

# Completed acquisition by CHC Group LLC of Offshore Helicopter Services UK Limited, Offshore Services Australasia Pty Ltd, and Offshore Helicopter Services Denmark A/S

## Decision to refer

**ME/6932.21**

### Introduction

1. On 31 August 2021, CHC Group LLC (**CHC**) acquired Offshore Helicopter Services UK Limited, Offshore Services Australasia Pty Ltd and Offshore Helicopter Services Denmark A/S<sup>1</sup> (together, the **Fisher Business**) from Babcock International Group (the **Merger**).
2. On 18 November 2021, 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**).<sup>2</sup>
3. On the date of the SLC Decision, the CMA gave notice pursuant to section 34ZA(1)(b) of the Act to CHC of the SLC Decision. However, in order to allow CHC the opportunity to offer undertakings to the CMA for the purposes of

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<sup>1</sup> Previously named Babcock Mission Critical Services Offshore Limited, Babcock Offshore Services Australasia Pty Ltd and Babcock Denmark A/S respectively. CHC acquired Offshore Helicopter Services UK Limited and Offshore Helicopter Services Denmark A/S via EEA Helicopter Operations B.V. (**EHOB**), which is jointly owned by CHC and Mr Levy.

<sup>2</sup> See [here](#). In the SLC Decision, it is explained that the CMA believes it appropriate to treat CHC and Mr Levy as a single person pursuant to section 127(1)(a) and 127(4)(d) of the Act. As such, the SLC Decision explains that the CMA believes that the Merger may have resulted in CHC (as a single person, including Mr Levy and EHOB) and the Fisher Business ceasing to be distinct. In addition, the SLC decision explains that CMA considers that two common unit holders of CHC (namely Bain Capital Credit, LP (**Bain**) and funds and accounts advised by or affiliated with Cross Ocean Partners Management LP or Cross Ocean Adviser LLP (**Cross Ocean**)) have, at least on a 'may be the case' basis, the ability to exercise material influence over CHC and as such the CMA believes that Bain and Cross Ocean may have also ceased to be distinct from the Fisher Business as a result of the Merger.

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. On 18 November 2021 the CMA extended the statutory four-month period mentioned in section 24(1) of the Act by notice pursuant to section 25(4) of the Act.

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 section 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 25 November 2021); if CHC indicated before this deadline that it did not wish to offer such undertakings; or if the undertakings offered were not accepted.
5. On 25 November 2021, CHC informed the CMA that it would not offer such undertakings to the CMA. Accordingly, the statutory four-month period mentioned in section 24(1) of the Act, as extended by notice pursuant to section 25(4) of the Act, shall end on 24 January 2022.

## **Decision**

6. Therefore, pursuant to section 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.

**Colin Raftery**  
**Senior Director, Mergers**  
**Competition and Markets Authority**  
**29 November 2021**