



DETERMINATION OF MERGER NOTIFICATION M/19/010 – FORMPRESS PUBLISHING (ICONIC) / ASSETS OF MIDLAND TRIBUNE

Section 21 of the Competition Act 2002

Proposed acquisition by Formpress Publishing Limited of certain business assets of Midland Tribune Limited.

Dated 9 October 2019

Introduction

1. On 9 May 2019, in accordance with section 18(1)(b) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission (the “Commission”) received a notification of a proposed acquisition whereby Mediaforce (Holdings) Limited through Formpress Publishing Limited (“Formpress”) would acquire certain business assets of Midland Tribune Limited (“Midland Tribune”) from Alpha Publications Limited (“Alpha Publications”)¹ (the “Proposed Transaction”).
2. Given that both Formpress and Midland Tribune carry on a “media business” within the State (as defined in section 28A(1) of the Act), the Commission considers that the Proposed Transaction constitutes a “media merger” for the purposes of Part 3A of the Act.

The Proposed Transaction

3. At the time of the notification, the parties informed the Commission that they had entered into a signed head of terms on the 9 November 2018 and that they were finalising a Business Transfer Agreement between Formpress, Midland Tribune, Alpha Publications and Tontine Rooms Holding Company Limited (“Tontine Rooms Holding”)².

¹ Alpha Publications owns Midland Tribune.

² Tontine Rooms Holding owns Alpha Publications.



4. In the circumstances, the Commission considers that the undertakings involved have demonstrated a good faith intention to conclude an agreement for the purpose of section 18(1A)(b)(ii) of the Act³.

The Undertakings Involved

Formpress

5. Formpress is a private company limited by shares, incorporated in the State in 2014, with its registered office at 30 Hatch Lane, Dublin 2. Formpress owns and operates local/regional and digital newspaper titles. Formpress is owned by Iconic Newspapers Limited⁴, a company also incorporated in the State and having its registered office at 30 Hatch Lane, Dublin 2.
6. Formpress owns and operates the following local/regional newspaper titles and websites:

Local/Regional Newspaper Titles	Websites
The Donegal Democrat	www.donegaldemocrat.ie
The Leinster Leader	www.leinsterleader.ie
The Kilkenny People	www.kilkennypeople.ie
The Limerick Leader	www.limerickleader.ie
The Longford Leader	www.longfordleader.ie
The Tipperary Star	www.tipperarylive.ie
The Leinster Express	www.leinsterexpress.ie
The Leitrim Observer	www.leitrimobserver.ie
The Clonmel Nationalist	www.nationalist.ie
The Dundalk Democrat	www.dundalkdemocrat.ie
The Donegal People's Press	www.offalyexpress.ie
The Letterkenny People	www.letterkennypost.com
The South Tipp Today	www.finnvalleypost.com
The Leader	www.derrynow.com
Kilkenny Reporter	www.carlowlive.ie
The Inish Times	www.inishtimes.com
The Kildare Post	www.kildarenow.com
The Donegal Post	www.donegalnow.com
Derry News (Monday ed.)	www.waterfordlive.ie
Derry News (Thursday ed.)	
County Derry Post	

³ The parties have informed the Commission that the nature of the agreement will not change substantially and that they will provide the Commission with the final agreement when finalised.

⁴ Iconic Newspapers Limited is a wholly owned subsidiary of Mediaforce (Holdings) Limited.



7. For the financial year ending 31 March 2018, Formpress' worldwide turnover was approximately €[...], all of which was generated in the State.

Mediaforce

8. Mediaforce (Holdings) Limited owns Iconic Newspapers Limited.⁵ Mediaforce (Holdings) Limited is also the sole owner of Mediaforce (Ireland) Limited ("Mediaforce") which was established in 2003. In the late nineties the Regional Newspapers and Printers Association of Ireland ("RNPAI") established the Regional Newspapers Advertising Network (RNAN), which was to become the national advertising sales agency for its member titles. The remit of the RNAN was to pitch to national advertisers and advertising agencies for advertising for its member titles. In 2004, RNPAI decided to wind down RNAN and appointed Mediaforce as the national advertising sales agent for its member titles.
9. Mediaforce acts as a conduit for advertising agencies to channel national advertising spend to local/regional newspaper and digital newspaper titles in the State. For example, national brand advertising campaigns, (government advertising and multinational/national company advertising), use an advertising agency to advise on the overall campaign and what means of advertising to employ. The advertising agency engages with Mediaforce to allocate the national advertising spend to the required local/regional newspaper and digital newspaper titles. Less frequently, national advertisers may contact Mediaforce directly to channel national advertising spend to local/regional newspaper and digital newspaper titles.
10. For the financial year ending 31 March 2019, Mediaforce's worldwide turnover was approximately €[...], all of which was generated in the State.

