



EUROPEAN COMMISSION
DG Competition

***Case M.9625 - BANCA
COMERCIALA
ROMANA /
RAIFFEISEN BANK /
BRD SOCIETE
GENERALE / CIT ONE***

Only the English text is available and authentic.

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

Article 4(4)
10.03.2020



EUROPEAN COMMISSION

Brussels, 10.03.2020
C(2020) 1660 final

PUBLIC VERSION

In the published version of this decision, some information has been omitted pursuant to Article 17(2) of Council Regulation (EC) No 139/2004 concerning non-disclosure of business secrets and other confidential information. The omissions are shown thus [...]. Where possible the information omitted has been replaced by ranges of figures or a general description.

**To the notifying parties
To the Romanian Competition
Council**

**Subject: Case M.9625 – Banca Comercială Română / Raiffeisen Bank / BRD
Société Générale / CIT One
Commission decision following a reasoned submission pursuant to
Article 4(4) of Regulation No 139/2004¹ for referral of the case to
Romania and Article 57 of the Agreement on the European Economic
Area².**

Date of filing: 04.02.2020

Legal deadline for response of Member States: 25.02.2020

Legal deadline for the Commission decision under Article 4(4): 10.03.2020

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').

Dear Sir or Madam,

1. INTRODUCTION

- (1) On 4 February 2020, the Commission received by means of a Reasoned Submission a referral request pursuant to Article 4(4) of the Merger Regulation with respect to the proposed acquisition of joint control over CIT One SRL ('**CIT One**' or the '**Target**') by Banca Comercială Română S.A. ('**BCR**'), BRD Groupe Société Générale S.A. ('**BRD**') and Raiffeisen Bank S.A. ('**Raiffeisen Bank**'). CIT One, BCR, BRD and Raiffeisen Bank are jointly referred to as the '**Parties**'. The Parties request the operation to be examined in its entirety by the competent authorities of Romania.
- (2) According to Article 4(4) of the Merger Regulation, before a formal notification has been made to the Commission, the parties to the transaction may request that their transaction be referred in whole or in part from the Commission to the Member State where the concentration may significantly affect competition and which present all the characteristics of a distinct market.
- (3) A copy of this Reasoned Submission was transmitted to Member States on 4 February 2020.
- (4) On 25 February 2020, the Romanian Competition Council ('**RCC**'), as the competent authority of Romania, informed the Commission that Romania agrees with the proposed referral.

2. THE PARTIES

- (5) **CIT One** is a supplier of integrated cash services, providing the entire spectrum of services in this segment in Romania, starting from cash and other values transportation in armoured vehicles to cash handling (including processing and depositing) and ATM services, such as first line maintenance or ATM replenishment. CIT One provides its services at a national level, to Romanian incorporated clients only. It operates a fleet of 191 armoured vehicles for cash in transit transportation services, 12 cash processing centres and 6 transportation hubs.
- (6) **BCR**, which currently solely controls the Target, is part of Erste Group (ultimately controlled by Erste Bank Group AG),³ which offers the full spectrum of bank services (retail, corporate & investment banking, treasury and capital markets), as well as leasing services, private pensions and housing loans. In Romania, BCR offers its services through a network of 21 business centres and 20 mobile offices for companies, as well as 509 retail units located in most cities with a population exceeding 10,000 persons. BCR is highly active on the transactional market and its clients benefit from a network of approx. 2,000 ATMs/MFMs, as well as various services, such as Internet banking, Mobile banking, Phone banking and E-commerce.
- (7) **BRD** belongs to the Société Générale Group (with Société Générale⁴ as its majority shareholder).⁵ BRD is part of Société Générale's international group of International

³ BCR and the undertakings belonging to the same group shall be referred to as 'BCR Group'.

⁴ A French incorporated company, having its registered headquarters in Paris, France.

Retail and Financial Services division ('IRBS') – EURO Regional Business Unit. BRD is active in the banking sector in Romania, offering a full range of financial services. It is a substantial player in the local corporate banking market and in the competitive factoring market. Also, in the retail banking market, the bank has 2.3 million customers in contact with the bank through classic branches, via Internet, mobile and call centre.

