

Merger control in Cyprus: overview

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REGULATORY FRAMEWORK

1. What (if any) merger control rules apply to mergers and acquisitions in your jurisdiction? What is the regulatory authority?

Regulatory framework

The Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law) provides the legal framework for the regulation of mergers and acquisitions.

Regulatory authority

Enforcement of the legislation remains with the Commission of the Protection of Competition (CPC) (see *box, The regulatory authority*), originally established in 1990 and re-constituted under the provisions of the Protection of Competition Law No. 13(I) of 2008, as amended by Law No. 4(I) of 2014 (Competition Law). The CPC is assisted in this task by civil servants (Service).

Triggering events/thresholds

2. What are the relevant jurisdictional triggering events/thresholds?

Triggering events

Triggering events that give rise to a transaction that can fall under the scope of the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law) are:

- Mergers of two previously independent undertakings or parts thereof.
- Acquisitions of control of one or more undertakings, through the purchase of securities or assets (by agreement or otherwise), by one or more persons already controlling one or more undertakings or by other undertakings.
- The establishment of a joint venture that permanently carries out all the functions of an autonomous economic entity (see *Question 15*).

Control stems from any rights, agreements or other means that confer the possibility of decisive influence on an undertaking through either (*section 6(2), Concentrations Law*):

- Ownership or enjoyment rights over the whole or part of the assets of the undertaking.
- Rights or contracts that confer the possibility of decisive influence on the composition, meetings or decisions of the bodies of an undertaking.

A notification and therefore clearance is not required in the following cases, where a concentration of major importance is not deemed to arise (*section 6(4), Concentrations Law*):

- A credit or financial institution or an insurance company whose normal activities includes transactions and dealing in securities

on its own account or for the account of third parties, where it holds on a temporary basis securities that it acquired in an undertaking with a view to reselling them and provided that:

- the institution does not exercise voting rights for those securities with a view to determining the competitive behaviour of that undertaking;
- it exercises these voting rights only with a view to facilitating the disposal of all or part of that undertaking or of its assets or the disposal of those securities and that any such disposal takes place within one year of the date of acquisition. This period can be extended if permitted by the CPC.

- Control is exercised by a person authorised under the legislation relating to liquidation, bankruptcy or any other similar procedure.
- The concentration of undertakings between one or more persons already controlling at least one or more undertakings is carried out by investments companies.
- Property is transferred due to death by a will or by intestate devolution.
- It is a concentration between two or more undertakings, each of which is a subsidiary undertaking of the same entity.

Thresholds

A concentration of undertakings is deemed to be of major importance and, therefore, meet the jurisdictional thresholds if (*section 3(2), Concentrations Law*):

- The aggregate turnover achieved by at least two of the undertakings concerned exceeds, in relation to each one of them, EUR3.5 million.
- At least two of the undertakings concerned achieve a turnover in Cyprus.
- At least EUR3.5 million of the aggregate turnover of all undertakings concerned is achieved in Cyprus.

The Minister for Energy, Commerce, Industry and Tourism can declare a concentration to be notifiable as being of major public interest due to the effect it may have on:

- Public safety.
- The pluralism of the mass media.
- The rules of due process.

Notification

3. What are the notification requirements for mergers?

Mandatory or voluntary

The filing of concentrations of major importance is mandatory.

Timing

There is no time frame provided under the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law) towards the notification of a concentration of major importance. Concentrations of major importance must be notified in writing to the Commission of the Protection of Competition (CPC) Service before they are implemented and following the conclusion of the relevant agreement or the publication of the relevant takeover or acquisition of a controlling interest. The undertakings concerned can also notify the CPC Service where they can prove to the service their bona fide intention to conclude an agreement, or for a takeover offer or an offer for the acquisition of a controlling interest, following a public announcement of the intention or final decision to make that offer.

Pre-notification formal/informal guidance

The CPC makes informal guidance available through the CPC Service. The service acts as the CPC secretariat and, among other things, collects and examines all information necessary for the CPC to discharge its functions (see box, *The regulatory authority*).

