

DEROGATION LETTER IN RESPECT OF FINAL UNDERTAKINGS ISSUED PURSUANT TO SECTION 82 ENTERPRISE ACT 2002

Consent pursuant to Annex 8 of the Final Undertakings to certain actions for the purposes of the Final Undertakings accepted by the Competition and Markets Authority (CMA) on 26 August 2025.

Completed acquisition by GXO Logistics, Inc. of Wincanton Plc (the 'Merger')

Dear [X]

We refer to your submission dated 5 September 2025 requesting that the CMA consents to derogations to the final undertakings given by GXO Logistics, Inc ('**GXO**'), International Venture Holdings Limited and Wincanton Limited ('**Wincanton**') to the CMA pursuant to section 82 of the Act on 26 August 2025 (the '**Final Undertakings**'). Unless otherwise stated, the terms defined in the Final Undertakings have the same meaning in this letter.

Under the Final Undertakings, 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 taking of any remedial action following such a reference.

After due consideration of your request for derogations from the Final Undertakings, 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 Annex 8, Part 2 of the Final Undertakings

The CMA understands that [X] is engaged in discussions with suppliers about cost recovery arising from [X]. The CMA further understands that GXO would like to [X], and exchange confidential information as is strictly necessary to achieve an optimal outcome in those discussions (the '**Permitted Purpose**').

The CMA therefore grants a derogation from paragraphs 5(a), 5(g) and 5(l) of the Final Undertakings to allow GXO to carry out the Permitted Purpose, strictly on the basis that:

- a. the Permitted Purpose is entirely separate from the Wincanton In-Scope Business and GXO In-Scope Business;
- b. disclosure of confidential information relating to the Permitted Purpose will be limited to those specific GXO personnel identified within Annex 1 (the **Authorised Individuals**), and this derogation will not result in any confidential information being exchanged with anyone at either Party who is not an Authorised Individual;
- c. no changes may be made to the list of Authorised Individuals covered by this derogation without written consent from the CMA (which can be given via email);
- d. this derogation will not result in any confidential information being exchanged 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 In-Scope Business and GXO In-Scope Business;
- e. the Authorised Individuals shall enter into a confidentiality undertaking in a form approved by the CMA, so as to safeguard the confidentiality of relevant information exchanged and ensure this is not shared with GXO's UK business (unless permitted by the CMA);
- f. 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;
- g. 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;
- h. this derogation will not result in any integration between GXO and Wincanton; and
- i. this derogation shall not prevent any remedial action which the CMA may need to take regarding the Merger.

Yours sincerely,

Richard Feasey
Remedy Group Chair
12 September 2025

ANNEX 1 - AUTHORISED INDIVIDUALS

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