

Appendix A: Terms of reference and conduct of the inquiry

Terms of reference

1. In exercise of its duty under section 33(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) arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation, in that:
 - (i) enterprises carried on by London Stock Exchange Group plc will cease to be distinct from enterprises carried on by Quantile Group Limited; and
 - (ii) the condition specified in section 23(2)(b) of the Act is satisfied; and
 - (b) the creation of that situation may be expected to result in a substantial lessening of competition within a market or markets in the United Kingdom for goods or services, including in the provision of multilateral compression services for over-the-counter interest rate derivatives in the United Kingdom.
2. Therefore, in exercise of its duty under section 33(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 1 November 2022,¹ on the following questions in accordance with section 36(1) of the Act:
 - (a) whether arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation; and
 - (b) if so, whether the creation of that situation may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom for goods or services.

David Stewart
Executive Director, Markets and Mergers
Competition and Markets Authority
17 May 2022

¹ Correction: The period for the group to investigate and report ends on 31 October 2022.

Conduct of the inquiry

1. On 17 May 2022, the CMA [referred](#) the anticipated acquisition by London Stock Exchange Group plc (**LSEG**) of Quantile Group Limited (**Quantile**) (together **the Parties**) for an in-depth Phase 2 inquiry.
2. We published the biographies of the members of the Inquiry Group conducting the inquiry on the inquiry [webpage](#) on 17 May 2022 and the relevant administrative timetable was published on the inquiry [webpage](#) on 31 May 2022, and subsequently updated on 30 June 2022.
3. We invited interested parties to comment on the anticipated acquisition. We sent detailed requests for information to the Parties' competitors and customers, and a number of these also provided us with further information by video conference calls as well as by responding to supplementary written questions. We received written responses from over 20 customers, accounting for around [70-80%] [REDACTED] of TriOptima's revenues from multilateral compression.² We conducted interviews with 16 customers, competitors and other interested parties, of the Parties via MS Teams. We also spoke with the relevant industry regulators. Evidence submitted to the CMA during Phase 1 was also considered in Phase 2.
4. We received written evidence from the Parties in the form of submissions and responses to information requests. A non-confidential version of the Parties' initial submission was published on the inquiry [webpage](#) on 16 June 2022.
5. On 16 June 2022, the CMA published an [Issues Statement](#) on the inquiry [webpage](#) setting out the areas on which the Phase 2 inquiry would focus. A non-confidential version of the Parties' response, along with other third party responses, was published on the inquiry [webpage](#) on 21 July 2022.
6. On 20 June 2022, Members of the Inquiry Group and CMA staff attended a 'site visit' with LSEG and Quantile and their advisers. The Site visit was held at LSEG's Head Office in London.
7. During our inquiry, we sent the Parties a number of working papers for comment. We also provided the Parties and third parties with extracts from our working papers for comments on accuracy and confidentiality. The Parties were also sent an annotated issues statement, which outlined our emerging thinking to date prior to their respective main party hearings, which were held on 17 August 2022.

² CMA analysis of customer responses to the CMA questionnaire and TriOptima's customer list ([REDACTED]).

8. A non-confidential version of our provisional findings report has been published on the inquiry [webpage](#). Interested parties are invited to comment on this document.
9. We would like to thank all those who have assisted in our inquiry so far.