

SIMPLIFIED NOTIFICATION OF CONCENTRATION

Concerning Vauban Infrastructure Partners SCA's acquisition of control in Nordic Renewable Power AB Holding and its subsidiaries.

Oslo, 5 July 2022

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1. THE TRANSACTION

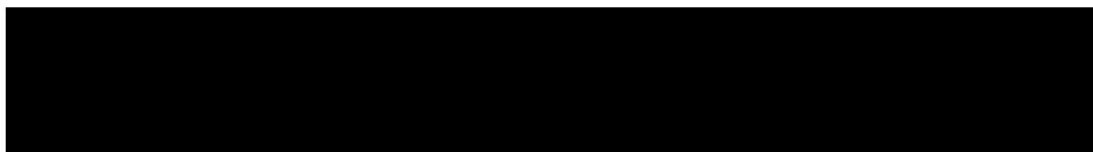
- (1) The notification concerns CI IV Sweden Holding AB ("**Buyer**"), a newly incorporated owned directly by Core Infrastructure IV S.à.r.l, a wholly-owned subsidiary of Core Infrastructure Fund IV SCSp and Core Infrastructure Fund IV SCA SICAV RAIF, which are alternative investment funds managed by Vauban Infrastructure Partners SCA ("**Vauban**"), acquisition of the wind farm project portfolio company Nordic Renewable Power AB Holding ("**NRP portfolio**" or "**Target**") from Green Investment Group Limited ("**GIG**" or "**Seller**"), a subsidiary to the Macquarie Group Limited. Note that Vauban, on its side, is ultimately owned and indirectly controlled by BPCE S.A. ("**BPCE**") via Natixis S.A. ("**Natixis**").
- (2) Following the share purchase agreement originally entered into on 2 June 2022 between Core Infrastructure IV s.à.r.l and Seller, as supplemented by an Assignment Notice dated 13 June 2022 pursuant to which Core Infrastructure IV s.à.r.l assigned its rights and obligations under the share purchase agreement to the Buyer (the Seller and the Buyer, being collectively referred to as "**the Parties**"), the Buyer will acquire all the shares in Target, and Vauban will consequently indirectly exercise control over the NRP portfolio (hereafter the "**Transaction**").

Appendix 1: Share Purchase Agreement of 2 June 2022 and Assignment notice (Confidential)

- (3) The Transaction entails a concentration (Nw: "*foretakssammenslutning*") pursuant to the Norwegian Competition Act section 17 first paragraph. Since the Parties meet the turnover thresholds set out in the Norwegian Competition Act section 18 first paragraph, the concentration is subject to clearance from the Norwegian Competition Authority.
- (4) The Transaction is only notifiable to the Norwegian Competition Authority, and its completion is conditional on the Norwegian Competition Authority's approval.
- (5) The Transaction is notified through the simplified procedure since the Parties' combined market share is below 20 per cent, and they have no vertical relationships, ref. the Merger filing Regulation (FOR-2013-12-11-1466) section 3 nr. 3 *litra* b and c.

2. RATIONALE

(6)



(7)



¹ Nord Pool is the exchange system for delivery of electricity on the Nordic-Baltic market and trading is conducted by agents through auction procedures with buyers and sellers nominating quantities and prices. The Nord Pool markets a divided into bidding areas, where prices are set based on local transmission systems and regional conditions. Norway currently exist of five bidding zones and Sweden has four bidding zones.

3. DESCRIPTION OF THE PARTIES INVOLVED

3.1 Acquirer

3.1.1 CI IV Sweden Holding AB

(8) CI IV Sweden Holding AB is a holding company owned by Core Infrastructure, which is another holding company registered and located in Luxembourg. Core Infrastructure is controlled by Core Infrastructure Fund IV SCSp and Core Infrastructure Fund IV SCA SICAV-RAIF, two alternative investment funds managed by their management company Vauban Infrastructure Partners, each holding 50 per cent of the shares in the company.

3.1.2 Vauban Infrastructure Partners SCA

(9) Vauban is a société en commandite par actions approved by the French Financial Markets Authority as a portfolio management company. The ultimate parent company of Vauban is Groupe BPCE, where Caisses d'Épargne and Banques Populaires each holds 50 per cent and have joint control.²

(10) Vauban is a European asset management company focusing on infrastructure equity investments. The firm structures and manages equity funds investing in the design, construction, maintenance, financing and operation of essential infrastructure assets in the transportation, social, digital and utility sectors. It manages EUR 6 billion across more than 50 investments (mainly in France but also in Finland, Iceland, Norway, Portugal, and Spain) through five core infrastructure funds. The various investment funds managed by Vauban have controlling interests in several trading companies.

