



## DETERMINATION OF MERGER NOTIFICATION M/21/007 – BAUER / COMMUNICORP

### Section 21 of the Competition Act 2002

#### Proposed acquisition by Bauer Media Audio Holding GmbH of sole control of Communicorp Group Limited.

Dated 16 March 2021

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1. On 26 February 2021, 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 Bauer Media Audio Holding GmbH (“Bauer Media”) would acquire sole control of Communicorp Group Limited (“Communicorp”) (the “Proposed Transaction”).
2. Communicorp carries on a “media business” (as defined in section 28A(1) of the Act) within the State and Bauer operates a “media business” elsewhere. The Commission considers that the Proposed Transaction constitutes a “media merger” for the purpose of Part 3A of the Act.
3. The business activities of the undertakings involved are:
  - Heinrich Bauer Verlag KG, Hamburg (“Bauer”), a privately-owned German media business, is the ultimate parent of Bauer Media. Bauer is currently active in the sales of magazines in the State, but not active in radio broadcasting or radio advertising in the State. Through Bauer Radio Limited, Bauer produces and broadcasts three local radio services in Northern Ireland: *Cool FM*, *Downtown Radio* and *Downtown Country*.
  - Communicorp, owned by Mr. Denis O’Brien, is a commercial media company and currently operates the two commercial national radio stations, *Newstalk* and *Today FM*, and three local radio services, *98FM* and *Spin 1038* in the Greater Dublin area and *Spin South West* which is available in counties Kerry, Limerick, Clare, Tipperary and south-west County Laois. Communicorp is also active in the wholesale supply of news content to radio stations in the State.
4. After examination of the notification, the Commission has concluded that the Proposed Transaction falls within the scope of paragraph 2.1 of the Simplified Merger Notification



Procedure Guidelines for assessing certain notifiable mergers or acquisitions under section 18(1)(b) of the Act, since none of the undertakings involved in the merger or acquisition are active or potentially active in the same product and geographic markets, or in any market(s) which is upstream or downstream to a market(s) in which another undertaking is active.

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

### **Ancillary Restraints**

6. The Share Purchase Agreement<sup>1</sup> imposes a number of non-compete and non-solicitation obligations on Mr. Denis O'Brien. The duration of these non-compete and non-solicitation obligations does not exceed the maximum duration acceptable to the Commission.<sup>2</sup> The Commission considers these restrictions to be directly related to and necessary for the implementation of the Proposed Transaction.

### **Determination**

The Competition and Consumer Protection Commission, in accordance with section 21(2)(a) of the Competition Act 2002, as amended, has determined that, in its opinion, the result of the proposed acquisition, whereby Bauer Media Audio Holding GmbH would acquire sole control of Communicorp Group 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) of the Competition Act 2002, as amended<sup>3</sup>.

### **For the Competition and Consumer Protection Commission**

**Ibrahim Bah**  
**Director**  
**Competition Enforcement and Mergers Division**  
**Competition and Consumer Protection Commission**

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<sup>1</sup> Agreement between Mr. Denis O'Brien, Bauer Media and Heinrich Bauer Verlag Beteiligungs GmbH dated 23 February 2021, regarding the sale and purchase of Communicorp.

<sup>2</sup> In this respect, the Commission follows the approach adopted by the European Commission in paragraphs 20 and 26 of its "[Commission Notice on restrictions directly related and necessary to concentrations](#)" [2005] OJ C56/03.

<sup>3</sup> Section 28C(1) of the Competition Act 2002, as inserted by section 74 of the Competition and Consumer Protection Act 2014.