

Annexure B: MOCN joint venture between TPG and other MNOs is not likely in regional Australia

In Australia, it is highly unlikely that a MOCN between TPG and any other MNO in regional areas would be commercially structured as a joint venture [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] a MOCN need not utilise a joint venture commercial construct. This is also consistent with the GMSA’s views and the approach adopted in other jurisdictions such as Canada, the geography of which is more comparable with Australia than other jurisdictions to which the ACCC has pointed. It is, therefore, not clear to TPG why the ACCC has formed a preliminary view that it is unusual to commercially structure a technological solution (a MOCN) as anything but a joint venture.

It is also important for the ACCC to assess the proposed transaction against a counterfactual that has a real commercial likelihood. There is no real chance counterfactual in which Optus and TPG would enter into a MOCN joint venture. [REDACTED]

[REDACTED]

[REDACTED] In this regard, TPG has presented a significant amount of evidence that shows the following:

- An active sharing arrangement between Optus and TPG in regional areas is not feasible for at least three to five years (with a MOCN not feasible for at least five years) [REDACTED]
- [REDACTED]
- Even if active sharing with Optus was feasible in the foreseeable future (which it is not), there is no real commercial likelihood that such an arrangement would be structured as a joint venture.³ [REDACTED]

¹ [REDACTED]

² [REDACTED]

³ [REDACTED]

⁴ [REDACTED]

- [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

5 [REDACTED]
6 [REDACTED]