



EUROPEAN COMMISSION
COMPETITION DG

Directorate R
Unit R.2 COMP-MEETINGS

OPINION

of the ADVISORY COMMITTEE on MERGERS

AT ITS MEETING OF 24 OCTOBER 2019
CONCERNING A PRELIMINARY DRAFT DECISION RELATING TO
CASE M.9064 – Telia Company / Bonnier Broadcasting Holding

Rapporteur: HUNGARY

Jurisdiction

1. The Advisory Committee agrees (13 Member States) with the Commission that the notified transaction constitutes a concentration within the meaning of Article 3(1)(b) of the Council Regulation (EC) No 139/2004 of 20.1.2004 on the control of concentrations between undertakings ("the Merger Regulation")¹.
2. The Advisory Committee agrees (13 Member States) with the Commission that the notified transaction has a Union dimension pursuant to Article 1(2) of the Merger Regulation.

Market definition

3. The Advisory Committee agrees (13 Member States) with the conclusions reached by the Commission in the draft Decision in relation to the definition of the relevant product and geographic markets for:
 - a. The production of AV content.
 - b. The licensing of broadcasting rights for AV content.
 - c. The wholesale supply of premium pay TV channels.
 - d. The wholesale supply of FTA and basic pay TV channels.
 - e. The retail supply of AV services.
 - f. The retail supply of mobile services.
 - g. The retail supply of fixed internet access services.
 - h. The retail supply of fixed telephony services.

¹ OJ L 24, 29.1.2004, p. 1.

- i. The retail supply of multiple play services.
- j. The sale of TV advertising space.

Competitive assessment

4. The Advisory Committee agrees (13 Member States) with the Commission's assessment that the notified transaction would significantly impede effective competition as a result of:
 - a. Vertical non-coordinated effects due to input foreclosure of FTA and basic pay TV channels in Sweden.
 - b. Vertical non-coordinated effects due to input foreclosure of FTA and basic pay TV channels in Finland.
 - c. Vertical non-coordinated effects due to input foreclosure of premium pay TV sports channels in Sweden.
 - d. Vertical non-coordinated effects due to input foreclosure of premium pay TV sports channels in Finland.
 - e. Conglomerate non-coordinated effects due to foreclosure of providers of retail mobile, fixed internet access and multiple play services in Sweden.²
 - f. Conglomerate non-coordinated effects due to foreclosure of providers of retail mobile, fixed internet access and multiple play services in Finland.³
 - g. Vertical non-coordinated effects due to input foreclosure of TV advertising space in Sweden.
 - h. Vertical non-coordinated effects due to input foreclosure of TV advertising space in Finland.
5. The Advisory Committee agrees (13 Member States) with the Commission's assessment that the notified transaction is unlikely to significantly impede effective competition as a result of:
 - a. Horizontal non-coordinated effects in the market for the production of AV content (demand-side) in Finland.
 - b. Horizontal non-coordinated effects in the markets for the acquisition and licensing of broadcasting rights of sport AV content in Finland.
 - c. Vertical non-coordinated effects due to potential input foreclosure of the wholesale supply of premium pay TV non-sports channels in Sweden.
 - d. Vertical non-coordinated effects due to potential input foreclosure of the wholesale supply of premium pay TV non-sports channels in Finland.

² The conglomerate relationship arises by virtue of Telia's activities as a provider of telecommunications services and Bonnier Broadcasting's activities as a retail provider of AV services, in particular in OTT services.

³ The conglomerate relationship arises by virtue of Telia's activities as a provider of telecommunications services and Bonnier Broadcasting's activities as a retail provider of AV services, in particular in OTT services.

- e. Vertical non-coordinated effects due to potential input foreclosure of the wholesale supply of premium pay TV non-sports channels in Norway.
- f. Vertical non-coordinated effects due to potential input foreclosure of the wholesale supply of premium pay TV non-sports channels in Denmark.
- g. Vertical non-coordinated effects due to potential foreclosure of customers' access to (i) FTA and basic pay TV channels; and (ii) premium pay TV channels, in Sweden.
- h. Vertical non-coordinated effects due to potential foreclosure of customers' access to (i) FTA and basic pay TV channels; and (ii) premium pay TV channels, in Finland.
- i. Vertical non-coordinated effects due to potential foreclosure of customers' access to premium pay TV channels in Norway.
- j. Conglomerate non-coordinated effects due to potential foreclosure of providers of OTT AV services by tying or bundling Bonnier Broadcasting's OTT AV service with Telia's telecommunications services or engaging in exclusionary practices in Sweden.⁴
- k. Conglomerate non-coordinated effects due to potential foreclosure of providers of OTT AV services by tying or bundling Bonnier Broadcasting's OTT AV service with Telia's telecommunications services or engaging in exclusionary practices in Finland.⁵

Commitments

6. The majority of the Member States at the Advisory Committee (12 Member States) agrees with the Commission that the final commitments offered by the Notifying Party on 18 September 2019 remove the significant impediment to effective competition identified in the draft Decision. A minority of Member States (1 Member State) abstains.
7. The majority of the Member States at the Advisory Committee (12 Member States) agrees with the Commission that, subject to the full compliance with the final commitments offered by the Notifying Party on 18 September 2019, the notified transaction is not likely to significantly impede effective competition in the internal market or in a substantial part of it. A minority of Member States (1 Member State) abstains.

Compatibility with the internal market and the EEA Agreement

8. The majority of the Member States at the Advisory Committee (12 Member States) agrees with the Commission that the notified transaction must therefore be declared compatible with the internal market and the functioning of the EEA Agreement in accordance with Article 2(2) and 8(2) of the Merger Regulation and Article 57 of the EEA Agreement. A minority of Member States (1 Member State) abstains.

⁴ The conglomerate relationship arises by virtue of Telia's activities as a provider of telecommunications services and Bonnier Broadcasting's activities as retail supplier of AV services.

⁵ The conglomerate relationship arises by virtue of Telia's activities as a provider of telecommunications services and Bonnier Broadcasting's activities as retail supplier of AV services.