

DEROGATION LETTER IN RESPECT OF UNDERTAKINGS GIVEN PURSUANT TO SECTION 80 OF THE ENTERPRISE ACT 2002

Dear [✂],

Consent under section 80(2B) of the Enterprise Act 2002 to certain actions for the purposes of the interim undertakings given by Substantial Topco Limited ('Substantial') to the Competition and Markets Authority ('CMA') on 16 July 2026.

Anticipated acquisition by Liberty Global, Telefónica and InfraVia (through their joint venture, nexfibre) of Substantial (including Netomnia, Brsk, Brsk ISP and YouFibre)

We refer to our previous correspondence¹ and your email dated 8 July 2027 requesting that the CMA consent to derogations from the interim undertakings given by Substantial on 16 July 2026 (the '**Undertakings**'). The terms defined in the Undertakings have the same meaning in this letter.

Under the Undertakings, save for written consent by the CMA, Substantial is required to maintain the Substantial business and refrain from taking any action which might prejudice the Reference or impede the taking of any remedial action following the Reference. After due consideration of your request for derogations from the Undertakings, based on the information received from you and in the particular circumstances of this case, Substantial may carry out the following actions, in respect of the specific paragraphs:

1. Paragraph 6(a) of the Undertakings

Substantial submits that the headcount reduction programme (the '**headcount reductions**') is intended to allow Substantial to implement, [✂], a planned

¹ This includes the CMA's email to Substantial dated 22 May 2026 posing questions about organisational changes that could be characterised as pre-emptive; Substantial's email to the CMA dated 28 May 2026 responding to those questions; the call between the CMA and Substantial on 5 June 2026; Substantial's email to the CMA dated 8 June 2026 with supplementary submissions; the CMA's email to Substantial dated 10 June 2026 with follow-up questions; the email from Substantial to the CMA dated 11 June 2026 responding to those questions; the email from the CMA to Substantial dated 29 June 2026 with further follow-up questions; and the email from Substantial to the CMA dated 30 June 2026 responding to those questions; the email from the CMA to Substantial dated 6 July 2026 with further follow-up questions; and the email from Substantial to the CMA dated 7 July 2026 responding to those questions.

headcount reduction expected to affect [X] individuals across the Substantial business.

Substantial submits that the headcount reductions are [X]. [X].

Substantial submits that the headcount reductions will [X]. [X].

On this basis, Substantial has sought the CMA's consent to a derogation from paragraph 6(a) of the Undertakings to permit the headcount reductions, in whole or in part, to take effect [X].

The CMA consents to a derogation from paragraph 6(a) of the Undertakings on the basis that:

- (a) Substantial will continue to maintain sufficient operational components and experience within the Substantial business to operate and compete in its network, wholesale and retail activities, including by [X].
- (b) Substantial will continue to maintain its [X].
- (c) Substantial provides the CMA with drafts for the CMA's prior approval of any external communications it plans to make in relation to [X].
- (d) The headcount reductions shall not result in any material adverse change to the organisational structure of, or the management responsibilities within, the Substantial business.
- (e) The headcount reductions shall not result in any material adverse change to the nature, description, range or quality of goods or services that Substantial is able to supply in the UK.
- (f) The headcount reductions shall not result in any key staff ([X]) departing the Substantial business and Substantial will continue to take all reasonable steps to encourage key staff to remain with the Substantial business.
- (g) This derogation shall not result in any pre-emptive action which might prejudice the outcome of the Reference or impede the taking of any action which may be justified by the CMA's decisions on the Reference.

Yours sincerely,

Cyrus Mehta
Inquiry Group Chair
17 July 2026

Annex 1

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