

## 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 28 June 2021 and 5 July 2021 requesting that the CMA consents to a derogation 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**

JD Sports submits that [REDACTED].

The CMA consents to excluding from the scope of the above paragraphs the fasciae (and their legal entities, and their subsidiaries, acquired (or to be acquired)) listed in Annex 1.

The CMA grants this derogation on the basis:

- (a) of JD Sports' representations that the JD Sports fasciae listed in Annex 1: (i) [REDACTED]; (ii) [REDACTED]; and (iii) 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 despite this derogation being granted;
- (c) that no additions or changes to the fasciae listed in Annex 1 shall be made under this derogation without the prior written consent of the CMA (including via email);
- (d) that granting this derogation will not lead to the integration of the JD Sports and Footasylum businesses; and
- (e) this derogation shall not prevent any remedial action that the CMA may need to take regarding the Merger.

Kip Meek

Remittal Group Chair

9 July 2021

## ANNEX 1

