



OPINION

OF THE ADVISORY COMMITTEE ON MERGERS

AT ITS MEETING OF 9 FEBRUARY 2015

CONCERNING A DRAFT DECISION RELATING

TO CASE M.7194 – LIBERTY GLOBAL/ W&W/CORELIO/DE VIJVER MEDIA

Rapporteur: Denmark

Concentration

1. The Advisory Committee agrees with the Commission that the notified operation constitutes a concentration within the meaning of Article 3(1)(b) of the Merger Regulation.
2. The Advisory Committee agrees with the Commission that the notified operation has a Union dimension pursuant to Article 1(2) of the Merger Regulation.

Relevant Markets

3. The Advisory Committee agrees with the Commission's definitions of the relevant product and geographic markets in the draft Decision.
4. In particular, the Advisory Committee agrees with the Commission that, for the purpose of assessing the proposed concentration, the following markets should be distinguished:
 - a) The Belgian or a narrower (regional) market for the production of TV content and the Belgian or a narrower (regional) market for the licensing of broadcasting rights for TV content;
 - b) The market for the wholesale supply of FTA/basic pay TV channels within the footprint of Telenet's cable network and the market for the wholesale supply of premium pay TV channels within the footprint of Telenet's cable network;
 - c) The market for the retail provision of TV services within the footprint of Telenet's cable network;
 - d) The Belgian or a narrower (regional) market for the sale of advertising space (on TV channels).

Competitive Assessment

5. The Advisory Committee agrees with the Commission that the proposed concentration raises **concerns** as to its compatibility with the internal market or a substantial part thereof:
 - a) with respect to the vertical relationship between the market for the wholesale supply of FTA/basic pay TV channels within the footprint of Telenet's cable network on the one hand, and the downstream market for the retail provision of TV services to end users within the footprint of Telenet's cable network, on the other hand, in terms of:
 - (i) input foreclosure;
 - (ii) customer foreclosure.

Remedy

6. The Advisory Committee agrees with the Commission that, also in light of the developments after notification summarised in section 6 of the draft decision, **the commitments are sufficient** to remove the concerns raised by the proposed concentration as to its compatibility with the internal market or a substantial part thereof:
 - a) with respect to the vertical relationship between the market for the wholesale supply of FTA/basic pay TV channels within the footprint of Telenet's cable network on the one hand, and the downstream market for the retail provision of TV services to end users within the footprint of Telenet's cable network, on the other hand, in terms of:
 - (i) input foreclosure;
 - (ii) customer foreclosure.

A minority of the Advisory Committee abstains.

7. The Advisory Committee agrees with the Commission that, subject to full compliance with the commitments offered by the parties, and all commitments considered together, the proposed concentration **is unlikely to significantly impede effective competition** in the internal market or in a substantial part thereof. A minority of the Advisory Committee abstains.
8. The Advisory Committee agrees with the Commission's view that the proposed concentration **should be declared compatible** with the internal market and the EEA Agreement in accordance with Articles 2(2) and 8(2) of the Merger Regulation. A minority of the Advisory Committee abstains.
