

Application for clearance of an acquisition of shares and assets of a business under section 66 of the Commerce Act 1986

Notice seeking clearance for RANCo (or an interconnected body corporate of RANCo) to acquire 100% of the shares in:

- a 2degrees Asset HoldCo (TwoDegrees Limited); and
- a One NZ Asset Holdco (Dense Air New Zealand Limited)

25 September 2026

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EXECUTIVE SUMMARY

Proposed Acquisition

1. This application relates to a proposed transaction under which Two Degrees Mobile Limited and Two Degrees Networks Limited (individually and together **2degrees**) and One New Zealand Group Limited (**One NZ** and, together with 2degrees, the **Parties**) will:
 - (a) establish RANCo, an incorporated joint venture company (**RANCo** or the **JV**), with Two Degrees Mobile Limited and One NZ each directly or indirectly ultimately having up to 50% of the shares in RANCo¹;
 - (b) transfer to a wholly owned subsidiary (a **2degrees Asset HoldCo** and a **One NZ Asset HoldCo**) their respective radio access network (**RAN**) assets (the **RAN Assets**) set out in **Appendix 3** (the **Asset Transfers**); and
 - (c) sell 100% of the shares in their respective Asset HoldCo to RANCo (or an interconnected body corporate of RANCo) (**Share Transfers**),(together, the **Proposed Acquisition**).
2. As set out above, the Proposed Acquisition would involve the establishment of a newly incorporated company (**RANCo**). RANCo (or an interconnected body corporate of RANCo) seeks clearance from the Commerce Commission to acquire 100% of the shares in TwoDegrees Limited (a limited company incorporated in New Zealand with company number 2194085, and the **2degrees Asset HoldCo**) and 100% of the shares in Dense Air New Zealand Limited (a limited company incorporated in New Zealand with company number 7088313, and the **One NZ Asset HoldCo**). RANCo will be jointly owned [] by Two Degrees Mobile Limited (**2degrees**), [] by One New Zealand Group Limited (**One NZ**), [].
3. Following completion of the Proposed Acquisition, RANCo will own, manage and operate the Parties' combined RAN Assets and will provide managed RAN services to 2degrees and One NZ.

Rationale for the Proposed Acquisition

4. The rationale for the Proposed Acquisition is to improve network coverage, quality, and customer experience, delivering accelerated enhancements (including 5G rollout, as well as future mobile technologies) whilst retaining spectrum and core network differentiation, through the network efficiencies achieved by combining the Parties' RAN Assets in a jointly-owned specialist RAN provider (RANCo).

1 []

5. This is expected to result in significant benefits to the Parties and their respective customers and, more broadly, to all New Zealanders. Key benefits are likely to include:
- (a) Improved efficiency and quality of RAN deployment and operations, including faster rollout of 5G, as well as earlier access to future technologies (e.g. 6G);
 - (b) Earlier availability of new coverage, capacity and wireless broadband access;
 - (c) Improved network coverage and quality for customers, including deeper rural and regional coverage and more rapid densification in urban areas;
 - (d) The realisation of significant cost synergies – [
-], which may facilitate accelerated RAN deployment outcomes and investment in network and service improvements;
- (e) Improved resilience and fault response through having a scaled and focused RAN operator, with dedicated responsibility for the combined network and the ability to deploy resources more efficiently across a larger footprint, including through consolidated network monitoring and maintenance, coordinated fault response and a consistent approach to network resilience; and
 - (f) Broader environmental and sustainability benefits, through a reduction in duplicate mobile towers and equipment, as well as overall power consumption.
6. For 2degrees specifically, the rationale for the Proposed Acquisition also involves:
- (a) [
 - (b)
 - (c)

(d)

(e)

]² [

(f)

]

7. For One NZ the rationale for the Proposed Acquisition is to [

2 []

]³ []⁴ [

].

Counterfactual

8. The Parties submit that the Proposed Acquisition is best assessed against a status quo counterfactual, with the Parties continuing to own and operate their respective RAN Assets independently.

9. This status quo counterfactual involves [

(a)

(b)

].

10. [

]

Relevant Markets

11. The Parties consider that the relevant markets for assessing the competitive effects of the Proposed Acquisition are the New Zealand markets for the:

3 Spark FY26 Results Summary at p 14. See
<<https://api.nzx.com/public/announcement/478157/attachment/474895/478157-474895.pdf>>
4 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at p 216.

- (a) Supply of retail mobile services to residential and business customers (the **Retail Mobile Market**). The Parties overlap in the supply of mobile services (including wireless broadband which operates off the mobile network⁵) to household and enterprise / business customers, being end-use telecommunications services. The Parties will continue to supply these services independently, with RANCo having no involvement, other than through the provision of the RAN Assets, being one input into the supply of those services to customers;
- (b) Supply of wholesale mobile services to MVNOs and other wholesale customers (the **Wholesale Mobile Market** and, together with the Retail Mobile Market, referred to together as the **Downstream Mobile Markets**). The Parties overlap in the supply of wholesale mobile services, being the supply of any wholesale services that are provided over each Party's mobile network. This includes wholesale mobile services to MVNOs, allowing MVNOs then to supply their own mobile services in the retail market. It also includes the provision of wholesale wireless broadband services to other wholesale customers who do not provide mobile phone services and are therefore not MVNOs. The Parties' MVNO and other wholesale strategies will remain independent. Both parties will continue to supply MVNOs via their respective "ServCo" entities, which are outside RANCo and which will continue to retain all necessary assets and capabilities to provide wholesale services independently; and
- (c) Acquisition of various active mobile infrastructure assets, contracting and maintenance services (the **Upstream Infrastructure Services Markets**). As the Parties both own and operate RAN Assets, they overlap in buy-side markets for the acquisition of certain RAN infrastructure assets and services (being the acquisition of RAN assets, associated support and installation/maintenance services for RAN assets, and passive infrastructure hosting services provided by towercos on which RAN assets are located).

No Substantial Lessening of Competition in Any Relevant Market

12. The Proposed Acquisition will not have the effect or likely effect of substantially lessening competition in any of the three relevant markets above (an **SLC**) for the following reasons:
 - (a) The RAN Assets being transferred from the Parties to RANCo are not a material source of competition in the Downstream Mobile Markets, and the Parties will retain ownership and/or control over their respective assets that are critical for differentiation. In particular:
 - (i) Spectrum management rights, core networks, and satellite-related assets, which govern key sources of differentiation between MNOs, will remain with the individual Parties. Ownership of cell-site routers and microwave and fibre backhaul assets will also remain with the individual Parties⁶;

5 References to mobile services below in this application include wireless broadband services unless otherwise stated.

6 RANCo will continue to acquire backhaul services from the Parties and third parties.

- (ii) The physical RAN Assets being acquired by the Asset HoldCos are relatively unsophisticated: an analogy is that RAN equipment is merely the “*pipe*” via which products are supplied, with spectrum holdings determining the size of the pipe, and the core network determining the products which can be sent through it, as well as key facets of customer experience;
 - (iii) RAN Assets are not a source of differentiation between MNOs (all MNOs run essentially the same Ericsson/Nokia/Huawei kit). However, duplicative RAN capex/opex is a cost burden that disproportionately handicaps []. Removing the duplication frees capital for the things that do differentiate the MNOs and where there is (and will continue to be) competition — i.e. spectrum, core network, price and product;
 - (iv) As noted above, the Parties’ respective satellite-related assets are not included in the Proposed Acquisition. The Commission noted in its 29 June 2026 Telecommunications Monitoring Report that “*The rapid growth of low earth orbit satellite services is already changing the competitive landscape in rural broadband, while direct-to-cell satellite services are beginning to expand the ways mobile connectivity can be delivered.*”⁷ Indeed, rural broadband connections attributable to satellite increased from 4% in June 2022⁸ to 27% in June 2025⁹. Satellite operators are becoming increasingly active in relation to the mobile sector¹⁰;
 - (v) In any event, the governing documents for RANCo will allow the Parties’ ServCos unilaterally to deploy RAN via RANCo, or independently to acquire RAN services, i.e. where the Parties disagree about the benefits of expanding or consolidating RAN in a certain area, where for example one Party has a particular opportunity with an enterprise customer, or where one Party wants to invest in new technology earlier than the other, for example;
 - (vi) The Parties have already predominantly divested their interests in the passive infrastructure on which the RAN Assets are located,¹¹
- (b) Aside from being vigorous competitors in the Downstream Mobile Markets, each Party also faces strong competition from Spark (a well-resourced and innovative competitor, and the largest MNO) alongside an increasing number of mobile virtual network operators (**MVNOs**). That competitive dynamic will not change under the Proposed Acquisition, with the Parties retaining the

7 [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p 4.

8 See: https://www.comcom.govt.nz/assets/pdf_file/0028/318907/2022-Annual-Telecommunications-Monitoring-Report-15-June-2023.pdf at p 86.

9 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at p150.

10 Refer to <https://www.5gtelecoms.space/news/starlink-mobile-plans-to-compete-with-us-mnos>.

11 Connexa Limited now owns the bulk of 2degrees’ passive infrastructure assets, and Fortysouth Limited owns the bulk of One NZ’s passive infrastructure assets.

ability and incentive to aggressively compete for market share. In particular, the Parties will each continue to independently control and operate their respective “ServCos” which will manage (among other things):

- (i) Wholesale and retail pricing to customers, brand and relationships, distribution, sales and customer support;
 - (ii) Core network operation (including 3G/4G/5G cores, noting 3G has recently been switched off independently by all three MNOs), IP multimedia subsystem and associated policy and subscriber management functions);
 - (iii) Plan and product development;
 - (iv) Strategy and pricing for supply to MVNOs and other access seekers in the Wholesale Mobile Market;
 - (v) Customer experience, including via their respective spectrum holdings and throughput;
 - (vi) Satellite coverage and connectivity;
 - (vii) Fibre backhaul; and
 - (viii) Cell-site routers – network devices that route data traffic between the cell PoP and the core network, enabling connectivity for voice, SMS and data services;
- (c) The foundation technology that will be utilised by RANCo is Multi-Operator Radio Access Network (**MORAN**), which effectively allows the Parties to operate two separate networks/capacity via shared RAN Assets. Both 2degrees and One NZ will remain separate MNOs and will continue to deliver differentiated experiences through their respective spectrum holdings and core network operations, and compete aggressively in both the retail and wholesale mobile markets. Each Party will also retain the ability to unilaterally implement new technologies and require network builds either within RANCo, or independently;
- (d) The Parties already active share on a significant proportion of PoPs without any lessening of competition between them – [];
- (e) The Proposed Acquisition will [].
-]. More broadly it will result in efficiencies and cost synergies for both Parties;
- (f) For the Upstream Infrastructure Services Markets, the Proposed Acquisition will not result in a material change in bargaining power for the acquisition by

RANCo of hardware and installation/maintenance services. The large corporate suppliers of these products/services (many of which are large global players) will continue to supply other customers in the domestic market (namely Spark and Rural Connectivity Group (**RCG**)¹²), as well as other customers for general infrastructure services – in addition to RAN Asset suppliers’ much more significant overseas customer bases; and

- (g) As for the acquisition of passive hosting services provided by towercos, both 2degrees and One NZ have entered into long term supply agreements with Connexa and Fortysouth respectively, which already govern their terms of access to these towercos. [

]

13. The Proposed Acquisition is consistent with domestic and international precedent recognising that active RAN sharing (without spectrum pooling and without combining core networks or wholesale/retail operations) can deliver significant network improvements while maintaining independent retail and wholesale competition. The European Commission has stated that passive and active infrastructure sharing and joint roll-out of wireless infrastructure can reduce the cost of deployment of 5G networks and should be considered positively.¹³
14. The European Commission released guidelines in 2023 on consideration of horizontal co-operation agreements.¹⁴ At pages 60-64 of these guidelines the Commission specifically covered mobile telecommunications infrastructure sharing agreements (which it referred to as NSAs). It noted at [265] that:

“While a case-by-case assessment based on the above factors will always be required, the Commission considers that, in order for a NSA not to be considered, *prima facie*, as likely to have restrictive effects within the meaning of Article 101(1), it must comply, as a minimum, with the following conditions:

- (a) The participating operators each control and operate their own core network and there are no technical, contractual, financial or other disincentives that prevent each operator from implementing unilaterally any infrastructure deployments and upgrades that it wishes to implement;
- (b) The participating operators maintain independent retail and wholesale operations (technical and commercial decision-making independence). This includes the freedom to set prices for their services, to determine the product/bundle

12 There are more than 550 RCG sites now, for which RCG procures hardware and installation/maintenance services independently through competitive tender processes. Tū Ātea is also a buyer of RAN assets for its stand-alone 5G network (for instance, see <https://www.centreport.co.nz/home/news/centreport-and-tu-atea-launch-nzs-first-maoribuilt-commercial-private-5g-network>).

13 Commission Recommendation (EU) 2020/1307 of 18 September 2020. See recital 26 and point 20(f), OJ L 305, 21.9.2020, p. 33.

14 Refer to [2023 revised horizontal guidelines en.pdf](#).

parameters and to differentiate their services based on quality and other parameters;

(c) The participating operators maintain the ability to follow independent spectrum strategies;

(d) The participating operators do not exchange commercially sensitive information other than that which is strictly necessary for the mobile infrastructure sharing to function and, where necessary, barriers to information exchange have been put in place.”

15. All of the above conditions are met in the present case. In particular, the Parties will each retain their own core network, retail and wholesale operations and spectrum, and there are competition protocols in place regarding the limited information which is necessary for RANCo to function.

16. The New Zealand Commerce Commission itself has noted in its Review of Co-location on Cellular Mobile Transmission Sites dated 23 July 2026 that:¹⁵

“As technology has advanced, RAN sharing has recently become another practical alternative to Mobile Co-location. RAN sharing allows capacity at a cell site to be ‘shared’ (shared spectrum) meaning less investment in infrastructure is required.”

No Risk of Coordinated Effects

17. The Commission has previously assessed the Downstream Mobile Markets as not being prone to coordination, and the Parties consider that this will continue to be the case (for instance in the Commission’s clearance of Connexa’s acquisition of passive infrastructure in 2023).

18. With regard to the relevant infrastructure markets, these markets do not possess the characteristics that are typically seen in markets prone to coordination, with the remaining firms post-acquisition (e.g. Spark, other utility companies, etc) having markedly different needs, structures and other differentiators such as customer service.

No Risk of Vertical and Conglomerate Effects

19. No vertical foreclosure arises. RANCo will operate as the shared RAN Asset service provider to the Parties under carefully negotiated long term agreements. RANCo will have no control over spectrum inputs, core network functions or retail distribution. The Parties themselves will also be able to acquire RAN services outside RANCo should they wish to. Naturally, Spark and any other operator remain able to deploy and operate RAN Assets independently. Equally there are independent towercos which own passive infrastructure.

20. Nor do conglomerate concerns arise. There is no tying/bundling across unrelated service lines resulting from the Proposed Acquisition.

15 Please see para. 2.12, p 20, of [Review-of-Co-location-on-Cellular-Mobile-Transmission-Sites-Draft-recommendation-report-23-July-2026.pdf](#). We note that no spectrum will be shared under the Proposed Acquisition.

Conclusion

21. For these reasons, the Parties submit that the Commission should be satisfied that the Proposed Acquisition will not have, and will not be likely to have, the effect of substantially lessening competition in any New Zealand market.

2degrees

Two Degrees Mobile
Limited
Level 2, 136 Fanshawe
Street
Auckland 1010
NEW ZEALAND

Attention: Mark Callander (CEO) / Gus Stewart (Senior Corporate Counsel)
Mobile: []
Email: []

Simpson Grierson
Level 27, Shortland &
Fort Building
88 Shortland Street
Private Bag 92518
Auckland 1010
NEW ZEALAND

Attention: James Craig / Jenna Bernstein
Telephone: +64 9 977 5125
Mobile: +64 21 497 713
Email: james.craig@simpsongrierson.com
jenna.bernstein@simpsongrierson.com

24. One NZ's contact details are:

One New Zealand
Group Limited
74 Taharoto Road
Takapuna
Auckland 0622
NEW ZEALAND

Attention: Juliet Jones (Chief Corporate Officer)

Mobile: []

Email: []

25. All correspondence and notices to One NZ in respect of this application should be directed in the first instance to:

Bell Gully
Level 14, Deloitte
Centre
1 Queen Street
PO Box 4199
Auckland 1010
NEW ZEALAND

Attention:	Torrin Crowther / Penny Pasley
Telephone:	+64 9 916 8621
Mobile:	+64 21 867 746
Email:	torrin.crowther@bellgully.com penny.pasley@bellgully.com

RANCo

26. As noted above, RANCo will be a newly formed joint venture ultimately owned approximately 50%/50% by each of 2degrees and One NZ.
27. All correspondence and notices to RANCo in respect of this application should be directed to 2degrees and One NZ on a joint basis, using the contact details set out above.

THE PROPOSED ACQUISITION

28. This section provides:

- (a) A description of the Proposed Acquisition;
- (b) Details of the RAN Assets to be acquired by the respective Asset HoldCos from the Parties;
- (c) The rationale for the Proposed Acquisition by each Party;
- (d) Confirmation that the Proposed Acquisition is New Zealand specific, and not part of a wider global filing; and
- (e) A summary of the remaining information included in the Appendices to this application.

Proposed Acquisition

29. Pursuant to section 66(1) of the Commerce Act, RANCo (or an interconnected body corporate of RANCo) gives notice seeking clearance from the Commission for the Proposed Acquisition under which RANCo will acquire 100% of the shares in TwoDegrees Limited (a limited company incorporated in New Zealand with company number 2194085, and the **2degrees Asset HoldCo**) and 100% of the shares in Dense Air New Zealand Limited (a limited company incorporated in New Zealand with company number 7088313, and the **One NZ Asset HoldCo**). RANCo is or will be jointly owned by Two Degrees Mobile Limited (**2degrees**) and One New Zealand Group Limited (**One NZ**).¹⁶

30. The Proposed Acquisition includes the following key agreements (with copies provided in **Appendix 1**, the relevant structure set out in diagrammatic form in **Appendix 2**, and a high-level summary of the transaction documents set out in **Appendix 8**):

(a) [

(b)

(c)

(d)

16 See footnote 1 for further information.

(e)

(f)

].

31. [

(a)

(b)

(c)

(d)

(e)

]

RAN Assets to be acquired by the Asset HoldCos from the Parties

32. A full list of the RAN Assets (including assets and functions) subject to the Proposed Acquisition is set out at **Appendix 3** of this application. A further explanation of what falls under the definition of RAN Assets can also be found in the “Industry Background” section of this application.

33. [

]

34. The RAN Assets being acquired by the Asset HoldCos under the Proposed Acquisition also do not include:
- (a) PoPs on RCG sites. RCG is an independent entity established to acquire site locations, build, operate and maintain the new 4G wireless network across rural New Zealand.¹⁷ 2degrees has approximately [] PoPs on RCG sites and One NZ has approximately [] PoPs on RCG sites;
 - (b) Core network, which relates to the business support system, billing, customer provisioning, customer support and products and services;
 - (c) Spectrum ownership or management rights;
 - (d) Satellite-related assets;
 - (e) Fibre assets;
 - (f) Microwave assets;
 - (g) Backhaul; or
 - (h) Cell-site routers.
35. The Parties will also retain their respective “*network intelligence*” stacks, which include planning algorithms, QoS policies, orchestration logic, and analytics platforms – being the true differentiating IP assets that enable superior connectivity. Examples of these capabilities include end to end network design and architecture IP, service orchestration, slice management, policy-control logic, traffic prioritisation frameworks, proprietary data models, APIs, workflows that map RANCo metrics to ServCo customer services, firmware or software parameters that give the Parties distinct latency or throughput characteristics, application-layer partnerships (e.g., content caching, security and IoT) sitting above RANCo, spectrum and innovation rights, data governance IP, customer data and insights, device testing requirements and outcomes/approvals, mobile access service requirements, utilisation of IoT, FWA, QPP, innovation and R&D activities and service roadmaps.
36. Instead, the assets above will remain separately owned and operated by each Party independently following the Proposed Acquisition.
37. The chart below shows the difference between the projected number of PoPs that 2degrees would have under the counterfactual (yellow) and factual (blue). This includes the number of shared and unilateral PoPs through RANCo:

[

17 Refer to [RCG Network - Rural Connectivity](#).

38. []

[]

]

39. The total number of sites that RANCo is expected to operate and manage in a given year is calculated as: [

].

RANCo’s Governance Structure

40. [

]¹⁸ [

41.

]¹⁹ [

42.

43.

18 [

]

19 [

]

44.

45.

]

Rationale for the Proposed Acquisition

46. The Parties currently operate their own separate active mobile infrastructure assets located at passive infrastructure sites throughout New Zealand with the exception of:

(a) []; and

(b) The sites shared by Spark, 2degrees and One NZ in accordance with their respective arrangements with RCG.

47. The rationale for the Proposed Acquisition is to improve network coverage, quality, and customer experience, delivering accelerated enhancements (including 5G rollout, as well as future mobile technologies) whilst retaining spectrum and core network differentiation, through the network efficiencies achieved by combining the Parties' RAN Assets in a jointly-owned specialist RAN provider (RANCo).

