

**IN THE MATTER OF THE PROPOSED  
ACQUISITION BY UNIVERSAL  
ROBINA CORPORATION OF ASSETS  
OF CENTRAL AZUCARERA DE LA  
CARLOTA, INC., ROXOL BIOENERGY  
CORPORATION, AND SHARES IN  
NAJALIN AGRI-VENTURES, INC.**

**MAO Case No. M-2020-010**

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**COMMISSION DECISION NO. 15-M-010/2020**

This is a review of the proposed acquisition by Universal Robina Corporation (“URC”) of assets in Central Azucarera de la Carlota, Inc. (“La Carlota”) and Roxol Bioenergy Corporation (“Roxol”), and shares in Najalin Agri-Ventures, Inc. (“Najalin,” and together with URC, La Carlota, and Roxol, the “Parties”), pursuant to Sections 16 and 17 of Republic Act No. 10667 and Section 1, Rule 4 of the Rules and Regulations to Implement the Provisions of Republic Act No. 10667.

Upon review of the findings and recommendation of the Mergers and Acquisitions Office and the Parties’ submissions, the Commission finds that the proposed acquisition by URC of assets in La Carlota and Roxol, and shares in Najalin (the “Transaction”), will not likely result in substantial lessening of competition in the markets for the provision of sugar cane milling services and tolling services in Negros Island, as well as the national markets for bioethanol, the sale of raw sugar sold in wholesale, and the sale of molasses to traders.

This is because post-Transaction:

- (1) With respect to the market for the provision of sugar cane milling services in Negros Island—(i) sufficient competitive constraints remain from other market participants; (ii) there is strong countervailing buyer power as planters are willing and able to switch easily among the different competing mills; and (iii) the Transaction will not increase the likelihood of, or strengthen existing, coordination among market players;
- (2) With respect to the market for the provision of the tolling services in Negros Island—(i) the Parties have a small combined market share; (ii) sufficient competitive constraints remain from other market participants; and (iii) there is neither increased ability nor incentive to engage in customer foreclosure;
- (3) With respect to the national market for the sale of raw sugar sold in wholesale—
  - (i) the Parties have a small combined market share; (ii) sufficient competitive

constraints remain from other market participants; and (iii) there is neither increased ability nor incentive to engage in input foreclosure;

(4) With respect to the national market for sale of molasses—(i) the Parties have a small combined market share; (ii) sufficient competitive constraints remain from other market participants; and (iii) there is neither increased ability nor incentive to engage in customer foreclosure; and

(5) With respect to the national market for bioethanol—(i) the Parties have a small combined market share; (ii) sufficient competitive constraints remain from other market participants; and (iii) existing government regulations will constrain attempts to increase the price, lower its quality, and decrease its production.

**ACCORDINGLY**, the Commission resolves to take no further action with respect to the proposed Transaction of URC, La Carlota, Roxol, and Najalin.

This Decision is rendered solely on the basis of the facts disclosed, the circumstances of the proposed Transaction, and the documents submitted by URC, La Carlota, Roxol, and Najalin.

3 September 2020.

  
**ARSENIO M. BALISACAN**  
Chairman

  
**JOHANNES BENJAMIN R. BERNABE**  
Commissioner

  
**AMABELLE C. ASUNCION**  
Commissioner

  
**MACARIO R. DE CLARO, JR.**  
Commissioner

  
**EMERSON B. AQUENDE**  
Commissioner

*Copy Furnished:*

**Universal Robina Corporation**

40th Floor Robinsons Equitable Tower  
ADB Avenue Corner Poveda Road, Pasig City

**JG Summit Holdings, Inc.**

40th Floor Robinsons Equitable Tower  
ADB Avenue Corner Poveda Road, Pasig City

**Central Azucarera de la Carlota, Inc.**

14th Floor Net One Center  
26<sup>th</sup> Street Corner 3<sup>rd</sup> Avenue  
Bonifacio Global City, Taguig City

**Roxol Bioenergy Corporation**

Brgy. Nagasi, La Carlota City  
Negros Occidental

**Najalin Agri-Ventures, Inc.**

CACI Compound, La Carlota City  
Negros Occidental

**Roxas Holdings, Inc.**

14th Floor Net One Center  
26<sup>th</sup> Street Corner 3<sup>rd</sup> Avenue  
Bonifacio Global City, Taguig City

**Picazo Buyco Tan Fider and Santos**

*Counsel for Central Azucarera de la Carlota, Inc.,  
Roxol Bioenergy Corporation, and Najalin Agri-Ventures, Inc.*  
Penthouse, Liberty Center, 104. H.V. Dela Costa Street  
Salcedo Village, Makati City

**Mergers and Acquisitions Office**

25th Floor, Vertis North Corporate Center 1  
North Avenue, Quezon City