

The CNMC cleared 11 mergers in October

- All but one were approved in the first phase and without commitments, as they did not pose problems for competition in the affected markets.
- The [Hefame/Cofarcu](#) merger was approved in the first phase with commitments.
- The sectors affected by these corporate transactions were the following: pharmaceutical manufacturing, passenger air transport, insurance, reinsurance, pension funds and electricity production, among others.

Madrid, 10 October 2022.- The CNMC approved a total of 11 mergers between companies in October. All of them were approved in the first phase and without commitments, with the exception of the [Hefame/Cofarcu](#) operation, which required a series of commitments to obtain the Commission's approval of the merger in the first phase.

[C/1330/22 LGI – GLOBANT / LALIGA TECH](#)

Creation of a joint venture—Laliga Tech—by Laliga Group International and Software Production Creation.

On 5 October 2022, the CNMC authorised the creation of a joint venture—Laliga Tech—by Laliga Group International and Software Production Creation.

Laliga Group International is the holding subsidiary of the Spanish Professional Football League, which organises and operates the first and second division football championships, and offers other services such as the development of IT and information technology solutions for sport and entertainment.

Software Production Creation, a Spanish subsidiary of the listed multinational Globant, engaged in software engineering and information technology for sectors other than sports.

The transaction does not pose a threat to effective competition in the markets, as the market shares of the parties to the transaction are of minor importance. Therefore, the merger will not lead to changes in either the structure or the competitive dynamics of the market.

[C/1332/22 ARCHANGEL ACQUISITIONS II / ARCHANGEL AOC COMPANIES](#)

INTERNAL

Archangel Acquisitions II S.À.R.L. acquires sole control of Archangel AOC Companies.

On 5 October 2022, the CNMC authorised a concentration consisting of the acquisition of sole control by Archangel Acquisitions II S.À.R.L. (“Aoc BidCo”) of a set of companies through the purchase of their shares from Babcock Aviation Services Holding International Limited (this group of companies is collectively referred to as Archangel AOC Companies).

Aoc BidCo is a vehicle company created on the occasion of this transaction. Its parent company is Izatys S.À.R.L, which is wholly owned by LuxPartner, the remaining shares being held by Ancala Partners LLP.

Archangel Aoc Companies are a series of companies owned by Babcock Aviation Services Holdings International Limited. These companies specialise in the provision of emergency medical services, fire fighting, and search and rescue of citizens by helicopter, as well as in the provision of *on-shore* (inland transport) and *offshore* helicopter services. Two of these companies operate from Alicante: Babcock Mission Critical Services España S.A.U. and Babcock Emergencias Aéreas España Holding S.L.U.

Given that one operator is replaced by another in the analysed markets, the CNMC considers that the operation is not likely to produce significant changes in the current market structure.

[C/1331/22 SOLARPACK SOLAER](#)

Solarpack acquires sole control over Solaer Holding S.L.

On 19 October, the CNMC authorised Solarpack Corporación Tecnológica S.A.U. to acquire sole control over Solaer Holding S.L. in the first phase.

Solarpack Technological Corporation S.A.U. is a Spanish company and the parent company of a multinational group specialised in solar photovoltaic projects with a presence in Europe (including Spain) and other parts of the world. Its main activities are focused on three operating segments: power generation, development and construction, and services.

Solaer Holding S.L. is a business group engaged in the development, promotion, construction, operation, management and maintenance of photovoltaic projects in Spain and Italy.

The concentration does not pose a threat to effective competition in the affected markets since the parties' market share, due to its minor importance, is not considered likely to significantly affect competition.

[C/1333/22 CAIXABANK / SA NOSTRA VIDA](#)

CaixaBank S.A. acquires sole control of Sa Nostra Compañía de Seguros de Vida S.A.

On 19 October 2022, the CNMC authorised CaixaBank to acquire sole control of Sa Nostra Compañía de Seguros de Vida in the first phase.

CaixaBank is a universal bank engaged in retail banking, corporate banking, investment banking and financial markets, means of payment, insurance, as well as other ancillary activities such as real estate. CaixaBank also produces life and non-life insurance products and distributes them through its banking network, as well as through other insurance distribution channels. It also manages pension plans and funds.