48. This is expected to result in significant benefits to the Parties and their respective customers and, more broadly, to all New Zealanders. Key benefits are likely to include:

(a) Improved efficiency and quality of RAN deployment and operations, including faster rollout of 5G and earlier access to future technologies (e.g. 6G) - while keeping the ability to differentiate independently at the spectrum and core network level — which is what actually drives products and customer experience;

- (b) The realisation of significant cost synergies – [

], which may facilitate accelerated RAN deployment outcomes and investment in network and service improvements;
- (c) Earlier availability of new coverage, capacity and wireless broadband access;
- (d) Improved network coverage and quality for customers, including deeper rural and regional coverage and more rapid densification in urban areas;
- (e) Improved resilience and fault response through having a scaled and focused RAN operator, with dedicated responsibility for the combined network and the ability to deploy resources more efficiently across a larger footprint, including through consolidated network monitoring and maintenance, coordinated fault response and a consistent approach to network resilience; and
- (f) Broader environmental and sustainability benefits, through a reduction in duplicate mobile towers and equipment, as well as overall power consumption. For example, data from a representative 2degrees site shows total hourly power consumption of [

], with the baseband processing unit alone accounting for approximately [

].

 The removal of duplicate equipment will therefore reduce overall energy consumption.

49. Even taking a conservative approach, the Parties expect [

].

50. Specifically for 2degrees, it considers the Proposed Acquisition will allow it to allocate greater time and critical operating expenditure to its downstream mobile services. This can only result in a greater ability for 2degrees to compete with the other MNOs in the downstream retail and wholesale mobile markets where 2degrees has historically been the third player behind Spark and One NZ. In particular, 2degrees' rationale for the Proposed Acquisition includes the following:

- (a) [

(b)

(c)

(d)

(e)

]²⁰ [

20 []

(f)

]

51. For One NZ, the Proposed Acquisition will [

] ²¹ [

] ²² [

].

Other competition authorities being notified

52. The Proposed Acquisition relates solely to New Zealand, and any potential effects arise only in New Zealand. Accordingly, there are no other overseas competition agencies being notified.

Required documents / information

53. We provide in the Appendices to this application the following further documents / information referred to in the Commission's clearance application form or requested by the Commission:

- (a) Transaction Documents;
- (b) Corporate Structure Charts;
- (c) Financial information for the Parties;
- (d) Details of the Parties' Customers and Competitors;
- (e) High-level summary of transaction documents;
- (f) Glossary of abbreviations used in this clearance application; and
- (g) Confidentiality Schedule.

21 Spark FY26 Results Summary at p 14. See

<<https://api.nzx.com/public/announcement/478157/attachment/474895/478157-474895.pdf>>

22 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at p 216.

54. Also provided with this clearance application is a report from James Mellsop and Will Taylor of NERA who have provided economic analysis in relation to this application.

COUNTERFACTUAL

55. The Parties submit that the Proposed Acquisition is best assessed against a status quo counterfactual, with the Parties continuing to own and operate their respective RAN Assets independently.

56. [

(a)

(b)

(c)

(i)

(ii)

(d)

]

57. From One NZ's perspective, [

].

58. The RANCo JV is expected to result in [

]. [

]

INDUSTRY BACKGROUND

59. This section provides:

- (a) A summary of the activities of each of the Parties;
- (b) A summary of the activities of other key industry parties; and
- (c) An overview of New Zealand mobile markets and network architecture.

The Parties



2degrees

60. 2degrees launched in New Zealand in 2009 and is a leading mobile services provider in New Zealand, although it is the smallest of the three MNOs after Spark and One NZ. 2degrees initially offered mobile services only but, following the acquisition of Snap in 2015, it expanded into broadband services to consumers, business and wholesale customers. In 2022, 2degrees was acquired by Voyage Digital (NZ) Limited, as a result of which 2degrees merged its business with Vocus Group in New Zealand – enabling it to provide retail and wholesale mobile and broadband services, as well as being an independent electricity retailer.²³ 2degrees' ultimate parents are Macquarie Asset Management (previously Macquarie Infrastructure and Real Assets), through its managed funds and clients (together, **MAM**) and Aware Super Pty Ltd as trustee of Aware Super (**Aware**). MAM is a global asset manager, focused on infrastructure and renewables, real estate, agriculture and transportation finance.

61. A structure chart of 2degrees is set out at **Appendix 2** of this application.

62. While it sold off the bulk of its passive mobile infrastructure assets to Connexa Limited (**Connexa**) in 2023,²⁴ 2degrees still owns and operates its own active mobile infrastructure, including its share of the RAN Assets, across a nationwide network of around [] PoPs (excluding RCG PoPs). Those PoPs are comprised of:

(i) Around [] PoPs on sites owned by Connexa;

(ii) [

]; and

23 See [NZCC-3-5B20225D-Voyage2C-Vocus-and-2degrees-Merger-clearance-determination-14-March-2022.pdf](#).

24 Please refer to the Commission's clearance decision in NZCC, [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#) [2023] NZCC 10.

(iii) The balance of which are owned by third parties like []].

63. []

]

64. Further financial information for 2degrees is set out at **Appendix 4** of this application. Further information about 2degrees generally can be found on its website at www.2degrees.nz.



One NZ

65. One NZ (formerly Vodafone NZ) is the second largest of the three MNOs operating in New Zealand, sitting behind Spark in terms of market share in the downstream mobile markets.²⁵ While it historically operated under the Vodafone brand in New Zealand,

25 Based on mobile service revenue market share – see Spark *FY26 Results Summary* at p 14.

One NZ is now ultimately owned by Infratil Limited,²⁶ an investment company focused on large-scale infrastructure assets/companies, and operates under the One NZ brand. A structure chart of One NZ is set out at **Appendix 2** of this application.

- 66. Like 2degrees, One NZ no longer owns the bulk of its passive mobile infrastructure assets – selling these to Fortysouth Limited in 2022.²⁷ However, it continues to own and operate its own active mobile infrastructure, with its share of the RAN Assets deployed at around [] PoPs nationwide excluding small cells ([] being TowerCo sites and [] non-TowerCo sites).
- 67. One NZ also has obligations under a Rural Broadband Initiative agreement between One NZ and the Crown (known as RBI 1), under which One NZ has an obligation to supply co-location services to access seekers at [] RBI1 Sites. Spark (and 2degrees) are both access seekers at some of these sites, which are owned by Fortysouth.
- 68. []

[]
- 69. []

26 Infratil owns 99.8% of One NZ, see [Digital - Infratil](#).
27 For completeness, Infratil sold the entirety of its 20% interest in Fortysouth to InfraRed Capital Partners and Pantheon. For further information, see: <https://infratil.com/news/infratil-newsletter-april-2026/infratil-newsletter-april-2026/> and [Infratil declares \\$255m of asset sales](#).

70. Further financial information for One NZ is set out at **Appendix 4** of this application. Further information about One NZ generally can be found on its website at www.one.nz.

RANCo

71. RANCo will be a special purpose joint venture set up to own and operate the Parties' RAN Assets post-acquisition. Each of the Parties will own approximately 50% of the shares in RANCo.

Other Key Industry Parties



Spark

72. Spark is the sole publicly listed MNO in New Zealand. It describes itself as having “#1 market share in mobile”²⁸, with a 41% market share calculated by mobile service revenue.²⁹ By reference to both its total subscribers³⁰ and mobile service revenue market share, Spark is the largest MNO in New Zealand. As the Commission will be well aware, Spark originated as a state owned monopoly (Telecom New Zealand) before privatisation. It was fully integrated until 2011 when Chorus was split off from it.
73. Like 2degrees and One NZ, Spark operates its own active mobile infrastructure assets based on mobile PoPs around New Zealand, but sold the bulk of its passive infrastructure (comprising 1,243 mobile sites) to Connexa in 2023. However, it maintained an indirect ownership stake in these sites through a minority shareholding in Connexa until February 2025.
74. In addition to its own mobile service offering, Spark also operates the “Skinny” mobile brand in New Zealand, targeted at cost conscious customers in the pre-paid segment.³¹
75. Contact details for Spark are set out at **Appendix 5** of this Application. Further general information for Spark can be found on its website at www.spark.co.nz.

MVNOs

76. Today, over 20 MVNOs are in operation, including the following:

Name	Mobile Services Offered	Website
Advantai (Faster/ prvidr)	Hosts, runs, operates and manages mobile solutions for brands.	Faster Branded mobile that keeps customers loyal for longer / Prvidr

28 Spark, FY26 Annual Report at p.4.

29 Spark, FY26 Results Summary at p.14. See <<https://api.nzx.com/public/announcement/478157/attachment/474895/478157-474895.pdf>>

30 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p 216.

31 Skinny (www.skinny.co.nz).

		Experience The Power Of Subscription Simplicity
Compass ³²	Voice, data and broadband solutions for business customers only.	www.compass.net.nz
Contact Mobile	Range of comprehensive 5G mobile plans, covering endless and capped data plans, with voice and SMS services included in all plans, and a discount to any energy contract in place with Contact on the same account. Also provides a “group” plan, allowing customers to add new customers to their group plan at a discounted monthly rate.	www.contact.co.nz/personal/mobile
Gecko Mobile	Mobile plans for residential and business customers, including prepaid 5G plans differentiated by data allowance, with unlimited voice and SMS services included in all plans.	www.geckomobile.nz
Kiwi Internet	Mobile plans for residential and business customers, including capped data plans with unlimited voice and SMS, and endless data at reduced speeds after the plan’s fast data allowance is used.	www.kiwiinternet.co.nz
Kiwi Mobile (Electric Kiwi)	The Electric Kiwi mobile services offshoot, offering 5G mobile plans with varying combinations of data and voice, and unlimited SMS services included in all plans.	www.electrickiwi.co.nz/mobile
Kogan Mobile	5G mobile plans, with a range of data options, and unlimited voice and SMS services included in all plans.	www.koganmobile.co.nz
Lightwire	Provider of mobile broadband and voice services to business and residential customers, with a focus on broadband.	www.lightwire.co
Mercury Energy	Similar to Contact Mobile, with a range of 5G mobile plans, each with unlimited voice and SMS services, and a discount to any energy	www.mercury.co.nz/mobile

32 Compass is no longer actively selling mobile services, providing services for its existing customer base only. Compass is becoming Zeronet.

	contract in place with Mercury on the same account.	
Mighty Mobile	Mobile plans provided by online retailer Mighty Ape. Offers a range of monthly and yearly prepaid mobile plans all including unlimited voice and SMS services, with varying amounts of max-speed data.	www.mightyape.co.nz/mn/mighty-mobile
Netspeed	Fibre and 4/5G wireless broadband, and mobile services, with mobile plans covering a range of capped and unlimited data, each including unlimited voice and SMS services.	www.netspeed.net.nz
Nova Energy Mobile	Mobile services offshoot of the Nova Energy business which provides electricity, gas and broadband. Provides similar plans as other MVNOs, with all plans including unlimited data (with capped max speed volumes) and unlimited voice and SMS services. Offers residential group plans, as well as business plans.	www.novaenergy.co.nz/mobile
Now NZ	Similar to Unicom, provides mobile broadband and voice services to business and personal customers with a range of capped and unlimited 5G data plans.	www.nownz.co.nz
Primo	Broadband (fibre and wireless) and mobile services for residential and business customers. Offers a mixture of bundled mobile plans (voice, data and SMS), and data only plans.	www.primo.co.nz
Rocket Mobile	Specialist mobile services provider, with a range of comprehensive 5G mobile plans, covering endless and capped data plans, with voice and SMS services included in all plans. Like some other MVNOs, also provides a “group” plan, allowing customers to add new customers to their group plan at a discounted monthly rate.	www.rocketmobile.co.nz

Telsim NZ	Provider of pre-paid sim packages for residential customers, offering a range of capped and unlimited data plans, with prices starting at just \$8 a month.	www.telsim.nz
Ultimate Mobile (trading as Ultimate Broadband)	Provider of a range of 5G mobile plans, each with unlimited voice and SMS services, and family bundle deals similar to other MVNOs.	www.ultimatemobile.co.nz
Unicom	Provides mobile broadband and voice services to business and personal customers (with personal plans provided under the “Smartcall” brand), offering a range of capped and unlimited 5G data plans.	www.unicomnz.com
Warehouse Mobile	5G mobile plans aimed at more price-conscious customers, with plans starting at just \$9 a month for low data and voice capped plan, up to large rollover data plans with unlimited voice and SMS services.	www.warehousemobile.co.nz
Wireless Dynamics	Mobile services for residential and business customers differentiated by data allowances and including unlimited Aus voice and SMS services.	www.wirelessdynamics.co.nz
Zeronet	Mobile plans for residential and business customers, including unlimited 4G/5G data plans differentiated by speed tier rather than data allowance, with unlimited voice and SMS services. Zeronet is taking on new mobile customers that want services from Compass.	www.zeronet.co.nz

Tū Ātea

77. Tū Ātea (formerly the Interim Māori Spectrum Commission), which advocates on behalf of Māori both in terms of connectivity and involvement in the telecommunications sector, is a holder of significant spectrum management rights. Tū Ātea also has its own core network, [].

78. Tū Ātea does not operate a nationwide mobile network or have a consumer retail offering. Instead, Tū Ātea sells or licences its spectrum holdings to third parties,³³ and offers bespoke localised products to business customers for specific use cases such as “private” 5G networks.³⁴ It owns two subsidiaries which operate in the provision of telecommunications infrastructure, including JDA Network Specialists, which operates a network of towers across New Zealand, and Broadtech, which distributes and sets up active infrastructure products (including RAN).³⁵
79. In February 2022 Tū Ātea entered into a memorandum of understanding with the Crown, which provides for the allocation of 20% of all future spectrum management rights to Tū Ātea.
80. Contact details for Tū Ātea are set out at **Appendix 5** of this Application. Further general information for Tū Ātea can be found on its website at www.tuatea.nz.

Towercos

Connexa

81. Connexa is a specialist tower company (or “towerco”) set up to operate and manage passive mobile infrastructure assets in New Zealand.
82. In 2023, it acquired the bulk of 2degrees’ and Spark’s passive assets, with Spark retaining a minority shareholding until February 2025. Pursuant to that transaction, Connexa entered into a Master Infrastructure Services Agreement (**MISA**) with each of 2degrees and Spark, giving them access to Connexa’s passive tower network. Connexa currently operates a network of around 2,500 cell towers nationwide.³⁶
83. With Spark’s exit as a shareholder in February 2025, Connexa is now owned 50:50 by two Canadian investment companies – the Ontario Teachers’ Pension Plan, and Caisse de dépôt et placement du Québec.
84. Contact details for Connexa are set out at **Appendix 5** of this Application. Further general information for Connexa can be found on its website at www.connexa.co.nz.

Fortysouth

85. Fortysouth is a similar company to Connexa, being a specialist towerco that operates passive mobile infrastructure assets formerly owned by One NZ, which it acquired in 2022. Under that transaction, Fortysouth entered into a 20 year MSA with One NZ, giving One NZ access to both existing and new towers, along with a commitment to

33 For example, Tū Ātea has recently entered an arrangement with Spark under which Spark will acquire 20MHz of 5G spectrum. See: [Spark partners with Tū Ātea to secure exclusive rights for 20MHz of 5G spectrum and explore joint Māori workforce development opportunities](#).

34 Such as its recently announced private 5G network for CentrePort. See: <https://www.centreport.co.nz/home/news/centreport-and-tu-atea-launch-nzs-first-maoribuilt-commercial-private-5g-network>.

35 JDA Network Specialists (www.jda.co.nz); Broadtech (www.broadtech.co.nz).

36 [“About us — Connexa”](#).

build additional sites over the 10 year period post-acquisition. Fortysouth's current network of cell towers is around 1,600.³⁷

86. Fortysouth is owned by three companies: Northleaf Capital Partners (40%), Mahi Tahī Towers Investments (40%), and Pantheon InfraRed Digital Core Plus Joint Venture (20%).
87. Contact details for Fortysouth are set out at **Appendix 5** of this Application. Further general information for Fortysouth can be found on its website at www.fortysouth.co.nz.

RAN Equipment Suppliers and Infrastructure Services Providers

Ericsson

88. Ericsson is a supplier of hardware and software solutions, such as antennae, radios and baseband units, to telecommunications service providers. Ericsson is headquartered in Sweden, but has a global network of customers, with net sales of SEK 236.7 billion in 2025 (c.NZ\$42 billion), and around 87,000 employees worldwide.³⁸
89. Contact details for Ericsson are set out at **Appendix 5** of this Application. Further general information for Ericsson can be found on its website at www.ericsson.com.

Nokia

90. Nokia is another global supplier of RAN hardware and software to telecommunications service providers, operating in around 130 countries worldwide, and net sales of EUR19.9 billion in 2025 (c.NZ\$39 billion).³⁹
91. Contact details for Nokia are set out at **Appendix 5** of this Application. Further general information for Nokia can be found on its website at www.nokia.com.

Huawei

92. Like Ericsson and Nokia, Huawei supplies telecommunications infrastructure to downstream service providers worldwide, alongside its range of consumer products such as laptops, mobile phones and smart watches. Huawei is based in China, employing around 213,000 people in over 170 countries.⁴⁰
93. Contact details for Huawei are set out at **Appendix 5** of this Application. Further general information for Huawei can be found on its website at www.huawei.com.

Downer

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- 37 See: <https://fortysouth.co.nz/aboutus/#:~:text=We%20have%20a%20portfolio%20of,Zealanders%20live%2C%20work%20and%20play>.
- 38 Ericsson, [Ericsson reports fourth quarter results and full-year results 2025 - Ericsson](#) and [Company facts - Ericsson](#).
- 39 Nokia, [Nokia Corporation Financial Report for Q4 2025 and full year 2025](#).
- 40 Huawei, [Company Facts - Huawei](#).

94. Downer is a New Zealand and Australia based provider of infrastructure services. It is listed on the ASX, and employs approximately 26,000 people.⁴¹ In addition to providing specialised utilities services (including RAN building, installation, and maintenance), Downer provides property and facilities management for government, healthcare, defence and private clients, and is also involved in the design and delivery of large scale construction projects such as bridges and rail networks.
95. Contact details for Downer are set out at **Appendix 5** of this Application. Further general information for Downer can be found on its website at www.downergroup.com.

Ventia

96. Ventia is a dual ASX/NZX listed infrastructure services provider. Like Downer, Ventia provides RAN build, installation, and ongoing maintenance, as well as a wide range of general management, maintenance, design, and construction work across New Zealand and Australia.
97. Contact details for Ventia are set out at **Appendix 5** of this Application. Further general information for Ventia can be found on its website at www.ventia.co.nz.

Entelar

98. Entelar is a New Zealand company ultimately owned by Spark, specialising in providing infrastructure services relating to digital networks across broadband, mobile and general IT. Entelar employs over 450 people, and describes itself as managing “*the full lifecycle, from design and build to responsible recycling*”.⁴²
99. Contact details for Entelar are set out at **Appendix 5** of this Application. Further general information for Entelar can be found on its website at www.entelargroup.co.nz.

Overview of New Zealand Mobile Markets and Network Architecture

100. Mobile telecommunications services are communications services (voice, messaging, and data) delivered over a cellular mobile network to devices such as mobile handsets, or data devices such as tablets with in-built mobile connectivity. Wireless broadband is also delivered via the cellular mobile network. In its 29 June 2026 Telecommunications Monitoring Report, the Commission stated that there were approximately 6.9m mobile connections in New Zealand as at 2024/2025.⁴³
101. Mobile services are supplied in New Zealand by either:
- (a) Mobile Network Operators (**MNOs**), which own key mobile network infrastructure (such as spectrum, radio access and core network equipment) and supply mobile services to wholesale and retail customers; or

41 Downer, [About Us](#).

42 Entelar, [Who We Are - Entelar Group](#).

43 NZCC, [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p21. A detailed description of the relevant supply chain and where the Parties fit into that can be found in this Monitoring Report, as well as in the Commission’s earlier 2019 [Mobile Market Study](#).

- (b) Mobile Virtual Network Operators (**MVNOs**) (including resellers), which provide mobile services to consumers but generally do not own the infrastructure required to provide mobile services – typically entering into a wholesale network sharing arrangement with an MNO. While MVNOs do not typically own RAN assets, there are differing levels of control / autonomy between MVNOs. For example, 2degrees has [

].

So, while MVNOs have not invested in their own core mobile networks, there are examples of investment (and resulting differentiation) in product, billing and rating systems - all evidence of a vibrant and competitive MVNO market.

102. New Zealand has three nationwide MNOs: Spark, One NZ and 2degrees. Each operates its own core network, holds spectrum management rights/licences across relevant bands and competes for customers at the retail and wholesale levels (including MVNO and reseller supply). The Commission has noted in its recent Final Report of 16 March 2026 on whether MTAS should be omitted from Schedule 1 of the Telecommunications Act that it does not anticipate the emergence of a new national MNO in the near term.⁴⁴

Retail Mobile Services

103. Retail mobile customers are residential and enterprise / business customers that typically purchase bundles of mobile services which provide a monthly allowance of minutes, texts, and data. These services are usually offered to customers through prepay or post-pay plans. Mobile service providers in New Zealand have moved more towards offering open term plans for retail customers.
104. Retail mobile services are supplied directly to end customers. Key terms in these contracts include price and contract length.⁴⁵ The Commission has observed that business customers often acquire mobile services as part of a wider package of telecommunications services, including under fixed-term contracts. Larger business customers tend to be more sophisticated purchasers, with greater access to specialist advice, support and dedicated procurement resources, and may have procurement teams responsible for managing competitive tenders and contracts.⁴⁶
105. Consumer habits have shifted in recent years away from voice services and SMS, towards data-centric and bundled offerings.⁴⁷ OTT services have become widely used alternatives for communication, bypassing traditional mobile networks for messaging and for voice services. Internet Protocol (IP)-based services such as Voice over Long-Term Evolution (VoLTE) and voice over Wifi have largely replaced circuit-switched voice, and mobile data has overtaken voice as the primary driver of usage. Retail mobile services have evolved alongside these network upgrades, with a growing focus on data.⁴⁸

44 NZCC, [Mobile-Termination-Access-Service-Final-recommendation-report-16-March-2026.pdf](#) at [3.73, 3.76 and 3.98].

45 See [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 76.

46 [Mobile-Market-Study-Findings-report-26-September-2019.PDF](#) at [3.49]-[3.57].