Responsibility for notification

Concentrations of major importance must be notified to the CPC Service in writing, either jointly or separately by the undertakings participating in a merger or in the joint acquisition of control of another undertaking. In all other cases, the party responsible for notification is the party acquiring control.

Relevant authority

The notification must be submitted to the CPC Service.

Form of notification

Concentrations of major importance must be notified in writing to the CPC Service before they are implemented and following the conclusion of the relevant agreement or the publication of the relevant takeover or acquisition of a controlling interest. The undertakings concerned can also notify the service where they can prove to the service their bona fide intention to conclude an agreement, or in the case of a takeover offer or of an offer for the acquisition of a controlling interest, following a public announcement of an intention or final decision to make such offer.

The notification of a concentration, which must be drawn up in Greek, should include all information prescribed in Appendix III to the Concentrations Law, before the CPC can proceed to a substantive review of the notification. A notification must include (*Appendix III, Concentrations Law*):

- The identities of the undertakings concerned.
- Supporting documents (such as copies of recent annual reports).
- A detailed description of the concentration.
- Details over the relationships of ownership and control of the undertakings concerned.
- A description and analysis of the affected markets.

Filing fee

Filing fees are fixed by the law at EUR1,000. Where a concentration becomes subject to a full investigation (Phase II), a fee of EUR6,000 is payable to the CPC.

Obligation to suspend

The law expressly prohibits the partial or entire implementation of the concentration before clearance. However, a temporary approval of a concentration is possible under section 31 of the Concentrations Law where a full (Phase II) investigation is decided by the CPC, if the undertakings concerned can establish, on a relevant application to the CPC, that they will suffer substantial damage as a result of any additional delay to the concentration.

This temporary approval can be accompanied by conditions decided at the CPC's discretion and do not affect the CPC's final decision.

Procedure and timetable

4. What are the applicable procedures and timetable?

Preliminary investigation

The Commission of the Protection of Competition (CPC) Service must inform the notifying undertaking(s) whether the concentration is cleared either:

- Within one month of the date of receipt of the notification (this must include all information prescribed under Appendix III to the Control of Concentrations between Undertakings Law No. 83(I) of 2014 (Concentrations Law)) and the settlement of the filing fee.
- Within one month of the date on which all additional information necessary to achieve conformity of the notification under the requirements of the Concentrations Law.

Otherwise, it must proceed to a full investigation of the concentration.

The CPC Service can within seven days before the lapse of the one-month period, inform the notifying undertaking of an extension of this period for a further period of 14 days.

Full investigation

Where the CPC ascertains that the notified concentration raises doubts as to its compatibility with the competitive market, it must inform the CPC Service of the need to conduct a full investigation (Phase II). In this case, the service requests further information from the participants for the purpose of completing its investigation.

The service also notifies the concerned undertakings that they can proceed with modifications in the concentration and that they can suggest additional commitments that they can undertake to remove any doubts as to the compatibility of the concentration with the competitive market.

Where the CPC proceeds with a full investigation and reasoned submissions are made to the CPC by one or more of the undertakings concerned or by any other person that may suffer damage due to further delay in the commencement of the concentration, the CPC, if satisfied with such submissions, can inform the parties that the whole or part of the concentration is approved temporarily, either conditionally or unconditionally.

If, following the further investigation and suggestions, the CPC's doubts that the compatibility of the concentration have not been removed, the service must consider which of the circumstances giving rise to its concerns could be removed. It then makes suggestions and subsequently undertakes negotiations with the parties to resolve outstanding issues.

The service must report to the CPC explaining whether these issues have been satisfactorily resolved (or the manner in which they can be resolved) through the negotiation process or further investigation. On its examination of the service's report, the CPC can declare the concentration compatible with the requirements of the competitive markets, subject to any specific terms and commitments made by the relevant participants to comply with these terms. Usually, the structure of the transaction is amended or there is an offer of commitments and remedies (such as divestments).

For an overview of the notification process, see flowchart, *Cyprus: merger notifications*.

Publicity and confidentiality

5. How much information is made publicly available concerning merger inquiries? Is any information made automatically confidential and is confidentiality available on request?

