

Simplified notification of concentration

cf. the Norwegian Competition Act Section 18 first paragraph and Regulation on
the Notification of Concentrations Section 3

between

Maersk Training Norway AS

and

ResQ Holding AS

Oslo, 16 June 2022

Confidential

Contains business secrets

Ref.: #10513996/1

Advokatfirmaet BA-HR DA

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1 Contact information

1.1 The acquirer

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The acquirer's representative

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1.2 Target company

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The target company's representative

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2 Description of the concentration and rationale

- (1) On 13 June 2022, Maersk Training Norway AS, a Company 100 % owned by Maersk Training A/S, ("**Maersk Training**") entered into a share purchase agreement with DNB ASA regarding the acquisition of 100 % of the shares in ResQ Holding AS and its subsidiaries ("**ResQ**") ("**the Transaction**"). Maersk Training and ResQ are collectively referred to as the "**Parties**".
- (2) As a consequence of the Transaction, Maersk Training will acquire sole control in ResQ. The proposed Transaction constitutes a concentration under Section 17 of the Norwegian Competition Act. Closing of the Transaction is conditioned upon approval from the Norwegian Competition Authority.

(3)



3 Applicability of a simplified notification

- (4) As described below, the Parties are neither active on any of the same product markets, nor do they hold any vertical relations in markets in which their respective market shares exceed

30 %. Consequently, the Transaction qualifies for a simplified notification in accordance with the Regulation on the Notification of Concentrations Section 3, first paragraph, item 3.

- (5) First, there are no horizontal overlaps between Maersk Training, or any other company belonging to the same group of companies as Maersk Training, and ResQ. For the sake of completeness, it is mentioned that ResQ is a provider of safety training and crisis management services primarily to the oil and gas and maritime industries in Norway. Maersk Training provides similar services in Denmark and the UK. However, neither Maersk Training nor any other company belonging to the same group of companies as Maersk Training provide safety training or crisis management services in Norway. As the Notifying Party considers the geographical market to be national in scope, in particular due to the difference in regulation requirements, there are no horizontal overlaps between the Parties.
- (6) Second, a vertical relationship exists between the Parties in that ResQ is a provider of safety training to Maersk Training's customers.¹ ResQ also provide safety training services to a very limited degree for [REDACTED], a company within the A.P. Møller Group.²
- (7) However, as evident from the below, the Parties' market shares do not exceed 30 % in any of the vertically related markets.
- (8) Consequently, there are no markets affected by the Transaction.

4 The Parties' structure and business activities

4.1 Maersk Training and the A.P. Møller Group

4.1.1 Maersk Training

- (9) The acquirer of ResQ, Maersk Training (through its Norwegian subsidiary), is a Danish provider of specialist training services to the maritime, oil and gas, terminals and wind power industries. In addition, Maersk Training provides Training Management Services (as defined below) to the said industries. Maersk Training in principle provides the same service as ResQ in Denmark and in the UK in that it provides safety training, however under different regulatory requirements in Denmark and the UK.

¹ In particular, Maersk Training has Training Management Services contracts with some of its customers. Maersk Training itself does not provide all the training types and courses covered by these contracts. The provision of those is subcontracted to training providers that have the relevant courses in their portfolio (for example, ResQ).

² The notifying party is of the opinion that this is not a vertical relation as safety training does not constitutes an important input to the product or service of [REDACTED], see Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004 (2013/C 366/04) footnote 10.

(10) Maersk Training and its subsidiaries provide its services around the world and generated a global turnover of [REDACTED] in 2021. In Norway, Maersk Training and its subsidiaries generated a turnover of [REDACTED] in 2021.³

(11) A list of Maersk Training's subsidiaries is provided in **Annex 1**.

Annex 1 Maersk Training's subsidiaries

4.1.2 Maersk Training's activities in Norway

(12) The services offered by Maersk Training in Norway include well control, bespoke simulator training, and training management services for global clients, across industries (i.e. Oil and Gas, Maritime and Wind). The activities of Maersk Training in Norway are further described below:

(13) **Well control** is the technique used in oil and gas operations to manage the effects caused by unexpected release of formation fluid (e.g. natural gas or crude oil) onto surface equipment, and to prevent formation fluid from escaping into the atmosphere. Technically, well control focuses on preventing formation fluid from entering into the wellbore (the actual whole that forms the oil well) during drilling. This includes monitoring wells for signs of impending influx of formation fluid into the wellbore during drilling and procedures to stop the well from flowing when it happens. The well control training offered by Maersk Training includes courses on, for example, well maintenance, well intervention pressure control and drilling well control.

