



Department for
Digital, Culture,
Media & Sport

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5th October 2026

By email

Acquisition of the business of TalkTalk Telecom Group by BT Group plc

Notice of a Public Interest Intervention Notice

I refer to the acquisition of the business of TalkTalk Telecom Group Limited ("TalkTalk") by BT Group plc ("BT Group") (the "Acquisition"). This letter is based on the information currently available to the Secretary of State.

The Secretary of State has decided to give a public interest intervention notice ("PIIN") to the Competition and Markets Authority ("CMA") in relation to the Acquisition under section 42(2) of the Enterprise Act 2002 (the "Act"). The Secretary of State has decided to issue a PIIN for the following reasons:

- a) She considers that she has reasonable grounds for suspecting that it is or may be the case that a relevant merger situation ("RMS") has been created, as defined in section 23 of the Act; and
- b) She believes that it is or may be the case that a public interest consideration is relevant to a consideration of the RMS concerned.

The public interest consideration specified in the Enterprise Act 2002 that the Secretary of State considers may be relevant is:

- the need to maintain in the United Kingdom the capability to combat, and to mitigate the effects of, public health emergencies, as specified in section 58(2E) of the Act.

The Secretary of State is also of the opinion that the following public interest consideration, which is not currently specified in section 58 of the Act, ought to be so specified, and believes that it is or may be the case that it is relevant to a consideration of the RMS:

- the need to maintain in the United Kingdom the continuity of the supply of telecommunications services for the purposes of preventing disruption to the economy or society of the United Kingdom, including, in particular, disruption to—
 - (a) public services;
 - (b) critical national infrastructure; or
 - (c) the supply of telecommunications services to customers who are or may be vulnerable.

Accordingly, this consideration is a public interest consideration for the purposes of section 42(3) of the Act. As required by section 42(7) of the Act, the Secretary of State will, as soon as practicable, take such action as is within her power to ensure that this consideration is finalised.

The PIIN requires the CMA to report on the RMS by 5pm on 19th October 2026.

Creation of a relevant merger situation

The Secretary of State considers that there are reasonable grounds for suspecting that it is or may be the case that a relevant merger situation has been created because:

- a) BT Group and TalkTalk are each enterprises within the meaning of section 129 of the Act. BT Group provides fixed and mobile communications and associated services in the United Kingdom. TalkTalk operates consumer and wholesale telecommunications businesses serving customers in the United Kingdom.
- b) The Secretary of State has reasonable grounds to suspect that TalkTalk's business has been transferred to the companies: Platform X Communications Limited and TalkTalk Telecommunications Limited and that BT has purchased the entire issued share capital of both companies. Following the Acquisition, BT, Platform X Communications Limited and TalkTalk Telecommunications Limited have become interconnected bodies corporate and have therefore been brought under common control.
- c) The Secretary of State has reasonable grounds to suspect that the value of the turnover in the United Kingdom of the enterprise being taken over exceeds £100 million. According to TalkTalk Group Accounts for the year ending 28 February 2025, the revenue of the business was approximately £1.4 billion¹

The public health emergency consideration

The Secretary of State believes that the following public interest consideration may be relevant to a consideration of the Acquisition:

The need to maintain in the United Kingdom the capability to combat, and to mitigate the effects of, public health emergencies.

The Secretary of State understands that TalkTalk was, and despite the Acquisition by BT, its former business may still be at risk of entering liquidation. She understands that liquidation would result in the disconnection of the customers and that the consequences would extend beyond ordinary service disruption.

In particular, the Secretary of State understands that the network serves vulnerable customers, including telecare users. Telecare services enable vulnerable users to call for assistance in an emergency, and a loss of connectivity could therefore prevent or delay access to urgent support, creating a serious risk to health and life.

The Secretary of State further understands that the scale of the affected customer base would materially constrain the market's ability to reconnect customers quickly. Disruption could therefore persist for a significant period, increasing the potential for harm. This risk extends beyond telecare users: loss of fixed connectivity could prevent vulnerable customers from independently contacting emergency services,

¹ JFY2025 TalkTalk Group Accounts, Companies House

carers, and other essential support, with the severity of harm particularly acute for customers who are reliant on their landline or lack an effective mobile alternative.

The Secretary of State therefore believes that the following public interest consideration is relevant to the consideration of the Acquisition; namely, the maintenance of the United Kingdom's capability to combat, and mitigate the effects of, a public health emergency.

The continuity of telecommunications supply consideration

The Secretary of State also believes that the following consideration may be relevant to a consideration of the Acquisition. It is not currently specified in section 58 of the Act, but in her opinion it ought to be:

The need to maintain in the United Kingdom the continuity of the supply of telecommunications services for the purposes of preventing disruption to the economy and society of the United Kingdom, including, in particular, disruption to public services, critical national infrastructure, supply to customers who are or may be vulnerable (the "continuity of telecommunications supply consideration").

The Secretary of State understands that TalkTalk was and, despite the Acquisition by BT, its former business may still be at risk of entering liquidation. Liquidation would result in the disconnection of customers of both the retail business and its wholesale network. That would include customers of other communications providers who rely on that network.

Vulnerable customers

The Secretary of State understands that the retail business serves [REDACTED] vulnerable customers, including at least [REDACTED] telecare users. Once customers of other providers that rely on the wholesale network are included, the numbers are likely to be materially higher. Vulnerable customers may face a heightened risk of harm from a loss of service. For example, a loss of connectivity may prevent them from contacting emergency services, carers and other essential support.

Public services and critical national infrastructure

The Secretary of State understands that the network supports a significant number of connections to public services and critical national infrastructure. These include:

- connections to emergency services
- connections to the health and social care sector
- connections to sites in a wide range of other sectors, including retail, food, space, water, energy, finance, chemicals, education and government.

The education connections include [REDACTED]. Furthermore, several of the 'own network' assets are also designated as critical national infrastructure, because they are particularly important to the overall functioning of the network and the services it provides.

The Secretary of State also understands that many connections on the wholesale network are resold through a large number of providers, often through several intermediaries. As a result, there is very limited visibility of the connectivity arrangements servicing end users. It is therefore difficult for those connections to be protected or migrated in a way that ensures continuity of telecommunications supply.

Disruption to the economy and society

The Secretary of State further understands that the scale of the affected customer base would materially constrain the market's ability to reconnect customers quickly. Disruption could therefore continue for a significant period. Widespread and prolonged disconnection would cause disruption to the normal functioning of the economy and society of the United Kingdom.

For all the above reasons the Secretary of State therefore believes that the continuity of telecommunications supply consideration may be relevant to a consideration of the RMS.

Conclusion

The Secretary of State has therefore issued a PIIN, in relation to the RMS on the basis that the following public interest considerations may be relevant to a consideration of the merger:

- (i) the need to maintain in the United Kingdom the capability to combat, and to mitigate the effects of, public health emergencies; and
- (ii) the need to maintain in the United Kingdom the continuity of the supply of telecommunications services for the purposes of preventing disruption to the economy and society of the United Kingdom, including, in particular, disruption to
 - a. public services;
 - b. critical national infrastructure
 - c. supply to customers who are or may be vulnerable,

Yours sincerely,



Director, Digital Infrastructure

Department for Digital, Culture, Media and Sport

5 October 2026