

**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 plc¹ (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 JD Sports dated 28 September 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.

We further refer to the derogation granted by the CMA on 19 June 2020 ('**Initial Clean Team Derogation**') and your subsequent correspondence on 28 September 2020 requesting amendments to the Initial Clean Team Derogation. The Initial Clean Team Derogation is now revoked and replaced by this derogation.

Under the Undertakings, save for written consent by the CMA, Pentland Group Limited (Jersey) and Pentland Group Limited (together '**Pentland**'), JD Sports Fashion plc ('**JD Sports**') and Footasylum Limited ('**Footasylum**') are required to refrain from taking actions which might impede the Final Disposal, including a requirement to comply with the Asset Maintenance Undertakings set out in section 4 of the Undertakings.

After due consideration of the application for consent in accordance with paragraph 5 of the Undertakings and based on the information received from you and in the particular circumstances of this case, JD Sports and Footasylum may carry out the following actions, in respect of the specified paragraphs of the Undertakings listed below.

Paragraphs 4.2.13 of the Undertakings

Under the Initial Clean Team Derogation, certain JD Sports employees listed below (the '**Deal Clean Team Individuals**') are permitted to [X] for the specific purposes of [X].

In order to achieve the Final Disposal, the Deal Clean Team Individuals require access to certain Footasylum commercially sensitive information, including, but not limited to [X] (the '**Specified Purpose**').

The Deal Clean Team Individuals are:

- [X]
- [X]
- [X]
- [X]

¹ Now Footasylum Limited.

The CMA understands that the Deal Clean Team Individuals do not have an operational commercial role within JD Sports. The CMA consents to the Deal Clean Team Individuals being provided with Footasylum's Information to achieve the Final Disposal, provided that:

- a) Footasylum Information is only shared with the Deal Clean Team Individuals where: (i) [REDACTED];
- b) Footasylum Information will only be provided to the Deal Clean Team Individuals once updated written confidentiality undertakings (in a form approved in advance by the CMA) have been signed;
- c) access to Footasylum Information is restricted to the Deal Clean Team Individuals (or as amended with the prior written consent of the CMA);
- d) certain categories of information are considered by Footasylum to be highly commercially sensitive and would not be disclosed to the Deal Clean Team Individuals unless the following applies ('**Super Clean Material**):
 - i. Decisions on the type of information which falls within this category will [REDACTED].
 - ii. [REDACTED].
- e) [REDACTED];
- f) JD Sports keeps the Monitoring Trustee informed of any material developments relating to this derogation.
- g) Upon the direction of the CMA, or after the completion of the Final Disposal, or in case the divestment process is aborted, any records or copies (electronic or otherwise) of such information that have passed, wherever they may be held, will be returned to Footasylum and/or any copies destroyed.