

ANTICIPATED ACQUISITION BY LIBERTY GLOBAL, TELEFÓNICA AND INFRAVIA (THROUGH THEIR JOINT VENTURE, NEXFIBRE) OF SUBSTANTIAL

Invitation to Comment on Remedies under Rule 12 of the CMA's rules of procedure for merger, market and special reference groups¹

Introduction

1. This consultation seeks the views of interested parties on possible remedies to address the substantial lessening of competition (**SLC**) and resulting adverse effects we have provisionally identified regarding the anticipated acquisition of Substantial Topco Limited (**Substantial**)² by Opal JVco Limited (**nexfibre**)³ (the **Transaction**).⁴
2. On 1 July 2026, the Competition and Markets Authority (the **CMA**), pursuant to sections [33\(1A\)](#) and [34ZF](#) of the Enterprise Act 2002 (the **Act**), referred the Transaction for further investigation and report by a group of CMA panel members (the **Inquiry Group**).⁵
3. In the interim report on the reference notified to the Parties on 2 October 2026 (the **Interim Report**), we provisionally concluded that the Transaction may be expected to result in an SLC in the supply of wholesale fixed broadband services in the Parties' combined fibre to the premises (**FTTP**) network footprints.⁶
4. We also provisionally found that the Parties' 'primary efficiency claim' in relation to the Transaction⁷ does not meet the criteria set out in the CMA's guidance.⁸ Further, we provisionally found that the Parties' other efficiency claims would not materially impact the strength of the Parties' wholesale

¹ See CMA, [CMA rules of procedure for merger, market and special reference groups \(CMA17\)](#), 2 January 2025.

² Including its subsidiary undertakings, Netomnia Limited (**Netomnia**), Brsk Limited (**Brsk**), Brsk ISP Limited (**Brsk ISP**) and YouFibre Limited (**YouFibre**).

³ nexfibre is a joint venture between Liberty Global Ltd (**Liberty Global**), Telefónica S.A. (**Telefónica**), and Crown Infra Bidco Limited, an entity wholly owned by funds managed by InfraVia Capital Partners. Liberty Global and Telefónica are also the joint owners of VMED O2 UK Limited (**VMO2**). nexfibre, VMO2 and Substantial are together referred to as the **Parties** and, for statements relating to the future (if the Transaction was to proceed), nexfibre, VMO2 and Substantial are together referred to as the **Merged Entity**.

⁴ See: CMA, [Decision to refer](#), 1 July 2026 and CMA, [Terms of reference](#), 1 July 2026.

⁵ Under Schedule 4 to the Enterprise and Regulatory Reform Act 2013.

⁶ CMA, [Interim Report](#), 2 October 2026.

⁷ The Parties submitted that the 'primary efficiency' of the Transaction was that it is pro-competitive, as it will unlock significant new investment and create a more effective and financially sustainable wholesale challenger to Openreach. CMA, [Interim Report](#), 2 October 2026, paragraph 40 of the 'Summary'.

⁸ CMA, [Interim Report](#), 2 October 2026, paragraph 7.32.

offering and/or are supported by limited evidence. As such, they were not considered to be timely, likely or sufficient to prevent an SLC from arising.⁹

5. This Invitation to Comment on Remedies sets out and consults on the actions which the CMA might take for the purpose of remedying the SLC and/or any resulting adverse effects provisionally identified in the Interim Report.¹⁰
6. We invite comments from the Parties and third parties on possible remedies by no later than **5pm on Tuesday 27 October 2026**.

CMA criteria for remedies

7. 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.¹¹
8. To this end, the CMA will seek remedies that are effective in addressing the SLC and its resulting adverse effects and will select the least costly and intrusive remedy that it considers to be effective.¹²
9. The CMA will seek to ensure that no remedy is disproportionate in relation to the SLC and its adverse effects.¹³

Possible remedies on which views are sought

10. We have not yet reached any decision, provisional or otherwise, on the effectiveness of any remedy option in addressing the SLC and resulting adverse effects we have provisionally identified.
11. We have identified prohibition of the Transaction (**Prohibition Remedy**) as a possible remedy option. The Transaction currently remains anticipated. Prohibition of the Transaction would prevent completion of the Transaction and prevent the Parties from attempting to merge without the CMA's prior consent for a further period (normally ten years).
12. The Parties have not made a remedy proposal to address the SLC provisionally identified in our Interim Report. As set out in the CMA's guidance, where merger parties do not put forward a remedy proposal, the CMA will not typically give detailed consideration to remedies other than prohibition and/or divestiture of a standalone business as the specification of remedies other than prohibition or divestiture of a standalone business often

⁹ CMA, [Interim Report](#), 2 October 2026, paragraphs 7.36 and 7.40.

