

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 email of 14 December 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 request for a derogation from the Interim Order, 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.

Paragraph 6(l) of the Interim Order

In order to ensure the effective divestiture of Footasylum, JD Sports has requested that the following JD Sports employees (the **Deal Clean Team Individuals**) are permitted to receive, review and use [X]:

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

The CMA understands that the Deal Clean Team Individuals do not have an operational role within the JD Sports Group. The CMA grants this derogation subject to the following conditions:

- a) Footasylum Information is only shared with the Deal Clean Team Individuals where: (i) [X]; and (ii) it is [X];
- b) Footasylum Information will only be provided to the Deal Clean Team Individuals [X];
- c) access to Footasylum Information is restricted to [X];
- d) certain categories of information are considered by Footasylum to be [X]:
 - a. Decisions on the type of information which falls within this category will [X].
 - b. [X]:
 - (A) [X]
 - (B) [X]
- e) [X];
- f) JD Sports keeps the Monitoring Trustee informed of any material developments relating to this derogation; and

- 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.

Kip Meek

Remittal Chair

15 December 2021