



# COMMERCIAL BULLETIN

Your guide to the latest legal updates  
from the team at Radius Law.

NOVEMBER 2025

# Nº 92

## CORPORATE & COMMERCIAL

### The accidental contract

The Court of Appeal case of DAZN Ltd v Coupang Corp<sup>1</sup> confirms that informal emails and WhatsApp messages can create a legally binding contract, even without a formal agreement, and even when the parties state that a contract will follow. In this case, the Court determined that Coupang's email, which stated: **'We are very excited to land this new deal with you, and eager to move on to the contractual phase...'** constituted the offer and a subsequent email from DAZN, which stated **'We will accept Coupang Play's offer... We will start contract drafting and hope to share the draft for your agreement soon...'** constituted the formal acceptance.

## COMPETITION

### UK Competition Appeal Tribunal rules Apple owes UK users £1.5 billion.

The UK Competition Appeal Tribunal unanimously ruled that Apple abused its dominant position by unlawfully excluding rival app stores and charging excessively high commission fees on app purchases. The case, brought by Dr Rachael Kent on behalf of around 36 million UK users, is the first collective action of its kind to reach a successful conclusion in the UK. Anyone who bought apps, subscriptions or in-app content via the UK App Store since 1 October 2015 may be entitled to compensation.



### Fashion brands fined €157 m for RPM

On 14 October 2025, the [European Commission fined Gucci, Chloé and Loewe €157 million](#) for illegally fixing resale prices, restricting retailers' ability to set their own prices and discount rates, and imposing specific sale periods. Gucci also prohibited some online sales. These practices, running from 2015 to 2023, were aimed at protecting the brands' direct sales channels and reducing competition.

### Regulator crackdown on Labour Cartels

Following a spate of prosecutions for illegal no-poach and wage-fixing deals, the UK Competition Regulator [published guidance in September](#) to help organisations ensure compliance with competition law in employment practices. The guidance warns that agreements to fix wages, engage in no-poach arrangements, or exchange competitively sensitive information can breach competition law, even if businesses do not directly compete for customers but are seeking the same talent.

#### Competing for talent

What businesses need to know when recruiting workers and setting pay and other working conditions

9 September 2025

CMA  
Competition & Markets Authority

## Algorithmic pricing - a new concern.

The law prohibits agreements or practices that limit competition, and regulators across the world are raising the alarm that algorithmic pricing could enable anticompetitive price coordination.

In September 2025, the UK Competition and Markets Authority’s (CMA’s) chief executive described algorithmic pricing (which includes tools used by competitors to generate or benchmark prices) as an ‘area of focus and concern’.

We recommend that any business considering algorithmic pricing manage the risk by:

- Check if third-party pricing software relies on competitor CSI or encourages price alignment or increases.
- Carefully assess sharing non-public CSI in algorithms and use safeguards like aggregation and time lags.
- Document intended uses, settings, and benefits; and
- Ensure staff are trained on legal risks.

## DATA SECURITY



### Cyber attacks

Following a series of high-profile cyber-attacks, including those on CO-OP, Harrods, Marks & Spencer, and, most recently, Jaguar Land Rover, the Government issued an open letter to CEOs on the 13th October. The letter urged businesses to:

- Make cyber risk a Board-level priority using the [Cyber Governance Code of Practice](#).
- Sign up to the [NCSC’s Early Warning service](#) - a free service from the government’s National Cyber Security Centre which informs your organisation of potential cyber-attacks on your network
- Require [Cyber Essentials](#) in your supply chain.

## All change on Cookie laws in the UK and more divergence with the EU

The new Data Use and Access Act 2025 (‘DUA’) provides some changes to the rules on Cookies. Analytics and functional cookies will be permitted without prior consent, provided that the user has been adequately informed and has been given the opportunity to opt out. Whilst this increased flexibility will be welcomed by businesses, **it comes with a warning of tougher enforcement and higher fines for those who get it wrong**. The change also creates divergence between the UK and EU, which will continue to require opt-in consent for all but essential cookies. Businesses that operate across the UK and EU must therefore prepare for these differences. Finally, and to note, whilst the DUA is now law, certain provisions, including the change to the law on Cookies, are still subject to secondary legislation.

		
Consent exceptions	Low-risk analytics and functional cookies without consent permitted, provided transparency and opt-outs are in place.	All non-essential cookies require consent.
Enforcement	£17.5m / 4% global turnover fines and proactive monitoring.	Lower fines and inconsistent priorities.
Future reform	Legislation already in place. ICO consultations.	Planned legislative changes abandoned.
Impact	Cookie consent banners and notices can now be proportionate.	Continued need for broad consent banners.

