



Decision CPC: 37/2021

Case Number: 08.05.001.021.024

THE CONTROL OF CONCENTRATIONS BETWEEN ENTERPRISES LAW

No. 83(I)/2014

Notification of a concentration concerning the acquisition of the share capital of Vivera Topholding B.V., by JBS S.A., via Plantera Holdings B.V.

Commission for the Protection of Competition:

Mrs. Loukia Christodoulou,	Chairperson
Mr. Panayiotis Ousta	Member
Mr. Aristos Aristeidou Palouzas	Member
Mr. Polynikis-Panagiotis Charalambides	Member
Mr. Andreas Karydis	Member

Date of Decision: 10th of June 2021

SUMMARY OF THE DECISION

On 28/04/2021, the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of JBS S.A. (hereinafter “JBS”) 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, JBS will acquire the share capital of Vivera Topholding B.V. (hereinafter “Vivera”) via Plantera Holdings B.V. (hereinafter “Plantera”).

1. JBS is a duly registered company in accordance with the laws of the Federal Republic of Brazil. JBS is active in the production of beef products, raw and processed chicken and pork products, skins and other parts of beef, as well as ready meals. It is also active in the sector of biodiesel, collagen, natural

casings for cold cuts, hygiene and cleaning, metal packaging, transportation and solid waste management solutions.

Plantera Holdings B.V. is indirectly controlled by JBS. It was created as a holding company in order to acquire Vivera.

2. Vivera is a duly registered company in accordance with the laws of the Netherlands. It is active in the production of plant-based food products (e.g. vegetable burgers and nuggets and other tofu based SKU).

Vivera has the following subsidiaries:

- Vivera Acquisition B.V., a private limited liability company, registered in accordance with the laws of the Netherlands. It is a financial holding company, which is active in the operation and management of its holdings and its subsidiaries.
- Vivera Vastgoed B.V., a private limited liability company, registered in accordance with the laws of the Netherlands. Its activity is the holding of the real estate of the Target's Group.
- Vivera B.V., a private limited liability company, registered in accordance with the laws of the Netherlands. It is active in the production, packaging and delivery of products to customers.
- Culifrost B.V. deals with the production, final processing and production of incomplete products for the Target. This company, Vivera Holding B.V. and Vivera Support B.V. have been merged into Vivera B.V., in the context of an internal restructuring within the Vivera Group.
- Dutch Tofu Company B.V. is a private limited liability company, registered in accordance with the laws of the Netherlands. It deals with the production of SKU (based on tofu).

Altogether the above companies referred as the "Target".

The concentration is based on a Share Purchase Agreement dated 15/04/2021 (hereinafter the "Agreement") between Gilde IV Management B.V., GildeBuy-Out Fund IV Cooperatief UA, Lakema B.V., Vivera Manco B.V. and Mila B.V. as the Sellers and JBS S.A. as the Buyer. Based on this Agreement, JBS will directly

acquire all the shares of Vivera and indirectly all the shares of Vivera Acquisition B.V., Vivera Vastgoed B.V., Vivera B.V. and Dutch Tofu Company B.V..

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 market in this case were defined as the market of the distribution of a) meat substitutes and meat alternatives and (b) packaged chicken. For the purposes of the present case, the geographic market was defined as that of the territory of the Republic of Cyprus for the above said relevant product markets.

Based on the notification, JBS does not offer the same products as the Target company in the Cyprus market, therefore there is no horizontal or vertical relationship between the activities of the parties.

However, according to the data of the concentration, the Buyer and the Target can potentially offer their products to the same clients. Consequently, there is a neighboring relationship in the activities of the parties in the aforementioned relevant markets.

The Commission noted that there is no an affected market according to Annex I of the Law, regarding the neighboring relationship of the activities of the participating companies in Cyprus, due to the fact that the individual or combined market shares of the parties share in the relevant markets is less than 25%.

The Commission, on the basis of the factual and legal circumstances, unanimously decided that this concentration does not create or strengthen a dominant position in the 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