

**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 your email dated 16 May 2022 that the CMA grants 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 4.2.4 of the Undertakings

Footasylum is proposing to restructure the organisation of its [REDACTED] (as set out in Annex 1 and Annex 2 respectively). The CMA understands that Footasylum's proposed [REDACTED] within the meaning of the Undertakings.

Footasylum submits that this derogation will not create any risk of action which might impede the Final Disposal given that:

- Footasylum's proposed [REDACTED] within the business which will further the viability and competitive capability of Footasylum's business; and
- the [REDACTED] and will not adversely impact the way in which Footasylum's [REDACTED].

The CMA consents to Footasylum's proposed [REDACTED] (as set out in Annex 1 and Annex 2) and the [REDACTED]. The CMA grants this derogation on the basis that:

- a) [REDACTED];
- b) [REDACTED];
- c) [REDACTED];
- d) [REDACTED].

¹ Now Footasylum Limited.

Kip Meek
Remedy Group Chair
9 June 2022