47 NZCC, [Mobile-Termination-Access-Service-Final-recommendation-report-16-March-2026.pdf](#) at [X5.3].

48 Ibid at [3.53].

106. The latest Commerce Commission market share data as at June 2026 shows that the approximate retail mobile market shares of the MNOs and MVNOs based on mobile subscribers for the last three years is as follows:⁴⁹

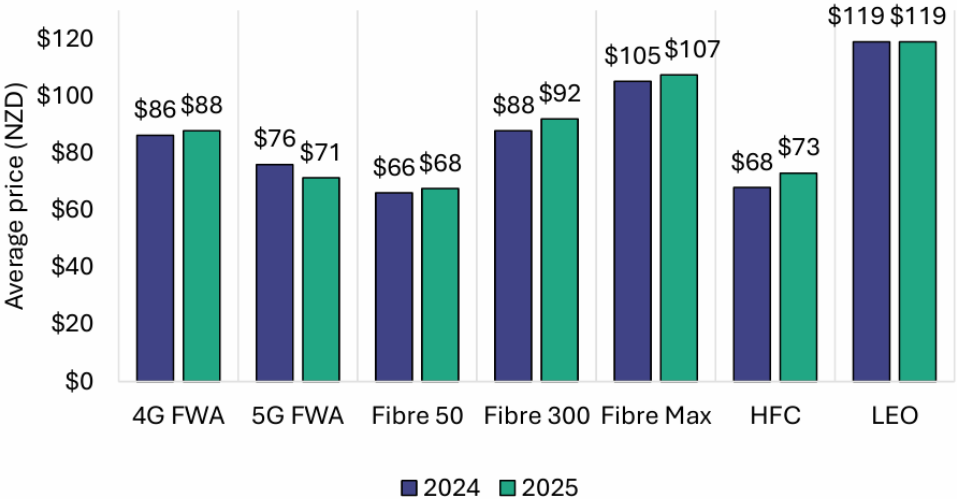
Retail Mobile Market – market shares (based on number of subscribers)

	Spark	One NZ	2degrees	MVNOs
2023	41%	36%	21%	2%
2024	39%	36%	22%	3%
2025	38%	37%	22%	3%

107. As noted above, Spark is New Zealand’s largest MNO, with mobile revenue of NZ\$1,517 million in FY26.⁵⁰ It describes itself as having “#1 market share in mobile”⁵¹, with a 41% market share calculated by mobile service revenue (compared to 35.9% market share for One NZ and 20.8% for 2degrees).⁵² Accordingly, the Proposed Acquisition involves the RAN Assets of the second largest and smallest MNOs from the perspective of mobile market share – and noting that the One NZ and 2degrees ServCos will remain independent following the Proposed Acquisition and their mobile market shares will therefore remain separate rather than combined.

108. In its 2025 Telecommunications Monitoring Report, the Commission provided a table of the price per GB of the 20 cheapest plans, and provided a comparison of MNO and MVNO pricing.⁵³ In addition, this Report includes the following graph, which identifies the change in the average price of unlimited data plans between 2024 and 2025:⁵⁴

Figure 3.27 Average monthly price of unlimited data plans by technology



109. This Report provided a comparison of the minimum average (in red) and maximum prices of urban 4G fixed wireless access plans with different data caps between 2024 and 2025:⁵⁵

49 NZCC, [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at pp 213, 216.

50 Spark, *FY26 Annual Report* at p.10.

51 Spark, *FY26 Annual Report* at p.4.

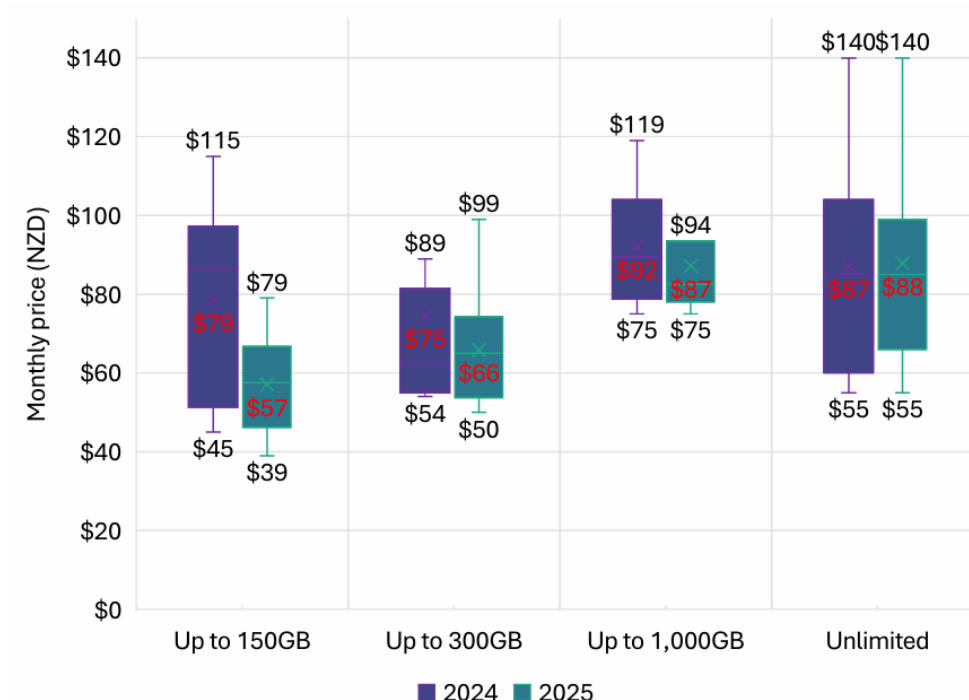
52 See [Spark New Zealand FY26 Results Summary](#) at slide 14.

53 See [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 226-227 and 229.

54 See [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 81.

55 See [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 83.

Figure 3.29 Price range for 4G FWA plans by data caps



110. The Commission has also provided a comparison of the cost of fixed wireless access services in urban compared to rural areas:⁵⁶

Table 4.14 Rural vs urban 4G FWA prices

Data cap group	Rural—average monthly price	Urban—average monthly price	Difference
≤120GB	\$90	\$55	\$25–64% extra for rural
121–299GB	\$103	\$60	\$43–72% extra for rural
300GB+	\$123	\$64	\$59–94% extra for rural
Unlimited	\$130	\$76	\$54–71% extra for rural

111. The Commission reported that the average price of an unlimited data 4G fixed wireless access plan fell by 6.6%, decreasing from \$76 per month in 2024 to \$71 in 2025.⁵⁷

Wholesale Mobile Services

112. MVNOs rely on the MNOs for access to critical infrastructure that allows them to provide mobile services to retail customers.
113. Wholesale mobile services are supplied by MNOs to wholesale customers, including MVNOs, through commercially negotiated agreements.⁵⁸ The Commission notes that MVNO negotiations have historically been commercial in nature and, in some cases, difficult and protracted. Wholesale customers seek and receive competing offers from MNOs, and there are examples of prospective MVNOs undertaking competitive

56 See [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 160.

57 See [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 84.

58 [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 205.

procurement exercises, including requests for proposal, to obtain wholesale mobile access.⁵⁹

114. The Commission did not have information in its 2025 Telecommunications Monitoring Report on the pricing of wholesale 4G/5G fixed wireless access services as these are subject to private contractual terms between wholesalers and retailers.⁶⁰
115. The MVNOs operating in New Zealand, and their MNO hosts, are set out in the table below:⁶¹

MVNOs operating in New Zealand

MVNO	MNO Host
Mercury	Spark
Zeronet	
Wireless Dynamic	
Compass ⁶²	
Contact Mobile	One NZ
Netspeed	
Primo	
Rocket Mobile	
Mighty Mobile	
Kogan Mobile	
Gecko	
Telsim NZ	
Unicom	
Ultimate Mobile (trading as Ultimate Broadband)	
Lightwire	
Now NZ	
Warehouse Mobile	2degrees
Kiwi Internet	
Kiwi Mobile (Electric Kiwi)	
Nova Energy Mobile	

59 [Mobile-Market-Study-Findings-report-26-September-2019.PDF](#) at [4.73], [4.78], [4.80] and [5.72].

60 See [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 144.

61 NZCC, [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p.209, Table 5.3.

62 Compass is no longer actively selling mobile services, providing services for its existing customer base only. Compass is becoming Zeronet.

116. Contact details for each of the MVNOs are set out at **Appendix 5** of this application.
117. While historically New Zealand's MVNO participation was lower than the global average, recent years have brought increased participation by MVNOs. The Commission's most recent Telecommunications Monitoring Report notes MVNO market share grew from 2.5% to 3.2% from 2024 to 2025, with a 28% increase in subscribers (172,000 in 2024, to 221,000 in 2025).⁶³
118. The Parties expect MVNO participation will only continue to increase, particularly with all three MNOs continuing to compete and investing in future initiatives to encourage MVNOs on their networks. For instance, through 2degrees developing Totogi, which provides a dedicated cloud based charging, real-time rating and policy control platform for wholesale customers and their products⁶⁴, One NZ's partnership with Advantai and Spark's arrangement with Compax⁶⁵. These partnerships assist prospective MVNOs with setting up the platforms and operating systems required to provide retail mobile services, which would be facilitated by the MNOs. As expanded on further below, given that the Parties' spectrum and core networks will remain with their respective independent ServCos, their relationships with MVNOs will remain with 2degrees and One NZ. None of these MVNOs are therefore adversely impacted by the Proposed Acquisition, and they can benefit from the faster network roll out by RANCo as well.
119. In addition, MNOs and other mobile infrastructure asset owners can agree to share certain parts of their active infrastructure networks with third parties — typically via:
- (a) Multi-Operator Core Network (**MOCN**) arrangements, where there is sharing of RAN assets as well as sharing of spectrum; or
 - (b) MORAN arrangements, which provide for sharing of RAN assets at specific cell sites, but do not include spectrum sharing. MORAN arrangements allow mobile service providers to improve and/or expand their network without needing to invest in their own RAN assets. Again, the third party would still need its own core network.
120. Under the Proposed Acquisition, the foundation technology to be deployed by RANCo will be MORAN. Again, [
-].

Mobile Telecommunications Services Infrastructure

121. Before a mobile services provider can operate in New Zealand, it requires either:
- (a) Its own mobile network infrastructure; or

63 NZCC, [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at pp213-214.

64 Refer to "[AI-First Software That Transforms Telco | Totogi](#)".

65 [One NZ and Advantai Group launch groundbreaking mobile solution to supercharge brand loyalty in NZ; Spark and Compax unveil new MVNO platform for New Zealand businesses](#)

- (b) Wholesale access to a third party's mobile network infrastructure on the basis set out above.

122. The key components of mobile network infrastructure are:

- (a) Radio spectrum, which influences the type of services that can be provided (e.g. certain spectrum is used for 4G, and 5G services), the coverage of the provider's network (i.e. the geographic areas that its services are available in), and its network capacity⁶⁶ (i.e. the volume of mobile activity it is able to host). Each of the MNOs holds management rights (allocated by the Crown under the Radiocommunications Act 1989) for certain quantities of spectrum across various frequency bands. Further spectrum is held by third party owners of management rights that do not have their own nationwide full service network, such as Tū Ātea, which typically license its spectrum for use by the MNOs and Wireless Internet Service Providers (**WISPs**), which use spectrum to provide broadband to regional and rural businesses and homes⁶⁷;
- (b) Core network, which relates to the business support system, billing, customer provisioning, customer support and products and services. It is a key driver and differentiator of a mobile services provider's end-use products. It controls mobility, authentication, policy charging, voice, data services and interconnection;
- (c) RAN assets, which include the antennae, radios, baseband equipment, and supporting hardware/software making up an MNO's PoPs at a cell site. RAN is essentially the technology that connects end-users to an MNO's core network (hence the "pipe" analogy), with the services themselves provided through the core network and spectrum. Mobile services providers in New Zealand will typically purchase RAN equipment from two main suppliers – Ericsson and Nokia. Spark also still has an active relationship with Huawei;
- (d) Passive infrastructure, comprising the physical structures capable of hosting active mobile infrastructure PoPs (towers, masts, power, shelters etc) which is now largely owned by independent tower companies as noted above; and
- (e) Backhaul, which links the base stations at each PoP to the core, provided by a mix of fibre cables and microwave links from multiple providers (including One NZ's EonFibre, Chorus and other LFCs).

66 Capacity within a particular geographic area is primarily determined by the RAN Assets deployed at each PoP and the amount of spectrum enabled across those Assets. The combination of radio hardware capability and enabled spectrum bands determines the capacity that can be delivered within each PoP's coverage footprint. RANCo Assets will be deployed in accordance with the agreed shared specification and designed to support all the relevant spectrum bands of both Parties. This provides the underlying radio capability required to enable the agreed level of capacity, with actual capacity determined by the spectrum and radio configuration activated at each PoP.

67 Tū Ātea have built a commercial Private 5G network for Centreport as their customer and intend to continue and grow this service - refer to <https://www.centreport.co.nz/home/news/centreport-and-tu-atea-launch-nzs-first-maoribuilt-commercial-private-5g-network>. It also intends to operate a neutral host coverage service – refer to <https://www.tuatea.nz/products-services>.

123. Mobile infrastructure services are generally supplied through negotiated commercial arrangements between telecommunications and infrastructure providers. Examples of infrastructure-related services supplied under commercial agreements include infrastructure-sharing arrangements, co-location arrangements, national roaming arrangements and backhaul services.⁶⁸ Infrastructure-sharing proposals may also be negotiated between industry participants.⁶⁹
124. In relation to the Upstream Infrastructure Services Markets, the relevant customers are MNOs, including RANCo post-transaction, as purchasers of infrastructure assets and related services. Accordingly, customer-sponsored entry would involve an MNO supporting entry or expansion by a supplier of those assets or services, for example through procurement commitments or long-term contracts. The Parties consider that MNO demand may support expansion by existing qualified suppliers, but is less likely to sponsor de novo entry where the relevant services require specialised technical capability, vendor accreditation, scale, or experience in mobile network deployment and maintenance.
125. Price and the service bundle are the key components of competition. When it comes to the “network” component of competition, the Parties estimate that the relative importance of each aspect of the above mobile network infrastructure to the overall quality of service for end-users can be grouped into the following two categories:
- (a) Access to sufficient compatible spectrum and core network capability – being the key drivers of quality and differentiation for end-users; and
 - (b) Quality and quantity of RAN hardware and software and backhaul – being less critical in terms of quality and differentiation for end-users.
126. In particular, key elements for retail competition like customer service, pricing and bundling are delivered by the core network. RAN hardware and software is not a key driver of retail competition.
127. We provide further detail on spectrum, the core network and RAN hardware and software below.

Spectrum

128. As discussed further below in the summary of previous relevant cases considered by the Commission, spectrum is a key input for an MNO to achieve capacity and coverage. No spectrum holdings are being sold or combined as part of the Proposed Acquisition, and each Party will continue to retain and leverage its existing spectrum holdings.
129. Both 2degrees and One NZ []. Spectrum is an important element of competition for retail and wholesale mobile markets. When spectrum is constrained, and capacity on that spectrum is exhausted, then new cell sites must be built to “repeat spectrum and densify network”. In particular, [].

68 [Mobile-Market-Study-Findings-report-26-September-2019.PDF](#) at [6.43], [7.20], [7.24] and [7.37].

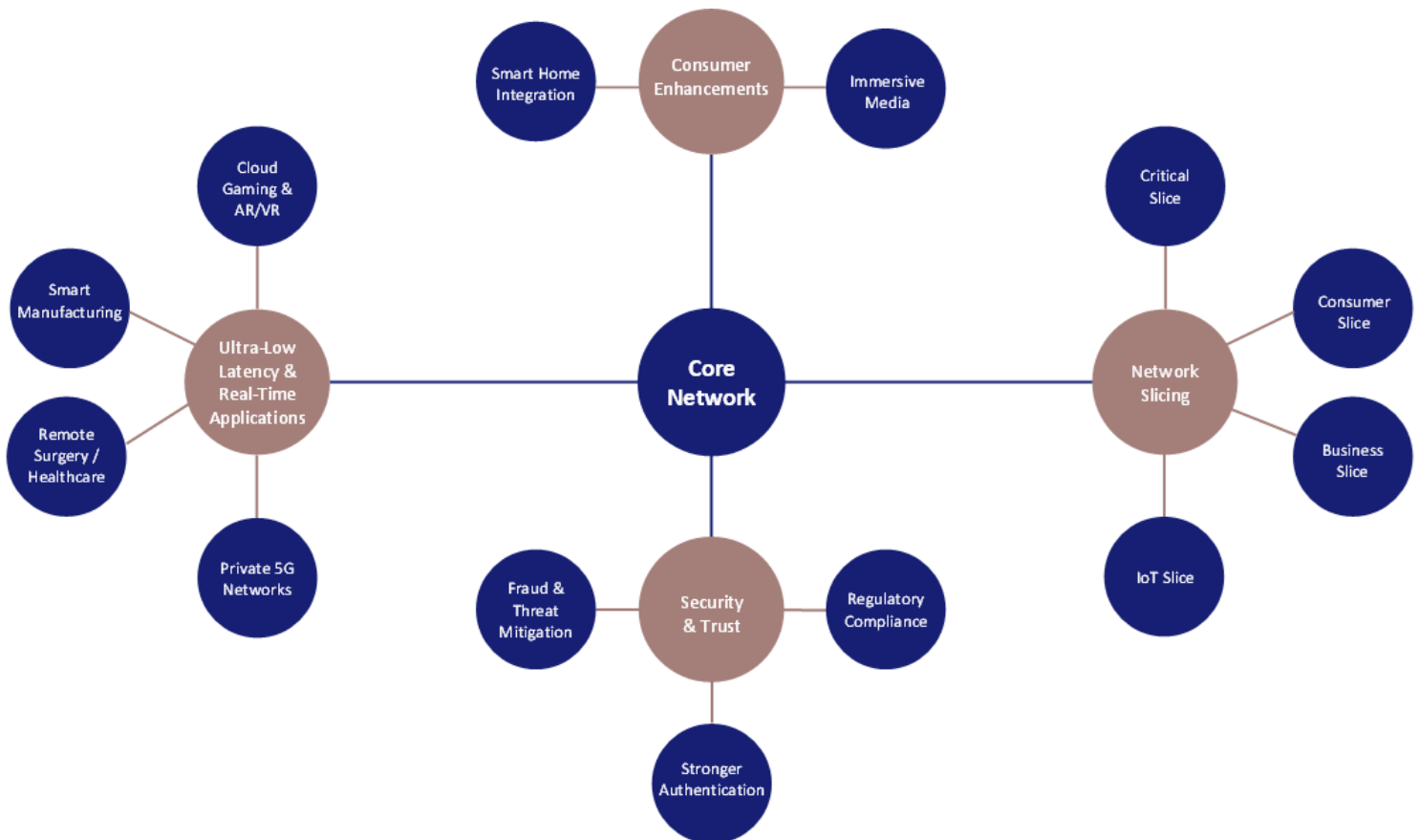
69 [Mobile-Market-Study-Findings-report-26-September-2019.PDF](#) at 118.

Core Network

130. Technological enhancements mean the core network is emerging as the key infrastructure element required to deliver unique products to customers, both in New Zealand and globally.
131. The core network allows an MNO to provide differentiated telecommunications products to end-users, by controlling accessibility on a user-by-user basis. A very basic example would be the core network switching off a customer's data access where they have reached their cap. But, as we set out below, the differentiated products and services that modern core networks can provide have moved well beyond this example, such that they are increasingly crucial for an MNO's ability to innovate on product/service quality.
132. The core network includes:
- (a) Routing and Switching – this directs data and voice traffic across the network;
 - (b) Authentication and Authorisation – verifies users and devices;
 - (c) Service Delivery – this enables services like voice calls, SMS, mobile data, and internet;
 - (d) Traffic Management – this ensures efficient use of bandwidth and prioritises traffic; and
 - (e) Interconnection – this provides links with other networks (i.e. international carriers, other telecommunications companies).
133. Services that can be provided through the core network include:
- (a) Customer service and experience systems – such as the business support system, billing, customer provisioning, customer support and products and services;
 - (b) Multimedia services – such as streaming video and audio, and video conferencing;
 - (c) Mobility services – such as mobile network access, roaming services, virtual private networks (**VPNs**), access point names (**APNs**), and mobile data and app support;
 - (d) Network management and support – such a traffic routing and optimisation, security services (e.g., spam and fraud protection) and monitoring / analytics;
 - (e) Data services – such as internet access (fixed wireless access and fixed broadband), VPNs, enterprise IP and multiprotocol label switching connectivity, rich communication services and Cloud connectivity;

- (f) Messaging services – such as SMS text and MMS multimedia messaging, rich communication services (which enable read receipts, group chat and file sharing capabilities), Apple iMessage and third party apps and satellite SMS;
- (g) Specialised services – such as IoT connectivity, machine to machine communications, private APNs and content delivery networks; and
- (h) Voice services – such as traditional voice calls (consumer/enterprise landline and mobile), voice over IP services (e.g., Microsoft Teams), emergency call routing, international calling, multi-device voice support (across smartphones, Apple Watches, Samsung Watches and other wearables), voicemail and toll-free services (e.g., 0800/0508).

