EUROPEAN COMMISSION

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PUBLIC VERSION

To the Notifying Parties

Subject: **Case M.8623 – BOREALIS / OTPP / SSE / MAPLE**
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 18 September 2017, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which the undertakings Borealis Smart Holdings B.V. (the Netherlands), belonging to Borealis European Holdings B.V. ("Borealis", the Netherlands) and controlled by Omers Administration Corporation ("Omers", Canada), Ontario Limited (Canada), belonging to the Ontario Teachers' Pension Plan Board ("OTTP", Canada) and SSE Maple Limited (United Kingdom), belonging to SSE plc ("SSE", United Kingdom) acquire within the meaning of Article 3(1)(b) of the Merger Regulation joint control over the whole of the undertaking Maple TopCo Limited ("Maple", United Kingdom) by way of contract of management.[3]

2. The business activities of the undertakings concerned are:

   - Borealis is a manager for Omers. Omers is the administrator of the Ontario Municipal Employees Retirement System Primary Pension Plan;
   - SSE is an energy company with operations in the United Kingdom and Ireland;
   - OTPP is the administrator of Canada's largest single-profession pension plan;
   - Maple is active in meter asset provision to energy suppliers in the United Kingdom.

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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 327, 29.9.2017, p. 11.

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.

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)

Johannes LAITENBERGER
Director-General

4 OJ C 366, 14.12.2013, p. 5.