- (8) **Raiffeisen Bank** belongs to the Raiffeisen Bank Group, active in Central and Eastern Europe at both retail and corporate levels, operating a network of banks, leasing companies and numerous financial services providers. Raiffeisen Bank is a top universal bank on the Romanian market, offering a wide range of products and services.⁶ It mainly provides day-to-day banking services to corporate and individual clients, including accounts opening, domestic and international payments, foreign exchange transactions, working capital finance, medium term facilities, bank guarantees and letters of credit. Raiffeisen Bank also provides financial leasing services, loan services in locative system and asset management services. The bank operates through the head office located in Bucharest and through its network of around 360 branches.

3. THE OPERATION AND CONCENTRATION

Joint Control

- (9) Pre-Transaction, CIT One is a wholly-owned subsidiary of BCR. On the basis of a Memorandum of Understanding and a Shareholders' Agreement ('SHA') concluded between BCR, BRD and Raiffeisen Bank, they will each hold 33.33% of the Target's share capital post-Transaction. None of them will have any special rights and they will jointly control the Target, as explained below.
- (10) Decisions on CIT One's budget and business plan as well as the appointment or the removal of the members of the Supervisory Board will need consensus of all shareholders (100% of the shares) to be adopted.
- (11) More specifically, according to Romanian Law, the Target will have a two-tier management system with a Supervisory Board as well as a Management Board. The Target's senior management will be the Management Board, which includes the CEO and CFO, and shall be appointed, supervised and revoked by the Supervisory Board by unanimity. The Supervisory Board will be comprised of three members appointed with the unanimous vote of the Shareholders within the General Shareholders' Meeting. Under the SHA, BCR, BRD and Raiffeisen Bank agree to cooperate to ensure that a) the Shareholders' Meeting appoints to the Supervisory Board one member nominated by each of the Parties and b) if one Party wishes to remove the Board Member it had appointed, the new Board Member will be nominated by the same Party. The Supervisory Board will decide by unanimity on a) the appointment and removal of the members of the Management Board, that is, the Target's senior management b) setting the KPIs for the Management Board and its

⁵ BRD along with the undertakings belonging to the same group shall be referred to hereafter as the BRD Group (which includes all undertakings directly/indirectly controlled by Société Générale).

⁶ Raiffeisen Bank operates as of 1 July 2002 following the merger between the two entities held at that time by the Raiffeisen Group in Romania: Raiffeisenbank (Romania) and Banca Agricola Raiffeisen S.A.

members and the monitoring of their fulfilment and c) any type of equity investments that are under the competence of the Supervisory Board.

- (12) Regarding the *business plan*, there will be a two-step decision making process whereby the Supervisory Board approves it in principle by majority voting and the final approval is at the level of the General Shareholders' Meeting, where the decision shall be taken by unanimity (that is, with the vote of the shareholders holding 100% of the shares in the company). With respect to the *budget*, it is approved by the General Shareholders' Meeting and will require consensus of all shareholders (100% of the shares).
- (13) Finally, the deadlock resolution mechanism envisaged in the SHA does not result in any of the Parties having the power to impose its decision on the others and requires the Parties to cooperate in order to reach an agreement on the matter.

Full-functionality

- (14) Post-Transaction, CIT One will be a full-function joint venture, with sufficient financial resources and assets to operate on the market. For instance, in terms of personnel, it has a mixed staff of 753 own employees and 244 leased employees while it aims at financing its investments from own sources and, when needed, to obtain financing from the market or the shareholders at market terms.
- (15) Furthermore, while, initially, the majority of the Target's business will be with the parents/acquirers (around 80% or more), any business relationships with the parents will continue to be on an arm's length basis. CIT One already provides its services to BCR on an arm's length basis and will continue to serve its parents under normal market conditions post-Transaction. CIT One shall apply a consistent commercial policy to all of its clients in consideration of various aspects such as routes, volumes, etc., regardless of their status (shareholder/non-shareholder). CIT One shall act on the cash services market as an economically independent undertaking, providing its services to the entire market based on a non-discriminatory commercial policy, which shall be applicable to both its parent companies and third party clients. Based on the above, regardless of the sales to the parent companies, CIT One is geared to play an active role on the market and can be considered economically autonomous from an operational viewpoint.
- (16) Therefore, post-Transaction, BCR, BRD and Raiffeisen Bank will exercise joint control over the Target within the meaning of Articles 3(1)(b) and 3(4) of the Merger Regulation.

