



DETERMINATION OF MERGER NOTIFICATION M/21/028 – BAUER/IMAGINE RADIO

Section 21 of the Competition Act 2002

Proposed acquisition by Bauer Media Audio LP, of sole control of the business and related assets of the local UK radio stations collectively broadcasting as Imagine Radio.

Dated: 2 July 2021

1. On 17 June 2021, in accordance with s18(1)(b) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission received a notification of a proposed acquisition whereby Bauer Media Audio LP, would acquire sole control of the business and related assets of the local UK radio stations collectively broadcasting as Imagine Radio (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented pursuant to an Asset Purchase Agreement dated 16 June 2021 between Imagine FM Limited; High Peak Radio Limited; Bauer Media Audio LP; Ian Robert Davies and Ryan Lewis Davies. Imagine FM Limited and High Peak Radio Limited trade as Like Media Group, each of which are ultimately owned by Ian Robert Davies and Ryan Lewis Davies.
3. The Commission considers that the Proposed Transaction constitutes a “media merger” for the purpose of Part 3A of the Act, as Bauer carries a “media business” (as defined in section 28A(1) of the Act) within the State and Imagine Radio operates a “media business” elsewhere.
4. Bauer Media Audio LP is a wholly-owned subsidiary of Heinrich Bauer Verlag Beteiligungs GmbH, which in turn is a wholly-owned subsidiary of Heinrich Bauer Verlag KG (together “Bauer”). Following implementation of the Proposed Transaction, Bauer will acquire indirect sole control of the target assets from Imagine FM Limited and High Peak Radio Limited.
5. The business activities of the undertakings involved are:



- Bauer is a privately-owned German media business that operates in 14 countries including the Czech Republic, Denmark, Finland, France, Germany, Israel, Norway, Poland, Slovakia, Spain, Sweden, the UK, the USA and (most recently) Ireland.¹ Bauer is active in four business areas: Publishing, Audio, Online Comparison Platforms and SME Services.
 - Imagine Radio operates two local UK commercial radio stations broadcast via FM, targeting Greater Manchester and Derbyshire. It is also available online. Its stations are:
 - Imagine South Manchester (licensed area: Stockport); and
 - Imagine Peak District and Derbyshire (licensed area: Buxton).
 - Imagine Peak District and Derbyshire splits its programming across two feeds, with separate local content for each (and it sells advertising separately across the two feeds):
 - Imagine High Peak, centred around Buxton; and
 - Imagine Ashbourne, centred around Ashbourne.
6. After examination of the notification, the Commission has considered 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 there is no horizontal or vertical relationship between Bauer and Imagine Radio in the State.
7. 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

8. Clause 22 of the Asset Purchase Agreement dated 16 June 2021 imposes a number of non-compete/non-solicitation obligations on the sellers. The restraints in the Restrictive Covenant Agreement do not exceed the maximum scope and duration acceptable to the Commission.

¹M/21/007 – Bauer / Communicorp was cleared by the Competition and Consumer Protection Commission on 16 March 2021.



The Commission considers that they are directly related to and necessary for the implementation of the Proposed Transaction, in so far as they relate to the State.

Determination

9. 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 LP, would acquire sole control of the business and related assets of the local UK radio stations collectively broadcasting as Imagine Radio, 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 amended².

For the Competition and Consumer Protection Commission

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

² Section 28C(1) of the Competition Act 2002, as inserted by section 74 of the Competition and Consumer Protection Act 2014.