

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

Consent under section 82 (2)(b) of the Enterprise Act 2002 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 19 June 2026 requesting that the CMA consents to a derogation to Annex 8 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, GXO and its subsidiaries are required to hold separate the Wincanton Out of Scope Business (the **OOSB**) from the Wincanton In-Scope Business (the **WDG**) 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 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 paragraph:

Paragraph 12(m) of Annex 8 of the Final Undertakings

The CMA understands that, following signing of the APA, [X]. In order to effect an orderly transition and integration of the Transport Operations to their respective post-closing operators and ensure the requisite coordination [X] (the **Permitted Purpose**), GXO submits that it requires the ability to receive, review and assess competitively sensitive information (**CSI**) of the WDG.

The CMA consents to GXO's request for a derogation, strictly on the basis that:

- (1) no CSI will be shared until an asset purchase agreement has been signed between the Parties and an Approved Purchaser for the Divestment Business;
- (2) the information shared with GXO will be limited to that which is strictly operationally necessary for the Permitted Purpose;
- (3) information exchanged for the Permitted Purpose will not be used to influence, or be capable of influencing, the competitive conduct of the WDG or OOSB Business in the Relevant Market;
- (4) firewalls will be put in place by the Parties to prevent any unauthorised individuals from accessing any CSI shared for the Permitted Purpose;
- (5) GXO will ensure that information exchanged under this derogation is not shared beyond those individuals who strictly require it for the Permitted Purpose and GXO will maintain an internal register of all individuals granted access to the information shared under this derogation (which can be shared with the CMA and/or Monitoring Trustee on request);
- (6) GXO will keep a record of information exchanged under this derogation and such record will be made available to the CMA and/or Monitoring Trustee on request; and
- (7) this derogation will not result in any integration of the WDG with the OOSB, or impairment of the ability of the WDG or OOSB to compete independently in the Relevant Market.

Yours sincerely,
Robin Foster
Remedy Group Chair
30 June 2026