134. Further capabilities will be enabled by the 5G core network, as set out in the diagram below:



135. Again, the Parties' core networks are not part of the Proposed Acquisition, and each Party will continue to own and operate its core network independently.

RAN Assets

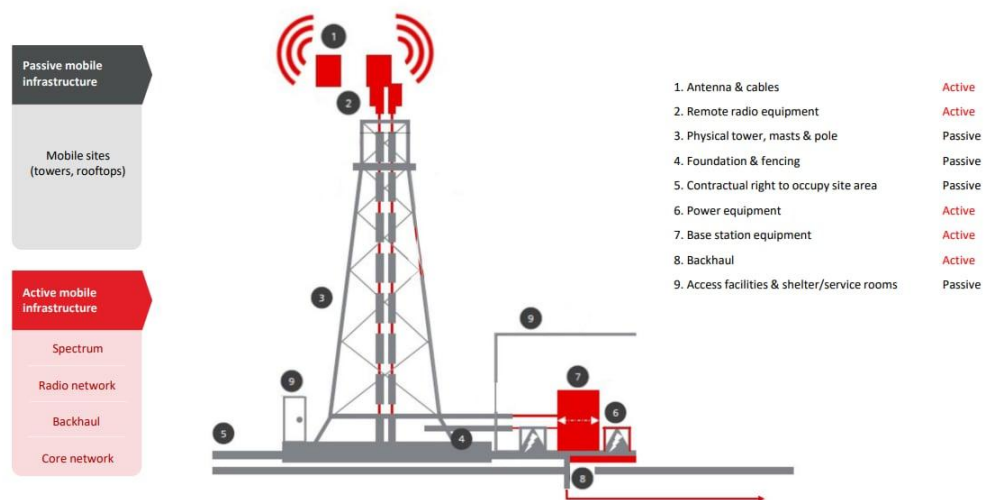
136. As the Commission noted in its decision in *Connexa*:⁷⁰

⁷⁰ Refer to [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#) at [18].

“ ‘Passive’ mobile telecommunications infrastructure comprises the structures capable of hosting ‘active’ telecommunications assets. Such assets can include underlying land interests, as well as physical structures such as towers, poles and fencing, as well as power systems and electricity connections. In contrast, ‘active’ infrastructure is the infrastructure on which MNOs run their mobile networks including antennae, cabinets, radio units, backhaul electronics and electricity meters.”

137. The following diagram sets out the typical split of active and passive mobile infrastructure on a mobile site:⁷¹

Typical Split of Passive & Active Mobile Infrastructure

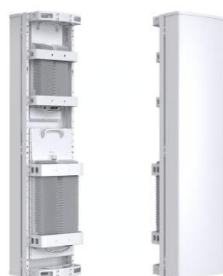


138. Out of this diagram, it is only the radio network active infrastructure that forms the RAN Assets being acquired by the Asset HoldCos (i.e. the antennae and cables, remote radio equipment, power equipment and base station equipment). Importantly, spectrum, the core network and physical backhaul assets are not being acquired by the Asset HoldCos.
139. The RAN Assets themselves are almost entirely designed, manufactured, and supplied by third parties that do not otherwise participate in the delivery of mobile services in New Zealand. To a large extent they are generic – they are available for purchase by all of the MNOs with the same (or very similar) features. The key components of RAN assets are set out in the table below:

Asset	Function	Supplier(s)
-------	----------	-------------

⁷¹ Refer to [Spark kicks off partial cell tower network sale: How much could it raise? - NZ Herald](#).

Antennae



Antennae transmit the signal (powered by spectrum) to individual devices that are connected to the network.

Antennae can be active antennae (which integrate the radio and antenna so that they receive digital data directly from the baseband unit), or passive (requiring an external radio to convert the data sent from the baseband unit).

Ericsson, Nokia, Huawei, Samsung Vega, Commscope (now acquired by Amphenol), Andrew, Kathrein (acquired by E///)

Radio



Radios convert digital data and information that is sent from the baseband unit into signals which can be transmitted by the antenna.

Ericsson, Nokia, Huawei, Samsung, Parallel Networks

Baseband



Baseband units are the processors that drive RAN infrastructure, creating the data that is eventually transmitted to end-users.

Ericsson, Nokia, Huawei, Samsung

Software

Software sits behind the RAN infrastructure, effectively powering each piece of hardware identified above.

Ericsson, Nokia, Huawei, Samsung, Parallel Networks

140. As the table above shows, the key suppliers of RAN assets are Ericsson,⁷² Nokia⁷³ and Huawei⁷⁴ – each being a large company that supplies RAN assets (among others) to telecommunications companies globally. Other suppliers of RAN assets include Samsung,⁷⁵ Mavenir,⁷⁶ Parallel Wireless,⁷⁷ and smaller firms such as Vega.⁷⁸

141. 2degrees' existing suppliers are:

72 Ericsson (www.ericsson.com/en/ran/solutions).

73 Nokia (www.nokia.com/mobile-networks/ran/).

74 Huawei (www.carrier.huawei.com).

75 Samsung (www.samsung.com/global/business/networks/products/radio-access/5g-ran/).

76 Mavenir (www.mavenir.com/portfolio/mavair/vran/).

77 Parallel Wireless (www.parallelwireless.com).

78 Vega (www.vega.com).

- (a) Antennae – []⁷⁹ [];
- (b) Radio - [];
- (c) Baseband - [];
- (d) Software - [].

142. 2degrees' general approach is [

].

143. One NZ's existing suppliers are:

- (a) Antennae – [];
- (b) Radio - [];
- (c) Baseband - [];
- (d) Software - [].

144. The Parties consider that the primary purchasers of RAN assets in New Zealand are entities with management rights to spectrum, given spectrum is required to deliver mobile services through the RAN hardware itself. This means the obvious acquirers are the three MNOs and Tū Ātea [

]. In addition, the WISPs will also be buying RAN assets to broadcast their spectrum. Kordia will also have large DMR (digital microwave) links that are broadcasting spectrum.

145. A mobile services provider will also require technical support and installation/maintenance services to ensure its mobile infrastructure remains fit for purpose, which broadly fall under two categories:

- (a) Passive hosting (a towerco allowing an MNO to place its RAN infrastructure on one of its cell sites); and
- (b) General infrastructure services for RAN assets (building and installing RAN infrastructure at a PoP, and ongoing maintenance).

⁷⁹ []

146. In relation to passive hosting services, the two main providers in New Zealand are Connexa and Fortysouth – with Connexa largely servicing 2degrees and Spark, and Fortysouth largely servicing One NZ.
147. For general infrastructure services, a mobile services provider will engage a third party contractor such as Ventia, Downer, Broadtech or Entelar. Each of them has extensive experience in providing support services to a range of utilities, such as broadcasting, broadband, and general infrastructure services, in addition to telecommunications.
148. While installation of RAN assets requires some specific expertise, the majority of the services provided by these third party contractors are relatively generic infrastructure support services that accompany many similar projects both within and outside of the telecommunications industry. This includes the civil construction element of the site build, electrical work, project management (including of sub-contracted services such as traffic management and crane hire), and health & safety. Particularly in the case of companies like Downer and Ventia, these associated services are a core component of their operations across multiple industries.
149. 2degrees' main providers of installation and maintenance services for RAN infrastructure are set out in the below table:

Provider	Services	Importance	Complexity / Subst.
[			RAN equipment installation, with specific knowledge relevant to RAN vendors, is relatively complex. However, the site build services include civil build, H&S, electrical work, project management of 3rd party services such as traffic management, crane hire etc which are applicable to a wide range of non-telco related projects. This expertise would be relevant to many of the other services each contractor offers across their portfolio.
]			

150. 2degrees also uses (or has recently used) [
-].
151. One NZ's main providers of installation and maintenance services for RAN infrastructure are set out in the below table:

Provider	Services	Importance	Complexity / Subst.
[			

]

RELEVANT MARKETS

152. The Parties consider that the relevant markets for assessing the competitive effects of the Proposed Acquisition are the New Zealand markets for the:
- (a) Supply of retail mobile services to residential and business customers (the **Retail Mobile Market**);
 - (b) Supply of wholesale mobile services to MVNOs and other wholesale customers (the **Wholesale Mobile Market** and, together with the Retail Mobile Market, the **Downstream Mobile Markets**); and
 - (c) Acquisition of various active mobile infrastructure assets, contracting and maintenance services (the **Upstream Infrastructure Services Markets**).
153. This section sets out the reason for this assessment, dealing in turn with:
- (a) A summary of past consideration of the relevant telecommunications markets by the Commission;
 - (b) An overview of past consideration of relevant acquisitions by the Australian Competition & Consumer Commission (**ACCC**) and relevant guidelines from the European Commission; and
 - (c) Identification of the relevant markets the Parties consider are applicable to the Proposed Acquisition.

Past Consideration of Relevant Telecommunications Markets by the Commission

154. Previous merger applications in New Zealand within the telecommunications industry have not directly considered the acquisition of RAN assets – instead they have dealt with acquisition of passive infrastructure or, when dealing with active infrastructure, acquisitions of mobile spectrum. The two most recent clearance decisions by the Commission in this space are summarised below.

Connexa Limited / Two Degrees Networks Limited / Two Degrees Mobile Limited – 2023

155. The Commission granted clearance to Connexa in 2023 to acquire 2degrees' passive mobile infrastructure assets. It considered the relevant markets to be:⁸⁰
- (a) Downstream markets for the retail and wholesale supply of telecommunications services on a national level, with passive mobile infrastructure being an input into these services;
 - (b) Wholesale supply of passive infrastructure services to MNOs and other passive infrastructure customers (distinct from active mobile infrastructure services); and
 - (c) Supply of infrastructure building and maintenance services by contractors.

80 NZCC, [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#) [2023] NZCC 10, at [30].

156. Connexa noted in its application for clearance that:⁸¹
- (a) Passive infrastructure costs make up a small proportion of retail mobile costs;⁸²
 - (b) The focus of competition in the mobile markets is turning away from network coverage;⁸³ and
 - (c) The key active infrastructure competition relates to spectrum and software (i.e. the core network).⁸⁴
157. In giving clearance, the Commission examined amongst other matters whether the acquisition increased MNOs' ability to coordinate, and whether an MNO's ownership interest and board seats in Connexa could favour its downstream operations. It was satisfied that there were contractual price and quality protections and there was the continued option of self-supply. RANCo has similar protections. The RANSA rate card and KPI regime provide price/quality protections; there is the right to acquire RAN services outside RANCo and to make Discretionary Site Requests; and information protocols and non-discrimination obligation address the ownership-and-board-seat concern.

One New Zealand Limited / Dense Air Limited – 2024

158. The Commission granted clearance to One NZ in 2024 to acquire 100% of the shares in Dense Air, which owned management rights to certain radio spectrum. In reaching its decision, the Commission considered that the markets relevant to its assessment were separate markets for each of:⁸⁵
- (a) Downstream markets for the wholesale and retail supply of broadband services; and
 - (b) Downstream markets for the wholesale and retail supply of mobile services.
159. The Commission noted that it would have defined narrower markets if required, but did not consider that this would have affected its competitive assessment. With regard to spectrum, it treated this as an input into the downstream markets.
160. In its application for clearance, One NZ noted that spectrum was “an essential requirement for the operation of any mobile or wireless communication services” – and a “critical input” affecting both coverage and capacity.⁸⁶ One NZ considered the alternatives available for MNOs to improve coverage and/or capacity were:⁸⁷

81 Connexa, [Connexa-Limited-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-application-16-December-2022.pdf](#) (2 November 2023) at [116].

82 At [117.1] and [184.1].

83 At [117.2] and [184.2].

84 At [117.3] and [184.2].

85 NZCC, [5B20245D-NZCC-10-One-New-Zealand-and-Dense-Air-merger-clearance-determination.pdf](#) [2024] NZCC 10, at [34].

86 One NZ, [One-NZ-Dense-Air-Clearance-Application-Final-03-November-2023.pdf](#), at [11.7].

87 Ibid.

- (a) Building more towers;
- (b) Adding RAN infrastructure to existing towers; and
- (c) Obtaining additional spectrum.

161. In its public decision paper, the Commission agreed that these were all options for MNOs to improve their networks. However, the Commission noted the different cost profiles for each option to achieve the same/similar improvements – with spectrum deemed to yield a greater marginal gain to network coverage and capacity relative to the investment required. The Commission noted that *“upgrading and/or building additional sites may be commercially less desirable than acquiring additional spectrum as it may come at a significantly higher cost”*.⁸⁸
162. In the present case, there is no sharing of spectrum as part of the Proposed Acquisition. Spectrum management rights will remain with the individual Parties. This means that spectrum-based differentiation between the parties will remain live and contestable going forward.

Past Consideration of Acquisitions of Active Mobile Telecommunications Infrastructure by the ACCC

163. The ACCC has investigated two recent acquisitions which have similarities to the Proposed Acquisition both in structure and market dynamics for active infrastructure – although critically both involved the supply of spectrum which is not the case with the Proposed Acquisition.

Telstra / TPG – 2022

164. The parties applied to the ACCC for authorisation of a number of MOCN agreements, which would result in TPG (the smallest of the three Australian MNOs) granting mobile spectrum licenses to Telstra (the largest MNO), decommissioning or transferring to Telstra its mobile PoPs in regional areas, and Telstra providing TPG with network services by way of active infrastructure sharing arrangements in regional areas in return.⁸⁹
165. The ACCC declined authorisation on the basis that the agreements would lead to Telstra – the largest MNO in Australia – operating all remaining TPG infrastructure in regional areas – thereby decreasing the incentive for both Telstra and Optus to innovate and improve mobile infrastructure, with TPG off the table as a competitor.⁹⁰ In addition, in exchange for Telstra sharing its sites with TPG, TPG would have provided access to some of its regional spectrum to Telstra. The ACCC considered that this would have lessened the ability for Optus to continue to compete in regional locations.

88 NZCC, [5B20245D-NZCC-10-One-New-Zealand-and-Dense-Air-merger-clearance-determination.pdf](#), at [25].

89 ACCC, *Authorisation number: MA1000021, Telstra and TPG* (21 December 2022), at [1.1]-[1.5]. See [\[Document title\]](#)

90 Telstra / TPG, at [9.108], [9.138]-[9.148] and [9.152].

166. In reaching its decision to decline authorisation, the ACCC considered the effects in the following national markets (amongst others not relevant to the Proposed Acquisition):⁹¹
- (a) Wholesale supply of mobile services;
 - (b) Retail supply of mobile services;
 - (c) Acquisition of spectrum; and
 - (d) Supply of passive tower infrastructure services.
167. The ACCC's assessment focused on the wholesale and retail mobile services markets.⁹² While the ACCC considered the effect of changes in mobile infrastructure and spectrum ownership, these were largely considered in the context of them acting as inputs into the downstream markets, consistent with the Commission's approach in *One / Dense Air*.⁹³
168. The parties appealed to the Australian Competition Tribunal, which upheld the ACCC's decision and declined to approve the proposed acquisition. The Tribunal made the following relevant observations regarding the competition effects of network sharing arrangements:⁹⁴

"724 The Tribunal wishes to record that its determination relates to the Proposed Conduct and the Proposed Transaction in its present form. The Tribunal's determination should not be understood as suggesting that network sharing arrangements between the MNOs would always have the effect of substantially lessening competition, or that they would always give rise to net public detriments.

725 The MNOs in Australia have historically shared aspects of their networks. The commercial and economic benefits of mobile network infrastructure sharing are readily apparent. This is particularly so in regional areas. The ACCC found that, since the inception of mobile technology in Australia, regional and rural investment has been considered by MNOs to be a challenge, and often not commercially viable. Due to lower expected returns on network investment in regional and remote areas versus metropolitan areas, the commercial incentives to deploy network infrastructure in these areas are typically lower than in metropolitan areas. Those findings were common ground before the Tribunal. The evidence before the Tribunal indicates that each of Optus and TPG face significant impediments to expanding regional coverage. Those impediments arise from their relative scale (in comparison to Telstra) and the TSSR guidance which requires them to replace Huawei equipment in their networks.

726 The Tribunal considers that there are strong commercial and economic incentives for the MNOs to share mobile network infrastructure in regional areas, and appropriately structured arrangements are capable of delivering efficiency benefits without substantially lessening competition. This determination should not be understood as indicating a contrary conclusion."

91 At [9.4]-[9.6].

92 At [9.4].

93 At [9.6].

94 Australian Competition Tribunal, *Applications by Telstra Corporation Limited and TPG Telecom Limited (No 2)* [2023] ACompT 2, at [724]-[726]. See [Australian Competition Tribunal Decisions](#)

169. The Parties note that *Telstra / TPG* was different to the Proposed Acquisition for a number of reasons – namely:
- (a) The Proposed Acquisition does not involve spectrum;
 - (b) The Proposed Acquisition provides for operation of the active network by a separate entity (RANCo), rather than one of the parties to the arrangement;
 - (c) The Proposed Acquisition does not involve the largest MNO becoming larger and more powerful; and
 - (d) *Telstra / TPG* would have eroded long term investment incentives and resulted in the decommissioning of TPG's regional network into the market leader Telstra without significantly improving outcomes on Telstra's dominant network. In contrast, under the Proposed Acquisition neither Party decommissions itself in favour of a rival, RAN Assets go to a jointly-controlled neutral vehicle in RANCo, and unilateral deployment rights preserve each party's independent investment incentives. While under *Telstra/TPG* TPG's regional capex would have fallen to zero, under RANCo both parties commit to a funded long-term network plan with contractual delivery obligations and remedies.

Optus / TPG – 2023 / 2024

170. The parties applied to the ACCC for clearance for equivalent arrangements to those in *Telstra / TPG*.⁹⁵ The arrangements included Optus providing TPG with network services by way of active mobile network infrastructure sharing in certain regional areas, in exchange for sharing of some of TPG's mobile spectrum to Optus (as was the case in *Telstra / TPG*). A key difference was the status of Optus and TPG as the second and third largest MNOs (as is the case for the Parties) behind Telstra.
171. Again, the ACCC focused on the wholesale and retail mobile markets, with infrastructure competition informing its assessment of these markets.
172. The ACCC did not oppose the application. This was primarily due to the arrangements enhancing TPG's (and Optus') position in the relevant markets, allowing both to better compete against the market leader Telstra. This can be contrasted to *Telstra / TPG*, which would have resulted in Telstra enhancing its leading position in the relevant markets.
173. In terms of comparing *Optus / TPG* with the Proposed Acquisition:
- (a) *Optus / TPG* involved spectrum sharing, whereas the Proposed Acquisition does not involve spectrum;
 - (b) *Optus / TPG* involved Optus directly providing RAN services to TPG. In contrast, the Proposed Acquisition provides for operation of the active

95 ACCC, "Optus Mobile Pty Ltd and TPG Telecom Limited proposed network and spectrum sharing" (https://www.accc.gov.au/public-registers/mergers-and-acquisitions-registers/public-informal-merger-reviews-register/optus-mobile-pty-ltd-and-tpg-telecom-limited-proposed-network-and-spectrum-sharing?utm_source=chatgpt.com).

network by a separate entity (RANCo), rather than one of the parties to the arrangement;

- (c) Optus and TPG also involved the second largest and smallest of the MNOs combining active infrastructure to better challenge the market leader Telstra – as does the Proposed Acquisition in relation to Spark; and
- (d) The Proposed Acquisition provides for the Parties to better compete in the downstream mobile markets – as was found by the ACCC in *Optus / TPG*.

European Commission Guidelines on Acquisitions of Active Mobile Telecommunications Infrastructure

174. The European Commission released guidelines in 2023 on consideration of horizontal co-operation agreements.⁹⁶ At pages 60-64 of these guidelines the Commission specifically covered mobile telecommunications infrastructure sharing agreements (which it referred to as NSAs). It noted at [265] that:

“While a case-by-case assessment based on the above factors will always be required, the Commission considers that, in order for a NSA not to be considered, prima facie, as likely to have restrictive effects within the meaning of Article 101(1), it must comply, as a minimum, with the following conditions:

- (a) The participating operators each control and operate their own core network and there are no technical, contractual, financial or other disincentives that prevent each operator from implementing unilaterally any infrastructure deployments and upgrades that it wishes to implement;
- (b) The participating operators maintain independent retail and wholesale operations (technical and commercial decision-making independence). This includes the freedom to set prices for their services, to determine the product/bundle parameters and to differentiate their services based on quality and other parameters;
- (c) The participating operators maintain the ability to follow independent spectrum strategies;
- (d) The participating operators do not exchange commercially sensitive information other than that which is strictly necessary for the mobile infrastructure sharing to function and, where necessary, barriers to information exchange have been put in place.”

