

REMITTAL RELATING TO THE COMPLETED ACQUISITION BY SPREADEX LIMITED OF THE B2C BUSINESS OF SPORTING INDEX

Notice of possible remedies under Rule 12 of the CMA's rules of procedure for merger, market and special reference groups¹

Introduction

1. On 17 April 2024, the Competition and Markets Authority (**CMA**), in exercise of its duty under section 22(1) of the Enterprise Act 2002 (the **Act**), referred the completed acquisition (the **Merger**) by Spreadex Limited (**Spreadex**) of the 'business-to-consumer' (**B2C**) business of Sporting Index Limited (**Sporting Index**) from Sporting Group Holdings Limited (**Sporting Group**), a subsidiary of La Française des Jeux Sporting Group (**FDJ**), for further investigation and report by a group of CMA panel members (the **inquiry group**). Spreadex and Sporting Index are together referred to as the **Parties**.
2. On 22 November 2024, the CMA announced its decision, set out in its final report (the **Phase 2 Final Report**²), that the Merger had resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) in the supply of licensed online sports spread betting services in the United Kingdom (**UK**).
3. On 20 December 2024, Spreadex filed a notice of application (the **Application**) to the Competition Appeal Tribunal (**Tribunal**) for review of the CMA's decision in relation to certain of the CMA's findings in the Phase 2 Final Report. Spreadex invited the Tribunal to quash the CMA's decision and to remit the matter to the CMA.
4. Following receipt of the Application, the CMA identified a number of errors in the Phase 2 Final Report, which included instances where the summaries of third party evidence did not accurately reflect the underlying material. In light of these errors, the CMA asked the Tribunal to quash the decisions (on an SLC and as to remedy) in the Phase 2 Final Report and refer the case back to

¹ CMA Rules of Procedure for Merger, Market and Special Reference Groups (**CMA17**), March 2014 (corrected November 2015), paragraphs 12.1-12.5.

² CMA, Phase 2 **Final Report**, 22 November 2024.

the CMA for reconsideration and to make a new decision or decisions on those matters.

5. On 4 March 2025, the Tribunal quashed the decision on an SLC and the final decision as to remedy in the Phase 2 Final Report and referred the case back to the CMA to reconsider and make a new decision or decisions in respect of those matters (the **Remittal**). Subsequently on the same date, the members of the inquiry group were appointed by the CMA for the purposes of the Remittal inquiry (the **Remittal inquiry group**).
6. On 5 March 2025, the CMA made an interim order (the **Interim Order**) addressed to Spreadex.Com Limited, Spreadex and Sporting Index in accordance with section 81 of the Act to prevent pre-emptive action.³ The Interim Order replaced the previous initial enforcement order made on 15 January 2024 (the **IEO**), under section 72(2) of the Act.⁴ The Interim Order is still in force.
7. Pursuant to directions contained in the Interim Order, the monitoring trustee (**Monitoring Trustee**) who had been appointed for the purpose of monitoring and securing compliance with the IEO, was re-appointed for the purpose of monitoring and securing compliance with the Interim Order.
8. In our provisional findings, notified to the Parties on 5 June 2025 in the Remittal inquiry (the **Remittal Provisional Findings**), we provisionally concluded that the Merger has resulted in the creation of a relevant merger situation, and that the creation of that situation has resulted, or may be expected to result, in an SLC in the supply of licensed online sports spread betting services in the UK. In this notice of possible remedies (the **Remittal Remedies Notice**), we refer to the supply of licensed online sports spread betting services in the UK as the **Relevant Market**.
9. We have also provisionally concluded that this SLC has resulted, or may be expected to result, in adverse effects, in terms of one or more of worse range, user experience and prices than otherwise have been, or be, the case absent the Merger.⁵
10. This Remittal Remedies Notice sets out the actions which the Remittal inquiry group considers it might take for the purpose of remedying, mitigating or preventing the SLC and/or any resulting adverse effects identified in the Remittal Provisional Findings.

³ CMA, [Interim Order](#), 5 March 2025.

⁴ CMA, [Initial Enforcement Order](#), 15 January 2024.

⁵ Further detail on the provisional SLC is set out within the Remittal Provisional Findings.

