

Witness Name: Kemi Badenoch

Statement No.: WITN11480200

Dated: 7 October 2024

POST OFFICE HORIZON IT INQUIRY

SECOND WITNESS STATEMENT OF RT. HON KEMI BADENOCH MP

I, Kemi Badenoch, will say as follows.

Introduction

1. I make this statement in response to the Inquiry's request for evidence dated 22 July 2024 ("the Rule 9 request"). I have prepared it with the support of the Government Legal Department and counsel. I served as the Secretary of State for Business and Trade at the Department for Business and Trade ("DBT" or "the Department") from 7 February 2023 until 5 July 2024.
2. My written evidence to the Inquiry is provided in two statements. My first statement, dated 13 September 2023, dealt specifically with the dismissal of Henry Staunton as Post Office Chair. I understand that statement has been given the reference WITN11480100. This is my second statement, intended to describe the briefings I received on relevant issues, my reflections on the Post Office ("POL") Board and culture within POL, and my reflections on the redress and compensation schemes.

Background

3. My career to date is set out in paragraphs 3 to 8 of my first witness statement. As described there, I have a bachelor's degree in law and a master's degree in engineering. Following a career in the private sector, I have been an MP since 2017, first for the Saffron Walden constituency and then, following boundary changes in 2024, for North West Essex.
4. From 27 July 2019 until 13 February 2020, I served as Parliamentary Under Secretary of State at the Department for Education. I was then appointed as the Exchequer Secretary to HM Treasury on 13 February 2020 and served in this role until 15 September 2021. I also served as the Minister of State (Minister for Equalities) in the Cabinet Office from 14 February 2020 until July 2022.
5. Between 16 September 2021 and 6 September 2022, I served as Minister of State at the Department for Levelling Up, Housing and Communities.
6. From 6 September 2022 until 7 February 2023, I served as the Secretary of State for International Trade and President of the Board of Trade. From 25 October 2022 I also served as Minister for Women and Equalities.
7. I was appointed Secretary of State for Business and Trade on 7 February 2023, and continued in this post until 4 July 2024. Throughout this time, I remained President of the Board of Trade and Minister for Women and Equalities.

Knowledge of and approach to Post Office issues

8. The Inquiry has asked me what, if any, relevant briefings I received before or at the time of my appointment as Secretary of State for Business and Trade on 7 February 2023.
9. On 21 February 2023, I had an introductory meeting with David Bickerton, Director General for the Business Group at DBT [BEIS0001060]. POL was one of the central topics of our discussion. I was briefed on Horizon, including a history of the

scandal and the prosecution of SPMs, the Inquiry, and the compensation schemes – including the purpose of the different schemes, the payments made to date, and the various issues relating to each scheme [BEIS0001061].

10. Two days later (on 23 February 2023) I had another meeting with David Bickerton at which it was suggested that Post Office business should be delegated to the Minister, Kevin Hollinrake. It was entirely normal as Secretary of State to delegate aspects of my large portfolio to Ministers (the portfolio of departmental and specific ministerial responsibilities is set out here: [List of Ministerial Responsibilities- April 2024] (RLIT0000374), and it seemed entirely sensible to delegate Post Office issues to Kevin Hollinrake, given his interest in and grip of the issues and the fact he was already doing this work as Minister within BEIS, prior to the creation of DBT and my arrival as Secretary of State [BEIS0001062].
11. I trusted Kevin Hollinrake with the autonomy to get on with the job. He was already on top of the issue, and our way of working was that I didn't need to know about every single thing that was happening unless there was a problem or a decision that required my intervention or my knowledge. I had weekly meetings with Kevin Hollinrake and other ministers where we discussed these issues. We also had weekly updates about what was going on, and we would often speak informally in the House of Commons as well, so I had a pretty good idea of developments. Kevin and I had so many touch points and I felt fully abreast of his view of how things were going. Decisions would often come to me in papers as well.
12. I cannot speak highly enough of how Kevin Hollinrake performed as a minister. He was excellent. He had a lot of empathy with the postmasters, and he gained their trust very quickly. I did not want to intervene or get in the way of that relationship, or make it look like I was trying to take credit for what he was doing. And he understood the issue – he had been working on it even as a backbench MP before he became a minister. As soon as he became my minister, in February 2023, he let me know that we were not going as quickly as we needed to on compensation, and he needed some help from his Secretary of State to accelerate things. I address this in more detail below.

