



Decision CPC: 79/2022

Case Number: 08.05.001.022.060

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

Notification of concentration from Johannes Østensjø DY AS, Solstad Operations Holding AS and DeepOcean AS concerning the acquisition, by the two first companies, of the share capital of DeepOcean InvestCo 3 AS

Commission for the Protection of Competition:

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: 15 December 2022

SUMMARY OF DECISION

On the 3rd of November 2022 the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of Johannes Østensjø DY AS (hereinafter the “Østensjø”), Solstad Operations Holding AS (hereinafter the “Solstad”) and DeepOcean AS (hereinafter the “DeepOcean”), 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 Østensjø and Solstad, intend to acquire the share capital of DeepOcean Invest Co 3 AS (hereinafter the “DeepOcean Invest” or “Target”).

Companies participating at this merger are the following:

1. Johannes Østensjø DY AS is a company duly registered under the Laws of Norway and operates in the offshore and towing services industry.
2. Solstad Operations Holding AS is a company duly registered under the Laws of Norway, which owns a fleet of vessels engaged in oil-related operations, including the installation, inspection and maintenance of subsea facilities, as well as traditional supply services and anchor handling.
3. DeepOcean AS is a company duly registered under the Laws of Norway and holds the 100% of its share capital in DeepOcean Invest. DeepOcean AS is active in the oil and gas, offshore renewable energy, deep sea minerals and other non-energy industries.
4. DeepOcean InvestCo 3 AS is a company duly registered under the Laws of Norway and currently does not perform any operations. Upon merger completion, DeepOcean Invest will be renamed to Remota Holding AS and will operate in manufacturing, owning and operating autonomous unmanned surface vehicles (USVs) and providing remote services to all related industries through a remote operation center ("ROC").

The notification regarding this concertation shall take place on the basis of (i) an Investment Agreement, dated 17 June 2022, Østensjø and Solstad will invest to acquire new shares in DeepOcean Invest. Upon completion, each company will own 1/3 of Remota Holding. No shareholder will hold exclusive control rights over Remota Holding in accordance with the Commission's Codified Notice on Jurisdiction under Regulation (EC) No. 139/2004 on the control of concentrations between companies. Later on (ii) Shareholder Agreement will follow where Østensjø, Solstad and DeepOcean will form a Joint Venture company.

Ultimately, upon completion of the merger, DeepOcean, Østensjø and Solstad will acquire joint control over Remota Holding, which will be operationally autonomous.

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 the acquisition of joint control of Remota Holding by DeepOcean, Østensjø and Solstad.

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 market is the supply and operation of Unmanned Surface Vehicles (USV). 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 Target, which is Remota Holding is a newly incorporated company without any previous operations in the Republic of Cyprus or worldwide.

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