11. This Remittal Remedies Notice is intended as a starting point⁶ for discussion with the Parties and third parties, including customers and competitors.⁷ A remedies working paper, containing a detailed assessment of the different remedies options and setting out the Remittal inquiry group's provisional decision on remedies, will be sent to the Parties for comment (but not published) at a later date in the Remittal inquiry.⁸
12. We invite comments on possible remedies by **5pm (UK time) 19 June 2025**.⁹

CMA criteria for remedies

13. In deciding on a remedy, the CMA shall in particular have regard to the need to achieve as comprehensive a solution as is reasonable and practicable to the SLC and any adverse effects resulting from it.¹⁰
14. To this end, the CMA will seek remedies that are effective in addressing the SLC and its resulting adverse effects.¹¹
15. The effectiveness of a remedy is assessed by reference to its:¹²
 - (a) impact on the SLC and its resulting adverse effects – the aim being to restore the process of rivalry between firms seeking to win customers' business over time;
 - (b) duration and timing – remedies need to be capable of timely implementation and to address the SLC effectively throughout its expected duration;
 - (c) practicality, in terms of its implementation and any subsequent monitoring and enforcement; and
 - (d) risk profile, in particular to seek a remedy that has a high degree of certainty of achieving its intended effect.

⁶ As the final decision on remedies made in the Phase 2 Final Report was quashed by the Tribunal, the Remittal inquiry group has considered the question of remedies afresh. However, as discussed in further detail below, the Remittal inquiry group has had regard to the remedy previously proposed by Spreadex together with the modifications and enhancements that were previously considered by the inquiry group.

⁷ [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 4.56.

⁸ [CMA87](#), paragraph 4.64.

⁹ Responses to the Remittal Remedies Notice are typically requested within 14 days of publication of the Remittal Remedies Notice (and in any event, no less than seven days) so that they can be considered before response hearings ([Mergers: guidance on the CMA's jurisdiction and procedure \(CMA2revised\)](#), January 2021 (as amended 4 January 2022), paragraph 13.1).

¹⁰ Section 35(4) of the Act.

¹¹ [CMA87](#), paragraph 3.4.

¹² [CMA87](#), paragraph 3.5.

16. Having identified the effective remedy options, the CMA will select the least costly and intrusive remedy that it considers to be effective and seek to ensure that no remedy is disproportionate in relation to the SLC and its adverse effects.¹³

Initial views on possible remedy options

17. In determining an appropriate remedy, the CMA will consider the extent to which different remedy options would be effective in remedying, mitigating or preventing the SLC and/or any resulting adverse effects that have been provisionally identified.
18. As set out in the merger remedies guidance, remedies are conventionally classified as either structural or behavioural:¹⁴
- (a) structural remedies, such as divestiture, are generally one-off measures that seek to restore or maintain the competitive structure of the market by addressing the market participants and/or their shares of the market; and
 - (b) behavioural remedies are normally ongoing measures that are designed to regulate or constrain the behaviour of merger parties.
19. As set out in merger remedies guidance, in merger inquiries, the CMA normally prefers structural remedies over behavioural remedies, because:¹⁵
- (a) structural remedies are more likely to deal with an SLC and its resulting adverse effects directly and comprehensively at source by restoring rivalry lost as a result of the merger;
 - (b) behavioural remedies generally give rise to risks around one or more of specification, circumvention, market distortion, and monitoring and enforcement,¹⁶ are less likely to have an effective impact on the SLC and its resulting adverse effects, and are more likely to create significant costly distortions in market outcomes; and
 - (c) structural remedies rarely require monitoring and enforcement once implemented.

¹³ CMA87, paragraph 3.4.

¹⁴ CMA87, paragraph 3.34.

¹⁵ CMA87, paragraphs 3.5(a) and 3.46.

¹⁶ For further information on each of these risks, see CMA87, paragraph 7.4.

20. In this section we set out our initial views on each of the following categories of possible remedies:
- (a) Divestiture remedy options;
 - (b) Behavioural remedy options; and
 - (c) Other remedy options.

