Calorex 510 manual



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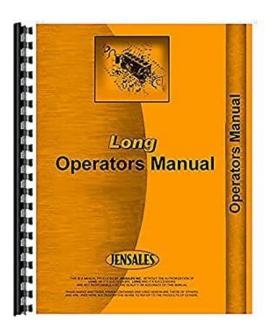
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Calorex 510 manual



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Schemas Property Category internal. Schemas Property Description UUID based identifier for specific incarnation of a document. Schemas Property Name InstanceID. Schemas Property Value Type URI. Trapped False. We are a nonprofit group that run this service to share documents. We need your help to maintenance and improve this website. The Transaction consists of a statutory merger under Spanish corporate law thereby Zodiacs holding company Piscine Luxembourg Holding 2 S.A R.L. will be merged with Fluidra Fluidra, S.A.. The surviving new entity will bear Fluidras name. This new entity will be jointly controlled by a Rhone Capital L.L.C. "Rhone", the current

controlling indirect shareholder of Zodiac, and b a group of natural persons forming part of the families that founded and currently control Fluidra the "Fluidra Founding Families". The Fluidra Founding Families indirect shareholding will, as a result, be reduced to 28.82%. According to the governance rules of the merged entity, each of Fluidra Founding Families and Zodiac will have a veto right over the appointment and removal of all senior management positions. The remaining shares will remain publicly traded on the Madrid and Barcelona stock exchanges in Spain. Fluidra, through its other subsidiaries, is also active in irrigation and water treatment, industrial and other fluid handling, and engineering of projects in water facilities. The Parties' activities overlap only with respect to pool equipment. Figure 1 depicts an example of a simple swimming pool setup. Pool pumps can be further subsegmented into single speed, variable speed and booster pumps. The Parties activities overlap with respect single and variable speed pumps. Generally all filters can be broadly subdivided by filtration media used sand filters, cartridge filters, or diatomaceous earth DE. The Parties activities overlap with respect to sand filters in particular, laminated polyester sand filters and cartridge filters.

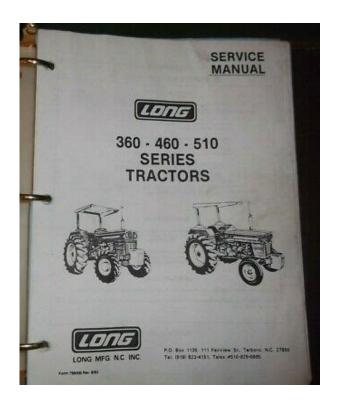


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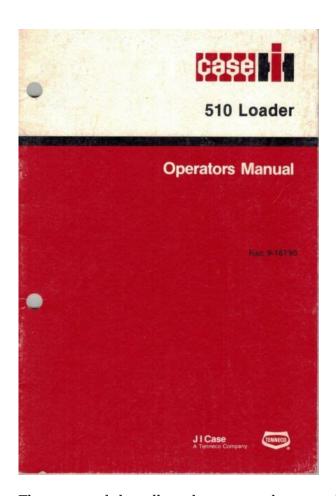
Pool structures can generally be subsegmented into aboveground pool structures and inground pool structures. Inground pool structures can be further subdivided into concrete, vinyllined and fibreglass structures. The Parties activities overlap only with respect to vinyllined structures. The Parties activities overlap with respect to i robotic cleaners and ii automatic suction cleaners. Pool heaters can be broadly subdivided into i heat pumps, which function by extracting heat from the surrounding air and transferring it to pool water, and ii other heating equipment, which include electric heaters, heat exchangers, solar covers and solar heaters. The Parties activities overlap with respect to i heat pumps and ii other heating equipment. Both Parties manufacture those products. Both Parties manufacture those products. Sales of commercial equipment represent a small share of the overall sales of the Merging Parties. Commercial pools are usually very large, used for longer periods of time and are accessible to public. These products will, therefore, no longer be discussed in the present decision. The Parties activities result in overlaps for i pool cleaning equipment robotic and automatic suction cleaners; ii water treatment products sanitising and dosing equipment; iii pool heating equipment; iv pool

dehumidifiers; v swimming pool pumps; and vi swimming pool filters. The Transaction does not result in affected markets with respect to pool structures, water features and pool automation equipment. Therefore, it will not be further analysed in the Decision. For example, basic manual equipment overlaps with and directly constrains the pricing of manual vacuum cleaners, and manual vacuum cleaners will overlap with and directly constrain pricing of suction cleaners or automatic vacuum cleaners, which in turn are a particularly close substitute to other automatic pool cleaners such as pressure cleaners, electric cleaners, and so forth.