Publicity

The Commission of the Protection of Competition (CPC) publishes a notice of receipt of a notification of a concentration of major importance in the *Official Gazette of the Republic of Cyprus (Official Gazette)* and on its website (see box, *The regulatory authority*) indicating the:

- Identities of undertakings concerned.
- Nature of the concentration.
- Economic sectors involved.

In doing so, the CPC takes into account, where possible, the legitimate interests of the undertakings concerned to keep their trade secrets safeguarded.

Automatic confidentiality

The CPC and its service are bound by confidentiality under the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law). They cannot disclose any trade secrets and confidential information communicated to them, except where the disclosure is made in enforcing the Concentrations Law (*section 48, Concentrations Law*).

Confidentiality on request

The notifying undertaking(s) can indicate that any part of the notification, or follow-up responses to the CPC Service's queries, is confidential, giving reasons for such confidentiality.

Rights of third parties

6. What rights (if any) do third parties have to make representations, access documents or be heard during the course of an investigation?

Representations

When the Commission fully investigates a concentration, third parties that may be directly affected by the concentration can apply in writing to the Commission of the Protection of Competition (CPC) to be given the opportunity to be heard before the CPC. The CPC can also, before reaching a decision on a concentration, carry out discussions with interested parties or request their attendance at hearings before it.

Document access

Third parties are entitled to access non-confidential documents (see *Question 5, Automatic confidentiality and Confidentiality on request*).

Be heard

Non-participating parties with a legitimate interest in the concentration that may be directly affected by the concentration are granted an opportunity to be heard by the CPC regarding the concentration.

Substantive test

7. What is the substantive test?

The substantive test for compatibility of a concentration with competition in the market is for the concentration not to

substantially obstruct competition in Cyprus or any part of it, particularly as a result of the creation or strengthening of a dominant position.

In assessing the compatibility of a concentration, the Commission of the Protection of Competition (CPC) takes into account the following criteria:

- The need to maintain and develop conditions of effective competition in the relevant markets, taking into account factors such as:
 - the structure of the affected markets;
 - other markets on which the concentration may have significant effects;
 - the potential competition on behalf of undertakings within or outside Cyprus.
- The position in the market of the undertakings concerned and undertakings connected to it in a manner prescribed under Appendix II to the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law).
- The financial power of such undertakings.
- The alternative sources of supply of products or services in the affected markets or other markets on which the concentration may have significant effects.
- Any barriers of entry to the affected markets or other markets on which the concentration may have significant effects.
- The interests of the intermediate and end consumers of the relevant products and services.
- The contribution to technical and economic progress and the possibility of such contribution being in the interest of consumers and not obstructing competition.

8. What, if any, arguments can be used to counter competition issues (efficiencies, customer benefits)?

The undertakings concerned can rely on any arguments they choose to counter any potential competition issues that could be construed as arising as a result of a concentration of major importance.

Specifically, the undertakings concerned can submit arguments to the Commission of the Protection of Competition (CPC) on any of the following, which form part of the criteria the CPC takes into account in its assessment of a merger, acquisition or joint venture:

- The position in the market of the undertakings concerned and undertakings connected to it in a manner prescribed under Appendix II to the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law).
- The financial power of such undertakings.
- The alternative sources of supply of products or services in the affected markets or other markets on which the concentration may have significant effects.
- Any barriers of entry to the affected markets or other markets on which the concentration may have significant effects.
- The interests of the intermediate and end consumers of the relevant products and services.
- The contribution to technical and economic progress and the possibility of such contribution being in the interest of consumers and not obstructing competition.

9. Is it possible for the merging parties to raise a failing/exiting firm defence?

Although not expressly provided under the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law), the Commission of the Protection of Competition (CPC) can consider a failing firm defence within the scope of exercising its powers in assessing a concentration, in line with recent decisions of the European Commission.

Remedies, penalties and appeal

10. What remedies (commitments or undertakings) can be imposed as conditions of clearance to address competition concerns? At what stage of the procedure can they be offered and accepted?

Within the context of a Phase II investigation, the Commission of the Protection of Competition (CPC) Service notifies the concerned undertakings that they can proceed with modifications in the concentration and that they can suggest additional commitments that they may undertake, to remove any doubts on the compatibility of the concentration with the competitive market.

