

**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 14 January 2022**

We refer to the application by Footasylum dated 19 January 2022 that the CMA grant consent in relation to the Final Undertakings given by JD Sports, Footasylum and Pentland, dated 14 January 2022 (the '**Undertakings**'). Terms defined in the Undertakings have the same meaning in this letter.

Under the Undertakings, save for written consent by the CMA, JD Sports, Footasylum and Pentland 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 4.2.5 and 4.2.7 of the Undertakings

The CMA understands that in relation to Footasylum's [X], Footasylum wishes to continue to offer [X], but to:

- upgrade the software platform [X] by replacing [X]; and
- replace the [X] (together, '**Proposed Upgrade**').

The CMA also understands that upgrading the [X] for [X], but that at the end of this [X], the upgrade will have been fully implemented and [X].

On the basis of the above, the CMA consents to: (a) Footasylum's Proposed Upgrade; and (b) Footasylum [X] for [X] in order to carry out this upgrade.

**Kip Meek
Remedy Group Chair
21 January 2022**

¹ Now Footasylum Limited.