

COMPLETED ACQUISITION BY DMG MEDIA LTD OF JPIMEDIA PUBLICATIONS LTD

Adoption of Initial Enforcement Order

On 21 January 2020, pursuant to section 44 of the Enterprise Act 2002 (the **Act**), the Secretary of State for Digital, Culture, Media, and Sport issued a public interest intervention notice in respect of the completed acquisition by Daily Mail and General Trust plc (**DMGT**) of JPIMedia Publications Ltd (the **Merger**). DMGT acquired the entire issued share capital of JPIMedia Publications Ltd from JPIMedia Ltd pursuant to a share purchase agreement between DMG Media Ltd (a wholly-owned subsidiary of DMGT) and JPIMedia Ltd.

On 5 December 2019, prior to the issuing of the public interest intervention notice, the Competition and Markets Authority (CMA) served an initial enforcement order on DMGT and DMG Media Ltd under section 72(2) of the Act (the **Initial Enforcement Order**) for the purposes of preventing DMGT and/or DMG Media Ltd from taking any action which might prejudice a reference by the CMA under section 22 of the Act or impede the taking of any action by the CMA under Part 3 of the Act. The CMA subsequently approved certain limited derogations to the Initial Enforcement Order on 18, 20 and 27 December 2019 (two derogation letters on 27 December), 9 and 13 January 2020. The Initial Enforcement Order (together with the approved derogations listed above) remains in force.

By virtue of section 72(6)(c) of the Act, the Initial Enforcement Order will cease to be in force at the end of the period of 7 days beginning with the giving of the public interest intervention notice, unless the Initial Enforcement Order is adopted by the Secretary of State for Digital, Culture, Media, and Sport.

The Secretary of State for Digital, Culture, Media, and Sport, hereby adopts the Initial Enforcement Order (in accordance with its terms, including those terms as derogated from, as set out above) in accordance with paragraph 2(4) of Schedule 7 of the Act for the purposes of ensuring that no action is taken by DMGT and/or DMG Media Ltd pending the determination of any reference under section 45 of the Act which might prejudice that reference or impede the taking of any action which may be justified by the Secretary of State's decisions on the reference.

Variation to the Initial Enforcement Order so adopted

The Secretary of State for Digital, Culture, Media and Sport further makes the following order pursuant to paragraph 2(5)(b) of Schedule 7 to the Act.

The Initial Enforcement Order and its terms (including those terms as derogated from, as set out above) adopted by the Secretary of State for Digital, Culture, Media and Sport on 27 January 2020, are varied as follows.

References to "the CMA" in paragraphs 4, 5, 11 and 12 of the Initial Enforcement Order shall be taken as references to the Secretary of State for Digital, Culture, Media and Sport; references to "the CMA" in paragraphs 7, 8, 9 and 10 of the Initial Enforcement Order shall

be taken to include both the CMA and the Secretary of State for Digital, Culture, Media and Sport; and the definition of “the decisions” in paragraph 14 of the Initial Enforcement Order shall be taken to mean decisions of the Secretary of State for Digital, Culture, Media and Sport on a reference under section 45 of the Act.

In the Compliance statement for DMGT/DMG Media annexed to the Initial Enforcement Order, the reference to “the Order made by the CMA in relation to the transaction on 5 December 2019” in paragraph 1(a) shall be taken to mean “the Order made by the CMA in relation to the transaction on 5 December 2019 and adopted by the Secretary of State for Digital, Culture, Media and Sport on 27 January 2020”; the references to “the CMA” in paragraph 2 shall be taken as references to the Secretary of State for Digital, Culture, Media and Sport; the reference to “section 22 of the Act” in paragraph 2(a) shall be taken as a reference to section 45 of the Act; and the reference to “the CMA” in paragraph 3 shall be taken to include both the CMA and the Secretary of State for Digital, Culture, Media and Sport.

In the text in the penultimate paragraph, following the words “I understand that:”, the reference to “the CMA” shall be taken to be a reference to the CMA, the Secretary of State for Digital, Culture, Media and Sport or Ofcom.

