

**APPLICATION FOR CONSENT IN RESPECT OF FINAL UNDERTAKINGS PURSUANT  
TO SECTION 82 OF THE ENTERPRISE ACT 2002**

**Completed acquisition by JD Sports Fashion plc (JD Sports) of the entire issued  
share capital of Footasylum plc<sup>1</sup> (Footasylum)**

**Consent to certain actions for the purposes of the Final Undertakings given to the  
Competition and Markets Authority (CMA) on 13 July 2020**

We refer to the application by Footasylum dated 11 August 2020 that the CMA grant consent in relation to the Final Undertakings given by Footasylum, JD Sports, Pentland Group Limited (Jersey) and Pentland Group Limited, dated 13 July 2020 (the ‘**Undertakings**’). Terms defined in the Undertakings have the same meaning in this letter.

Under the Undertakings, save for the written consent of the CMA or in the ordinary course of business for the separate operation of the Footasylum business and the JD Sports business, JD Sports and Footasylum are required to maintain and preserve all of the assets of the Footasylum business, including facilities and goodwill, and no asset or interest in any asset is to be disposed of.

Further, under the Undertakings, the nature, description, range and quality of goods and services supplied in the UK by Footasylum is maintained and preserved unless prior written consent is obtained from the CMA to do otherwise.

After due consideration of the application for consent in accordance with paragraph 5 of the Undertakings and based on the information received from Footasylum, Footasylum may carry out the following actions in relation to the specific paragraphs of the Undertakings listed below.

**Paragraph 4.2.6 of the Final Undertakings**

The CMA consents to Footasylum serving a break notice on the landlord of its [X] store (the details of which are set out below) in order to [X] (and in particular, [X]), with a view to agreeing [X] with the landlord:

- [X]

In light of the particular circumstances of this case, the CMA grants this derogation subject to the following conditions:

- Footasylum serves break notice [X];
- Footasylum uses reasonable endeavours [X]; and
- Footasylum must inform the CMA as soon as possible if Footasylum is [X]. In such circumstances, the CMA reserves the right to issue directions to Footasylum to [X].

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<sup>1</sup> Now Footasylum Limited