

The Future of Media Mergers in Ireland: Key Changes Proposed under the General Scheme of the Media Regulation Bill

1 Social Media Summary

The Irish government recently approved the General Scheme of the Media Regulation Bill. The General Scheme proposes to modernise the media merger regime in Ireland and will implement the European Media Freedom Act, which takes effect in August 2025.

2 Executive Summary

At a high-level, the main changes proposed by the General Scheme include:

- expanding the definition of a ‘media business’ to bring online platforms providing access to media content in scope for the first time;
- capturing transactions involving only one media business, which must be active in the State;
- limiting the scope of the mandatory notification obligation to media mergers having a clear Irish nexus;
- transferring competence for media mergers from the Department of Culture, Communications and Sport to Ireland’s media regulator, Coimisiún na Meán (CnaM);
- giving CnaM the power to ‘call in’ transactions that do not trigger a mandatory media merger notification;
- introducing new criminal offences, including for failing to notify a ‘called-in’ merger or comply with a Requirement for Information (RFI), and gun-jumping; and
- creating a new voluntary notification option for transactions not requiring a mandatory notification.

3 The Backdrop

The current framework for Ireland’s media merger regime is set out in Part 3A of the Competition Act. The review of media mergers in Ireland considers both the effect on competition and media plurality.

Media mergers not triggering a merger filing under the EU Merger Regulation (EUMR) are required to be first notified to the Competition and Consumer Protection Commission (CCPC). Following approval by either the European Commission or the CCPC, a media merger must subsequently be notified to the Minister for Culture, Communications and

Sport (Minister) for assessment on media plurality grounds. Media plurality is assessed by reference to diversity of ownership and content.

In July 2025, the Government approved the General Scheme of the Media Regulation Bill. The General Scheme outlines the key provisions of the Media Regulation Bill and sets out the broad framework of Government policy to guide the drafting the Bill. The overarching objective is to transpose the European Media Freedom Act (EMFA), which will in turn modernise Ireland's existing media merger regime. As an EU Regulation, the EMFA is directly applicable in Ireland, though some elements - such those relating to the standard of media merger review - require transposition.

4 What's Changing: A Closer Look at the General Scheme

Online platforms may be a 'media business'

The concept of a 'media business' will be broadened to include both a media service provider and online platforms providing access to media content.

The current definition of a 'media business' focuses on traditional media, such as broadcasting services and programme material consisting substantially of news and comment on current affairs. Online platforms are not presently captured unless they come in scope of the definition of a 'broadcasting service' by providing non-linear programmes over the internet (a change introduced by the Online Safety and Media Regulation Act 2022).

Transactions involving a single media business may be a 'media merger'

The concept of a 'media merger' will be amended to capture transactions involving a single media business 'in the State'. This is a change from the current position, whereby at least two media businesses (one of which must carry on a media business in the State) are required to be a party to a transaction for it to amount to a 'media merger'.

However, the expansion of the definition of a 'media merger' will be counterbalanced by several further proposed changes, which helpfully narrow the application of the media merger regime to transactions capable of having an impact on media pluralism or editorial independence in the State.

A media business will be deemed to be 'in the State' only if it made sales in the State of not less than €2 million in the most recent financial year. The existing alternative test of a physical presence coupled with (any amount of) sales in the State will be disposed of.

A clear nexus with Ireland will be required to trigger a filing requirement

The General Scheme proposes that, for a transaction to amount to a 'media merger':

- in an acquisition scenario, the target must carry on a media business in the State;
- in a merger scenario, the post-merger undertaking must be a media business in the State; and
- in a joint venture scenario, one of the joint venture parent companies must carry on a media business in the State and the joint venture must be a media business in the State.

This is a welcome development and contrasts with the existing regime whereby transactions that have no potential to impact on media pluralism in the State can trigger a technical filing requirement.

Editorial independence will be central to the substantive assessment

To ensure full alignment with the EMFA, which requires an assessment of the impact of media mergers on both media pluralism and editorial independence, the substantive test will be amended to include explicit reference to editorial independence as a relevant consideration.

In practice, the editorial independence of a media business is already one of several factors to which the Minister has regard when assessing the potential effect of a media merger on media plurality. However, the proposed changes will formalise the existing approach and likely elevate the importance of editorial independence in the context of the substantive assessment.