If, following such further investigation and suggestions, the CPC doubts about the compatibility of the concentration have not been removed, the service considers which of the circumstances giving rise to its concerns can be removed. It then makes suggestions and subsequently undertakes negotiations with the parties to resolve outstanding issues.

The service must report to the CPC explaining whether these issues have been satisfactorily resolved (or the manner in which they may be resolved) through the negotiation process or further investigation. On reviewing the service's report, the CPC can declare the concentration compatible with the requirements of the competitive markets, subject to any specific terms and commitments made by the relevant participants to comply with such terms. Usually, the structure of the transaction is amended or there is an offer of commitments and remedies (such as divestments).

In declaring a concentration as compatible with the operation of competition in the market, the CPC can impose conditions or remedies on the implementation of the transaction, therefore having the ability to interfere with the essence of the transaction.

The CPC has at any given time the power to revoke decisions related to the compatibility of any concentration, and to amend any of the terms of its decision if it determines that:

- Its initial decision was based on false or misleading information or that necessary information relating to the relevant concentration was withheld by the notifying party or by any other undertaking concerned or by any interested person.
- Any condition attached to the decision and imposed on the participants of the concentration has not been satisfied or has ceased to be satisfied.

Where the CPC exercises its discretionary power it can, in the course of granting a remedy, order the dissolution or partial dissolution of the concentration concerned to secure the restoration of the competitive market. The CPC can order the partial or complete dissolution of the concentration to ensure the restoration of the operation of competition in the market:

- In the course of exercising its powers of revocation of a previous decision of clearing a concentration.
- On establishing that a concentration has been implemented in violation of an obligation to notify the concentration to the CPC.

- On establishing that a concentration that was notified to the CPC has been implemented prior to its clearance by the CPC.

11. What are the penalties for failing to comply with the merger control rules?

In the following cases, the penalties are administrative in nature. However, procedurally they are collected by the Commission of the Protection of Competition (CPC) as fines imposed by a court in the exercise of its criminal jurisdiction.

Failure to notify correctly

Although failure to notify a concentration does not of itself give rise to sanctions, where the concentration has been partially or entirely implemented in the absence of clearance by the CPC, administrative fines can be imposed. These fines can equal a maximum of 10% of the total turnover of the participants in the financial year immediately preceding the concentration, plus up to EUR8,000 for each day the infringement continues.

Implementation before approval or after prohibition

Where a concentration is partially or completely put into effect in breach of the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law), the CPC can impose a fine of up to 10% of the total turnover of the participants in the financial year immediately preceding the concentration, plus up to EUR8,000 for each day the infringement persists.

The CPC also has the power to order the partial or whole dissolution of a concentration of major importance that has been implemented by the undertakings concerned in violation of the obligation to notify the concentration to the CPC.

Failure to observe

The CPC can impose fines for:

- Failure to provide information required by an obligation under the Concentrations Law: up to EUR50,000.
- Supplying false or misleading information in the course of complying with an obligation under the Concentrations Law: up to EUR50,000.
- Failure to comply with remedial measures ordered by the CPC: up to 10% of the total turnover of the participants in the financial year immediately preceding the concentration, plus up to EUR8,000 for each day the infringement continues.
- Failure to co-operate with the CPC in carrying out its search and investigative powers: up to EUR17,000 for each day the infringement continues.
- Failure to comply with an order to partially or fully unwind a concentration or take any related measures: up to 10% of the total turnover of the undertakings concerned, plus up to EUR8,000 for each day the infringement persists.

12. Is there a right of appeal against the regulator's decision and what is the applicable procedure? Are rights of appeal available to third parties or only the parties to the decision?

Rights of appeal

Any person or entity with a legitimate interest in a decision of the Commission of the Protection of Competition (CPC) (whether originally a party to the decision or not) can appeal against the CPC's decision.

Procedure

A recourse is filed with the Supreme Court of Cyprus under its administrative review jurisdiction under the provisions of Article

146 of the Constitution, within 75 days of the party filing the recourse having been notified of the CPC's decision.

Third party rights of appeal

Rights of appeal are available to third parties having a legitimate interest.

