

COMPLETED ACQUISITION BY GXO LOGISTICS, INC. OF WINCANTON PLC

Directions issued on 13 May 2025 pursuant to paragraph 10 of the Initial Enforcement Order imposed by the Competition and Markets Authority on GXO Logistics, Inc., International Venture Holdings Limited (England and Wales), and Wincanton Plc on 26 April 2024

1. Whereas:

- (a) On 29 April 2024, GXO Logistics, Inc. (**GXO**) acquired Wincanton Limited (formerly Wincanton plc) (**Wincanton**) (the **Merger**).
- (b) On 26 April 2024, the Competition and Markets Authority (**CMA**) made an Initial Enforcement Order (the **Initial Order**) addressed to GXO, International Venture Holdings Limited (England and Wales) and Wincanton (together, the **Addressees**) in accordance with section 72(2) of the Enterprise Act 2002 to prevent pre-emptive action. The Initial Order is still in force.
- (c) The CMA now issues written directions under paragraph 10 of the Initial Order that, for the purpose of securing compliance with the Initial Order, the Addressees must appoint a monitoring trustee (**MT**) in accordance with the terms provided for in Annex A and must comply with the obligations set out in Annex A.

Peter Park
Director, Mergers
Competition and Markets Authority
13 May 2025

ANNEX A: DIRECTIONS TO APPOINT A MONITORING TRUSTEE

1. INTERPRETATION

1. In these directions:

the Act means the Enterprise Act 2002;

the Addressees means GXO Logistics, Inc., International Venture Holdings Limited (England and Wales) and Wincanton Plc, and their respective subsidiaries;

an affiliate of a person is another person who satisfies the following condition, namely that any enterprise (which, in this context, has the meaning given in section 129(1) of the Act) that the first person carries on from time to time and any enterprise that the second person carries on from time to time would be regarded as being under common control for the purposes of section 26 of the Act;

business has the meaning, unless otherwise stated, given by section 129(1) and (3) of the Act;

CMA means the Competition and Markets Authority;

'Commencement Date' means 29 April 2024;

'Derogations' means any derogations granted whether before or after the appointment of the MT by the CMA by which the Addressees may undertake certain actions that derogate from the Initial Order;

Initial Order means the initial enforcement order made by the CMA on 26 April 2024 with a commencement date of 29 April 2024 and addressed to the Addressees;

the Acquirer Group means GXO Logistics, Inc., a company registered in the United States with the number 86-2098312, and International Venture Holdings Limited (England and Wales) (company number 12130098) (and **the Acquirer Group business** shall be construed as meaning the business of the Acquirer Group and its subsidiaries but excluding the Wincanton business, carried on as at the Commencement Date);

Wincanton means Wincanton Plc, a company registered in England and Wales with company number 04178808 (and **the Wincanton business** shall be construed as meaning the business, trade and assets of Wincanton and its subsidiaries, carried on as at the Commencement Date);

MT means the monitoring trustee appointed in accordance with these directions;

subsidiary has the meaning, unless otherwise stated, given by section 1159 of the Companies Act 2006 (and **subsidiaries** shall be construed accordingly);

the Transaction means the transaction by which GXO and Wincanton will cease to be distinct within the meaning of section 23 of the Act;

2. Terms and expressions defined in the Initial Order have the same meaning in these directions, and the singular shall include the plural and vice versa, unless otherwise specified or the context requires otherwise.

2. APPOINTMENT

3. The Addressees must appoint a MT in order to ensure their compliance with the Initial Order, in particular to:
 - (a) monitor and report to the CMA on compliance by the Addressees with the Initial Order;
 - (b) support the CMA in considering requests from the Addressees for derogations from the Initial Order;
 - (c) assist the CMA in ensuring that no action is being taken that might impede or undermine the CMA's remedies (if required), including assisting the CMA in the review of any preparatory steps by either of the Addressees in anticipation of any possible remedial action; and
 - (d) support the CMA taking any action to ensure compliance with the Initial Order and maintain the Acquirer Group and Wincanton businesses as going concerns.
4. The MT must act on behalf of the CMA and be under an obligation and duty of care to the CMA to carry out its functions to the best of its abilities.
5. The Addressees must cooperate fully with the MT, in particular as set out below, and must ensure that the terms and conditions of appointment of the MT reflect and give effect to the functions and obligations of the MT and the obligations of the Addressees as set out in these directions.

3. GENERAL

6. The MT must possess appropriate qualifications and experience to carry out its functions.
7. The MT must neither have, nor become exposed to, a conflict of interest that impairs its objectivity and independence in discharging its duties under these

directions, unless it can be resolved in a manner and within a timeframe acceptable to the CMA.

