

# Public interest test on the potential merger situation in relation to Telegraph Media Group

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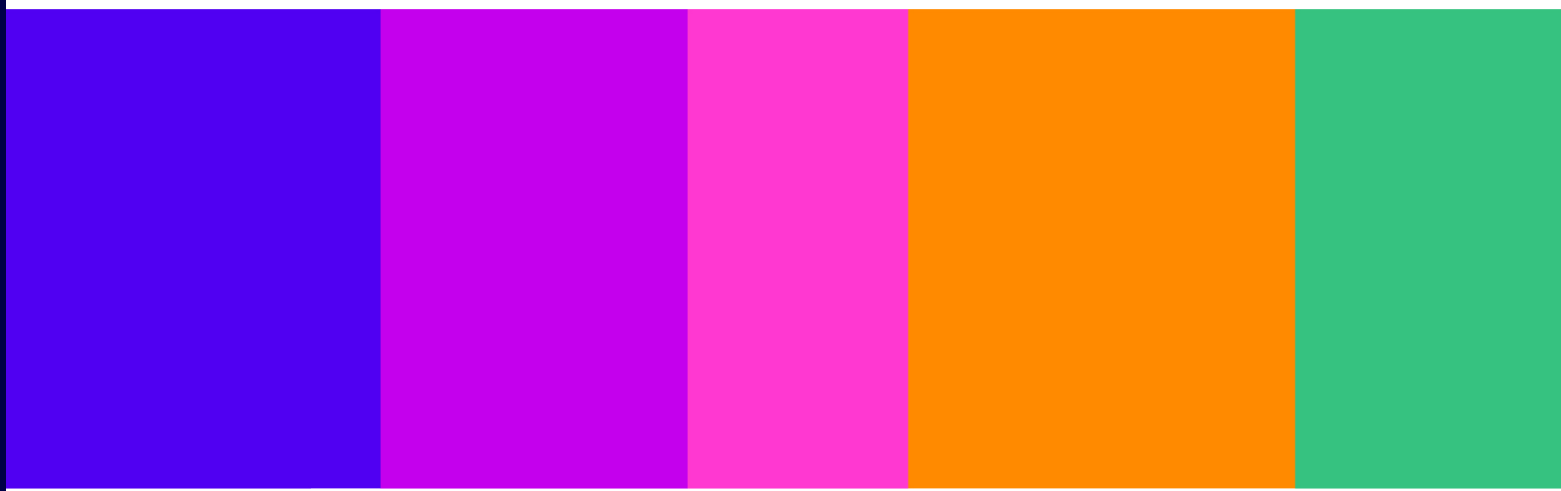
Invitation to comment

[Welsh version available](#)

**Invitation to comment**

Published 1 December 2023

Closing date for responses: 13 December 2023



# 1. Invitation to comment

- 1.1 On 30 November 2023, the Secretary of State issued a Public Interest Intervention Notice (“PIIN”)<sup>1</sup> under section 42(2) of the Enterprise Act 2002 (the “Act”) in relation to the potential relevant merger situation arising from the proposed acquisition by Redbird IMI Media Joint Venture, LCC of the Telegraph Media Group Limited. Telegraph Media Group is the owner of The Daily Telegraph and The Sunday Telegraph newspapers.
- 1.2 The PIIN specifies the following public interest considerations as potentially relevant to relevant merger situation identified:
  - a) the need for accurate presentation of news (the “accurate presentation of news ground”);<sup>2</sup>
  - b) the need for free expression of opinion in newspapers (the “free expression ground”);<sup>3</sup>
- 1.3 Ofcom is now required to report to the Secretary of State under section 44A of the Act. The PIIN states that Ofcom’s investigation and report must be completed by midnight at the end of 26 January 2024.
- 1.4 Ofcom has today published a [guidance note](#) on our website, setting out the process and timetable for preparing our report on the public interest considerations set out by the Secretary of State.
- 1.5 We are seeking responses that provide evidence on the specific questions detailed below.

## The accurate presentation of news ground

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- 1.6 Statutory guidance on this ground notes that the impact of a relevant merger situation on accurate presentation of the news is likely to be assessed by reference to evidence of past behaviour by the enterprises in question, or by the persons with control of such enterprises, in relation to that or other enterprises, including but not limited to newspapers.<sup>4</sup> The Secretary of State expects that behaviour in sectors more closely related to newspapers, such as magazines, is likely to be more relevant than behaviour in sectors with a less direct connection.
- 1.7 We will consider the accurate presentation of news ground in the light of the extent and nature of control and the persons exercising it, if the transaction is carried out. We will also take account of any measures the parties propose to put in place to preserve accuracy and the extent to which those measures are sufficient to address the concerns (if any) which may arise from the transaction. We will also consider whether the buyers have shares in any other media businesses, which could provide evidence of their likely behaviour.
- 1.8 We are seeking views on all the issues set out above and any other issues respondents think we should consider in relation to the accurate presentation of news ground.

