

Disclaimer :

The Competition DG makes the information provided by the notifying parties in section 4 of Short 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.11308 - VODAFONE UK / THREE UK / VODAFONE UK HOLDINGS

SECTION 4

Description of the concentration

The Parties

Vodafone Group plc (“Vodafone”) is a holding company of a group primarily involved in the operation of mobile and fixed telecommunications networks and the provision of mobile and fixed telecommunications services, such as voice, messaging and data services, principally across Europe and Africa. Vodafone is headquartered in the United Kingdom and listed on the London Stock Exchange.

Vodafone’s indirect subsidiary Vodafone Limited (“Vodafone UK”) is a Mobile Network Operator (“MNO”) in the United Kingdom. Vodafone UK is active primarily in mobile services and the resale of fixed voice and broadband services.

CK Hutchison Group Telecom Holdings Limited (“CK Hutchison”) is an indirect wholly-owned subsidiary of CK Hutchison Holdings (“CKHH”), a company listed on The Stock Exchange of Hong Kong Limited. CK Hutchison consolidates the 3 Group businesses in Europe (with MNOs in Austria, Denmark, Ireland, Italy, Sweden and the UK) holding CKHH’s interests in telecommunications operations in Europe and a 66.09% interest in Hutchison Telecommunications Hong Kong Holdings (holding CKHH’s interests in mobile operations in Hong Kong and Macau).

Hutchison 3G UK Limited (“Three UK”) is an indirect wholly-owned subsidiary of CK Hutchison. Three UK is CK Hutchison’s MNO in the UK.

The Concentration

On 14 June 2023, Vodafone and CK Hutchison (together, the “Parties”), agreed to form a joint venture (“MergeCo”) to combine their operating businesses in the UK, respectively Vodafone UK and Three UK (the “Transaction”). MergeCo will be owned 51% by Vodafone and 49% by CK Hutchison.

The Transaction will therefore result in the creation of a full function JV within the meaning of Article 3(4) of the EU Merger Regulation, which will be jointly controlled by Vodafone and CK Hutchison. MergeCo will be active in the UK in the provision of (i) retail mobile services, and (ii) wholesale mobile services.

MergeCo has no current or expected turnover within the EEA and the undertakings concerned have not planned to transfer any assets within the EEA to MergeCo, such that the Transaction falls under point 5(a) of the Simplified Procedure Notice

