The CNMC cleared fourteen mergers in July

- All of them were approved in the first phase of the merger control procedure without commitments.
- The sectors affected by these business operations were, among others, gambling, retail energy supply, and provision of health, educational and financial services.

Madrid, 9 August 2023.- The Spanish National Markets and Competition Commission (CNMC) approved fourteen mergers in July. All were approved in phase I of the merger control procedure and without commitments, as they raised no competition concerns.

Servimatic obtains joint control over Tecnocenter

C/1394/23 SERVIMATIC/TECNO CENTER

Servimatic is active in the gambling sector in Catalonia, Valencia and the Balearic Islands: it operates slot and gambling machines as well as amusement arcades. It also carries out machine repair services.

Orfila will continue to maintain joint control over Tecno Center.

Techno Center is active in the operation of type B gaming machines in amusement arcades and in catering establishments on the island of Menorca.

The operation does not give rise to overlaps and is therefore not likely to impede competition.

Median acquires sole control over Hestia and Drury

C/1395/23 MEDIAN UNTERNEHMENSGRUPPE / GRUPO HESTIA

Median is a German company belonging to the Median Group, a European operator of medical rehabilitation, mental health and social therapy centres based in Germany and the United Kingdom. It is not active in Spain.

Hestia Group is primarily a hospital group specialising in the provision of health and social-health services in post-acute care, short- and long-term rehabilitation, and the provision of health and hospital mental health services.

Drury owns real estate intended exclusively for the operation of the facilities of the various group companies and does not provide real estate services to third parties.

The merger does not pose a threat to effective competition in the markets, as it does not give rise to any type of horizontal or vertical overlap.

Reganosa acquires joint control of Musel

C/1385/23 REGANOSA/ENAGÁS TRANSPORTE/MUSEL

Reganosa acquires 25% of Musel's share capital from Enagás Transporte, which will retain the remaining 75%. Reganosa's sale to Enagás of its network of gas pipelines for primary gas transmission (both backbone and local influence networks) was already analysed in operation C/1384/23.

The **Reganosa** operates in three strategic areas: infrastructure and network management, the provision of O&M services, consultancy, digitalisation and energy efficiency, and renewable energy and circular economy projects. In Spain, the group has a regasification plant in A Coruña (in addition to the 129-kilometre gas transmission network sold to Enagás Transporte).

Enagás Transporteis the Enagás Group company in charge of regasification, basic and secondary transportation, and storage of natural gas by means of or through the corresponding gas infrastructures or facilities, whether its own or those of third parties, as well as the performance of ancillary or related activities.

The **Enagás group** operates in seven countries. In Spain, it is present in six regasification plants, of which the Musel plant, which is the object of this operation, is in the cold start-up phase. Of the remaining five, three are controlled exclusively by the Enagás group, and two are jointly controlled with other entities.

Musel, a wholly-owned subsidiary of Enagás Transporte, was created to manage the liquefied natural gas (LNG) storage and regasification terminal at the port of El Musel, in Gijón. The main activity of the plant, at least until 2026, will be the provision of unregulated logistics services for loading LNG onto ships, unloading ships and storing LNG. These logistics services will be provided without access to the Spanish gas system. Therefore, they will not be used to supply domestic demand, but rather as an intermediate storage point until their final destination outside Spain.

The market affected by the transaction is that of gas import infrastructures into Spain. Specifically, the segment of regasification plants in Spain where the parent companies operate and where Musel residually operates within the framework of the regulated activities that it is expected to carry out as a non-core business activity. Likewise, for the duration of this economic arrangement, the target's activities are limited to the provision of unregulated logistics services for loading, unloading and storage of LNG with a final destination outside Spain, subject to a series of limitations with respect to similar regulated services that can be provided by the other regasification plants.

The transaction does not significantly alter the previous competitive situation. The regulated nature of the LNG logistics services provided by Enagás regasification plants such as Reganosa, the unique economic framework to which the Musel plant is subject and the competition exerted by other operators at the international level already determined a market structure prior to the transaction that will not be modified by this operation.

As regards the regulated access services which Musel will provide as a non-core business activity, and which are already provided by the plants of the parent companies, the target will provide additional tanker loading capacity under the same conditions as the other plants in the Spanish gas system, in accordance with the provisions of the regulation. No effects on competition are expected in the regulated markets for gas import infrastructures into Spain and, more specifically, in the segment of regasification plants in Spain, given their highly regulated nature.

As regards the vertical relationship between the market for gas import infrastructures into Spain and the high-pressure natural gas transmission market, there are no competition risks either, given that regasification, basic storage, transmission and distribution activities are considered natural monopolies and are closely regulated.

V-Valley Advanced Solutions España S.A.U. acquires sole control of Lidera Network S.L.

