

Consent under section 72(3C) of the Enterprise Act 2002 (the Act) to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 14 November 2018

Completed acquisition by Global Radio Services Limited of Semper Veritas Holdings S.à.r.l

We refer to your emails dated 29 November and 3 December 2018 requesting that the CMA consents to derogations to the Initial Enforcement Order of 14 November 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, Balnom and Global Radio are required to hold separate the Balnom business from the Semper Veritas 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, Balnom and Global Radio may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 5(e) of the Initial Order

The CMA understands that Global Radio requires a derogation to refinance its group debt and put a new bank debt facility (the **Refinanced Facility**). The CMA also understands that the Refinanced Facility will not prejudice the operation of either the Global Radio or the Semper Veritas businesses, will not increase the risk profile of the Global Radio or Semper Veritas businesses, will not subject Semper Veritas to any obligations or encumbrances, and will satisfy a legitimate objective to repay individual shareholders. Global Radio has confirmed that the Refinanced Facility will permit the continuation of Global Radio making certain funds available to the Semper Veritas business in accordance with the CMA's derogation granted on 16 November 2018. The CMA therefore consents to Global Radio's proposal to put in place the Refinanced Facility, subject to the following conditions:

- The out of home advertising businesses of Global Radio and Semper Veritas will:
 - be excluded from the security net required under the Refinanced Facility;

- not be included in Global Radio's reporting requirements relating to the Refinanced Facility;
- not be included in Global Radio's financial covenants relating to the Refinanced Facility;
- Global Radio's current loan/funding to Semper Veritas will continue to remain in place;
- The terms of the senior debt are not materially different from those presented to the CMA in Global Radio's derogation request dated 29 November 2018;
- Confidential and commercially-sensitive information relating to Semper Veritas will not, under any circumstances, be provided to, or used by the banks in connection with the Refinanced Facility.

Maria Duarte
Assistant Director, Mergers