

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

Dear [X],

**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**

We refer to your email dated 24 June 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 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 Interim Order, based on the information received from you and in the particular circumstances of this case, the Acquirer Group may carry out the following actions, in respect of the specific paragraph:

### **Paragraph 5(e) of the Interim Order**

GXO owns the [X] warehouse located at [X] (the '**[X] Warehouse**'). GXO is seeking the CMA's consent to sell the [X] Warehouse at the start of Q4 2025. GXO submits that this sale is required due to [X]. GXO submits that all shared warehousing and transport customers shall be moved to GXO's pre-existing shared user site at [X], and that it intends to start consultations with employees and customers on [X]. GXO submits that the sale is in no way related to the Merger.

The CMA consents to the derogation strictly on the basis that:

- (1) the buyer of the [X] Warehouse is independent of Wincanton;

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- (2) this derogation will not result in any integration between the Wincanton business and the Acquirer Group business;
- (3) this derogation will not result in any disruption to, or impact the viability of, the Acquirer Group business; and
- (4) this derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

Yours sincerely,

Richard Feasey  
Inquiry Group Chair  
26 June 2025