Divestiture remedy options

21. In defining the scope of a divestiture package that will satisfactorily address an SLC, the CMA will normally seek to identify the smallest viable, standalone business that can compete successfully on an ongoing basis and that includes all the relevant operations pertinent to the area of competitive overlap.¹⁷ The CMA will generally prefer the divestiture of an existing business, which can compete effectively on a standalone basis independently of the merger parties, to the divestiture of part of a business or a collection of assets. This is because divestiture of a complete business is less likely to be subject to purchaser and composition risk and can generally be achieved with greater speed.¹⁸
22. In the present case, to ensure that the remedy is comprehensive, the divestiture package would need to be capable of competing effectively under separate ownership. We would therefore need to be confident that the divestiture package contained all the assets, staff and capabilities necessary to be able to continue to compete effectively, and that the process of separating these assets from the relevant Party's business would not risk materially impairing the competitive capabilities of the divested business.
23. As the provisional SLC set out in the Remittal Provisional Findings, and the adverse effects arising from that provisional SLC are broadly similar to those considered previously by the inquiry group, we have had regard to the remedy previously proposed by Spreadex, together with the modifications and enhancements that were previously considered by the inquiry group, and we have taken that as the starting point for the purposes of this Remittal Remedies Notice.

¹⁷ [CMA87](#), paragraph 5.7.

¹⁸ [CMA87](#), paragraph 5.12. Purchaser risk refers to the risks that a suitable purchaser is not available or that the merger parties will dispose to a weak or otherwise inappropriate purchaser; composition risk refers to the risks that the scope of the divestiture package may be too constrained or not appropriately configured to attract a suitable purchaser or may not allow a purchaser to operate as an effective competitor in the market ([CMA87](#), paragraph 5.3).

24. Thus, the following potential structural remedy is the subject of this Remittal Remedies Notice: the divestiture of some, or all, of Sporting Index's assets acquired by Spreadex as part of the Merger, along with a bespoke sports spread betting platform and Transitional Services Agreements (**TSAs**) to operate Sporting Index for a transitional period, to a potential purchaser approved by the CMA (the **Potential Divestiture Remedy**).
25. The Potential Divestiture Remedy could be made up of three key elements:
- (a) The divestment of Spreadex's shares in the Sporting Index legal entity, including all of the Sporting Index assets which Spreadex had acquired under the Merger, except in relation to the Sporting Index employees, in respect of which a potential purchaser may opt to transfer fewer than the [X] current Sporting Index employees (the **Acquired Assets Element**);
 - (b) A bespoke sports spread betting platform, developed by Spreadex, which would form part of the divestiture package (the **Platform Development Element**); and
26. A TSA to operate the Sporting Index business for a limited transitional period, while the purchaser makes the investments required to build up the personnel and functions that it does not currently have to operate the business in the manner that Sporting Index operated it pre-Merger (the **TSA Element**).
27. The Acquired Assets Element could include the following:
- (a) the Sporting Index brand, intellectual property and web domains;
 - (b) the source code for the applications for the spread betting platform used by Sporting Index prior to the Merger, which Spreadex acquired (the **Acquired Source Code**);
 - (c) the sports spread betting and sports fixed odds betting customer list (including all trading history);
 - (d) the [X] current employees who transferred to Spreadex from Sporting Index;
 - (e) regulatory licences with the Financial Conduct Authority (**FCA**) and the Gambling Commission, which are held by the Sporting Index legal entity; and
 - (f) unrecognised deferred tax losses and trade debtors and trade creditors/accruals.

28. The Platform Development Element could involve:
- (a) Spreadex developing a bespoke back-end platform for Sporting Index (the **Bespoke Platform Solution**) by repurposing key elements of Sporting Index's existing systems (ie the Acquired Source Code), whilst integrating new technology, and developing new components as necessary, to make the Bespoke Platform Solution capable of operating on a standalone basis, and allow it to function as a spread betting platform.
 - (b) Spreadex developing a reconstituted Sporting Index desktop website and reconstituted mobile sites (or mobile apps), ie the customer-facing elements of the platform, more commonly referred to as the front-end platform, which would then be integrated with the 'back-end' platform, ie the Bespoke Platform Solution.
29. Spreadex developing the Application Programming Interface integration, which would enable third party trading models to connect to the Bespoke Platform Solution, and supply spread betting prices.
30. The TSA Element would depend on the capabilities of the purchaser, but would likely be expected to include:
- (a) Back office and customer service support;
 - (b) Compliance support;
 - (c) Payment processing support;
 - (d) IT support;
 - (e) [REDACTED] support;
 - (f) [REDACTED]; and
 - (g) temporary ongoing technical support to facilitate the transition.
31. We note that prior to the Merger, and during the sale process for Sporting Index, the seller (Sporting Group) had offered Spreadex and other potential purchasers a Sporting Index business which, under a TSA, could be operated as a standalone business, including transferring staff and IT applications; and offering technical support under a TSA. However, under the Merger agreement, Spreadex acquired just six employees ([REDACTED]); and did not require a TSA that would enable Sporting Index's pre-Merger spread betting to remain operational post-Merger. Instead, upon completion of the Merger transaction, Spreadex migrated Sporting Index's customers on to Spreadex's own spread

