



ΚΥΠΡΙΑΚΗ
ΔΗΜΟΚΡΑΤΙΑ



Decision CPC: 27/2019

Case Number 8.13.019.18

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

**Notification of a concentration concerning the acquisition of part of the share
capital of NMT Holding B.V. by Stena Logistics Holding A.B.**

Commission for the Protection of Competition:

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

Date of decision: 22/4/2019

SUMMARY OF THE DECISION

On 13/3/2019, the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of Stena Logistics Holding A.B., (hereinafter «Stena») and Fridi B.V. (hereinafter «Fridi»), 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”) and it concerns the acquisition of a part of the share capital of NMT Holding B.V. (hereinafter the “Target” or “NMT”), by Stena. The remaining part of the share capital of the Target will remain under Fridi.

Stena is a private limited liability company, duly registered under the laws of Sweden. This company is part of the Stena Sphere Group, which is active in the operation of ships, in offshore drilling, shipping, real estate, finance, etc.

NMT is a private limited liability company duly registered under the laws of the Netherlands. This company belongs to Fridi and operates in maritime freight and shipping services and B.V. The remaining share capital of NMT after the transaction will continue be held by Fridi.

Fridi is a company duly registered under the laws of the Netherlands. This company operates in the sector of financial holdings.

The transaction is based on a Sale and Purchase Agreement dated 11/3/2019, (hereinafter the "SPA") between Fridi and Stena. According to the SPA, Stena will acquire part of the share capital of NMT. The remaining share capital of NMT will remain under the ownership of Fridi. The relationship of the shareholders of NMT, i.e. Stena and Fridi is determined, under the provisions of a Shareholder's Agreement dated 11/3/2019 between Fridi, Stena and NMT.

The Commission, taking into account the appointments of the Board of Directors and the decision-making process as well as the rights of the Advisory Board, concluded that the Target Company will be jointly controlled by Stena and Fridi. The Commission also examined the functional autonomy of NMT and more specifically, the resources of NMT to operate independently in the market, its operation on a permanent basis and as to whether the activities of NMT include more than one specific function comparing with the founding companies, i.e., Stena and Fridi.

Taking into account the above mentioned facts, the Commission concluded that the transaction in question constitutes a concentration within the meaning of Article 6(1) (b) of the Law, since NMT, will be jointly controlled by Stena and Fridi, fulfilling on a lasting basis all the functions of an autonomous economic entity.

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 markets as: i) the market for sea freight forwarding services and the ii) market of ownership and provision of charter ship services.

According with the undertaking concerned, this concentration does not lead to any horizontal overlap, vertical integration or combination thereof in Cyprus and hence, the concentration will not affect the Cypriot market and its competitive environment.

Considering the above, the Commission concludes 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 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 competition in the market.

Loukia Christodoulou

Chairperson of the Commission for the Protection of Competition