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&  
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**U.K.  
MERGER CONTROL:  
LAW AND PRACTICE**

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Sweet & Maxwell

# U.K. MERGER CONTROL: LAW AND PRACTICE

BY

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## FOREWORD

Merger control is one of the essential elements in modern competition regulation. The United Kingdom has had a system of merger control for nearly 30 years, introduced by the provisions of the Monopolies and Mergers Act of 1965. Over this period a large number of merger references have been made to the Monopolies and Mergers Commission by successive Secretaries of State. The reports arising from these references are well known to lawyers who practise in this specialist area. It is perhaps surprising therefore that there has until now been a comparative lack of professional textbooks containing detailed information on the procedural and substantive aspects of merger control in this country.

Although this book by Roger Finbow and Nigel Parr carries no official endorsement from the MMC, nevertheless I welcome very much the arrival of this new and detailed work on a subject of such importance. In particular, it will be of value to those lawyers who are asked to advise on proposals for mergers, or act for companies before the OFT or MMC. It will also, I believe, be of value to company executives and financial advisers involved in the detailed planning and negotiation of mergers.

GRAEME ODGERS

Chairman, Monopolies and Mergers Commission  
December 1994

## PREFACE

The idea for this book arose out of many years' practice in the area of U.K. merger control, and the realisation that there was no source of guidance for businessmen and their advisers in relation to the law, practice and economic assessment involved in the regulation of acquisitions, mergers and strategic alliances in the U.K.

We have endeavoured to state the law and practice as at November 10, 1994, but have dealt with those areas amended by the relevant provisions of the Deregulation and Contracting Out Act 1994 as if they were already in force. The amendments introducing the possibility of the Secretary of State accepting conduct undertakings in lieu of reference come into force on January 3, 1995 (before the anticipated date of publication of this book) and the amendments to the newspaper merger provisions will enter into effect on a date to be specified, believed to be Spring 1995.

We would like to acknowledge our debt and express our thanks to a number of those who have assisted us: Dan Goyder, a deputy chairman of the MMC and Noel Ing, formerly the senior legal adviser to the MMC, for helpful comments and suggestions on Chapter 5 dealing with MMC procedure; Roger Copeland, formerly of the OFT, for comments on Chapter 3 relating to OFT procedure; David Elliott, head of the OFT's Economics Branch, Roger Gibbs, formerly economic adviser at the OFT, and Michael Taylor, Chief Economist at the Institute of Directors, for invaluable comments on Chapter 6 (economic assessment); and Andrew White, head of the OFT's Mergers Secretariat, for generous advice and assistance. The views and opinions we express are, of course, ours alone.

Our thanks extend to our colleagues Matthew Hall for assistance in preparing the MMC report summaries, Jeremy Goodwin and Matthew Griffiths for checking references and proofs, Teresa Gately and Jacquie Cork for cheerfully placing the manuscript on disk and those other members of the Competition group at Ashurst Morris Crisp who have not only provided helpful comments but have also worked harder as we worked on this book.

A special word of thanks must go to our colleague Mat Hughes, an economist, formerly with the OFT, for substantial

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assistance in writing the chapter on economic assessment and helpful comments on other chapters.

As always, we alone are responsible for any errors and omissions.

ROGER FINBOW  
NIGEL PARR  
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