



EUROPEAN COMMISSION

DG Competition

Case M.10438 - MOL / OMV SLOVENIJA

Only the English text is available and authentic.

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

Article 4(4)
Date: 28/10/2021



EUROPEAN COMMISSION

Brussels, 28.10.2021
C(2021) 7929 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 Where possible the information omitted has been replaced by ranges of figures or a general description.

MOL Hungarian Oil and Gas Plc.
Október huszonharmadika u. 18.
1117 Budapest
Hungary

Slovenia Competition Protection
Agency
Dunajska 58
1000 Ljubljana

**Subject: Case M.10438 – MOL/OMV Slovenija
Commission decision following a reasoned submission pursuant to
Article 4(4) of Regulation No 139/2004¹ for referral of the case to Slovenia
and Article 57 of the Agreement on the European Economic Area².**

Date of submission of the Form RS: 23.09.2021

**Legal deadline for response of Member States: 15 working days from receipt of the
Form RS by the Member States (14.10.2021)**

Legal deadline for the Commission decision under Article 4(4): 28.10.2021

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 (the ‘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 23.09.2021, 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 transaction described below in paragraph 6. The parties request this transaction to be examined by the Slovenian Competition Protection Agency.
- (2) A copy of this Reasoned Submission was transmitted to all Member States on 24.09.2021.
- (3) By letter of 11.10.2021, the Slovenian Competition Protection Agency, as the competent authority of Slovenia, informed the Commission that Slovenia disagrees with the referral request.

2. THE PARTIES AND THE TRANSACTION

- (4) MOL Hungarian Oil and Gas Plc. (“**MOL**”) is an integrated oil and gas company. It has operations in over 30 countries and employs about 25 000 people worldwide. MOL’s principal activities are: (i) the exploration, production and refining of crude oil, (ii) the distribution of refined oil products both at wholesale and retail level, (iii) the production and sale of petrochemicals, (iv) the exploration and production of natural gas and (v) the transmission of natural gas in Hungary. In Slovenia, MOL is mainly active through its 100% subsidiary, MOL Slovenija d.o.o., which operates 53 retail fuel stations.
- (5) OMV SLOVENIJA, trgovina z nafto in naftnimi derivati, d.o.o. (“**OMV Slovenija**”), currently under the sole control of the OMV Group, is mainly active in the retail sale of motor fuel via its network of 120 retail fuel stations. In addition, OMV Slovenija is active upstream in the ex-refinery and non-retail supply of fuels as well as in the supply of *inter alia* LPG, bitumen and heating oil.
- (6) The Transaction consists of MOL acquiring a 100% shareholding in OMV Slovenija. As a result, MOL will have sole control within the meaning of Article 3(1)(b) of the Merger Regulation over OMV Slovenija ([...]).

3. UNION DIMENSION

- (7) The Transaction has a Union dimension within the meaning of Article 1(2) of the Merger Regulation. The undertakings concerned have a combined aggregate worldwide turnover of more than EUR 5 000 million (MOL: EUR 11 447 million, OMV Slovenija: EUR 524 million), and an EU-wide turnover in excess of EUR 250 million (MOL: EUR [...] million, OMV Slovenija: EUR [...] million). The undertakings concerned did not achieve more than two-thirds of their aggregate EU-wide turnover within one and the same Member State.

4. THE COMMISSION’S ASSESSMENT

- (8) 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 presents all the characteristics of a distinct market.

- (9) As set out in Article 4(4) of the Merger Regulation, the agreement by the Member State referred to in the reasoned submission is a necessary condition for a case to be referred to its national competent authority. In case of disagreement, the Transaction cannot be referred.
- (10) As set out in paragraphs (7) and (8), the Transaction constitutes a notifiable concentration within the meaning of Article 4(1) of the Merger Regulation. Given that Slovenia disagreed with the referral request within 15 working days of receiving the Reasoned Submission (see paragraph 3 above), the Transaction cannot be referred to the competent authority of Slovenia.

5. CONCLUSION

- (11) In view of the above, the Commission remains competent to examine the Transaction.

For the Commission

(Signed)
Olivier GUERSENT
Director-General