

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 7 May 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, Pentland may carry out the following actions, in respect of the specified paragraphs of the Interim Order listed below.

Paragraphs 5(c) of the Interim Order

The CMA understands that Pentland intends to [X] appoint [X]. The CMA also understands that this proposal does not involve the integration of the Footasylum business into any Pentland Business and that Pentland has made representations that this proposal carries no risk of pre-emptive action.

On this basis, the CMA consents to a derogation from paragraph 5(c) of the Interim Order. For the avoidance of doubt, this derogation does not apply to the JD Sports

business or the Footasylum business. The CMA's consent to the aforementioned derogations does not, under any circumstances, permit Pentland from taking any other action prohibited under the Interim Order.