

# Anticipated joint venture between Vodafone Group Plc and CK Hutchison Holdings Limited concerning Vodafone Limited and Hutchison 3G UK Limited

## 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) Hutchison 3G UK Limited will cease to be distinct from enterprises controlled by Vodafone Group Plc and, conversely, Vodafone Limited will cease to be distinct from enterprises controlled by CK Hutchison Holdings Limited; and
    - (ii) the condition specified in section 23(1)(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 for the supply of: retail mobile telecommunications services to end consumers in the UK, including both consumers and business customers; and wholesale mobile services in the UK.
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, within a period ending on 18 September, decide 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.

**Julie Bon**  
**Deputy Chief Economic Adviser**  
**Competition and Markets Authority**  
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