

THE CONTROL OF CONCENTRATIONS BETWEEN ENTERPRISES LAW

NO 83(1)/2014

Notification of a concentration concerning the acquisition of part of the share capital of Goodminton AG by Mars Incorporated

Commission for the Protection of Competition:

Mrs. Loukia Christodoulou	Chairperson
MR. Andreas Karydis	Member
Mr. Panayiotis Oustas	Member
Mr. Aristos Aristeidou Palouzas	Member
Mr. Polynikis Panayiotis Charalambides	Member

Date of Decision: 22nd of July 2019

SUMMARY OF THE DECISION

On 11/7/2019 the Commission for the Protection of Competition (hereinafter the "Commission") received on behalf of Mars Incorporated (hereinafter «Mars»), a notification of a proposed concentration.

The said notification involves the acquisition of part of the share capital of Goodminton AG (hereinafter the «Target») from Mars.

The enterprises involved in this transaction are the following:

- Mars Incorporated is a company duly registered under the laws of United States of America. Its main activities are carried out through its business departments Mars Petcare, Mars Wrigley Confectionery, Mars Food και Mars Edge and concern the production of chocolate, chewing gum, mint and fruit confectionery,

food, the supply of pet food supplies, and is active in the in health and human sciences by developing products on the basis of evidence.

- Goodminton AG is a company duly registered under the laws of Germany and through its companies Foodspring GmbH, Enduria GmbH και Abnehmen.net UG, is active in the field of natural, active and functional food products with a "premium & lifestyle" definition, by producing and marketing natural dietary products, dietary supplements and care products, in the supply of other consultancy services and supports websites related to diet.

The transaction is based on a Stock Sale and Purchase Agreement "Project Federball" (hereinafter the "Agreement"). Under the Agreement, Mars will acquire part of the share capital of the Target.

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) were satisfied and therefore the notified transaction was of major importance under the Law.

The Commission, for the purposes of evaluating this concentration, has defined the relevant market to be 1) health food and 2) chocolate confectionary. The territory of the Republic of Cyprus has been defined as a geographic market.

According to the enterprises involved, Mars is active in Cyprus in the relevant market of chocolate confectionary whereas the Target sales in Cyprus are health food products. Therefore there is no horizontal overlap in Cyprus in the transactions of the parties involved or /and a vertical or /and neighboring relationship.

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

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 acting in accordance with Article 22 of the Law, the Commission unanimously decides not to oppose the notified concentration and declares it compatible with the functioning of the competition in the market.

Loukia Christodoulou

Chairperson of the Commission for the Protection of Competition