

Completed acquisition by FNZ (Australia) Bidco Pty Ltd of GBST Holdings Limited

Decision to refer

ME/6866-19

The CMA's decision to refer under section 22 of the Enterprise Act 2002 given on 30 March 2020.

Introduction

1. On 5 November 2020, FNZ (Australia) Bidco Pty Ltd (**FNZ**) acquired GBST Holdings Limited (**GBST**) (the **Merger**).
2. On 30 March 2020, the Competition and Markets Authority (**CMA**) decided under section 22(1) of the Enterprise Act 2002 (the **Act**) that it is or may be the case that the Merger constitutes a relevant merger situation that has resulted or 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 pursuant to section 34ZA(1)(b) of the Act to FNZ of the SLC Decision. However, in order to allow FNZ 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 22(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 the CMA would refer the Merger for a phase 2 investigation pursuant to sections 22(1), and in accordance with section 34ZA(2) of the Act, 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 6 April 2020); if FNZ indicated before this deadline that it did not wish to offer such undertakings; or if the undertakings offered were not accepted.

¹ See <https://www.gov.uk/cma-cases/fnz-gbst-merger-inquiry>.

5. On 6 April 2020, FNZ informed the CMA that it would not offer such undertakings to the CMA. Accordingly, pursuant to section 25(5)(b) of the Act the extension to the four-month period mentioned in section 24(1) of the Act ends on 15 April 2020.

Decision

6. Therefore, pursuant to sections 22(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.

Joel Bamford
Senior Director
Competition and Markets Authority
8 April 2020