

Disclaimer :

The Competition DG makes the information provided by the notifying parties in section 1.2 of Form CO available to the public in order to increase transparency. This information has been prepared by the notifying parties under their sole responsibility, and its content in no way prejudices the view the Commission may take of the planned operation. Nor can the Commission be held responsible for any incorrect or misleading information contained therein.

M.10391 — RTL GROUP / TALPA NETWORK

SECTION 1.2

Description of the concentration

On 30 August 2021, the European Commission (Commission) received the notification for a partial referral under Article 4(4) of the Merger Regulation of a proposed concentration by which RTL Group S.A. (RTL Group), incorporated in Luxembourg and a subsidiary of Bertelsmann SE & Co. KGaA (Bertelsmann), incorporated in Germany, will acquire indirect sole control over Talpa Network B.V. (Talpa Network), a company incorporated in the Netherlands (the Parties), within the meaning of Article 3(1)(b) of the EUMR. Post-Transaction, Talpa Holding N.V. will hold a non-controlling 30% shareholding in the combined entity consisting of RTL Nederland and Talpa Network (the JV), with RTL Group indirectly holding a controlling 70% shareholding in the JV.

On 29 September 2021, the Commission (in part) referred the Transaction to the Dutch Competition Authority (ACM) with respect to the assessment of the Parties' activities in the audiovisual value chain in the Netherlands (Dutch AV/TV Transaction). The Commission in its Referral Decision considered that jurisdiction for the review of the rest of the operation would remain with the Commission. In particular the Commission referred to the vertical relationship between Bertelsmann's upstream activities in the provision of IT services and solutions, and Talpa Network's downstream operation of e-commerce and auction platforms in the Netherlands, Belgium and Germany (Remaining Transaction). On 14 October 2021, the Parties consequently notified the Dutch AV/TV Transaction to the ACM.

On 15 June 2022, the European Commission received notification of the Remaining Transaction.

The relevant areas of activities of the Parties with respect to the Remaining Transaction are as follows: (i) Bertelsmann – is a German private multinational conglomerate corporation active in the media, services and education sectors. Bertelsmann fully owns, among others, Arvato, which is internationally active on various markets for the provision of IT services and solutions for E-commerce platforms.

(v) Talpa Network – is a 100% subsidiary of Talpa Holding N.V. and has subsidiaries in the Netherlands that broadcast TV and radio channels, that operate various online platforms and that publish magazines and games. Talpa Network also fully owns Emesa, which operates online (auction) platforms and operates online marketplaces.