

99070006029000

Zusammenschluss von Unternehmen Prüfung

Heruntergeladen am 25.06.2025

<https://fimportal.de/xzufi-services/579296/B100019>

Modul	Sachverhalt
Leistungsschlüssel	99070006029000
Leistungsbezeichnung I	Zusammenschluss von Unternehmen Prüfung
Leistungsbezeichnung II	Request examination of the proposed concentration between two undertakings
Typisierung	1 - Bund: Regelung und Vollzug
Quellredaktion	Bund
Freigabestatus Katalog	fachlich freigegeben (gold)
Freigabestatus Bibliothek	unbestimmter Freigabestatus
Begriffe im Kontext	
Leistungstyp	Leistungsobjekt mit Verrichtung
Leistungsgruppierung	
Verrichtungskennung	Prüfung (29)
SDG-Informationsbereich	Vorschriften und Pflichten im Zusammenhang mit der Verarbeitung personenbezogener Daten
Lagen Portalverbund	Informationen zur öffentlichen Vergabe (2080100)

Modul	Sachverhalt
Einheitlicher Ansprechpartner	Nein
Fachlich freigegeben am	15.08.2018
Fachlich freigegeben durch	Federal Ministry for Economic Affairs and Energy
Handlungsgrundlage	https://www.gesetze-im-internet.de/gwb/
Teaser	
Volltext	<p>Mergers between companies are examined by the Bundeskartellamt under certain conditions.</p> <p>This is to avoid disadvantages for competition. The Bundeskartellamt always examines the merger if the companies exceed certain turnover thresholds or if a particularly high purchase price is paid for the project.</p> <p>The Bundeskartellamt only prohibits the merger if it would significantly impede effective competition. This is particularly the case if it is to be expected that the merger will lead to the acquisition or strengthening of a dominant position.</p> <p>Mergers of undertakings must be notified to the Bundeskartellamt and may not be implemented during the entire examination procedure ("implementation prohibition"). Otherwise the agreements are invalid, a fine may be imposed or the merger may be unbundled. The purpose of ex-ante control is to prevent mergers that are problematic from a competition point of view from having to be broken up afterwards. In order to give companies certainty as to when they are allowed to merge, the Act provides for tight deadlines for the review procedure.</p> <p>Impending restrictions of competition can also be partly eliminated if the companies involved give undertakings. For example, if such undertakings are given, a company may be obliged to sell certain parts of its business or business areas to competitors.</p> <p>The Bundeskartellamt has extensive powers of investigation to obtain a comprehensive picture of the</p>

Modul

Sachverhalt

conditions of competition. The authority can request all relevant documents and business data from companies and associations of companies. It also conducts comprehensive market surveys and interviews individual market participants.

Under certain conditions a notification to the Bundeskartellamt is not necessary. This is the case if

- the European Commission is primarily responsible as competition authority (which is determined on the basis of turnover thresholds)
- the merger does not have a domestic effect, i.e. if it does not have a noticeable and direct impact on competition in Germany (this is independent of a company having its seat in Germany) or
- the turnover thresholds are not reached or the purchase price is below EUR 400 million.

Erforderliche Unterlagen

- Simple letter with the following information:

1. Form of the merger; in the case of acquisition of shares, also the amount of the acquired and the total interest held (capital and voting rights)
2. Company name, place of establishment / registered office
3. Type of business (sector, economic level)
4. Sales revenues (last fiscal year, worldwide, EU-wide and Germany-wide); if applicable, also information on the consideration (in the case of a purchase price in excess of EUR 400 million) and the type and scope of the domestic activities of the acquired parties
5. Market shares incl. basis of calculation/estimation if (largely) Germany-wide over 20
6. Group relations, dependencies and shareholdings
7. Nomination of a person authorised to receive service of process in Germany, if the registered office of the company is not in Germany.