(11) Through its subsidiaries, Vauban holds controlling interests in two Norwegian companies:

- **Varme Topco AS** and its subsidiaries are active in the district distribution water heating market in the greater Oslo region, Fredrikstad and Mosjøen. The company is not involved in power generation, distribution or retail of electricity.³
- **Boreal AS** is a Norwegian public transport provider that operates nationwide in the public transport sector, hereunder ferries. The company is not involved in power generation, distribution or retail of electricity.⁴

(12) More information about the Vauban group's business activities and portfolio companies can be found here: <https://vauban-ip.com/en/>

3.1.3 Natixis S.A.

(13) Natixis is a French corporate and investment bank created in November 2006 from the merger of the asset management and investment banking operations of Natixis Banque Populaire (Banque Populaire group) and IXIS (Groupe Caisse d'Épargne). Natixis holds a controlling interest in Vauban.

² Please see the company website for more information: <https://www.groupbpce.com/>

³ More information about Oslofjord Varm AS, a subsidiary of Varmer Topco AS, can be found on the company website: <https://www.oslofjordvarme.no/>. More information about the company structure can be found here: <https://www.proff.no/roller/varme-topco-as/sandvika/hovedkontortjenester/IF7YA6N10NZ/>

⁴ More information about the company can be found on the company website: <https://www.boreal.no/forside/>. More information about the company structure can be found here: <https://www.proff.no/roller/boreal-holding-as/stavanger/hovedkontortjenester/IF7YERI10NZ/>

- (14) For additional information on Natixis' business activities and those of its portfolio companies, please see <https://www.natixis.com>

3.1.4 Group BPCE

- (15) The BPCE Group is a French banking group formed by the merger of CNCE and BFBP in 2009.⁵

A short version of the structure chart, including BPCE, Natixis and Vauban, is provided in the appendices below.

Appendix 2: Structure chart of CIF IV

Appendix 3: Structure chart of BPCE group and Vauban

- (16) The group controls indirectly the French alternative investment funds managed by Mirova. Mirova as the management company of its funds is indirectly the sole owner of Vardafjellet Vindkraft AS, the project company which owns the Vardafjellet windfarm located in Sandnes municipality. RES operates the wind farm.^{6 7}
- (17) The BPCE group has shareholding interests in a substantial amount of companies, whereas some are active in Norway. However, to the BCPE group's best knowledge, they do not hold interests in companies involved in power production in Norway except for Vardafjellet windfarm.
- (18) We note, however, that BPCE is a large undertaking that holds interests in a large number of companies. Hence, the information provided is based on the best of the Parties' knowledge.

3.2 Target

- (19) Nordic Renewable Power AB Holding (the Target) is the parent company of Nordic Renewable Power AB, which controls three subsidiaries that own and operate wind farms in Norway and Sweden.

- **Tysvær Vindpark AS** is a Norwegian limited company that owns and operates a wind farm in Tysvær municipality, located on the west coast of Norway.
- **Buheii Vindkraft AS** is a Norwegian limited company that owns and operates a wind farm in Kvinesdal municipality, located on the southwest coast of Norway.
- **Lake Wind AB** is a Swedish limited company that owns and operates a wind farm in Habo municipality, located in Jönköping County of Sweden.

- (20) These subsidiaries own 100% of the equity in the portfolio of the wind farm projects involved and are active in wind power generation. All the wind projects are structured with long-term operational agreements and oversight frameworks with several market-leading contractors in the maintenance and power trading industry.

⁵ Please see the company website for more information: <https://www.groupbpce.co>

⁶ Previously Nordisk Vindkraft AS

⁷ More information can be found on the home website of the windfarm: <http://www.vardafjelletvindkraft.no/#>

4. MARKET DEFINITION

4.1 Product market

- (21) The Commission has previously considered i) generation and wholesale supply of electricity, ii) transmission of electricity, iii) distribution of electricity and iv) retail supply to eligible customers as separate markets. The Commission has considered that the electricity markets shall not be segmented by the source of the electricity (e.g., wind power vs. hydropower)⁸ or whether it is generated from renewable sources.⁹
- (22) The Parties agree with the Commission's precedents and will define the relevant product market as the generation and wholesale supply of electricity for the purpose of this notification.

4.2 Geographic market

- (23) The geographic market for the generation and wholesale supply of electricity has been defined as national in the Commission's previous decisions, but with the possibility of a broader scope pending on interconnections.¹⁰ The Commission has, however, not concluded whether the market for the generation and wholesale supply of electricity in Sweden might be broader than national to include the Nordics.¹¹
- (24) As the Transaction will not raise any competition concerns regardless of geographical market definition, the definition can be left open. Hence, for the sake of good order, the Parties have provided market shares taking into account both a national power market and the narrowest possible market definition, being regional pricing zones in Norway.

