

OFFICE FOR COMPETITION

28 September 2021

COMP-MCCA/13/2021 – Acquisition of AlleyBe Group by Zedra Malta Limited

Decision on acquisition in terms of Regulations 6 (1) (ii) and 12(4) of the Control of Concentrations Regulations (LN 294 of 2002 as subsequently amended)

The Office for Competition,

Having considered the notification dated 31 August 2021 pursuant to Regulation 5 of the Control of Concentrations Regulations,

Having considered the provisions of the Control of Concentrations Regulations,

Having considered Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004

Whereas,

A. Facts

1. On 31 August 2021, the Office for Competition (hereinafter referred to as ‘the Office’) received a notification of a proposed acquisition pursuant to Regulation 5 of the Control of Concentrations Regulations (hereinafter referred to as ‘the Regulations’), whereby Zedra Malta Limited (hereinafter referred to as ‘the Notifying Party’ or ‘Zedra’) will acquire sole control of AlleyBe Limited (hereinafter referred to as ‘AB’), AlleyBe Trustees Malta Limited (hereinafter referred to as ‘ATML’) and AlleyBe Fintech Malta Limited (hereinafter referred to as ‘AFML’) (hereinafter, they will collectively be referred to as ‘the Acquired Parties’ or ‘AlleyBe Group’).
2. The proposed acquisition was notified to the public through a notice that appeared in a daily newspaper, on the Malta Competition and Consumer Affairs Authority’s website and a notice that appeared in the Government Gazette No. 20,698 on Friday 10 September 2021. The Office did not receive any third-party objections.

B. Parties

3. The Notifying Party, Zedra Malta Limited, having company registration number C65685, with its office at Office 18B, Locker Street, Sliema, is a limited liability company incorporated in Malta. Zedra provides corporate services and global expansion, wealth management and fund solutions.
4. AlleyBe Limited, having company registration number C71249, with its office at Pyketree Business Centre, Suite 3, Industry Street, Zone 5, Central Business District, Santa Venera, is a limited liability company incorporated in Malta.
5. AlleyBe Trustees Malta Limited, having company registration number C75016, with its office at Pyketree Business Centre, Suite 3, Industry Street, Zone 5, Central Business District, Santa Venera, is a limited liability company incorporated in Malta.
6. AlleyBe Fintech Malta Limited, having company registration number C87573, with its office at Pyketree Business Centre, Suite 3, Industry Street, Zone 5, Central Business District, Santa Venera, is a limited liability company incorporated in Malta.
7. AlleyBe Group provides corporate services, trustee and fiduciary services, and is licensed to act as VFA Agent

C. Transaction

8. The proposed transaction is an acquisition of sole control of AllebyBe Group by Zedra through a Sale and Purchase Agreement.
9. The Notifying Party will acquire a 100% shareholding in the Acquired Parties.
10. The completion of the Proposed Transaction is conditional upon, *inter alia*, clearance from the Office.

D. Notifiable Concentration

11. In terms of regulation 2 of the Control of Concentrations Regulations, a concentration, *inter alia*, refers to the acquisition by one or more undertakings or by one or more persons already controlling at least one undertaking whether by purchase of securities or assets, by contract or by other means, of direct or indirect control of the whole or parts of one or more undertakings.

12. The proposed transaction brings about the acquisition by the Notifying Party of the Acquired Parties.
13. Therefore, the proposed transaction constitutes a concentration within the meaning of regulation 2 of the Control of Concentrations Regulations.

E. Threshold for Notification

14. The aggregate turnover of the undertakings concerned in the preceding financial year exceeds €2,329,373.40 and each of the parties had a turnover in Malta equivalent to at least 10% of the combined aggregate turnover in Malta of the undertakings concerned.
15. The notified concentration, therefore, meets the notification threshold as set out in Regulation 2 of the Regulations.

F. Simplified Procedure

16. Following the examination of the notification, it is considered that the notified concentration falls within the scope of Regulation 12(1) of the Control of Concentrations Regulations, whereby it is provided that:

“The simplified procedure will apply to the following categories of concentrations that are deemed not to raise serious doubts as to their legality in terms of the provisions of these regulations...:

(iii) two or more undertakings merge, or one or more undertakings acquire sole or joint control of another undertaking and two or more of the parties to the concentration are engaged in business activities either in the same product and geographical market and their combined market share is less than 15% or in a product market which is upstream or downstream of a product market in which any other party to the concentration is engaged and their combined market share is less than 25%.”

G. Conclusion

17. In view of the above and in terms of Regulations 6 (1) (ii) and 12 (4) of the Control of Concentrations Regulations, it is therefore decided:
 - (1) that the Concentration falls within the scope of the Regulations on Control of Concentrations;

- (2) that the Concentration does not raise serious doubts as to its lawfulness;
- (3) not to oppose the notified Concentration and to declare it a lawful Concentration.



Godwin Mangion
Director General