



Republic of Serbia  
**COMMISSION FOR PROTECTION  
OF COMPETITION**

25 Savska St., 4<sup>th</sup> Floor, Belgrade  
Number: 6/0-02-600/2019-162  
Date: October 17, 2019

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Pursuant to Article 22(2) and Article 66(3) of the Law on Protection of Competition (Official Gazette of the RS 51/09 and 95/13), and Article 2(1/7) of the Tariff on the level of compensations for activities within the competence of the Commission for Protection of Competition (Official Gazette of the RS 49/11), in merger control proceedings initiated on receipt of a merger notification of company „Roaming Electronics” doo, with registered office at 10 Južni bulevar Blvd., Belgrade, filed via procurator holder, attorney at law Bojan Vučković from the Law Office of Karanović & Partners, 23 Resavska St., Belgrade, resumed *ex officio* pursuant to Conclusion No. 6/0-03-600/2019-1 of July 2, 2019, enacted by the Commission President, at the 229<sup>th</sup> session held on October 17, 2019, the Council of the Commission for Protection of Competition enacts the following

## **DECISION**

**I Concentration of undertakings SHALL BE APPROVED SUBJECT TO CONDITIONS,** created by acquisition of individual control on the part of company „Roaming Electronics” doo, with registered office at 10 Južni bulevar Blvd., Belgrade, company number 17540602, over the following companies: 1) “WINWIN SHOP” doo, with registered office at 78g Bulevar oslobodilaca Čačka Blvd., Čačak, company number 21162094; 2) “Emmi House” doo, with registered office at 78g Bulevar oslobodilaca Čačka Blvd., Čačak, company number 21287733; and 3) “WINWIN RETAIL” doo, with registered office at 78g Bulevar oslobodilaca Čačka Blvd., Čačak, company number 21439860, by acquiring the shares or operations.

### **II SPECIAL CONDITIONS FOR MERGER CLEARANCE AND THE PERIOD OF PERFORMANCE THEREOF SHALL BE SET OUT:**

1. Company „Roaming Electronics” shall undertake to divest or make all reasonable efforts towards divesting (“divestiture”) a part of its business relating to retail trade of electrical household appliances, specifically small household appliances, large household appliances, TV, audio and video equipment, mobile and landline telephones, computers and other IT equipment, in retail stores specified under Subparagraph 5 herein to a competitor(s) in the market in Belgrade, Pančevo, Zrenjanin and Sremska Mitrovica (hereinafter jointly or individually referred to as the City), subject to conditions established under this Paragraph of enacting terms herein, by making all reasonable efforts to implement one of the following divestment measures:

- a) disposing of operations to a competitor(s) in retail trade markets of small household appliances, large household appliances, TV, audio and video equipment, mobile and landline telephones, computers and other IT equipment (hereinafter referred to as “Relevant activity”);

b) in cases where the measure referred to under a) is not feasible – subleasing the facilities concerned specified under Subparagraph 5 herein or disposing said facilities by terminating lease agreements, i.e. lease termination;

**2.** The period of performance to complete the commitments of company “Roaming Electronics” referred to in Subparagraph 1 herein, shall be calculated from the day of validity of a decision enacted by the Commission on the merger clearance subject to conditions (hereinafter referred to as “Effective date”).

**3.** The reasonable efforts within the meaning of Subparagraph 1 herein shall be considered the active conduct towards divesting a part of business, including the active involvement in finding a potential purchaser or a (sub)lessee.

**4.** A part of business shall be considered the functional and business and technical whole consisting of a lease or sublease of retail stores specified under Subparagraph 5 herein, and assets located in a particular retail store comprising of a retail space and assets (for instance, stock, goods, technical means) that is functionally related to a particular store.

