

## ANTICIPATED ACQUISITION BY BT GROUP PLC OF EE LIMITED

### Terms of reference

1. In exercise of its duty under section 33(1) of the Enterprise Act 2002 (**the Act**) the Competition and Markets Authority (**CMA**) believes that it is or may be the case that:
  - (a) arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation in that:
    - (i) enterprises carried on by, or under the control of, BT Group plc will cease to be distinct from enterprises currently carried on by, or under the control of, EE Limited; and
    - (ii) section 23(1)(b) of the Act is satisfied; and
  - (b) the creation of that situation may be expected to result in a substantial lessening of competition within a market or markets in the United Kingdom (**the UK**) for goods or services, including the supply of:
    - (i) wholesale access and call origination services to mobile virtual network operators; and
    - (ii) fibre mobile backhaul services to mobile network operators.
2. Therefore, in exercise of its duty under section 33(1) of the Act, the CMA hereby makes a reference to its chair for the constitution of a group under Schedule 4 of the Enterprise and Regulatory Reform Act 2013 in order that the group may investigate and report on the following questions in accordance with section 36(1) of the Act:
  - (a) whether arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation; and
  - (b) if so, whether the creation of that situation may be expected to result in a substantial lessening of competition within any market or markets in the UK for goods or services.

**Andrea Coscelli**  
**Executive Director, Markets and Mergers**  
**Competition and Markets Authority**  
**9 June 2015**