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Japan

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Chuo-ku, Osaka 541-0045
Japan

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Tiyoda-ku, Tokyo 100-8631
Japan

Subject: **Case M.11475 – MITSUI / OSAKA GAS / RWE KK / 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 16 February 2024, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation, by which RWE Offshore Wind Japan Murakami-Tainai K.K. ('RWE KK', Japan), which is ultimately controlled by RWE AG ('RWE', Germany), Mitsui & Co., Ltd. ('Mitsui', Japan), and Osaka Gas Co., Ltd ('Osaka Gas', Japan) will acquire within the meaning of Article 3(1)(b) and 3(4) of the Merger Regulation joint control over the whole of a newly created company constituting a joint venture (the 'JV', Japan). ([3])

([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]) OJ C, C/2024/1747, 26.02.2024.

(2) The business activities of the undertakings concerned are the following:

– Mitsui is a worldwide trading, business management, and project development company active in many economic activities (including iron and steel products, mineral and metal resources, infrastructure, mobility, chemicals, energy, food resources, consumer services, information technology, communication, and corporate development).

– Osaka Gas is an energy company dedicated to (i) the production, distribution, transportation, and supply of oil and natural gas, energy, liquefied natural gas, as well as (ii) solutions including the development and leasing of real estate properties, information-processing services, sale of fine materials and carbon material products.

– RWE KK is a special purpose vehicle company established by RWE, a group of companies mostly active in the generation and trading of energy, to participate in future auctions in Japan.

(3) The business activities of the JV will be the development, construction, and operation of an offshore windfarm in Japan.

(4) 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(a) of the Commission Notice on a simplified treatment for certain concentrations under Council Regulation (EC) No 139/2004. ([4])

(5) For the reasons set out in the Notice on a simplified treatment, 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)
Olivier GUERSENT
Director-General

([4]) OJ C 160, 5.5.2023, p. 1 (the 'Notice on a simplified treatment').