4. EU DIMENSION

- (17) The undertakings concerned have a combined aggregate worldwide turnover of more than EUR 5 000 million (BCR Group: around EUR 10 billion; BRD Group: around EUR 25 billion; Raiffeisen Bank Group: around EUR 5 billion). Each of them has an EU-wide turnover in excess of EUR 250 million (BCR Group: around EUR 9 billion; BRD Group: around EUR 18 billion; Raiffeisen Bank Group: around EUR 3

billion) and not each of the undertakings concerned achieves more than two-thirds of its aggregate EU-wide turnover within one and the same Member State.⁷

- (18) The Transaction therefore has an EU dimension within the meaning of Article 1(2) of the Merger Regulation.

5. ASSESSMENT

- (19) The Transaction concerns the market for the provision of cash services, where the Target, CIT One, is active and the banking sector/financial services market in Romania, where the Parties' activities overlap. The Target is only active in Romania and the Transaction does not give rise to any affected markets outside of Romania.

5.1. Relevant product markets

5.1.1. Cash services

- (20) Cash services can comprise the provision of Cash-In-Transit, cash management and the transport of high value items.
- (21) The Commission has in the past defined a market for *Cash-In-Transit Services* ('CIT'), distinguishing it from cash handling services.⁸ Moreover, the Commission has also investigated whether the CIT services achieved in-house by certain banks or retailers should be included in the market for CIT services. Its investigation showed that i) the proportion of clients performing CIT in-house was limited and declining, as they tend to out-source this non-core business to specialised companies and ii) only the trend toward out-sourcing these services can be observed on the market. A customer cannot credibly threaten a CIT provider to in-source the CIT services in case of price increase and only the market for *out-sourced* CIT services should be considered.⁹
- (22) In its decision in case *Group 4 Falck / Securicor*, the Commission also considered whether remote *ATM services* are a distinct market from the CIT services offered to banks. The Commission found that the replenishment of remote ATMs is a service whose features are different from those of the traditional CIT services in several respects.¹⁰ However, while it appeared difficult for providers of traditional CIT services to enter the market for remote ATM servicing, the reverse did not appear to hold true; that is, there was no strong evidence to suggest that a provider of remote

⁷ The Target, CIT One, achieves its entire turnover in Romania.

⁸ See Commission decision of 28 May 2004 in case M.3396 - *Group 4 Falck / Securicor*, paragraphs 11-14. Historically, the major banks and financial institutions conducted cash transportation in-house. Today specialist operators provide the majority of cash transportation services, at least for banks, financial institutions and larger retailers. The CIT operator will enter into contracts with these customers and provide the physical transportation of cash (note or coin form) usually in armoured vehicles. Most transportation takes place between cash centres (where cash is stored, sorted and processed) and customer outlets (that is, bank branches or retailers) and involves either the collection of cash from cash generating businesses and delivery to cash centres or vice-versa.

⁹ See Commission decision in case M. 3396 - *Group 4 Falck/Securicor*, paragraph 15.

¹⁰ For instance, these services require the operating staff to have specific skills in order to not only replenish the ATM but also be able to perform some maintenance on it. As a result, the prices for remote ATM services are significantly higher than those for the mere transportation of cash, suggesting two distinct markets may exist. See paragraph 16 of Commission decision in case M.3396 - *Group 4 Falck/Securicor*.

ATM services could not use its personnel and equipment to offer less demanding services such as traditional CIT. In the absence of evidence that two separate product markets should be distinguished, the Commission assessed the Transaction in that case on the basis of a market for all CIT services, including remote ATM services.¹¹

- (23) The cash services market can also include *cash handling*, which consists in sorting and crediting customer accounts for the value of physical cash (notes and coins) delivered by customers; the scope of the service offered may also extend to cheques and other bearer means of payment.¹²
- (24) The Target, CIT One, is active in all types of cash services mentioned above,¹³ including cash transportation ('CIT') and transport of high value items (gold),¹⁴ ATM services and cash handling (or cash management).

5.1.2. *Banking sector/Financial services market*

- (25) In previous decisions, the Commission has considered the following relevant product markets in the banking sector: retail banking, banking for corporate customers, factoring, card based consumer credit/payment cards, financial market services, insurance sector and cash handling and sales (see above).
- (26) With regard to *retail banking/banking services for natural persons*, the Commission has considered the following segments: current accounts, savings, personal loans, consumer loans, credit cards, debit cards, mortgages and distribution of mutual funds and other investment products.
- (27) With regard to *banking for corporate customers*, the Commission has looked at the segments of domestic payments, international payments, savings, loans, documentary credits, export financing and cash management services.¹⁵ In addition,

¹¹ However, the Commission noted that if the overlapping activities had been confined to remote ATM services, traditional CIT services should not necessarily be included in the relevant market since the providers of traditional CIT services may not be able to quickly switch to remote ATM services in the event of a slight but significant non-transitory increase of price. See Commission decision in case M.3396 above, paragraph 16 and footnote 1.