## Email fraud – who’s liable?

The *Logix Aero Ireland Ltd v Siam Aero Repair Company* case<sup>2</sup> involved fraudulent interception of email correspondence during an aircraft engine sale, resulting in the buyer, Logix, paying a fraudster instead of the seller, Siam. Forensic investigations found no evidence of IT compromise by either party. The court dismissed Logix’s claim that the fraudster was acting with Siam’s apparent authority. The case underscores the importance of early forensic investigations after business email compromise incidents and clarifies that, ***without proof of a security breach by the payee, responsibility for verifying payment details remains with the payor.*** This is especially relevant to cyber insurers, as coverage may depend on who is legally liable for the loss in such email fraud cases.

## Data Breach fine for Capita

On 15 October, the [ICO fined Capita £14m after a 2023 ransomware attack](#) compromised the data of 6.6 million people, including pension and staff records. The breach began when a malicious file was downloaded, allowing attackers to exfiltrate nearly a terabyte of data, reset passwords, and lock staff out. The ICO found Capita had:

- failed to prevent privilege escalation,
- failed to respond to security alerts, and
- failed to maintain adequate risk assessments.

## Court of Appeal reshapes data claims.

The recent Court of Appeal case of *Farley v Paymaster*<sup>3</sup> involved a group data breach claim by 432 police pension scheme members after their annual benefit statements were sent to outdated addresses.

Contrary to what had been the generally accepted position for many years, the Court of Appeal ruled:

- there is no seriousness threshold for UK GDPR damage claims; and
- compensation will be payable if the breach causes distress or anxiety, but not just annoyance

This decision aligns the UK with the EU approach and is likely to open the floodgates for data claims.



### AUTOMOTIVE INSIGHTS: BUSINESS & LAW UPDATE

This webinar will be reviewing the key business and legal changes for the automotive industry in 2025 and expectations for 2026

27<sup>th</sup> November, 2025

11:00 – 12:00

[LEARN MORE](#)

## First criminal prosecution for failing to comply with a subject access request.

In September 2025, Jason Blake, director of Bridlington Lodge Care Home, was convicted under the UK Data Protection Act 2018 for deliberately obstructing a Data Subject Access Request. Instead of providing requested care records, CCTV and notes, he concealed and erased relevant data between April and May 2023, intending to prevent disclosure. This landmark case marks the first successful criminal prosecution for DSAR obstruction, signalling that individuals—not just organisations—face personal criminal liability for such conduct. The court

## EMPLOYMENT

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### Legislation, consultation exercises and guidance

Employment Rights Bill – House of Lords repeats request for changes

The **House of Lords has insisted on amendments to the Employment Rights Bill**, which has delayed it receiving Royal Assent. The amendments, which include a six-month qualifying period before employees can claim unfair dismissal, had previously been rejected by the House of Commons.

The Commons will now consider the Lords' amendments. It is likely that the **Bill will have to return to the House of Lords at least once more before it finally receives Royal Assent.**

#### Employment Rights Bill – current consultation exercises

The government has issued four new consultations in relation to some reforms contained in the Employment Rights Bill. The consultations cover:

- The right of trade unions to access workplaces<sup>4</sup>
- The duty to inform workers of their right to join a trade union<sup>5</sup>
- Enhanced dismissal protections for pregnant women and new mothers<sup>6</sup>
- Bereavement leave, including pregnancy loss.<sup>7</sup>

#### New limits on NDAs for victims of crime

As of 1 October 2025<sup>8</sup>, **victims of crime in England and Wales are no longer bound by NDAs that prevent them from sharing information about criminal conduct.** Victims can speak to the police, legal professionals, regulators, victim support services, and close family members about the crime.

The Ministry of Justice has issued guidance for individuals<sup>9</sup> and businesses<sup>10</sup> on:

- what disclosures are permitted
- what is restricted, and
- how the new rules apply to NDAs signed after the law's commencement.

**Employers should review confidentiality provisions in their settlement agreements to ensure compliance.**

## Recent cases

### Vicarious liability for harassment

Employers can be liable for harassment committed by employees in the course of their employment where the employer has failed to take reasonable steps to prevent employees from harassing others.