175. As set out further below, the Parties consider that all of the above conditions are met in the present case.

Guideline condition	RANCo feature
(a) Each operator controls and operates its own core network , with no technical, contractual, financial or other disincentive to unilateral deployment	Each Party’s Core Network is excluded from the perimeter entirely. Each ServCo retains 4G/5G core, IMS, policy and subscriber management. Unilateral deployment is available via discretionary site requests outside the Annual Deployment Plan through the RANSA’s Discretionary Site Request regime.

96 Refer to [2023 revised horizontal guidelines en.pdf](#).

Guideline condition	RANCo feature
(b) Independent retail and wholesale operations , including price-setting, product/bundle parameters and quality differentiation	Both ServCos sit wholly outside RANCo and retain all retail and wholesale functions, brand, distribution, MVNO strategy and the BSS/OSS commercial layer.
(c) Independent spectrum strategies	There is no spectrum in the perimeter. Each party independently determines spectrum strategies.
(d) No exchange of commercially sensitive information beyond what is strictly necessary, with barriers where needed	There are competition protocols in place regarding the limited information which is necessary for RANCo to function – as set out in the Framework Agreement at Schedule 9, and also in Schedule 4 of the Shareholders Agreement.

176. The European Commission also referred in its guidelines⁹⁷ to an earlier Commission Recommendation⁹⁸ on the benefits of passive and active infrastructure sharing for reducing the cost of deploying very high capacity networks and ensuring timely and investment-friendly access to 5G radio spectrum. The Commission had stated in that earlier recommendation that:⁹⁹

“5G networks require a considerably denser cell deployment in higher frequency bands compared to previous technology generations. **Passive and active infrastructure sharing and joint roll-out of wireless infrastructure can reduce the cost of such deployment** (including incremental costs), [...], and thereby accelerate its pace, support increased network coverage and allow for more effective and efficient use of radio spectrum **to the benefit of consumers. It should therefore be considered positively by competent authorities**, in particular in areas of limited economic return.” (emphasis added)

Relevant Markets Applicable to the Proposed Acquisition

177. The Parties consider that the ACCC’s approach above to market definition in *Telstra / TPG* and *Optus / TPG* is appropriate to use in this case, informed by the Commission’s own approach in *Connexa* and, to a lesser extent, *One / Dense Air*.
178. This means a focus on the downstream mobile markets (wholesale and retail), together with an assessment of the relevant infrastructure markets.
179. In terms of geographic scope for the relevant markets, the Parties consider they are each appropriately assessed on a national scale.

Retail Supply of Mobile Services

180. The Parties overlap in the supply of mobile services (including wireless broadband which operates off the mobile network) to household and enterprise / business customers, being end-use telecommunications services.¹⁰⁰ The Parties will continue to supply these services independently, with RANCo having no involvement, other than

97 Refer to [2023 revised horizontal guidelines en.pdf](#) at footnote 181.

98 Commission Recommendation (EU) 2020/1307 of 18 September 2020.

99 See recital 26 and point 20(f), OJ L 305, 21.9.2020, p. 33.

100 As noted above, wireless broadband is also provided to customers on MNOs’ mobile networks. Any reference to mobile services in the context of the relevant markets should be read as encompassing mobile and wireless broadband.

through the provision of the RAN Assets, being one input into the supply of those services to customers.

181. For the purposes of this application, the Parties consider it appropriate to treat wireless broadband as forming part of the Retail Mobile Market (and the Wholesale Mobile Market), consistent with the Commission's approach in *Connexa*.¹⁰¹ This reflects the fact that wireless broadband is supplied over the same active mobile network infrastructure, using the same spectrum and core network assets as other mobile services, and is subject to the same competitive dynamics.

Wholesale Supply of Mobile Services

182. The Parties overlap in the supply of wholesale mobile services, being the supply of any wholesale services that are provided over each Party's mobile network. This includes wholesale mobile services to MVNOs, allowing MVNOs then to supply their own mobile services in the retail market. It also includes the provision of wholesale wireless broadband services to other wholesale customers who do not provide mobile phone services and are therefore not MVNOs. As expanded on below, the Proposed Acquisition will not impede the access of MVNOs or other wholesale customers to the services required to compete in the market in any way. The Parties' MVNO and other wholesale strategies will remain independent. Both parties will continue to supply MVNOs and other wholesale customers via their respective "ServCo" entities, which are outside RANCo and which will continue to retain all necessary assets and capabilities to provide wholesale services independently.

183. In addition, RANCo itself will also be able to enter into network sharing arrangements with third parties, provided that they do not raise issues under the overarching principles – i.e. they do not:

(a) [

(b)

(c)

(d)

(e)

].

101 Refer to [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#) at [30]. Note also that in [NZCC-3-5B20225D-Voyage2C-Vocus-and-2degrees-Merger-clearance-determination-14-March-2022.pdf](#) the Commission stated at [12] that it would consider markets at both the retail level and wholesale level, rather than separating those markets out for instance into fixed line voice and broadband services to consumer and small business customers and mobile phone services.

184. [

] ¹⁰² [

]

Upstream Acquisition of Active Mobile Infrastructure Assets and Services

185. As the Parties both own and operate RAN Assets, strictly speaking they overlap in buy-side markets for the acquisition of certain RAN infrastructure assets and services, being the acquisition of:

- (a) RAN assets;
- (b) The associated support and installation/maintenance services for RAN assets; and
- (c) Passive infrastructure hosting services provided by towercos on which RAN assets are located.

186. These assets and services will be acquired by RANCo post-acquisition rather than the Parties independently.

187. The Parties consider that these markets are broadly equivalent to the “*supply of infrastructure building and maintenance services by contractors*” market defined by the Commission in *Connexa*.

102 [

] [

] [

]

Relevant Markets

188. Accordingly, the Parties consider that the New Zealand markets relevant to the competition analysis of the Proposed Acquisition are the following national markets for the:

- (a) supply of retail mobile services (including wireless broadband which operates off the mobile network) to residential and business customers (the **Retail Mobile Market**);
- (b) supply of wholesale mobile services to MVNOs and other wholesale customers (the **Wholesale Mobile Market** and, together with the Retail Mobile Market, the **Downstream Mobile Markets**); and
- (c) acquisition of relevant active mobile infrastructure assets, contracting and maintenance services (the **Upstream Infrastructure Services Markets**).

COMPETITION ASSESSMENT – OVERVIEW ACROSS ALL MARKETS

189. The Parties submit that the Proposed Acquisition is not likely to result in an SLC due to horizontal or vertical effects in any relevant market. The Parties' more detailed submissions on why this is the case in each of the Retail Mobile Market, the Wholesale Mobile Market and the Upstream Infrastructure Services Markets are dealt with in turn below. In summary, across all markets, this is because:
- (a) The Proposed Acquisition does not impact any of the core components of competition in the relevant Downstream Mobile Markets, being price, customer service, speed, capacity and product/plan design (with the latter three limbs being a function of spectrum holdings and the firm's core network, neither of which are combined);
 - (b) The RAN Assets being transferred from the Parties to the Asset HoldCos are not a material source of competition in the Downstream Mobile Markets, and the Parties will retain ownership and/or control over their respective assets that are critical for differentiation. In particular:
 - (i) Spectrum management rights, core networks, and satellite-related assets will remain with the individual Parties. Ownership of cell-site routers and fibre backhaul assets will also remain with the individual Parties, albeit RANCo will continue to acquire backhaul services from the Parties and third parties;
 - (ii) The physical RAN Assets being acquired by the Asset HoldCos are relatively unsophisticated: an analogy is that RAN is the "*pipe*" via which products are supplied, with spectrum holdings determining the size of the pipe, and the core network determining the products which can be sent through it; and
 - (iii) RAN Assets are not a source of differentiation between MNOs (all MNOs run essentially the same Ericsson/Nokia/Huawei kit). However, duplicative RAN capex/opex is a cost burden that disproportionately handicaps [
]. Removing the duplication frees capital for the things that do differentiate the MNOs and where there is (and will continue to be) competition — i.e. spectrum, core network, price and product;
 - (iv) As noted above, the Parties' respective satellite-related assets are not included in the Proposed Acquisition. The Commission noted in its 29 June 2026 Telecommunications Monitoring Report that "*The rapid growth of low earth orbit satellite services is already changing the competitive landscape in rural broadband, while direct-to-cell satellite services are beginning to expand the ways mobile connectivity can be delivered.*"¹⁰³ Indeed, rural broadband connections attributable to satellite increased from 4% in June

103 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p 4.

2022¹⁰⁴ to 27% in June 2025¹⁰⁵. Satellite operators are becoming increasingly active in relation to the mobile sector¹⁰⁶;

- (c) Both parties will continue to supply MVNOs in the Wholesale Mobile Market via their respective "ServCo" entities, which are outside RANCo and which will continue to retain all necessary assets and capabilities to provide wholesale services independently;
- (d) The Proposed Acquisition will [

] ¹⁰⁷ [

]. More broadly it will result in efficiencies and cost synergies;
- (e) Strong competition will continue between the three MNOs – 2degrees, One NZ and Spark, with Spark in particular being a strong, well-resourced and innovative competitor. The Parties will also continue to compete with a myriad of MVNOs, with further MVNO entry likely;
- (f) For the Upstream Infrastructure Services Markets, the Proposed Acquisition will not result in a material change in bargaining power. The large corporate suppliers of these services will maintain the ability to continue to supply other customers in the domestic market (including Spark and RCG), as well as other customers for general infrastructure services – in addition to RAN Asset suppliers' much more significant overseas customer bases; and
- (g) As for the acquisition of passive hosting services provided by towercos, both 2degrees and One NZ have entered into long term supply agreements with Connexa and Fortysouth respectively, which already govern their terms of access to these towercos. [

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104 See: https://www.comcom.govt.nz/assets/pdf_file/0028/318907/2022-Annual-Telecommunications-Monitoring-Report-15-June-2023.pdf at p 86.

105 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](https://www.comcom.govt.nz/assets/pdf_file/0028/318907/2025-Telecommunications-Monitoring-Report-29-June-2026.pdf) at p 150.

106 Refer to <https://www.5gtelecoms.space/news/starlink-mobile-plans-to-compete-with-us-mnos>.

107 [

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NO SUBSTANTIAL LESSENING OF COMPETITION IN RETAIL MOBILE MARKET

190. There is no loss of independent competitive constraint between One NZ and 2degrees for the supply of retail mobile services to residential and enterprise / business customers in the Retail Mobile Market. This is because:
- (a) RAN Assets are essentially homogenous, and not a meaningful aspect of competition. The key elements of competition remain outside RANCo, which is why the Proposed Acquisition does not contain those features which the European Commission guidelines suggest may raise per se concerns;
 - (b) The Proposed Acquisition will lead to efficiencies and will support the roll out of new technologies like 5G (and in the future 6G);
 - (c) The Parties already active share on a significant proportion of PoPs without any lessening of competition between them;
 - (d) Geographic network coverage is a less significant differentiator, and in any event satellite-related assets and RCG PoPs will remain independent. Further, [

];

and
 - (e) The Parties will continue to be constrained by Spark and MVNOs, as well as each other.
191. Each of these points is expanded upon below.

RAN Assets are essentially homogenous and not a meaningful aspect of competition

192. The type of RAN equipment is not a significant competitive differentiator between the three MNOs in New Zealand.
193. The RAN Assets at issue are simply equipment in the chain (the “*pipe*”) which allows the customer to access their provider’s network through their mobile handset. While there are several different vendors, the RAN equipment used by each of the MNOs for 4G, and for 5G, is essentially the same, and any differences do not lead to a noticeable differentiation in terms of customer experience. The upshot is that there is significant duplication of costly equipment across New Zealand for no customer or competition benefit.
194. In contrast, the key elements of competitive differentiation now come from other areas which will remain outside the RANCo joint venture, being price, product/plan design and service. In terms of network competition, it is driven by the capabilities of the core network, enabled and supported by spectrum holdings and strategy, all of which are independent of RANCo. The Commission has acknowledged the changing nature of competition in the telecommunications sector. In its recent 2025 Telecommunications Monitoring Report, the Commission noted that across retail and wholesale markets “*competition appears increasingly focused on pricing, service*

*performance, bundling, operational efficiency and the more effective use of existing infrastructure assets”.*¹⁰⁸

195. Similarly, in *Vodafone / CK Hutchinson*, the United Kingdom CMA concluded that the network sharing agreements in place at the time (including an active network sharing agreement) did not significantly impact an MNO’s ability to differentiate itself from its competitors.¹⁰⁹ The CMA noted the use of unilateral deployments within the network sharing arrangements, and separate spectrum, core or backhaul networks.¹¹⁰ These are factors which are also present in this case.
196. The following graphic shows that the services provided by RANCo will make up a relatively small part of One NZ’s wider business.

[

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197. The actual points of continued competitive differentiation between the Parties in the Retail Mobile Market (and the Downstream Mobile Markets as a whole), which will persist following the Proposed Acquisition, are expanded on below.

Retail pricing and plans

198. There is no agreement or coordination relating to the key aspects of competition between telecommunications providers, being retail pricing, promotions, brand positioning, devices, distribution, bundling or customer acquisition/retention.

108 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 12.

109 Final report of 5 December 2024, based on observed differences in network quality, i.e. as indicated by Umlaut benchmarking scores.

110 Vodafone / CK Hutchison merger (UK, 2024), [Full text decision](#) at [760].

199. Leaving aside the more obvious examples of competition like retail pricing and promotions, there is differentiation between the MNOs on device offers and availability, including differentiated exclusive device partnerships, as well as distribution strategies and customer service – all of which are unaffected by the Proposed Acquisition.
200. Each Party (along with Spark and the MVNOs) will continue to set its own retail pricing and strategy based on its independent cost base and commercial considerations.

Importance of the core network

201. As competition has transitioned away from geographic coverage, the core network (which facilitates e.g. traffic management, service quality, network slicing, enterprise features and voice/SMS platforms) is emerging as the key enabler of competitive differentiation in pricing and products.
202. Where in the past network needs were essentially homogenous, the impact of digitalisation/AI etc has meant that the needs of consumers today vary significantly. The value of a MNO's network offering to consumers is becoming increasingly linked to its ability to cater for these needs. For example, it does not matter how broadly the MNOs have enabled 5G across their network, if their core network does not allow them to make use of the differentiated services that 5G can enable.
203. Each Party's core network will remain outside and unaffected by the Proposed Acquisition.
204. At present, Spark is the only New Zealand MNO with its own operational 5G core network¹¹¹ (though One NZ has recently partnered with Ericsson to deliver a 5G core network¹¹²). As a result, Spark has been able to take steps to differentiate itself in ways that are not currently viable for the Parties. For instance, Spark's five-year strategy is focused on leveraging its position to provide *"personalised and prioritised customer experiences"*, and it intends to *"participate in the global shift to create new commercial models for 'Network as a service' that are API-based and globally standardised"*.¹¹³
205. For example, some of the domestic and international activities relating to just two of the examples of capabilities enabled by the 5G core network, "network slicing" and "5G private networks", include:
 - (a) Network slicing: In Singapore, Singtel's '5G+ Priority' product uses network slicing to allocate resources to users according to their needs, guaranteeing uninterrupted, high-speed, prioritised connectivity, as can be seen in the below screenshots.¹¹⁴ Similarly, in Australia, Telstra has introduced a 5G slicing product, "Dynamic 5G", which is enabled by its 5G standalone network and delivers customised solutions for different customer needs.¹¹⁵ The product operates a scalable model where customers pay based on their

¹¹¹ [Our network story | Large Business and Government | Spark NZ](#)

¹¹² [Ericsson partners with One New Zealand core modernization](#)

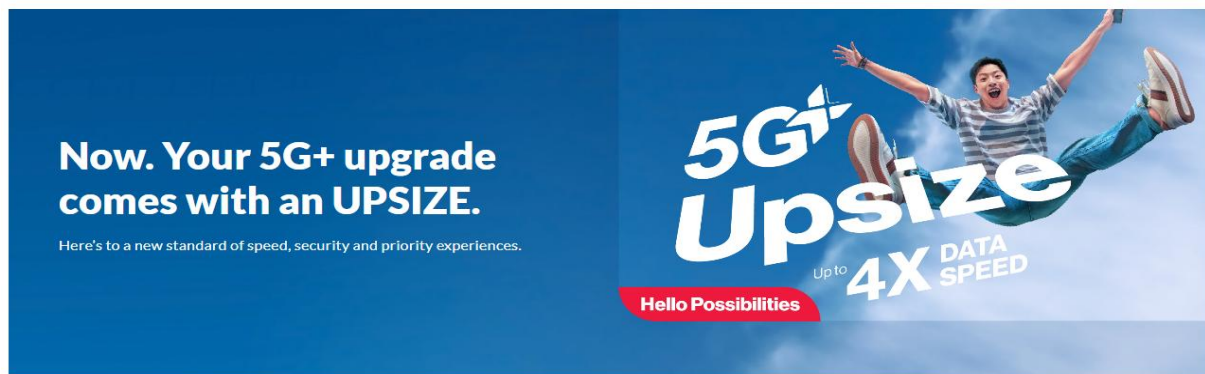
¹¹³ https://investors.sparknz.co.nz/FormBuilder/Resource/module/gXbeer80tkeL4nEaF-kwFA/file/SPK30_Strategy_Presentation.pdf

¹¹⁴ <https://cdn1.singtel.com/content/dam/singtel/business/sb/articles/5g-priority-brochure.pdf>

¹¹⁵ <https://www.telstra.com.au/business-enterprise/products/mobility-solutions/plans-and-devices/dynamic-5g>

chosen performance levels. In New Zealand, Spark has recently partnered with Application Programming Interfaces (API) aggregator, Aduna. API aggregation allows network operators to utilise advanced 5G capabilities including fraud prevention, identity verification, and quality-of-service management.¹¹⁶ The parties have stated that the partnership will initially focus on SIM Swap detection and Number Verification APIs,¹¹⁷ however API aggregation can also facilitate the provision of network slicing products; and

- (b) 5G private networks: Spark recently partnered with Air New Zealand and Ericsson to develop the first private 5G network for business in New Zealand. A drone tethered to an autonomous ground robot operates on the private network, which assists with employees' daily stocktakes by scanning barcodes and sending data to an app.¹¹⁸ Further, in February 2025, Tū Ātea launched its private 5G network for CentrePort. The private network involves spectrum and infrastructure dedicated specifically to CentrePort operations and wireless architecture which is optimised specifically for the port environment and engineered to overcome coverage barriers.¹¹⁹



In May, we've upgraded our network to Singtel 5G+, the next-gen evolution of our 5G network. It's an advanced innovation utilising "network slicing" to deliver superior mobile experiences.

Now, we're thrilled to give you MORE. From 25th July, your 5G+ upgrade is now Upsized with up to 4X Speed, More Data monthly, More [Rewards](#) in JB and specially for 5G+ Priority customers, More Roaming Data in Malaysia.

¹¹⁶ <https://www.ericsson.com/en/enterprise/network-apis>

¹¹⁷ <https://adunaglobal.com/newsroom/aduna-welcomes-spark-as-first-new-zealand-partner/>

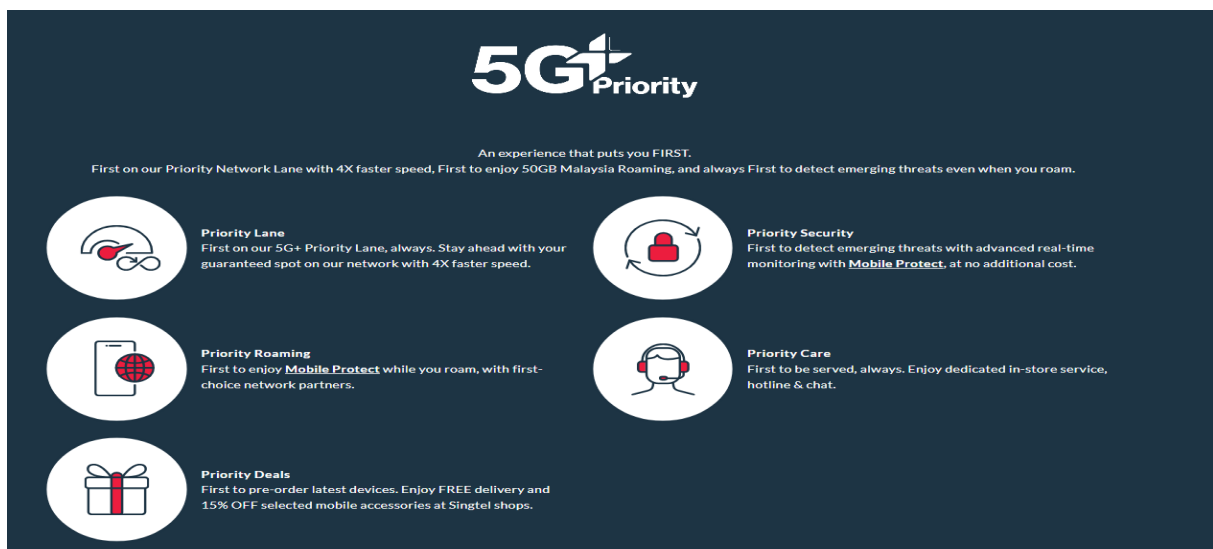
¹¹⁸ https://www.spark.co.nz/online/about/our-company/news/Spark-and-Air-New-Zealand-implement-country-s-first-private-5G-network-for-warehouse-drone-and-robot-trials?srsId=AfmBOooF8uyFZJ_G8-TJ99_sLpNB5YLfxfeD6n2-1wj-Rd7B4SL1NB0V

¹¹⁹ <https://www.centreport.co.nz/home/news/centreport-and-tu-atea-launch-nzs-first-maoribuilt-commercial-private-5g-network>

206. The efficiencies from the Proposed Acquisition will better enable the Parties to invest in their separate core networks further, which would in turn better enable them to compete with each other and also provide a stronger competitive constraint on Spark.

