

Consent under section 72(3C) of the Enterprise Act 2002 to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 1 March 2018

Completed acquisition by Trinity Mirror plc of certain assets of Northern & Shell Media Group Limited

We refer to your email and accompanying short paper dated 28 February 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 1 March 2018 (the 'Initial Order'). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order, save for written consent by the CMA, TM is required to hold separate the publishing assets of Northern & Shell business from the TM 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 Initial Order, based on the information received from you and in the particular circumstances of this case, TM and the publishing assets of Northern & Shell business may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 5(a) of the Initial Order

TM has request CMA consent to allow the Head of Internal Audit and Risk to lead a review of the governance and compliance processes of the publishing assets of Northern & Shell business and to make non-binding recommendations to the management of the publishing assets of Northern & Shall business for changes.

The CMA accepts to grant a derogation from the requirements in paragraph 5(a) of the Initial Order to allow for TM's internal audit team to conduct such a review and make recommendations on the following conditions:

- a) that access to the information gathered by TM as part of this review is limited to [X], and that these individuals will enter into non-disclosure agreements approved by the CMA;
- b) that access to the recommendations made by TM as part of this review is limited to Mark Hollinshead, [X] and members of the publishing assets of Northern & Shell business legal department, and that these

individuals will enter into non-disclosure agreements approved by the CMA.

2. Paragraph 5(f) of the Initial Order

TM has requested CMA consent to allow the publishing assets of Northern & Shell business to build a dedicated communications room and data centre with high speed internet access within the part of the Northern & Shell premises it from which the publishing assets of Northern & Shell business operate following the transaction. This derogation is necessary for the publishing assets of the Northern & Shell business to continue to operate as a going concern as this business no longer has access to the Northern & Shell premises and IT infrastructure to the extent it did prior to the transaction.

The CMA accepts to grant a derogation from the requirements in paragraph 5(f) of the Initial Order to allow for the development of the IT infrastructure as described, on the condition that TM does not have access to this communications room or data centre or access to the information circulated and store in the new IT infrastructure.