

## **Completed acquisition by Hunter Douglas N.V. of convertible loan notes and certain rights in 247 Home Furnishings Ltd. in 2013 and the completed acquisition by Hunter Douglas N.V. of a controlling interest in 247 Home Furnishings Ltd. in 2019**

### **Terms of reference**

1. In exercise of its duty under section 22(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) two separate relevant merger situations have been created, in that:
    - (i) enterprises carried on by Hunter Douglas N.V (**Hunter Douglas**) ceased to be distinct from enterprises carried on by 247 Home Furnishings Ltd. (**247**) as a result of Hunter Douglas acquiring convertible loan notes and certain rights in 247 in 2013 (the **2013 Transaction**), which conferred on Hunter Douglas the ability to exercise material influence over 247;
    - (ii) enterprises carried on by Hunter Douglas ceased to be distinct from enterprises carried on by 247 when Hunter Douglas acquired a controlling interest in 247 in 2019 (the **2019 Transaction**); and
    - (iii) the condition specified in section 23(2)(b) of the Act is satisfied in relation to both the 2013 and the 2019 Transactions.
  - (b) the creation of each relevant merger situation has resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) within a market or markets in the United Kingdom for goods or services, including the online retail supply of made-to-measure blinds in the UK.
2. Therefore, in exercise of its duty under section 22(1) of the Act, the CMA hereby makes a reference to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in order that the group may investigate and report, within a period ending on 15 September 2020, on the following questions in accordance with section 35(1) of the Act:
  - (a) whether two separate relevant merger situations have been created; and

(b) if so, whether the creation of each of those relevant merger situations have resulted, or may be expected to result, in an SLC within any market or markets in the United Kingdom for goods or services.

**Colin Raftery**  
**Senior Director, Mergers**  
**Competition and Markets Authority**  
**1 April 2020**