

DEROGATION LETTER IN RESPECT OF INITIAL ENFORCEMENT ORDER ISSUED PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002

**Consent under section 72(3c) of the Enterprise Act 2002 (the Act) to
certain actions for the purposes of the Initial Enforcement Order made
by the Competition and Markets Authority (CMA) on 26 April 2024**

Completed acquisition by GXO Logistics, Inc. of Wincanton Plc

Dear [X],

We refer to your emails of 9 June 2025, 15 June 2025, and 17 June 2025 requesting that the CMA consents to a derogation to the Initial Enforcement Order of 26 April 2024 (the **Initial Order**). Unless otherwise stated, the terms defined in the Initial Order have the same meaning in this letter.

On 10 June 2025, the CMA issued a derogation (subject to terms set out therein) from paragraphs 5(a), 5(g), and 5(l) of the Initial Order to permit the Parties to develop and agree on a joint response strategy, coordinate bid response activities, present themselves as making a joint bid to potential bid partners, suppliers and other third parties and present a single combined proposal to the [X] tender coming to market this year (the [X] **Derogation**). On 15 June 2025, the Parties requested the derogation set out below. The CMA hereby revokes the Initial [X] and issues the derogation hereunder with immediate effect.

For the avoidance of doubt, please note the following: (i) the Initial [X] applies in relation to any activities undertaken in relation to the Permitted Purpose (as defined in the Initial [X] Derogation) from the time the Initial [X] Derogation was granted until the issuance of this derogation; (ii) the below derogation shall apply in relation to any activities undertaken in relation to the Permitted Purposes (as defined below) immediately thereafter; (iii) the Initial [X] Derogation was subject to the Confidentiality Undertaking as approved by the CMA, which continues to apply in respect of any activities undertaken in accordance with the Initial [X] Derogation; and (iv) on granting this derogation, a new Confidentiality Undertaking shall apply in a form to be approved by the CMA.

Under the Initial Order, save for written consent by the CMA, the Acquirer Group and its subsidiaries are required to hold separate the GXO business from the Wincanton business 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 Initial Order, based on the information received from you and in the particular circumstances of this case, the CMA consents to GXO carrying out the following actions, in respect of the specific paragraphs:

Paragraphs 5(a), 5(g), and 5(l) of the Initial Order

The Parties request a derogation from paragraphs 5(a), 5(g), and 5(l) to permit the Parties to develop and agree on a joint response strategy, coordinate bid response activities, present themselves as making a joint bid to potential bid partners, suppliers and other third parties, present a single combined proposal and/or provide joint consultative, diagnostic services to each of: (i) [X] and (ii) [X] tender (collectively, the **Tenders**) coming to market this year (the **Permitted Purposes**). The Parties submitted that Confidential Information in connection to the Tenders will be exchanged with the individuals listed in Annex 1 (the **Authorised Individuals**). **Confidential Information** means the confidential information of Wincanton or GXO strictly limited to that which is necessary for the Permitted Purposes, and not any decisions made in relation to the Tenders.

The CMA grants this derogation strictly on the basis that:

- (1) the Parties shall not present themselves as making a joint bid or provide joint consultative, diagnostic services to any person, as a result of this derogation, other than in connection with the Tenders, and only as is strictly necessary for the Permitted Purposes;
- (2) the Tenders shall be entirely separate from GXO's warehousing services business (including ancillary transport services) serving grocery customers (**GXO's grocery business unit**) and Wincanton's warehousing services business (including ancillary transport services) serving grocery and consumer customers (**Wincanton's Groceries & Consumer business unit**);
- (3) this derogation shall not result in any Confidential Information being exchanged with anyone at either Party who is not an Authorised Individual;
- (4) this derogation shall not result in any Confidential Information being exchanged beyond that which is strictly necessary for the Permitted Purposes, and for the avoidance of doubt shall in no case include any confidential information of Wincanton's Grocery & Consumer business unit;
- (5) the Authorised Individuals shall enter into a confidentiality undertaking in a form to be approved by the CMA;
- (6) no changes to the list of Authorised Individuals covered by this derogation are made without written consent from the CMA (which can be given via email);

- (7) GXO shall keep a record of the Confidential Information shared relating to the Permitted Purposes in accordance with this derogation and such record shall be made available to the CMA on request;
- (8) firewalls and/or other ring-fencing measures shall be put in place such that only the Authorised Individuals within GXO and Wincanton can access any Confidential Information stored as part of this derogation;
- (9) the derogation shall not result in any integration between the Wincanton business and the Acquirer Group business beyond the collaboration on the Tenders as permitted by this derogation;
- (10) this derogation shall not prevent any remedial action which the CMA may need to take regarding the Transaction; and
- (11) this derogation shall not prevent the Authorised Individuals from being available to support any remedial action which the CMA may need to take regarding the Transaction.

Yours sincerely,

Peter Park
Director, Merger Remedies
18 June 2025

Annex 1 – Authorised Individuals

Name	Title	Party
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	GXO
[X]	[X]	Wincanton
[X]	[X]	Wincanton
[X]	[X]	Wincanton
[X]	[X]	Wincanton
[X]	[X]	Wincanton
[X]	[X]	Wincanton
[X]	[X]	Wincanton
[X]	[X]	Wincanton
[X]	[X]	Wincanton