

**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 Footasylum dated 13 January 2021 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 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, Footasylum may carry out the following actions, in respect of the specified paragraphs of the Undertakings listed below.

Paragraphs 4.2.6 of the Undertakings

The CMA understands that Footasylum wishes to serve a break notice on the landlord of the following stores in order [X]:

[X]

The CMA also understands if Footasylum is unable to [X], then Footasylum will submit a separate derogation request to the CMA should this be the case.

On the basis that the [X] and the [X] are [X] and taking into account the impact of the current national lockdown restrictions preventing these stores from reopening, and the limited visibility on when these stores may reopen, the CMA consents to Footasylum serving break notices on the landlords of the [X], subject to the following conditions:

- a) the purpose of serving the break notices is to [X]; and
- b) Footasylum will submit a separate derogation request to the CMA in the event Footasylum decides to [X].

¹ Now Footasylum Limited.