



Decision CPC: 40/2022

Case Number: 08.05.001.022.028

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

Notification of concentration regarding the creation of a joint venture by the companies NPM Capital N.V. and Stratasys Ltd. to which will contribute respectively Ultimaker Holding B.V. and MakerBot Industries LLC

Commission for the Protection of Competition:

Mr. Aristos Aristeidou Palouzas	Serves as a Chairperson
Mr. Andreas Karydis	Member
Mr. Panayiotis Ousta	Member

Date of Decision: 29th of June 2022

SUMMARY OF THE DECISION

On 30/05/2022, the Commission for the Protection of Competition (hereinafter the “Commission”) received on behalf of NPM Capital N.V and Stratasys Ltd, 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 NPM Capital N.V (hereinafter the “NPM”) and Stratasys Ltd (hereinafter the “Stratasys”) intend to create a joint venture (hereinafter the “HoldCo”), to which will contribute respectively Ultimaker Holding B.V. (hereinafter the “Ultimaker”) and MakerBot Industries LLC (hereinafter the “MakerBot”).

The parties involved in this transaction are the following:

- NPM Capital N.V. is a company duly registered under the laws of the Netherlands. It is the private equity division of SHV Holdings N.V. (hereinafter the “SHV”) specializing in the acquisition, development and replacement of capital in family businesses and focusing mainly on medium and large-sized unlisted companies.
- SHV is a company duly registered under the laws of the Netherlands. It is active in the fields of energy distribution, cash and carry wholesale, heavy lifting and transportation, industrial services, animal feed and fish feed, exploration, development, private equity, testing, inspection and certification and production of oil and natural gas through its eight companies: SHV Energy, Makro, Mammoet, ERIKS, Nutreco, NPM Capital, Kiwa and ONE-Dyas.
- Stratasys Ltd is a company which is active in the production of additive manufacturing. It offers polymer-based 3D printing in various technologies, including sequential layer fusion (“FDM”), PolyJet multi-jet (“PJ”) printing, selective absorption fusion (“SAF”), Powder Technology, Digital Light Processing (“DLP”) and stereolithography (“SLA”) printing technologies. Its printers are used to create models, prototypes, manufacturing tools and production components for a variety of industries, including aerospace, automotive, consumer products, dental, education, healthcare, medical and transportation. It also offers materials, software, expert services and custom parts manufacturing.
- Ultimaker Holding B.V. is a company duly registered under the laws of the Netherlands. It is owned by NPM Capital N.V. and offers various professional 3D printers using FDM printing technology, as well as materials, software and certification. It also offers ancillary solutions that provide automatic material handling. It also offers a 3D slicing engine (Cura) and an e-learning library, offered through the Ultimaker Academy.
- MakerBot Industries LLC is a company duly registered under the laws of the United States of America. It is a desktop 3D printer company for educators and professionals. Its printers are mainly used for personal use, education and by professionals for product design. It also offers consumables, including polymers and composites, as well as software solutions.

This concentration is based on a Signing Protocol dated 09/05/2022, which was agreed upon by and among Ultimaker Holding B.V., as a Seller, 3D Bidco B.V., as a Purchaser and Baccio, LLC (Shareholder of Makerbot). The Protocol is for the

creation of HoldCo, in which Ultimaker's current shareholder, NPM, will own approximately 54.4% of HoldCo and MakerBot's current shareholder, Stratasys, will own approximately 45.6% of HoldCo.

In the Signing Protocol is the Shareholders' Agreement of 2022 between Ultimaker Holding B.V., Baccio, LLC and 3D Bidco B.V.. As stated, HoldCo will be formed by NPM Capital N.V. and Stratasys Ltd, to which will contribute respectively Ultimaker Holding B.V. and MakerBot Industries LLC.

The Commission, taking into account the facts of the concentration, has concluded that upon completion of this merger, NPM and Stratasys will hold joint control of MakerBot and Ultimaker, via HoldCo, in accordance with the provisions of section 6 (1)(a)(ii) of 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 concentration was of major importance falling within the scope of the Law.

The relevant product/services market in this case was defined as the desktop 3D printer and consumables trading market. In addition, the Commission concluded that the geographical market is defined, for the relevant market under reference, as that of the territory of the Republic of Cyprus.

According to the data of the notification, Stratasys' turnover in 2021 in Cyprus related to an activity related to the sale of consumables and maintenance services for industrial and design printers (none of these activities are related to the companies that HoldCo will control), while MakerBot, which Stratasys will contribute to HoldCo, had no turnover in Cyprus during the last financial year.

Also, neither SHV nor NPM themselves carried out turnover in Cyprus in a market where HoldCo will operate. Their turnover in the Republic of Cyprus came from their portfolio companies, which are not related to HoldCo.

According to the data of the notification, it follows from the above that neither SHV nor NPM performed turnover in Cyprus in a market where HoldCo will operate. It is further noted that neither SHV nor NPM controls any holding company (other than Ultimaker) operating in any of HoldCo's relevant markets.

It is noted that according to the parties, Sratasys is active in the supply of printers, which, however, are intended for design and industrial uses and are typically much larger than the printers supplied by Ultimaker and MakerBot. Stratasys' turnover in 2021 in Cyprus related to an activity related to the sale of consumables and maintenance services for industrial and design printers, while none of these activities are related to HoldCo.

Taking into account the data of the notification, there is no horizontal overlap between the activities of the Parties.

According to the participants, there are no vertical relationships between the parties' activities in Cyprus and the present concentration does not affect any closely related neighboring markets.

In addition, no other markets arise which could be significantly affected by the notified concentration.

Based on the above data, there is no affected market by horizontal overlap and/or vertical relationship of the activities of the participating companies, as defined in Annex I of the Law. In addition, no other markets arise which could be significantly affected by the notified concentration.

According to the provisions of the Law, specifically articles 20 and 21, the criterion, on the basis of which a concentration is declared compatible or incompatible with the operation of competition in the market, concerns the significant hindrance of competition in the Republic or in a significant part of it, in particular as result of the creation or strengthening of a dominant position.

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.

Mr. Aristos Aristeidou Palouzas

Serves as a Chairperson of the Commission for the Protection of Competition