

**DEPARTMENT FOR DIGITAL, CULTURE, MEDIA AND SPORT
NOTICE OF ACCEPTANCE ON THE PROPOSED UNDERTAKINGS GIVEN BY NEWS
CORP UK & IRELAND LTD (NEWS UK) UNDER SCHEDULE 10 OF THE ENTERPRISE
ACT 2002, AS APPLIED TO THIS SITUATION BY VIRTUE OF PARAGRAPH 62 OF
SCHEDULE 18 OF THE COMMUNICATIONS ACT 2003, TO VARY THE CONDITIONS
RELATING TO THE TIMES AND THE SUNDAY TIMES APPROVED BY THE THEN
SECRETARY OF STATE FOR TRADE IN JANUARY 1981**

Background

1. On 10 January 2019, Allen and Overy (AO) on behalf of News UK, AO submitted a formal request to vary some of the conditions related to their acquisition of The Times and The Sunday Times approved by the then Secretary of State for Trade in 1981 (the “1981 conditions”). The 1981 conditions included various binding conditions which were intended to maintain The Times and The Sunday Times as two distinct and separate publications with separate journalistic teams and with requirements to protect editorial independence. The proposed changes would allow The Times and The Sunday Times to share journalist resources subject to the agreement of both newspapers’ editors.
2. On 18 January 2019, DCMS issued a statement¹ and published an Invitation to Comment on the application submitted by News UK. The Secretary of State sought views on whether the proposed changes were warranted in light of changes in the newspaper market since 1981, and whether the changes proposed by News UK would have an adverse effect on the relevant public interests as set out in section 58 Enterprise Act 2002. The Department received a total of six responses from interested parties to the Invitation to Comment².
3. On 10 April, DCMS wrote to News UK setting out the Secretary of State’s decision on News UK’s application. The Secretary of State considered that there had been a material change of circumstances since 1981 which warranted his consideration of News UK’s application. The Secretary of State also concluded that the change of circumstances justified the variation in the conditions, as the effect of News UK’s proposed changes to the 1981 conditions, would not materially impact on the public interest considerations, and that he was therefore minded to accept News UK’s application.
4. As set out in the Invitation to Comment dated 18 January, the Secretary of State considered News UK’s application to amend the 1981 conditions as an offer of new undertakings in accordance with Paragraph 62 of Schedule 18 to the Communications Act 2003. However, in considering the proposed undertakings as a whole, the Secretary of State noted that the existing governance arrangements as set out in the 1981 conditions lacked clarity and certainty over roles and responsibilities and that these arrangements needed to be updated and adjusted to better reflect corporate best practice before he could give his final approval to the new undertakings.
5. The Secretary of State asked DCMS officials to begin discussions with News UK, their legal representatives, the Editors of both newspapers and representatives of the Independent National Directors (INDs) of Times Newspapers Holdings Ltd (TNHL) on the

¹ <https://www.gov.uk/government/statement-on-proposed-undertakings-by-news-uk-re-times-and-sunday-times>

² These are available at : <https://www.gov.uk/government/publications/responses-to-invitation-to-comment>

scope of changes to governance arrangements. Following the conclusion of discussions, News UK submitted revised undertakings to DCMS on 3 June.

6. The Secretary of State considered the revised undertakings submitted by News UK and announced on 27 June that they are now in a form that he can accept. However, before he is able to agree to new undertakings, and in line with paragraph 2 of Schedule 10 of the Enterprise Act 2002, as applied to this situation by virtue of para 62(7)(a) of Schedule 18 of the Communications Act 2003, the Secretary of State issued a Notice of Consultation on 27 June seeking views on the revised undertakings offered by News UK on 3 June.

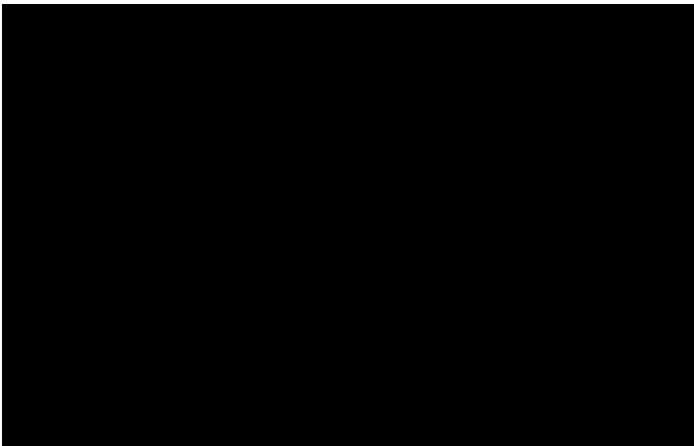
7. The Department received two representations to the Notice of Consultation.

Notice of acceptance of proposed undertakings

8. Having considered the representations received to the Notice of Consultation of 27 June, the Secretary of State hereby gives notice that he has accepted the attached undertakings dated [22 July 2019]. Once accepted, the undertakings may only be varied, superseded or released only with the consent of the Secretary of State for the Department of Digital, Culture, Media and Sport as set out in Paragraph 8 of the undertakings.

9. This Notice and a non-confidential version of the proposed Undertakings will be published on the government website.

Signed by



Department for Digital, Culture, Media and Sport

23 July 2019