



EUROPEAN COMMISSION
DG Competition

Case M.8398 - OTPP / OGF GROUP

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

Article 6(1)(b) NON-OPPOSITION
Date: 21/03/2017

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EUROPEAN COMMISSION

Brussels, 21.3.2017
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PUBLIC VERSION

To the notifying party:

**Subject: Case M.8398 – OTPP / OGF GROUP
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC)
No 139/2004¹ and Article 57 of the Agreement on the European Economic Area²**

Dear Sir or Madam,

1. On 24 February 2017, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which the Ontario Teachers' Pension Plan Board ('OTPP', Canada) acquires within the meaning of Article 3(1)(b) of the Merger Regulation sole control of the whole of the undertaking PHM Holdco 19 SARL, the ultimate holding company of OGF and its subsidiaries (together the 'OGF Group' or the 'Target', France), by way of purchase of shares.³
2. The business activities of the undertakings concerned are:
 - for OTPP: administers pension benefits and invests pension plan assets on behalf of active and retired teachers in the Canadian province of Ontario; OTPP also controls the Westerleigh Group, a developer and operator of crematoria and cemeteries in the United Kingdom,
 - for OGF Group: active in the French funeral service sector, providing (i) embalming, burial and cremation services, (ii) coffins, monuments and other items (such as flowers), (iii) crematorium management, (iv) pre-need insurance contracts and (v) supplying coffins through its two coffin-manufacturing sites.

¹ 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.

² OJ L 1, 3.1.1994, p. 3 (the 'EEA Agreement').

³ Publication in the Official Journal of the European Union No C 69, 04.03.2017, p. 11.

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 139/2004.⁴
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)

*Johannes LAITENBERGER
Director-General*

⁴ OJ C 366, 14.12.2013, p. 5.