



Decision CPC: 49/2022

Case Number: 08.05.001.022.039

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

**Notification of concentration concerning the acquisition of share capital of  
Fameline Technologies Group Ltd from FTG Professional Services Ltd**

Commission for the Protection of Competition:

Mrs. Loukia Christodoulou	Chairperson
Mr. Panayiotis Oustas,	Member
Mr. Aristos Aristidou Palouzas,	Member

Date of decision: 1<sup>st</sup> August 2022

**SUMMARY OF DECISION**

On the 13<sup>th</sup> of July 2022 the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of FTG Professional Services Ltd 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 FTG Professional Services Ltd (hereinafter the “FTG”), intends to acquire the 47,5% of the share capital of Fameline Technologies Group Limited (hereinafter “Fameline Technologies”). The remaining 52,5% will remain to the existing shareholder, Fameline Holdings Group Ltd (hereinafter “Fameline Holdings”). Fameline Technologies, upon completion of the transaction, represents a vehicle company that will own part of the Fameline Holdings portfolio and Mariapps Cyprus portfolio. In

particular, Fameline Technologies will acquire 70% of the share capital of the company One Net Group Ltd together with its subsidiaries (hereinafter "One Net Group") and 100% of the share capital of the companies World-Link Maritime Cyprus Comms Ltd, WL Comms DMCC, World-Link Comms Inc and TelAccount Overseas Ltd (hereinafter "World-Link Group"), which are subsidiaries of Mariapps Cyprus.

Companies participating at this merger are the following:

1. [.....] is a company duly registered under the laws of the Republic of Cyprus and is a technology company, which focuses on providing customized applications and software for shipping businesses. [.....]'s digital solutions cover all aspects of the shipping industry and related processes related to ship ownership, ship management, trade, fleet performance, procurement, financing, port service, onboard catering, safety, environmental compliance, electronic logbooks, and many other activities that support the success of shipping businesses. [.....] belongs to [.....].
2. Fameline Holdings Group Ltd is a company duly registered under the laws of the Republic of Cyprus. Fameline Holdings is a Group of companies that operates in the shipping, industrial and oil and gas sectors. The Group's commercial activities include the supply of marine equipment and spare parts, the supply of lubricants and fuels, satellite communications services and a range of technical services.
3. Fameline Technologies Group Ltd is a company duly registered under the laws of the Republic of Cyprus. Fameline Technologies was established for the purposes of the proposed merger, has not carried out any business activities and is owned by Fameline Holdings Group Ltd.

Fameline Technologies upon completion of the transaction will own part of the portfolio of Fameline Holdings and Mariapps Cyprus. In particular, Fameline Technologies will acquire 70% of One Net Group's share capital and 100% of World-Link Group's share capital.

4. One Net Group is a Group of companies within the Fameline Holdings Group, which is mainly active in the satellite communications and technology sector with specialized solutions for shipping.
5. The World-Link Group belongs to Mariapps Cyprus and consists the companies World-Link Maritime Cyprus Comms Ltd, WL Comms DMCC, World-Link Comms and TelAccount Overseas Ltd. Above mentioned

companies are active in the maritime satellite communications market and in the technology sector with specialized solutions for shipping, i.e. in the same market as the One Net Group companies.

The concentration under consideration is being carried out on the basis of (1) the Consortium Shareholders' Agreement, (2) the Share Sale and Purchase Agreement and (3) the Share Sale and Purchase Agreement in the capital of World-Link Maritime Communications Limited, WL Communications DMCC and World-Link Communications Inc.

The Joint Venture Shareholders' Agreement has been created between Faneline Holding Group Limited, [.....], FTG Professional Services Ltd and Faneline Technologies Group Limited. Under the said Agreement, Faneline Holdings and FTG will acquire 52.5% and 47.5% respectively of the equity capital of Faneline Technologies. At the same time, Faneline Technologies will acquire from Faneline Holdings and Mariapps Cyprus part of the portfolio of One Net Group and World-Link Group.

The Agreement for the Sale and Purchase of Shares in the Capital of One Net Group Limited (hereinafter the "SPA ONE NET Group Limited"), concerns the capital of One Net Group Limited, which was agreed by and between Faneline Holding Group Limited, as the Seller and Faneline Technologies Group Limited, as the Buyer. Further, as per Agreement's provisions, Faneline Technologies will issue and distribute Subscription Shares to Faneline Holdings, which will represent 52.5% of the share capital of Faneline Technologies.

Based on the Sale and Purchase Agreement of Shares in the capital of World-Link Maritime Communications Limited, WL Communications DMCC and World-Link Communications Inc., Faneline Technologies will acquire the share capital of Mariapps Cyprus in the companies World-Link Maritime Communications Limited, WL Communications DMCC and World-Link Communications Inc.. Further, according to clause 3.1 of the above Agreement, Faneline Technologies will issue and distribute Subscription Shares to FTG, which will correspond to 47.5% of the share capital of Faneline Technologies.

The Commission noted the provisions of article 7 of the Law which states that two or more legal acts constitute a single concentration if the result of said acts is the

acquisition, direct or indirect control over the activities of one or more other companies.

The Commission considers that the above agreements are interrelated acts which lead to joint control of the activities of One Net Group and World-Link Group.

The notifiable companies consider that Fameline Holdings and FTG will jointly control the Joint Venture.

The Commission, considering the facts of the concentration, has concluded that this transaction constitutes a concentration within the meaning of section 6(1)(α)(ii) of the Law, since it leads to a permanent change of joint control of Fameline Technologies by Fameline Holdings and FTG.

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 Commission has concluded that for the purposes of evaluating this concentration, the relevant product/service market is the market for the provision of satellite communication services through a two-way satellite connection (two-way satellite services) in the maritime sector.

In addition, the Commission concluded that the geographical market for the relevant markets in question is that of the territory of the Republic of Cyprus.

The Commission identifies that in the above-mentioned concentration there is a horizontal relationship between One Net Group (owned by Fameline Holdings) and World-Link Group (owned by Mariapps Cyprus), as the participating companies through Fameline Technologies will operate in the same market. Based on data provided by the participating companies, their combined market share in the provision of satellite communication services via two-way satellite connection (two-way satellite services) in the shipping sector does not exceed 15%. Therefore, Commission concludes that no affected market created.

The concentration does not raise any vertical relationships between the activities of involved parties, within the Republic of Cyprus.

Taking into account the above, the Commission concludes that in this concentration no affected market is created based on Annex I of the Law. In addition, there are no other markets in which the notified concentration may have a significant effect.

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