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<sup>1</sup> The PIIN follows the publication of [‘minded-to’ letters](#) on 22 November 2023.

<sup>2</sup> Section 58 (2A)(a) of the Act.

<sup>3</sup> Section 58 (2A)(b) of the Act.

<sup>4</sup> Department for Trade and Industry, Enterprise Act 2002: Guidance on the operation of the public interest merger provisions relating to newspaper and other media mergers, May 2004, paragraph 5.5. Available at [DTI guidance](#).

## The free expression of opinion ground

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- 1.9 The statutory guidance on this ground describes how free expression of opinion concerns ‘the extent to which the transaction would affect the freedom of editors to operate without interference from the proprietor’.<sup>5</sup>
- 1.10 We will consider the free expression of opinion ground in light of the market context and any measures which the parties may have put in place to preserve editorial freedom. We will also consider the extent to which those measures are sufficient to address the concerns (if any) which may arise from the transaction.
- 1.11 We are seeking views on all the issues set out above and any other issues respondents think we should consider in relation to the impact of the transaction on the free expression of opinion ground.

## Advice and recommendation to the Secretary of State

- 1.12 Overall, Ofcom will consider how the transaction may affect the public interest considerations, taking account of representations and analysis of relevant information.

## How to make submissions

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- 1.13 Ofcom invites written submissions to be made by **13 December 2023**. We are seeking responses that provide views, supported by evidence, on the specific questions detailed above, or on other considerations stakeholders consider relevant, also supported by evidence. Due to timescales set by the Secretary of State, we may not be able to fully consider responses submitted after this date.
- 1.14 Please make representations via email to [PublicInterestTest2023@ofcom.org.uk](mailto:PublicInterestTest2023@ofcom.org.uk) attaching your response in Microsoft Word format, together with a consultation response coversheet (Annex 1). We welcome responses in Welsh.
- 1.15 Responses may alternatively be posted to the address below, marked with ‘Public Interest Test 2023:

Public Interest Test Team 2023  
Ofcom  
Riverside House  
2A Southwark Bridge Road  
London SE1 9HA

- 1.16 We do not need a hard copy in addition to an electronic version. Ofcom will not acknowledge receipt of responses.
- 1.17 Ofcom strictly observes confidentiality in all aspects of its operations. This applies to material supplied in response to this invitation to comment. We will give the Secretary of State (and the CMA in the event that there is a reference by the Secretary of State) all relevant submissions (including confidential ones) to enable her to make her decision. If your submission includes material which is confidential, we will require a full version with confidential information omitted, together with reasons why the submission should be

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<sup>5</sup> DTI Guidance, paragraph 5.7.

treated as confidential, in order to help establish what it may and may not be appropriate to refer to publicly in the course of this work.

- 1.18 Please note that if any person provides information to us in this context, which is false or misleading in a material respect, it is an offence which, on conviction, may be punished by a fine and/or two years' imprisonment.<sup>6</sup>

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<sup>6</sup> Section 117 of the Act.

# A1. Response coversheet

## Basic details

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Invitation to comment title:

To (Ofcom contact):

Name of respondent:

Representing (self or organisation/s):

Address (if not received by email):

## Confidentiality

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Please tick below what part of your response you consider is confidential, giving your reasons why

- Nothing
- Name/contact details/job title
- Whole response
- Organisation
- Part of the response

If you selected 'Part of the response', please specify which parts:

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If you want part of your response, your name or your organisation not to be published, can Ofcom still publish a reference to the contents of your response (including, for any confidential parts, a general summary that does not disclose the specific information or enable you to be identified)?

Yes       No

## Declaration

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I confirm that the correspondence supplied with this cover sheet is a formal response that Ofcom can publish. However, in supplying this response, I understand that Ofcom may need to publish all responses, including those which are marked as confidential, in order to meet legal obligations. If I have sent my response by email, Ofcom can disregard any standard e-mail text about not disclosing email contents and attachments.

Ofcom aims to publish responses at regular intervals during and after the consultation period. If your response is non-confidential (in whole or in part), and you would prefer us to publish your response only once the consultation has ended, please tick here.

Name

Signed (if hard copy)