



DETERMINATION OF MERGER NOTIFICATION M/16/059 - MADISON/MUBADALA/CHRISTIE

Section 21 of the Competition Act 2002

Proposed acquisition by Madison International European Liquidity Investors L.P. and Mubadala Development Company P.J.S.C. of joint control of Christie B.V.

Dated 14 December 2016

Introduction

1. On 9 November 2016, in accordance with section 18(1)(a) of the Competition Act 2002, as amended ("the Act"), the Competition and Consumer Protection Commission (the "Commission") received a notification of a proposed transaction whereby Madison International European Liquidity Investors L.P., which is ultimately wholly-owned by Madison International European Realty L.L.C. ("Madison"), and Mubadala Development Company P.J.S.C. ("Mubadala") would acquire joint control of Christie B.V. ("Christie").
2. The proposed transaction is to be implemented pursuant to a sale and purchase agreement dated 18 November 2016 (the "SPA").¹

The Undertakings Involved

Madison

3. Madison is a global real estate investment company based in New York, United States. It focuses on capital partner replacements, equity monetisation and recapitalisation for "Class A" properties and portfolios located in the United States, United Kingdom and Europe.
4. In the State, Madison generates turnover through [...] which holds a [...] % interest in a shopping centre located in Dublin.
5. For the financial year ending 31 December 2015, Madison's worldwide turnover was €[...], of which €[...] was generated in the State.

Mubadala

6. Mubadala, based in Abu Dhabi in the United Arab Emirates and wholly-owned by the Government of Abu Dhabi, is a public joint stock company focused on investment and development. Investment decisions are taken independently of the Government of Abu

¹ The SPA has been entered into by each of the five current shareholders in Christie (see paragraph 10 below), [...]. Pursuant to the SPA, [...].



Dhabi by the board of directors of Mubadala or by management acting under the authority of the board of directors of Mubadala. Mubadala invests in a wide range of industries, including aluminium, energy, utilities, real estate, aerospace, technology and infrastructure.

7. In the State, Mubadala generates turnover through the following three entities:
 - SR Technics Ireland Limited which provides maintenance, repair and overhaul services for airframes, engines and components;
 - [...] which is a full service semiconductor foundry; and
 - Emirates Global Aluminium P.J.S.C. which is involved in bauxite mining, alumina refining and primary aluminium smelting.
8. For the financial year ending 31 December 2015, Mubadala's worldwide turnover was €[...], of which €[...] was generated in the State.

Christie

9. Christie, a Dutch company headquartered in Amsterdam in the Netherlands, owns the following four shopping centres located in Germany:
 - [...];
 - [...];
 - [...]; and
 - [...].
10. Christie is currently owned and controlled by five separate entities, each of which holds a 20% stake in Christie, namely: [...]. Christie does not currently generate any turnover outside Germany.
11. For the financial year ending 31 December 2015, Christie's worldwide turnover was €[...], none of which was generated in the State.

Rationale for the Proposed Transaction

12. The parties state in the notification:

"For Mubadala, the objective is [...]."

Third Party Submissions

13. No submission was received.

Competitive Analysis



14. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. In this instance, it is not necessary for the Commission to define precise relevant product and geographic markets since there is no horizontal overlap between the activities of the parties in the State because Christie is not currently active in the State.
15. The proposed transaction does not raise any vertical competition concerns.
16. In light of the above, the Commission considers that the proposed transaction will not substantially lessen competition in any market for goods or services in the State.

Ancillary Restraints

17. No ancillary restraints were notified.



Determination

The Competition and Consumer Protection Commission, in accordance with section 21(2)(a) of the Competition Act 2002, has determined that, in its opinion, the result of the proposed transaction whereby Madison International European Liquidity Investors L.P., which is ultimately wholly-owned by Madison International European Realty L.L.C., and Mubadala Development Company P.J.S.C. would acquire joint control of Christie B.V. will not be to substantially lessen competition in any market for goods or services in the State, and, accordingly, that the acquisition may be put into effect.

For the Competition and Consumer Protection Commission

Patrick Kenny
Member
Competition and Consumer Protection Commission