Transfer of responsibility for media mergers to CnaM

The General Scheme proposes to transfer full responsibility for the assessment of media mergers from the Minister to Ireland's media regulator, Coimisiún na Meán. This change will implement the requirement under the EMFA that the regulator under the Audiovisual Media Services Directive is substantively involved in the media merger assessment.

Introduction of a new call-in power

CnaM will be given a call-in power over transactions that do not qualify as a 'media merger.' CnaM will be able to exercise this power over transaction involving at least one media business and which may, in the opinion of CnaM, have a significant impact on media plurality or editorial independence in the State.

The General Scheme confirms that the 'call-in' power is designed to apply only in exceptional cases where a transaction that would not otherwise require notification as a media merger may still significantly impact media pluralism or editorial independence and therefore warrants regulatory scrutiny. Specific examples include:

- Transactions involving local media entities with low turnover but the potential to affect media plurality locally (eg local radio stations);
- The acquisition of a target media business that is small or in its infancy but has significant market share or influence; and
- Roll-ups of media businesses (i.e., where a single purchaser incrementally acquires multiple smaller media businesses, none of which individually meet notification thresholds, but collectively build up market dominance).

This change will align the powers of CnaM with those of the CCPC under the Competition Act and the Minister for Enterprise, Tourism and Employment under the Screening of Third Country Transactions Act 2023. However, CnaM's call-in power has the potential to be significantly more burdensome and potentially disruptive to deal timelines because the transaction will be required to first undergo a competition review by the CCPC, if it has not already been reviewed by the European Commission or the CCPC, before it can be notified to CnaM.

New voluntary notification option

The General Scheme propose to introduce a voluntary notification option for mergers and acquisitions involving at least one media business. The voluntary notification option is available both pre- and post-completion of the relevant transaction. This may be an attractive avenue for parties who perceive a high-risk of the transaction being called-in for review by CnaM.

Creation of new criminal offences

The General Scheme also proposes to introduce criminal offences for not notifying a 'called-in' transaction, failing to comply with an information request from CnaM, or putting into effect a media merger prior to receipt of CnaM's determination (i.e., gun-jumping). These new penalties supplement existing criminal offences which include fines and periodic penalty payments for failing to submit a mandatory media merger notification

5 Impact on Media Mergers: Legal and Strategic Implications

The changes proposed by the General Scheme reflect a more nuanced and modern approach to media merger review in Ireland. The key implications include:

- Technology companies, streaming services and social media platforms may now be subject to media merger scrutiny;
- More deals could be caught by the mandatory notification requirement, but only if the target, the merged entity, or the joint venture, has or will have meaningful Irish activity;
- The transition of responsibility for media mergers to CnaM, coupled with the review standards under the EMFA, means advisors and parties should expect more detailed and potentially stricter review of media mergers;
- Even small or local media businesses (e.g., radio stations or niche platforms) that do not trigger a filing requirement could be subject to scrutiny if CnaM decides to exercise its call-in power. This is a particular risk for parties engaged in a roll-up strategy.
- Non-compliance with the media merger regime will come with heightened legal risk – parties will need to be increasingly vigilant about compliance with the notification requirement and procedural rules.

In short, for investors and media businesses alike, the new media merger regime will mean more careful deal planning.

6 Outlook

The Media Regulation Bill will soon be sent for pre-legislative scrutiny to the Oireachtas Committee on Arts, Media, Communications, Culture and Sport. The Oireachtas Committee will examine the heads of the Bill before it is drafted and publish a report with recommendations to the Government. As part of the pre-legislative scrutiny process interested stakeholders may have the opportunity to provide input and feedback. Once drafted, the Bill must then pass through five stages in each house of parliament – the Dáil and Seanad – before being signed into law by the President.

As this Bill is a priority drafting item within the government's summer legislative agenda, and the EMFA is due to take effect imminently, it is anticipated that the Media Regulation Bill will be implemented over the coming months.

Early engagement on these significant proposed legislative changes is advisable. Please get in touch with a member of Mason Hayes & Curran's [Competition, Antitrust & Foreign Investment](#) team for more information.

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