

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 19 May 2021 (the "Interim Order")

Completed acquisition by JD Sports Fashion plc of Footasylum plc (the Merger)

We refer to your submissions of 19 April, 26 April, 5 May, 10 May and 16 May 2021 requesting that the CMA consents to derogations from the Interim Order. 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 and JD Sports are required to hold separate the business of 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, JD Sports may carry out the following actions, in respect of the specified paragraphs of the Interim Order.

1. Paragraphs 5, 6, 10 and 12 of the Interim Order

The CMA understands that JD Sports operates a fashion division (**JD Sports Fashion**), which is [X].

The CMA agrees to exclude the Fashion fasciae listed in Annex 1 from the scope of the above paragraphs such that JD Sports' sports fasciae (JD Sports, size?, Footpatrol and King of Trainers) and the following JD Sports Fashion fasciae, Scotts and Tessuti fasciae, are subject to those paragraphs.

The CMA grants this derogation on the basis:

- a) of JD Sports' representations that the JD Sports Fashion fasciae listed in Annex 1: (i) are [X] from JD Sports' sports division; and (ii) operate in different markets to JD Sports' sports fasciae;
- b) of JD Sports' representations that it would be able to comply with the Interim Order with a partial carve-out of the Fashion fasciae;
- c) that granting this derogation will not lead to the integration of the JD Sports and Footasylum businesses;
- d) this derogation shall not prevent any remedial action that the CMA may need to take regarding the Merger.

Kip Meek

Remittal Group Chair

25 May 2021

ANNEX 1

JD Sports Fashion fasciae

