

Completed acquisitions by Bauer Media Group of certain businesses of Celador Entertainment Limited, Lincs FM Group Limited and Wireless Group Limited, as well as the entire business of UKRD Group Limited

Terms of reference

1. In exercise of its duty under section 22(1) of the Enterprise Act 2002 (the **Act**) the Competition and Markets Authority (**CMA**) believes that it is or may be the case that:
 - (a) Four relevant merger situations have been created, in that:
 - (i) Enterprises carried on by Heinrich Bauer Verlag KG (trading as Bauer Media Group (**Bauer**)) have ceased to be distinct from enterprises carried on by UKRD Group Limited (the **UKRD Acquisition**); enterprises carried on by Bauer have ceased to be distinct from the enterprise consisting of the entire radio business carried on by Celador Entertainment Limited (the **Celador Acquisition**); enterprises carried on by Bauer have ceased to be distinct from the enterprise consisting of the entire radio and local multiplex business carried on by Lincs FM Group Limited (the **Lincs Acquisition**); enterprises carried on by Bauer have ceased to be distinct from the enterprise consisting of most of the local radio and local multiplex business interests carried on by The Wireless Group Limited (the **Wireless Acquisition**). The UKRD Acquisition, the Celador Acquisition, the Lincs Acquisition and the Wireless Acquisition are together referred to as the **Acquisitions**, and individually they are referred to as an **Acquisition**.
 - (ii) The condition specified in section 23(2)(b) of the Act is satisfied for each Acquisition.

- (b) The Celador Acquisition has resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) within a market or markets in the United Kingdom for goods or services, including in the supply of local commercial radio advertising in the West of England.
 - (c) The Wireless Acquisition has resulted, or may be expected to result, in an SLC within a market or markets in the United Kingdom for goods or services, including in the supply of local commercial radio advertising in the West Midlands.
 - (d) The Lincs Acquisition has resulted, or may be expected to result, in an SLC within a market or markets in the United Kingdom for goods or services, including in the supply of local commercial radio advertising in Yorkshire.
 - (e) The Acquisitions collectively have resulted, or may be expected to result, in an SLC within a market or markets in the United Kingdom for goods or services, including in the supply of local commercial radio advertising resulting from the loss of First Radio Sales Limited as a national advertising sales house.
2. Therefore, in exercise of its duty under section 22(1) of the Act, the CMA hereby makes a reference to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in order that the group may investigate and report, within a period ending on 21 January 2020, on the following questions in accordance with section 35(1) of the Act:
- (a) whether the Acquisitions each constitute a relevant merger situation; and
 - (b) if so, whether the Acquisitions, together or in isolation, have resulted, or may be expected to result, in an SLC within any market or markets in the United Kingdom for goods or services.

Colin Raftery
Senior Director, Mergers
Competition and Markets Authority
7 August 2019