



## **DETERMINATION OF MERGER NOTIFICATION M/08/037 – CYRTE INVESTMENTS/ RDF MEDIA**

---

### **Section 21 of the Competition Act 2002**

#### **Proposed acquisition of sole control by Cyrte Investments BV of RDF Media Group plc**

**Dated 06/01/2009**

---

#### **Introduction**

1. On 10 December 2008, the Competition Authority (the “Authority”) in accordance with section 18(1)(a) of the Competition Act 2002 (the “Act”) was notified, on a mandatory basis, of the proposed acquisition of the entire issued share capital of RDF Media Group plc (“RDF”) by Parts Bidco Limited (“Newco”).

#### **The undertakings involved**

##### ***The Acquirer***

2. Newco is a company formed for the purpose of the proposed acquisition. Newco’s issued share capital is held by certain members of RDF’s management team (the “Management Team”)<sup>1</sup> (21%) and Dasym Investments III BV, special purpose vehicle which has been formed for the purposes of the proposed acquisition (the “SPV”) (79%). Newco is solely controlled by the SPV, which is in turn controlled by Cyrte<sup>2</sup>. Therefore, following the completion of the proposed transaction Cyrte will acquire sole control of RDF.
3. Cyrte is an investment company based in the Netherlands. Cyrte manages investment funds on behalf of institutional investors. Cyrte invests in companies in different sectors around the world and has traditionally focussed on companies in the media, entertainment, telecom and technology sectors. Cyrte, which is part of the Aviva Group, is not active in the State.
4. The Aviva Group is active in the State (through Hibernian Group Norwich Union International) in insurance, pensions, savings and fund management.

##### ***The Target***

5. RDF, a company based in the United Kingdom, creates and produces television programmes of a variety of genres mainly in the United Kingdom and the United States of America. RDF distributes and exploits its television programmes worldwide but mainly in the United

---

<sup>1</sup> The Management Team consists of 22 executive directors or senior managers of RDF.

<sup>2</sup> The share capital of the SPV is held by three investing entities (i.e., CF I Invest CV [...], Delta Lloyd Private Equity 2007 BV [...] and De Agostini Communications S.p.A. [...]) and Cyrte [...]. Pursuant to the SPV Shareholder Agreement and a management agreement between Cyrte and the SPV, Cyrte exercises sole control over the SPV.

Kingdom. Television programming created by RDF includes *Wife Swap*, *Faking It*, *Shipwrecked*, and *Being Human*. RDF also exploits its intellectual property rights in its programming in relation to DVDs, books and merchandising and has a talent management business<sup>3</sup>.

6. In the State, RDF is only active in relation to the production of television programming. RDF's business in the State has been limited to one series produced by one of its subsidiaries (i.e., Touchpaper Television) for the Irish broadcaster RTÉ Television.

### **Analysis**

7. There is no horizontal or vertical overlap between the activities of Cyrte and RDF in the State. Neither Cyrte nor any company controlled by it is active in the production and distribution of television programming in the State.
8. Cyrte, however, has a 33.3% non-controlling minority interest in Endemol NV ("Endemol"). Endemol is an independent producer of television programmes of various genres, which it sells worldwide. Endemol's activities also include the exploitation of rights in its television programmes. Endemol's activities in the State are minimal. For the financial year ending December 2007, Endemol's turnover in the State was less than [...].
9. In the light of the above, the Authority considers that the proposed acquisition does not raise competition concerns in the State.

### **Determination**

The Authority, in accordance with section 21(2)(a) of the Competition Act, 2002, has determined that, in its opinion, the result of the proposed acquisition of the entire issued share capital of RDF Media Group plc by Parts Bidco Limited will not be to substantially lessen competition in any markets for goods and services in the State and, accordingly, the acquisition may be put into effect.

### **For the Competition Authority**

Dr. Stanley Wong  
Member of the Competition Authority

---

<sup>3</sup> RDF Management is a talent agency that represents some of the best British actors, writers, presenters and stand-up comedians.