

ANTICIPATED ACQUISITION BY GLOBAL BUSINESS TRAVEL GROUP, INC OF CWT HOLDINGS, LLC.

SUMMARY OF FINAL REPORT

6 MARCH 2025

OVERVIEW

1. The Competition and Markets Authority (**CMA**) has decided that the anticipated acquisition (the **Merger**) by Global Business Travel Holdings, Inc. (**GBT**) of CWT Holdings, LLC. (**CWT** and, together with GBT, the **Parties**), to create the **Merged Entity**, amounts to a relevant merger situation (**RMS**) that may not be expected to result in a substantial lessening of competition (**SLC**) in the global market for the supply of business travel agency (**BTA**) services to customers with high total travel spend (**TTV**) (indicated by an annual TTV of over \$25 million placed with a single TMC) and requirements spanning multiple distinct regions of the globe.¹

WHO ARE THE BUSINESSES AND WHAT PRODUCTS DO THEY SUPPLY?

2. GBT is a NYSE-listed travel management company (**TMC**) trading under the name 'Amex Global Business Travel'. It provides BTA services, including search, booking, and expense management, in the UK and globally.² GBT also operates Neo, an online booking tool (**OBT**), and Neo1, a cloud-based travel spend manager.³
3. GBT's 2023 turnover was approximately £1.8 billion worldwide and approximately £[<] million in the UK.
4. CWT is a privately owned TMC. Much like GBT, it provides BTA services, including search, booking and expense management, in the UK and globally.⁴ CWT also operates an OBT, via chat, web and mobile app (myCWT), and a hotel booking platform (RoomIt) which provides hotel inventory and booking solutions for business travellers, and a distribution platform for hotel chains.⁵
5. CWT's 2023 turnover was approximately £[<] million worldwide and approximately £[<] million in the UK.

¹ All references to dollar (\$) amounts in this report are in US Dollars (USD).

² Final Merger Notice (**FMN**), 3 June 2024, paragraph 1.2.

³ FMN, paragraphs 3.3(a)-3.4.

⁴ FMN, paragraph 1.2.

⁵ FMN, paragraphs 1.3, 3.14-3.15 and 3.19.

OUR ASSESSMENT

Why are we examining this Merger?

6. The CMA's primary duty is to seek to promote competition for the benefit of consumers. It has a duty to investigate mergers that could raise competition concerns in the United Kingdom (**UK**), provided it has jurisdiction to do so.
7. In this case, the CMA has jurisdiction over the Merger because the Parties' overlapping activities meet the 'share of supply' jurisdictional test. We have calculated shares of supply on the basis of TTV generated in the UK in 2023 by customers whose global TTV exceeds \$25 million, and who place \$25 million or more with a single TMC. We found that the Parties' combined share of supply in the UK on this basis is [60-70%].
8. Both Parties provide BTA services to customers which include a range of UK headquartered business and international businesses with significant operations in the UK.

What evidence have we looked at?

9. In assessing the competitive effects of the Merger, we looked at a wide range of evidence in the round.
10. We examined the Parties' internal documents, which provide information on the types of customers they serve, who their rivals are, and the closeness of competition between the Parties and their rivals, as assessed by the Parties in the ordinary course of business. We spoke to and gathered information from third parties to better understand the competitive landscape faced by the Parties and obtain views on the impact of the Merger. In particular, the CMA received evidence from the Parties' customers and TMC competitors.
11. We received submissions and responses to information requests from the Parties, including the Parties' response to the CMA's Phase 1 Decision⁶ and the Interim Report,⁷ and held meetings with the Parties, including a teach in, the Initial Substantive Meeting and the main party hearing. Following the main party hearing, the Parties made a number of additional submissions and provided additional information in response to information requests.
12. Following the publication of our Interim Report and holding the main party hearing, we continued to collect and analyse evidence relevant to our investigation and conducted further analysis. We considered the additional evidence, and the Parties' representations received following the Interim Report and the main party hearing, in the round together with all other evidence received up to that point of our inquiry. This resulted in the revised provisional conclusion, which was set out in the Supplementary Interim Report,⁸ in response to which we received further submissions from the Parties⁹ and third parties.¹⁰

⁶ CMA, [Decision on relevant merger situation and substantial lessening of competition \(Phase 1 Decision\)](#), 30 July 2024. [Parties' response to the Phase 1 Decision](#), 23 August 2024.

⁷ CMA, [Interim Report](#), 6 November 2024. [Parties' response to the Interim Report](#), 27 November 2024.

⁸ CMA, [Supplementary Interim Report](#), 18 February 2025.

⁹ [Parties' response to the Supplementary Interim Report](#), 21 February 2025.

¹⁰ See [GBT/CWT merger inquiry case page](#).

How we assessed the Merger?

13. Our approach to assessing the Merger is forward-looking, and accounts for the future evolution of competitive conditions. This includes a consideration of any likely change in competitive strength, any expansion plans by the Parties and their rivals, any technological change, and their likely impact on competition. We adopted a time horizon of two years for our assessment, in line with the CMA Merger Assessment Guidelines.¹¹

WHAT DID THE EVIDENCE TELL US...

... about what would likely happen if the Merger does not take place?