Midland Tribune

11. Midland Tribune is a private company limited by shares, incorporated in the State in 2003 with its registered office at Main Street, Birr, Co Offaly. Midland Tribune is a wholly owned subsidiary of Alpha Publications. Alpha Publications is a private company limited

⁵ Iconic Newspapers Limited main shareholders are Malcom Denmark (72.75%) and Mark Young (20.9%)



by shares, incorporated in the State, which is itself owned by Tontine Rooms Holding, a company limited by shares incorporated in Northern Ireland.

12. Midland Tribune is in the business of operating local/regional newspaper and digital newspaper titles. Midland Tribune is the owner and operator of the *Midland Tribune* and the *Tullamore Tribune* newspaper and their digital newspaper titles.
13. For the financial year ending 31 March 2018, Midland Tribune's worldwide turnover was approximately €[...], all of which was generated in the State.

Rationale for the Proposed Transaction

14. The Parties state in the notification that:

“The commercial objective sought to be achieved by Midland Tribune by the proposed transaction is the continuity of its newspaper titles and websites and preserving the employment of its employees.

The commercial objective sought to be achieved by Iconic by the proposed transaction is to ensure long term viability.”

Preliminary Investigation

Market Enquiries

15. During its preliminary investigation, the Commission issued questionnaires to direct advertisers and advertising agencies which are the parties' customers. None of these customers contacted by the Commission raised any competition concerns regarding the Proposed Transaction.

Contacts with the Undertakings Involved

16. On 18 June 2019, the Commission served a Requirement for Further Information (“RFI”) on Formpress and on Midland Tribune pursuant to section 20(2) of the Act. This adjusted the deadline within which the Commission had to conclude its assessment of the Proposed Transaction in Phase 1.



17. Upon receipt of a full response to the RFI from both Formpress and Midland Tribune on 21 August 2019, the “appropriate date” (as defined in section 19(6)(b)(i) of the Act) became 21 August 2019⁶.
18. During its investigation, the Commission requested and received, on an on-going basis, further information and clarifications from the undertakings involved in the Proposed Transaction.
19. During its investigation, the Commission identified potential competition concerns in relation to the Proposed Transaction. The Commission held various calls and conference calls with the parties’ advisors to discuss identified competition concerns and how they would be addressed. Subsequently, the parties submitted proposals to address the identified competition concerns which are discussed in paragraphs 46 to 48 below.

Third Party Submissions and engagement with Third Parties

20. The Commission received five submissions from third parties in relation to the Proposed Transaction. The Commission engaged with third parties to clarify their submissions and their competition concerns. The competition concerns raised are:
 1. Lack of transparency in terms of the print and digital advertising spend (particularly in relation to digital spend) controlled by Mediaforce.
 2. The common ownership of Mediaforce and Formpress. One third party submitted that [...].⁷
 3. The Proposed Transaction will foreclose the regional/local newspaper and digital newspaper titles that compete with Formpress from national advertising revenue. One third party submitted that [...].⁸
 4. Another third party submitted that: [...].⁹

⁶ The “appropriate date” is the date from which the time limits for making Phase 1 or Phase 2 determinations begin to run.

⁷ See submission from [...].

⁸ See submission from [...].

⁹ See submission from [...].



5. Another third party submitted that: [...].¹⁰
6. Another third party raised concerns about the competitive situation in the local/regional newspaper market [...]. [...].¹¹
7. Another third party submitted that [...].¹²
21. The Commission considered the competition concerns raised and has taken them into account as part of the assessment review process.

Competitive Analysis

Horizontal Overlap

22. There is a horizontal overlap between the activities of the parties within the State with respect to:
 - the publication of local/regional newspaper titles; and,
 - the supply of advertising space in local/regional newspaper titles.

Market Definition

23. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. It has previously held that newspapers may be categorised as national, regional, local or imports. It has consistently held in its previous determinations¹³ that:
 - for newspaper publication - local/regional newspapers publication can be treated as a distinct market from national daily/evening newspapers publication; and
 - the geographic scope of the market for the publication of local/regional

¹⁰ See submission from [...].

¹¹ See submission from [...].

¹² See submission from [...].

¹³ See previous Commission determinations in cases:

M/16/044 - INM/CMNL, <https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m16044-inmcmnl/>

M/14/017 - Anglo-Celt/Connaught Telegraph, (<https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m14017-anglo-celtconnaught-telegraph/>)

M/08/038 – Alpha/The Herald. <http://ccpc.ie/enforcement/mergers/merger-notices/m08038-alpha-herald/> and

M/07/022- Thomas Crosbie Holdings/South East Broadcasting, <http://ccpc.ie/enforcement/mergers/merger-notices/m07022-thomas-crosbie-holdings-south-east-broadcasting>



newspaper titles is the distribution area for the relevant newspaper title. In respect of the advertising, the Commission has previously held that the supply of advertising space in local/regional newspapers can be treated as a distinct market from the supply of advertising space in national daily/evening newspapers.

