



Decision CPC: 51/2021

Case Number: 08.05.001.021.042

THE CONTROL OF CONCENTRATIONS BETWEEN ENTERPRISES LAW

No. 83(I)/2014

Notification of concentration concerning the acquisition of the share capital of Starcin

Topco S.à r.l., Starcin Invest S.C.A., Starcin GP Invest S.à r.l. by Compagnie de Saint-Gobain

SA

Commission for the Protection of Competition:

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: 26 July 2021

SUMMARY OF DECISION

On 08/07/2021, the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of Compagnie de Saint-Gobain SA (hereinafter the “Saint-Gobain” or “Buyer”), 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 a concentration, according to which, Buyer will acquire 100% of the share capital of Starcin Topco S.à r.l. (hereinafter the “Starcin Topco” or “Target 1”), Starcin Invest S.C.A. (hereinafter the “Starcin Invest” or “Target 2”), and Starcin GP Invest S.à r.l. (hereinafter the “Starcin GP” or “Target 3”), which collectively will be called “Chryso” or the “Target”.

Companies participating at this merger are the following:

1. Compagnie de Saint-Gobain SA is a company duly registered in accordance with the laws of France and operates in the construction field. Specifically, company's operations can be separated in five sectors: (i) innovative materials, (ii) construction materials, (iii) distribution of building materials, (iv) glass and (v) tubes.
2. Target companies of the concentration are Starcin Topco S.à r.l., Starcin Invest S.C.A., Starcin GP Invest S.à r.l. (which collectively will be called "Chryso"). All companies are duly registered under the laws of Luxembourg. Chryso is a specialized chemical company with main operations the design, production, marketing and distribution of chemical solutions used in the construction sector.

The notified merger takes place on the basis of a Share Purchase Agreement dated 29 June 2021, between Starcin Luxembourg SRL and certain funds under the management of Cinven Capital Management (VI) General Partner Limited (hereinafter referred to as the "Sellers") who maintain the 100% of Chryso and Compagnie de Saint-Gobain SA (hereinafter referred to as the "Agreement").

Upon completion of the Transaction, the Buyer will indirectly acquire 100% of the shares 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 Company.

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 concentration was of major importance falling within the scope of the Law.

The relevant product/services and geographic market in this case was defined as a) supply of chemical admixtures for concrete and (b) supply of chemical cement additives in the territory of the Republic of Cyprus.

According to the notification, the Buyer is not active in the market for the supply of concrete admixtures or the market for the supply of chemical additives for cement. Therefore, the proposed transaction does not lead to any horizontal overlap in relation to this product market.

As stated in the notification, there is no horizontal overlap or vertical relation between the activities of the participants in the concentration, in Cyprus.

In addition, the Commission concluded that there are no other markets where the notified concentration is likely to have a significant impact, under the provisions 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, 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