

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

Dear [✂]

**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

We refer to your submission dated 5 November 2024 requesting that the CMA consents to a derogation from 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.

Under the Initial Order, save for written consent by the CMA, the Acquirer Group and Wincanton are required to hold separate the Acquirer Group 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 the Acquirer Group carrying out the following actions, in respect of the specific paragraph:

Paragraph 5(c) of the Initial Order

GXO requests the CMA's consent to undertake certain steps within a broader internal corporate reorganisation which it had planned for more than a year. GXO submits that these steps are to: [✂] (together, the **Internal Reorganisation Steps**).

GXO submits that the Internal Reorganisation Steps will not result in any change in the ultimate ownership of [✂]. Each of these companies are and will remain 100% indirectly owned by GXO.

GXO also submits that the purpose of the Internal Reorganisation Steps is to [✂].

GXO therefore requests a derogation from paragraph 5(c) of the Initial Order to allow GXO to carry out the Internal Reorganisation Steps. On consideration of the specific facts and circumstances of this case, the CMA consents to this derogation from the Initial Order strictly on the basis that:

- (1) there will be no overall change to the commercial operations or business of GXO as a result of the Internal Reorganisation Steps;
- (2) there will be no change to the ultimate ownership of [✂];
- (3) there will be no negative impact on GXO's commercial operations, in particular it will have no impact on GXO's ability to service its customers in the ordinary course;
- (4) this derogation will not result in any integration between GXO and Wincanton; and
- (5) this derogation shall not prevent any remedial action which the CMA may need to take regarding the Transaction.

Yours sincerely,

Matteo Alchini
Assistant Director, Mergers
8 November 2024