In this case, the Employment Appeal Tribunal (EAT) considered whether a Tribunal (ET) had been correct in concluding that sexual harassment had not occurred in the course of employment where:

- The victim wrongly believed she was due at work and missed the transport to the site normally provided by the employer
- The victim accepted a lift from the perpetrator from the office to the site
- The harassment occurred in the perpetrator's car, after he informed the victim that she was not due to work that day
- The employer was not aware that the perpetrator had offered the lift.

The EAT held that:

- The perpetrator was not at work, carrying out work activities however, there was a **“sufficient nexus or connection with work such as to render it in the course of employment.”**
- Messages sent by the perpetrator to the victim the previous evening were indicative of a course of conduct
- There was a close connection between the perpetrator's job and the reason the victim was in his car as he had previously driven the claimant to a job
- Employer's knowledge or approval of the act was irrelevant.




The case was remitted to the ET for reconsideration.

## Did you know...

If your customer is insolvent, you may need to continue supplying it.



## How can Radius help?

			FIXED FEE <b>£4,950</b> +VAT
Review and revision of sales contract terms with protective provisions*	CIGA video team training.	Best practice contract management guide.	

\*Contract review for one contract only. the review is for CIGA protection and not a general review of all provisions.

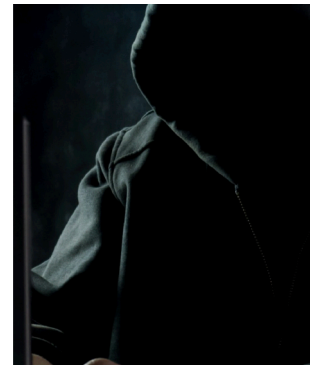
[LEARN MORE](#)

## The law



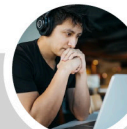
The Duty to Prevent Fraud offence came into force on 1 September 2025

The offence is introduced as part of the Economic Crime and Corporate Transparency Act 2023 (ECCTA).

Companies are liable if an employee or other ‘associated person’ commits fraud to benefit the organisation or to anyone that receives services from the company.



## The Radius Plan

		
Fraud prevention workshop and plan  (Includes pre-workshop consultations, workshop, and written plan with gap analysis)	Fraud preventions policies and contract term	Bespoke staff training video  (Includes unlimited global licence)
<b>£12,000</b> +VAT	<b>£6,000</b> +VAT	<b>£8,000</b> +VAT

[LEARN MORE](#)

## Cases, laws, decisions referred to in this Bulletin

1	<a href="#">DAZN Ltd v Coupang Corp [2025] EWCA Civ 1083</a>
2	Logix Aero Ireland Ltd v Siam Aero Repair Company Ltd [2025] EWHC 1283 (KB)
3	Farley and Others v. Paymaster (1836) Limited (trading as Equiniti) [2025] EWCA Civ 1117,
4	<a href="https://assets.publishing.service.gov.uk/media/68f905d40794bb80118bb7b2/make-work-pay-consultation-right-of-trade-unions-to-access-workplaces.pdf">https://assets.publishing.service.gov.uk/media/68f905d40794bb80118bb7b2/make-work-pay-consultation-right-of-trade-unions-to-access-workplaces.pdf</a>
5	<a href="https://assets.publishing.service.gov.uk/media/6909ba62c0dc8f12484175ef/Consultation_on_duty_to_inform_workers_of_their_right_to_join_a_trade_union.pdf">https://assets.publishing.service.gov.uk/media/6909ba62c0dc8f12484175ef/Consultation_on_duty_to_inform_workers_of_their_right_to_join_a_trade_union.pdf</a>
6	<a href="https://assets.publishing.service.gov.uk/media/68fa29fcba1f8c92fb5f942/consultation_enhanced_dismissal_protections_pregnant_women_new_mothers.pdf">https://assets.publishing.service.gov.uk/media/68fa29fcba1f8c92fb5f942/consultation_enhanced_dismissal_protections_pregnant_women_new_mothers.pdf</a>
7	<a href="https://assets.publishing.service.gov.uk/media/68f8d1d40794bb80118bb762/make-work-pay-consultation-on-leave-for-bereavement-including-pregnancy-loss.pdf">https://assets.publishing.service.gov.uk/media/68f8d1d40794bb80118bb762/make-work-pay-consultation-on-leave-for-bereavement-including-pregnancy-loss.pdf</a>
8	<a href="#">Section 17 of the Victims and Prisoners Act 2024</a>



### Are you an in-house lawyer?

Do you want to share ideas, make connections or get inspiration from other in-house lawyers?

If so – join our in-house lawyer LinkedIn group. [Register here](#), its free!

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#### Disclaimer

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