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Manual cleaners consist of entry level pool cleaning equipment, such as brushes, poles, leaf skimmers and manual suction cleaners. Manual cleaning equipment requires manual labour to clean the pool, while automatic robotic, suction and pressure cleaners clean the pool without human intervention. In the present case there is no need to look further at manual and automatic segmentation since overlaps resulting in affected markets arise only with respect to the automatic cleaner category. Automatic suction cleaners have to be connected to the pools filtration system which requires additional work to install and an additional booster pump to operate. Customers also indicated that there is indeed very limited demand side substitutability, since those products are priced at different price points. As a result, not all players that are active in automatic suction cleaners are also active in robotic cleaners. With the exception of the Parties, the opposite is also true. For example, while being a significant player in the market for robotic cleaners, Maytronics has no presence in that of automatic suction cleaners. The market investigation indicated that there are a number of demand side substitutability arguments to consider all automatic suction cleaners falling under one single relevant product market definition. However, the relevant product market may be left open with respect to automatic suction cleaners since the Transaction will not raise serious doubts under any segmentation for the following reasons. For example, disc rotation cleaners are considered to be an old and more entry level technology. They submit that there is an indivisible continuum made up of a multitude of products from simple dispensers and testing strips at one end, to automatic regulators at the other.



They contend that all products meet the same demand and face competition from each other, as well as from the option to manually dispense the chemicals in the pool water, which is the most common method of water treatment in the EEA. The main advantage of an SWC, compared to chlorinereleasing devices is that there is no need for the user to store and handle chlorine, which is a potentially hazardous chemical that must be handled with care. These can be combined with SWCs as well as with ORP regulators and dosing pumps. Some ORP regulators are addon devices that activate the operation of SWCs or dosing pumps, while others are standalone devices with an integrated dosing pump. The water causes the solid chemical to erode and dissolve into the flowing water. Zodiacs alternative sanitisers are copper and silverbased systems that act as a chlorine complement by partially killing specific organic matter and algae. Based on the results of the market investigation, solid chemical sanitising and dosing devices, alternative sanitisers, and testing and measuring equipment would not be part of such a market. Mineral or salt water chlorinators turn salt or minerals added to the pool water into liquid chlorine, which is then released into the pool water. The market investigation did not show an overall majority among respondents to include testing and measuring devices in the same market. Respondents commented that testing and measuring devices serve a different purpose from sanitising and dosing equipment. However, the question may ultimately be left open as the Transaction does not raise serious doubts, irrespective of the specific market definition. Ultimately, the Commission left the market definition open and assessed the Transaction on heat pumps alone, as the only product where the Parties' activities overlapped.

In particular, distributors of pool equipment observed that, although performing the same function of other pool heating equipment, heat pumps "used less energy than the others and are totally more ecological friendly" and "more effective". In this regard, one competitor observed that "heat pumps

are more efficient in relation to electricity consumption"; Esto dificulta utilizar otros sistemas. Hablo de piscinas residenciales." The competitors answering the Commission's questionnaire further explained that "in relation to the prices, even if they will increase by 510%, efficiency still remains very high" It is these thirdparty components that determine the capacity of the dehumidifier. The components are assembled and fitted in the housing and wired up at the Parties' assembly lines. Such assembly lines are highly flexible and it is easy for a manufacturer to use the same assembly line to manufacture dehumidifiers with different capacities. Most leading suppliers of pool dehumidifiers in the EEA such as TEDDINGTON, CLIMEXEL PROCOPI, FAIRLAND, REXAIR, DANTHERM CALOREX, MENERGA, and KVS exploit economies of scale by manufacturing both pool and nonpool dehumidifiers. The Parties own internal documents Single speed pumps operate on a single speed, while variable speed pumps typically have at least two speeds. A variable speed pump is more silent and energy efficient since it operates at lower speed, especially when the pool is not actively used, which is mostly during the night time. Variable speed pumps are also significantly more expensive. The Parties submit that at the moment, the majority of pumps sold in the EEA are single speed pumps. In particular, major market players indicated that whilst it is technically possible to switch motors, this is almost never done in such a straightforward manner. The key purchasing criteria for variable speed pumps is noise level rather than electricity savings.

