

**DEROGATION LETTER
IN RESPECT OF INITIAL ENFORCEMENT ORDERS ISSUED PURSUANT TO
SECTION 72(2) ENTERPRISE ACT 2002
COMPLETED ACQUISITION**

Please note that [ⓧ] indicates figures or text which have been deleted at the request of the parties for reasons of commercial confidentiality.

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 5 December 2019

Completed acquisition by Daily Mail and General Trust plc of JPIMedia Publications Limited

We refer to your email dated 18 December and notes dated 12 and 16 December 2019 requesting that the CMA consents to derogations to the Initial Enforcement Order of 5 December 2019 (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, Daily Mail and General Trust plc (**DMGT**) and DMG Media Limited (**DMG Media**) are required to hold separate the JPIMedia Publications Limited (**JPIMedia Publications**) business from the DMGT 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, DMGT and JPIMedia Publications may carry out the following actions, in respect of the specific paragraphs:

Paragraphs 5(a), 5(g) and 5(l) of the Initial Order

DMGT submits that, prior to the acquisition of the JPIMedia Publications business, the JPIMedia Publications business and its employees benefitted from the group-wide professional and employee insurance schemes of the seller group, JPIMedia Limited (the "**Seller**") including [ⓧ].

To ensure that the JPIMedia Publications business has appropriate professional and employee insurance policies in place, DMGT is requesting consent to:

- (i) discuss with the Seller's insurance providers and the Seller [ⓧ];
- (ii) [ⓧ], discuss with its own insurance providers about the addition of the JPIMedia Publications business and its employees to DMGT's own insurance policies; and
- (iii) [ⓧ], add the JPIMedia Publications business and its employees to DMGT's own insurance policies.

To ensure that the JPIMedia Publications business has appropriate professional and employee insurance policies in place, the CMA consents to DMGT taking the steps outlined above provided that:

- (a) Any information relating to the JPIMedia Publications business shared with DMGT for these purposes is limited to that which is strictly necessary for the purposes of ensuring that the JPIMedia Publications business receives the appropriate insurance cover;
- (b) The information will only be provided to a limited number of individuals (as listed in Annex 1) for whom it is strictly necessary to receive the information for this permitted purpose;
- (c) Each of the persons listed in Annex 1 shall enter into a NDA in the form approved by the CMA;
- (d) No further changes to the DMGT personnel covered by this derogation are permitted without written consent from the CMA (including via email);
- (e) Insurance policies entered into on behalf of the JPIMedia Publications business will not be on terms that are financially onerous to the JPIMedia Publications business;
- (f) Firewalls will be put in place to prevent any unauthorised DMGT personnel from accessing any information provided by the JPIMedia Publications business for the permitted purpose;
- (g) DMGT will maintain lists of individuals who have been authorised to receive confidential information for a permitted purpose by the CMA and are subject to NDAs, including the relevant permitted purpose(s) for which each individual may receive confidential information;
- (h) Should the transaction be prohibited, DMGT will ensure that any confidential information exchanged with DMGT for the purposes of this derogation will be returned to the business to which it relates and any copies destroyed, except to the extent record retention is required by law or regulation;
- (i) No actions will be taken which would be difficult or costly to reverse; and
- (j) The inclusion of JPIMedia Publications in DMGT's insurance policies will have no influence upon the commercial direction of the JPIMedia Publications business during the term of the Initial Order.

Yours sincerely,

Sorcha O'Carroll
Director, Mergers
18 December 2019

Annex 1

- [✂]
- [✂]
- [✂]
- [✂]