13. The Inquiry has asked me to comment on the quality of the initial briefings I received from DBT officials. I was satisfied with my briefings, which were appropriate for the level of knowledge I needed to know as Secretary of State. It is important to remember that as a Secretary of State, I was responsible for about 25 different arm's length bodies, quangos, etc – on top of all the other issues my Department was responsible for. That meant I was never going to be able to get into the weeds of any organisation. It is simply impossible for one individual, especially one running a Government department with such a wide remit, to be briefed on the entirety of everything that's going on. The Secretary of State needs a high-level initial briefing that explains historical context, what the organisation's objectives are, how they're getting on (including risks and issues), what your responsibilities are as Secretary of State and so on. Anything more than that in an initial briefing would just not be sustainable, given the scope of the Secretary of State's role and responsibilities, and the vast range of different areas that the Government as a whole is expected to deal with. Kevin needed to have had a better grasp of the detail than I did, but I wouldn't have expected him to get into the weeds – that was for DBT and UKGI officials (and for Post Office employees as well) to do.
14. The issues were not with the briefings, they were with the complexity of the problem that we were trying to solve. I worry that we sometimes concentrate on processes when the problems are far more fundamental and substantive: concentrating on process can be and often is displacement activity. The issues with the Post Office are far more fundamental than what kind of briefing officials are giving the Secretary of State, because that's not where the problem lies. I address this more below.

Experience of the POL Board and culture within POL

15. My general views on the culture within the Post Office executive and board are that this was an organisation that was in real distress, and it had been in distress for a long time. It was struggling to recruit and retain talent for all sorts of reasons. These include heightened public scrutiny and pressure (in part due to the historic failures that this Inquiry is examining), and Government-imposed remuneration

limits – as an organisation dependent on public subsidy, it is obviously for the Treasury to decide how much money it gets – but these are abnormal conditions for a commercial organisation to have to deal with, and they impact on morale and culture.

16. These issues are not unusual amongst Government-owned arm's length organisations that exist in a competitive market, but they were acute within the Post Office because of the stress of the scandal (including the focus rightly placed on it in the media and by the Inquiry), the frequent changes in leadership and also, I think, the economic stress of trying to transform an organisation that was built for a different age – fundamentally, the Post Office is a 20th century organisation that is struggling to evolve in a 21st century world. If it was a private organisation, it would have disappeared in its current form long ago, but we are keeping it alive – the result is that it is in a permanent state of stress and that will always impact culture. We need to make sure that we are recruiting with that in mind.
17. This stress impacts on culture in several ways, including by fostering a blame culture, where people focus first on covering themselves, before looking at the objectives of the organisation. That's a problem in any organisation, but especially so in an organisation with such deep-rooted historical problems in need of transformation. This is not a criticism of individuals, but an observation on the prevailing culture.
18. Similarly, whilst leadership in the Post Office is public service, the level of stress that comes with the job – and possibly also a perception sometimes that time at the Post Office is not career-enhancing – often means that the board and executives want to be remunerated better. This has an impact on retention and recruitment of the right people. So there's a lot of focus on executive remuneration.
19. All of these sorts of things impact culture at the higher levels, and that feeds down to the lower levels. And then you layer on top of that the normal organisational work that needs to happen.

20. Unsurprisingly, during my time as Secretary of State it was clear that there remained serious problems at board level.
21. A good example of this is POL Remuneration Committee's decision to sign off on executive bonuses based on 'the Inquiry Metric'. I understand the Post Office has accepted that this metric should not have been signed off and apologised to the Inquiry (BEIS0001063). Nick Read also apologised to me, in a letter dated 10 May 2023 in which he acknowledged the *"error made in including an inappropriate metric as part of the Transformation Incentive scheme in 2021/22 in relation to the Post Office's performance in discharging what were, and continue to be, its clear obligations to the Horizon IT Inquiry"*. He indicated that Amanda Burton, POL's incoming RemCo Chair, would conduct an investigation; that POL intended to commission an independent expert to review POL's governance framework; and that Mr Read had himself volunteered to return the relevant portion of his own bonus payment [BEIS0001064].
22. On 15 May 2023 I was provided with Nick Read's letter, accompanied by an email briefing [BEIS0001065]. I replied to Nick Read the same day to express my disappointment and explain that we intended to commission an independent review to establish the facts [BEIS0001066].
23. Having received Amanda Burton's investigation [RLIT0000342], there was further correspondence between Kevin Hollinrake and Henry Staunton on these issues [BEIS0001011; BEIS0001012 ; BEIS0001013].
24. In June 2023, Simmons and Simmons (the legal firm) were commissioned to conduct a review of governance of POL's remuneration committee, with a focus on performance bonuses [BEIS0001014]. Simmons and Simmons finalised their review in August 2023, making several recommendations [POL00363154]. These were communicated to POL, and on 28 August 2023 Henry Staunton wrote to Kevin Hollinrake setting out the Post Office's plan for implementing the recommendations [BEIS0001016].