betting platform and Sporting Index's pre-Merger spread betting platform has not been in operation since Merger completion.

32. Given the limited Sporting Index assets acquired by Spreadex as part of the Merger, and the fact that any potential purchaser is likely to have fewer (and potentially different) synergies than those between Spreadex and Sporting Index, we would question whether the divestiture of solely the Sporting Index assets acquired by Spreadex as part of the Merger is likely to be sufficient to constitute the divestment of a standalone business and be an effective remedy in addressing the SLC and/or any resulting adverse effects that we have provisionally identified. The divestiture of a combination of Sporting Index assets alongside other elements (for example the Platform Development Element and the TSA Element described above) for the purpose of establishing a standalone business could represent an effective structural remedy.
33. We will consider responses on the Potential Divestiture Remedy outlined above, as well as any other divestiture remedies put forward as part of this consultation.

Behavioural remedy options

34. Our initial view is that a behavioural remedy is very unlikely to be an effective remedy to the SLC and/or any resulting adverse effects that we have provisionally identified, given our initial view that there are significant risks in designing effective behavioural remedies, including the risks of specifying the form of conduct or market outcome with sufficient precision in a dynamic technological market and the challenges in monitoring compliance. We will consider any behavioural remedies put forward as part of this consultation.

Other remedy options

35. More generally, we will consider any other practicable remedies that the Parties, or any interested third parties, may propose that would be effective in addressing the SLC and/or any resulting adverse effects that we have provisionally identified.
36. Where the merger parties propose remedy options for the CMA's consideration, the CMA's engagement on remedies with limited prospect of being effective can reduce the CMA's ability to focus on remedies that have a greater prospect of being effective. Therefore, in keeping with the CMA's guidance on remedies, we will not conduct a detailed consideration of proposed remedies unless those proposing remedy options can demonstrate

that their proposed remedy options will satisfactorily address the SLC and/or any resulting adverse effects identified in the Remittal Provisional Findings.

37. The CMA will also consider whether a combination of measures is required to achieve a comprehensive solution – for example whether any behavioural remedies would be required in a supporting role¹⁹ to safeguard the effectiveness of any structural remedies. We will evaluate the impact of any proposed combination of measures on the SLC and/or any resulting adverse effects that we have provisionally identified.

Invitation for comments on a possible divestiture remedy

38. In evaluating possible divestitures as a remedy to the SLC and/or any adverse effects that have been provisionally identified, the CMA will consider the likelihood of achieving a successful divestiture and the associated risks. In reaching its view, the CMA will have regard to the following critical elements of the design of divestiture remedies:²⁰

- (a) the scope of the divestiture package;
- (b) identification of a suitable purchaser; and
- (c) ensuring an effective divestiture process.

The scope of the divestiture package

39. To be effective and not raise any composition risk, any divestiture package would need to be appropriately configured to address the SLC and/or adverse effects that we have provisionally identified, and be attractive to potential purchasers in order to enable the purchaser to operate effectively as an independent competitor.
40. The CMA's IEO and later the Interim Order (see paragraph 6 above) were intended to preserve Sporting Index's viability and competitive independence until our determination of the reference. However, at the time that the IEO, and later the Interim Order, were imposed, Sporting Index had already been largely integrated into Spreadex's operations, and given the limited number of assets and employees acquired by Spreadex as part of the Merger, Sporting Index currently relies on Spreadex for its continued viability and does not operate on a standalone basis.²¹

¹⁹ CMA87, paragraph 3.47.

²⁰ CMA87, paragraphs 5.3-5.4.

²¹ See: [Derogation 15 January 2024](#).