¹² See Commission decision of 29 November 2011 in case M.6405 - *Banco Santander/Rainbow*, paragraph 15.

¹³ The cash services market can also include *cash sales* which consist of the provision of cash to corporate customers, financial institutions and ATM operators (both bank-owned ATMs and ATMs operated by independent operators). See Commission decision of 15 September 2008 in case M.5293 - *Banco Santander/Alliance & Leicester*, paragraph 21 and Commission Decision in case M. 6405 -*Banco Santander/Rainbow*, paragraph 16. The Target is not active in cash sales as it does not provide clients with cash but merely receives and executes processing and transport orders concerning cash that take place within financial institutions or between financial institutions and their corporate clients. Therefore, this market will not be considered further in this Decision.

¹⁴ In the Parties' view, as the transport of high value items is very similar to cash transportation and implies the use of specialized/armoured vehicles for the transport of certain objects, there is no need to define a distinct relevant market. However, for the purposes of the Form RS, they have also provided separate information with respect to a separate market for transport of high value items, in particular the transport of gold, where the Parties are active.

¹⁵ See Commission decision in case M.4844 - *Fortis/ABN AMRO Assets*; M.5384 - *BNP Paribas/Fortis*, paragraph 16.

the Commission has made a distinction between large corporate customers ("LCCs") and smaller commercial clients such as SMEs.¹⁶

- (28) *Factoring* comprises the purchase of all kinds of receivables from businesses, thereby providing customers with added liquidity. In this respect, it includes the ongoing purchase of short-term trade accounts receivable by a factoring company as well as the individual well-directed purchase of a customer's receivables for particular refinancing purposes.¹⁷
- (29) *Financial market services* include a broad range of services such as trading in securities, bonds, derivatives, foreign exchange and money market instruments; the Commission has left open the question whether these segments constitute separate product markets.
- (30) Finally, the Commission has considered the provision of *card-based consumer credit* as a separate market, distinct from card issuing and from personal loans.¹⁸
- (31) BCR, BRD and Raiffeisen Bank are active in Romania with respect to the provision of the entire spectrum of banking sector/financial services mentioned above. Their main activities focus on the sub-categories of retail banking and corporate banking.

5.2. Relevant geographic market

Cash services

- (32) In its previous decisions involving concentrations in the markets for the provision of cash services, the Commission has adopted either a national or even a narrower geographic frame of reference (that is regional or local) for investigating their effects.
- (33) For instance, in its decision in case *Group 4 Falck/Securicor*, the Commission considered that the geographic scope of the market for cash transportation services is at most national in scope, given the lack of cross-border CIT services and the different regulatory regimes prevailing in each country. The Commission even considered that the market scope may even be narrower, that is, regional or local. However, the Commission ultimately left the market definition open in this case.¹⁹
- (34) Similarly, in its decision in case *Banco Santander/Alliance & Leicester*,²⁰ while leaving the geographic market definition open, the Commission considered that the geographic markets for cash handling (and cash sales) were unlikely to be wider than national given that cash handling (and cash sales) services related overwhelmingly or exclusively to national currency (in that case, pounds sterling).

¹⁶ See Commission decision in case M.4844 - *Fortis/ABN AMRO Assets* and M.3894 - *Unicredito/HVB*.

¹⁷ In its decision in case M.1661 - *Credit Lyonnais/Allianz-Euler/JV*, the Commission distinguished *factoring* from credit insurance and it was left open whether the market could be subdivided.

¹⁸ See Commission decision in case M.5384 - *BNP Paribas/Fortis*, paragraph 41 et seq; see also Commission decision in case M.6164 - *Barclays Bank/Egg Credit Card Assets*. The Commission has also left open the question of whether the provision of card-based consumer credit should be divided into credit offered on universal cards and credit offered on private label store cards.

¹⁹ See Commission decision in case M. 3396 - *Group 4 Falck/Securicor*, paragraphs 33, 35 and 37.

²⁰ See Commission decision in case M.5293 - *Banco Santander/Alliance & Leicester*, paragraphs 19-20; see also Commission decision in case M. 6405 - *Banco Santander/Rainbow*, paragraph 17.