25. The 'Inquiry metric' just seemed wrong to me, instinctively. It seemed an extraordinary thing to have occurred, and it was a good example of how this organisation was in a very high state of distress, and this was leading to bad decisions and mistakes.
26. Another good example of the Post Office's cultural and board level problems is the role of Henry Staunton himself. I have already commented, in my first statement, about the serious allegations against Mr Staunton as they were described to me (and which I understand were substantially upheld following an investigation). I have also explained that Mr Staunton's allegations about the content of our phone call on 27 January 2024, as reported in the Sunday Times article of 18 February 2024 [RLIT0000256], were totally untrue. (I understand that, since I made my first statement, DBT has found the recording of the call [BEIS0001058], prepared a verbatim transcript [BEIS0001059], and provided these to the Inquiry.) The culture from an organisation comes from its leaders, and as a bare minimum we – and the postmasters – are entitled to expect honesty and good faith.
27. However, the cultural problems at the Post Office did not begin and end with Mr Staunton. After Mr Staunton's dismissal, I became aware of the criticisms made by POL's postmaster NEDs, Saf Ismail and Elliot Jacobs, as reported in an article in The Times on 19 February 2024 (RLIT0000201). That report was based on a "leaked" note of a discussion prepared by Mr Staunton which was subsequently obtained and published by the Business and Trade Select Committee [BEIS0001067]. Clearly those criticisms were (and are still) concerning, and show that much still needs to be done to improve POL's culture. But by this time they were grist to the mill, not a bolt from the blue raising problems of which we were completely unaware. By this stage, my central objective was already to get the organisation the leadership that it needed.
28. I have been asked by the Inquiry whether I agree that "*it was clear that cultural change that needed to start with senior leaders was simply not high on Nick Read's agenda*". I actually do not. When I met Nick Read, I formed the impression that he cared about the organisation and was doing his very best. What he was dealing with would have been exceptionally difficult for anyone. I am not sure that many

of the people who were working with him understood the pressures he was working under. He has been given a particularly tough time trying to sort out a mess that was not of his making; and I feel he has unfairly borne the brunt because of the way the media have personalised their reporting. My feeling is that, on balance, he did a good job in very difficult circumstances. I do not think he was a bad CEO.

29. But by this time, he had been drawn into the story in a way that seriously undermined postmasters' trust in POL's leadership, including in delivering the compensation schemes and the longer-term work to sort out POL's culture. We needed a reset. So this article was a new revelation that didn't change the plan or the process. It was something we were already dealing with.

30. I attended a meeting of the POL Board on 25 March 2024 and the '10@10' all staff meeting on 27 March 2024 [BEIS0001068]. This was not an opportunity for me to judge the performance or culture of the Board. These sorts of meetings can create a Schrödinger's Cat situation, where everybody is on their best behaviour at the meeting, and it is not possible to make a genuine observation of board dynamics. The purpose of it was to give the board an opportunity to meet me and let them know that I was personally taking control of the process to recruit the new chair and trying to ensure that they have what they need in order to thrive. It was important to show that we were all pushing in the same direction and that we were engaged [BEIS0001020].

31. I have already explained my views on the importance (and difficulty) of recruiting the right people in senior roles at POL. It was critical to find the right person as the new Chair. We needed, in my view, a direct appointment not going through yet another long, bureaucratic recruitment process, especially given that the previous recruitment processes had not resulted in good appointments as Chair.

32. Kevin and I were therefore very hands on in the process to recruit Nigel Railton and took it extremely seriously. Kevin met him first. I had my departmental executives, the non-executive directors at the department (who all have significant

business experience), the Permanent Secretary and others sit on the interviews. We were all impressed.