41. We also understand that the pre-Merger Sporting Index spread betting platform (which was used by Sporting Index pre-Merger and was acquired by Spreadex as part of the Merger) is currently not operational, as Spreadex did not elect to take the TSA offered by FDJ to enable Sporting Index's pre-Merger spread betting platform to remain operational. Sporting Index has therefore been operating using a 'white-label' version of Spreadex's website, which is running on the same database and underlying technology stack, as well as the same operational applications as Spreadex's own website.²²
42. It is our initial view that a divestiture package should have the requisite functions and capabilities to allow a purchaser to compete as a standalone business. In our initial view, this would include (but not be limited to):
- (a) the re-creation of an IT platform, applications and other technology similar to that used by Sporting Index prior to the Merger and including but not limited to, a sports spread betting platform; and
 - (b) ensuring that the key Sporting Index assets (including the Sporting Index legal entity) acquired by Spreadex as part of the Merger are included in the divestiture package; and
 - (c) ensuring that sufficient transitional services under a TSA are provided to allow a purchaser to hire the requisite staff, develop any of their own support services and to allow for a smooth handover.
43. We note that prior to the Merger, and during the sale process for Sporting Index, the seller (FDJ) had offered Spreadex and other potential purchasers a Sporting Index business which, under a TSA, could be operated as a standalone business, including transferring staff and IT applications; and offering technical support under a TSA. However, under the Merger agreement, Spreadex acquired just six employees ([X]); and did not require a TSA that would enable Sporting Index's pre-Merger spread betting to remain operational post-Merger. Instead, upon completion of the Merger transaction, Spreadex migrated Sporting Index's customers on to Spreadex's own spread betting platform and Sporting Index's pre-Merger spread betting platform has not been in operation since Merger completion.
44. Given the limited Sporting Index assets acquired by Spreadex as part of the Merger, and the fact that any potential purchaser is likely to have fewer (and potentially different) synergies than those between Spreadex and Sporting Index, we would question whether the divestiture of solely the Sporting Index assets acquired by Spreadex as part of the Merger is likely to be sufficient to

²² See: [Derogation 15 January 2024](#).

constitute the divestment of a standalone business and be an effective remedy in addressing the SLC and/or any resulting adverse effects that we have provisionally identified. The divestiture of a combination of Sporting Index assets (the Acquired Assets Element) alongside other elements (for example the Platform Development Element and the TSA Element described above) for the purpose of establishing a standalone business could represent an effective structural remedy. We have provided more detail on what, in our initial view, these three elements should contain, below.

45. The Acquired Assets Element could include the following:
 - (a) the Sporting Index brand, intellectual property and web domains;
 - (b) the source code for the applications for the spread betting platform ;
 - (c) the sports spread betting and sports fixed odds betting customer list (including all trading history);
 - (d) the [✂] current employees who transferred to Spreadex from Sporting Index; and
 - (e) regulatory licences with the Financial Conduct Authority (**FCA**) and the Gambling Commission.
46. The Platform Development Element could involve:
 - (a) Spreadex developing a bespoke back-end platform for Sporting Index (the **Bespoke Platform Solution**) by repurposing key elements of Sporting Index's existing systems, whilst integrating new technology, and developing new components as necessary.
 - (b) Spreadex developing a reconstituted Sporting Index desktop website and reconstituted mobile sites (or mobile apps), ie the customer-facing elements of the platform, more commonly referred to as the front-end platform.
47. Spreadex developing the Application Programming Interface integration, which would enable third party trading models to connect to the Bespoke Platform Solution, and supply spread betting prices.
48. The TSA Element would depend on the capabilities of the purchaser, but would likely be expected to include:
 - (a) Back office, customer service and IT support;
 - (b) Compliance and payment processing support;

