

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 14 November 2018

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

We refer to your emails dated 23 January, 30 January and 4 February 2019 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 paragraph:

1. Paragraph 5(l) of the Initial Order

The CMA understands that Balnom requires a derogation to receive information which falls within the scope of paragraph 5(l) of the Initial Order relating to the UK Business (as defined in the CMA's derogation consent dated 19 December 2018) (**UK Business Paragraph 5(l) Information**) as part of the preparatory work for integration of the Semper Veritas business.

The CMA therefore consents to certain employees of, and consultants engaged by, Global Media & Entertainment Limited (**Global**) receiving UK Business Paragraph 5(l) Information for the purposes of integration planning in respect of business processes, human resources, IT systems and infrastructure, and site infrastructure, subject to the following safeguards:

1. Any UK Business Paragraph 5(l) Information shall be exchanged in accordance with the principles set out in Annex 1 (which are subject to CMA review and approval);

2. Only the individuals listed in Annex 2 (each a **Clean Team Member**) will receive UK Business Paragraph 5(l) Information. Additional individuals may be added to Annex 2 with the prior consent of the CMA;
3. Clean Team Members shall request (and receive) UK Business Paragraph 5(l) Information directly from the UK Business. Clean Team Members shall not obtain UK Business Paragraph 5(l) Information from any other sources; and
4. Each Clean Team Member will sign a Clean Team Acknowledgement Letter (see Annex 3) (which is subject to CMA review and approval), pursuant to which (inter alia):
 - a. Clean Team Members will not share UK Business Paragraph 5(l) Information with non-Clean Team Members; and
 - b. Clean Team Members will report on UK Business Paragraph 5(l) Information only to members of Global's senior management team, and in a manner that sufficiently aggregates or redacts the UK Business Paragraph 5(l) Information so as to ensure that it is not commercially sensitive.
 - c. Where UK Business Paragraph 5(l) Information is combined with non-UK Business information, Clean Team Members will report only to members of Global's senior management team, and in a manner that sufficiently aggregates or redacts the information so as to ensure that it is not possible to derive UK Business Paragraph 5(l) Information.

Maria Duarte

Assistant Director, Mergers

11 February 2019

Annex 1: Clean Team Principles

Annex 2: Clean Team Members

1. [REDACTED] (consultant, [REDACTED])
2. [REDACTED] (consultant, [REDACTED])
3. [REDACTED] (consultant, [REDACTED])
4. [REDACTED] (consultant, [REDACTED])
5. [REDACTED] (consultant, [REDACTED])
6. [REDACTED] (consultant, [REDACTED])
7. [REDACTED] (consultant, [REDACTED])
8. [REDACTED] (consultant, [REDACTED])
9. [REDACTED] (consultant, [REDACTED])
10. [REDACTED] (consultant, [REDACTED])
11. [REDACTED] (consultant, [REDACTED])
12. [REDACTED] (consultant, freelance)
13. [REDACTED] (consultant, freelance)
14. [REDACTED] (consultant, freelance)
15. [REDACTED] ([REDACTED]ⁱ, Global)
16. [REDACTED] ([REDACTED], Global)
17. [REDACTED] ([REDACTED]ⁱⁱ, Global)
18. [REDACTED] ([REDACTED]ⁱⁱⁱ, Global)

ⁱ Point 15, the reference to '[REDACTED]' should read '[REDACTED]'.

ⁱⁱ Point 17, the reference to '[REDACTED]' should read '[REDACTED]'.

ⁱⁱⁱ Point 18, the reference to '[REDACTED]' should read '[REDACTED]'.

Annex 3: Clean Team Acknowledgement Letter