33. Work to reset the culture at POL was a fundamental priority, and I saw Nigel Railton's appointment as interim Chair as an opportunity to be grasped. We needed someone who would get a grip, somebody who could reset it, think about the future, somebody who was not going to be tainted by the previous issues around redress – but who was looking towards the future, as we needed to decide (and this is still an ongoing question) what the Post Office should look like. Nigel instilled confidence that he could get a grip on the organisation and drive change.
34. On 22 April 2024, I wrote to Laura Trott MP, Chief Secretary to the Treasury, explaining my intention to appoint Mr Railton [BEIS0001069] and that *"The priorities I have set for him include stabilising the organisation, intensifying work to address Post Office's historic failures and enabling the future success of the Post Office through effective financial management and performance and delivery of critical IT projects, and cost/headcount reductions at the centre to result in lower overall costs."* I said *"Nigel will be taking up the Chair role at a challenging time and I am keen that we do everything possible to support him in delivering these objectives."* I made clear that it was likely that Mr Railton *"will want to bring essential change to the Post Office to deliver on his mandate"* and asked for general and specific financial support to support him in doing so, including in relation to restructuring the executive team:

"I am asking you to agree in advance a number of areas where we believe Nigel may approach us for support to ensure that we are collectively ready to make decisions at pace:

- i. Funding to be made available for an incoming Chair to enable him to restructure some key executive positions.*
- ii. Exemption from approval provisions on employee settlement agreements if relating to such a restructure and to support the proposed exit of the Chief Finance Officer.*

- iii. *Potential for additional invest-to-save funding to be applied for within the current Spending Review period.*
- iv. *Funding flexibility, e.g. for Post Office Limited to be allowed to take out commercial loans (or receive loans from HMG)."*

35. It may be helpful at this stage to address the reference to the proposed exit of Alisdair Cameron as POL CFO in my letter to Laura Trott. As Secretary of State, I would not generally become involved in HR issues at POL at a level below the CEO. I was aware that Mr Cameron had been on long-term sick leave, but as a general matter I felt that this was an HR issue that needed to be addressed by POL's HR team. But by the time Nigel Railton was coming to be appointed, Mr Cameron had been off work for a long time, and Kevin and I were asking if there were ways to remove him in a lawful and reasonable manner whilst minimising expense to the taxpayer. It was for this reason that I sought to raise the issue of financing a departure payment in my letter to Laura Trott. I am aware that Mr Cameron left his role in late June, during the pre-election purdah period, but I do not know much more than this.

36. Nigel Railton was appointed Chair on 1 May 2024. In my introductory letter to him, I explained that my 'strategic priorities' included "*supporting the cultural transformation of the Company and focusing on improving POL's capacity, capability and resilience at all levels*". I gave specific instruction to Mr Railton to "*identif[y] opportunities for efficiency and productivity gains*" at the executive and Board level, "*making changes where necessary*" (BEIS0001070 – this is a draft version; I understand that the final version cannot be located, though I believe it would have been in very similar terms).

37. We need to decide what future we want for the Post Office in the 21st century. One question relates to its future corporate structure, and whether some different structure may help to put subpostmasters at the centre of the business. But in truth, getting the right leadership is critical – because the right culture comes from the right leaders.

38. But we also have to recognise that long-term planning is impossible if your funding is being determined by a totally separate body, the Treasury, with a whole host of other really important demands on finances – such as schools, the NHS, and security and defence. A normal truly commercial organisation does not have the same constraints in its long-term planning, and it lives or dies by its own commercial decisions. It can raise funds. It can set its own business plans. The Post Office, on the other hand, is caught in this awkward halfway house, where it is given only enough to exist in a state of permanent starvation. The solution to this is not easy, because the Post Office is somewhere down the list of funding priorities after defence, the health service, education and so on, so we must look for creative answers.

Compensation & Redress

39. Right from my first briefing, I was concerned with the pace at which the compensation was being delivered. Kevin Hollinrake also told me that we should be going faster, and he needed some help from his Secretary of State to accelerate things. We had briefings on the issue with officials, and it was quite clear to me that we were allowing bureaucracy to get in the way of redress too much of the time. Kevin and I wanted to get the money out there, and we were always given a reason why we couldn't. For example, officials suggested we should wait until the end of inquiry so that we knew precisely what to do. I was adamant that we could not wait that long and that we had to get the money out. I was particularly concerned that postmasters would die waiting for compensation, and I remember saying in one meeting that I don't want any of that happening on my watch, and that we needed to get the redress out to people before it is too late. I wanted to know what we could do to get the payments out the door, and said we needed to do whatever we could to make it happen.