- (c) [✂] support; and
 - (d) [✂].
49. We invite views on what would need to be included within the scope of the divestiture package from Spreadex. In particular:
- (a) With respect to the Platform Development Element:
 - (i) What technology, applications and IT platforms would be required?
 - (ii) What steps would be involved as part of this process?
 - (iii) Approximately how long would this process be estimated to take?
 - (iv) How costly would this process be?
 - (v) Approximately how long would it take to integrate this platform into a prospective purchaser's business?
 - (vi) After integrating this platform into a prospective purchaser's business, what would be then required for the prospective purchaser to maintain and develop this platform?
 - (vii) What would be the principal risks to completing this process effectively and in a timely manner?
 - (viii) Are there any risks in allowing Spreadex to develop this platform, and if so, how can these risks be mitigated?
 - (b) Based on the description of the Sporting Index assets acquired by Spreadex as part of the Merger set out at paragraph 27 above, are there other parts of the Sporting Index business which would need to be reconstituted or recreated in order to form a viable divestment business? What steps would be required to do so and how long would this process take? How costly would this process be?
50. Is it necessary for the divestiture package to be configured to allow a prospective purchaser to provide sports fixed odds betting services in addition to providing sports spread betting services, either in order to operate a viable sports spread betting business (eg because sports fixed odds customers may

become sports spread betting customers) and/or to attract a wider pool of prospective purchasers?²³

- (a) Would a TSA with Spreadex be required, and if so, what should the scope and duration of any such TSA involve?
- (b) Would a customer non-solicitation clause be necessary, to prevent Spreadex from targeting Sporting Index customers for a particular period of time?
- (c) Are there any other elements that would be required to be part of the divestiture package to ensure that it can compete effectively in the Relevant Market?

51. We note that the scope of the divestiture package needed to allow a purchaser to compete as a standalone business will rely to some extent on the identity and capabilities of the purchaser. However, our initial view is that as a starting point, the scope of the package should be sufficiently broad to address the risk that the scope will be too constrained or not appropriately configured to attract a suitable purchaser.
52. We will consider using the full extent of our remedial powers to ensure that the divestiture package represents an effective standalone competitor and supplier of licensed online sports spread betting services in the UK, in particular that it will continue to innovate and develop its services.

Identification of a suitable purchaser

53. Purchaser risk arises if a divestiture is made to a weak or otherwise inappropriate purchaser or if a suitable purchaser is not available. As such, in line with CMA guidance, we will need to be satisfied that a prospective purchaser:²⁴
- (a) is independent of Spreadex;
 - (b) has the necessary capability to compete;
 - (c) is committed to competing in the Relevant Market; and
 - (d) will not create further competition concerns

²³ Both Spreadex and Sporting Index operated sports fixed odds betting businesses alongside their sports spread betting businesses prior to the Merger. Spreadex told us that 90% of spread betting customers also bet on fixed odds (Spreadex, Main Party Hearing transcript, 4 July 2024, page 47, lines 25-26, and page 48, line 1).

²⁴ [CMA87](#), paragraph 5.20 and 5.21.

(together, the **Purchaser Suitability Criteria**).

54. We invite views on whether there are any specific factors to which we should pay particular regard in assessing purchaser suitability in this case, eg:
- (a) whether a proven capability of operating a spread betting business or a business in an adjacent market (eg sports fixed odds betting / financial spread betting), is essential or desirable;
 - (b) whether any particular purchaser (or types of purchaser) might fail to meet the Purchaser Suitability Criteria;
 - (c) whether any particular purchaser (or types of purchaser) would likely be unable to obtain the necessary approvals from the FCA to operate the divestment business, or likely be unable to comply with the FCA's ongoing regulatory requirements;
 - (d) whether there are any other factors that we should consider when identifying a suitable purchaser for the divestiture package; and
 - (e) whether there is a risk that Spreadex will be incentivised to divest a divestment business to a weak or otherwise inappropriate purchaser.

Effective divestiture process

55. Asset risk arises if the competitive capability of the divestiture business deteriorates before completion of the divestiture. We will consider what, if any, procedural safeguards may be required to minimise the risks associated with this divestiture. In particular:
- (a) Are there risks that the competitive capability of a divestiture package will deteriorate before completion of divestiture?
 - (b) What is the appropriate timescale for achieving a divestiture?
 - (c) In relation to the Platform Development Element:
 - (i) What is the appropriate timescale for the Platform Development Element?
 - (ii) Should this process be completed prior to any divestiture process, or can this process be run in parallel with the divestiture process?
 - (iii) What should be the role of the Monitoring Trustee be in the Platform Development Element?

