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

Invitation to comment

Published: 5 November 2026
Closing date for responses: 13 November 2026

Contents

Section

1. Invitation to comment 3

Annex

A1. Response coversheet 8

1. Invitation to comment

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 ("Sky") of ITV M&E Holdings Limited ("ITV"). This invitation to comment should be read in conjunction with the PIIN referral.[2]

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

i. The need for free expression of opinion in news media (the "free expression of opinion ground"); [3]
ii. 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 "plurality of views ground");[4]
iii. 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 "plurality of persons with control ground");[5]
iv. 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 (the "range of broadcasting ground"). [6]

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. In doing so we have regard to the 2004 Guidance on the operation of the public interest merger provisions relating to newspaper and other media mergers.

1.4 We have today published a guidance note on our website,[7] setting out the process and timetable for preparing our report on the public interest considerations set out by the Secretary of State in the PIIN.

1.5 We are seeking responses that provide evidence on the matters detailed below by 5pm, 13 November 2026.

---

[1] The PIIN follows the publication of 'minded-to' letters on 15 October 2026, and was published alongside letters from DCMS to Sky and ITV plc regarding decision to refer to Phase 1 - GOV.UK
[2] The PIIN and related documents.
[3] Specified under section 58(2A)(b) of the Act.
[4] Specified under section 58(2B) of the Act.
[5] Specified under section 58(2c)(a) of the Act.
[6] While this in not currently specified in section 58 of the Act, under section 42 the Secretary of State may issue, in a PIIN, a public interest consideration which is not specified in section 58 but which she considers relevant and ought to be specified.
[7] Invitation to comment and guidance note – 5 November 2026

The free expression of opinion ground

1.6 We will consider the need for free expression of opinion in news media as specified in the Act.[8] Part of our assessment will include any relevant considerations which might affect Sky or ITV's ability to report freely.

1.7 The statutory guidance on this ground describes how free expression of opinion concerns "the extent to which the transaction would affect the freedom of editors to operate without interference from the proprietor".[9]

1.8 We note that the statutory guidance relates to newspaper mergers, and dates from before legislation was updated to extend the free expression of opinion ground to news media. However, we think the principles within the guidance are relevant.[10]

1.9 We may consider the market context, other factors that could affect the ability of the merged entity to report freely and any measures which the parties may have put in place to preserve editorial freedom. We may also consider the extent to which those measures are sufficient to address the concerns (if any) which may arise from the transaction.

1.10 We are seeking views on all the issues set out above and any other issues respondents think we should consider in relation to the impact of the transaction on the free expression of opinion ground.

The plurality of views ground

1.11 We will consider the plurality of views ground in light of the relevant statutory framework, under which Parliament has attached significance to the need for sufficient media plurality in the functioning of a healthy and informed democratic society.

1.12 As the Act has specified public interest considerations for news media, our provisional view is that in undertaking an initial investigation of this ground and providing advice and recommendations, the reasoning we set out in our measurement framework for media plurality, published in 2015, is likely to be relevant.

1.13 Subject to responses to this invitation to comment, we therefore provisionally consider news and current affairs to be the relevant genres to consider. We consider this in the light of market developments and potential future developments, trends such as changes to news consumption including online and via social media, and regulation and oversight, in some cases based on statutory obligations – e.g. Ofcom's Broadcasting Code.[11]

---

[8] Section 58(2A)(b) of the Act.

[9] Guidance on the operation of the public interest merger provisions relating to newspaper and other media mergers, May 2004, paragraph 5.7.

[10] The Government consulted on new legislation and has chosen to move forward with the proposed definitions as outlined - Consultation on updating the media mergers regime - government response - GOV.UK

[11] From a regulatory perspective, broadcasters are subject to impartiality requirements, while newspapers and websites are not. Ofcom's Broadcasting Code requires that "news in whatever form, must be reported with due accuracy and presented with due impartiality." The requirement for "due impartiality" is not absolute and broadcasters have a degree of editorial discretion in the selection of the news agenda. We recognise that the impartiality rules may contribute as a safeguard against potential influence on the news agenda by media owners, but they cannot themselves necessarily ensure against it.

1.14 We are seeking views on all the issues set out above and any other issues respondents think we should consider in relation to the impact of this acquisition on the plurality of views ground.

The plurality of persons with control ground

1.15 Our measurement framework for media plurality will also inform part of our assessment of the plurality of persons with control ground. Similarly, we provisionally consider news and current affairs to be relevant genres to consider under this ground. We also expect to consider the relevance other genres may have to our assessment, including for example, sports broadcasting.

1.16 In particular, we will seek views on:

a. Audiences

b. Media platforms

c. Control of media enterprises

1.17 Audiences: we will consider whether specific consumer or citizen groups (defined by location, demographic, socio-economic group or any other relevant criteria) will be affected by the changes to the level of media plurality as a result of the proposed acquisition. For example, by narrowing the diversity of cultural expression or eroding social cohesion and shared cultural moments for UK audiences.

