



**Final Report of the Hearing Officer¹
Liberty Global / Ziggo
(COMP/M.7000)**

1. On 14 March 2014, the European Commission (the "Commission") received a notification of a proposed transaction by which Liberty Global plc ("Liberty Global") will acquire sole control over Ziggo N.V. ("Ziggo") within the meaning of Article 3(1)(b) of the Merger Regulation² by way of a public bid ("the Proposed Transaction").
2. The Proposed Transaction has an EU dimension within the meaning of Article 1(2) of the Merger Regulation.
3. On 25 March 2014, the Netherlands via its Authority for Consumers and Markets ("ACM") requested a full referral of jurisdiction over the Proposed Transaction from the Commission to the Netherlands under Article 9(2)(a) of the Merger Regulation. On 25 June 2014, the Commission adopted a decision pursuant to Article 9(3) of the Merger Regulation rejecting the referral request.
4. On 8 May 2014, considering that the Proposed Transaction raised serious doubts as to its compatibility with the internal market and the functioning of the EEA Agreement, the Commission adopted a decision initiating proceedings pursuant to Article 6(1)(c) of the Merger Regulation.
5. On 14 May 2014, in accordance with Article 10(3), second subparagraph, of the Merger Regulation, the Commission extended the period for reviewing the Proposed Transaction by 20 working days.
6. After the in-depth market investigation, the Commission found that the Proposed Transaction would be likely to significantly impede effective competition in relation to the market for the wholesale supply and acquisition of Premium Pay TV channels and in connection with the increased buying power of the merged entity vis-à-vis TV broadcasters in the markets for the wholesale supply and acquisition of Premium and Basic Pay TV channels in the Netherlands.

¹ Pursuant to Articles 16 and 17 of Decision 2011/695/EU of the President of the European Commission of 13 October 2011 on the function and terms of reference of the hearing officer in certain competition proceedings, OJ L 275, 20.10.2011, p. 29 ("Decision 2011/695/EU").

² Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings, OJ L 24, 29.1.2004, p. 1 (the "Merger Regulation").

7. In order to address the competition concerns identified by the Commission, Liberty Global submitted commitments on 14 July 2014. The Commission launched a market test on the commitments and concluded that improvements were needed to remove the competition concerns.
8. After Liberty Global failed to respond to a request for information, on 1 August 2014, the Commission adopted a decision under Article 11(3) of the Merger Regulation. The decision suspended the period for reviewing the Proposed Transaction from 4 August until 19 August 2014, when Liberty Global responded to the request for information.
9. On 22 August 2014, a revised set of commitments was submitted by which Liberty Global agrees to the divestment of the activities of the Premium Pay TV channel Film1 and to certain obligations aimed at ensuring that TV broadcasters are able to offer content via over-the-top (OTT) services in the Netherlands.
10. On the basis of the revised commitments, the draft decision declares the Proposed Transaction compatible with the internal market and the EEA Agreement, subject to conditions and obligations intended to ensure that Liberty Global complies with these commitments.
11. Pursuant to Article 16 of Decision 2011/695/EU, I have examined whether the draft decision deals only with objections in respect of which the parties have been afforded the opportunity of making known their views. I conclude that it does.
12. I have not received any procedural request or complaint from any party. Overall, I conclude that all parties have been able to effectively exercise their procedural rights in this case.

Brussels, 30 September 2014

(Signed)
Wouter WILS