- (iv) Should an independent expert be appointed to advise on the Platform Development Element?
 - (d) What other procedural safeguards should we put in place to ensure an effective divestiture process?
56. The CMA will have the power to mandate an independent divestiture trustee to dispose of the divestiture package at no minimum price if:
- (a) the Parties fail to procure divestiture to a suitable purchaser within the initial divestiture period; or
 - (b) the CMA has reason to expect that the Parties will not procure divestiture to a suitable purchaser within the initial divestiture period.
57. In unusual cases, the CMA may require that a divestiture trustee is appointed at the outset of the divestiture process. We invite views on whether the circumstances of this Merger necessitate the appointment of a divestiture trustee at the outset of any divestiture process.

Cost of remedies and proportionality

58. In order to be reasonable and proportionate, the CMA will seek to select the least costly remedy, or package of remedies, that it considers will be effective. The CMA will also seek to ensure that no remedy is disproportionate in relation to the SLC and its adverse effects. Between two remedies that the CMA considers equally effective, it will choose that which imposes the least cost or restriction.²⁵ The CMA will generally attribute less significance to the costs of a remedy that will be incurred by the merger parties than the costs that will be imposed by a remedy on others, including the CMA.²⁶ In particular, in relation to completed mergers, the CMA will not normally take account of costs or losses that will be incurred by the merger parties as a result of a divestiture remedy.²⁷
59. When considering relevant costs, the CMA's considerations may include (but are not limited to):²⁸
- (a) distortions in market outcomes;

²⁵ CMA87, paragraph 3.6.

²⁶ CMA87, paragraph 3.8.

²⁷ CMA87, paragraph 3.9.

²⁸ CMA87, paragraph 3.10.

- (b) compliance and monitoring costs incurred by the Parties, third parties, or the CMA; and
 - (c) the loss of any relevant customer benefits (**RCBs**) arising from the Merger which are foregone as a result of the remedy (see paragraphs 61 to 64 below).
60. We invite views on what costs are likely to arise in implementing a divestiture remedy option described above (see paragraphs 17 to 37).

Relevant customer benefits (RCBs)

61. In deciding the question of remedies, the CMA may, in particular, have regard to the effect of any remedial action on any RCBs in relation to the creation of the relevant merger situation.²⁹
62. RCBs are limited by the Act to benefits to relevant customers³⁰ in the form of:³¹
- (a) lower prices, higher quality or greater choice of goods or services in any market in the UK (whether or not in the market(s) in which the SLC concerned has, or may have, occurred, or may occur); or
 - (b) greater innovation in relation to such goods or services.
63. The Act provides that, in relation to a completed merger, a benefit is only an RCB if:³²
- (a) it has accrued, or may be expected to accrue within a reasonable period, as a result of the creation of the relevant merger situation; and
 - (b) it was, or is, unlikely to accrue without the creation of that situation or a similar lessening of competition.
64. We welcome views on the nature of any RCBs and on the scale and likelihood of such benefits and the extent (if any) to which these are affected by the divestiture remedy option set out above (see paragraphs 21 to 33) or any other remedies that may be put forward for our consideration.

²⁹ Section 35(5) of the Act, see also CMA87, paragraph 3.15.

³⁰ For these purposes, relevant customers are direct and indirect customers (including future customers) of the merger parties at any point in the chain of production and distribution; they are therefore not limited to final consumers (section 30(4) of the Act; see also CMA87, paragraph 3.18).

³¹ Section 30(1)(a) of the Act, see also CMA87, paragraph 3.17.

³² Section 30(2) of the Act, see also CMA87, paragraph 3.19.

Next steps

65. Interested parties are requested to provide any views in writing, including any practical alternative remedies they wish us to consider, by **5pm (UK time) on 19 June 2025** (see Note (i)). Comments should be provided by email to Spreadex.SportingIndex@cma.gov.uk.
66. A copy of this Remittal Remedies Notice will be posted on the CMA [case page](#).

Richard Feasey
Remittal Inquiry Group Chair
5 June 2025

Note

- (i) This notice of possible actions to remedy, mitigate or prevent the SLC and/or any resulting adverse effects is made having regard to the Remittal Provisional Findings announced on 5 June 2025. The Parties have until 26 June 2025 to respond to the Remittal Provisional Findings. Our findings may alter in response to comments we receive on the Remittal Provisional Findings, in which case we may consider other possible remedies, if appropriate.