



Decision CPC: 64/2022

Case Number: 08.05.001.022.047

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

**Notification of concentration regarding the acquisition of the Fastmarkets activity of Euromoney Institutional Investor PLC by Astorg VIII, SCSp.**

Commission for the Protection of Competition:

Mrs. Loukia Christodoulou                      Chairperson

Mr. Panayiotis Ousta                              Member

Mr. Aristos Aristeidou Palouzas              Member

Date of Decision: 22<sup>nd</sup> of September 2022

**SUMMARY OF THE DECISION**

On 08/08/2022, the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of Fund Astorg VIII, SCSp, 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 Astorg Fund VIII, SCSp, acting through A8 Invest 4 TF s.à r.l., will acquire the Fastmarkets activity of Euromoney Institutional Investor PLC (hereinafter “Euromoney”).

It is noted that the notification was also co-submitted by Funds managed by Epiris GP Ltd & Epiris GP III Ltd, which acting through Epiris Nominee Limited, will acquire the remaining activities of Euromoney, which are in the financial and professional services sector (Financial & Professional Services – “FPS”) and Asset Management.

The companies participating in this merger are the following:

- Astorg Fund VIII, SCSp (hereinafter “Astorg Fund VIII”) is a special limited partnership (société en commandite spéciale), duly registered under the laws of Luxembourg, managed by Astorg Asset Management S.à.r.l (hereinafter “AAM”), a management company approved as an AIFM (Alternative Investment Fund Manager) by the CSSF of Luxembourg as a regulatory authority, which AAM is controlled by Astorg Group S.à.r.l..

Astorg Group S.à.r.l. together with all related entities, Astorg Fund VIII and the other Funds managed by AAM will hereinafter be collectively referred to as the “Astorg Group”.

According to the notification, Astorg Group is a European private equity firm with assets under management. The Group works with entrepreneurs and management teams to acquire market-leading global companies based in Europe or the US, providing them with strategic guidance, governance and the capital they need to achieve their growth plans. The Astorg Group has industry expertise in healthcare, software, technology, business-to-business professional services and technology-based industrial companies and maintains offices in London, Paris, New York, Frankfurt, Milan and Luxembourg.

A8 Invest 4 TF s.à r.l., through which the transaction will be carried out, is a private limited liability company duly registered under the laws of Luxembourg and is a member of the Astorg Group. It is a purely investment vehicle and has no operational activities.

- Euromoney is a public company listed on the London Stock Exchange and is a global business-to-business (B2B) information services company. Its business is primarily subscription-based, selling high-value proprietary data, information, research, analysis and news. It also organizes events and provides marketing services, with clients in more than 160 countries. It operates through three divisions: (a) Fastmarkets (formerly “Pricing”), (b) Financial & Professional Services and (c) Asset Management.

The Fastmarkets segment (the “Target Business”) provides benchmarks and price analysis of key products used by customers in their business processes

and workflows. This division's activities include, but are not limited to, providing value across the supply chain, from the creation of the primary product to recycling in the metals and mining, forestry and agriculture markets.

The notified concentration is carried out in two stages, which will be completed on the basis of various agreements ("Joint Venture Agreement", "Equity Subscription Letter", "Partnership Agreement", "Lithium Transaction Roadmap", "Separation Equity Memorandum"), dated 18 July 2022.

The first stage concerns the acquisition of Euromoney, on the one hand [.....] % from Astorg Group and on the other hand [.....] % from Funds managed by Epiris GP Limited and Epiris GP III Ltd and [.....] % by Ares Management Corporation (hereinafter the "Ares"), three private equity firms through a joint venture. During the second stage, a separation of the Fastmarkets activities from the rest of Euromoney's business units will be carried out, through which the Astorg Group will acquire exclusive control of the business in question (hereinafter the "Fastmarkets Separation").

According to the details of the notification, during the 1<sup>st</sup> Stage, the delisting of Euromoney will be carried out, over which the Astorg Group will exercise joint control with Epiris for a short period of time and its existing owners will no longer have any control over of this one.

Upon completion of Stage 1 and once the Fastmarkets Demerger is implemented, Euromoney will be operated and owned as two separate entities; the Fastmarkets business (Lithium business) will be owned and controlled by the Astorg Group, independently of the rest of the business of Euromoney.

