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By email

Dear [REDACTED]

ACQUISITION BY TRINITY MIRROR PLC ("TRINITY MIRROR") OF PUBLISHING ASSETS OF NORTHERN AND SHELL MEDIA GROUP LIMITED ("NORTHERN AND SHELL") (THE "TRANSACTION")

This letter is a response to your letter of 23 April 2018 (the "**Minded-to Letter**"). In the Minded-to Letter you state that the Secretary of State is minded to issue a Public Interest Intervention Notice ("**PIIN**") under s42(2) of the Enterprise Act 2002 (the "**Act**") on the basis that the public interest grounds under s58 of the Act relating to free expression of opinion and plurality may be relevant to a consideration of the Transaction.

The Minded-to Letter invites Trinity Mirror's representations, which the Secretary of State will consider before taking his final decision on whether to issue a PIIN in respect of the Transaction. This letter sets out Trinity Mirror's representations.

Trinity Mirror is clear that the Transaction will not operate against the public interest and that there is no need to issue a PIIN, for the reasons outlined previously and below.

This letter adopts the defined terms in Trinity Mirror's response dated 13 April 2018.

Free expression of opinion ground

1. Trinity Mirror considers that there can be no doubt that it is committed to free expression of opinion and the maintenance of editorial independence within all of its titles, including the Express Newspapers titles post-Transaction. As Trinity Mirror has explained in its letters of 9 February 2018 and 13 April 2018, and as noted in the Minded-to Letter, this is for the following reasons.
 - (a) Trinity Mirror does not influence the content, politics or agenda of any of its titles. Before the Transaction, Trinity Mirror had a portfolio of over 150 local, regional and national newspapers and more than 80 websites. These titles represent very different views (including social, economic and political views) and are aimed at very different readerships. Trinity Mirror has a track record of maintaining a policy of editorial independence across its titles.

- (b) It is commercially critical for Trinity Mirror to retain the identity of each title (including the range of views represented in the title) and its associated readership. Maintaining the existing readership of a newspaper title is necessary to maintain its circulation and cover price revenues. Given the two-sided nature of newspapers, it is also relevant to maintaining its advertising revenues, as advertisers choose to advertise in Trinity Mirror titles because they want to reach the different readership of each title.
 - (c) As noted in the Minded-to Letter, the Secretary of State considers that the type of content which is most relevant is news and current affairs. For the avoidance of doubt, any content sharing and pooling of resources will not cut across the independence of the individual title editorial decisions with regard to the agenda for, reporting of or opinion expressed on news or current affairs.
 - (d) Trinity Mirror is a listed company, with no controlling or material shareholder(s) who might seek to influence content or editorial direction. It has no political agenda.
 - (e) Each Trinity Mirror newspaper title has its own editor (except for some titles covering very small contiguous areas, which may instead share an editor). The decision of which stories to cover lies with the editor of the relevant Trinity Mirror title. All national newspaper title editors and editors-in-chief report to the Trinity Mirror editor-in-chief who has the key responsibility for maintaining editorial independence and who reports only to the chief executive officer. The editor-in-chief is not on the Board of Trinity Mirror, and therefore editors do not report to the Board of Trinity Mirror.
 - (f) Post-Transaction, each Express Newspapers title will also continue to have its own editor, who is responsible for setting the content and politics of the title.
 - (g) Editorial appointments are made by Lloyd Embley, the Trinity Mirror group editor-in-chief, without any influence from the Board of Trinity Mirror. This will apply to the Express Newspapers titles too. The appointments of Gary Jones (Editor in Chief – Express) and Jon Clark (Editor in Chief – Star) were also made by Lloyd Embley, without interference from the Board of Trinity Mirror.
 - (h) All Trinity Mirror and Express Newspapers titles and editors apply the Independent Press Standards Organisation Editors' Code of Practice.
2. For all of the reasons set out above, it is clear that the editorial independence of all Trinity Mirror titles and Express Newspapers titles will be maintained post-Transaction.
 3. The Minded-to Letter notes that it is unclear whether there are, or indeed whether there is a need for, any specific, formal mechanisms to ensure that editorial independence is maintained in the Express Newspapers titles. Trinity Mirror considers that its existing policies and procedures are sufficient to ensure that editorial independence is maintained in the Express Newspapers titles.
 4. Trinity Mirror has a track record of over 100 years of applying such policies. There can be no realistic doubt that it will continue to do so, including applying them to the Express Newspapers titles.
 5. Trinity Mirror's ownership of the Express Newspapers titles will increase the editorial independence of those titles (rather than decrease it) by comparison to the position under Northern & Shell.

- (a) Pre-Transaction the Express Newspapers titles were owned and controlled by a single individual (Richard Desmond) who was in a position to exert influence over editorial policy. In contrast, as noted above, Trinity Mirror is a listed company with no controlling or material shareholder(s) with robust, established systems of editorial independence and free expression.
 - (b) In addition, synergies from non-core content sharing will enable Trinity Mirror to maintain its titles (including the Express Newspaper titles) in the face of continued structural changes in the news industry.
6. For the reasons set out above, Trinity Mirror considers that there is no doubt that it will maintain free expression of opinion and editorial independence across all of its titles, including the Express Newspapers titles post-Transaction. There is therefore no reason for Ofcom to investigate this and, accordingly, there is no need for the Secretary of State to issue a PIIN on the basis of this consideration.

