EUROPEAN COMMISSION

Brussels, 30.09.2019
C(2019) 7142 final

PUBLIC VERSION

To the notifying parties

Subject: **Case M.9491 – ARDAGH GROUP / OTPP-ELEMENT / 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 5 September 2019, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which the undertakings Ardagh Group S.A. (Luxembourg) ('Ardagh') and Element Holdings II LLP (USA) ('Element'), a subsidiary of Ontario Teachers' Pension Plan Board (Canada) ('OTPP'), acquire within the meaning of Article 3(1)(b) and Article 3(4) of the Merger Regulation joint control over the whole of the a newly created joint venture ('JV') (the Netherlands) by way of purchase of shares.[3]

2. The business activities of the undertakings concerned are:

   – Ardagh is the holding company of an international group of companies mainly active in the production of rigid packaging solutions for the food and beverage as well as consumer products industries. It supplies a broad range of glass and metal packaging products to a variety of end markets on a global basis,

   – Element, through one or more wholly owned Exal subsidiaries, manufactures and sells metal packaging products. Exal's metal packaging products consist of aluminium aerosol cans that are used to package beauty, personal care, pharmaceutical, food, and home care products; and aluminium bottles for beverages,

   – OTPP is an independent single-profession pension plan concerned with the administration of pension benefits and the investment of pension plan assets,

---

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 311, 16.9.2019, p. 4.

Commission européenne, DG COMP MERGER REGISTRY, 1049 Bruxelles, BELGIQUE
Europese Commissie, DG COMP MERGER REGISTRY, 1049 Brussel, BELGIË

Tel: +32 229-91111. Fax: +32 229-64301. E-mail: COMP-MERGER-REGISTRY@ec.europa.eu.

– the JV will be contributed the business of Exal and of Ardagh's Food and Specialty business. The JV would post-transaction be active in metal packaging, more specifically in the production of food, nutrition, paint & coatings, aerosols and other specialty cans as well as aluminium bottles.

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.