40. Pausing there, it is worth highlighting two points. First, as a shareholder we were trying to come up with solutions, which meant inserting ourselves into the process and changing the dynamic between us and the Post Office, and we would sometimes have different opinions about exactly what should be done. I do not

think POL has performed brilliantly on compensation, but that is probably understandable given the very difficult circumstances I've touched on above.

41. Second, there is an explanation for why things are slow in Government. There is a cautious, risk-averse culture within the civil service, which is systemic and baked-in. This is a rational – and probably inevitable – response to the vast array of statutory and public law demands that regulate the process by which Government makes decisions, and reflects the ever-present risk of Government decisions being judicially reviewed, undermined and unwound by the courts. The natural reaction to that is to do lots of preparatory work to make sure that all the bases are covered to limit the risk of something going wrong further down the line. There is also an understandable focus on providing value for money when spending taxpayer money (which obviously involves trade-offs). This emphasis on caution slows down decision-making. It's not that civil servants are slow-going or lazy or don't care – the risk-averse culture is a natural reaction to the legal demands placed on Government. They are required to spend a lot of time considering the various impacts, seeking and assessing various representations, taking into account and weighing all relevant information, making sure all possible alternative options have been thought about, making sure that the entire process is evidenced and so on. As I say, this has become a baked-in, systemic feature of the system. If we want our Government to make decisions faster, we need to reduce some of the public law burden – and if we choose not to do so, we must accept that this has consequences for the speed and efficiency of Government. Every time we create more public law to hold Government to account, it is slower to deliver for people. This is a real issue across government, and needs to be confronted. So whilst it is easy to imagine that Government could have clicked its fingers to get compensation out the door, that fails to recognise the systemic and cultural complexity of decision-making in Government.

42. But Kevin and I wanted to cut through this. Kevin knew what was going on. He was the most proactive minister we have ever had on the Post Office, and speed of compensation was an issue that we were taking seriously. Kevin and I agreed that we should prioritise getting money out the door, even if this risked paying more than was due. This led to fixed payments. And, if necessary, I was prepared

to make a Ministerial Direction to make it happen, bypassing ordinary Value For Money requirements when deciding how to allocate departmental funds – this is (for good reason) a pretty exceptional step.

43. I set out my views in some detail in an official letter, dated August 2023, to Jeremy Hunt MP, then Chancellor of the Exchequer [BEIS0000703]:

“Kevin Hollinrake and I are both determined that postmasters affected by the Post Office Horizon scandal should get proper compensation – and that they should get it as rapidly as possible [...] Kevin and I have therefore been looking at the ways in which we could radically speed up the processes. We already make interim payments of £163k to almost all postmasters whose convictions are overturned, and we undertake only limited scrutiny of GLO claims for certain heads of loss under £10k and HSS ones under £8k. We are only looking to extend these measures substantially in relation to the GLO, which has started to receive claims [...] Some of the options we are considering would actually save more on the costs of lawyers or other advisors than they would cost in extra compensation. Others do have additional costs – but in my view these would be well worthwhile in light of the non-financial benefits of accelerating the schemes. In particular, I would like us to be able to offer a £100k fixed payment to every claimant who applies to the GLO scheme. I recognise that announcing this would create significant pressure to offer the same for HSS claimants, which we should consider separately, but I believe this is the right route forward for the GLO scheme. Such radical action would offer great advantages in terms of the speed of the process.”

44. Despite some initial resistance from the Treasury [BEIS0000705], I was prepared to issue a Ministerial Direction to get this over the line [BEIS0000716].

45. During my time as Secretary of State, I think DBT officials performed quite well. They went about things with the best intentions, and were professional, focused and hard working. I think they could have been more creative in their advice, thinking outside the box to find solutions to the problems that confronted them. But I have explained above how and why cautious, risk-averse thinking prevails in the

civil service – this is a systemic issue, and not a criticism of individual civil servants (nor, in fact, a criticism of the civil service at all). And, to be fair, it is the role of ministers to set the strategy and push civil servants in the direction they want them to go. I think Kevin and I did so effectively throughout the time we were in post together.

Statement of truth

I believe the content of this statement to be true.

GRO

Signed:

Dated: 7th October 2024

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3	Post Office introductory brief for Secretary of State, February 2022	BEIS0001061	BEIS0001061
4	List on Ministerial Responsibilities- April 2024	RLIT0000374	RLIT0000374

5	Email chain from Minister Hollinrake to Secretary of State, David Bickerton and Brooks-White re: Submission: Post Office financial issues	BEIS0001062	BEIS0001062
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