**5.** Company “Roaming Electronics” shall be required to divest parts of its business in the following retail stores:

- 1) Retail store Tehnomanija (No. 8), 4 Studentski trg Sq., Belgrade,
- 2) Retail store Tehnomanija (No. 16), 4 Studentski trg Sq., Belgrade,
- 3) Retail store Tehnomanija (No. 17), 4 Studentski trg Sq., Belgrade,
- 4) Retail store Tehnomanija, bb Zrenjaninski put St., Belgrade,
- 5) Retail store WinWin, 58 Bulevar Kralja Aleksandra Blvd., Belgrade,
- 6) Retail store WinWin, 1 Batajnički drum St., Belgrade,
- 7) Retail store Emmi House, 5B Pilota Mihaila Petrovića St., Belgrade,
- 8) Retail store WinWin, 2B Kružni put St., Belgrade,
- 9) Retail store WinWin, 7 Ivićeva St., Belgrade,
- 10) Retail Store Emmi House, 4 Kozjačka St., Belgrade,
- 11) Retail store Emmi House, 73 Bratsva i jedinstva St., Belgrade,
- 12) Retail store WinWin, 2 Žarka Zrenjanina St., Pančevo,
- 13) Retail store WinWin, bb Marka Aurelija St., Sremska Mitrovica,
- 14) Retail store Emmi House, 10 Svetosavska St., Zrenjanin.

**6.** Company “Roaming Electronics” shall dispose of a part of its divestment business to a purchaser (hereinafter referred to as “Appropriate purchaser”) that cumulatively meets the following conditions:

- a) is not an affiliated entity within the meaning of the Law on Protection of Competition of company “Roaming Electronics“,
- b) is a real or potential competitor to company “Roaming Electronics” in the Relevant activity,
- c) has appropriate financial resources based on which it can be reasonably assumed that the said party may transact business, and
- d) has received a merger clearance decision from the Commission for Protection of Competition, if necessary.

**7.** Company “Roaming Electronics” shall be required to take all measures at hand as from the Effective date, to maintain the functionality of a part of its business, i.e. to refrain from activities that could have a considerable adverse effect on a part of its business, pending the divestment of a part of its business or enactment of an appropriate decision by the Commission for Protection of Competition establishing that company “Roaming Electronics” took all reasonable measures towards divesting a part of its business.

**8.** Company “Roaming Electronics” shall be required to submit a written notice (hereinafter referred to as “Notice”) to the Commission for Protection of Competition within a month from the Effective date, whose mandatory components shall be the following:

- a) measures/activities that company “Roaming Electronics” intends to take concerning the divestment of a part of its business,
- b) information on a person in charge of measures for sale of a part of its business (hereinafter referred to as “Divestiture Trustee”),

c) information on a person in charge of the management supervision of a part of its business and safeguarding the economic viability of a part of its business pending the divestment and supervising the divestment processes, providing appropriate reports to the Commission for Protection of Competition (hereinafter referred to as “Monitoring Trustee”).

The Divestiture Trustee and the Monitoring Trustee cannot be the same persons.

**9.** Company “Roaming Electronics” shall appoint, with the prior written approval of the Commission for Protection of Competition, for each of the above-mentioned trustees, a legal person that is not an affiliated entity of company “Roaming Electronics” or a natural person that is not employed, an executive director, a member of the board of directors, a non-executive director, a member of the management or supervisory boards of any company belonging to a corporate group of which “Roaming Electronics” is a member (including all companies similarly connected to a part of the activities of the “WinWin” corporate group or companies over which the control is acquired in a merger procedure). The legal person referred to herein may be appointed provided that it was not previously nor is currently employed, an executive director, a member of the board of directors, a non-executive director, a member of the management or supervisory boards of any company belonging to a corporate group of which “Roaming Electronics” is a member (including all companies similarly connected to a part of the activities of the “WinWin” corporate group or companies over which the control is acquired in a merger procedure), over a period of three years prior to the enactment of a decision of the Commission for Protection of Competition and over a period of three years after the validity of said decision.

**10.** The trustees or their affiliated entities within the meaning of the Law on Protection of Competition, as well as spouses, adoptive parents or adoptees, blood relatives in a straight line regardless of the degree of kinship and in the side line up to the second degree of kinship or in-laws up to the second degree of kinship, must not hold a private interest that has bearing or might have bearing on the conduct when performing their duties for the duration of a mandate and during a period of three years from the date on which the mandate of said trustees comes to an end.

