

Anticipated acquisition by Pearson Professional Assessments Limited of the computer-based testing business of learndirect 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 Pearson Professional Assessments Limited, through its UK operating entity Pearson VUE, will cease to be distinct from the enterprise consisting of the computer-based testing business carried on by learndirect Limited; and
 - (ii) the condition specified in section 23(2)(b) of the Act is satisfied with respect to the supply of end-to-end post-school (16+) invigilated computer-based testing services in the United Kingdom (**UK**); 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 UK for goods or services, including the supply of end-to-end post-school (16+) invigilated computer-based testing services in the UK.
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, within a period ending on 1 June 2016, 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 United Kingdom for goods or services.

Sheldon Mills
Senior Director of Mergers
Competition and Markets Authority
16 December 2015