



Decision CPC: 8/2019

Case number: 8.13.019.03

**THE CONTROL OF CONCENTRATIONS BETWEEN ENTERPRISES LAW  
NO 83(1)/2014**

**Notification of a concentration concerning the acquisition of the share capital  
of Formica Group by Broadview Holding BV**

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: 5 February 2019

**SUMMARY OF THE DECISION**

On 10/1/2019 the Commission for the Protection of Competition (hereinafter the "Commission") received on behalf of Broadview Holding B.V. (hereinafter «Broadview»), a notification of a proposed concentration.

The said notification involves the acquisition of 100% of the share capital of Formica Holdings USA, Inc., Formica Holdco (UK) Limited and Formica (ASIA) Limited (hereinafter «Formica Group») from Broadview.

The enterprises involved in this transaction are the following:

- The target companies in the merger are a) Formica Holdings USA, Inc., a company duly registered under the laws of Delaware USA, b) Formica Holdco (UK) Limited, a company duly registered under the laws of England and Wales και

c) Formica (ASIA) Limited, a company duly registered under the laws of Hong Kong. Formica Group is active in the design, manufacturing, distribution and sale of decorative high pressure laminates (hereinafter «HPL») and continuous pressure laminates (hereinafter «CPL»), including doors and HPL elements.

- Broadview Holding B.V. is a limited liability company duly registered under the laws of the Netherlands. This company is a holding company indirectly controlled by an international company, Hal Trust. Hal Trust is an international holding company that aims to acquire significant stake in companies and to increase long term value of their shares. The activities of Hal Trust are not confined to specific industries and include a wide range of industries, most of which are located in North America and Western Europe.

The transaction is based on a Share Purchase Agreement (hereinafter the “Agreement”) between Broadview as the Buyer, Fletcher Buildings Holdings Ltd as the seller and the companies a) Formica Holdings USA Inc., b) Formica Holdco (UK) Limited and c) Formica (ASIA) Limited, as the target enterprises. Under the Agreement, Broadview will acquire all of the share capital of Formica Group.

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 concluded that the market of laminates, (HPL / CPL) is defined as a relevant product / service market. The territory of the Republic of Cyprus has been defined as a geographic market.

According to the enterprises involved, Hal Trust is active in Cyprus in the relevant market through Arpa Industriale S.p.A., Trespa International B.V. και Westag & Getalit Aktiengesellschaft. Formica Group is also active in Cyprus in the relevant market. Hal Trust’s market share is estimated by the enterprises involved to be 0-5%, while the market share of Formica Group is estimated at (0-5%). After the transaction is completed, due to the horizontal overlap on the relevant market, the combined market share of the participating undertakings will be 0-5%.

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