**11.** Company “Roaming Electronics” shall authorize the Divestment Trustee within one month from the Effective date, to sell a part of its divestment business. Where the Divestiture Trustee is a legal person, company “Roaming Electronics” shall require said legal person without undue delay after the appointment, to appoint a natural person(s) to be in charge of the sale of a part of its divestment business on behalf of the Divestiture Trustee. The said natural person shall fulfill all conditions laid down in Subparagraphs 9 and 10.

**12.** Company “Roaming Electronics” shall be required to implement the measure laid down in Subparagraph 1(a) within six months from the Effective date (hereinafter referred to as “Divestment period”).

**13.** Company “Roaming Electronics” shall divest or make all reasonable efforts towards divesting a part of its business in terms of implementing the measure laid down in Subparagraph 1(a) above, under the conditions referred to above, at no minimum price and which company “Roaming Electronics” considers to be appropriate, no later than within the Divestment period. If company “Roaming Electronics” within the Divestment period fails to ensure the divestment of a part of its business, the Monitoring Trustee shall within the period of 15 calendar days after the expiry of the Divestment period submit to the Commission for Protection of Competition a reasoned Notice on the failure to divest in terms of implementing the measure laid down in Subparagraph 1(a) and on all reasonable measures taken towards divesting, while the Commission for Protection of Competition shall determine if all reasonable measures towards the divestment had been taken, in which case the Commission for Protection of Competition may allow for the extension of Divestment period for additional three months (hereafter referred to as “Further period”), calculated from the date of receipt of notification on the part of company “Roaming Electronics” on a decision enacted by the Commission for Protection of Competition on the Further period, in which case company “Roaming Electronics” shall not have the right to set minimum price for a part of its business, instead, the divestment business shall be divested at a price offered by the Appropriate purchaser. The Divestment Trustee shall be required to take account of the legitimate financial interests of company “Roaming Electronics”.

**14.** If company “Roaming Electronics” fails to divest a part of its business within the Further period in terms of implementing the measure laid down in Subparagraph 1(a) above, the Monitoring Trustee shall within the period of 15 calendar days after the expiry of the Further period submit to the Commission for Protection of Competition a reasoned Notice on the failure to divest in terms of implementing the measure laid down in Subparagraph 1(a) above and on all reasonable measures taken towards divesting in terms of implementing the measure laid down in Subparagraph 1(a) above.

**15.** The Commission for Protection of Competition shall determine if all reasonable measures are taken within the Further period, in which case the Commission for Protection of Competition may allow the Divestment Trustee that within the additional period of three months from the date of receipt of a Notice on the additional period on the part of company “Roaming Electronics”, to take all necessary steps to divest a part of its divestment business in terms of implementing one of the measures laid down in Subparagraph 10(b) above, of its choice, while minding the legitimate interests of company “Roaming Electronics”.

**16.** The Monitoring Trustee shall submit to the Commission for Protection of Competition a report on each successfully realized divestment transaction within the period of 15 calendar days from the date of such divestment in terms of implementing one of the measures laid down in Subparagraph 1.

**17.** Within the period of five years from the successfully implemented divestment process, company “Roaming Electronics” shall not acquire the divestment business nor it shall, in the case of successfully implemented divestment, take actions that would allow it the possibility to exercise a direct or indirect influence on the divestment business.

**18.** Company “Roaming Electronics” shall bear the costs of the Divestment Trustee and the Monitoring Trustee.

**III IT SHALL BE ESTABLISHED** that the party, company “Roaming Electronics” had made payment in the amount of XXX on June 26, 2019, into the account of the Commission for Protection of Competition, which in total represents the fee charged for issuing a decision on merger clearance subject to conditions.

**CHAIRMAN OF THE COUNCIL**

Čedomir Radojčić, member of the Council