



Department  
for Culture,  
Media & Sport

By email

**Media & International Directorate**  
1st Floor  
100 Parliament Street  
London SW1A 2BQ



17 May 2024

**Re: Request for the Secretary of State's consent under the Public Interest Merger Reference (Telegraph Media Group Ltd) (Pre-emptive Action) Order 2024 (the "Order")**

To whom it may concern,

1. I refer to your letter dated 7 May seeking derogations from the Public Interest Merger Reference (Telegraph Media Group Limited) (Pre-emptive Action) Order 2024 ("the Order") on behalf of all members of the PIHL Group.
2. The Secretary of State has considered your request in the light of the purpose of the Order, which is to prevent action which might prejudice the possible reference of the anticipated acquisition of the Telegraph Media Group Limited by RB Investco Limited under section 45 of the Enterprise Act 2002 ("EA02") (see Public Interest Intervention Notice of 26th January 2024), or impede the taking of any action by her under Part 3 of the EA02 which may be justified by her decisions on the reference. Terms used in this letter which are defined in Article 2 of the Order have the meaning given in that Order. References below to the "Call Option Derogation Letter" are to the letter in respect to a request for consents from RB Investco Limited dated 29 April 2024 and published on the government website at the following address: <https://www.gov.uk/government/publications/dcms-letter-to-redbird-imi-on-consent-to-derogations-from-30-january-pre-emptive-action-order>.
3. **Request: Consent to members of the PIHL Group taking any action or step that is reasonably necessary to prepare for: (a) a potential transfer of RB Investco Limited's rights and obligations under the Call Option Agreement, and/or (b) a potential transfer of the legal and/or beneficial interests in shares in RB Investco Limited, including, in each case, any Facilitation Actions in connection therewith; and subject to the same being in form and substance satisfactory to the relevant members of the PIHL Group executing: (a) the amendment and restatement of the Call Option Agreement to make the**

**changes set out in Annex B of the letter from RB Investco Limited referred to in the Call Option Derogation Letter; and (b) the amendment and restatement of the Hive-Down Agreement relating to the sale and purchase of the TMG Group dated 9 November 2023 to make the changes set out in Annex C of letter from RB Investco Limited referred to in the Call Option Derogation Letter and the subsequent completion of that hive down.**

4. The Secretary of State consents to a derogation from Articles 3 and 4(a) of the Order permitting PIHL Group to take any action or step including those set out in paragraph 5 that is reasonably necessary to prepare for:
  - a. a potential transfer of RB Investco Limited's rights and obligations under the Call Option Agreement dated 2nd December 2023 made among Penultimate Investment Holdings Limited, May Corporation Limited, Telegraph Media Group Limited and RB Investco Limited (the "Call Option Agreement"), and/or
  - b. a potential transfer of the legal and/or beneficial interests in shares in RB Investco Limited.
5. The actions or steps which PIHL Group may take under this derogation include the following:
  - a. the amendment and restatement of the Call Option Agreement to make the changes set out in Annex B of of the letter from RB Investco Limited referred to in the Call Option Derogation Letter; and
  - b. the amendment and restatement of the Hive-Down Agreement relating to the sale and purchase of the TMG Group dated 9 November 2023 to make the changes set out in Annex C of the letter from RB Investco Limited referred to in the Call Option Derogation Letter and the subsequent completion of that hive down.
6. The actions or steps which PIHL Group may take under this derogation do not include:
  - a. the entry into, or any agreement to enter into, an agreement to transfer RB Investco Limited's rights and obligations under the Call Option Agreement;
  - b. the entry into, or any agreement to enter into, an agreement to transfer the legal and/or beneficial interests in shares in RB Investco Limited; or
  - c. any action or step which legally commits RB Investco Limited to the actions or steps set out at subparagraphs (a) or (b) above.
7. Should you wish to take any actions or steps referred to in paragraphs 6(a), (b) or (c), you should seek a further derogation from the Order.

### **Compliance reporting**

8. Article 8 of the Order requires PIHL Group and the Acquiring Entities to provide to the Secretary of State such information or statement of compliance as the Secretary of State may from time to time require for the purposes of monitoring compliance with the Order. Your client currently reports to DCMS fortnightly on compliance with the Order. We require such reporting to continue.

Yours sincerely

*Signed*

A solid black rectangular redaction box covering the signature area.