Automatic clearance of restrictive provisions

13. If a merger is cleared, are any restrictive provisions in the agreements automatically cleared? If they are not automatically cleared, how are they regulated?

If a concentration of major importance is cleared, any agreement that relates to the merger that has fallen under the Commission of the Protection of Competition's scrutiny during the proceedings, which may contain restrictive provisions such as non-compete covenants, are also automatically cleared.

Regulation of specific industries

14. What industries (if any) are specifically regulated?

Notification is not required where a credit or financial institution or an insurance company, the normal activities of which include transactions and dealing in securities on its own account or for the account of third parties, holds on a temporary basis securities that it has acquired in an undertaking with a view to reselling them. This is subject to the institution:

- Not exercising voting rights for those securities with a view to determining the competitive behaviour of that undertaking.
- Exercising the voting rights only with a view to facilitating the disposal of all or part of that undertaking or of its assets or the disposal of those securities, and that any such disposal takes place within one year of the date of acquisition. This period can be extended with permission of the Commission of the Protection of Competition.

15. Has the regulatory authority in your jurisdiction issued guidelines or policy on its approach in analysing mergers in a specific industry?

There are no industry-specific guidelines issued.

JOINT VENTURES

16. How are joint ventures analysed under competition law?

A joint venture established to permanently carry out all the functions of an autonomous economic entity can fall within the definition of concentration and therefore be subject to the rules relating to mergers (see *Question 2: Triggering events*).

INTER-AGENCY CO-OPERATION

17. Does the regulatory authority in your jurisdiction co-operate with regulatory authorities in other jurisdictions in relation to merger investigations? If so, what is the legal basis for and extent of co-operation (in particular, in relation to the exchange of information, remedies/settlements)?

Under section 54 of the Control of Concentrations Between Undertakings Law No. 83(I) of 2014 and the relevant provisions of the EC Merger Control Regulation No. 139/2004 the Commission

of the Protection of Competition co-operates with other national competition authorities in the EU and the European Commission on the basis of the system of the parallel competences and the exchange of views and information between them via the European Competition Network.

RECENT MERGERS

18. What notable recent mergers or proposed mergers have been reviewed by the regulatory authority in your jurisdiction and why is it notable?

Only one case entered a Phase II investigation in 2014, which was under the 1999 regime that is now obsolete. Some aspects of this case, which concerned the establishment of a joint venture that was eventually abandoned following the conditions for clearance imposed by the Commission of the Protection of Competition (CPC), illustrate the economic assessment of the CPC and conditions applied towards allowing a concentration to materialise.

The case concerned a concentration between undertakings active in the magazine, brochures and business stationery printing, manifesting in the creation of a new company that undertook to carry out the activities of the undertakings concerned in that market.

The Phase II investigation revolved around the weekly and monthly magazines' printing market. The CPC, after assessing all aspects of the concentration, emphasised in its finding the creation of a significantly large market share for the new company but also the shrinking size of the market as a whole. The impact of the concentration to the related market of daily and weekly newspaper printing was also taken into consideration, as two of the undertakings concerned were also active in that market.

The CPC decided to declare the concentration compatible with the competitive market subject to the fulfilment of various factors, including the following commitments undertaken by the parties:

- A commitment by the undertakings concerned that the new company must not conclude raw material supply contracts with its suppliers for more than 12 months, and that any such contracts must not be exclusive, a commitment aimed at avoiding a distortion of competition in the raw materials market.
- A commitment by the undertakings concerned that the new company must not conclude printing services contracts with its customers for more than 12 months and that any such contracts must not be exclusive, a commitment aimed at avoiding a distortion of competition on the printing services' market.
- A commitment by the undertakings concerned that within 12 months of the decision, the new company must sell part of its specified printing equipment, which must be independently valued, to a purchaser within Cyprus that must be approved by the CPC. This equipment would allow its purchaser to establish a full-fledged printing and binding business. This commitment was aimed at limiting the production capacity of the new company and at the same time raising the competitive capacity of new entrants into the same market.
- A commitment by the undertakings concerned that the new company would not purchase or acquire printing equipment that would increase its production efficiency for a period of four years as of its incorporation.
- Confidentiality commitments on behalf of the undertakings concerned and the board members of the new company not to disclose any confidential information concerning the undertakings' activities in the newspaper printing market, with a view to avoiding any possibility of collusive behaviour in that market.