(14) **Bespoke training** is a broad category of non-mandatory training tailor-made for a specific customer, according to that customer's requirements and vision. For example, if a customer requires training on certain parts of drilling a well, Maersk Training can organise the training in one of its well simulators in Stavanger.

(15) Maersk Training's main competitors in well control training in Norway are [REDACTED]. [REDACTED] is another important competitor focusing on bespoke training.

(16) Maersk Training is also a provider of **Training Management Services**, that is to say, an outsourcing solution for its customers in the oil and gas, maritime and wind industries. Through the Training Management Services, Maersk Training supports its customers with training related administrative tasks such as identifying and communicating with suitable vendors, securing seats and booking courses with vendors. For example, if a customer requires training programmes in Norway that Maersk Training itself does not offer, Maersk Training subcontracts third-party providers of these courses. Maersk Training currently uses ResQ as a third-party provider of safety courses to the oil and gas and maritime industries.

³ Maersk Training Norway had a turnover in 2021 of [REDACTED], whilst another subsidiary of Maersk Training in Maersk H2S Safety Services A/S generated a turnover in Norway of [REDACTED]. Maersk H2S Safety Services' turnover in Norway is not related to course activities. This activity concerns rental of staff and equipment regarding detection of H2S gas on offshore installations.

As further described below, the safety training purchased by Maersk Training only account for approximately [REDACTED] of ResQ's total turnover within safety training services, whilst [REDACTED] account for approximately [REDACTED]. ResQ provides around [REDACTED] of Maersk Trainings total purchases within safety training services.

- (17) The main competitor of Maersk Training in Training Management Services in Norway is [REDACTED]. However, contracts for Training Management Services are concluded globally and are typically not limited to one country.

4.1.3 Maersk Training is a part of the A.P. Møller Group

- (18) Maersk Training is a wholly owned subsidiary of A.P. Møller-Maersk A/S («**A.P. Møller-Maersk**»).

- (19) A.P. Møller-Maersk is an international transport and logistics company headquartered in Copenhagen, Denmark. A.P. Møller-Maersk's core activities comprise container liner shipping, container terminal services, ports, inland transportation, inland services, supply chain management services, harbour towage, air freight forwarding, and reefer container manufacturing.

- (20) A.P. Møller-Maersk's activities encompass the following:

- **Ocean:** A.P Møller-Maersk's ocean activities include the Maersk liner business (Maersk and Sealand - A Maersk Company) together with the Hamburg Süd brands (Hamburg Süd and Aliança).
- **Logistics:** A.P Møller-Maersk's logistics activities include logistics and supply chain management services, container inland services, inland haulage activities (intermodal), air freight forwarding and customs clearance services.
- **Terminals:** A.P Møller-Maersk's activities include gateway terminals as well as strategic transshipment hubs under the APM Terminals brand, involving landside activities such as port activities where the customers are mainly container carriers.
- **Towage:** A.P Møller-Maersk's activities include towage services under the Svitser brand.
- **Manufacturing:** A.P Møller-Maersk's activities include the activities of Maersk Container Industry in the production and sale of reefer containers.
- **Others:** A.P Møller-Maersk's activities include the third-party activities of Maersk Oil Trading, Maersk Training and offshore marine services provided by Maersk Supply Services.

- (21) For more information on A.P. Møller-Maersk, please visit www.maersk.com/about.

- (22) A.P. Møller-Maersk is ultimately controlled by A.P. Møller Holding A/S («**A.P. Møller Holding**»). 100% of shares in A.P. Møller Holding are held by the A.P. Møller Foundation, an industrial foundation (in Danish: *erhvervsdrivende fond*) established in Denmark. A.P Møller Holding also controls APMH Invest A/S («**APMHI**»), and its controlled entities, which are operated and managed separately from A.P. Møller-Maersk. APMHI is the investment company through which A.P. Møller Holding conducts its investment activities that are not related to the activities of A.P. Møller-Maersk. Although ultimately part of the same group

as A.P. Møller Holding, A.P. Møller-Maersk is operated and managed separately from other group companies such as APMHI.

