



DETERMINATION OF MERGER NOTIFICATION M/23/031 – BAUER MEDIA / CERTAIN ASSETS OF JACK MEDIA

Section 21 of the Competition Act 2002

Proposed acquisition by Bauer Media Audio LP, acting by its partner Bauer Media Audio Limited, of certain assets of Jack Media Oxfordshire Limited, which comprise the business known as Jack FM.

Dated 1 August 2023

1. On 17 July 2023, 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 LP, acting by its partner Bauer Media Audio Limited (“Bauer Media”), a subsidiary of Heinrich Bauer Verlag Beteiligungs GmbH, would acquire certain assets, which comprise the business known as Jack FM (the “Jack FM Assets”), from Jack Media Oxfordshire Limited (“Jack Media”) (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented by way of an Asset Purchase Agreement, dated 14 July 2023, between Bauer Media Audio LP, acting by its partner Bauer Media, and Jack Media (the “APA”). Pursuant to the APA, Bauer Media will acquire the Jack FM Assets from Jack Media.
3. The Commission considers that the Proposed Transaction constitutes a ‘media merger’ for the purpose of Part 3A of the Act as the Bauer Media group of companies (“Bauer Group”), of which Heinrich Bauer Verlag Beteiligungs GmbH is a member, carries on a ‘media business’ within the State and the Jack FM Assets operate a ‘media business’ elsewhere.
4. The parties are involved in the following business activities:

Bauer Media

- Bauer Media Audio LP is a limited partnership registered in England and Wales.



- Bauer Media Audio LP is acting by its general partner, Bauer Media, a private company limited by shares, incorporated, domiciled and registered in England and Wales.
- Bauer Media Audio LP and Bauer Media are indirectly wholly-owned subsidiaries of Bauer Group.

Bauer Group

- Bauer Group is a privately-owned German media business which reaches over 200 million customers worldwide and operates in fourteen countries, including the State.¹ Bauer Group is active in four business areas: publishing; audio; online comparison platforms; and SME services.²
- Through various subsidiaries, Bauer Group operates a number of media-related operations in the State, including:
 - several radio stations (*Today FM, Newstalk, 98FM, Spin 1038, Spin SW* and *RedFM*);
 - multi-platform sports media brand '*Off The Ball*';
 - radio and digital content app '*GoLoud*'; and
 - '*Audio XI*', an advertising platform.

Jack FM Assets

- The Jack FM Assets are currently owned by Jack Media, which is a private limited company, incorporated, domiciled and registered in England and Wales.
- The Jack FM Assets operate two local radio stations covering Oxfordshire, England. These stations are accessible on 106.4 FM and 106.8 FM in Oxfordshire, as well as via Digital Audio Broadcasting ("DAB") and Internet Protocol ("IP"). Furthermore, Jack FM operates a third radio station that is only accessible via

¹ More information can be found at: <https://www.bauermedia.com>.

² SME Services entail digital marketing experts developing tools and services tailored to the needs of SME (i.e. small and medium-sized enterprise) owners in order to make it easy and efficient for small and medium-sized businesses to connect with their customers online. See <https://www.bauermedia.com/business-areas/sme-services>.



DAB and IP.³

- The Jack FM Assets are not active in the State.

5. 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 in the State.⁴

6. In the 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

7. No ancillary restraints were notified.

³ More information can be found at: <https://www.jackfm.co.uk/jackfm/>.

⁴ The Commission's Simplified Merger Notification Procedure Guidelines can be found [here](#).



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 LP, acting by its partner Bauer Media Audio Limited, would acquire certain assets, which comprise the business known as Jack FM, from Jack Media Oxfordshire 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.⁵

For the Competition and Consumer Protection Commission

Ibrahim Bah

Director

Competition Enforcement and Mergers Division

⁵ Section 28C(1) of the Competition Act 2002, as amended, as inserted by section 74 of the Competition and Consumer Protection Act 2014.