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In particular, variable speed pumps typically have a bigger wetend since this reduces noise levels. In addition, variable speed pumps can also be beneficial for the filtration system, as lower speed flowing water allows for better filtration. Finally, other parts of the pump, such as the drive shaft a rod connecting the motor with the pump impeller are typically different for different types of pumps. The Parties overlap with respect to cartridge filters is de minimis. On the basis of information provided by the Parties The market investigation provided some indications that those different production technologies also allow different positioning of filters. Namely, polyester laminated filters are considered to be in a high range segment, while blowmolded represents lowend segment. This is because of the substitutability of demand and strong substitutability of supply for those products across the EEA area at the level of trade at which they operate. This substitutability would be driven by the lack of trade or regulatory barriers between Member States, the relative ease of access to local distributors wholesalers and retailers, and the homogeneity of the demand for products like pumps, filters, cleaners, heaters and water treatment from all pool owners EEAwide and the presence of significant brands across multiple Member States. For instance, when asked about price differences for pool equipment across European countries, the majority of distributors replied that, on the basis of their knowledge, these prices were similar across countries. A large majority of pool equipment competitors stated that customer requirements and preferences differ within the EEA and that they do not access the market through the same distribution channels within the EEA. A market participant, for instance, commented that in France there are regulatory and voluntary industry standards which apply to pool equipment products.

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Nonhorizontal effects are those deriving from a concentration where the undertakings concerned are active in different relevant markets. Indeed, the Merger Regulation recognises that in oligopolistic markets, it is all the more necessary to maintain effective competition. This is in view of the more significant consequences that mergers may have on such markets. That list of factors applies equally regardless of whether a merger would create or strengthen a dominant position, or would otherwise significantly impede effective competition due to noncoordinated effects. Furthermore, not all of these factors need to be present to make significant noncoordinated effects likely and it is not an exhaustive list. More specifically, within a certain product category for

example, robotic cleaners each distributor will typically tend to distribute the products of one specific manufacturer only. The pool owners typically do not make purchasing decisions for swimming pool equipment. According to the Parties, those markets constitute around 65% of total swimming pool equipment sales within the EEA. It also results in 16 affected markets at national level Sweden, Greece, Spain, Czech Republic, Belgium, Cyprus, Germany, Romania, the Netherlands, Austria, France, Italy, Hungary, Bulgaria, Portugal and Luxembourg. Those arguments will be addressed under the relevant sections below. At the EEA level, the market reconstruction demonstrated that Maytronics will maintain its market leader position. Currently, Zodiac is the second largest and Fluidra is the third largest player at the EEA level. The market structure would be similar also when considering affected markets at the national level. Below some details are provided with respect to the national situation in the four largest pool equipment markets in the EEA. Internally, the Parties consider that product quality and availability are the two main commercial decision drivers.

Brand is indicated to be associated with reliability and quality from the customers perspective. Distributors and retailers tend to rather sell a more expensive and more reliable item than to address any warranty claims or deal with repairs which may reduce the margin they earn. While Maytronics is a niche OEM player, it was one of the first companies to introduce robotic cleaners. It is active in all major pool equipment markets in the EU, often holding a major market share. However, as evidenced by market shares and confirmed by the market reconstruction, it is a distant fourth player in this market with its market share in all Member States well below 20%. From publicly available sources provided by the Parties themselves, it is clear that this product targets the entrylevel segment. More generally, Zodiacs internal documents note that country of origin is directly associated with quality of pool equipment products. According to the Parties internal documents, Maytronics has similar arrangements Section 5.2.3.8 below. From the evidence available on file it is clear that at least Zodiac actively manages the sales through such channels. The first type of differentiation comes from sales channel which usually constitutes different colour adaptations of an identical OEM product. In the course of the investigation, Zodiac explained that it adapts its products in the following ways Interviews with market participants In particular, players active in this market tend to differentiate their products to the largest extent possible and price them broadly according to three categories. More specifically, the majority of SKUs and revenues for both Parties are concentrated in the midrange segment. When asked to indicate Zodiacs main competitors, customers, distributors and competitors indicated that Maytronics is Zodiacs closest competitor, immediately followed by Fluidra.

When asked to indicate Fluidras competitors, customers, distributors and competitors responded that these included Zodiac and Maytronics. Again, Hayward was mostly indicated to fall behind the Parties and Maytronics. Fluidras internal documents on pricing determination clearly indicate that first, Fluidra tracks prices only of its main competitors Zodiac, Maytronics and Hayward, According to the Parties own estimates, Zodiac has an estimated market share of 4060% in highend hydrodrive suction cleaners mostly due to its MX product range. Because of Zodiacs high market shares in both pressure and hydrodrive cleaners, the Parties will not be constrained to a sufficient degree by those most closely competing product categories postmerger. However, it generates only a very limited turnover within Europe. According to PoolCorps annual report, They further contend that Internet sales are converging with other sales channels and the Parties cannot track their sales online. For example, a competitor indicated that Internet sales may erode manufacturers margins due to the fact that often products sold online will be sold cheaper than through traditional sales channels i.e. wholesale distributors, specialized retail shops or pool prescribers. The Parties internal documents However, as demonstrated in the table below, this proportion decreases significantly for mid and highrange robotic cleaners, where the Parties compete closely. This is, in fact, recognized by Fluidra itself. This is corroborated by the fact that Zodiac licences out some of its patents even to its

competitors. There is also a history of patent litigation between the Parties, mostly coming from Zodiac as the more innovative player. Only the Parties and Maytronics have sufficient breadth of portfolio, whereas a new entrant would face difficulties in bringing to market a sufficiently wide portfolio across price points.

