

EN

***Case No M.7656 - CD&R  
GROUP / SCIMITAR  
TOPCO LIMITED***

Only the English text is available and authentic.

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

---

Article 6(1)(b) NON-OPPOSITION  
Date: 06/07/2015

***In electronic form on the EUR-Lex website under document  
number 32015M7656***



## EUROPEAN COMMISSION

Brussels, 6.7.2015  
C(2015) 4726 final

PUBLIC VERSION

SIMPLIFIED MERGER  
PROCEDURE

### **To the notifying party**

Dear Sirs,

**Subject: Case M.7656 - CD&R GROUP/ SCIMITAR TOPCO LIMITED  
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC)  
No 139/2004<sup>1</sup> and Article 57 of the Agreement on the European Economic Area<sup>2</sup>**

1. On 9 June 2015, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which the undertaking Clayton, Dubilier & Rice ("CD&R Group", USA) via its investment vehicle Clayton, Dubilier & Rice Fund IX, L.P. ("CD&R Fund IX", Cayman Islands) acquires within the meaning of Article 3(1)(b) of the Council Regulation sole control of Scimitar Topco Limited ("Scimitar", UK), the holding company of the Motor Fuel Group ("MFG", UK), by way of purchase of shares.<sup>3</sup>
2. The business activities of the undertakings concerned are:
  - CD&R Group is a private equity investment group based in the United-States which originates, structures and frequently acts as a lead equity investor in management buyouts, strategic minority equity investments and other strategic investments. It makes such investments through a number of different funds formed to make investments in companies active in a variety of economic sectors;

---

<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.

<sup>2</sup> OJ L 1, 3.1.1994, p. 3 ("the EEA Agreement").

<sup>3</sup> Publication in the Official Journal of the European Union No C 199, 16/06/2015, p. 5.

- Scimitar is the holding company of the Motor Fuel Group, an independent petrol and convenience retailer in the UK. Scimitar's group companies are active in the retail supply of road fuels in the UK and, ancillary to this, the supply of groceries from these sites. It is also involved, to a limited extent, in the wholesale supply of motor fuels in the UK to a number of independently owned petrol station forecourts.
3. 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(b) of the Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004.<sup>4</sup>
  4. 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 and Article 57 of the EEA Agreement.

*For the Commission*

*(Signed)*

*Alexander ITALIANER*

*Director-General*

---

<sup>4</sup> OJ C 366, 14.12.2013, p. 5.