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**PUBLIC VERSION**

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88046 Friedrichshafen
Germany

HELLA GmbH & Co. KGaA
Rixbecker Str. 75
59552 Lippstadt
Germany

NGK Spark Plug Europe GmbH
Harkortstraße 41
40880 Ratingen
Germany

Clarios Germany Holding GmbH
Am Leineufer 51
30419 Hannover
Germany

**Subject: Case M.10932 – ZF / HELLA / NGK / CLARIOS / AHEAD 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 22 November 2022, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation , by which the undertakings (i) ZF Friedrichshafen AG ("ZF", Germany), (ii) HELLA GmbH & Co. KGaA ("Hella", Germany), belonging to the FORVIA group (France), (iii) NGK SPARK PLUG EUROPE GmbH ("NGK", Germany), belonging to the NGK SPARK PLUG Group (Japan), and (iv) Clarios Germany GmbH & Co. KG ("Clarios",

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').

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Germany), belonging to the Clarios Group (United States), controlled by Brookfield Asset Management Inc. (Canada), will acquire within the meaning of Article 3(1)(b) and 3(4) of the Merger Regulation joint control of Ahead GmbH ("Ahead JV") by way of purchase of shares.[3]

2. The business activities of the undertakings concerned are the following:

   – ZF is a global technology company that develops, manufactures and distributes products and systems for passenger cars, commercial vehicles and industrial technology,

   – Hella is an automotive parts supplier that is mainly active in the development and production of lighting and electronic products. Hella also offers a broad portfolio of services and products for workshop customers,

   – NGK manufactures and sells spark plugs and related products for internal combustion engines, as well as sensors and ceramics for a wide range of applications,

   – Clarios is an automotive parts supplier active in the research, development, manufacturing, licensing, marketing and distribution of starter batteries for all kinds of vehicles and applications, including passenger vehicles, trucks, and other motive applications.

3. Ahead JV will offer repair services and digital solutions and programs to workshops and their mechanics in selected parts of Europe, including a subscription-based "edutainement platform" and a loyalty program.

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 procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004.[4]

5. 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)*
*Olivier GUERSENT*
*Director-General*

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3 Publication in the Official Journal of the European Union No C 454, 30.11.2022, p. 115.

4 OJ C 366, 14.12.2013, p. 5.