

Anticipated acquisition by Just Eat plc of Hungryhouse Holdings Limited

Decision to refer

ME/6659-16

Introduction

1. Just Eat plc, through its subsidiary Just Eat.co.uk Limited, (together **Just Eat**), has agreed to acquire Hungryhouse Holdings Limited (**Hungryhouse**) (the **Merger**). Just Eat and Hungryhouse are together referred to as the **Parties**.
2. On 10 May 2017, the Competition and Markets Authority (**CMA**) decided under section 33(1) of the Enterprise Act 2002 (the **Act**) that it is or may be the case that arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation, and that this may be expected to result in a substantial lessening of competition (**SLC**) within a market or markets in the United Kingdom (the **SLC Decision**).¹
3. On the date of the SLC Decision, the CMA gave notice of the SLC Decision to the Parties pursuant to section 34ZA(1)(b) of the Act. However, in order to allow the Parties the opportunity to offer undertakings to the CMA for the purposes of section 73(2) of the Act, the CMA did not refer the Merger for a phase 2 investigation pursuant to section 33(3)(b) on the date of the SLC Decision.
4. Pursuant to section 73A(1) of the Act, if a party wishes to offer undertakings for the purposes of section 73(2) of the Act, it must do so before the end of the five working day period specified in section 73A(1)(a) of the Act. The SLC Decision stated that if no undertakings for the purposes of section 73(2) of the Act were offered to the CMA by the end of this period, ie by 17 May 2017, or the Parties indicated before this deadline that they did not wish to offer such undertakings, then the CMA would refer the Merger for a phase 2

¹ See the Just Eat / Hungryhouse merger inquiry [case page](#).

investigation pursuant to section 33(1) and in accordance with section 34ZA(2) of the Act.

5. Pursuant to section 34ZA(2) of the Act the CMA is not prevented from making a reference under section 33 of the Act in the event that it decides that the duty to refer does not apply because it is considering whether to accept undertakings under section 73 of the Act but no such undertakings are offered or accepted.
6. On 17 May 2017, the Parties informed the CMA that they would not offer such undertakings to the CMA.

Decision

7. Therefore, pursuant to section 33(1) and in accordance with section 34ZA(2) of the Act, the CMA has decided to refer the Merger to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 to conduct a phase 2 investigation.

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