¹⁰ See CMA, [Mergers: Guidance on the CMA's jurisdiction and procedure \(CMA2\)](#), 19 December 2025, paragraphs 13.10-13.13. CMA, [Interim Report](#), 2 October 2026.

¹¹ Section 36(3) of the Act. CMA, [Merger remedies \(CMA87\)](#), 19 December 2025, paragraph 3.4.

¹² [CMA87](#), paragraph 3.5(b).

¹³ [CMA87](#), paragraph 3.5(b).

requires detailed knowledge of the operation of the relevant business, and it is unlikely that the CMA could identify and develop such a remedy without significant input from the merger parties.¹⁴ In this case, other than the Prohibition Remedy, we have not identified an alternative structural remedy involving a divestiture of a standalone business.

13. The CMA will consider any other practicable remedies that interested parties may propose that would be effective in comprehensively addressing the SLC and any resulting adverse effects we have provisionally identified.
14. In determining an appropriate remedy, the CMA will consider the extent to which different remedy options will be effective in remedying, mitigating or preventing the SLC or any resulting adverse effects that have been provisionally identified.

Consultation on possible remedies

15. We invite views on whether the following possible remedies will be effective in addressing the SLC and resulting adverse effects provisionally identified in the Interim Report:

(a) the Prohibition Remedy; or

(b) any other practicable remedies.

Cost of remedies and proportionality

16. 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.¹⁵ Between two remedies that the CMA considers equally effective, it will choose that which imposes the least cost or restriction.¹⁶
17. We invite views on what costs are likely to arise in implementing each remedy option.

Relevant customer benefits

18. In deciding the question of remedies, the CMA may have regard to the effects of any remedial action on any relevant customer benefits (**RCBs**) in relation to the creation of the relevant merger situation.¹⁷

¹⁴ CMA2, paragraph 13.12.

¹⁵ CMA87, paragraph 3.5(b).

¹⁶ CMA87, paragraphs 3.15 to 3.17.

¹⁷ Section 36(4) of the Act, see also CMA87, paragraph 3.32.

19. RCBs are limited by the Act to benefits to relevant customers in the form of:¹⁸
- (a) 'lower prices, higher quality or greater choice of goods or services in any market in the United Kingdom ... or
 - (b) greater innovation in relation to such goods or services'.¹⁹
20. The Act provides that a benefit is only an RCB if:
- (a) it accrues or may be expected to accrue within a reasonable period as a result of the creation of that relevant merger situation; and
 - (b) it is unlikely to accrue without the creation of that situation or a similar lessening of competition.²⁰
21. 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 different remedy options we are considering.

Next steps

22. Interested parties are requested to provide any views in writing, including any practical alternative remedies they wish the CMA to consider, by **no later than 5pm on Tuesday 27 October 2026**. Comments should be provided by email to nexfibre.substantial@cma.gov.uk.

Cyrus Mehta
Inquiry Group Chairman
20 October 2026

Note

*A copy of this notice will be posted on the CMA [website](#). This Invitation to Comment on Remedies to remedy, mitigate or prevent the SLC or any resulting adverse effects is made having regard to the Interim Report announced on 2 October 2026. The deadline for interested parties to submit comments on the Interim Report is **5pm on Friday 23 October 2026**. The CMA's findings may alter in response to comments it receives on its Interim Report, in which case the CMA may consider other possible remedies, if appropriate.*

¹⁸ 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 3.28).

¹⁹ Section 30(1)(a) of the Act, see also [CMA87](#), paragraph 3.27.

²⁰ Section 30(3) of the Act, see also [CMA87](#), paragraph 3.29.