Sa Nostra Vida is an insurance company specialising in the life insurance industry, specifically in the production of life insurance products and in the management of pension plans and funds.

The operation gives rise to horizontal overlaps in the life insurance production segment, and in the life-risk, life-savings, individual, and group insurance sub-segments. However, the reinforcement resulting from the operation will be small because the addition of market share is minimal in all cases. Furthermore, the vertical reinforcement resulting from the operation will be reduced as, despite Caixabank's significant presence in the life insurance distribution market, Sa Nostra Vida's presence in the life insurance production market is small.

In addition, the operation presents horizontal overlap in the fund management and pension plan segment, but the addition is minimal. Similarly, the vertical reinforcement generated by the operation will be reduced as, despite Caixabank's significant presence in the distribution of pension plans, Sa Nostra Vida's presence in the management of pension funds and plans is limited.

Given all the above, the CNMC considers that the transaction is not likely to affect effective competition in the analysed markets.

[C/1334/22 SONNEDIX / PROYECTOS SOLARES FOTOVOLTAICOS](#)

Sonnedix BV acquires sole control of a group of 12 solar photovoltaic technology companies.

On 19 October, the CNMC authorised, in the first phase, the concentration consisting of the acquisition of sole control by Sonnedix B.V. over a group of 12 companies engaged in the development of photovoltaic projects.

Sonnedix B.V. is a London-based company whose main activity in Spain consists of the production of solar energy through solar photovoltaic plants and the development, construction and operation of solar plants in the operation, construction and development phases. It is ultimately controlled by the Infrastructure Investments Fund (IIF), which is involved in other energy projects in Spain through the companies Falck, Ventient and Nortegás.

The twelve companies acquired are engaged in the development of renewable energy generation projects, using photovoltaic solar technology. All of them are ultimately controlled by the Q-Energy Group, a Spanish fund manager focused on investments in renewable energy, energy transition and sustainable infrastructure.

This merger does not pose a threat to effective competition in the markets, as the parties' market share, due to its minor importance, is not likely to significantly affect competition.

[C/1339/22 AYESA / IBERMÁTICA](#)

Ayesa Inversiones S.L.U. obtains sole control over the Spanish multinational company Ibermática S.A.

On 19 October, the CNMC authorised, in the first phase, the acquisition of sole control by Ayesa Inversiones S.L.U., ultimately controlled by the venture capital fund A&M Capital Europe (AMCE), over Ibermática S.A.

Ayesa Investments S.L.U. is a global provider of technology and engineering services. It is present in 20 countries in Europe, America, Africa and Asia, where it develops and implements different digital solutions for companies and public administrations. It is ultimately controlled by the venture capital fund A&M Capital Europe.

Ibermática S.A. is a Spanish multinational company providing information technology services. Its services include helping companies, institutions, and organisations in their digital transformation to improve their competitiveness through the use of technology and knowledge.

The concentration does not pose a threat to effective competition, since the horizontal overlaps between the parties' activities in the affected markets are

insignificant and there are no vertical overlaps between the parties or their investees.

[C/1337/22 APG / ITÍNERE](#)

Stichting Depository APG Infrastructure Pool 2017-II acquires sole control over Itínere Infraestructuras S.A.

On 26 October 2022, the CNMC authorised the merger consisting in the acquisition of sole control by Stichting Depository APG Infrastructure Pool 2017-II over Itínere Infraestructuras S.A.

APG is the largest pension provider in the Netherlands. In Spain, APG has stakes in four toll road concessions. Outside of Spain, APG recently acquired a controlling stake in Brisa, a Portuguese toll road operator that offers electronic toll collection services and other electronic toll payment and collection services such as on-board equipment (OBE) devices that are placed in the vehicle in order to pay without stopping. Similarly, in Portugal and the United States, it provides equipment that is placed on the roadside. It detects and records the passage of cars through the toll and communicates with the OBE devices. It also supplies intelligent transport systems (ITS) that provide innovative services related to different modes of transport and traffic management.

Itínere is a company based in Spain engaged in infrastructure management. It is also active in the electronic toll collection sector through the distribution of electronic toll and electronic toll collection (ETC) devices in Spain, Portugal and France, by virtue of its controlling minority stake in the Bip & Drive joint venture.