Banking sector/Financial services market

- (35) In its previous decisions involving concentrations in the markets for the provision of financial services, the Commission has generally adopted either a national or even a narrower geographic frame of reference (for instance, regional) for investigating their effects. This approach is in line with that of the Romanian Competition Council which has also assessed these markets on a national basis.²¹
- (36) Regarding the geographic market definition of *retail banking markets*, the Commission has generally considered national markets,²² but has also looked at, where relevant, the regional distribution of branches in making its assessment.²³
- (37) The Commission has considered the markets for *banking services to commercial clients* as national in scope.²⁴ For the market for LCCs, the Commission has left open the question on whether the markets for these services are national or wider in scope.²⁵
- (38) The Commission has also considered the geographic market for *factoring*²⁶ and the market for the *card based consumer credit* as national in scope.²⁷
- (39) For the *financial market services*, the geographic market has normally been considered wider than national in scope, although in some cases an assessment at national basis has been carried out.²⁸

5.3. Conclusion on market definition

- (40) For the purpose of assessing the referral request, the exact product and geographic market definitions can be left open. The Target only operates in Romania, on the Romanian cash services market, and the overlapping activities between the other Parties concern mainly the Romanian retail banking and corporate banking markets, which present all the characteristics of a distinct market. On markets that are potentially wider than national, the Parties estimate that their combined market share would be below 20%. On that basis, even on the widest plausible geographic market definition, the Transaction would not affect any markets outside Romania.

²¹ For instance, in its Decision no. 7/2018, the authority retained the national character for the market of financial services for, the following reasons: (i) financial services are regulated at national level, (ii) distribution channels are generally national, (iii) banks (such as the Parties), generally operate at national level.

²² See, for instance, Commission decision in cases M.4844 - *Fortis/ABN AMRO Assets*; M.5384 - *BNP Paribas/Fortis*; M.5726 - *Deutsche Bank/Sal.Oppenheim*

²³ See, for instance, Commission decision in case M.3894 - *Unicredito/HVB*; M.4356 - *Deutsche Bank/Berliner Bank*; M.5811 - *Erste Bank/ASK*; M.6405 - *Banco Santander/Rainbow*, paragraph 12.

²⁴ See, for instance, Commission decision in case M.6405 - *Banco Santander/Rainbow*, paragraph 18.

²⁵ See, for instance, Commission decision in case M.6405 - *Banco Santander/Rainbow*, paragraph 18.

²⁶ See, for instance, Commission Decision in case M.2577 - *GE Capital/Heller Financial*, paragraphs 9-11 and 17; case M.3894 - *Unicredito/HVB*, paragraph 42.

²⁷ See Commission Decision in case M.6405 - *Banco Santander/Rainbow*, paragraph 13.

²⁸ See Commission decision in case M.3894 - *Unicredito/HVB*, paragraph 42.

5.4. Assessment of the referral request

5.4.1. Legal requirements

- (41) According to the Commission Notice on case referral,²⁹ in order for a referral to be made by the Commission to one or more Member States pursuant to Article 4(4), the following two legal requirements must be fulfilled:
- a) there must be indications that the concentration may significantly affect competition in a market or markets,³⁰ and
 - b) the market(s) in question must be within a Member State and present all the characteristics of a distinct market.³¹
- (42) Pursuant to paragraph 17 and 18 of the Commission Notice on case referral ('the Notice'), the Parties are in essence required to demonstrate that the transaction is liable to have a potential impact on competition in a distinct market in a Member State, which may prove to be significant, thus deserving closer scrutiny. While the Parties are not required to demonstrate that the effect on competition is likely to be an adverse one, they should point to indicators which are generally suggestive of the existence of some competitive effects stemming from the Transaction. In this context, the existence of 'affected markets' within the meaning of the Form RS is generally considered sufficient to meet the requirements of Article 4(4) of the Merger Regulation.³²
- (43) Furthermore, pursuant to paragraph 20 of the Notice, concentrations the effects of which are likely to be confined to, or have their main economic impact in a single Member State, are the most appropriate candidate cases for referral to that Member State.

