



REPUBLIC OF ALBANIA
-THE COMPETITION AUTHORITY-
-THE COMPETITION COMMISSION-

No.____ Prot.

Dated 24.11.2008

D E C I S I O N

No. 92, Dated 24. 11. 2008

On

“The transaction realized through the purchase of a package of 20% of the shares of capital of Antea Cement sha by, respectively, EBRD and IFC”

The Competition Commission, on its meeting held on 24.11.2008, with the participation of:

- Mrs. Lindita Milo (Lati) Chairwoman
- Mr. Lush Përpali Deputy chairman
- Mrs. Servete Gruda Member
- Mr. Koço Broka Member

Discussed the following issue:

Subject: The notification of the transaction realized through the purchase of a package of 20% of the shares of capital of Antea Cement sha by, respectively, EBRD and IFC.

Legal basis: Law No. 9121, dated 28.07.2003 “On Protection of Competition”, as amended, Article 24, letter “d”, and Articles 10-12,, Article 56, and Article 25 of the Regulation “On the implementation of the procedures for the concentration of the undertakings”.

Upon reviewing the information provided by the Secretary General regarding the notification of the transaction realized through the purchase of a package of 20% of the shareholders’ capital of Antea Cement sha company by the international organizations EBRD and IFC (each of them having purchased 20%), the Competition Commission,

NOTED THAT:

1. The parties involved directly in the transaction are as follows:

On one hand:

- **Titan Cement SA**, is a joint stock company founded and functioning in compliance with the legislation in effect in the Republic of Greece (**The Sponsor**);
- **ALVACIM LIMITED**, is a limited liability company founded and functioning in compliance with the legislation in effect in the Republic of Cyprus (**Sponsor Holdco**);
- **ANTEA CEMENT Sh.a**, is a joint stock company founded and functioning in compliance with the legislation in effect for commercial companies in the Republic of Albania, with headquarters in Tirana, Albania, Registration No. 36120, dated 07.07.2006.

and, on the other hand:

- **EBRD**, is a multilateral bank, founded on the basis of an international treaty on may 1990, with headquarters in London, United Kingdom. Albania became a member of the EBRD since 1991.
- **IFC**, is an international organization founded on 1956, through an agreement entered between its member states. Albania became a member of the IFC since October 1991.

The EBRD and the IFC are strategic investors that do not aim the control of the market. Their objective is the activization and promotion of domestic and foreign capital investments, in relation to the creation, improvement and broadening of economic activities in the private sector and the creation of a competitive environment, as much as possible. Through their financing and beneficial investments in various sectors of the economy, including service sectors, the EBRD and the IFC have supported the private entrepreneurship initiatives, therefore contributing to the increasing of the market competitiveness.

- 2.** Through the Shareholders' Agreement, the parties have agreed on the purchasing of the shares equal to 20% of the shareholders' capital of Antea Cement Sh.a company, meaning that each of the international investment institutions, the EBRD and the IFC purchase a share equal to 20%.
- 3.** As a result of the participation in the shareholders' capital of Antea Cement Sh.a company, the investing institutions obtain the right to a non-influential participation in the decisionmaking on the company. In there are included

the rights regarding the following:: (i) the amendment of the statute of the company; (ii) the increase of capital; (iii) the sale of the company; (iv) the listing of its shares in the stock market; and (v) the voluntary liquidation of the company.

4. According to Article 10 of Law No. 9121, dated 28.07.2003 “On Protection of Competition”, as amended, the participation with 20% of the shares of the shareholders’ capital of the company by each of the investing institutions, does not imply the acquisition of influencing control at Antea Cement sh.a. company by these institutions.

FOR THE ABOVE REASONS

Pursuant to Article 24, letter “d”, and Article 56 of Law No. 9121, dated 28.07.2003 “On Protection of Competition”, as amended and Article 25 of the Regulation “On the implementation of the procedures for the concentration of the undertakings”, the Competition Commission,

DECIDED:

1. To decline to classify the “notification of the transaction realized through the purchase of a package of 20% of the shares of capital of Antea Cement sha by, respectively, the EBRD and the IFC” as a concentration in the meaning of Article 10 of Law No. 9121, dated 28.07.2003 “On Protection of Competition”, as amended.
3. This decision enters into effect immediately.

THE COMPETITION COMMISSION

Lush Përpali
(_____) **Deputy Chairman**

Servete Gruda
(_____) **Member**

Koço Broka
(_____) **Member**

Lindita Milo (Lati)
CHAIRWOMAN