14. In order to determine what (if any) impact the Merger may be expected to have on competition, we have considered what would likely happen if the Merger does not take place. This is known as the counterfactual.
15. We consider that the appropriate counterfactual against which to assess the Merger is the prevailing conditions of competition whereby GBT and CWT would continue to compete broadly in the same way as they do now, recognising that CWT is currently a much weakened competitor (as compared to prior to the COVID-19 pandemic) and is on a current trajectory as a weakening competitor.

... about the customers that would be affected by the Merger?

16. The evidence we have received consistently indicated that there is recognition within the BTA services sector of a group of customers, often referred to as global multinationals or GMNs. In particular, the evidence shows that these customers require sufficient capacity, service and support levels to be available to support a high volume of multi-regional travel. These customers also identify a more limited set of TMCs as suitable for their requirements than smaller customers. While there does not appear to be a universally accepted definition of these customers, the evidence we have received indicates that in the ordinary course of their businesses TMCs typically identify customers as falling within this group by reference to the value of their TTV, or the value of their TTV in combination with requirements for travel services that span multiple distinct regions of the globe.
17. Accordingly, we have assessed the effects of the Merger on the market for the supply of BTA services to customers with a high-volume (indicated by a TTV of over \$25 million) of business travel placed through a single TMC across multiple distinct regions of the globe (which we refer to in this report as **GMNs** or **GMN customers**). This is not a bright-line threshold, and we do not need to come to a finely balanced judgment on which customers fall 'inside' or 'outside' the market.¹² Instead, we have used this threshold to focus our assessment on the effects of the Merger on the supply of BTA services to GMN customers. In conducting our competitive assessment we have, where appropriate, carried out sensitivity analyses at \$15 million annual TTV.
18. We considered the extent to which either or both of multi-sourcing, meaning customers splitting a high volume of travel into smaller volumes managed by multiple TMCs, or unmanaged travel (ie in-house management of travel services or permitting employees to book their own travel and expense it back through their employer), should also be considered as part of this market. On the basis of the evidence we received, we do not

¹¹ See [Merger Assessment Guidelines \(CMA129\)](#).

¹² [CMA129](#), paragraph 9.4.

consider that either multi-sourcing or unmanaged travel is a sufficiently strong substitute from a demand or supply-side perspective and therefore we do not consider that it forms part of the same product market.

19. We have, though, considered multi-sourcing and unmanaged travel as possible out-of-market constraints in our competitive assessment.
20. While we have found that the relevant geographic market is global, we note that both Parties have operations in the UK and that their customer bases include GMN customers which are based in and/or do business in the UK.

... about CWT's competitive strength and how this would evolve?

21. We have found that CWT's financial performance is weak and is likely to further weaken in the future. As a result, we have found that, while CWT remains a competitor to GBT, it is a materially weakened one. In summary:
 - (a) CWT's continuing financial difficulties have had an adverse impact on its ability [X]. We consider that its financial position is unlikely to improve and it potentially faces a trajectory of continuing to lose more business than it will gain, resulting in [X] which will adversely affect CWT's ability to [X].
 - (b) Our bidding analysis has confirmed that BCD and GBT are the two strongest competitors in the market, by far, and both are substantially stronger than CWT.
 - (c) Our analysis of CWT's overall performance in recent years shows that CWT has lost [X] TTV and GMN customers than it has won. This is consistent with data showing that CWT has been competing [X] frequently, and winning [X] frequently, in tenders for new customers.

... about the constraint from other suppliers and how this would evolve?

22. We have found that, in addition to strong competition from BCD, the Parties currently face a material competitive constraint from FCM, and face an increasing constraint from CTM and Navan as they continue to grow:
 - (a) Our analysis of the Parties' bidding data, in particular our analysis of winners and participants in the opportunities that the Parties were involved in, shows that FCM already constitutes a material competitive constraint, while other TMCs such as CTM and Navan are competing against the Parties in tenders. It also confirms that the Parties continue to face a strong competitive constraint from BCD.
 - (b) Our analysis of recent trends in the number and associated TTV of GMN customers when considered together with our analysis of new GMN customer acquisitions, shows that, in addition to BCD, competitors such as FCM, CTM and Navan have been consistently and substantially increasing the number of customers and associated TTV that they support (albeit from a low base). (While CWT has been losing a [X] number of customers and TTV.) As these businesses continue to grow, we expect they will exert increased competitive constraints in the market.

DECISION

23. We have concluded that the anticipated acquisition of CWT by GBT, if carried into effect, will result in the creation of an RMS.

24. The evidence we have assessed has led us to find that CWT is a materially weakened competitor and accordingly today it exercises a weaker constraint on GBT than it did in the past, and that the constraints the Merged Entity will face from other TMCs are significant and are likely to increase in the future.
25. Having reviewed the totality of the evidence and analysis before us, we consider the answer to the statutory question of whether the merger may be expected to result in an SLC to be finely balanced. When considering this statutory question, unless a two-thirds majority of the inquiry group finds in favour of an SLC we must conclude that no SLC arises from the Merger.¹³ In light of the finely balanced nature of the decision in this case, two members of the Inquiry Group have concluded that the Merger may not be expected to result in an SLC.
26. As a result, the CMA's decision is that the Merger may not be expected to result in an SLC in the global market for the supply of BTA services to GMN customers.

¹³ Enterprise and Regulatory Reform Act 2013, [Schedule 4](#), paragraphs 55-56.