



**ΚΥΠΡΙΑΚΗ
ΔΗΜΟΚΡΑΤΙΑ**



**ΕΠΙΤΡΟΠΗ ΠΡΟΣΤΑΣΙΑΣ
ΤΟΥ ΑΝΤΑΓΩΝΙΣΜΟΥ**

Decision CPC: 05/2023

Case Number: 08.05.001.022.065

THE CONTROL OF CONCENTRATIONS BETWEEN ENTERPRISES LAW

No. 83(I)/2014

**Notification of concentration concerning the acquisition of share capital of
Emma Healthcare Holding Limited from LetterOne Investment Holdings S.A.
(Lux), via L1 Health GP S.a r.l.**

Commission for the Protection of Competition:

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| Mrs Loukia Christodoulou | Chairperson |
| Mr. Aristos Aristidou Palouzas, | Member |
| Mr. Andreas Karidis, | Member |
| Mr. Panayiotis Oustas, | Member |
| Mr. Polinikis Panayiotis Charalambides | Member |

Date of decision: 25 January 2023

SUMMARY OF DECISION

On the 30th of December 2022 the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of LetterOne Investment Holdings S.A. (Lux) 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 LetterOne Investment Holdings S.A. (Lux) (hereinafter the “LetterOne Investment Holdings”) via L1 Health GP S.a r.l. (hereinafter the “L1 Health (Lux)”) intends to acquire the share capital of Emma Healthcare Holding Limited (hereinafter the “EHHL” or “Target”).

Companies participating at this merger are the following:

1. L1 Health GP S.a r.l. is a limited liability company duly registered under the laws of Luxembourg and is a part of carriers of L1 Health business department of LetterOne Investment Holdings S.A. (Lux).
2. LetterOne Investment Holdings S.A. (Lux) is a private investment holding company based in Luxembourg. LetterOne Investment Holdings invests in the telecommunications and technology sectors through L1 Technology, the healthcare sector through L1 Health and the retail sector through L1 Retail. The LetterOne Investment Holdings group, through the L1 Retail group, controls the Holland & Barrett company which is a franchise of health food stores based in the United Kingdom.

LetterOne Investment Holdings indirectly owns, through L1 Health (Lux), some shares of EEHL. In October 2021, L1 Health (Lux) together with collective investment organizations (funds), managed by the Blantyre Capital Limited group ended up having joint control of EEHL.

3. Emma Healthcare Holding Limited is a company duly registered under the laws of the Republic of Cyprus and is the owner of the two following companies, Remedica and Sun Wave.

Remedica is a pharmaceutical company and consists of Remedica Ltd and its group companies, namely Remedica Holdings Ltd and Remedica International FZ LLC (Dubai) (together hereinafter "Remedica") and specializes in the development, production and sale high quality, safe and effective pharmaceutical products for humans.

Sun Wave Pharma is a rapidly growing alternative medicine company, that develops and trades nutraceuticals and over-the-counter products. At the same time conducts post marketing studies and researches with focus on the product's symptom relief benefits.

The notification regarding this concertation shall take place on the basis of Share Sale and Purchase Agreement, dated 16 December 2022, by and between L1 Health GP S.a r.l., acting as the Buyer and [.....], as the Sellers.

According to the details of the notification and based on the agreement, L1 Health (Lux), will acquire a certain percentage of EHHL share capital and sole control over Target since already owns equity in the Target. With the implementation of this transaction, L1 Health (Lux) will be the owner of certain percentage of the share capital of EHHL and, indirectly, the entire portfolio of its subsidiary companies. Eventually, LetterOne Investment Holdings will acquire indirectly, through L1 Health (Lux), sole control of the Target.

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 LetterOne Investment Holdings, via L1 Health (Lux).

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 markets are defined as (a) the supply of generic prescription pharmaceuticals and (b) the supply of over-the-counter generic pharmaceuticals. Any further separation does not change the outcome of the concentration assessment.

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 concentration does not raise any horizontal overlaps and/or vertical relationships between the activities of the participating companies.

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