

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 28 January 2025 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 its subsidiaries 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 Wincanton carrying out the following actions, in respect of the specific paragraph:

Paragraph 5(f) of the Initial Order

The CMA understands that Wincanton proposes to make certain changes to its IT systems and services (the **Proposed Changes**). Wincanton submits that the Proposed Changes are necessary to [✂].

The CMA understands that, as a result of the Proposed Changes:

- (a) [✂] upgraded and data archived; and

(b) Upgraded systems include [✂].

Wincanton therefore requests a derogation from paragraph 5(f) of the Initial Order in order to implement the Proposed Changes.

The CMA grants this derogation strictly on the basis that:

- (1) the Proposed Changes are unrelated to the Transaction and decisions related to the Proposed Changes have been taken independently of the Acquirer Group;
- (2) none of the Proposed Changes will adversely affect Wincanton's customers;
- (3) this derogation will not impact the viability of the Wincanton business during the term of the Initial Order;
- (4) this derogation will not result in any integration between the Wincanton business and the Acquirer Group business; 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
5 February 2025