Furthermore, while exclusive distribution arrangements are rare, large distributors tend to distribute products of a particular supplier in a given product line for example, robotic cleaners. However, this is not supported by the findings of the market investigation. The majority of customers 62% and competitors 43% do not consider that new entry is likely. Competitors mentioned IP, access to distribution, technology, service structure, reliability, strategy, and expenses to develop and market share of existing suppliers as the main barriers. Therefore, even if switching would be easier than for other pool equipment products, it would not exclude the effects of the Transaction brought about by the significant increase in market concentration postmerger. In particular, they point out that i their combined market shares are moderate in the vast majority of cases, ii there are a large number of credible, mostly Asian, suppliers that will continue to exert a competitive constraint over the Parties postmerger, and iii the Parties are not close competitors. In particular, Hayward and Pentair both supply automatic suction cleaners within the EEA. Furthermore, the Commissions market reconstruction was able to confirm that a number of Asian suppliers market products in the EEA under private labels or their own brands. As a result, market shares increments are limited, even in those markets where combined shares are higher. Furthermore, other players are present such as Intex with entry level cleaners. The automatic suction cleaner market is differentiated, with products distributed across a number of different price points. For instance, according to the Parties' internal documents, Maytronics has only recently entered into SWC in Europe, so its market shares are not yet reflected in the current data. The rest of the market comprises of various other, mostly European, players, with a more limited share at EEA level but a stronger presence in certain Member States.

Such players include water treatment specialists CCEI, BSV, Bayrol, SEKO, Innowater and Nextpool, amongst others. These include other global multiproduct players such as Hayward and Pentair, international water treatment specialists such as the Australian Davey, and European specialists such as the Spanish BSV and Innowater, the French Pool Technologie and CCEI, the Italians SEKO and Emec and the German Bayrol. Based on the findings of the market investigation, the Commission considers that manufacturers active in France are particularly strong in SWCs, while manufacturers active in Italy are strong in pH and ORP controllers, both as OEM suppliers and under their own brands. There are both global multiproduct players such as Hayward and Pentair and water treatment specialists such as Pool Technologie, Bayrol, Innowater, BSV, CCEI, who are able to offer credible alternatives to Zodiac and Fluidra. Information obtained by the Commission indicates that an SWC under the product name Clever Pure was included in Maytronics 2017 product catalogue for France. Hayward explained that these acquisitions were driven by the need to tailor its water treatment product portfolio to certain consumer preferences that are typical of the European market, namely for SWCs to have integrated pH and ORP controls and plastic outer casing. Those acquisitions will allow Hayward to have a product offer that is better targeted at European consumers, which the company anticipates will enable it to expand its presence in the European market in the coming years. The company is said to be gaining a significant market share in salt water chlorinators in Europe. The company has managed to take market share in France by leveraging its existing pool chemicals sales force. The presence of Asian players both as ownbrand and OEM suppliers is estimated at 20% of SWC products sold in Europe.

Some respondents pointed to the Parties strength in the premium segment, where Pentair and Bayrol were also cited as being well positioned. End users of water treatment systems tend to rely on the recommendations made by the pool professional. This is because such systems need to be

installed as part of the pools circulation system and involve diligent and careful control of chemical substances. The Commission considers that prescribers ability to encourage end users to switch to alternative suppliers gives them a degree of countervailing power visavis suppliers. The Parties further argue that, due to their presence in the wider refrigeration sector, Asia based manufacturers of heat pumps are at the technology edge for these products. The following slide, taken from Zodiacs internal documents, provides evidence of this in relation to the French market for heat pumps, which accounts for more than 50% of the European market for heat pumps. The slide shows that there are a number of competitors already at manufacturer level with significant shares of supply including Zodiac, Fairland, Zealux, Axen, Phnix and others. When asked if Asian heat pump suppliers were able to constrain the pricing of heat pumps in the EEA, a large majority of respondents to the market investigation confirmed that this was indeed the case. This is for several reasons. In the first place, given that Asiabased players are generally very competitive, it is not difficult for them to have access to or enter in partnership with large distributors of heating equipment. In the third place, most of these manufacturers, like Fairland for example, have their own postsales services of maintenance and spare parts and this service it is offered to all distributors. In the fourth place, in many EEA countries there are thirdparty networks of technicians that can be relied on for post sales assistance of heat pumps.

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