24. In this instance, it is not necessary for the Commission to define the precise product markets because doing so does not alter the Commission's assessment of the likely competitive effects of the Proposed Transaction in the State. To determine whether the Proposed Transaction might result in a substantial lessening of competition, the Commission assessed its impact on competition by reference to potential markets for the publication of local/regional newspapers and the supply of advertising space in local/regional newspaper titles.
25. In respect of *Tullamore Tribune's* circulation, approximately [...] % is distributed in County Offaly and [...] % in County Tipperary and County Westmeath (mainly in Mullingar).¹⁴ Approximately [...] % of the circulation of *Midland Tribune* is in County Offaly¹⁵ and approximately [...] % in County Tipperary.¹⁶ Therefore, the main geographic area of the *Midland Tribune's* titles is County Offaly. Some of Formpress' titles have spill-over circulation into County Offaly.
26. In light of this, the Commission assessed the competitive effects of the Proposed Transaction in respect of the potential relevant markets for the publishing of local/regional newspaper and the supply of advertising space in local/regional newspapers in County Offaly.
27. However, *Midland Tribune's* titles have some spill-over circulation into counties where Formpress' titles are distributed. These include County Laois, County Tipperary and County Westmeath. For completeness, the Commission also assessed the competitive effects of the Proposed Transaction in respect of the potential relevant markets for the publishing of local/regional newspapers and supply of advertising space in local/regional newspapers in these counties.

¹⁴ This is an estimated percentage based on April 2019 circulation figures provided by the parties.

¹⁵ Circulation is in the following areas in County Offaly: Ballycumber, Banagher, Birr, Clara, Cloghan, Cloghan, Clonbulloge, Edenderry (includes Rhode), Ferbane, Geashill, Kilcormac, Kinnitty, Shannonbridge, Tullamore

¹⁶ This is an estimated percentage based on April 2019 circulation figures provided by the parties.



The Publication of Local/Regional Newspaper

County Offaly

Table 1 – County Offaly Area – Circulation figure¹⁷

Title	Circulation Figure	Spill-over Circulation Figure
<i>Tullamore Tribune</i>	[...]	
<i>Midland Tribune</i>	[...]	
<i>Leinster Express</i>		[...]
<i>Leinster Leader</i>		[...]
<i>Longford Leader</i>		[...]
<i>Tipperary Star</i>		[...]
<i>Offaly Topic</i>	[...]	
<i>Offaly Independent (Free)</i>	[...]	

Source: The Commission based on information provided by the parties and [...].

28. Information provided by Formpress indicates that in County Offaly, its *Leinster Express*, *Leinster Leader*, *Longford Leader* and *Tipperary Star* distribute in local areas where *Tullamore Tribune* and *Midland Tribune* also distributes. Table 1 above indicates that the overall circulation figures from Formpress' titles are minimal in County Offaly. The Commission notes that following the implementation of the Proposed Transaction, *Offaly Independent* and *Offaly Topic* will continue to exert a competitive constraint on Formpress' local/regional titles in County Offaly. Therefore, the Commission considers that there is no horizontal competition concern with respect to the publication of local/regional titles in County Offaly.

County Laois

29. Formpress' local/regional newspaper title *Leinster Express* circulates in County Laois. Information provided by the parties suggested that *Midland Tribune's* circulation figure is [...] in Portarlinton, County Laois and *Tullamore Tribune's* circulation figure is [...] in Portarlinton County Laois. Based on the information provided by the parties, the Commission considers that *Midland Tribune* has negligible circulation in County Laois.¹⁸

¹⁷ [...]. Formpress' titles circulation figures are only [...] the circulation figures in the district electoral division of County Offaly where *Midland Tribune* and *Tullamore Tribune* distribute.[...].

¹⁸ Based on April 2019 circulation figures provided by the parties.



Furthermore, the Commission notes that following the implementation of the Proposed Transaction, the *Laois Nationalist* will continue to exert a competitive constraint on Formpress' local/regional titles in County Laois. Therefore, the Commission considers that the Proposed Transaction does not raise any horizontal competition concern with respect to the publication of local/regional titles in County Laois.

County Tipperary

30. *Midland Tribune's* main circulation area is County Offaly with some spill-over into Nenagh and Roscrea in County Tipperary. The parties provided *Midland Tribune's* circulation figure in Nenagh, County Tipperary is [...] and is [...] in Roscrea, County Tipperary.¹⁹ Formpress' *Tipperary Star's* main circulation area is Thurles, County Tipperary. The Commission considers that *Midland Tribune's* titles spill-over into County Tipperary is modest and mainly in the Roscrea and Nenagh area. Furthermore, the Commission notes that the *Nenagh Guardian* is the main local/regional title in Nenagh and Roscrea in County Tipperary and will continue to exert a competitive constraint on Formpress' local/regional titles in County Tipperary, following the implementation of the Proposed Transaction. Therefore, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns with respect to the publication of the local/regional titles in County Tipperary.

