

**THE CONTROL OF CONCENTRATIONS
BETWEEN ENTERPRISES LAWS 1999 TO 2000**

**Notification of a concentration regarding the acquisition of the share capital of
Skrill Group Ltd by CVC Partners SICAV-FIS S.A., through its subsidiary Sentinel
Bidco Ltd**

Commission for the Protection of Competition:

Mrs. Loukia Christodoulou,	Chairperson
Mr. Christos Tsigkis,	Member
Mrs. Eleni Karaoli,	Member
Mr. Charis Pastellis,	Member
Mr. Andreas Karydes	Member

Date of decision: 10th October 2013

SUMMARY OF THE DECISION

On the 23rd of August 2013, the Commission for the Protection of Competition (hereinafter the “Commission”) received a notification of a proposed concentration according to Section 13 of the Control of Concentrations between Enterprises Law (Number 22(I)/99) (hereinafter the “Law”) as amended.

The said concentration was notified by CVC Capital Partners SICAV-FIS S.A. (hereafter “CVC”) which through its subsidiary company Sentinel Bidco Limited (hereinafter “Sentinel”) shall acquire the share capital of Skrill Group Limited (hereinafter “Skrill”).

CVC constitutes a société anonyme which is registered in Luxembourg as a specialised investment fund. CVC as well as its subsidiaries and associated companies form part of

the CVC group of companies. Said companies (hereafter "CVC Funds") are privately owned entities whose activities include providing investment advice to and/or managing investments on behalf of the CVC Funds. CVC Funds hold interests in a number of companies in various industries including chemicals, utilities, manufacturing, retailing and distribution, primarily in Europe, the U.S. and the Asia-Pacific region. CVC Funds maintain clients in Cyprus therefore it is considered that CVC Funds is active in Cyprus.

Sentinel is a corporation incorporated in England and Wales and is a special purpose vehicle which has been created and is being indirectly controlled by CVC.

Skrill is a company duly registered in accordance with the laws of Jersey, Channel Islands. It is a digital payments company that operates digital payments networks for local and cross-border transactions and money transfers. Skrill's services enable consumers and merchants to make and accept payments online across the globe. Said company has no subsidiary companies in Cyprus however it is active in Cyprus since it maintains clients on the island.

This transaction was based on the Share Sale and Purchase Agreement (hereinafter the «Agreement»), signed on 16/8/2013. The first step according to the Agreement is the purchase of 100% of the share capital of Skrill by Sentinel. Then, Skrill will issue new shares and Sentinel will have between 63% - 73,4% of the share capital of Skrill and Inverstcorp which is the seller will have the rest of Skrill's share capital.

The Commission, taking into account the facts and events concerning this concentration concluded that this transaction constitutes a concentration within the meaning of section 4(1)(b) of the Law, since it results in the permanent change of control of the target company, PPT as defined in the Law.

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 transaction was of major importance under the Law.

The relevant product market in this case was defined as the provision of digital payment products. The definition of the geographic market for the relevant product market in this case remains open.

Since only one of the involved companies is engaged in commercial activities in the relevant market within the Republic of Cyprus, namely Skrill, no case of vertical or horizontal relationship within Cyprus exists.

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.

Loukia Christodoulou

Chairman of the Commission for the Protection of Competition