



Final Report of the Hearing Officer¹
Liberty Global / BASE Belgium
(COMP/M.7637)

1. On 17 August 2015, the European Commission received a notification of a proposed concentration by which Telenet NV (“Telenet”), controlled by Liberty Global Broadband I Limited (the “Notifying Party”), would acquire control of the whole of the undertaking BASE Company NV (“BASE”) by way of purchase of shares (the “Proposed Transaction”).
2. On 5 October 2015, the Commission adopted a decision initiating proceedings pursuant to Article 6(1)(c) of the Merger Regulation². In that decision, the Commission indicated that the Proposed Transaction falls within the scope of the Merger Regulation and that it raised serious doubts as to its compatibility with the internal market and the EEA Agreement as regards the potential markets for retail and wholesale mobile telecommunications services in Belgium. On the same day, the Commission shared key documents with the Notifying Party.
3. On 6 October 2015, at the Notifying Party's request and pursuant to Article 10(3), second subparagraph, first sentence, of the Merger Regulation, the second phase period for reviewing the Proposed Transaction was extended by 10 working days. The time limit was extended by a further 10 working days on 30 October 2015, with the agreement of the Notifying Party in accordance with Article 10(3), second subparagraph, third sentence, of the Merger Regulation.
4. On 27 October 2015, upon reasoned request, I admitted Proximus NV van publiek recht to be heard as interested third person pursuant to Article 5 of Decision 2011/695/EU.
5. On 14 September 2015, during the first phase investigation, the Notifying Party submitted proposed commitments in order to address the competition concerns identified by the Commission. On 18 September 2015, the Notifying Party submitted modified commitments.
6. Based on the results of its market testing, the Commission considered that the modified commitments did not address in full and in a clear-cut fashion the serious doubts

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”).

identified by the Commission during the first phase investigation and therefore did not meet the standard for an acceptable remedy in the first phase investigation.

7. After the commencement of the second phase investigation, the Notifying Party submitted a new set of commitments on 27 October 2015. On the same date, the Notifying Party informed the Commission of agreements involving Mediahuis NV as a potential upfront remedy taker.
8. The following day the Commission launched a market test of these proposals.
9. Following this second market test, the Notifying Party submitted revised commitments on 26 November 2015 and 2 December 2015. It submitted a final set of commitments on 18 December 2015 (the “Final Commitments”).
10. The Commission did not issue a statement of objections pursuant to Article 13(2) of Regulation No 802/2004³. There was no formal oral hearing in accordance with Article 14 of that regulation.
11. In the draft decision, the Commission concludes that the Final Commitments address in full the significant impediment to effective competition identified by the Commission as resulting from the Proposed Transaction. As a result, the draft decision declares the Proposed Transaction compatible with the internal market and the EEA agreement pursuant to Article 2(2) and Article 8(2) of the Merger Regulation and Article 57 of the EEA Agreement, subject to full compliance with the Final Commitments.
12. In accordance with Articles 16 and 17 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.
13. Overall, I consider that the effective exercise of procedural rights has been respected during the present proceedings.

Brussels, 26 January 2016

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³ Commission Regulation (EC) No 802/2004 implementing Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings (OJ L 133, 30.4.2004, p.1; corrigendum OJ L 172, 6.5.2004, p. 9).