

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]

We refer to your submission dated 4 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 its subsidiaries are currently required to hold separate the GXO business from the Wincanton business and refrain from taking any action which might 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), 5(g) and 5(l) of the Interim Order

The CMA understands that the Parties propose to coordinate regarding the provision of [X], and the Parties' end customers (other than [X]), and (ii) review the potential for installation of charging infrastructure and the deployment of electric heavy goods vehicles at GXO-operated locations (the '**Permitted Purpose**'). The Parties submit that confidential information of Wincanton or GXO will be exchanged with the individuals listed in Annex 1 (the '**Authorised Individuals**').

The Parties 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.

The CMA grants this derogation strictly on the basis that:

- (1) the Permitted Purpose is entirely separate from Wincanton's [X] Business Unit, GXO's dedicated warehousing services business ([X]) serving grocery customers (**GXO's Grocery Business Unit**), 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 Wincanton's [X] Business Unit and GXO's [X] Business Unit, 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) GXO 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;
- (8) the derogation will not result in any integration between the Wincanton business and the Acquirer Group business while the Interim Order is in place, beyond collaboration in respect of the Permitted Purpose; and
- (9) 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
15 July 2025

Annex 1 – Authorised Individuals

Name	Title	Party
[REDACTED]	[REDACTED]	GXO
[REDACTED]	[REDACTED]	GXO
[REDACTED]	[REDACTED]	GXO
[REDACTED]	[REDACTED]	Wincanton
[REDACTED]	[REDACTED]	Wincanton
[REDACTED]	[REDACTED]	Wincanton
[REDACTED]	[REDACTED]	Wincanton