Public interest test on the potential merger situation in relation to ITV M&E Holdings Limited

Guidance note

Published 5 November 2026

1. Guidance note

1.1 Background and Ofcom's role

1.1 On 4 November 2026 the Secretary of State issued a Public Interest Intervention Notice ("PIIN")[1] under section 42(2) of the Enterprise Act 2002 (the "Act") in relation to the potential relevant merger situation arising from the proposed acquisition by Sky UK Limited of ITV M&E Holdings Limited.

1.2 The PIIN specifies the following public interest considerations as potentially relevant to the relevant merger situation identified:

- "the need for free expression of opinion in news media;
- the need for, to the extent that it is reasonable and practicable, a sufficient plurality of views in news media in each market for news media in the United Kingdom or a part of the United Kingdom;
- the need, in relation to every different audience in the United Kingdom or in a particular area or locality of the United Kingdom, for there to be a sufficient plurality of persons with control of the media enterprises serving each audience;
- the need for the availability throughout the United Kingdom of a wide range of (i) broadcasting and (ii) on-demand programmes , which (in each case, taken as a whole), is of high quality and calculated to appeal to a wide variety of tastes and interests.".

1.3 Ofcom is now required to report to the Secretary of State under section 44A of the Act. The PIIN states that Ofcom's investigation and report must be completed by 5pm, 27 January 2027.

1.4 This document outlines how we will proceed.

1.5 Our role is to conduct an initial investigation into the public interest considerations identified in the PIIN and to provide advice and recommendations on the Secretary of State's decision on whether she should refer the case to the Competition and Markets Authority ("CMA") for further analysis. We will focus on the effects of the transaction on the considerations specified by the Secretary of State and will not deal with competition issues. These fall within the jurisdiction of the CMA. Our report to the Secretary of State will also include a summary of any representations about the case that we receive.

1.6 It is for the Secretary of State to decide whether to refer the case to the CMA for further investigation in the light of our report.

1.2 Process guidance

1.7 Our process is divided into two main parts:

a) information gathering and analysis; and

b) preparing our advice to the Secretary of State.

[1] The PIIN follows the publication of 'minded-to' letters on 15 October 2026.

1.3 Information gathering and analysis

Publication of the invitation to comment

1.8 We published an invitation to comment on our website alongside this guidance on 5 November 2026. This document outlines the matters on which we are seeking input and explains how to make representations to Ofcom on this issue. We invite written responses, supported by evidence, to be submitted no later than 5pm, 13 November 2026. Due to timescales set by the Secretary of State, we may not be able to fully consider responses submitted after this date.

1.9 Please note that if any person (knowingly or recklessly) provides information to us in this context which is false or misleading in a material respect, it is an offence which, on conviction, may be punished by a fine and/or two years' imprisonment.[2]

Engagement with the parties to the potential relevant merger situation

1.10 Ofcom expects to request information from the parties to the potential relevant merger situation. As soon as possible after receipt of any requests, they should discuss with Ofcom the availability of the requested data and the form in which it will be made available. Ofcom may also wish to discuss points raised in their submissions and any other associated questions.

Engagement with third parties

1.11 Ofcom may also request information from third parties where appropriate and as allowed within the timescale set by the Secretary of State.

1.12 Ofcom strictly observes confidentiality in all aspects of its operations. We will give the Secretary of State all relevant submissions (including confidential ones) to enable her to make her decision. We will also provide information to the CMA where appropriate (see also paragraph 1.18 below). We will require a full non-confidential version of any confidential submissions, together with reasons why information should be treated as confidential.

Internal analysis

1.13 Ofcom's analysis will draw as appropriate from stakeholders' submissions as well as information that we already have available internally, and any other sources we deem relevant.

1.4 Preparing our advice to the Secretary of State

1.14 As soon as practicable, we will consolidate the results of our internal analysis and the points raised by stakeholders to reach a provisional position on our recommendation to the Secretary of State.

[2] Section 117 of the Act.

1.15 If our provisional position were that this case raises potentially material public interest issues, we would send an issues letter to the parties to the potential relevant merger situation, setting out the core arguments and evidence in the case. If appropriate and practicable, the letter would include the offer of an issues meeting where the parties could discuss our draft position and the analysis underpinning it.

1.16 Ofcom will finalise its report and send it to the Secretary of State by 5pm, 27 January 2027, together with any other material that may be relevant to her decision.

1.17 The Secretary of State will then decide whether the case should be referred to the CMA for further analysis. The Secretary of State will publish her decision and our report simultaneously.

1.18 If the Secretary of State makes a reference to the CMA, Ofcom will make all relevant information in its possession available to the CMA to allow it to conduct its analysis.