Plurality ground

7. Trinity Mirror considers that the Transaction will lead to no change to the overall range of views and distribution of voices available and consumed in the UK. As Trinity Mirror has explained in its letter of 13 April 2018, this is for the following reasons.
- (a) Ownership of newspaper titles is not indicative of the number of voices. Many news sources may have more than one voice providing news content in the UK.¹ This is consistent with Trinity Mirror's policy and track record, as set out above.
 - (b) There will remain post-Transaction a large number of national newspapers under different ownership and aimed at different readerships, offering a high degree of plurality.
 - (c) There are also a large number of voices provided by online newspapers and other news content providers in the UK across media, particularly on the internet.²
 - (d) The Trinity Mirror titles and the Express Newspapers titles have limited impact as news sources.³
8. The summary statistics quoted in the Minded-to Letter appear to Trinity Mirror to support this view. Even on the basis of the frame of reference used in the Minded-to Letter (which Trinity Mirror does not believe to be wholly accurate – see below), there will be no change to the overall range of views and distribution of voices. There will remain at least 20 national newspaper titles. News UK will remain in first place as a publisher on all measures (based on its shares of circulation, readership and news consumption). Trinity Mirror's position will not be significantly affected by the Transaction, as it will either acquire a similar position to DMGT (based on circulation and readership) or rank behind DMGT (based on news consumption).
9. Trinity Mirror considers that the correct frame of reference includes at least all national newspapers, including both paid-for and free titles, which contribute to the plurality of voices in the UK. The count of 20 newspapers used by DCMS has omitted many key titles which contribute significantly to the range of voices available and consumed.
- (a) The Financial Times is a distinctive and trusted title.
 - (b) The Metro's circulation and reach rival that of The Sun.

¹ See paragraph 28(a) of Trinity Mirror's response dated 13 April 2018 to DCMS' questions of 11 April 2018.

² See paragraph 28(b) of Trinity Mirror's response dated 13 April 2018 to DCMS' questions of 11 April 2018.

³ See paragraph 28(c) of Trinity Mirror's response dated 13 April 2018 to DCMS' questions of 11 April 2018.

- (c) The Evening Standard also has greater circulation and reach than the Daily Mirror and is a leading opinion former nationally as well as in its south-east distribution area.
- (d) In addition, if the Trinity Mirror Scottish national titles are counted, all Scottish national titles (including the Sunday Post, Sunday Herald Scotland and Scotland on Sunday) should be counted for consistency of approach.
10. On this basis, Trinity Mirror will own only 9 out of at least 26 titles post-Transaction.
11. At the top of page 6 on the Minded-to Letter titles are divided by their support of the Conservative or Labour parties, or as neutral. It is not clear which Trinity Mirror/Express Newspapers titles and other titles have been included in these three categories. However, "neutral" is the only possible one of these categories where there may have been an increased concentration of voices as a result of the Transaction. Including the important titles above would correctly recognise a number of other, substantial "neutral" titles.
12. As noted above, Trinity Mirror's commitment to editorial independence means that there is no risk that the editorial positions of the Trinity Mirror and Express Newspapers titles may be aligned post-Transaction. However, even if the editorial positions moved closer to each other (which will not be the case), there would remain a large number of voices and viewpoints available within printed newspapers in the UK.
13. Beyond the newspapers with print and online editions, there are an increasing number of pure online newspapers (such as the Independent and Huffington Post UK edition) which individually and together represent powerful voices and contribute to media plurality.
14. In addition, there are a vast number of voices across other media. These include the big broadcasters (eg BBC, ITV, C4, Sky News), news magazines (eg the Economist, New Statesman, Spectator), and particularly voices on the internet (eg BuzzFeed and Vice UK editions).⁴ Therefore, even if there were any concerns about potential alignment of editorial positions within printed newspapers, these would be more than offset by the plurality of viewpoints available and consumed across all news media in the UK. As acknowledged in the Minded-to Letter, online and other news providers are relevant to the assessment of plurality. Ofcom recently identified at least 18 news sources at the wholesale level and at least 15 news sources at the retail level, as well as several intermediaries.⁵
15. Therefore, Trinity Mirror considers that there will be no change to the overall range of views and distribution of newspaper voices or other voices available and consumed in the UK as a result of the Transaction. There is therefore no reason for Ofcom to investigate media plurality and, accordingly, there is no need for the Secretary of State to issue a PIIN on the basis of this consideration.

Conclusion

For all of the reasons set out above, it is clear that the Transaction will not operate against the public interest and, accordingly, Trinity Mirror considers that there is no need to issue a PIIN.

Trinity Mirror has repeatedly offered to meet with the Secretary of State and/or DCMS and has offered generally to do all that is necessary to help the Secretary of State's decision. These offers have to date been declined.

⁴ See the Kings College London report cited by DCMS at footnote 15 of the Minded-to Letter.

⁵ See paragraph 28(b) of Trinity Mirror's response dated 13 April 2018 to DCMS' questions of 11 April 2018.

Trinity Mirror appreciates that timing is tight, but would like to repeat its offer to meet with the Secretary of State (and/or the team at DCMS) in order to assist the Secretary of State's decision and to avoid what appears to Trinity Mirror to be an unnecessary regulatory review.

Yours sincerely

Angus Coulter