



ΚΥΠΡΙΑΚΗ ΔΗΜΟΚΡΑΤΙΑ



ΕΠΙΤΡΟΠΗ ΠΡΟΣΤΑΣΙΑΣ
ΤΟΥ ΑΝΤΑΓΩΝΙΣΜΟΥ

Decision CPC: 3/2019

Case Number: 8.13.018.33

**THE CONTROL OF CONCENTRATIONS BETWEEN ENTERPRISES LAW
No. 83(I)/2014**

**Notification of a concentration concerning the acquisition of the share capital of
Qualtrics International Inc. by SAP America, Inc., via Bucknell merger Subsidiary
Inc**

Commission for the Protection of Competition:

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| Mrs. Loukia Christodoulou | Chairperson |
| Mr. Andreas Karidis, | Member |
| Mr. Panayiotis Oustas, | Member |
| Mr. Aristos Aristidou Palouzas, | Member |
| Mr. Polinikis Panayiotis Charalambides | Member |

Date of decision: 14 January 2019

SUMMARY OF THE DECISION

On the 4th of December 2018, the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of SAP SE (hereafter “SAP”) a notification of a proposed concentration. The notification was filed according to Section 10 of the Control of Concentrations between Enterprises Law 83(I)/14 (hereinafter the “Law”).

The notification concerns the acquisition of the share capital of Qualtrics International Inc. (hereafter “Qualtrics” or the “Target”) by SAP America, Inc., through its wholly owned subsidiary, Bucknell merger Subsidiary Inc. (hereafter “Bucknell”).

SAP SE is the parent company of the SAP group of companies. The SAP group of companies is active in the application software sector for enterprises.

SAP America, Inc. belongs to SAP group of companies. It is a company duly registered according to the laws of the State of Delaware in the United States of America. Bucknell Merger Subsidiary Inc. belongs to SAP America, Inc., is also duly registered in accordance with the laws of the State of Delaware.

Qualtrics International Inc. is duly registered in accordance with the laws of the State of Delaware in the United States of America. This company operates in customer feedback management and is a platform used by organizations for the collection, management and data processing experience.

The transaction is based on the «Agreement and Merger Agreement» (hereafter the “Agreement”) between SAP America, Qualtrics (the Target), Bucknell (named at the Agreement as the «Merger Sub») and Shareholders Representatives Services LLC (named at the Agreement as the «Representative»). According to the agreement after the merge between Qualtrics and Bucknell only the former will survive and it will be 100% owned by SAP America, a subsidiary of SAP.

The Commission, taking into account the facts of the concentration, has concluded that this transaction constitutes a concentration within the meaning of section 6(1)(a)(ii) of the Law, since it leads to a permanent change of control of the Target.

Furthermore, based on the information contained in the notification, the Commission found that the criteria set by section 3(2)(a) of the Law were satisfied and therefore the notified transaction was of major importance under the Law.

The Commission, for the purposes of evaluating this concentration, defined the relevant product/service market as (a) the distribution of the business software Enterprise Application Software «EAS» and (b) the distribution of the Customer Feedback

Management (CFM) platform. For the purposes of the present case, the geographic market was defined as that of the Republic of Cyprus.

According with the undertaking concerned, this concentration does not lead to any horizontal overlap and there are no vertical relationships between the enterprises involved.

Considering the above, the Commission concludes that there is no affected market based on Annex I of the Law.

From the information in the notification, the Commission concluded that there is a neighboring relationship between the distribution of the business software Enterprise Application Software «EAS» and the distribution of the Customer Feedback Management (CFM) platform. The market shares of the enterprises in either relevant market do not exceed 25% and therefore, based on Annex I of the Law, there are no other markets which the notified concentration may have significant impact.

The Commission, on the basis of the factual and legal circumstances, unanimously decided that this concentration does not create or strengthen a dominant position as there is no affected market and therefore the concentration does not raise serious doubts as to its compatibility with the operation of the competition in the market.

Therefore, the Commission, acting in accordance with section 22 of the Law, unanimously decided not to oppose the notified concentration and declare it as being compatible with the operation of the competition in the market.

LOUKIA CHRISTODOULOU

Chairperson of the
Commission for the Protection of Competition