County Westmeath

31. *Tullamore Tribune's* main circulation area is County Offaly with some spill-over into Mullingar, County Westmeath. *Tullamore Tribune's* circulation figure in Mullingar is [...].²⁰ Formpress' *Longford Leader's* main circulation area is County Longford with some spill-over in Mullingar, County Westmeath. *Longford Leader's* circulation figure in Mullingar is [...].²¹ *Westmeath Topic* is the main local/regional title in Mullingar, County Westmeath. Furthermore, there are a number of other local/regional titles in County Westmeath, such as, *Westmeath Independent* and *Westmeath Examiner*, which will exert a competitive constraint on Formpress' local/regional titles in County Westmeath, following the implementation of the Proposed Transaction.

¹⁹ Based on April 2019 circulation figures provided by the parties.

²⁰ Based on April 2019 circulation figures provided by the parties.

²¹ Based on April 2019 circulation figures provided by the parties.



32. Therefore, the Commission considers that the Proposed Transaction does not raise horizontal competition concerns with respect to the publication of the local/regional titles in County Westmeath.
33. In light of the above, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in respect of the publication of local/regional titles in the State.

Supply of advertising space in local/regional newspapers

34. Local/regional newspaper and digital newspaper titles have two sources of advertising revenue, local advertisers and national advertisers. It is estimated that approximately 80-90% of local/regional titles' advertising comes from local advertisers, while the other 10-20% comes directly from national advertising campaigns²².
35. Advertising in local/regional newspapers is targeted at local/regional newspaper readers within the specific distribution area of a particular local/regional newspaper title, since it is those readers who will be interested in the local/regional content carried by the newspaper in question (e.g., local restaurant advertising and family notices/announcements, etc.). The Commission's research suggested that there is minimal overlap between the local/regional advertisers which place advertising on both parties' titles.
36. In addition, there is minimal horizontal overlap between the parties in respect of the publishing of local/regional titles (based on the readership), outlined in paragraphs 26 to 31, therefore there is minimal horizontal overlap between the parties with respect of the supply of advertising space in local/regional newspaper titles.
37. Furthermore, as outlined in paragraph 15 above, none of the advertisers contacted by the Commission during its market enquiry raised competition concerns regarding the supply of advertising space in local/regional newspaper titles.

²² Based on the parties' and third parties' estimates.



38. The Commission considers that there is no horizontal competition concerns between the parties' activities in relation to the supply of advertising space in their local/regional titles in the State.

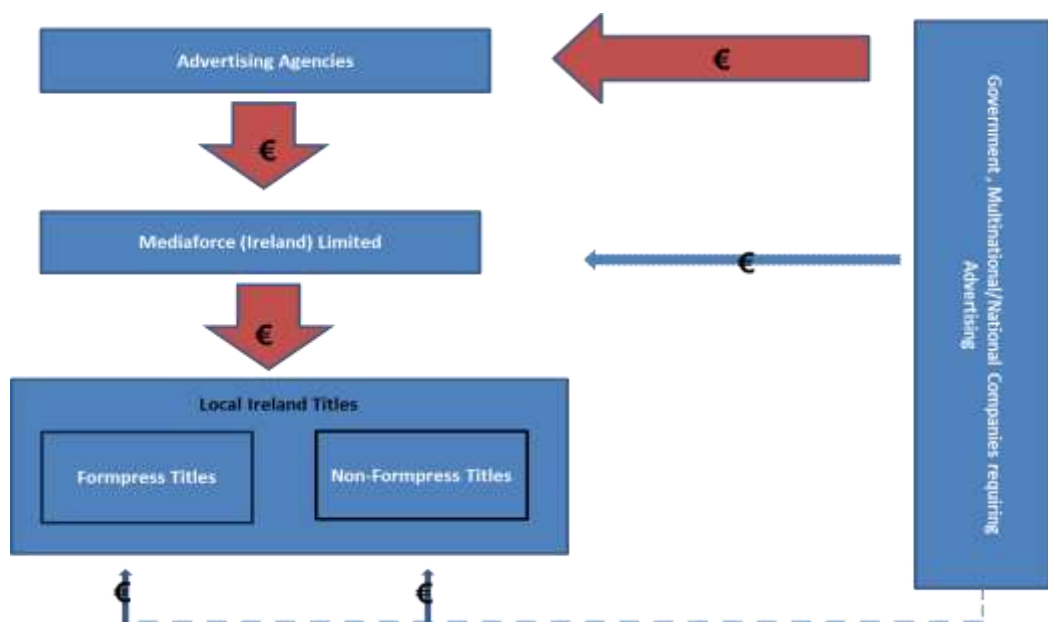
Vertical Relationship

39. There are vertical relationships between: (i) Mediaforce and Formpress and (ii) between Mediaforce and Midland Tribune. Mediaforce is involved in the selling of advertising space in both Formpress and Midland Tribune titles as well in other local/regional titles to national advertisers and advertising agencies.

40. As outlined in paragraph 34 above, national advertising on local/regional newspaper and digital newspaper titles makes up approximately 10-20% of their total advertising revenue. However, third parties contacted emphasised the importance of national advertising to the local/regional newspaper and digital newspaper titles. It is in relation to this national advertising that the vertical relationship exists and that the analysis that follows focuses.

41. Figure 1 below illustrates the operation of the national advertisers, such as multinationals, national companies and government, etc., placing advertising in local/regional newspaper and digital newspaper titles.

