EUROPEAN COMMISSION

Brussels, 2.9.2019
C(2019)6413 final

PUBLIC VERSION

To the notifying parties

Subject: **Case M.9435 — ADNOC/OCI/JV**
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC) No 139/2004[1] and Article 57 of the Agreement on the European Economic Area[2]

Dear Sir or Madam,

1. On 08 August 2019, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which undertakings OCI N.V. ("OCI", Netherlands) and Abu Dhabi National Oil Company ("ADNOC", United Arab Emirates) acquire within the meaning of Article 3(1)(b) and 3(4) of the Merger Regulation joint control of a newly created company constituting a joint venture (the "JV"). The concentration is accomplished by way of purchase of shares and contribution of shares and assets (namely, ADNOC Fertilizers and OCI's Middle East and North Africa natural gas-based fertilizer business).[3]

2. The business activities of the undertakings concerned are:

   – for OCI: the production and distribution of natural gas-based fertilizers and industrial chemicals used for agricultural and industrial purposes,

   – for ADNOC: activities throughout the entire hydrocarbon value chain, including exploration, production, storage, refining and distribution of oil and gas, as well as the development of petrochemical products,

   – for the JV: the production of natural gas-based fertilizers in the Middle East and North Africa for export and distribution.

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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 273, 14.08.2019, p. 6.

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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.[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)
Cecilio MADERO VILLAREJO
Acting Director-General

4 OJ C 366, 14.12.2013, p. 5.