Spectrum

207. Each party will continue to plan, deploy and manage its own spectrum (including carrier aggregation, refarming and band-specific strategies) independently. Spectrum is one of the biggest factors affecting customer experience (i.e. speeds experienced due to higher capacity, calls dropping etc), both in the amount of spectrum and the strategy chosen when it comes to deploying it.
208. 2degrees and One NZ will remain free to differentiate on how they use their already differentiated spectrum holdings. For example, mobile technology (the “Gs”) are not spectrum specific. This means that spectrum bands can be used across technologies,



and this is determined independently by each MNO on core network assets which remain outside of RANCo. For example, each MNO will separately determine which spectrum is deployed for each of 4G, 5G, space (Low Earth Orbit) and future technologies, including the pace at which spectrum is re-farmed.

Consistent with International Precedent

209. The Proposed Acquisition is therefore consistent with international precedent recognising that active RAN sharing (without spectrum pooling and without combining core networks or wholesale / retail operations) can deliver significant efficiencies and quality improvements, while maintaining independent retail and wholesale competition in the Downstream Mobile Markets.
210. The Proposed Acquisition meets all of the conditions set out by the European Commission in its Horizontal Guidelines for a network sharing arrangement to not be considered, prima facie, as likely to have restrictive effects (as set out above). This is because:

- (a) Each ServCo will continue to control and operate their own core networks separately. There are no technical, contractual, financial or other disincentives as part of the RANCo arrangements that would prevent each ServCo from implementing unilaterally any infrastructure deployments and upgrades or other customisation that it wishes to implement, whether via an individual arrangement with RANCo, or by independently acquiring RAN services;
- (b) Each ServCo will maintain its retail and wholesale operations independently, with both technical and commercial decision-making independence. Each of 2degrees and One NZ will continue to determine its own prices for its services, set product / bundle parameters and to differentiate services based on quality and other parameters (at both wholesale and retail levels);
- (c) Each ServCo will continue to independently determine and follow its own spectrum strategies;
- (d) Commercially sensitive information will only be shared to the minimum extent necessary for the functioning of RANCo and its arrangements, and will be subject to binding information sharing protocols.

The Proposed Acquisition will lead to efficiencies and will support the roll out of new technologies

211. The Proposed Acquisition will generate significant efficiencies from reduced duplication of new equipment and savings from maintaining and upgrading a lower number of total PoPs. As the Commission has recently recognised “*RAN sharing allows capacity at a cell site to be “shared” (shared spectrum) meaning less investment in infrastructure is required.*”¹²⁰
212. It will also accelerate 5G rollout (improved speeds and capacity). While 2degrees has 4G network coverage in 98.5% of the places Kiwis live and work, its current 5G coverage is less extensive than Spark and One NZ’s (for instance, current 5G population coverage is []). Accelerating 5G rollout narrows the coverage gap between 2degrees and the other MNOs, which is vital in keeping 2degrees (as the smallest MNO) as a viable alternative and constraint to the larger MNOs. The following graph identifies the projected increase in 5G PoPs for 2degrees with RANCo vs the counterfactual (i.e. 2degrees Long Range Plan):¹²¹
- [

120 Refer to para. 2.12, p 20, of [Review-of-Co-location-on-Cellular-Mobile-Transmission-Sites-Draft-recommendation-report-23-July-2026.pdf](#). We note that no spectrum will be shared under the Proposed Acquisition.

121 The 5G numbers in the RANCo scenario below only include existing MORAN sites at the point in time that the site is upgraded and becomes a shared site under the RANSA. [

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213. The equivalent graph for One NZ shows:¹²²

[

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214. The Proposed Acquisition will also mean 2degrees can [

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¹²² [

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215. While RANCo will still need to invest in new RAN equipment to enable the required sharing specifications, the Proposed Acquisition will also make it more cost effective and efficient for both Parties to roll out (and have maintained) additional PoPs where demand requires, improving quality and speeds for the customers of both ServCos.
216. The cost effectiveness and efficiency benefits from the Proposed Acquisition will be available to be used independently by the Parties to improve their network offering and products in ways that are more impactful for end users (and which each Party ultimately determines will best serve its own competitive strategies).
217. In *Vodafone and TPG Telecom*¹²³, the ACCC stated that the merged entity would impose a “*meaningfully greater*” competitive constraint on its competitors if only for the fact that it would have the infrastructure to compete, as well as the financial capacity to make investments required to be a strong competitive force in the retail mobile market.¹²⁴ In particular, the merged entity’s stronger balance sheet would enable it to fund investment in its network capacity to reduce network congestion and roll-out high quality 5G services more quickly than the parties could achieve separately.¹²⁵ Furthermore, the ACCC accepted evidence that competing on price was an option for the merged entity when determining how to apply its free cashflow.¹²⁶
218. The European Commission’s Horizontal Guidelines recognise that network sharing arrangements (**NSAs**) can provide benefits in terms of cost reductions and improvements in quality and choice, which may benefit customers: “*For example, reductions in the cost of rollout and maintenance may benefit consumers in the form of lower prices or more investment in infrastructure. Likewise, the faster roll-out of new networks and technologies, wider coverage or denser network grids can lead to improvements in the quality of services and to a wider variety of products and services. NSAs may also allow the emergence of competition that would not otherwise exist.*”¹²⁷
219. In the context of the proposed acquisition of Telefónica UK by CK Hutchison, the European Commission stated that:¹²⁸
- “In general, the Commission considers that network sharing can have pro-competitive effects by achieving cost synergies in the deployment and operation of mobile networks which in turn can enable MNOs to achieve better coverage and higher network quality, promoting effective competition and thereby benefiting consumers and society as a whole.”
220. In addition to consideration by the European Commission, as set out in the accompanying report by NERA to this application, empirical studies regarding network sharing arrangements in Europe provide useful insights into the improvements and downstream benefits such arrangements can yield. For example:

123 *Vodafone Hutchinson Australia Pty Ltd v Australian Competition and Consumer Commission* [2020] FCA 117.

124 *Vodafone v ACCC* at [872].

125 *Vodafone v ACCC* at [829], [854].

126 *Vodafone v ACCC* at [850].

127 Refer to [2023 revised horizontal guidelines en.pdf](#) at [260].

128 See: https://ec.europa.eu/competition/mergers/cases/decisions/m7612_6555_3.pdf at [1229].

- (a) A 2020 study¹²⁹ of the effects of “geo-split”¹³⁰ network sharing arrangements between T-Mobile and O2 in the Czech Republic on price, network quality, and consumer welfare found that, compared to a simulated counterfactual, the arrangements led to lower costs and prices, and better network quality, leading to overall higher consumer welfare. The authors estimated that, on average, prices for each of T-Mobile, O2, and Vodafone (one of the parties’ competitors) in the counterfactual would be 14.8%, 14.6% and 12.5% higher respectively, network quality (download speeds) would be 11.3%, 9.8% and 44.3% lower respectively, and consumer surplus per quarter 5.9% lower. The most direct pro-competitive effects in the authors’ view were the reduction in infrastructure expenditure due to site consolidation and cost-sharing, and improved network coverage / densification;
- (b) The European Commission investigated this arrangement, and closed the case in July 2022 by accepting binding commitments running to October 2033.¹³¹ The key commitments that were applied already have equivalents in RANCo. For instance:

Czech commitment	RANCo equivalent
Modernise equipment and maintain quality	RANSA investment commitment underpinning is the “Best Network Principle”. There is a KPI regime, and an express bar on revising KPIs by reference to RANCo’s capex availability
Ensure each party continues to deploy independently	There is a Discretionary Site Request regime; a retained right to acquire RAN services outside RANCo; and retained RCG PoPs and satellite assets
Remove technical and financial disincentives to unilateral deployment	RANSA pricing principles prevent RANCo repricing to capture a ServCo’s own efficiencies; there are ServCo step-in rights where RANCo underdelivers
Limit information exchange	This is dealt with in the Framework Agreement at Schedule 9, and Shareholders Agreement at Schedule 4

- (c) A separate 2020 study¹³² of the prices of mobile services in the Czech Republic compared to prices in a control group comprised of a set of European countries showed that the arrangements led to a reduction in usage-adjusted prices (with the reduction increasing as usage increased), and an increase in consumer valuation of mobile services, which the authors interpreted as an increase in network quality. Like the study referred to above, the authors found there to be procompetitive benefits through lower costs due to less

129 Cojoc, A., M. Ivaldi, F.P. Maier-Rigaud, O. März, “Horizontal cooperation on investment: Evidence from mobile network sharing”, *TSE Working Papers 20-1100*: (April 2020).

130 Under a geo-split arrangement, each operator operates the mobile network in a separate area, which the authors describe as its master area. In each operator’s master area, subscribers from all operators in the agreement use the master operator’s mobile network. This is in contrast to a joint venture where a company is formed which operates the parts of the shared network and provides the services to the sharing parties. A geo-split arrangement is a materially different (and deeper) form of sharing than MORAN under a jointly owned neutral vehicle like RANCo in the present case.

131 Refer to [IP 22 4463 EN.pdf](#).

132 Maier-Rigaud, F.P., M. Ivaldi, C.P. Heller. “Cooperation among Competitors: Network sharing can increase Consumer Welfare”, *SSRN Working Paper*: (May 2020).

network duplication, with savings from any reduction in marginal costs being passed onto end consumers through lower prices. The authors agreed with the study referred to above in relation to the consolidation of sites leading to lower costs, with the savings passed onto consumers;

(d) A 2023 study¹³³ of 140 mobile network operators across 29 European countries found that there were large capex and profit benefits from network sharing compared to operators who did not enter into sharing agreements. The authors found that the effects on capex savings, profit margins, and price reductions were strongest with passive sharing. They did not find statistically significant results for price reductions, profits and capex reductions for active sharing; however, active sharing led to strong statistically significant positive effects for network quality including both download speeds and coverage. The authors claim that the reduction in prices, and increases in network quality and coverage were driven by capex reductions, and higher returns on investment, which provided operators with both the ability and incentive to invest;

(e) We note for completeness that the three studies referred to above do not mention or explicitly consider or identify undertakings / commitments made to regulators. In particular, the methodologies used in the two studies relating to the Czech arrangements do not take into account those undertakings, and the undertakings have not identifiably contributed to the observed outcomes. Consistent with this, both Czech network-sharing studies were released in 2020, and their principal empirical analyses ended by 2017 (or earlier), which was well before the European Commission's 2022 undertakings were made legally binding.

221. Lastly, further examples of recent pending RAN network sharing in Europe, demonstrating that this structure is the emerging industry response to 5G/6G economics, are:

(a) The announcement in February 2026 of Telia and Ice combining their mobile RAN networks in Norway through a joint venture starting from Q2 2026. Telia is the second largest mobile operator in Norway, with Ice (a subsidiary of Lyse AS) being the third largest operator. The parties have stated that their proposed combination will support substantial coverage improvements, which will increase competition and consumer choice while reinforcing Norway's digital resilience. Telia and Ice will continue owning and operating separate core networks as independent players and competitors. The Norwegian Competition Authority (Konkurransetilsynet) has been assessing the joint venture under Norway's Competition Act, with NKOM (Norway's telecoms regulator) liaising with them. It remains under review;¹³⁴

(b) The announcement in January 2026 of TIM's proposed network sharing with Fastweb+Vodafone¹³⁵ – in particular sharing of passive tower infrastructure,

133 Koutroumpis, P., P. Castells, K. Bahia. "To share or not to share? The impact of mobile network sharing for consumers and operators", *Information Economics and Policy*, 65: (December 2023).

134 Further information about this joint venture can be found at: "[Telia Norway and ice to combine mobile radio access networks](#)"; and "[Ice og Telia inngår samarbeid i Norge - Nkom](#)".

135 Refer to: "[TIM Group | TIM AND FASTWEB + VODAFONE: RAN SHARING AGREEMENT TO ACCELERATE THE DEVELOPMENT OF 5G IN ITALY](#)".

The Parties already active share on a significant proportion of PoPs

- [illegible]

223. The shared infrastructure in these areas has in no way adversely impacted competition in Downstream Mobile Markets.

Geographic network coverage has become a less significant differentiator and in any event, the Parties will not have a perfect overlap of coverage

224. Geographic coverage has become a less significant differentiating feature of MNOs, []. As the Commission has noted, the networks of all three MNOs in New Zealand now have “*similar coverage areas*”¹⁴⁰, which extends to close to 100% of the population:

- (a) 2degrees’ 4G coverage extends to 98.5% of the places Kiwis live and work, and 5G to approximately [];¹⁴¹
- (b) One NZ’s mobile network covers over 99% of the population, with 4G to over 99% and 5G to approximately []%;¹⁴²
- (c) Spark’s 4G and 5G networks reach 99% of New Zealanders.¹⁴³

225. The Commission acknowledged the same point in its 2025 Telecommunications Report, noting that “*As the build era matures, **the basis of competition is also changing**. During the rollout phase, providers competed heavily through network expansion and customer acquisition. Increasingly, competition is shifting towards pricing, service quality, bundling, operational efficiency and the **more effective use of existing infrastructure assets***” (emphasis added).¹⁴⁴

226. In any event, while the Proposed Acquisition will see the use of the same PoPs by One NZ and 2degrees increase (as compared to the current [] and RCG arrangements, []).

227. Further, as set out above, the governing documents for RANCo will allow the Parties’ ServCos unilaterally to deploy RAN via RANCo, or independently to acquire RAN services, i.e. where the Parties disagree about the benefits of expanding or consolidating RAN in a certain area, where for example one Party has a particular opportunity with an enterprise customer, or where one Party wants to invest in new technology earlier than the other, for example.

228. The European Commission noted in *Hutchison 3G Italy / Wind* that with network sharing agreements “*each party could retain the freedom to differentiate its own network by carrying out specific and independent investments (like providing higher capacity in some areas or extending coverage in other areas) while sharing the cost of*

140 See para 2.23, p12 of [*Co-location-on-Cellular-Mobile-Transmission-Sites-Review-Final-decision-paper-24-February-2026.pdf](#).

141 [Network coverage | 2degrees](#)

142 [One Smart Network. Awarded* the best mobile network for a 4th year running. One NZ.](#)

143 [Spark Mobile Network Guarantee – New Zealand’s reliable mobile coverage.](#)

144 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p 116.

the main investment. Hence, network sharing agreements could preserve the incentive to invest and preserve infrastructure competition.”¹⁴⁵

229. The result is that even the PoP footprints of 2degrees and One NZ will not be perfect equivalents post-Acquisition, and the Parties will continue to have the ability to differentiate their networks going forward by unilaterally deploying RAN via RANCo, or by independently acquiring RAN services.
230. Not only that, the Parties’ respective satellite-related assets are not included in the Proposed Acquisition. The Commission has stated that “*global satellite networks are reshaping rural competition*”.¹⁴⁶ Rural broadband connections attributable to satellite increased from 4% in June 2022¹⁴⁷ to 27% in June 2025¹⁴⁸. Furthermore, low earth orbit (LEO) satellite services are playing an increasingly significant role in New Zealand’s rural connectivity landscape. The Commission observed on 30 June 2026 that, over the last 5 years, Starlink (the leading LEO satellite service provider) has captured 27% of rural broadband connections. It also noted that LEO satellite services are reshaping the rural broadband market by providing significantly improved performance and driving incumbent providers to sharpen pricing, reduce data constraints, and invest further in fibre, 4G and 5G upgrades.¹⁴⁹ Consistent with that, the Commission stated in its 29 June 2026 Telecommunications Monitoring Report that “*Satellite-enabled connectivity is likely to be one of the most important drivers of further change in the next phase of market development.*”¹⁵⁰

The Parties will continue to be constrained by each other, Spark and MVNOs

Spark

231. Spark remains a strong, well-resourced and innovative competitor. The Parties will each be motivated to ensure strong network coverage and sharp pricing / innovative services not just to continue to compete for customers with each other, but also to retain and win business from the market leader, Spark (as set out above).¹⁵¹
232. Spark will continue to:
- (a) Operate a nationwide mobile network with extensive spectrum holdings and active investment programme;
 - (b) Control its own core network and service platforms (including its operational 5G core network, and enterprise solutions);

¹⁴⁵ Hutchison 3G Italy / Wind (EU, 2016). [m7758_2937_3.pdf](#) at [1627].

¹⁴⁶ See: <https://www.comcom.govt.nz/assets/Uploads/2025-Telecommunications-Monitoring-Report-29-June-2026.pdf> at p 150.

¹⁴⁷ See: https://www.comcom.govt.nz/assets/pdf_file/0028/318907/2022-Annual-Telecommunications-Monitoring-Report-15-June-2023.pdf at p 86.

¹⁴⁸ See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at p150.

¹⁴⁹ See Commerce Commission “*Competition Matters*” newsletter, Issue 7 (February 2026) and [Rural connectivity: a market reset in motion | Commerce Commission](#) (30 June 2026).

¹⁵⁰ [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p19.

¹⁵¹ The [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) shows that Spark remains the MNO with the highest market share. See p 216.

- (c) Compete aggressively for retail and wholesale customers in the Downstream Mobile Markets (including via sub-brands in the Retail Mobile Market); and
 - (d) Innovate in products, pricing and convergence (mobile/fixed bundles).
233. Spark's continued strength, combined with the independent competition between One NZ and 2degrees, will ensure the Downstream Mobile Markets remain strongly competitive post-Acquisition.

MVNOs

234. There have been a number of MVNOs entering the market in recent years, all of which can choose to partner with any of the three MNOs. The Parties will need to continue to ensure sharp prices to compete with these MVNOs in the market.
235. As the Commission noted in its 29 June 2026 Telecommunications Monitoring Report, *"The MVNO market continued to evolve over the last few years. Aside from 2022, when Vocus merged with 2degrees, MVNO market share has been steadily increasing, with relatively large increases over the last two years."*¹⁵². The Commission went on to state that *"While MNOs continue to have control over wholesale pricing, they also have incentives to maximise network utilisation, which helps promote healthy competition in the market."*¹⁵³
236. The MVNOs, which tend to be relatively new market entrants in telecommunications retail markets, often price aggressively to try to win share, and in many cases, to encourage uptake of their non-telecommunications products. For example:
- (a) Mercury Energy has a campaign which offers customers the first 12 months half price on a pay-monthly mobile plan when customers bundle mobile with another service, including electricity or broadband. Mercury has endless data plans starting at just \$39 per month, and rollover data plans starting at only \$19 a month;¹⁵⁴
 - (b) Contact Energy has launched a campaign offering customers joining one of Contact Energy's 'endless mobile' plans \$25 off their energy bill every month for a year;¹⁵⁵
 - (c) Recent entrant, Zeronet has launched a campaign offering customers \$25 off when they bundle mobile and broadband, and a campaign offering new mobile customers one free month;¹⁵⁶
 - (d) Rocketmobile's offers \$60 free credit to new customers that switch to Rocketmobile and offers customers a group discount where two or more mobile plans are purchased together;¹⁵⁷

152 [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p214.

153 [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p215.

154 [Mobile Plans - Monthly Data Deals | Mercury](#), accessed 4 August 2026.

155 [Mobile Plans, Endless Data, Calls & Texts | Contact Mobile](#), accessed 4 August 2026.

156 [Bundle Deals - Zeronet | Zeronet](#) and [Switch to Truly Unlimited Mobile | Zeronet](#), accessed 4 August 2026.

157 [Unlimited Data Plans in New Zealand | Rocket Mobile](#), accessed 4 August 2026.

- (e) Kiwi Mobile offers options for tiered or endless data: if a customer uses up their data allowance, plans can be upgraded during the month to access high speed data or the customer can choose to use endless data at reduced speeds. Kiwi Mobile also offers discounts based on the more customers you add to your plan, and offers free power on Sundays when a customer pays \$250 in advance and has bundled energy with broadband or mobile;¹⁵⁸
 - (f) Kogan were the first to offer 12 month prepay plans, where you buy a year up front at sizeable discounts.¹⁵⁹ Kogan also offers a \$5 plan for the first month.
237. The MVNO's are not alone in offering aggressive pricing.
- (a) Skinny offers 15% off its 52-week mobile plans, and offers \$30 free credit when a customer joins Skinny on plans above \$27;¹⁶⁰
 - (b) Customers on 2degrees' monthly prepay plans only pay 12 times a year, rather than the 13 times a year that other customers pay (with monthly plans typically calculated on a 4-weekly basis). 2degrees has also launched an \$8 prepay plan and offers 7.5GB of free carryover data to customers that sign up to any plan;¹⁶¹ and
 - (c) Spark offers group discounts on its mobile plans and includes discounted or complimentary Spotify Premium subscriptions with plans offering 150GB of data or more.¹⁶²

Entry and expansion in the Retail Mobile Market

238. The Parties consider that the most likely source of entry and expansion in the Retail Mobile Market is entry or expansion by MVNOs, using wholesale access to an existing mobile network. Existing MVNOs are well placed to expand further, including through pricing, bundling, targeted propositions and differentiated service offerings.¹⁶³
239. As noted above, there has been continued expansion by MVNOs in the Retail Mobile Market. The Commission's 2025 Telecommunications Monitoring Report notes that MVNO market share increased to 3.2% as at June 2025 and that retail mobile competition continues to develop. The Commission also identifies MVNOs as continuing to exert competitive pressure through lower-priced offerings.¹⁶⁴
240. Entry or expansion would require wholesale mobile access, billing and customer-management capability, SIM/eSIM provisioning, distribution, customer support and investment in customer acquisition. Those steps involve some cost and execution risk, but are materially less costly and quicker than deploying a national mobile network as is the case for the MNOs. The main issues are securing commercially attractive wholesale terms and achieving sufficient scale, but these issues do not prevent

¹⁵⁸ [Electric Kiwi | Kiwi Mobile | Independent Kiwi Mobile, Power and Broadband](#), accessed 4 August 2026.

