

***Case No COMP/M.6147 -  
ROSNEFT OIL COMPANY  
/ BP / RUHR OEL***

Only the English text is available and authentic.

**REGULATION (EC) No 139/2004  
MERGER PROCEDURE**

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Article 6(1)(b) NON-OPPOSITION  
Date: 10/03/2011

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EUROPEAN COMMISSION

Brussels, 10.3.2011  
C(2011) 1701 final

PUBLIC VERSION

MERGER PROCEDURE  
ARTICLE 6(1)(b) DECISION

**To the notifying parties**

Dear Madam(s) and/or Sir(s),

**Subject: Case No COMP/M.6147 - ROSNEFT OIL COMPANY / BP / RUHR OEL  
Notification of 03.02.2011 pursuant to Article 4 of Council Regulation (EC) No  
139/2004<sup>1</sup>  
Publication in the Official Journal of the European Union No C 41, 10.02.2011,  
p.72**

1. On 03.02.2011, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which Rosneft Oil Company ("Rosneft", Russia), which belongs to the Russian State, and BP p.l.c. ("BP", United Kingdom) acquire within the meaning of Article 3(1)(b) of the Merger Regulation joint control over industrial solvents and utilities services businesses of Ruhr Oel GmbH ("ROG's solvents and utilities services businesses", Germany) which is currently jointly controlled by BP and Petroleos de Venezuela Europa B.V. ("PDVE", the Netherlands) belonging to Petroleos de Venezuela S.A. ("PDVA", Venezuela).
2. The proposed concentration results from Rosneft's proposed acquisition from PDVE of a 50% shareholding in ROG, a non full function joint venture between PDVE and BP. As a result of that acquisition, Rosneft - together with ROG's remaining shareholder BP – acquire joint control over DHC, a fully-owned subsidiary of ROG.

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<sup>1</sup> OJ L 24, 29.1.2004, p. 1 ("the Merger Regulation"). With effect from 1 December 2009, the Treaty on the Functioning of the European Union ("TFEU") has introduced certain changes, such as the replacement of "Community" by "Union" and "common market" by "internal market". The terminology of the TFEU will be used throughout this decision.

3. The business activities of the undertakings concerned are:
  - for Rosneft: exploration and production of oil and gas, production of petroleum products and petrochemicals, and the marketing of outputs in Russia and abroad.
  - for BP: exploration, development and production of oil and gas; refining, manufacturing and marketing of oil products and petrochemicals and the development of renewable energies.
  - for ROG's solvents and utilities services businesses: production and distribution of industrial solvents and provision of utilities and industrial services.
  - for ROG (ROG's remaining business other than solvents and utilities services): oil refining in a captive refinery system conducted by the Gelsenkirchen refinery<sup>2</sup>.
4. On 01.03.2011, Rosneft and BP withdrew their notification with respect to the utilities and industrial services offered by ROG. Thus, the proposed concentration consists in ROG's industrial solvents business only.
5. The acquisition of joint control over ROG's solvents business constitutes a concentration in the sense of Article 3 of the Merger Regulation.
6. ROG's industrial solvents business operates fully independently on the market. It is organised in form of a separate legal entity, DHC Solvent Chemie GmbH ("DHC"), of the direct target ROG. DHC is active in the manufacture, supply and marketing of industrial solvents (around 250 different products) to third parties. Industrial solvents are steams derived from the refining of oil that are first blended on site and subsequently processed by DHC into liquids with certain physical and chemical properties.
7. DHC is a full-function joint venture, i.e. it performs on a lasting basis all the functions of an autonomous economic entity. It is independent from ROG and ROG's parents in the operational sense. It has sufficient resources of its own to produce and sell industrial solvents. It has an independent headquarter, own production site, operating and marketing staff and own financial resources. Whereas some supplies come from ROG, it adds significant value to it and achieves very significant turnover with its products. It has the ability to source feedstock on an open market. Given that DHC supplies third parties and markets its products under its own brands, it has a presence on the market and does not act as a production or sales agency for ROG or ROG's parents.
8. In light of this DHC is considered as a separate full function joint venture which, due to the particularities of the present case, is assessed separately from the direct target of the transaction, ROG.
9. It follows that the acquisition of joint control by BP and Rosneft over DHC (via ROG) brings about a lasting change in the structure of the market.
10. After examination of the notification, the European Commission has concluded that the notified operation falls within the scope of the Merger Regulation and of paragraph 5(c) of

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<sup>2</sup> The Gelsenkirchen refinery is operated at two sites in Gelsenkirchen-Horst and Gelsenkirchen-Scholven.

the Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004<sup>3</sup>.

11. For the reasons set out in the Notice on a simplified procedure, the European Commission has decided not to oppose the notified operation and to declare it compatible with the internal market and with the EEA Agreement. This decision is adopted in application of Article 6(1)(b) of the Merger Regulation.

*For the Commission*

*(signed)*  
*Alexander ITALIANER*  
*Director General*

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<sup>3</sup> OJ C 56, 5.3.2005, p. 32.