REDACTED] and expanding their roles;
- a number of consequential changes to Footasylum's [REDACTED], as described in Footasylum's e-mail to the CMA on 17 March 2020, for the purpose of [REDACTED] in their expanded roles; and
- [REDACTED] with effect from [REDACTED] assuming the role of [REDACTED].

The CMA grants this derogation on the basis of Footasylum's representations that these changes do not create a risk of pre-emptive action.