Annex 2 List of A.P. Møller Holding's subsidiaries

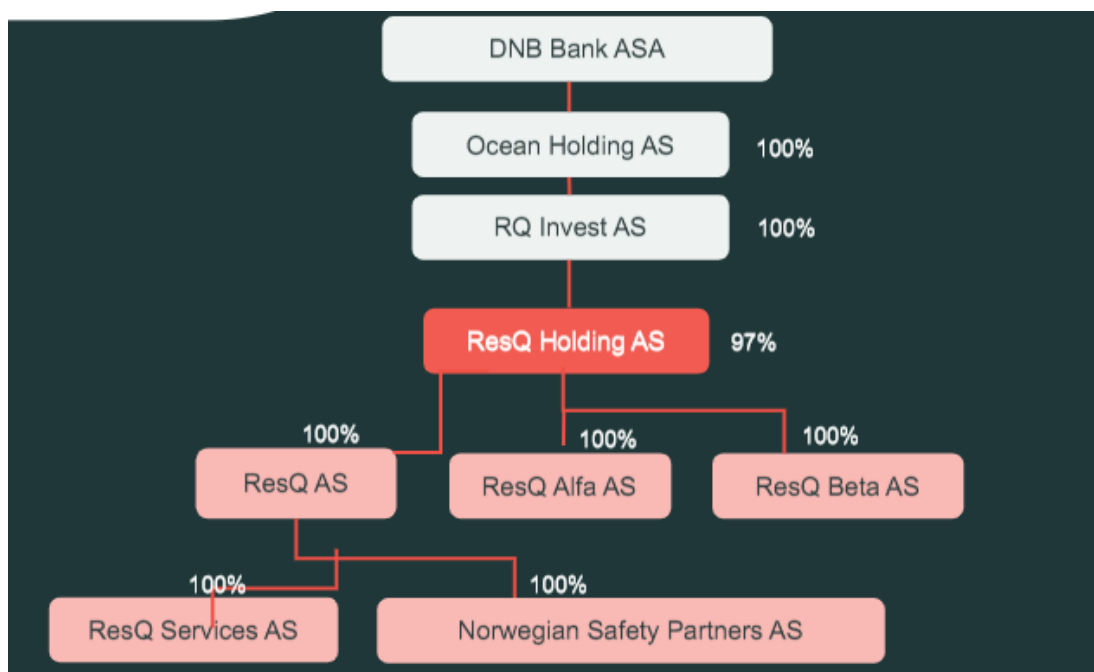
Annex 3 A.P. Møller Holding Group Structure Chart

(23) For more information on A.P. Møller Holding, please visit www.apmoller.com.

4.2 ResQ

(24) ResQ is a provider of **safety training** and **crisis management services** for individuals and corporate customers in the oil and gas industry, the maritime sector and to a smaller extent in the land-based sector⁴ in Norway. Headquartered in Stavanger, ResQ has approximately 67 permanent employees and over 300 hired resources spread across the country. ResQ generated a total turnover of MNOK 181,2 in 2021.

(25) ResQ has the following group structure:



(26) ResQ's core service offering covers standard and mandatory **safety training** courses for personnel within the oil and gas and maritime industries in Norway under Norwegian oil and gas guidelines and maritime regulations. The courses cover, for example, the mandatory training required for personnel operating offshore (e.g. for personnel staying on ships or oil installations), as well as training on first aid, Man Overboard Boat (MOB), search and rescue,

⁴ The courses provided for land-based companies are for example fire protection courses and courses for electrician, truck crane and lifting personnel.

lifeboat exercise, firefighting and more. ResQ also offers tailor-made training comprising a combination of the before mentioned safety courses.

- (27) The safety training is executed in ResQ's five training centres in Kristiansund, Bergen, Haugesund, Stavanger and Grimstad. In 2021, safety training accounted for approximately [REDACTED] of ResQ's total turnover.
- (28) In addition to its activities within safety training, ResQ is a provider of **crisis management services** to the oil and gas industry. The crisis management services comprise emergency response (e.g. notification and coordination, press and media handling in the event of crisis) and crisis management advisory services (emergency management courses, development and revision of emergency plans and bridging documents, risk and vulnerability analysis etc.). To provide its services, ResQ has established an emergency coordination centre, four operation rooms, a next of kin call centre and media handling facilities. In addition, ResQ has seven reception centres and hotel arrangements for evacuated personnel.
- (29) The customers of ResQ's crisis management services are mainly exploration operators and offshore contractors that either lack the size or capabilities in-house, or do not see crisis management as a core function to spend time and resources on. In 2021, crisis management accounted for approximately [REDACTED] of ResQ's total turnover.

5 Turnover

Turnover in Norway, 2021	MNOK
A.P. Møller-Maersk ⁵	[REDACTED]
ResQ	181,2

6 No markets affected by the Transaction

- (30) Maersk Training does not offer any of the services provided by ResQ in Norway. The safety training provided by ResQ is similar to the training offered by Maersk Training in other countries (i.e. Denmark and in the UK), with some differences due to local legislation and regulatory requirements in Norway. Further, the crisis management services require local presence, including reception centres hotel arrangements for evacuated personnel, and knowledge of local language. The Notifying Party, as further described with respect to safety training, considers the markets to be national in scope. Consequently, the Parties do not have any overlapping business activity in Norway and their offerings are fully complementary.
- (31) The Parties do, however, to a certain extent have a vertical relationship in that ResQ is Maersk Training's third-party provider of safety training, and [REDACTED] purchases a very limited amount of safety training from ResQ.

