

THE CONTROL OF CONCENTRATIONS
BETWEEN ENTERPRISES LAWS 1999 TO 2000

**Notification of concentration regarding the acquisition of share capital
of Tolexis International Ltd by Group DF Holdings Ltd**

Commission for the Protection of Competition:

Mrs. Loukia Christodoulou,	Chairperson
Mrs. Eleni Karaoli,	Member
Mr. Andreas Karides,	Member
Mr. Charis Pastellis,	Member
Mr. Christos Tsingis	Member

Date of decision: 25 November 2013

SUMMARY OF THE DECISION

On 16 October 2013, the Commission for the Protection of Competition (hereinafter the «Commission») received notification of a proposed concentration by Group DF Holdings Ltd (hereinafter «GDF», in accordance with section 13 of the Control of Concentrations between Enterprises Law (Number 22(I)/99) (hereinafter the «Law»). The notification concerns the acquisition of share capital of Tolexis International Ltd (hereinafter «Tolexis» by GDF.

Group DF Holdings Ltd is a company duly registered under the laws of Cyprus and is a holding company. This company is a member of Group DF, which is active mainly in fertilizers, titanium, gas distribution and banking. Group DF is, also, active in agribusiness, media, sodium carbonate, development of energy infrastructure and real estate.

Tolexis International Ltd is a company duly registered under the laws of Cyprus and is the parent company of Tolexis Group. This Group is active in marketing / distribution of various chemical and mineral products (mainly titanium dioxide, fertilizers, titanium minerals and titanium metal products).

This transaction is based on a Share Subscription Agreement (hereinafter the «Agreement»), dated 15 October 2013, between GDF and Tolexis. According to the said Agreement, GDF will acquire 100% of the newly issued shares of Tolexis. After the acquisition of this share capital, GDF will own 90% of the total issued share capital of Tolexis.

The Commission, taking into account the above facts and events concerning this concentration has concluded that this transaction constitutes a concentration within the meaning of section 4 (1) (b) of the Law, since it results in the acquisition of sole control of Tolexis by GDF.

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 under the Law. According to the notification, the aggregate turnover achieved by DF Group and Tolexis for the year 2012, exceeded, in relation to each one of them, 3.417.203 euro. In addition, only DF Group engages in commercial activities within the Republic of Cyprus and its aggregate turnover for the year 2012 exceeded 3.417.203 euro.

DF Group is active in the production and distribution of fertilizer and titanium, gas distribution and banking.

Tolexis Group is active in the marketing / distribution of various chemical and mineral products (mainly titanium dioxide, fertilizers, titanium minerals and titanium metal products).

The Commission for purposes of evaluating this concentration considered the relevant product/service market to be: 1) the production of various chemical and mineral products e.g. fertilizers, titanium and 2) the distribution of various chemical and mineral products. The geographical market in this case was defined as global.

In the present case, only one of the participating companies is active in the relevant markets within the Republic of Cyprus, namely DF Group. Therefore, the concentration does not create any affected markets as determined in Annex I of the Law.

The Commission, on the basis of the factual and legal circumstances, applying the relevant provisions of the Law and taking into consideration the report of the Service, 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 competitive market.

Therefore, the Commission, acting in accordance with section 18 of the Law, unanimously decided not to oppose the notified concentration and declare it as being compatible with the requirements of the competitive market.

Mrs. Loukia Christodoulou
Chairperson of the Commission for the Protection of Competition