In view of the characteristics of the operation, given the absence of overlaps and the limited presence of the parties in the markets where horizontal or vertical overlaps exist, this transaction does not give rise to impediments to effective competition in the markets.

[C/1338/22 SONEPAR / REVEL SPAIN](#)

Sonepar S.A.S. acquires sole control of Rexel Spain S.L. and Rexel Distribuição Material Eléctrico S.A.

On 26 October 2022, the CNMC authorised the concentration consisting of the acquisition of sole control by Sonepar S.A.S. over Rexel Spain S.L. and Rexel Distribuição Material Eléctrico S.A., through the purchase of all the shares of both companies.

Sonepar is a family group controlled by individuals acting jointly through a holding company, Colam Entreprenre, which operates worldwide in the wholesale distribution of installation equipment and, in particular, electrical equipment, installation products and other related services.

Rexel United Kingdom is part of the Rexel Group, which specialises in the professional multi-channel distribution of products and services for the energy industry. Rexel Group's business in Spain is conducted solely through Rexel Spain, a company dedicated to the wholesale distribution of installation equipment and, in particular, electrical equipment, installation products, and other related services.

The transaction concerns the distribution of electrical equipment to professional clients in which both parties are active. The merger will strengthen Sonepar's position in the national markets for the supply of lighting equipment, installation, communication and security products, with only moderate additions and relevant competitors at the national level.

It also strengthens Sonepar's position in the national, regional, and local wholesale distribution markets for electrical products. Although the resulting market shares in certain regional and local markets are high, several factors mitigate the risk of possible horizontal effects:

Firstly, the presence of other large distributors of electrical equipment operating at both national and regional level (also in those autonomous communities where the resulting share is higher). Secondly, the conditions of competition are homogeneous throughout the national territory with product catalogues, prices and marketing strategies being defined at national level by the main distributors of electrical equipment. Thirdly, there are no relevant switching costs or barriers to entry. Fourthly, there is a countervailing power of the demand coming from large customers.

Finally, manufacturers as well as DIY retailers and online operators also exert competitive pressure on both price and trading conditions such as delivery, as they can operate as alternative suppliers to professional clients.

As regards vertical overlaps, restrictive effects are ruled out in view of the parties' low market share in these markets, the importance for wholesale distributors of having a wide assortment, the limited product differentiation, the ease of access to different sources of supply, and the presence of relevant competitors in both markets.

C/1341/22 GRUPO VIVALTO SANTÉ / PRIMEROSALUD

Vivalto Santé Investissement S.A. acquires sole control over Grupo Primerosalud

On 26 October, the CNMC authorised Vivalto Santé Investissement S.A. to acquire sole control over Primerosalud S.L.U. and all its subsidiaries, jointly known as Grupo Primerosalud, in the first phase.

Vivalto Santé Investissement S.A. is part of the Vivalto Santé Group, which operates in the diagnostic and hospital care markets through private healthcare establishments located in France. It also offers home healthcare services. It is controlled by the parent company Vivalto SAS, which has a non-controlling interest in Vivalto Vie Spain S.L., which operates residential care homes for the elderly in different regions of Spain.

Grupo Primerosalud operates mainly in private healthcare management activities in various hospitals and in public primary healthcare centres. It also offers clinical laboratory services, diagnostic imaging, education and training in health sciences, healthcare consultancy services, dialysis treatment and the provision and rental of healthcare facilities. Grupo Primerosalud is the parent company of Ribera Salud S.A. and Torrejón Salud S.A. It also provides services in Slovakia and the Czech Republic and has holdings in companies providing healthcare services in Peru.

Given that there are no horizontal or vertical overlaps between the parties' activities, the transaction is not likely to impede effective competition in the analysed markets.

C/1343/22 ITALFARMACO ESPAÑA / LACER

Italfarmaco S.A. acquires sole control over Lacer S.A. and its generic medicines subsidiary Efarmes

On 26 October, the CNMC authorised, in the first phase, the acquisition of sole control over Lacer S.A. and its subsidiary Efarmes S.A.U. by Italfarmaco S.A.

Italfarmaco S.A., a holding company of Grupo Italfarmaco, is engaged in the development and marketing of pharmaceuticals for the preservation of health. The Spanish subsidiary, Italfarmaco S.A., is active in the areas of gynaecology,

dermatology, respiratory and digestive systems, among others, with most of its main products being the result of its own research and development activity.