5. COMPETITION ANALYSIS

5.1 No horizontal competition issues

- (25) Both the BPCE group and the Target are active within the market for the generation and wholesale supply of electricity. Both Parties¹² only feed electricity into price zone NO2 (south-Norway).
- (26) The Parties' individual and combined market shares are minuscule regardless of whether the geographical market is considered national or limited to the regional price zone.
- (27) The Parties' estimated market shares are provided in the table below.

⁸ Ref M.8870 *E.ON / Innogy* paragraph 35 and 36. In the decision the Commission notes that the Bundeskartellamt has considered a separate market for renewable-based energy generation which benefit from public subsidies.

⁹ Ref M.10173 *Luminius / Essent Belgium* paragraph 15; M.9990 *Vattenfall / Engie / Gasgag* paragraph 52 to 54.

¹⁰ Ref M.8870 *E.ON / Innogy* paragraph 36, M.10181 *Entega / Viessmann / EMS / EPS* paragraph 46 to 48; M.10387 *Meridiam / Allianz / Neuconnect* paragraph 35 to 38.

¹¹ Ref M.8660 *Fortum / Uniper* paragraph 26.

¹² For the Target, only Buheii and Tysvær, not Lake Wind, feed into NO2.

Table 1: The Parties' estimated market shares in a Norwegian market¹³ (confidential)

Party	Production volume	Market share
Vardafjellet Vindkraft AS		
Tysvær		
Buheii		
Combined		

Table 2: The Parties' estimated market shares in price zone NO2¹⁴ (confidential)

Party	Production volume	Market share
Vardafjellet Vindkraft AS		
Tysvær		
Buheii		
Combined		

(28) These market shares reveal that the Transaction will not raise any competition concerns in the market for power generation, regardless of the geographical market definition.

5.2 No vertical relationship

(29) The concentration will not raise any vertical concerns since none of the Parties is active in a downstream or upstream market from each other. For the sake of good order, we note that the companies within the Buyers undertaking purchase electricity, like all other businesses. However, this fact is of no relevance to this notification.

6. MOST IMPORTANT CUSTOMERS, COMPETITORS AND SUPPLIERS

6.1 The market for power generation of electricity

(30) An overview of the Parties' most important competitors, customers and suppliers in the market for power generation in price zone NO2 is enclosed in the appendices below.

Appendix 4: Vardafjellet's most important customers, competitors and suppliers (Confidential)

Appendix 5: Nordic Renewable Power AB Holding's most important customers, competitors and suppliers (Confidential)

¹³ The estimated market shares as based on the total amount of power generation in Q1 of 2022 found on the website of the Norwegian Water Resources and Energy Directorate (NVE): https://www.nve.no/media/14085/kvartalsrapportq1_2022.pdf

¹⁴ The estimated market shares as based on the total amount of power generation in Q1 of 2022 found on the website of the Norwegian Water Resources and Energy Directorate (NVE): https://www.nve.no/media/14085/kvartalsrapportq1_2022.pdf

7. ANNUAL REPORTS AND ANNUAL ACCOUNTS

(31) The Parties' annual report and annual accounts for the last financial year are included below.

Appendix 6: BPCE group annual accounts of 2021

Appendix 7: Nordic Renewable Power AB Holding's annual accounts of 2021

8. TURNOVER AND OPERATING PROFIT

(32) The Parties' turnover and operating profit in Norway for 2021 are presented in the table below.

Table 3: The Parties turnover and operating profit in Norway for 2021 (confidential)

Company	Turnover	Operating profit
BPCE group		
Nordic Renewable Power AB Holding ¹⁷		

9. CONFIDENTIALITY

(33) This notification, with attachments, contains business secrets and other information that is of competitive importance to keep secret. This information shall be treated strictly confidential and exempt from public access in its entirety, ref the Public Administration Act section 13, first paragraph, no. 2.

(34) The relevant information is double underlined or marked as "confidential".

(35) Further justification for confidentiality is enclosed.

Appendix 8: Justification for Confidentiality

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¹⁵ BCPE's turnover corresponds to the sum of turnover of the portfolio companies indirectly controlled by Vauban, Mirova and Naxicap.

¹⁶ [REDACTED]

¹⁷ The turnover and operating profit consists of the consolidation of Tysvær Vindpark AS and Buheii Vindpark AS annual accounts for Norway. Please note that Tysvær Vindpark AS and Buheii Vindkraft AS have a deviating financial year (04.2021-03.2022)