Note: The acquirer and the acquired party must provide information on all of the above seven points. If the acquisition is of shares or assets, the transferor must also provide information on No. 2 and No. 7. If the undertakings concerned (i.e. acquirer, acquiring party and, in the case of an acquisition of shares or

Modul

Sachverhalt

assets, also the vendor) are affiliated undertakings (i.e. they are controlled or dependent within the meaning of the German Stock Corporation Act), the information on items 2 and 3 must be provided for all affiliated undertakings and the information on items 4, 5 and 6 for the entire group of undertakings.

Voraussetzungen

The Bundeskartellamt carries out merger control if

- there is no overriding competence of the European Commission as competition authority
- the undertakings concerned have a combined aggregate worldwide turnover of more than EUR 500 million and
- at least one of the undertakings concerned achieves domestic turnover of more than EUR 25 million and another achieves turnover of at least EUR 5 million
- or the purchase price (value of the consideration) for the concentration exceeds EUR 400 million and the company to be acquired has significant domestic operations.

This requires a notification by the companies involved in the merger.

Kosten

Examination of the concentration: Up to EUR 50,000 (depending on the economic importance of the case and the personnel and material costs for the authority); exceptionally up to EUR 100,000.

Verfahrensablauf

Notify a proposed merger of your business with an informal letter:

- Create a letter with the necessary information and print it out.
- Send the signed letter to the Bundeskartellamt; DE-Mail or e-mail with qualified electronic signature also possible (but simple e-mail is not sufficient).
- After receipt of the complete notification by the Bundeskartellamt the examination procedure begins.
- Within the time limit the authority has time to make an assessment as to whether the project needs to be examined more closely or whether it can be cleared.
- If there are indications of competition problems which cannot be eliminated within the preliminary

Modul	Sachverhalt
	examination procedure, formal main examination proceedings are initiated.
Bearbeitungsdauer	<ul style="list-style-type: none"> • First examination information: maximum 1 month • Examination period: maximum 4 months (extension possible with the agreement of the companies)
Frist	A concentration subject to notification may not be implemented before • the statutory review period of one month has expired without the Bundeskartellamt having initiated the main review proceedings, or • the four-month period of the main examination procedure has expired, • or the Bundeskartellamt has cleared the concentration.
weiterführende Informationen	https://www.bundeskartellamt.de/DE/Fusionskontrolle/fusionskontrolle_node.html
Hinweise	<p>The Bundeskartellamt publishes a list of current merger control proceedings on its homepage (stating the companies involved, the date of notification, the product areas affected and - if already completed - the conclusion of the proceedings).</p> <p>The Bundeskartellamt endeavours to conclude examination proceedings which do not lead to a prohibition as soon as possible. If, on the basis of the data notified or already available to the Bundeskartellamt, a significant impediment to effective competition (for example, through the creation or strengthening of a dominant position) is clearly out of the question, the Bundeskartellamt will inform the notifying undertakings as soon as possible after receipt of the complete notification that the conditions for a prohibition are not fulfilled and will thus clear the proceedings.</p> <p>The majority of the more than 1,000 merger control proceedings per year can be terminated with a clearance in the first phase.</p>
Rechtsbehelf	
Kurztext	<ul style="list-style-type: none"> • Examination of certain mergers of companies • Bundeskartellamt carries out examination if certain turnover thresholds are exceeded in a merger or if a

Modul	Sachverhalt
	<p>particularly high purchase price is paid for the transaction</p> <ul style="list-style-type: none"> • Merger prohibited before the end of the examination • Merger can be approved • Merger can be prohibited • Merger can be approved under certain conditions/restrictions • Tight deadlines for the examination procedure: <p>Decision on detailed assessment after max. one month</p> <p>After max. four months decision on approval or prohibition Under certain circumstances, the deadline may be extended.</p> • responsible: Bundeskartellamt
Ansprechpunkt	
Zuständige Stelle	
Formulare	<p>Forms: none</p> <p>Online procedure possible: no</p> <p>Written form required: yes, DE-Mail or e-mail with qualified electronic signature also possible (but simple e-mail is not sufficient)</p> <p>Personal appearance required: no</p>
Ursprungsportal	<p>Zusammenschluss von Unternehmen Prüfung,</p> <p>Zusammenschluss von Unternehmen Prüfung</p>