⁵ Please note that this covers only A.P. Møller-Maersk and its subsidiaries. This does not cover other subsidiaries of A.P. Møller Holding as the country-by-country revenue breakdown for 2021 is still being finalised.

- (32) To the best of the Notifying Party's knowledge, neither the European Commission nor the Norwegian Competition Authority have defined markets covering the services offered by ResQ.⁶
- (33) **Basic survival / safety training** is provided to the oil and gas, maritime and wind industries. Although there may be some differences regarding the precise scope of the training required in each of the industries, most training providers, including ResQ, RelyOn Nutec, Nosefo (Norwegian Centre for Offshore Education), Norward AS and NMU (Norwegian Marine University), offer safety training to more than one industry. Furthermore, most training providers offer a large course portfolio covering all standard and mandatory courses according to Norwegian oil and gas guidelines and maritime regulations. The expertise and requirements necessary to provide the basic survival/safety training in one sector makes it easy for the safety training provider to broaden the range of safety training courses it offers. The dynamics of the basic survival/safety training services are closely linked to the activity in the oil and gas and maritime industry. The Notifying Party is therefore of the opinion that the relevant product market is that of basic safety training.
- (34) In Norway, the content of the basic safety training is regulated at national level. The courses for the oil and gas industry need to be approved by NOROG (the Norwegian Oil and Gas Association) and the courses for the maritime industry need to be approved by SCTW (the Norwegian Maritime Authority). The basic safety trainings are usually provided in Norwegian. The customers are mainly the big oil companies, and the contracts are entered into on national level. The Notifying Party therefore submits that the relevant geographical market for safety training is national in scope.
- (35) For the sake of good order, it is emphasised that **well control training** (provided by Maersk Training in Norway) is a specialized type of training which requires equipment, such as dedicated simulators, which is different from the equipment used for basic safety training. Furthermore, well control training is regulated at an international level (IADC - International Association of Drilling Contractors and IWCF - International Well Control Forum) and is not qualified as a type of safety training by the training operators. Against this background, the Notifying Party considers well control training to belong to a market separate from a market for basic survival/safety training.
- (36) Currently, Maersk Training uses ResQ as one of several suppliers for basic safety training to serve Maersk Training's customers in Norway. ResQ provides around [REDACTED] of Maersk Trainings total purchases within safety training services. [REDACTED] purchase safety training from ResQ to a very limited extent.
- (37) Maersk Training has global Training Management Service contracts with Maersk Drilling and Transocean which also operate in Norway. Based on a conservative estimate, likely overestimating ResQ's market share, ResQ holds approximately [REDACTED] of the Norwegian market

⁶ Note that the purchase of ResQ was notified to the Norwegian Competition Authority 16 March 2013 where the notifying parties suggested the product and geographical market to be that of safety training in Norway.

for safety training services. [REDACTED]

[REDACTED] Based on Maersk Trainings best estimates, Maersk Training holds a market share [REDACTED] in the global market for Training Management Services.⁷

- (38) As stated above, the safety training purchased by Maersk Training from ResQ accounts for approximately [REDACTED] of ResQ's turnover, whilst [REDACTED] purchases accounts for around [REDACTED]. Consequently, Maersk Training will have strong incentives to provide the safety training services offered by ResQ to third parties after closing of the transaction and the Transaction will not lead to any foreclosure of competitors or customers.

- (39) Given the above, the Transaction does not give rise to any vertically affected markets.

7 Annual reports and financial statements

- (40) The 2021 audited annual reports and financial statements of A.P Møller-Maersk, A.P Møller Holding and Maersk Training A/S are publicly available and therefore not attached. The annual report for Maersk Training Norway AS is attached in **Annex 4**. The 2021 annual report of ResQ is publicly available and therefore not attached.

Annex 4: Annual report Maersk Training Norway AS

8 Other

- (41) The Transaction is not notifiable in any other jurisdiction than Norway.

9 Confidentiality

- (42) The notification contains business secrets. Business secrets are marked with a [REDACTED] background and reasons for an exemption from public disclosure are set out in **Annex 5**.

Annex 5: Basis for redaction and exemption from public disclosure

Yours sincerely,
Advokatfirmaet BAHR AS

A handwritten signature in black ink, appearing to read "Jone Berge", is shown on a light gray, textured background.

Jone Berge
Associate
Lawyer in charge: Beret Sundet