Lacer S.A. is a Spanish company dedicated to the manufacture and marketing of personal hygiene products and pharmaceutical specialities. Its subsidiary, Efarmes S.A.U., is focused on generic medicines and third party licensing. Lacer has two main divisions: hygiene and personal care products and prescription medicines and medical devices, mainly in the cardiovascular, urology, and gynaecology fields.

There are minor horizontal overlaps in the marketing of oral analgesics and calcium medicines in the pharmacy channel.

In the market for the marketing of topical hormonal medicines for sale in the pharmacy channel, the operation will lead to a significant combined market share, with Italfarmaco becoming the leading player. In this market, there are two other operators with significant market shares and a number of other operators with stable market shares and the ability to compete effectively. In addition, the manufacturing processes for these medicines are widespread, with no national differences that could constitute a relevant barrier to entry, as new brands have entered the market in recent years. There is also some competitive pressure from different products that are used in the first instance. Furthermore, there is a certain degree of countervailing buyer power insofar as the parties practically sell their products through wholesale distributors who buy large volumes of products without any exclusivity clauses in distribution.

In view of the above, the merger does not pose a threat to effective competition.

[C/1340/22 HEFAME/COFARCU](#)

On 26 October, the CNMC authorised, in the first phase, the merger operation by absorption of Farmacéutica Conquense Sdad. Coop. CLM (Cofarcu) by Hermandad Farmacéutica del Mediterráneo Soc. Coop. Ltda (Hefame).

Hefame is a cooperative group whose main activity is the acquisition and distribution, for the use of its members, of medicines and other pharmaceutical products, chemical products and any items related to the pharmaceutical profession, as well as the provision of logistics and transport services directly related to pharmaceutical distribution. In addition, it residually develops certain services for its members, such as the marketing of computer and

telecommunications products and services, consultancy services for pharmacies, and other complementary services.

Cofarcu is a cooperative whose main activity is the purchase and distribution to its members of pharmaceutical and parapharmaceutical products to pharmacies open to the public. Additionally, it residually develops certain services such as the marketing of computer and telecommunications products and services. It operates mainly in Cuenca and its neighboring provinces.

The business sector affected by the operation is the wholesale distribution of pharmaceutical specialities and products. Specifically, the parties' activities overlap in the full-line market for sales to pharmacies.

The operation gives rise to horizontal overlaps at the national level, with a very high combined share at the provincial level in Cuenca, where the third operator takes over the first operator. However, if we consider the province of Cuenca and the surrounding area, the resulting aggregate market share is much lower, consolidating Hefame as the second operator, behind Cofares. Nevertheless, despite the high combined market shares in some provinces it is a highly regulated market, both in terms of obligation and security of supply to pharmacies and in terms of prices and margins, for the vast majority of products distributed by the parties. Furthermore, for products where the margin is not regulated, competition is strong to the extent that they are also marketed in sales outlets other than pharmacies. It is therefore unlikely that this operation would result in a risk of price level increases.

As regards barriers to entry, Hefame's bylaws include the obligation of a minimum annual purchase and the application of a minimum period of permanence for new members, which does not exist in Cofarcu's bylaws.

In this respect, the high level of vertical integration in the wholesale distribution market is considered to be a barrier to entry for new market entrants, since the permanence and minimum average purchase obligations to which pharmacies are subject reduce their ability to belong to several cooperatives or to change cooperatives.

The market share in the province of Cuenca is also worrying, as is the recent trend towards concentration in the sector in recent years, with the market being concentrated in four operators with a strong presence at the national level.

In this context, the notifier submitted an offer of commitments consisting of a change to the bylaws to abolish the minimum period of permanence and to lower

the minimum purchase volumes of its members. The reduction in minimum purchase requirements means that members are less tied to the cooperative, which lowers the barriers to entry for new competitors, leaving room for other competitors to develop their business by allowing pharmacies to spread purchases across more distributors. On the other hand, the elimination of the minimum period of permanence significantly reduces entry barriers and makes it easier for cooperative members to change distributor, facilitating commercial access to potential customers by other competitors.

The offer of commitments is therefore considered to be appropriate and effective in resolving the competition concerns arising from the merger.