C/1396/23 V-VALLEY (ESPRINET) / LIDERA

V-Valley is a Spanish company that belongs to the Esprinet Group and operates in the wholesale distribution of information technology products, as well as in the provision of related services. It supplies wholesale software (including cybersecurity) and cloud solutions, networking, storage, servers and other value-added products to resellers.

Lidera is a company active in the wholesale distribution of IT products. In particular, it specialises in the distribution of cybersecurity technologies and after-sales services.

The merger does not pose a threat to effective competition, as the horizontal overlaps between the parties in the affected markets are negligible.

Repsol Customer Centric S.L. and Cide Servicios Comerciales De Energía S.L. acquire joint control of Cide Hc Energía S.A.U.

C/1391/23 REPSOL/CIDE/CHC

Repsol Customer Centric is a holding company responsible for the commercial activity of the Repsol Group's Customer Area. The activities included in the customer area include the retail supply of electricity and natural gas for both residential and business use.

Cide is a holding company which only holds shares in Cide HC Energía S.A.U., of which it is the sole shareholder.

Cide HC Energía is an electricity trading company whose main activity is the retail supply of electricity, including high, medium and low voltage. It has also recently started supplying natural gas, low pressure only, and providing value-added services, such as boiler maintenance services.

This merger does not pose a threat to effective competition in the markets, as it does not lead to significant horizontal or vertical overlaps. Moreover, the portfolio effects that the transaction could produce are very limited, given the marginal presence of the acquired company in the retail electricity and natural gas supply markets.

Naturgy Energy Group S.A. acquires sole control over ASR Wind S.L. through its subsidiary Naturgy Renovables S.L.U.

C/1397/23 NATURGY / ASR WIND

Naturgy is a business group present in more than 17 countries, listed on the Spanish stock exchanges and operating in the regulated and deregulated markets for the generation, distribution and marketing of energy. It distributes generation between conventional, wind, hydro and solar generation, as well as cogeneration.

For further informatior
Tel.+34 91 787 22 04
prensa@cnmc.es

www.cnmc.es

Its subsidiary, **Naturgy Renovables**, produces wind energy in Spain, and is engaged in the development, construction and operation of wind farms in the operation, construction and development phases. It also produces solar and hydro power.

ASR Wind is primarily active in the purchase and sale of financial assets. Through nine subsidiaries, ASR Wind owns twelve wind farms in Spain.

The transaction gives rise to a horizontal overlap in the national market for the generation and wholesale supply of electricity as well as in the narrow market for the generation and wholesale supply of electricity from wind sources. These overlaps are not relevant, as there is a large number of competitors (some with a larger market share). Moreover, this is a market with no significant barriers to entry. Moreover, this is a market with no significant barriers to entry.

The operation gives rise to vertical overlaps between the electricity generation market (where both parties to the transaction are active), the electricity distribution market and, indirectly, the electricity retail market in Spain, where only Naturgy is active.

However, the vertical overlap with the distribution market should not pose a risk to competition as the regulation of the strictly-regulated distribution market requires vertically integrated groups to have a legal and functional separation from other non-regulated activities such as generation. The indirect vertical overlap with the retail marketing market is also of little importance given that Naturgy's presence is less than 15%.

Therefore, the CNMC considers that the transaction does not pose a threat to effective competition in the markets.

Taylor Fresh Food and Ethernal Life Capital acquire joint control of Foodiverse Tech Food S.L.U.

C/1398/23 TAYLOR FRESH/ETHERNAL/FOODIVERSE

Taylor Fresh is an American company operating in the food sector in the United States, Canada and Mexico. Within the food sector, it is active in the salad-making market and, in general, in fresh and healthy food.

Taylor Fresh is only present in the European Union through its subsidiary SmartWash Solutions, based in the Netherlands. It is engaged in the sale of food safety products for food processing plants and is therefore not active in the markets affected by the operation.

For further information
Tel.+34 91 787 22 04
prensa@cnmc.es

www.cnmc.es

Ethernal is a holding company with interests in 25 companies, mostly located in Spain and focused on business activities related to the food sector. Prior to this operation, Ehternal held 100 % of the shares in Foodiverse.

Foodiverse is a multinational company based in Spain and active in the food sector. It is present in Spain, Germany, Italy, Switzerland and Portugal, through various subsidiaries.

This merger does not pose a threat to effective competition in the markets, as it does not lead to horizontal or vertical overlaps in Spain.

Grupo Hospitalario Recoletas obtains sole control over the companies of IVI Sevilla, IVI Global Activos Inmobiliarios, Ginemed Zaragoza and Ginemed Murcia.