The undertakings concerned informed the CPC on 23 July 2014 that they were abandoning the concentration.

PROPOSALS FOR REFORM

19. Are there any proposals for reform concerning merger control?

The Control of Concentrations Between Undertakings Law No. 83(I) of 2014 (Concentrations Law) was enacted in June 2014. It provides the legal framework for merger control procedures, repealing and replacing the previous statute that has been in place since 1999.

ONLINE RESOURCES

Commission for the Protection of Competition (CPC)

W www.competition.gov.cy

Description. This website is maintained by the Cyprus Commission for the Protection of Competition (CPC) (see box, *The regulatory authority*). It is periodically updated with news, developments, useful forms and publications, primary and secondary legislation, as well as CPC decisions. The website is generally considered to be up-to-date, but it is not an official source of information (official publications of CPC decisions are made through the *Official Gazette of the Republic of Cyprus*). The website is primarily in Greek, but is also partly translated into English (and to a lesser extent into Turkish). The Greek and translated versions of the website are for guidance only.

THE REGULATORY AUTHORITY

Commission for the Protection of Competition (CPC)

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Outline structure. The CPC consists of the Chairman and four other members. The CPC Service, which operates as the CPC's secretariat, consists of civil servants and is headed by the Director General of the CPC.

Responsibilities. The CPC is the national competition regulatory and enforcement authority responsible for the application and enforcement of the:

- Laws on the Protection of Competition 2008 to 2014.
- Law on the Control of Concentrations between Enterprises 2014.
- Articles 101 and 102 of the Treaty on the Functioning of the European Union (TFEU).

The CPC Service has a number of responsibilities within the CPC, including:

- Acting as the CPC's secretariat.
- Maintaining the CPC's registers.
- Collecting and examining all information necessary for the CPC to exercise its functions.
- Ensuring that complaints reach the CPC and submitting recommendations to the CPC.
- Effecting necessary communications and publications.

Procedure for obtaining documents. Documents are available through the Director General of the CPC.

Practical Law Contributor profiles

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Areas of practice. Merger control; competition law; maritime and shipping law; public and private international law; commercial litigation; international commercial and investment arbitration.

Recent transactions

- Acting for Gazprom in notification and clearance of cross-border acquisition.
- Acting for Unilever in notification and clearance of cross-border acquisition.
- Acting for Glencore in notification and clearance of cross-border acquisition.
- Advising Marathon Oil in relation to EU, commercial, dispute resolution and international law issues.
- Acting for International Lease Finance Corporation in dispute resolution matters.
- Advising CGG on Cyprus merger control aspects.
- Advising Transocean on Public International Law, Law of the Sea and EU law matters.
- Acting for Henkel in notification and clearance of cross-border acquisitions.
- Acting for Bank of Cyprus in commercial litigation.
- Advising Fujitsu General on dispute resolution issues involving competition and distribution law.
- Advising the Organisation for Security and Cooperation in Europe on EU law.

Languages. English, Spanish, Greek

Professional associations/memberships. Cyprus Bar Association; International Bar Association (IBA); European Competition Lawyers Forum; Chartered Institute of Arbitrators; Association of International Petroleum Negotiators (AIPN); British Institute of Comparative and International Law; European Society of International Law.

Publications

- *Cyprus contributor, Oxford Competition Laws.*
- *Cyprus chapter, Merger Control, Global Legal Insights.*
- *Cyprus chapter, Merger Control, Getting the Deal Through.*
- *Cyprus chapter, Merger Control, ICLG.*
- *Cartels and Abuse of Dominance, Cyprus Law Digest.*

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Professional qualifications. Member of the Law Society of England and Wales, 2010; Registered on the European Lawyers' Register of the Cyprus Bar Association, 2012

Non-professional qualifications. LLB (Hons), UCL (University College London); LPC, College of Law, Moorgate (London)

Areas of practice. General corporate and commercial; public tenders; compliance and regulatory; contract; general practice.