Figure 1: National Advertisers placement of advertising in local/regional newspaper and digital newspaper titles





42. As can be seen from Figure 1, national advertising campaigns are usually placed by national advertisers in local/regional newspaper and digital newspaper titles through an advertising agency. The advertising agency would in general provide advisory services to the national advertisers on their overall advertising campaign. Advertising agencies are used by the national advertisers for effectiveness and efficiency purposes as it removes the need for the national advertisers to have to contact each individual local/regional newspaper and digital newspaper titles that they want to place their advertisement in.
43. Advertising agencies can place national advertising in local/regional newspaper and digital newspaper titles on behalf of their clients through Mediaforce or directly with local/regional newspaper and digital newspaper titles. As described above in paragraphs 8 and 9, Mediaforce acts as a conduit for advertising agencies to channel national advertising spend to local/regional newspaper and digital newspaper titles in the State. Advertising agencies use Mediaforce as it removes the need for the advertising agency to have to contact each individual local/regional newspaper and digital newspaper titles that they want to place the advertisement in.
44. The estimated value of national advertising on local/regional newspaper and digital newspaper titles in the State is approximately €4.5 - €5 million. Mediaforce is the main player in the provision of the service of channelling national advertising to local/regional newspapers and digital newspaper titles in the State. It is estimated that Mediaforce accounts for approximately [...] of the provision of the service of channelling of national advertising to local/regional newspapers and digital newspaper titles²³, of which approximately [...] is channelled to local/ regional newspapers and digital newspaper titles operated by Formpress in the State.
45. Given that Mediaforce occupies a very strong position in the provision of the service of channelling national advertising to local/regional newspapers and digital newspaper titles in the State and that Mediaforce group owns and operates local/regional newspapers and websites, the Commission is concerned that Mediaforce will have the ability and incentive to foreclose its local/regional newspaper competitors. In particular, the Commission is concerned that Mediaforce:

²³ Source: Estimate provided various third parties.



- i. could potentially direct national advertising allocated to local/regional newspapers and digital newspaper titles to its own group titles to the detriment of competing titles; and
 - ii. may access confidential information from Formpress' competitors and the common ownership of Formpress and Mediaforce may lead to the potential for the exchange of competitively sensitive information of Formpress' competitors should there be any overlap in management or employees or roles/functions between Mediaforce and Formpress.
46. To address the above concerns, Formpress and Mediaforce submitted proposals dated 1 October 2019 (the "Proposals") to the Commission in accordance with section 20(3) of the Act for the purpose of ameliorating any effects of the Proposed Transaction on competition in markets for goods or services in the State. The Proposals submitted by Formpress and Mediaforce included non-discrimination commitments and separation of management and non-disclosure of information commitments, In particular, Formpress and Mediaforce committed:
 - to direct the advertising business received by it from advertisers and advertising agencies to local/regional newspapers and digital newspapers on a strictly fair, reasonable and non-discriminatory basis and to apply equivalent conditions in equivalent circumstances to all Formpress Titles and Non-Formpress Titles;
 - to prevent the exchange of competitively sensitive information between Formpress and Mediaforce; and
 - that an independent monitoring trustee shall be appointed, who will have all the rights and powers necessary to monitor compliance with the proposals. The role of the monitoring trustee also includes consideration of how Mediaforce addresses any issues raised by third parties in relation to the non-discrimination commitment.
47. The Commission is of the view that the Proposals are appropriate and effective to address the competition concerns identified by the Commission in any market for goods or services in the State.



48. The Commission has taken the Proposals into account and in light of the said Proposals (which form part of the basis of its determination) has determined, in accordance with section 21(2)(a) of the Act, that the result of the proposed acquisition whereby Formpress would acquire certain business assets of Midland Tribune will not be to substantially lessen competition in any market for goods or services in the State, and, accordingly, that the acquisition may be put into effect.

Conclusion

49. In light of the above, the Commission considers that the Proposed Transaction will not substantially lessen competition in any market for goods or services in the State.

Ancillary Restraints

50. No ancillary restraints were notified.



Determination

Pursuant to section 20(3) of the Competition Act 2002, as amended (“the Act”), Formpress Publishing Limited and Mediaforce (Ireland) Limited, have submitted to the Competition and Consumer Protection Commission (“the Commission”) the proposals set out below relating to the proposed acquisition by Mediaforce (Holdings) Limited through Formpress Publishing Limited of certain business assets of Midland Tribune Limited, for the purpose of ameliorating any effects on competition in markets for goods or services, with a view to the proposals becoming binding on both Mediaforce (Ireland) Limited and Formpress Publishing Limited.

The Commission has taken the proposals into account and in light of the said proposals (which form part of the basis of its determination) has determined, in accordance with section 21(2)(a) of the Act, that the result of the proposed acquisition whereby Mediaforce (Holdings) Limited through Formpress Publishing Limited would acquire certain business assets of Midland Tribune Limited from Alpha Publications Limited will not be to substantially lessen competition in any market for goods or services in the State, and, accordingly, that the acquisition may be put into effect subject to the provisions of section 28C(1)²⁴ of the Competition Act 2002, as amended.