C/1399/23 GRUPO HOSPITALARIO RECOLETAS / IVI SEVILLA / GINEMED ZARAGOZA / GINEMED MURCIA

Recoletas is the leading company in the Recoletas Red Hospitalaria group. It provides healthcare services in hospitals, medical centres and diagnostic healthcare centres in Castilla León, Castilla-La Mancha, Cantabria, Extremadura and Galicia. Within the portfolio of services it offers, it has a line of fertility treatments under its “Vida Recoletas" project, currently present in the provinces of Valladolid and Zamora.

IVI Sevilla is a company active in services related to fertility care, including reproductive medicine as well as gynaecology and obstetrics in the province of Seville.

IVI Activos is the owner of the property where IVI Sevilla currently operates. It is wholly owned by KKR Inception Bidco S.L.

Ginemed Zaragoza provides healthcare services in the areas of reproductive medicine, gynaecology and obstetrics in the province of Zaragoza.

Ginemed Murcia focuses its activity on the provision of fertility care services in the province of Murcia.

This acquisition is the result of the divestment commitments undertaken by the seller, KKR Inception Bidco S.L., as part of the merger transaction C/1321/22 KKR/IVI, authorised on 21 December 2022. Recoletas was cleared as a suitable purchaser for such commitments by the Competition Directorate on 29 June 2023.

For further informatior
Tel.+34 91 787 22 04
prensa@cnmc.es
www.cnmc.es

The concentration does not create obstacles to competition, as there are no significant changes to the current market structure.

Japan Industrial Partners INC acquires sole control of Toshiba Corporation.

[C/1400/23 JAPAN INDUSTRIAL PARTNERS / TOSHIBA]

JIP is a Japan-based investment fund specialising in restructuring and asset segregation investments. It invests in a variety of sectors and mainly in Japan. JIP ultimately controls TBJH, the special purpose vehicle (SPV) that will acquire Toshiba Corporation.

JIP controls four companies with sales in Spain: Nippon Avionics Co Ltd, involved in connection equipment; EM Devices Corporation, involved in the sale of relays; Hitachi Kokusai Electric Inc, involved in camera control units; and OM Digital Solutions, involved in photo cameras.

Toshiba is a Japan-based industrial conglomerate, with numerous subsidiaries and affiliates, engaged in the global supply of a wide range of products and services. Toshiba controls a number of Spanish subsidiaries and branches: TMEIC Port Technologies S.L., Toshiba Global Commerce Solutions Spain S.L., Toshiba TEC Germany Imaging Systems GmbH, and TMEIC International Corporation. These companies sell motor drive systems, automation systems for port terminals, cash registers and printers.

The transaction does not pose a threat to effective competition in the concerned markets, as the horizontal and vertical overlaps are non-existent or minor.

Iss Facility Services acquires sole control over the Fissa Group

[C/1401/23 ISS FACILITY SERVICES / FISSA]

Iss Facility Services is a Spanish company active in the so-called multi-services market, i.e., companies providing cleaning, sanitation and disinfection services in all types of public and private buildings. In addition, they also offer other related services such as maintenance, gardening, janitorial and security services, among others.

Iss' parent company is the Danish company Iss Global A/S, a multinational operator in the multi-service sector that is present in more than 38 countries in Europe, Asia, Oceania and Latin America. In Spain, Iss Global carries out all its activities through Iss Facility Services, which is active in the multi-services sector and, to a lesser extent, in other complementary services such as security and concierge services.

Fissa Finalidad Social is a company based in Spain, head of the Fissa group, a group of Spanish companies active in the multi-services market. Fissa's core business is the provision of cleaning services and, residually, other complementary services such as gardening, security or disinfection.

Given the small market share additions, the transaction does not lead to significant changes that could pose a threat to effective competition in the current structure of the affected markets.

Albus Bidco, Universities Superannuation Scheme and Aatif Hassan acquire joint control of Dukes Education

C/1402/23 ALBUS – USSL – FUNDADOR / DUKES EDUCATION

Albus Bidco Limited is a special purpose vehicle wholly owned by Albus Holdco Limited, which is ultimately owned by KKR & CO, a global investment firm offering alternative asset management, private equity and credit operations and real estate assets among other activities.

Master Distancia and Inkling Holdings, owned by KKR, are active in Spain in the education sector. Specifically, they offer different vocational training courses, preparation for competitive examinations and, in general, higher education content aimed at adults.

Universities Superannuation Scheme (USSL)is a pension fund for employees of universities and higher education institutions in the UK. It provides retirement and sickness benefits as well as life assurance.

USSL owns three companies in Spain, which are active in the energy and transport infrastructure sectors (Globalvia, Redexis and Bruc Energy).

Aatif Hassan is a natural person, founder and current chairman of the acquired company. In addition to having joint control of Dukes Education, he is chairman of Cavendish Education (11 schools for students with dyslexia and autism), a trustee of St. James Independent Schools, and a member of the Council for the Registration of Schools Teaching Dyslexic Pupils.

