

# Mergers: Commission clears merger between Praxair and Linde, subject to conditions

Commissioner Margrethe **Vestager**, in charge of competition policy, said: *“Gases – like oxygen and helium – are crucial inputs for a large variety of products we need and use in our everyday life. For instance, industrial oxygen is used in large quantities in the production of steel. And hospitals need medical oxygen for patients and helium so that magnetic resonance imaging (MRI) scanners can work. There are very few companies in the world capable of supplying all these gases. With this decision, we make sure that the merger of Praxair and Linde will not result in further concentration in Europe and that customers will continue to benefit from competition in these markets.”*

Today’s decision follows an [in-depth review](#) of the proposed merger between Praxair and Linde, which are two of the four largest companies active worldwide across the whole supply chains of industrial gases, medical gases, specialty gases and helium. Both companies also offer engineering and gas plant construction services.

## **The Commission’s investigation**

Following its in-depth investigation, the Commission concluded that the proposed transaction, as originally notified, would have significantly reduced competition in a number of markets in the European Economic Area (EEA). In particular, the Commission identified competition concerns in the markets for the supply of:

- **industrial gases**,
- **medical gases** and related services,
- **specialty gases** and
- **helium**, both in the worldwide market for the sourcing of helium and in the national markets for the retail supply of this gas.

Notably, the proposed combination would have reduced the number of significant gas players in the EEA from four to three, creating a new market leader in the European gas industry. The Commission’s investigation confirmed the gap between the four major suppliers (Air Liquide, Linde, Praxair and Air Products) and other competitors in terms of financial and operational capabilities. In this respect, only the four main players have the engineering capabilities necessary to bid for the largest projects (i.e. the construction of complex gas production units on customer manufacturing sites) across the EEA and access to the few sources of helium existing worldwide to be competitive.

Other market players only have a regional, national or local presence and lack the operational, technical and financial capabilities to compete on an

equal footing with the four majors. The Commission also found that market entry and expansion in the gas markets is difficult, due to the very high investment necessary to establish a meaningful position in the market.

The Commission concluded that the merger as notified would have led to a significant reduction in the number of suitable alternative suppliers and potentially to price increases.

### **The commitments**

To address the Commission's competition concerns, Praxair and Linde offered the following commitments:

- The **divestment to a suitable purchaser of Praxair's entire gas business in the EEA**, including all relevant legal entities, assets and personnel. This divestment covers industrial, medical, specialty gases and helium. It also includes the helium sourcing contracts required to satisfy demand in the EEA;
- The **transfer of Praxair's stake in SIAD**, an Italian joint venture active in Central and Eastern Europe and in Italy, to Praxair's current joint venture partner Flow Fin, which will become the sole owner of SIAD;
- The **divestment of additional helium sourcing contracts**, beyond those needed to satisfy demand in the EEA, to one or more suitable buyers. This will ensure that the overall helium sourcing volume divested will address competitive concerns at the worldwide level.

The commitments fully remove the overlap between Praxair and Linde's activities in the EEA, including in all the markets in which the transaction would have otherwise led to a significant impediment of effective competition. With respect to the market for the sourcing of helium, which is global, the commitments ensure that competition is maintained through the divestment of further sourcing contracts.

Based on the parties' proposals, the Commission will assess the suitability of potential buyers for Praxair's gas business in the EEA and for the additional helium sourcing contracts.

On this basis, the Commission considers that the proposed transaction, as modified by the commitments, will no longer raise competition concerns and will ensure that competition is preserved on European gas markets in the interest of European customers.

### **International cooperation**

The Commission has cooperated closely with a number of competition authorities, in particular with the US Federal Trade Commission and the Canadian competition authority.

### **Companies and products**

**Linde** is headquartered in Germany. It is active worldwide in the supply of industrial gases, medical gases, speciality gases and related services, including engineering and helium.

**Praxair** is headquartered in the United States. It is active in the supply of industrial gases, medical gases, speciality gases and related services, as well as helium and surface-coating technologies, and operates in North and South America, Asia and Europe.

### **Merger control rules and procedures**

The Commission has the duty to assess mergers and acquisitions involving companies with a turnover above certain thresholds (see Article 1 of the Merger Regulation) or that have been referred to it (see Article 4(5) of the Merger Regulation) and to prevent concentrations that would significantly impede effective competition in the EEA or any substantial part of it.

The vast majority of notified mergers do not pose competition problems and are cleared after a routine review. From the moment a transaction is notified, the Commission generally has a total of 25 working days to decide whether to grant approval (Phase I) or to start an in-depth investigation (Phase II).

There are seven on-going phase II merger investigations: the proposed acquisition of [Gemalto by Thales](#), Siemens' proposed [acquisition of Alstom](#), Wieland's proposed acquisition of [Aurubis Rolled Products and Schwermetall](#), the proposed [acquisition of MKM](#) by KME, Apple's proposed [acquisition of Shazam](#), the proposed acquisition of [Solvay's nylon business](#) by BASF and the proposed [acquisition of Tele2 NL](#) by T-Mobile NL in the Netherlands.

More information will be available on the Commission's [competition website](#), in the [public case register](#) under the case number [M.8480](#).