For the Competition and Consumer Protection Commission

Brian McHugh
Member
Competition and Consumer Protection Commission

²⁴ Section 28C(1) of the Competition Act 2002, as inserted by section 74 of the Competition and Consumer Protection Act 2014.



PROPOSALS BY FORMPRESS PUBLISHING LIMITED T/A ICONIC AND MEDIAFORCE (IRELAND) LIMITED TO THE COMPETITION AND CONSUMER PROTECTION COMMISSION RELATING TO THE PROPOSED ACQUISITION BY FORMPRESS PUBLISHING LIMITED OF CERTAIN BUSINESS ASSETS OF MIDLAND TRIBUNE LIMITED (“Proposals”).

RECITALS

- A. On 9 May 2019, in accordance with section 18(1)(b) of the Competition Act 2002, as amended (the “**Act**”), the Competition and Consumer Protection Commission (the “**Commission**”) received a notification of a proposed acquisition whereby Mediaforce (Holdings) Limited through Formpress Publishing Limited (“**Formpress**”) would acquire certain business assets of Midland Tribune Limited (“**Midland**”) from Alpha Publications Limited (the “**Proposed Transaction**”).
- B. The Proposed Transaction is a media merger within the meaning of section 28A(1) of the Act.
- C. Prior to completion of the Proposed Transaction, Midland owns two regional newspapers, the Midland Tribune and the Tullamore Tribune (together the “**Titles**”).
- D. Pursuant to the Proposed Transaction, and subject to clearances from the Commission under section 21(2)(a) of the Act and the Minister for Communications, Climate Action and Environment under section 28G(1) of the Act, Formpress proposes to acquire the rights to the Titles.
- E. Prior to the Proposed Transaction, Formpress owns 21 local/regional newspaper titles and 19 regional digital newspaper titles. Formpress is part of a group of companies (the “**Mediaforce Group**”) to which Mediaforce Ireland Limited (“**Mediaforce**”) also belongs.
- F. Mediaforce acts primarily as a national advertising sales agency/conduit for local/regional newspapers and regional digital newspapers in the State.
- G. The Commission has concerns that the increase in local/regional newspaper and digital newspaper titles that Formpress will own as a result of the Proposed Transaction may impact on competition in markets for goods or services in the State due to Formpress and Mediaforce belonging to the same group of companies.
- H. Pursuant to section 20(3) of the Act, Formpress and Mediaforce have submitted to the Commission these Proposals relating to the Proposed Transaction for the purpose of ameliorating any possible effect of the Proposed Transaction on competition in markets for goods or services in the State, with a view to the Proposals being binding on Formpress and Mediaforce.
- I. The Proposals are submitted to: (i) ensure that, following completion of the Proposed Transaction, Mediaforce and Formpress are managed separately; (ii) prevent any direct or indirect exchange of competitively sensitive information between Mediaforce and Formpress concerning Non-Formpress Titles and advertising with local/regional newspapers; and (iii) ensure that Mediaforce acts in a non-discriminatory manner in the placing of advertising business with all local/regional newspapers and regional digital newspapers irrespective of whether they are Formpress Titles or Non-Formpress Titles.



- J. It is proposed that the Proposals shall become binding commitments by each of Mediaforce and Formpress to the Commission on the Commencement Date and shall remain in force until the Termination Date.

DEFINITIONS

1. For the purpose of the Proposals, the following terms shall have the following meaning:

“Act”	means the Competition Act 2002, as amended;
“Commission”	means the Competition and Consumer Protection Commission and its successors;
“Commission’s Determination”	means a determination of the Commission pursuant to section 21(2)(a) of the Act that the Proposed Transaction may be put into effect subject to the provisions of section 28C(1) of the Act;
“Commencement Date”	means the date of the Commission’s Determination;
“Day to Day Running”	means: in relation to Formpress, the day to day management of the publication of local/regional newspapers and digital newspapers and the sale of advertising in the State; in relation to Mediaforce, the day to day management of national advertising sales agency/conduit for local/regional newspapers and digital newspapers in the State;
“Formpress Titles”	means any local/regional newspaper or digital newspaper titles in the State owned or controlled, directly or indirectly, by the Mediaforce Group at or after the Commencement Date;
“Formpress Personnel”	means any director, officer, manager, employee, representative or agent of Formpress;
“Mediaforce Competitively Sensitive Information”	means any specific disaggregated information concerning any of the Non-Formpress Titles and information concerning advertising with local/regional newspaper titles in the State in the possession or control of Mediaforce. For the avoidance of doubt, information that is available in any form to the public by lawful means, other than as a result of a breach of the Proposals, shall not be considered to constitute “Mediaforce Competitively Sensitive Information”.
“Restricted Mediaforce Personnel”	means the restricted group of Mediaforce Personnel who administer that part of the Mediaforce business that requires access to the Mediaforce Competitively Sensitive



