

## **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 (the Act) 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],

We refer to your email dated 1 August 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 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 implementation of remedial action.

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 GXO carrying out the following actions, in respect of the specific paragraphs:

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

[X] (the **Permitted Purpose**).

The CMA consents to a derogation from paragraphs 5(a) and 5(l) for the Permitted Purpose, strictly on the basis that:

- (a) the Permitted Purpose is entirely separate from [X];
- (b) no Wincanton confidential information will be requested by or shared with the Authorised Individuals in the discussions approved by this derogation;

- (c) no changes may be made to the Authorised Individuals covered by this derogation without written consent from the CMA (including via email);
- (d) this derogation is limited to conversations about integration planning and will not result in any actual integration between GXO and Wincanton; and
- (e) 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  
8 August 2025