Downstream markets

- (44) On the basis of the information provided by the Parties, BRD, BCR and Raiffeisen Bank are all active providing services both at the retail banking and corporate banking segments. Based on the Parties' estimates, they achieved a combined market share in Romania exceeding 30% on several segments of the market for banking services in 2018. For instance, in Romania, the Parties' market share with regard to overall retail banking was around [40-50]%, while it reached [30-40]% for corporate banking, around [30-40]% for corporate loans and above [30-40]% for retail loans, retail deposits and corporate deposits.³³

Upstream markets

- (45) The Target is active on the Romanian cash services market, which is a relevant input to the above-mentioned segments of retail and corporate banking services. As a consequence, there is a vertical relationship arising from the Transaction. According

²⁹ Commission Notice on case referral in respect of concentrations, OJ C56, 5.3.2005, p.2.

³⁰ Further developed in paragraph 17 of the Commission Notice on Case Referrals.

³¹ Further developed in paragraph 18 of the Commission Notice on Case Referrals.

³² Footnote 21 of the Commission Notice on Case Referrals.

³³ See, for instance, paragraph 191 Form RS.

to the information provided by the Parties,³⁴ the Target had a market share exceeding 20% on the out-sourced Romanian cash services market in 2018. For instance, its market share for the overall outsourced cash services market was around [20-30]%, for the CIT market around [30-40]%, for cash handling around [20-30]% while it is estimated above [40-50]% for the ATM assistance services and the transport of high value items market (gold only).³⁵

- (46) Therefore, based on the information submitted by the Parties, the Transaction gives rise to affected markets in Romania in the two vertically related markets ‘banking sector/financial services’ (downstream) as well as in the vertically related ‘cash services’ market (upstream). As the Target is only active in Romania and provides services only to Romanian incorporated clients and does not have the capacity at this point to perform services outside Romania, all affected markets are geographically confined to one country, Romania.
- (47) In view of the foregoing, the Transaction may significantly affect competition in a number of markets in Romania, which present all the characteristics of distinct markets. Therefore, the two legal requirements set forth by Article 4(4) of the Merger Regulation appear to be fulfilled in the present case.

5.4.2. Additional factors

- (48) In addition to the verification of the legal requirements, paragraph 19 of the Notice provides that it should also be considered whether referral of the case is appropriate, and in particular “*whether the competition authority or authorities to which they are contemplating requesting the referral of the case is the most appropriate authority for dealing with the case*”.
- (49) In addition, paragraph 23 of the Notice states that “*Consideration should also, to the extent possible, be given to whether the NCA(s) to which referral of the case is contemplated may possess specific expertise concerning local markets, or be examining, or about to examine, another transaction in the sector concerned*”.
- (50) Given that the likely focus of the Transaction is confined to Romania, the RCC is well placed to examine the case. The Commission has considered as an additional factor that the RCC has relevant experience with regard to the financial services market, having assessed several concentrations in the past, where it has analysed the relevant markets from a national perspective.³⁶ For instance, it assessed the acquisition of sole control over Banca Romaneasca by Eximbank in 2019; the acquisition of sole control over Bancpost by Banca Transilvania in 2018;³⁷ the acquisition of sole control over Volksbank by Banca Transilvania in 2015 etc. It also undertook an investigation on retail banking services in 2018.
- (51) Regarding the cash services market, the RCC performed in 2017 an antitrust investigation in a neighbouring market, that is, in the security services market.

³⁴ See, for instance, paragraph 186 Form RS.

³⁵ The estimated market size for the transport of high value items takes into consideration the transport of gold only. However, there are other high value items that are not included within this estimate and, if considered, they would generate lower market shares.

³⁶ See also above, paragraph 35 and footnote 20.

³⁷ Romanian Competition Council Decision no.7/2018.

- (52) Therefore, the RCC has significant relevant experience in assessing such cases and deep knowledge of the characteristics of the Romanian market.
- (53) Finally, the handling of the Transaction by a single competition authority would preserve the ‘one-stop-shop’ principle, which is an important factor of administrative efficiency.

5.4.3. Conclusion on referral

- (54) On the basis of the information provided by the Parties in the Reasoned Submission, the Commission concludes that the case meets the legal requirements set out in Article 4(4) of the Merger Regulation in that the concentration may significantly affect competition in a market within a Member State which presents all the characteristics of a distinct market.
- (55) Moreover, the requested referral would be consistent with paragraphs 19-23 of the Notice, in particular because the RCC appears to be the most appropriate authority to examine the Transaction.

6. CONCLUSION

- (56) For the above reasons, and given that Romania has expressed its agreement, the Commission has decided to refer the Transaction in its entirety to be examined by Romania. This decision is adopted in application of Article 4(4) of the Merger Regulation and Article 57 of the EEA Agreement.

For the Commission

(Signed)
Olivier GUERSENT
Director-General