Information;

- “MediaForce Personnel”** means any director, officer, manager, employee, representative or agent of Mediaforce;
- “Non-Formpress Titles”** means any local/regional newspaper or digital newspaper titles in the State not owned or controlled, directly or indirectly, by the Mediaforce Group at or after the date of the Determination;
- “Termination Date”** means the date on which:
- a) Mediaforce Group: i) no longer operates local/regional newspapers and regional digital newspapers; or ii) accounts for the provision of less than 30% of national advertising agency/conduit services to local/regional newspapers and regional digital newspapers in the State; and satisfaction of these criteria have been confirmed in writing to the Undertakings by the Commission; or
 - b) the Commission considers that the Proposals are no longer required and confirms in writing to the Undertakings that the Proposals shall cease to apply.
- “Undertakings”** means Mediaforce and Formpress.
- “Working Day”** means a day (other than a Saturday or a Sunday or public holiday) on which banks are open for retail business in Dublin.

UNDERTAKINGS

2. Separation of Management and Non-Disclosure of Information Commitments:

2.1. From the Commencement Date, the Undertakings undertake that:

- 2.1.1. they each shall, within [...] Working Days of the date of the Commencement Date, provide to the Commission in writing the names and contact details of each member of the respective management teams of each of Formpress and Mediaforce;
- 2.1.2. they shall, within [...] Working Days of such change occurring, provide to the Commission in writing details of any changes to the management team of Formpress or Mediaforce (as the case may be), including any changes to the Restricted Mediaforce Personnel;
- 2.1.3. to ensure and maintain the separate Day to Day Running of each of the Undertakings from each other;
- 2.1.4. to ensure that no Mediaforce Personnel shall serve simultaneously as an officer, director, secretary, representative or agent holding any position in Formpress, save with the prior written consent of the Commission (such consent not to be unreasonably withheld or denied);



- 2.1.5. no person nominated or appointed to serve on the board of directors of Mediaforce (or any sub-committee thereof) shall have any responsibility for or involvement in the Day to Day Running of any Formpress Titles;
- 2.1.6. no Formpress Personnel involved in the Day to Day Running of any Formpress Titles shall have any access to any Mediaforce Competitively Sensitive Information; and
- 2.1.7. no Mediaforce Personnel shall discuss with or pass on or provide, directly or indirectly, to any Formpress Personnel, any Mediaforce Competitively Sensitive Information.

3. **Non-Discrimination Commitments:**

3.1. From the Commencement Date, Mediaforce undertakes:

- 3.1.1. to direct the advertising business received by it from advertisers and advertising agencies to local/regional newspapers and digital newspapers on a strictly fair, reasonable and non-discriminatory basis and to apply equivalent conditions in equivalent circumstances to all Formpress Titles and Non-Formpress Titles;
- 3.1.2. without prejudice to the generality of 3.1.1, in its activities as a national advertising sales agency/conduit for local/regional newspapers and regional digital newspapers in the State, to act in a non-discriminatory and transparent manner in all circumstances, including:
 - 3.1.2.1.1. the application of pricing and discounts to Formpress Titles and Non-Formpress Titles;
 - 3.1.2.1.2. in selecting the titles to be included in any of the packages of titles offered to advertisers and advertising agencies;
 - 3.1.2.1.3. in the use of newspaper circulation / readership figures and digital traffic figures in allocating advertising to Formpress Titles and Non-Formpress Titles.

COMPLIANCE AND REPORTING OBLIGATIONS

4. The Undertakings shall submit to the Commission within [...] months of the Commencement Date, and, at intervals on [...] thereafter, a written certificate in the form set out at Schedule 1 to these Proposals (a “**Compliance Certificate**”), signed by a director of each Undertaking confirming that they have jointly and severally complied with their obligations set out in these Proposals in the preceding period.
5. Mediaforce shall submit to the Monitoring Trustee within [...] months of the Commencement date, and at intervals of [...] year thereafter, a fully documented and reasoned written report (the “Mediaforce Report”) on the compliance by Mediaforce with the obligations of Clause 3 of these Proposals, to include how any communication by third parties regarding the matters set out in Clause 3 have been dealt with.
6. Within [...] Working Days of receipt of the Mediaforce Report, the Monitoring Trustee will submit to the Commission a reasoned report on the compliance by Mediaforce with Clause



3 of the Proposals, to include how any communication by third parties regarding the matters set out in Clause 3 have been dealt with.

7. The Undertakings shall inform their respective management teams, as identified to the Commission pursuant to Clause 2.1.1 and 2.1.2 of these Proposals, of their respective obligations and responsibilities under these Proposals and shall provide training to them in that regard.
8. The Commission reserves the right to require the Undertakings to provide to the Commission, at any time and on reasonable notice, such additional information as the Commission reasonably requires and which is necessary in order for the Commission to verify the Undertakings' compliance with their respective obligations and responsibilities set out in these Proposals. The Undertakings shall promptly provide to the Commission all such information in its possession.
9. These Proposals will come into effect on the Commencement Date and will remain in effect until the Termination Date.