8. The Addressees shall remunerate and reimburse the MT for all reasonable costs properly incurred in accordance with the terms and conditions of the appointment and in such a way so as not to impede the MT's independence or ability to effectively and properly carry out its functions.
9. The Addressees must appoint the MT as soon as is reasonably practicable and in any event by **5pm on Tuesday 20 May 2025** (or such longer period as the CMA may reasonably agree in writing, including via email) and the MT will continue to act until the CMA has finally determined the reference (within the meaning of section 79 of the Act), has revoked the Initial Order, or has otherwise directed that the MT is no longer required.
10. The appointment of a MT by the Addressees is subject to the approval of the CMA as to the identity of the MT and the terms and conditions of appointment in their entirety and:
 - (a) the name and contact details of the proposed MT and a second proposed MT in reserve (should the CMA not approve the first proposed MT) must be notified to the CMA as soon as is reasonably practicable and in any event by **5pm on Thursday 15 May 2025** (or such longer period as the CMA may reasonably agree in writing, including via email);
 - (b) the draft terms and conditions of appointment must be notified to the CMA as soon as is reasonably practicable and in any event by **5pm on Thursday 15 May 2025** (or such longer period as the CMA may reasonably agree in writing, including via email); and
 - (c) once the MT has been approved by the CMA and appointed, the Addressees must forthwith provide the CMA with a copy of the agreed terms and conditions of appointment.

4. FUNCTIONS

11. The functions of the MT will be to:
 - (a) monitor compliance by the Addressees with the Initial Order;
 - (b) assist the CMA with the consideration of any derogation requests made by the Addressees, and monitor compliance by the Addressees with any derogations granted by the CMA;
 - (c) to assist the CMA in ensuring that no action is being taken that might impede or undermine the CMA's remedies (if required), including assisting CMA in

the review of any preparatory steps by either of the Addressees in anticipation of any possible remedial action; and

- (d) without prejudice to the right of the Addressees to directly contact the CMA, respond to any questions which the Addressees may have in relation to compliance with the Initial Order, in consultation with the CMA.

- 12. The MT must take such steps as it reasonably considers necessary in order to carry out its functions effectively, including requiring the provision of information or the production of documents relating to communications within and between the Acquirer Group business and the Wincanton business, such as written and electronic communications, telephone conversations and meetings as may be required.
- 13. The MT must comply with any requests made by the CMA for the purpose of ensuring the full and effective compliance by the Addressees with the Initial Order.

5. OBLIGATIONS OF THE ADDRESSEES

- 14. The Addressees, and their respective affiliates and their employees, officers, directors, advisers and consultants must cooperate fully with the MT, in particular by providing the MT with all cooperation, assistance and information as the MT may reasonably require in order to discharge its functions, including but not limited to:
 - (a) the provision of full and complete access to all personnel, books, records, documents, facilities and information of the Acquirer Group business and the Wincanton business as the MT may reasonably require; and
 - (b) the provision of such office and supporting facilities as the MT may reasonably require.
- 15. If the Addressees are in any doubt as to whether any action or communication would infringe the Initial Order, they are required to contact the MT for clarification. However, for the avoidance of doubt, the MT has no authority, express or implied, to consent to any derogation or variation of the obligations in the Initial Order, and any opinion of the MT regarding an action or communication does not bind the CMA nor indicate that the CMA has approved or sanctioned the action or communication. Derogations can only be granted by the CMA, and will always be granted in writing.
- 16. If any of the Addressees have any reason to suspect that the Initial Order may have been breached, it must notify the MT and the CMA immediately.

6. REPORTING FUNCTIONS

17. Where the CMA requests a report from the MT on any of the matters relating to the MT's functions set out in paragraph 11, the MT is required to report to the CMA within a deadline set by the CMA.
18. In addition to MT's reporting functions referred to in paragraph 17 above, the MT must provide a statement to the CMA every two weeks from the date of the MT's appointment (or otherwise as required by the CMA) stating whether or not, in the MT's view, the Addressees have complied with the Initial Order. At the same time, the MT must provide the CMA with a report setting out the following:
 - (a) the basis for the MT's view that the Initial Order has or has not, as the case may be, been complied with and in particular whether:
 - (i) anything has caused the MT to be concerned as to whether the Addressees have complied with the Initial Order, and if it has, whether those concerns have been resolved and why;
 - (ii) the MT has any remaining doubts or uncertainties as to whether the Addressees have complied with the Initial Order; and
 - (iii) anything causes the MT to be concerned about a possible future breach of the Initial Order (whether deliberate or inadvertent);
 - (b) details of the performance of the Addressees' business that may form part of a possible remedy (if required), including any factors that might indicate asset deterioration that undermines the CMA's ability to take any remedial action (if required);
 - (c) the extent to which the Addressees have cooperated with the MT in its task of monitoring their compliance with the Initial Order and details of any aspects of the cooperation of the Addressees that the MT considers could be improved;
 - (d) the extent to which the MT considers that it is in an appropriate position to monitor the Addressees' compliance with the Initial Order and if there is anything that the MT considers would assist it in monitoring compliance;
 - (e) any current or anticipated requests for consent to vary, or to seek a derogation from, the Initial Order; and
 - (f) the information the MT used to compile the report.
19. When providing reports to the CMA, the MT must ensure that it does not disclose any information or documents to the CMA which the Addressees would be entitled to withhold from the CMA on the grounds of legal privilege and nothing in these

directions requires the Addressees to produce any information or documents to the MT which are privileged.

20. The MT must immediately notify the CMA in writing if it forms a reasonable suspicion that the Initial Order has been breached, or if the MT considers that it is no longer in a position to effectively carry out its functions. In that situation, the MT must give reasons for this view, including any supporting evidence available (unless doing so would infringe the obligations referred to in paragraph 19 above).
21. All communications between the MT and the CMA (including the statements and reports referred to in paragraphs 17 and 18) are confidential and should not be disclosed to any of the Addressees, save with the prior written consent of the CMA. The MT shall not disclose such communications to third parties.