The founder's activities are based in the United Kingdom.

Dukes Education Group is a UK-based company with a portfolio of institutions offering different categories of educational services for children (nurseries, schools and colleges). It also operates a range of UK-focused websites offering professional consultancy and tutoring services aimed at helping students to enter university as well as summer camp activities.

Albus will become a shareholder with a controlling interest in Dukes Education. Prior to the transaction, USSL and Aatif Hassan had joint control over the acquired company.

The merger does not impede effective competition as there are no horizontal or vertical overlaps between the activities carried out.

Indra Sistemas S.A. acquires sole control of Park Air Systems Limited

C/1403/23 INDRA/PARK AIR

Indra Sistemas is a global technology and consulting company that operates as a worldwide provider of proprietary solutions in specific segments of the transport and defence markets. Indra is a leading company in digital transformation consultancy in the areas of transport and traffic, defence and security and information technologies in Spain and Latin America.

In the communications sector, Indra is active in the development, supply and maintenance of voice and communications control systems (VCCS) for both civil and military use. It also develops, supplies and maintains data link solutions for air and naval platforms and ground centres in Spain. Indra is not involved in the supply of radios and radio systems, in which the acquired company is active.

Park Air, based in the UK, only supplies/maintains ground-to-air radios or radio systems. These devices can be further segmented into ground-to-air radios for military use (very high or ultra-high frequency) and ground radios for civilian use. Park Air supplies both stand-alone radios and radio systems.

This merger does not pose a threat to effective competition in the markets, as it does not lead to horizontal or vertical overlaps or to significant portfolio effects.

Caixabank and Global Payments acquire joint control of Universalpay E.P. through Comercia

C/1405/23 COMERCIA / UNIVERSALPAY

Comercia is a joint venture, jointly controlled by Global Payments and Caixabank, which offers merchants POS and e-commerce acquiring services that enable them to receive the funds due upon payment of a card transaction.

For further information
Tel.+34 91 787 22 04
prensa@cnmc.es
www.cnmc.es

Universalpay is a payment service provider offering merchant acquiring, POS provision and management and e-commerce acceptance services.

The notified merger transaction consists of switching from Global Payments' sole control over Universalpay to joint control by Global Payments and Caixabank through Comercia. Through this operation, Comercia will take over Universalpay, a company owned by Global Payments following the acquisition of EVO Payments Inc. by Global Payments.

The transaction does not lead to a substantial change in market structure. The horizontal overlaps in the markets for merchant acquiring services, POS provision and management and acceptance of e-commerce payments will, if anything, lead to minor additions in all markets, as well as possible sub-segmenting. Even if one considers a possible vertical relationship between the market for the supply and operation of POS terminals and the market for merchant acquiring in the POS segment, the competitive structure of the market would not be altered either, as the market share additions in both markets are very small. Moreover, there are relevant national and international competitors active in these markets, as well as new entrants that are starting to provide services in Spain in these markets.

In view of the above, the transaction is not considered to pose a threat to effective competition in the markets.

Intrum Holding Spain S.A.U. acquires sole control of Haya Real Estate S.A.U.

C/1404/23 INTRUM / HAYA

Intrum is a third-party debt and real estate asset management services company. It also buys portfolios of secured and unsecured bad debts. In addition, it provides real estate brokerage services through the Solvia platform, which consist of the provision of real estate agency services for the purchase, sale and lease of real estate assets for third parties (individuals and companies). It is owned by Intrum AB, a Swedish company ultimately controlled by Nordic Capital, an investment fund mainly focused on European industry and healthcare services.

Haya is primarily active in real estate assets and secured debt management. Haya complements its revenues with other businesses in consulting, management and management of real estate assets for third parties.

The overlaps generated by the transaction (both in the real estate services market and the foreclosed property management segment, as well as in the debt recovery management market and in the unsecured debt recovery management segment) are not relevant as the additions are very small. In particular, the small addition in the unsecured debt collection management segment means that the transaction does not entail a risk of significant vertical reinforcement of Intrum in the domestic debt portfolio purchase market. Moreover, in both markets, the countervailing buyer power is concentrated in a few clients, mostly financial institutions with strong bargaining power.

Therefore, the transaction cannot be expected to pose a threat to competition in the analysed markets as it does not lead to a significant change in the structure of the affected markets.

Related content:

- Press release (06/07/2023): The CNMC cleared eight mergers in June
- Press release (15/06/2023): The CNMC cleared five mergers in May.
- CNMC Blog (04/25/2017): At the CNMC we monitor mergers between companies.
- List of mergers approved by the CNMC

For further informatior
Tel.+34 91 787 22 04
prensa@cnmc.es
www.cnmc.es