¹⁵⁹ [Kogan Mobile – Amazing Prepay Prices](#), accessed 4 August 2026.

¹⁶⁰ [Prepay Mobile Plans | Skinny NZ](#), accessed 4 August 2026.

¹⁶¹ [Prepay Plans | Prepaid Phones and Plans | 2degrees](#), accessed 4 August 2026.

¹⁶² See [Endless Mobile Plans with Unlimited & Rollover Data | Spark NZ | Spark NZ](#), accessed 21 August 2026.

¹⁶³ [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 14-17.

¹⁶⁴ [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 16.

continued MVNO entry and expansion from providing an ongoing retail constraint as evidenced by MVNO expansion.¹⁶⁵

241. The Parties are not aware of any material competitors exiting the Retail Mobile Market in the last three years. The Commission's 2025 Telecommunications Monitoring Report does not identify any material competitor exits during this period.

165 [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#) at 235-240.

NO SUBSTANTIAL LESSENING OF COMPETITION IN WHOLESALE MOBILE MARKET

242. The Proposed Acquisition does not give rise to an SLC in relation to the supply of wholesale mobile services to MVNOs and other wholesale customers in the Wholesale Mobile Market. This is because each ServCo will retain all of the assets and capability needed to compete for MVNO business.
243. Competition for larger business customers and wholesale mobile customers may occur through competitive procurement processes. The Commission has observed that larger business customers often have dedicated procurement teams that manage competitive tenders and contracts.¹⁶⁶ In the Wholesale Mobile Market, the Commission notes examples of prospective MVNO customers obtaining competing offers from multiple MNOs and records that Vocus intended to undertake an RFP process that would allow all three MNOs to bid for its MVNO business.¹⁶⁷ The principal competitors for these opportunities are generally the three national MNOs: Spark, One NZ and 2degrees.
244. However, there has been material new MVNO entry in New Zealand in recent years, with combined share rising from 2.5% to 3.2% over 2025.¹⁶⁸ [

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245. [

166 [Mobile-Market-Study-Findings-report-26-September-2019.PDF](#) at [4.115].

167 [Mobile-Market-Study-Findings-report-26-September-2019.PDF](#) at [5.27].

168 NZCC, [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](#), at p213.

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246. There are no signs of this expansion slowing down, with all three MNOs having recently taken steps to win MVNO business and hence support this growth. For example:
- (a) Spark announced a partnership with Compax in September 2025 to launch a white-label MVNO platform, which is expected to occur in 2026. This initiative will allow New Zealand businesses to offer their own branded telecom services, leveraging Spark's network. Spark says this partnership makes it faster and easier for MVNO customers to access Spark's network and provide their own telecom services, with the flexibility to scale with demand;¹⁶⁹
 - (b) 2degrees has recently completed the migration from its legacy systems to Totogi's cloud-native SaaS platform. This has allowed 2degrees to accelerate its wholesale MVNO revenue growth, on-boarding new MVNO partners and deliver over 300 new features. This platform allows 2degrees to on-board MVNOs more rapidly, deliver new functionalities swiftly, and avoid the need for disruptive and costly system upgrades;¹⁷⁰
 - (c) Advantai Group entered New Zealand in July 2025 via a partnership with One NZ, bringing its "Fastter" and "prvidr" businesses to New Zealand.¹⁷¹ Fastter and prvidr support large brands to launch and scale their own fully branded network and seamlessly embed it into their product and service ecosystems. Fastter and prvidr host, run, operate and manage mobile solutions for brands, stating that it is "*essentially offering zero risks to entry via a revenue-share model.*"¹⁷² This partnership can help MVNO growth further. One NZ considers that the partnership "*dramatically reduces the cost, complexity and lead time for launching branded mobile services on our network*".¹⁷³
247. International precedent has emphasised that network sharing does not in itself eliminate price competition at the wholesale (or indeed retail) level. For example, the European Commission stated in its merger decision in regard to a JV between Hutchison Europe Telecommunications S.à.r.l and VimpelCom Luxembourg Holdings S.à.r.l in 2016, that "*a network sharing agreement would not give rise to an elimination*

169 <https://www.spark.co.nz/online/about/our-company/news/Spark-and-Compax-unveil-new-MVNO-platform-for-New-Zealand-businesses?srltid=AfmBOooAo0UFqo-zyekQHznjsRNUJpzEQebCiUpi48hz26RrxgGoLaRe>

170 <https://ecommercenews.co.nz/story/2degrees-accelerates-mvno-growth-with-totogi-saas-platform-switch>

171 [One NZ and Advantai Group launch groundbreaking mobile solution to supercharge brand loyalty in NZ](#)

172 [One NZ and Advantai Group launch groundbreaking mobile solution to supercharge brand loyalty in NZ](#)

173 [One NZ and Advantai Group launch groundbreaking mobile solution to supercharge brand loyalty in NZ.](#)

of price competition at the retail or wholesale level given that each party of the agreement would remain in competition with the other party.”¹⁷⁴

248. The Proposed Acquisition will not impede MVNOs’ access to the services required to compete in the market in any way. Expanding on this:
- (a) MVNO and other wholesale strategies remain independent. Each Party will continue to supply MVNOs via its respective ServCo entity, which sits outside RANCo. Each ServCo will retain all necessary assets, including independent spectrum holdings, core networks, and commercial and operational autonomy, to provide wholesale access to MVNOs on competitive terms;
 - (b) The shared RAN Assets do not affect the ability of either party to offer differentiated wholesale products, service levels, or pricing to MVNOs, as these are determined by each ServCo’s independent spectrum and technology deployment (i.e., 5G vs 6G), core network, backhaul, and commercial strategy;¹⁷⁵
 - (c) RANCo will operate on a non-discriminatory basis, with both Parties able to request additional or customised services and products, supporting differentiation. Each Party is free to develop new wholesale (and indeed retail) services and utilise new technologies, ensuring continued innovation and competition in MVNO supply;
 - (d) This means there is no change to the competitive constraint for MVNOs, as both One NZ and 2degrees will continue to compete with each other for MVNO business post-acquisition;
 - (e) In addition, Spark remains a strong, independent alternative host for MVNOs, a position which will be strengthened by its upcoming white-label MVNO platform.

Entry and expansion in the Wholesale Mobile Market

249. The Parties consider that expansion in the Wholesale Mobile Market is likely. Existing wholesale mobile suppliers are capable of expanding supply, and the continued growth of MVNOs demonstrates both ongoing demand for wholesale mobile services and the ability of wholesale suppliers to support downstream expansion. The Parties therefore consider that expansion by existing wholesale suppliers, together with continued growth by MVNOs, is the most likely source of competitive pressure in the Wholesale Mobile Market.
250. While larger suppliers may benefit from economies of scale associated with operating mobile networks, the continued growth of MVNOs demonstrates that effective competition can occur without ownership of a nationwide mobile network. Expansion or entry may require access to mobile network infrastructure, spectrum and technical expertise, and the ability to attract and retain wholesale customers. However, the

174 https://ec.europa.eu/competition/mergers/cases/decisions/m7758_2937_3.pdf, para 1623, p301.

175 See for example, the CMA decision regarding the Anticipated joint venture between Vodafone Group Plc and CK Hutchison Holdings Limited concerning Vodafone Limited and Hutchison 3G UK Limited, in 2024 at para 750 [Full text decision](#).

continued growth of MVNOs indicates that wholesale demand remains available and that expansion is likely to be commercially viable.

251. The Parties therefore consider that expansion in the Wholesale Mobile Market is likely and would occur in a sufficiently timely manner and on a sufficient scale to act as an effective competitive constraint. In any event the Proposed Acquisition will not impact this.

NO SUBSTANTIAL LESSENING OF COMPETITION IN UPSTREAM INFRASTRUCTURE SERVICES MARKETS

252. Nor will the Proposed Acquisition have the effect of an SLC in the Infrastructure Services Markets.
253. As noted above, strictly speaking, there is currently overlap between the Parties in terms of the acquisition of:
- (a) RAN Assets from third party suppliers;
 - (b) The associated support and installation/maintenance services for RAN assets provided by third parties; and
 - (c) Passive infrastructure hosting services provided by towercos on which RAN assets are located.
254. The Proposed Acquisition results in the aggregation of two acquirers of RAN assets (i.e. 2degrees and One NZ) and the associated infrastructure and support/installation/maintenance services for those assets. Post-acquisition, the primary acquirers of these assets and services will be Spark and RANCo (with some limited acquisition by other small purchasers).
255. Even so, the Parties consider that RANCo is unlikely to have any greater ability post-acquisition to depress the price which it pays for RAN infrastructure assets and services below competitive levels (such that it would lead to a decrease in output) than One NZ and/or 2degrees would already have in the counterfactual. In addition, RANCo's build programme will create new and sustained demand for these assets rather than reducing volumes over the plan period.

Supply of RAN Assets & Associated Support and Installation/Maintenance Services for RAN Assets

256. Suppliers of both the RAN Assets and the associated support and installation/maintenance services include a mix of large multinational companies (such as Ericsson, Nokia, and Huawei), and large, well-resourced domestic companies which operate nationwide (such as Downer, Ventia, Broadtech, and Entelar).
257. Given that suppliers of the relevant products and services are typically large and commercially astute companies, the degree of bargaining power each of RANCo and its suppliers will have post-acquisition is likely to be relatively balanced – if not remaining skewed in favour of the suppliers. This is particularly the case for those multinational suppliers, for which New Zealand is a relatively small component of their global revenue streams.
258. Suppliers will also continue to have (and be able to exercise) significant bargaining power based on the necessity of their products and services. There will be an expectation from the Parties (together with a requirement in the relevant service agreements) that RANCo maintains and operates the RAN Assets efficiently and effectively post-acquisition – which requires RANCo to continue to engage with suppliers to acquire up-to-date infrastructure, including for the roll out of new

technologies, and contract service providers to ensure the RAN Assets are effectively and efficiently maintained and remain fit for purpose.

259. RANCo is therefore unlikely to be able to have any greater ability to depress the price it pays for the relevant products and services below competitive levels than One NZ and/or 2degrees would already have in the counterfactual, or to be able to withhold acquisition of the products and services. This flows into the alternative routes to market that suppliers have, as discussed in the following paragraphs.

Spark Remains an Alternative Channel

260. Although the Proposed Acquisition results in the aggregation of two buyers of the relevant products and services, it does not result in a post-acquisition monopsony. Spark, the largest MNO in New Zealand by reference to both its mobile service revenue market share¹⁷⁶ and total subscribers¹⁷⁷, will remain an alternative route to market for suppliers (among other routes).
261. In response to any attempt by RANCo to depress prices or withhold acquisition of products or services, Spark would still benefit from continued supply, which has the flow-on effect of ensuring its active mobile infrastructure remains up-to-date and fit for purpose.
262. This makes such an outcome highly unlikely to occur, given that allowing for Spark to gain a competitive advantage in the Downstream Mobile Markets conflicts with the rationale for the Proposed Acquisition. The Proposed Acquisition provides for RANCo to manage the Parties' RAN Assets more effectively and efficiently, allowing the Parties to focus on competition in the Downstream Mobile Markets with the knowledge that the RAN Assets will be operated to facilitate this.

Alternative Buyers in the Same or Similar Channels

263. Apart from Spark, there are more than 550 RCG sites now, for which RCG procures hardware and installation/maintenance services independently through competitive tender processes. Tū Ātea is also a buyer of RAN assets for its stand-alone 5G network solutions.¹⁷⁸ As a result, there will remain alternative routes to market for suppliers apart from through RANCo.
264. In addition, if RANCo tried to depress domestic prices for acquiring RAN assets below competitive levels, the large multinational RAN asset suppliers could simply divert domestic supply to overseas buyers, which will make up the majority of their sales with or without the Proposed Acquisition. This is before factoring in Spark's continued presence in the domestic market.
265. With regard to installation and maintenance services providers, the Parties consider that these providers could simply divert supply of many of their RAN-focused services to other general telecommunications infrastructure services in the event of an attempt

176 Spark FY26 Results Summary at p 14. See

<<https://api.nzx.com/public/announcement/478157/attachment/474895/478157-474895.pdf>>

177 See: [2025-Telecommunications-Monitoring-Report-29-June-2026.pdf](https://www.telecom.govt.nz/2025-Telecommunications-Monitoring-Report-29-June-2026.pdf) at p 216.

178 For instance, see <https://www.centreport.co.nz/home/news/centreport-and-tu-atea-launch-nzs-first-maoribuilt-commercial-private-5g-network>.

by RANCo to depress prices. The majority of the relevant services provided to RANCo by these providers are more generic services, and therefore highly transferable, not just to the provision of other infrastructure services in the telecommunications industry, but also to services carried out by many of these companies in the other industries/sectors that they operate in.

266. For example, general civil construction, electrical work, project management and health & safety are all service lines which suppliers (particularly Ventia and Downer as large-scale diversified infrastructure services providers) provide to RAN asset operators, as well as a range of customers in different industries/sectors. The Parties expect that RAN-focused services are likely to only make up a relatively small component of these suppliers' revenue streams across their wider provision of services – services which are generally transferable.
267. The Parties therefore consider this diversion would be relatively straightforward both in time and cost of redeployment.

Proposed Acquisition Unlikely to Affect Supplier Innovation or Investment

268. New Zealand is a relatively small channel for the large multinational suppliers of RAN assets. The reduction in channels to market in New Zealand from three to two is therefore unlikely to have a material impact on these suppliers' incentives to innovate and invest – with much larger overseas markets which are more influential to their revenue streams (and therefore investment incentives) remaining unchanged by the Proposed Acquisition.
269. With regard to installation and maintenance services, as these are relatively generic services provided alongside RAN assets (with no involvement in the design of the RAN assets themselves), the Proposed Acquisition is unlikely to materially influence the prospects of innovation and investment by these providers – particularly given there is a degree of transferability for most of these services across the telecommunications sector.

Passive Infrastructure Hosting Services Provided by Towercos

270. A similar position will apply in relation to RANCo's accessing of passive infrastructure services.
271. As an initial point, both 2degrees and One NZ have entered into long term supply agreements with Connexa and Fortysouth respectively, which already govern their terms of access to these towercos (including both price and quality of services). As the Commission noted in its clearance decision in *Connexa*:¹⁷⁹

“21. Connexa and FortySouth each have long-term agreements with MNOs to provide passive infrastructure services. Specifically:

21.1 Spark and Connexa have entered into a long-term Master (or Mobile) Infrastructure Services Agreement (MISA) for an initial period of 15 years;

179 Refer to [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#).

21.2 One NZ and FortySouth have entered into a long-term Master Services Agreement (MSA) for an initial period of 20 years; and

21.3 with the Proposed Acquisition, 2degrees and Connexa would enter into a long-term MISA for an initial period of 20 years.

22. Each MISA/MSA contains rights of renewal (or extension rights), which have the potential to extend the total term of the relevant agreement to [] years (as applicable). At the end of the applicable term, each MNO would need to consider whether to further extend the relevant agreement or negotiate terms for a new longterm supply agreement.

23. The agreements set the prices that MNOs will pay their respective TowerCo for services for the term of the agreement (both where they are the sole tenant on a site and where they co-locate on a site, including for sites that are yet to be built). The agreements also set out processes for how an MNO and its TowerCo will agree on details relating to the building of new sites, along with commitments on the number of new sites an MNO will have built with their TowerCo.”

272. In its *Connexa* clearance decision, the Commission considered the potential impact of the proposed acquisition in that case on competition between towercos to supply MISAs/MSAs to existing MNOs, but reached the view that the acquisition would only remove limited competition in this regard. This was because Spark and One NZ already had long-term agreements with Connexa and Fortysouth, respectively, for the supply of the majority of their passive infrastructure services and it was unlikely that a third towerco that owned 2degrees’ assets in the counterfactual would have the opportunity to compete to supply a MISA/MSA to Spark or One NZ (until the expiration of those long term agreements).¹⁸⁰

273. An analogous position applies in the present case. It is intended that [

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274. While these long-term agreements will remain in place, the Commission noted in Connexa that “MNOs have consciously left some future site needs uncommitted in order to maintain a degree of leverage over their relationships with Connexa and FortySouth, and to maintain a degree of competitive tension”.¹⁸¹

275. [

180 Refer to [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#) at [47].

181 Refer to [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#) at [56].

]¹⁸²

(a) [

(b)

(c)

(d)

(e)

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276. That said, in the absence of self-supplying further passive infrastructure itself or contracting with small-scale passive infrastructure suppliers, RANCo will remain limited to dealing primarily with Connexa or Fortysouth for the placement of its RAN Assets post acquisition. This gives each of these towercos countervailing supplier power to RANCo.
277. For these reasons, the Parties do not consider that the Proposed Acquisition will have the effect of substantially lessening competition in the market for the supply / acquisition of passive infrastructure on which RAN assets are located.

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NO COORDINATED EFFECTS

278. In this section, we set out the reasons why the Proposed Acquisition will not have the effect or likely effect of substantially lessening competition due to coordinated effects in:

- (a) The Downstream Mobile Markets; or
- (b) The Upstream Infrastructure Services Markets.

Downstream Mobile Markets

279. In its decision to clear Infratil's acquisition of Vodafone NZ (now One NZ) in 2019, the Commission determined that New Zealand's broadband and mobile markets "*do not appear vulnerable to coordination*" because:¹⁸³

- (a) Coordination is more likely when the product or service is homogenous, and telecommunications services products compete on product / service differentiation, for example by bundling broadband with TV content or power;
- (b) Coordination is more likely when firms have similar cost structures. However, in the relevant markets, cost differences arise as a result of the varying scales of telecommunications services providers, undermining the ability to engage in coordinated behaviour; and
- (c) Apart from the parties involved in that merger, there were several other aggressive players in the relevant markets using different strategies to win customers.

280. The Commission took a similar view in *Connexa*, noting that:¹⁸⁴

"Downstream retail telecommunications markets also do not appear especially vulnerable to coordination. Competitors vary significantly in terms of size and business model. The prevalence of bundled deals reduces price transparency while also making rival suppliers' offers less immediately comparable in terms of quality, service and innovation. These factors would complicate the efforts of any providers attempting to coordinate on, and maintain agreements about, price or other aspects of their offers."

281. The Parties consider that these conditions continue to make coordination unlikely in the relevant Downstream Mobile Markets. In particular, the Proposed Acquisition will not change conditions in the relevant Downstream Mobile Markets so that coordination is more likely, complete or sustainable. This is because:

- (a) As essentially homogenous inputs to the overall provision of telecommunications services, RAN Assets have little bearing on the process of competition between MNOs in Downstream Mobile Markets);

183 NZCC, *Infratil Limited and Vodafone New Zealand Limited* [2019] NZCC 9, at [81]. Refer to [Microsoft Word - 3865910 1](#).

184 NZCC, *Connexa*, at [86]. Refer to [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#).

- (b) In terms of the degree of transparency in the relevant Downstream Mobile Markets, the Proposed Acquisition will not increase the visibility of each of the ServCos into the costs of the other in any relevant way. RAN Assets are essentially homogenous, meaning that the Parties already have a good idea of what those costs are likely to be for the other Party. The costs of RAN Assets do not relate to customer, pricing or product data (which will not be shared between the Parties), and their approximate relative scale is already public. The Parties do not set prices based on the prices charged by competitors for RAN Assets, and do not monitor or follow this. The Proposed Acquisition therefore does not meaningfully change the position when it comes to insight into the costs of a competitor;
 - (c) There is independent control of key levers: key drivers of competitive differentiation in prices and products (being spectrum, core networks, customer service, marketing platforms etc) will remain separate with each ServCo, ensuring asymmetric capabilities and strategies;
 - (d) In terms of how similar the merger Parties are to competitors, while the Parties are both MNOs and Spark is also an MNO, there are persisting asymmetries between all three MNOs. Differences in market shares have been covered above. There are also differences in retail offerings, brand strategies, enterprise solutions, spectrum portfolios and core network architectures, which will persist;
 - (e) There is a strong third competitor and firms with different business models: Spark's independent scale, capabilities and investment plans, coupled with MVNO competitors who often bundle with other services, combine to provide a powerful destabilising force to any attempted coordination.
282. In relation to the risk of coordinated behaviour through the exchange of competitively sensitive information between One NZ and 2degrees as shareholders in RANCo, to the very limited extent any such information would need to be disclosed, this will be negated by confidentiality safeguards implemented within RANCo (as set out in [
-]). These will ensure that no information flows between the Parties that may facilitate coordinated behaviour (whether deliberately or inadvertently), maintaining the independence of the Parties' respective ServCos – meaning there is no meaningful difference between the counterfactual and factual with regard to competitively sensitive information flows in the Downstream Mobile Markets.
283. The Commission was faced with a similar situation in *Connexa*, which involved 2degrees' and Spark's passive infrastructure, and took the view that any information exchange between the parties was unlikely to create any significant risk of coordinated effects, particularly given the Downstream Mobile Markets were not considered vulnerable to coordination.

