



Competition (Jersey) Law 2005

Information Note

Provisional Findings – Second Detailed Review

Proposed acquisition of Jersey Airtel Limited by Sure (Guernsey) Limited (C-042)

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Information Notice

Sure (Guernsey) Limited (**Sure**, or the **Purchaser**) is proposing to acquire Jersey Airtel Limited (**Airtel**, or the **Target**), excluding Airtel's 100% owned subsidiary Bharti House Limited, from Bharti Global Limited (**Bharti**, or the **Seller**) (the **Proposed Transaction**). In this information note, Sure and Airtel are jointly referred to as the **Parties** or the **Merging Parties**.

The Proposed Transaction has been notified to the Jersey Competition Regulatory Authority (the **Authority**) for approval pursuant to Article 21 of the Competition Jersey Law 2005 (the **Competition Law**).

Following the conclusion of the second detailed review, which included consideration of responses received to the consultation on proposed commitments, the Authority has made provisional findings. Based upon its provisional findings, the Authority has determined the Proposed Transaction is likely to give rise to substantial lessening of competition and so is minded to exercise its power under Article 22(1) of the Competition Law by refusing to approve the Proposed Transaction.

In line with its Guideline 8 on Mergers and Acquisitions (the **Merger Guidelines**)¹, the Authority intends to publish its provisional findings on 12 July 2023 when feedback will be sought from any interested parties.

Note: Merger Application Process

The Authority has progressed the Parties merger application in line with its Merger Guidelines.

On 8 November 2022, the Authority received a joint merger application form from the Parties for the Proposed Transaction. Later the same day, the Authority published a Notification of Application on its website, which initiated the first detailed review consultation period. This consultation period concluded on 21 November 2022, with nine submissions being received (seven from members of the public and two from industry).

On 16 December 2022, the Authority published its decision following the first detailed review, which concluded that the Proposed Transaction may give rise to a substantial lessening of competition in Jersey. As a result, the Authority decided to refer the Proposed Transaction for a second detailed review.

On 6 January 2023, the Authority issued requests for information to the Parties to enable it to progress the second detailed review. The responses were received from the Parties on 20 January 2023.

Following this, the Authority held two individual state of play meetings with Sure (on 1 March 2023) and Airtel (on 2 March 2023). In response to the State of Play meetings, Sure provided a further commitments proposal and Airtel provided further information to support its contention that it would become a weaker competitor in the future, in the absence of the merger.

¹ See [Guideline 8 - Mergers and Acquisitions | JCRA \(the Merger Guidelines\)](#).

To assist in its decision whether to refuse the Proposed Transaction or to approve it with conditions, the Authority decided to consult on the commitments proposal from Sure (the **Consultation**)². The purpose of the Consultation was to market-test the commitments through consulting competitors, customers, and/or suppliers of the merging parties, in order to assess the practicability of the remedies and whether they adequately address the Authority's concerns.

The Consultation was issued on 22 May 2023 and concluded on 16 June 2023. The Authority has considered all responses received to the Consultation, including a final set of commitments which were submitted by Sure, when reaching its provisional findings and conclusion.

² JCRA, Proposed Acquisition of Jersey Airtel Limited by Sure (Guernsey) Limited (C-042), Public Consultation on Proposed Conditions, dated 22 May 2023, available at: <https://www.jcra.je/media/598736/c-042-sure-airtel-consultation-on-proposed-conditions.pdf>.