

Appendices and glossary

Appendix A: Terms of reference

Glossary

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1. In exercise of its duty under section 33(1) of the Enterprise Act 2002 (the **Act**) the Competition and Markets Authority (**CMA**) believes that it is or may be the case that:
 - (a) arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation, in that:
 - (i) enterprises carried on by MBCC Group (**MBCC**) will cease to be distinct from enterprises carried on by Sika AG (**Sika**); and
 - (ii) the condition specified in section 23(2)(b) of the Act is satisfied; and
 - (b) the creation of that situation may be expected to result in a substantial lessening of competition within a market or markets in the United Kingdom for goods or services, specifically in relation to the supply of chemical admixtures in the UK.
2. Therefore, in exercise of its duty under section 33(1) of the Act, the CMA hereby makes a reference to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in order that the group may investigate and report, within a period ending on 24 January 2023, on the following questions in accordance with section 36(1) of the Act:
 - (a) whether arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation; and
 - (b) if so, whether the creation of that situation may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom for goods or services.

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GLOSSARY

Term	Definition
Act	Enterprise Act 2002.
BoMs	Bills of Materials
CMA	Competition and Markets Authority.
European Divestment Business	The divestiture of the EBA businesses in the UK, the EEA and Switzerland.
FTE	Full-time equivalent
GCP	GCP Applied Technologies Inc.
MBCC	LSF11 Skyscraper Holdco S.à.r.l., the ultimate parent company of MBCC Group. A global group of companies headquartered in Germany.
MBS	Umbrella brand for Master Builders Solutions
Polymer Supply Agreement	Supply of certain polymers and chemical admixtures to the Retained Business
Retained EBA Business	The EBA business outside the EEA, Switzerland, UK, Canada, United States, Australia and New Zealand.
Retained EBC Business	The global EBC business except in Australia and New Zealand.
Reverse Polymer Supply Agreement	Supply of polymers to the Divestment Business's operations outside the European Divestment Business
Saint-Gobain	Compagnie de Saint-Gobain S.A..
Sika	Sika A.G International is the Swiss-based parent-company of a global group that manufactures and supplies a broad range of products under the Sika brand.
SLC	Substantial lessening of competition.

TSA	Transitional service agreements
Parties	Sika AG and MBCC Group
Purchaser Suitability Criteria	CMA's normal purchaser suitability criteria
Phase 1 Decision	CMA Phase 1 decision