



Decision CPC: 65/2022

Case Number: 08.05.001.022.049

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

**Notification of concentration concerning the acquisition of Columbia Marlow
Holding Ltd from Scholler Group via Ferrum Marine Company Ltd**

Commission for the Protection of Competition:

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

Date of decision: 22 September 2022

SUMMARY OF DECISION

On the 24th of August 2022 the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of Scholler Group, 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 Ferrum Marine Company Ltd (hereinafter the “Ferrum”) on behalf of Scholler Group intends to acquire Columbia Marlow Holding Ltd (hereinafter the “CMHL” or “Target”) as well as the companies transferred to CMHL from the Schoeller Group in 2017 and jointly controlled by the Schoeller Group and the Marlow Group.

Companies participating at this merger are the following:

1. Ferrum is a company duly registered under the laws of the Marshall Islands, owned by the Schoeller Group, with only operation the holding of shares in Columbia Marlow Holding Ltd.

Schoeller Group offers a number of services related to the shipping sector worldwide, where its activities are focused on the field of ship-management and other related shipping services. Schoeller Group is a global provider of maritime services, specializing in the provision of all ship management services and in particular staffing management services and technical management services for third-party maritime assets. At the same time, is active in the ship-ownership sector as a ship owner, including container vessels, multipurpose vessels, product carriers and chemical tankers. Schoeller Group is also active in other sectors, which are not related to the shipping sector, such as restaurants and hotels.

2. CMHL is a company duly registered under the laws of the Republic of Cyprus and acts through its subsidiary companies in the field of ship-management worldwide. CMHL has subsidiaries that are global maritime service providers, specializing in the provision of all ship management services and in particular crew management services and technical management services of third-party maritime assets. CMHL was created through the merger of the ship-management activities of the Marlow Group and the Schoeller Group in 2017. Target consists mainly of ship-management activities granted to CMHL by the Schoeller Group as a result of the merger deed in 2017. It is noted that the companies of Columbia Marlow Holding Ltd that will be transferred to the Marlow Group are excluded from the Target Company in this transaction.

This notification concerns a merger that shall take place on the basis of Merger Termination Agreement (MTA) dated 25th of June 2022 where CMHL will be acquired by the Schoeller Group, through Ferrum, with the cancellation of the previous contract.

The Proposed Demerger can be divided according to the participating companies into two stages:

- I. The Schoeller Group's acquisition of sole control of CMHL and the companies transferred to CMHL from the Schoeller Group in 2017 (the "Proposed Transaction"). It is noted that since 2017, the companies in

question were jointly controlled by the Schoeller Group and the Marlow Group.

- II. The transfer and acquisition by the Marlow Group, through Marship, of sole control of the companies granted to CMHL by the Marlow Group in 2017. Based on the information in the notification, this part of the Proposed Demerger is not a notifiable concentration.

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 control of the Target by Schoeller Group, via Ferrum.

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 ship-management services market, which is divided into three distinct sub-markets namely: (a) crew management, (b) technical management and (c) commercial management.

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.

According to the data of the notification, only Target is active in the distribution of stairlifts within the Republic of Cyprus.

Based on the information in the notification, there is no horizontal overlap or vertical relationship in the activities of the participating companies. In addition, no other markets arise which could be significantly affected by the notified concentration.

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