

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.a.r.l

We refer to your emails dated 11 March 2019 and 18 March 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 (the **Parties**) may carry out the following actions, in respect of the specific paragraph:

1. Paragraph 5(d), 5(e), 5(i) and 5(k) of the Initial Order

The CMA understands that Balnom wishes to [DETAIL OR NATURE OF AGREEMENT REDACTED] its [REDACTED] as listed in Annex 1 (the **non-related** [REDACTED]). Balnom will continue to comprise out-of-home advertising (**OOH**) [REDACTED] (the **related** [REDACTED]).

The CMA consents to Balnom [DETAIL OR NATURE OF AGREEMENT REDACTED] its non-related [REDACTED] based on the following information which we received in your e-mail dated 1 April 2019:

- (a) The viability or competitive capability of the related [REDACTED] (which will remain subject to the Initial Order) are not dependent on the non-related [REDACTED];
- (b) staff from the related [REDACTED] do not interact with staff from the non-related [REDACTED], nor do staff have dual responsibilities in respect of both the related [REDACTED] and the non-related [REDACTED] (except for

[REDACTED]);

- (c) all tangible and intangible assets (including intellectual property rights) from the related [REDACTED], are not also used by the non-related [REDACTED];
- (d) there are no customers and/or supplier contracts/relationships which are common to both the related and non-related [REDACTED] apart from [REDACTED] Balnom has entered [REDACTED]. [DETAIL OR NATURE OF AGREEMENT REDACTED], it is intended that the non-related [REDACTED] will be a party to [REDACTED];
- (e) that the provision of back-office support functions (ie accounting, legal, HR, procurement) to the related [REDACTED] and non-related [REDACTED] does not give rise to a risk that commercially-sensitive, confidential or proprietary information of the related [REDACTED] can flow back to the non-related [REDACTED];
- (f) that the related and non-related [REDACTED] operate on separate IT systems or that shared IT systems are otherwise capable of being, and will be, effectively ring-fenced; and
- (g) there are, in practice, no other material links between the related [REDACTED] and the non-related [REDACTED] including, for example, that the services provided by these [REDACTED] are not purchased together by customers.

Further, the CMA consents to this derogation request subject to the following safeguards:

- a) The non-related [REDACTED] can only be amended with prior approval of from the CMA.
- b) This derogation shall not prevent any remedial action that the CMA may need to take regarding this merger.

Maria Duarte
Assistant Director, Mergers
2 April 2019

Annex 1 [Redacted entirely]