

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

### **Notice of Acceptance of Final Undertakings pursuant to sections 41, 82 and 107 of the Enterprise Act 2002**

#### **Background**

1. On 31 August 2021, CHC Group LLC via its subsidiaries purchased 100% of the issued share capital of Offshore Helicopter Services UK Limited (**Offshore UK**), Offshore Services Australasia Pty Ltd (**Offshore Australia**) and Offshore Helicopter Services Denmark A/S (**Offshore Denmark**). The acquired entities (together the **Fisher Business**) were subsidiaries of Babcock International Group plc (**Babcock**). As a result, CHC Group LLC has ownership and control of the Fisher Business (the Merger). CHC Group LLC's UK arm is operated through CHC Scotia Limited (**CHC UK**), which is wholly owned by EEA Helicopter Operations B.V. (**EHOB**). EHOB is jointly owned by Mr Ivan Levy and CHC Group LLC (hereafter **CHC Group LLC, EHOB** and their subsidiaries are referred to as **CHC**).
2. On 26 May 2021, the Competition and Markets Authority (**CMA**) made an initial enforcement order (**IEO**) pursuant to section 72(2) of the Enterprise Act 2002 (the **Act**) for the purpose of preventing pre-emptive action in accordance with that section. On 16 December 2021, the CMA issued directions under the IEO for the appointment of a monitoring trustee (the **Monitoring Trustee**) in order to monitor and ensure compliance with the IEO
3. On 29 November 2021, the CMA, in accordance with section 22(1) of the Act, referred the Merger to a group of CMA panel members to determine, pursuant to section 35 of the Act:
  - a) whether a relevant merger situation has been created; and
  - b) if so, whether the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) in any market or markets in the United Kingdom (**UK**) for goods or services.

4. On 1 June 2022, the CMA published a report pursuant to section 38 of the Act (the **Report**) which concluded that:
  - a) the Merger has created a relevant merger situation;
  - b) the creation of that situation has resulted in, and may be expected to result in a SLC in the provision of oil and gas offshore transportation services in the UK;
  - c) the CMA should take action to remedy the SLC and any adverse effects resulting from it; and
  - d) having regard to the need to achieve as comprehensive a solution as is reasonable and practicable, that Offshore UK be divested (the **Remedy**)
5. The CMA has reached agreement with CHC as to the terms of Final Undertakings for the purpose of remedying, mitigating or preventing the SLC and any adverse effects arising from it and the proposed Final Undertakings are attached to this Notice.
6. On 15 July 2022, the CMA gave notice of a proposal to accept Final Undertakings on its website. The CMA received no responses to its notice and made no substantive modifications to the text of the proposed Final Undertakings.
7. On 16 August 2022, the Parties gave the CMA Final Undertakings, giving effect to the CMA's decisions as published in its Final Report and which are on the same terms as those consulted on.
8. The CMA, under section 82 of the Act, now accepts those Final Undertakings as given by the Parties. A copy of the Final Undertakings is attached. The Final Undertakings now come into force and the reference is finally determined. In accordance with section 72(6) of the Act, the IEO ceases to be in force.
9. The Final Undertakings may be varied, superseded or released by the CMA under section 82 of the Act.
10. This Notice and a non-confidential version of the Final Undertakings will be published on the CMA website. The CMA has excluded from the non-confidential version of the Final Undertakings information which it considers should be excluded, having regard to the considerations set out in section 244 of the Act. These omissions are indicated by [✂].

[Signed]  
Kip Meek

Inquiry Group Chair  
24 August 2022