Upstream Infrastructure Services Markets

284. As with the other markets, the Upstream Infrastructure Services Markets do not appear vulnerable to coordination. In particular, the Proposed Acquisition will not

change conditions in the Upstream Infrastructure Services Markets so that coordination is more likely, complete or sustainable. This is because:

- (a) In relation to the acquisition of passive infrastructure hosting services, in Connexa the Commission concluded that *“passive infrastructure services markets are not especially vulnerable to coordination”*, given that *“A large proportion of the demand for passive infrastructure services is already tied up in long-term agreements (MISAs and MSAs) between TowerCos and MNOs”*.¹⁸⁵ This will remain the case following the Proposed Acquisition;
- (b) The Parties have not set prices for acquisition of these services based on the prices paid by competitors or followed the prices paid by competitors in this respect;
- (c) In terms of how similar the Parties are to competitors for acquisition of these services:
 - (i) The two competitors’ (Spark and RANCo) acquisition of these services following the Proposed Acquisition are unlikely to be consistently timed with each other; and
 - (ii) Spark and RANCo will have very different cost structures and incentives – with Spark operating its own RAN assets as an internal function of its wider telecommunications services, compared with RANCo acting as a pure-play RAN provider to two MNOs; and
- (d) Competitors do not interact in relation to the acquisition of these services.

185 [Connexa-Limited2C-Two-Degrees-Networks-Limited-and-Two-Degrees-Mobile-Limited-Clearance-determination-4-May-2023.pdf](#) at [77-78].

NO VERTICAL OR CONGLOMERATE EFFECTS

285. No vertical foreclosure issues arise. RANCo will not acquire any control over spectrum inputs, core network functions, retail distribution or essential passive infrastructure.
286. In particular, because RANCo will be owned in equal proportions by each of 2degrees and One NZ, and price/quality will be locked in via long term RANSAs, neither of the ServCos will be able to direct RANCo to exclude the other, or negatively impact the other ServCo with unfavourable terms, such that it would impede their ability to compete in the Downstream Mobile Markets.
287. In terms of any ability or incentive of RANCo (or the Parties) to foreclose Spark (or any other prospective MNO) through reduced access to the RAN Assets (or access on less favourable terms), this would only be feasible if Spark, or a spectrum holder like Tū Ātea, was likely to require access to the RAN Assets. This would not be feasible since:
- (a) At present, Spark owns and operates its own extensive network of RAN assets, such that it does not require access to third party assets – particularly the RAN Assets subject to the Proposed Acquisition. Outside of RCG, Spark does not have any active sharing arrangements with either of the Parties;
 - (b) With regard to Tū Ātea, the need for access to the RAN assets would only arise if it sought to enter the Downstream Mobile Markets as an MNO offering a nationwide network using its spectrum. The Parties are not aware of any such intention, and nor does Tū Ātea have the spectrum required to roll out a nationwide network in the Parties' view as noted above. This is consistent with the Commission's view that there is no indication of new MNO entrants in New Zealand.¹⁸⁶ Even if this were to change, there are various ways Tū Ātea could enter the Downstream Mobile Markets, as an MNO with a nationwide offering, such as roaming agreements with any of the existing MNOs, via a MOCN arrangement with either of the Parties and RANCo, a MORAN arrangement with RANCo, or by rolling out its own RAN Assets (e.g. via an arrangement with one or both of the towercos), and Spark would remain as a potential counterparty for a network sharing arrangement (e.g. MOCN, MORAN, etc.) with Tū Ātea;
 - (c) The Parties themselves will also be able to acquire independent RAN assets outside RANCo should they wish to;
 - (d) In any case, Spark (or any other prospective MNO) could simply deploy and operate more of its own RAN assets, rather than relying on network sharing arrangements.
288. There is no tying or bundling risk across unrelated service lines resulting from the Proposed Acquisition, meaning an assessment of conglomerate effects is not required. In particular the products or services of both Parties are not supplied together as a bundle, and this will remain the case following the Proposed Acquisition with each Party separately continuing to provide retail and wholesale services independently through their ServCos.

186 NZCC, [Mobile Termination Access Service Final recommendation report 16 March 2026.pdf](#), at [3.73].

CONFIDENTIALITY

289. Both public and confidential versions of this clearance application have been provided to the Commission.
290. Confidentiality is sought in respect of the information in the confidential version of this application that is highlighted in coloured shading. Confidentiality is sought under:
- (a) Section 9(2)(b)(ii) of the Official Information Act 1982 (**OIA**) on the grounds that the making available of that information would be likely unreasonably to prejudice the commercial position of the Party who supplied or is subject to the information;
 - (b) Section 9(2)(ba)(i) of the OIA on the grounds that the information is subject to an obligation of confidence, and the making available of the information would be likely to prejudice the supply of similar information and it is in the public interest that such information should continue to be supplied; and
 - (c) Section 9(1) of the OIA on the basis that the good reasons for withholding information on the grounds above are not outweighed by other considerations which render it desirable in the public interest to make that information available.
291. A schedule is provided in **Appendix 10** which identifies the confidential information and sets out the reasons for each confidentiality request with reference to the grounds in the OIA.
292. The Parties request that they be notified of any request made to the Commission under the OIA for release of the confidential information, and that the Commission seeks their views as to whether the information remains confidential and commercially sensitive at the time responses to those requests are being considered.
293. The above applies equally in respect of any additional information subsequently provided to the Commission that is expressed to be confidential.

DECLARATION ON BEHALF OF TWO DEGREES MOBILE LIMITED

I, Mark Callander, have prepared, or supervised the preparation, of this notice seeking clearance.

To the best of my knowledge, I confirm that:

- all information specified by the Commission has been supplied;
- if information has not been supplied, reasons have been included as to why the information has not been supplied; and
- all information supplied is correct as at the date of this notice.

I undertake to advise the Commission immediately of any material change in circumstances relating to the notice.

I understand that it is an offence under the Commerce Act 1986 to attempt to deceive or knowingly mislead the Commission in respect of any matter before the Commission, including in these documents.

I am a director/officer of Two Degrees Mobile Limited and am duly authorised to submit this notice.

Name and title of person authorised to sign:

Sign: _____ **Date:** _____

Mark Callander

Chief Executive Officer

Two Degrees Mobile Limited

DECLARATION ON BEHALF OF ONE NEW ZEALAND GROUP LIMITED

I, Juliet Jones, have prepared, or supervised the preparation, of this notice seeking clearance.

To the best of my knowledge, I confirm that:

- all information specified by the Commission has been supplied;
- if information has not been supplied, reasons have been included as to why the information has not been supplied; and
- all information supplied is correct as at the date of this notice.

I undertake to advise the Commission immediately of any material change in circumstances relating to the notice.

I understand that it is an offence under the Commerce Act 1986 to attempt to deceive or knowingly mislead the Commission in respect of any matter before the Commission, including in these documents.

I am a director/officer of One New Zealand Group Limited and am duly authorised to submit this notice.

Name and title of person authorised to sign:

Sign: _____ **Date:** _____

Juliet Jones

Chief Corporate Officer

One New Zealand Group Limited

APPENDIX 1 – TRANSACTION DOCUMENTS

[]

APPENDIX 2 – CORPORATE STRUCTURE CHARTS

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[

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RANCo

[

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APPENDIX 3 – LIST OF THE RAN ASSETS SUBJECT TO THE PROPOSED ACQUISITION

The RAN Assets are as follows:

Assets

1. Cabinet – common (power, backhaul etc): The main enclosure at a cell PoP that houses shared infrastructure such as power distribution units, backhaul termination equipment, and environmental controls.
2. Cabinet – radio equipment: A dedicated enclosure within the PoP cabinet that contains radio transceivers and associated electronics responsible for transmitting and receiving radio signals.
3. DC Power (rectifiers, batteries): Direct current (DC) power systems, including rectifiers that convert AC to DC and batteries that provide backup power to ensure continuous operation during outages.
4. AC Power (ICP): Alternating current (AC) power supply, typically provided via an Installation Control Point (ICP), which is the main connection to the electricity grid at the PoP.
5. Active Antennae: Antennae with integrated electronics (such as amplifiers and beamforming technology) that actively manage and direct radio signals to improve coverage and capacity.
6. Passive Antennae: Traditional antennae that transmit and receive radio signals without integrated active electronics; they rely on external radio units for signal processing.
7. GPS Antennae: Antennae that receives signals from Global Positioning System satellites. These signals are used to determine the precise location of the antenna on Earth.
8. Mast Head Amplifiers: Low-noise amplifiers installed close to the antenna at the top of the mast to boost weak incoming signals and improve receiver sensitivity.
9. Diplexors / Triplexors: Radio frequency (RF) filters that allow multiple frequency bands to be combined or separated over a single antenna or feeder cable, enabling efficient use of infrastructure.
10. Filters: RF components that block unwanted frequencies and interference, ensuring only the desired signals are transmitted or received.
11. Feeder & jumper cables: Coaxial or fibre cables that connect radio equipment to antennas, carrying RF signals between components at the PoP.
12. Intra site fibre / composite cabling: Fibre optic or composite cables used within the PoP to connect various active components, supporting high-speed data transfer and control signals.
13. Radio baseband module: The digital processing unit that handles baseband signal processing, including modulation, demodulation, and digital signal management for the radio network.

14. Radio module – tower top: Radio transceiver units installed at the top of the tower, close to the antenna, to reduce signal loss and improve performance.
15. Radio module – cabinet: Radio transceiver units housed within the equipment cabinet at the base of the tower, connected to antennas via feeder cables.
16. Generators: Backup power generators that provide electricity to the PoP during extended power outages, ensuring network continuity.
17. OSS platforms: Operations Support Systems (OSS) software platforms used to monitor, manage, and maintain the RAN infrastructure, including fault management, configuration, and performance monitoring.
18. RAN Software licenses: Software licenses for the operation and management of the RAN, including features such as scheduling, handover, and interference management.
19. Network planning, design, operations and optimisation tools: Software and tools used for the planning, design, ongoing operation, and optimisation of the RAN, including radio frequency planning, capacity management, and performance analytics.

Functions

20. NOC. []
21. L1/2/3 Support.
22. Break fix.
23. Optimisation.
24. Capacity management.
25. Architecture / planning.
26. Design.
27. Active build.
28. PoP acquisition.
29. Property Management.
30. OSS Management.
31. New Finance function.
32. New supply chain function.
33. New HR function.

APPENDIX 4 – FINANCIAL INFORMATION OF THE PARTIES

In relation to the Annual Reports/Financial Statements for the last three financial years of each of the Parties:

- 2degrees' parent/group accounts are available at:
"<https://app.companiesoffice.govt.nz/companies/app/ui/pages/companies/8275948/documents>". 2degrees does not publish separate accounts for Two Degrees Mobile Limited or Two Degrees Networks Limited.
- One NZ will provide its accounts directly to the Commission.

2degrees' financial information

	FY23 (NZ\$)	FY24 (NZ\$)	FY25 (NZ\$)	FY26 (NZ\$)
Retail Mobile Services	[			
Wholesale Mobile Services				
TOTAL				
RAN Assets Capex				
RAN Assets Opex				
TOTAL				]

One NZ's financial information

	FY23 (NZ\$)	FY24 (NZ\$)	FY25 (NZ\$)	FY26 (NZ\$)
Retail Mobile Services	[			
Wholesale Mobile Services				
TOTAL				
RAN Assets Capex				
RAN Assets Opex				
TOTAL				]

[]

Mercury	[	]
Mighty Mobile	[	]
Netspeed	[	]
Nova Energy Mobile	[	]
Now NZ	[	]
Primo	[	]
Rocket Mobile	[	]
Telsim NZ	[	]
Ultimate Mobile (trading as Ultimate Broadband)	[	]
Unicom	[	]

Warehouse Mobile	Telephone: 0800284800 Email: tellus@warehousemobile.co.nz
Wireless Dynamics	Telephone: 0800 003 441 Email: helpdesk@wirelessdynamics.co.nz
Zeronet	Email: care@zeronet.co.nz

Other relevant parties

Name	Contact Details
Tū Ātea	Tū Ātea Limited 15b Vestey Drive

	Auckland 1060 NEW ZEALAND
	[]
Connexa	Connexa Limited Level 2, 34 Sale Street Auckland 1010 NEW ZEALAND
	[]
Fortysouth	Refer to www.connexa.co.nz . Fortysouth Limited Level 1, 46 Sale Street Auckland 1010 NEW ZEALAND
	[]
Kordia	Refer to www.fortysouth.co.nz . Kordia Limited Level 3, 162 Victoria Street West Auckland 1010 NEW ZEALAND
	[]
Chorus	Refer to www.kordia.co.nz . Chorus New Zealand Limited 4 Graham Street Auckland 1010 NEW ZEALAND
	[

]

Refer to www.chorus.co.nz.

Key Wholesale Customers – 2degrees

Name	Revenue earned in FY26 (NZ\$)	Contact Details
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Key Wholesale Customers – One NZ

Name	Revenue earned in FY26 (NZ\$)	Contact Details
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RAN Equipment Suppliers*Key RAN Suppliers – 2degrees*

Name	Contact Details	Amount paid to each supplier in the last FY
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[

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Key RAN Suppliers – One NZ

Name	Contact Details	Amount paid to each supplier in the last FY
------	-----------------	---

[

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NZ Industry Associations

Association	Contact Details
Technology Users Association of New Zealand	Contact: [] Telephone: +64 4 815 8178 (General enquiries) Email: []

New Zealand
Telecommunications Forum
Incorporated

Address:

PO Box 65503 Mairangi Bay, North Shore AUCKLAND
0754

Refer to www.tuanz.org.nz.

Contact: []

Telephone: +64 9 475 0203 (General enquiries)

Address:

PO Box 65503 North Shore AUCKLAND 0754

Refer to www.tcf.org.nz.

APPENDIX 6 – ONE NZ INTERNAL DOCUMENTS

Internal documents provided as per HighQ link sent directly to the Commission.

APPENDIX 7 – 2DEGREES INTERNAL DOCUMENTS

Internal documents provided as per Mimecast link sent directly to the Commission.

APPENDIX 8 – HIGH-LEVEL SUMMARY OF TRANSACTION DOCUMENTS

[illegible]

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2. [

3.

4.

5.

6.

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APPENDIX 9 – GLOSSARY OF INDUSTRY TERMS

The following table sets out the abbreviations of certain industry terms used in this application, together with their full expansion.

Abbreviation	Full Term
AC	Alternating Current
AGCM	Autorità Garante della Concorrenza e del Mercato
API	Application Programming Interface
APN	Access Point Name
ASX	Australian Securities Exchange
BSS	Business Support System
Capex	Capital Expenditure
DC	Direct Current
DMR	Digital Microwave Radio
ESS Trustee	Employee Share Scheme Trustee
FWA	Fixed Wireless Access
FY	Financial Year
GCSB	Government Communications Security Bureau
GPS	Global Positioning System
HW	Hardware
ICP	Installation Control Point
IMS	IP Multimedia Subsystem
IoT	Internet of Things
IP	Internet Protocol
KPI	Key Performance Indicator
LEO	Low Earth Orbit
LFC	Local Fibre Company
LTE	Long-Term Evolution
MISA	Master Infrastructure Services Agreement
MMS	Multimedia Messaging Service
MNO	Mobile Network Operator
MOCN	Multi-Operator Core Network
MORAN	Multi-Operator Radio Access Network
MSA	Master Services Agreement
MTAS	Mobile Termination Access Service
MVNO	Mobile Virtual Network Operator

NGCC	Next Generation Critical Communications
NOC	Network Operations Centre
NPV	Net Present Value
NSA	Network Sharing Agreement
Opex	Operating Expenditure
OSS	Operations Support System
OTT	Over-the-Top
PoP	Point of Presence
QPP	Quality Priority Pass
RAN	Radio Access Network
RANSA	RAN Services Agreement
RBI	Rural Broadband Initiative
RCG	Rural Connectivity Group
RF	Radio Frequency
ROIC	Return on Invested Capital
SHA	Shareholders' Agreement
SI	Systems Integration / Systems Integration Services
SMS	Short Message Service
STA	Share Transfer Agreement
TSA	Transitional Services Agreement
TSSR	Telecommunications Sector Security Reform
VoLTE	Voice over Long-Term Evolution
VPN	Virtual Private Network
WISP	Wireless Internet Service Provider

APPENDIX 10 – CONFIDENTIALITY SCHEDULE

PARAGRAPH	REASON FOR CONFIDENTIALITY	OFFICIAL INFORMATION ACT
1	[	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
2		Section 9(2)(b)(ii) Section 9(2)(ba)(i)
5		Section 9(2)(b)(ii) Section 9(2)(ba)(i)
6		Section 9(2)(b)(ii) Section 9(2)(ba)(i)
7		Section 9(2)(b)(ii) Section 9(2)(ba)(i)
9		Section 9(2)(b)(ii) Section 9(2)(ba)(i)
10		Section 9(2)(b)(ii) Section 9(2)(ba)(i)
12		Section 9(2)(b)(ii) Section 9(2)(ba)(i)
12		Section 9(2)(b)(ii) Section 9(2)(ba)(i)

22	Section 9(2)(a)
24	Section 9(2)(a)
30	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
31	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
33	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
34	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
34	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
37	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
38	Section 9(2)(b)(ii) Section 9(2)(ba)(i)
39	Section 9(2)(b)(ii) Section 9(2)(ba)(i)

40	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
41	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
42	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
43	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
44	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
45	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
46	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
48	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
48	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
49	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)

50	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
51	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
56	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
57	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
58	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
58	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
62	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
62	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
63	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
66	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)

67	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
68	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
69	
77	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
101	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
120	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
129	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
129	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
141	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
142	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)

143	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
144	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
149	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
150	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
151	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
183	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
184	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
184	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
184	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
189	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)

189	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
190	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
196	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
212	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
213	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
214	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
222	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
222	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
222	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
224	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
224	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
226	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)

244	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
245	
273	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
275	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
282	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
APPENDIX 1 – TRANSACTION DOCUMENTS	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)
APPENDIX 2 – CORPORATE STRUCTURE CHARTS	Section 9(2)(b)(ii)
APPENDIX 2 – CORPORATE STRUCTURE CHARTS	Section 9(2)(b)(ii)
APPENDIX 2 – CORPORATE STRUCTURE CHARTS	Section 9(2)(b)(ii)
APPENDIX 3 – LIST OF THE RAN ASSETS SUBJECT TO THE PROPOSED ACQUISITION – paragraph 20	Section 9(2)(b)(ii)
	Section 9(2)(ba)(i)

APPENDIX 4 – FINANCIAL INFORMATION OF THE PARTIES	Section 9(2)(b)(ii)
APPENDIX 4 – FINANCIAL INFORMATION OF THE PARTIES	Section 9(2)(b)(ii)
APPENDIX 5 – DETAILS OF PARTIES’ COMPETITORS, OTHER RELEVANT PARTIES AND CUSTOMERS – Key Other Mobile Services Providers	Section 9(2)(a) Section 9(2)(b)(ii)
APPENDIX 5 – DETAILS OF PARTIES’ COMPETITORS, OTHER RELEVANT PARTIES AND CUSTOMERS – Key Other Mobile Services Providers	Section 9(2)(a) Section 9(2)(b)(ii)
APPENDIX 5 – DETAILS OF PARTIES’ COMPETITORS, OTHER RELEVANT PARTIES AND CUSTOMERS – Other relevant parties	Section 9(2)(a) Section 9(2)(b)(ii)
APPENDIX 5 – DETAILS OF PARTIES’ COMPETITORS, OTHER RELEVANT PARTIES AND CUSTOMERS – Key Wholesale Customers – 2degrees	Section 9(2)(a) Section 9(2)(b)(ii)
APPENDIX 5 – DETAILS OF PARTIES’ COMPETITORS, OTHER RELEVANT PARTIES AND CUSTOMERS – Key Wholesale Customers – One NZ	Section 9(2)(a) Section 9(2)(b)(ii)
APPENDIX 5 – DETAILS OF PARTIES’ COMPETITORS, OTHER RELEVANT PARTIES	Section 9(2)(a) Section 9(2)(b)(ii)

AND CUSTOMERS –
Key RAN Suppliers – 2
Degrees

APPENDIX 5 – DETAILS
OF PARTIES’
COMPETITORS, OTHER
RELEVANT PARTIES
AND CUSTOMERS –
Key RAN Suppliers –
One NZ

Section 9(2)(a)
Section 9(2)(b)(ii)

APPENDIX 5 – DETAILS
OF PARTIES’
COMPETITORS, OTHER
RELEVANT PARTIES
AND CUSTOMERS – NZ
Industry Associations

Section 9(2)(a)
Section 9(2)(b)(ii)

APPENDIX 8 – HIGH-
LEVEL SUMMARY OF
TRANSACTION
DOCUMENTS

Section 9(2)(b)(ii)
Section 9(2)(ba)(i)

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