

## **DEROGATION LETTER IN RESPECT OF INTERIM ORDER ISSUED PURSUANT TO SECTION 81(2) ENTERPRISE ACT 2002**

**Consent under section 81(2B) of the Enterprise Act 2002 to certain actions for the purposes of the Interim Order made by the Competition and Markets Authority ('CMA') on 19 June 2025**

### **Completed Acquisition by GXO Logistics, Inc. of Wincanton Plc**

Dear [X] and [X],

We refer to your submission dated 25 July 2025 requesting that the CMA consents to a derogation from the Interim Order of 19 June 2025 (the '**Interim Order**'). Unless otherwise stated, the terms defined in the Interim Order have the same meaning in this letter.

Under the Interim 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 impede the implementation of any remedial action by the CMA.

After due consideration of your request for a derogation from the Interim Order, based on the information received from you and in the particular circumstances of this case, the CMA consents to the Parties carrying out the following actions, in respect of the specific paragraphs:

### **Paragraphs 5(a), 5(g) and 5(l) of the Interim Order**

The CMA understands that Wincanton and GXO wish to meet to discuss (i) Wincanton's confidential information with GXO regarding its existing UK and Ireland licence agreement with [X], the implementation status of and objectives for the platform and the [X] ROW Opportunity, (ii) GXO's confidential information regarding GXO's transport spend profiles, and, (iii) if appropriate, jointly approach [X] to negotiate an extended licensing arrangement (the **Permitted Purpose**).

Wincanton submitted that confidential information of Wincanton and GXO will be exchanged between the individuals listed in Annex 1 (the **Authorised Individuals**).

Wincanton therefore request a derogation from paragraphs 5(a), 5(g) and 5(l) of the Interim Order in order to carry out the Permitted Purpose.

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The CMA grants this derogation strictly on the basis that:

- (1) the Permitted Purpose is entirely separate from Wincanton's dedicated warehousing services business (including [X]) serving grocery and consumer customers ([X]), [X], and will not involve [X];
- (2) this derogation will not result in any confidential information being exchanged with anyone at either Party who is not an Authorised Individual;
- (3) this derogation will not result in any confidential information being exchanged (i) beyond that which is strictly necessary for the Permitted Purpose, and for the avoidance of doubt will in no case include any confidential information of [X] or (ii) anyone other than an Authorised Individual listed in Annex 1;
- (4) the Authorised Individuals will enter into a confidentiality undertaking in a form to be approved by the CMA;
- (5) 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);
- (6) the Parties will keep a record of the confidential information shared relating to the Permitted Purpose in accordance with this derogation and such record will be made available to the CMA on request;
- (7) firewalls and/or other ring-fencing measures will 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; and
- (8) this derogation shall not prevent any remedial action which the CMA may need to take regarding the Merger.

Yours sincerely,

Richard Feasey  
Inquiry Group Chair  
6 August 2025

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## ANNEX 1 - AUTHORISED INDIVIDUALS

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