Monitoring Trustee

10. Within [...] Working Days of the date of the Determination, the Undertakings will propose to the Commission a trustee, who is independent of the Undertakings (the "**Proposed Monitoring Trustee**"). The appointment of the Proposed Monitoring Trustee is subject to the approval of the Commission (such approval not to be unreasonably withheld or delayed). If the Commission does not reject the Proposed Monitoring Trustee by notice in writing within [...] Working Days of the date of the proposal by the Undertakings the Proposed Monitoring Trustee shall be deemed to have been approved.
11. If the Proposed Monitoring Trustee is rejected by the Commission, the Undertakings will propose the name of a new trustee (the "**New Monitoring Trustee**") within [...] Working Days of being informed by the Commission of the rejection. If the Commission does not reject the New Monitoring Trustee by notice in writing to the Undertakings within [...] Working Days of the new proposal, the New Monitoring Trustee shall be deemed to have been approved.
12. If the New Monitoring Trustee is rejected by the Commission, the Commission shall nominate a suitable trustee (the "**Commission Monitoring Trustee**") within [...] Working Days, whom the Undertakings will appoint or cause to be appointed.
13. Within [...] Working Days of the date on which the Commission has approved or is deemed to have approved either the Proposed Monitoring Trustee, the New Monitoring Trustee or the Commission Monitoring Trustee, the Undertakings shall enter into a mandate agreement (the "**Monitoring Mandate**") with the approved trustee (the "**Monitoring Trustee**"), the terms of which shall have previously been agreed with the Commission, which confers on the Monitoring Trustee all the rights and powers necessary to permit the Monitoring Trustee to monitor compliance with the Proposals.
14. The Monitoring Trustee shall be independent of the Undertakings, possess the necessary qualifications and experience to carry out its mandate and shall neither have nor become exposed to a conflict of interest.



Miscellaneous

15. The Monitoring Trustee's duties and functions as set out in these Proposals shall not be extended or varied in any way by the Undertakings save with the express written approval of the Commission (whose approval shall not be unreasonably withheld or delayed). Any instruction or request to the Monitoring Trustee from the Undertakings which conflicts with the terms of the Monitoring Mandate and the duties and functions as set out above, will be considered null and void.
16. The Commission may, on its own initiative or at the request of the Monitoring Trustee, give any orders or instructions to the Monitoring Trustee that are required in order to ensure compliance with the Proposals so long as the Undertakings are first given a reasonable opportunity to comment on any such orders or instructions in advance.
17. The Undertakings will provide the Monitoring Trustee with all reasonable assistance and will procure that all relevant third parties provide such assistance required to ensure compliance with the Proposals. The Undertakings will provide or cause to be provided to the Monitoring Trustee all such assistance and information, including copies of all relevant documents accessible by the Undertakings as the Monitoring Trustee may require in carrying out its Monitoring Mandate and will pay reasonable remuneration for the Monitoring Trustee's services. For the avoidance of doubt, the reasonable remuneration of the Monitoring Trustee, of itself, will not be deemed to affect the Monitoring Trustee's independence, nor of itself to result in a conflict of interest.
18. The Commission may, at its sole discretion, either in response to a reasoned request from the Undertakings or the Monitoring Trustee showing good cause or, in appropriate cases on its own initiative waive, modify or substitute any provision in these Proposals.



SCHEDULE 1

[Headed Paper of each of the Undertakings]

[Date]

Mr Ibrahim Bah
Competition Enforcement and Mergers Division
Competition and Consumer Protection Commission
Bloom House
Railway Street
Dublin 1

Merger Notification M/19/010 – Formpress Publishing Limited (Iconic)/Assets of Midland Tribune Limited

Dear Mr. Bah

I refer to Merger Notification M/19/010 – Formpress Publishing Limited (Iconic)/Assets of Midland Tribune Limited in relation to the proposed acquisition by Formpress Publishing Limited t/a Iconic (“**Formpress**”) of two regional newspapers namely the Midland Tribune and the Tullamore Tribune from Midland Tribune Limited which was notified to the Competition and Consumer Protection Commission (“**Commission**”) on 9 May 2019 (the “**Proposed Transaction**”).

The Commission issued a determination approving the Proposed Transaction under section 21(2)(a) of the Competition Act 2002 (as amended) (the “**Act**”) on [] 2019.

In accordance with the terms of the proposals given by Formpress and Mediaforce Ireland Limited (“**Mediaforce**”) to the Commission on [] 2019 in relation to the Proposed Transaction which, in accordance with section 20(3), section 26(1) and section 26(4) of the Act, have become commitments binding upon Formpress and Mediaforce (the “**Commitments**”), I hereby confirm [Formpress/Mediaforce]’s compliance with the terms of the Commitments during the period commencing on [the date of the Determination/date of the previous certificate issued by [Formpress/Mediaforce]] (the “**Relevant Date**”) and ending on the date hereof.

Yours faithfully,

[Name]
Director
[Formpress/ Mediaforce]