

## **ACQUISITION BY IRON MOUNTAIN INCORPORATED OF RECALL HOLDINGS LIMITED**

### **Notice of proposal to accept final undertakings from Iron Mountain Incorporated pursuant to section 82 of and Schedule 10 to the Enterprise Act 2002 and public consultation on the proposed undertakings**

#### **Background**

1. On 14 January 2016, the Competition and Markets Authority ('CMA') made a reference (the 'Reference') to its chair in accordance with section 33(1) of the Enterprise Act 2002 (the Act) for the constitution of a Group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 to investigate and report on the proposed acquisition by Iron Mountain Incorporated ('Iron Mountain Inc') of Recall Holdings Limited ('Recall').
2. On 30 March 2016, the CMA gave its consent under section 78(2) of the Act to the acquisition by Iron Mountain Inc of shares in Recall. Completion of that acquisition occurred at a global level on 2 May 2016.
3. On 16 June 2016 the CMA published a report on the Completed acquisition by Iron Mountain Incorporated of Recall Holdings Limited (the 'Report').
4. In the Report, the CMA concluded that:
  - (a) the completed acquisition by Iron Mountain Inc of Recall in the UK may be expected to result in the creation of a relevant merger situation;
  - (b) the creation of that situation may be expected to result in a substantial lessening of competition ('SLC') in certain product markets in the Aberdeen/Dundee areas;
  - (c) the CMA should take action to remedy the SLC and the adverse effects likely to arise from it; and
  - (d) undertakings should be given to the CMA to give effect to the remedies identified by the CMA in Chapter 9 of the Report.

5. The Report further concluded that the transaction should be allowed to proceed on condition that Iron Mountain Inc and Iron Mountain UK dispose of the entire share capital of C21 Data Services Limited (C21), in line with the criteria set out in Chapter 9 of the Report.
6. In addition, the Report concluded that the commitment to sell the shares in C21 will be subject to CMA approval of the prospective purchaser meeting certain purchaser approval criteria. If a purchaser is not identified within three months (or such longer period as may be approved by the CMA), the CMA reserved the right to require appointment of a trustee to oversee the sale process to a suitable purchaser at the cost of Iron Mountain in order to ensure that the sale proceeds.
7. The CMA has reached agreement with Iron Mountain Incorporated on the terms of the draft undertakings to remedy the SLC identified in the Report and the adverse effects which flow from it, and the proposed undertakings are annexed to this Notice.

#### **Notice of proposal to accept undertakings**

8. The CMA now gives notice that it proposes to accept the annexed draft undertakings and invites written representations on them from any person or persons who wish to comment. Representations should reach the CMA by 5pm on 25 August 2016 (that is, within a period of 15 days starting with the date of publication of this notice) and should be addressed to:

Remedies Manager  
Iron Mountain / Recall Merger Inquiry  
Competition and Markets Authority  
Victoria House  
Southampton Row  
London  
WC1B 4AD

or by email to: [iron.recall@cma.gsi.gov.uk](mailto:iron.recall@cma.gsi.gov.uk)

9. The CMA will consider any representations made in accordance with this Notice and may make modifications to the proposed undertakings as a result. In the absence of any written representations, or in the event that the CMA decides, on consideration of representations made, not to amend the undertakings, the CMA proposes to accept the undertakings in their present form pursuant to section 82 of the Act. If the CMA considers that any

representation necessitates any material change to the proposed undertakings, the CMA will give notice of the proposed modifications.

10. Once accepted the final undertakings may be varied, superseded or released by the CMA under section 82(2) of the Act.
11. This Notice and a non-confidential version of the proposed undertakings will be published on the CMA website.

Signed by authority of the CMA

Anne Lambert

*Inquiry Chair*

10 August 2016