



EUROPEAN COMMISSION  
DG Competition

***Case M.10801 - INFRAFIBRE / DG FIBRE / DGN***

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: 10/08/2022

***In electronic form on the EUR-Lex website under  
document number 32022M10801***



## EUROPEAN COMMISSION

Brussels, 10.08.2022  
C(2022) 5885 final

### **PUBLIC VERSION**

Infra fibre Sàrl  
Rue Lou Hemmer 8  
1748 Senningerberg  
Luxembourg

DG Fibre Holdings Limited  
Level 7, One Bartholomew Close,  
Barts Square  
London, EC1A 7BL  
England

**Subject: Case M.10801 - INFRAFIBRE / DG FIBRE / DGN  
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>**

Dear Sir or Madam,

1. On 18 July 2022, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation, by which Infra fibre Sàrl (“Infra fibre”, Luxembourg), ultimately controlled by Deutsche Bank AG (Germany) and DG Fibre Holding Limited (“DG Fibre”, UK), controlled by Sun Life Financial Inc. (Canada), will acquire within the meaning of Article 3(1)(b) and 3(4) of the Merger Regulation joint control over the whole of Deutsche GigaNetz GmbH (“DGN”, Germany), currently controlled by DG Fibre (UK), by way of purchase of shares.<sup>3</sup>
2. The business activities of the undertakings concerned are the following:
  - Infra fibre is a portfolio company of a European infrastructure fund managed by subsidiaries of DWS Group GmbH & Co KGaA (“DWS Group”, Germany). DWS Group, ultimately controlled by Deutsche Bank AG, is an asset

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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.

<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 281, 22.7.2022, p. 6.

management company with a wide investment portfolio, which includes investments in infrastructure assets in Europe. Deutsche Bank AG (Germany) is a global provider of financial services.

- DG Fibre is a holding company owned by an infrastructure fund managed by InfraRed Capital Partners Limited (UK) (“IRCP”). IRCP is a global investment manager ultimately controlled by Sun Life Financial Inc (“Sun Life”, Canada). Sun Life is a financial services company providing insurance, wealth and asset management solutions to individual and corporate clients.
  - DGN is active as a fully integrated FTTH telecommunications provider for private, commercial and carrier customers in Germany.
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(c) 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)*  
*Olivier GUERSENT*  
*Director-General*

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