

CONSENT LETTER IN RESPECT OF FINAL UNDERTAKINGS ISSUED PURSUANT TO SECTION 82 ENTERPRISE ACT 2002 COMPLETED ACQUISITION

Consent under section 82 of the Enterprise Act 2002 to certain actions for the purposes of the Final Undertakings given to the Competition and Markets Authority (the “CMA”) on 14 January 2022 (the “Final Undertakings”)

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

We refer to your emails of 15 and 22 March 2022 requesting that the CMA consents to a derogation from the Final Undertakings. The terms defined in the Final Undertakings have the same meaning in this letter.

Under the Final Undertakings, save for written consent by the CMA, Pentland and JD Sports 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 Final Undertakings.

After due consideration of your request for consent in accordance with the Final Undertakings, 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 of the Final Undertakings listed below.

Paragraphs 4.2.13 of the Final Undertakings

Reference is made to the derogation to the Interim Order granted by the CMA on 15 December 2021 that permits specified JD Sports employees (the ‘**Deal Clean Team**’) to access Footasylum information which is strictly necessary for the specific purpose of achieving the divestment of Footasylum (the ‘**Deal Clean Team Derogation**’).

In order to carry out the divestiture of Footasylum, [REDACTED]. Therefore, JD Sports has requested that certain other individuals within JD Sports [the ‘**Relevant JD Individuals**’] [REDACTED] are also permitted to receive, review and use [REDACTED] (‘**Relevant Footasylum’s Information**’) [REDACTED] in relation to the following matters: [REDACTED] (the ‘**Specified Purpose**’), including:

[REDACTED]

The CMA grants this derogation subject to the following conditions:

- a) the Specified Purpose shall be strictly limited to matters relating to [REDACTED] (unless amended with the prior written approval of the CMA, including by email);
- b) the [Relevant JD Individuals] [REDACTED] may only be amended with the prior written approval of the CMA, including by email;
- c) [REDACTED]; and (ii) it is strictly necessary to achieve the Specified Purpose;
- d) JD Sports undertakes to [REDACTED];
- e) [REDACTED];
- f) [REDACTED];
- g) JD Sports keeps the Monitoring Trustee informed of any material developments relating to this derogation; and
- h) 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

Remedy Group Chair

29 March 2022