

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 submission of 15 September 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, Pentland may carry out the following actions, in respect of the specified paragraph of the Interim Order.

1. Paragraph 9(b)

The CMA understands that Pentland intends to carry out an internal restructuring [REDACTED]. The CMA understands that [REDACTED]:

[REDACTED]

The CMA consents to [REDACTED] subject to the following conditions:

[REDACTED]

For the avoidance of doubt, this derogation does not apply to the JD Sports business or the Footasylum business. The CMA's consent to the aforementioned derogations does not, under any circumstances, permit Pentland from taking any other action prohibited under the Interim Order.

Kip Meek

Remittal Group Chair

20 September 2021