In the following final paragraph, the reference to “the CMA” shall be taken to include both the CMA and the Secretary of State for Digital, Culture, Media and Sport.

In the Compliance statement for JPIMedia Publications Ltd annexed to the Initial Enforcement Order, the reference to “the Order made by the CMA in relation to the transaction on 5 December 2019” in paragraph 1(a) shall be taken to mean “the Order made by the CMA in relation to the transaction on 5 December 2019 and adopted by the Secretary of State for Digital, Culture, Media and Sport on 27 January 2020”; the references to “the CMA” in paragraph 2 shall be taken as references to the Secretary of State for Digital, Culture, Media and Sport; the reference to “section 22 of the Act” in paragraph 2(a) shall be taken as a reference to section 45 of the Act; and the reference to “the CMA” in paragraph 3 shall be taken to include both the CMA and the Secretary of State for Digital, Culture, Media and Sport.

In the text in the penultimate paragraph, following the words “I understand that:”, the reference to “the CMA” shall be taken to be a reference to the CMA, the Secretary of State for Digital, Culture, Media and Sport or Ofcom.

In the following final paragraph, the reference to “the CMA” shall be taken to include both the CMA and the Secretary of State for Digital, Culture, Media and Sport.

In the derogation of 18 December 2019, the reference to “the CMA” in paragraph (d) shall be taken as a reference to the Secretary of State for Digital, Culture, Media and Sport; and the reference to “the CMA” in paragraph (g) shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport.

In the first derogation of 20 December 2019, the reference to “the CMA” in paragraph (d) shall be taken as a reference to the Secretary of State for Digital, Culture, Media and Sport; and the reference to “the CMA” in paragraph (f) shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport.

In the second derogation of 20 December 2019, references to “the CMA” in paragraphs (e), (f), (j) and (k) shall be taken as references to the Secretary of State for Digital, Culture, Media and Sport; and the reference to “the CMA” in paragraph (h) shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport.

In the third derogation of 20 December 2019, references to “the CMA” in paragraphs (b) and (e) shall be taken as references to the Secretary of State for Digital, Culture, Media and Sport; and the reference to “the CMA” in paragraph (g) shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport.

In the fourth derogation of 20 December 2019, the reference to “the CMA” in paragraph (e) shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport; and the reference to “the CMA” in paragraph (g) shall be taken as a reference to the Secretary of State for Digital, Culture, Media and Sport.

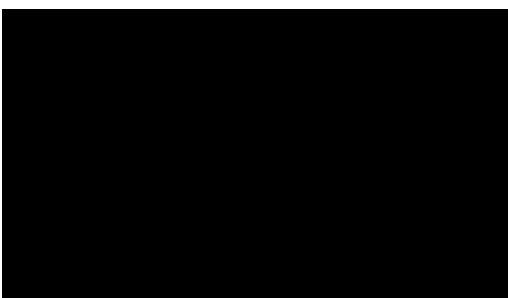
In the fifth derogation of 20 December 2019, references to “the CMA” in the penultimate and final paragraph shall be taken as references to the Secretary of State for Digital, Culture, Media and Sport.

In the first derogation letter of 27 December 2019 (pensions), the reference to “the CMA” in paragraph (d) shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport.

In the second derogation letter of 27 December 2019 (financial information), the reference to “the CMA” in paragraph (d) shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport.

In the derogation of 9 January 2020, the reference to “the CMA” in the penultimate paragraph shall be taken as a reference to the CMA or the Secretary of State for Digital, Culture, Media and Sport; and the reference to the CMA in the final paragraph shall be taken as a reference to the Secretary of State for Digital, Culture, Media and Sport.

In the second derogation of 13 January 2020, the reference to “the CMA” in paragraph (d) shall be taken as a reference to the Secretary of State for Digital, Culture, Media and Sport.



Director, Media & Creative Industries
An official of the Department for Digital, Culture, Media and Sport