The Commission noted the 2<sup>nd</sup> stage, i.e. the Fastmarkets Separation, was agreed between the buyers in a legally binding manner with the above mentioned agreements. In addition, the distribution of the acquired assets will take place within a short period of time, an indicative total duration of 12 months.

Therefore, in light of the provisions of the Codified Notice, the Commission has concluded that the second and final stage of the merger will be considered as the first stage does not result in a permanent structural change of control.

The Commission, taking into account the facts and events of the transaction in question and having evaluated the terms of the above transactions based on the concept of concentration, as defined in the said article of the Law, and drawing guidance from the provisions of Codified Notice, concludes that the transaction under consideration will result in two different concentrations within the meaning of Article 6(1)(a)(ii) of the Law, which meet the concept of concentration and will bring about a change of control on a permanent basis of Euromoney, as follows::

- i. Sole control of the Fastmarkets business will be acquired by the Astorg Group, as long as it results in a permanent change of control of the Target Company, from the sole control of its existing shareholders to the sole control of the Astorg Group, and
- ii. The sole control of the remaining parts of Euromoney will be acquired by Epiris as it will result in a permanent change of control over the said parts, from the sole control of the existing shareholders to the sole control of Epiris.

Regarding the acquisition of exclusive control of the Fastmarkets business by the Astorg Group, the total worldwide turnover of the products involved exceeds €3,500,000, each. In particular, the total consolidated turnover of the Astorg Group for the financial year 2021 amounted to around €[.....] and the turnover of Fastmarkets for 2021, according to Annex 11 of the notification, exceeded the amount of €[..... .. .]

Both Astorg Group and Fastmarkets operate in the territory of the Republic of Cyprus. The turnover in Cyprus for the financial year 2021 of the Astorg Group amounted to approximately €[.....] and resulted from activities of the Group's portfolio companies.

The turnover of the Fastmarkets activity in Cyprus in 2021 amounted to approximately €[.....] through activities related to the sale of [.....] in relation to its areas of expertise.

Taking into account the above elements, the Commission concludes that the concentration in question meets the conditions of article 3(2)(a) of the Law and therefore, constitutes a concentration of major importance.

It is clarified that the transaction concerning the acquisition of the exclusive control of the other two divisions of Euromoney by Epiris, despite the fact that the total turnover of the companies involved exceeds €3,500,000 for each one and both operate in its territory Republic of Cyprus, however, their turnover in Cyprus for the financial year 2021 totaled €[.....], which is much lower than the amount of €3.5 million provided by Article 3 (2)(a)(iii) of the Law as the minimum threshold for the proposed operation to constitute a major concentration. The specific transaction does not meet the conditions of article 3(2)(a) of the Law, therefore, it does not constitute a concentration of major importance and it cannot be examined further.

The relevant product/services market in this case were defined as the financial information market, and in particular, the supply of financial data, analyses and trading capabilities regarding to (i) sales and trading and (ii) research and asset management in the sectors of metal and mining industry, agricultural and forestry products. In addition, the Commission concluded that the geographical market for all the abovementioned relevant markets, is defined, as that of the territory of the Republic of Cyprus.

Considering the possibility of the creation of affected markets, the Commission notes that the turnover carried out in Cyprus by Astorg Group companies within the year 2021 does not include activities related to the relevant market for providing financial information in the sub-markets (i) sales and transactions and (ii) research and asset management, in the metal and mining industry, agricultural and forest products sectors.

As regards the Target Company, in 2021 it achieved a turnover in Cyprus of approximately €[.....] which resulted from activities in the “Sales & Trading” and “Research and Asset Management” sectors.

Therefore, in Cyprus there is no horizontal overlap between the activities of the participating companies.

With regard to the services provided by Euromoney [.....], according to clarifications provided by the parties, Fastmarkets is not the division of Euromoney that provides services to the company in question, while none of the services provided by Euromoney [ .....] does not concern Cyprus. As the participants further stated, it is extremely unlikely that Euromoney [.....] will ever become a customer of Fastmarkets or agents of Fastmarkets [.....].

The Commission concluded that none of the services provided by Target is used by the companies controlled by the buyer in Cyprus. Therefore, there is no a vertical relationship between the activities of parties involved in the concentration in 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