1.18 Media platforms: we will consider which are the relevant platforms or media enterprises (for example TV, newspapers, radio, online and via social media, etc.) in reviewing the implications of the proposed acquisition.

1.19 Control of media enterprises: in relation to the issue of control, we will consider:

- Plurality of persons with control of the relevant media enterprises (external ownership and control).
- Plurality in the range of information and views made available to audiences, including the level of independence in editorial control or expression within the relevant media enterprises (internal control).

1.20 We invite views on the matters set out above as well as any further issues that respondents consider relevant to take into account through our assessment of this public interest ground.

The range of programming ground

1.21 As part of our assessment, we will consider 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.[12]

[12] While this in not currently specified in section 58 of the Act, under section 42 the Secretary of State may issue, in a PIIN, a public interest consideration which is not specified in section 58 but which she considers relevant and ought to be specified.

1.22 The statutory guidance says this ground is concerned with "safeguarding the quality and range of broadcasting when mergers take place in order to ensure a diversity of programming and protect the interests of viewers and listeners."[13]

1.23 The guidance describes that an assessment of this ground could consider a range of factors such as the availability of programmes dealing with a wide range of subject matters which:

a) are likely to meet the needs and satisfy the interests of as many different audiences as practicable;
b) are properly balanced in nature and subject matter; and
c) maintain general high standards with respect to programme contents, professional skill, and editorial integrity applied in the making of the programmes.

1.24 The assessment is likely to consider the future plans of Sky and could include consideration of past compliance with broadcasting obligations, including ITV quotas.

1.25 As with the plurality of views ground, we will consider this in the light of market developments and potential future developments and trends such as audience consumption to enable our assessment of the above features, looking at both broadcast and on-demand.[14]

1.26 We, therefore, invite views on the matters set out above as well as any further issues that respondents consider relevant to take into account through our assessment of this public interest ground.

How to make submissions

1.27 Ofcom invites written submissions to be made by 5pm, 13 November 2026. We are seeking responses that provide views, supported by evidence, on the specific questions detailed above, or on other considerations stakeholders consider relevant, also supported by evidence. Due to timescales set by the Secretary of State, we may not be able to fully consider responses submitted after this date.

1.28 Please make representations via email to PublicInterestTestSkyITV@ofcom.org.uk attaching your response in Microsoft Word format, together with a consultation response coversheet (Annex 1). We welcome responses in Welsh.

1.29 Responses may alternatively be posted to the address below, marked with 'Sky/ITV Public Interest Test 2026':

Sky/ITV Public Interest Test Team 2026

Ofcom
Riverside House
2A Southwark Bridge Road
London SE1 9HA

[13] Guidance on the operation of the public interest merger provisions relating to newspaper and other media mergers, May 2004, paragraph 7.18. We note this guidance does not refer to on-demand programmes, however we consider the principles are still relevant.
[14] https://www.gov.uk/government/collections/the-anticipated-acquisition-of-itv-media-and-entertainment-holdings-limited-by-sky-uk-limited

1.30 We do not need a hard copy in addition to an electronic version. Ofcom will not acknowledge receipt of responses.

1.31 Ofcom strictly observes confidentiality in all aspects of its operations. This applies to material supplied in response to this invitation to comment. We will give the Secretary of State (and the CMA to assist their functions under the Act, or if there is a reference by the Secretary of State) all relevant submissions (including confidential ones) to enable her to make her decision. If your submission includes material which is confidential, we will require a full version with confidential information omitted, together with reasons why the submission should be treated as confidential, in order to help establish what it may and may not be appropriate to refer to publicly in the course of this work.

1.32 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.[15]

[15] Section 117 of the Act.

A1. Response coversheet

Basic details

Invitation to comment title:

To (Ofcom contact):

Name of respondent:

Representing (self or organisation/s):

Address (if not received by email):

Confidentiality

Please tick below what part of your response you consider is confidential, giving your reasons why

- Nothing ☐
- Name/contact details/job title ☐
- Whole response ☐
- Organisation ☐
- Part of the response ☐

If you selected 'Part of the response', please specify which parts:

If you want part of your response, your name or your organisation not to be published, can Ofcom still publish a reference to the contents of your response (including, for any confidential parts, a general summary that does not disclose the specific information or enable you to be identified)?

Yes ☐ No ☐

Declaration

I confirm that the correspondence supplied with this cover sheet is a formal response that Ofcom can publish. However, in supplying this response, I understand that Ofcom may need to publish all responses, including those which are marked as confidential, in order to meet legal obligations. If I have sent my response by email, Ofcom can disregard any standard e-mail text about not disclosing email contents and attachments.

Name Signed (if hard copy)