



DETERMINATION OF MERGER NOTIFICATION M/17/008 - AMP/M&G/ADVEN

Section 21 of the Competition Act 2002

Proposed acquisition by AMP Capital Investors Limited and M&G Investment Management Limited of joint control of Adven Group Oy

Dated 28 February 2017

Introduction

1. On 10 February 2017, 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 AMP Capital Investors (European Infrastructure Lux No. 2) S.à r.l. and Infracapital Sisu SLP LP ("Infracapital") would acquire joint control of Adven Group Oy ("Adven").

The Proposed Transaction

2. AMP Capital Investors (European Infrastructure Lux No. 2) S.à r.l. currently exercise sole control over Adven through its ownership of [...] of the issued ordinary share capital of [...] of the issued ordinary share capital of Adven. Infracapital currently owns the remaining [...] of the issued ordinary share capital of [...].
3. The proposed transaction is to be implemented in accordance with [...], such that AMP Capital Investors (European Infrastructure Lux No. 2) S.à r.l. and Infracapital will [...] of the issued ordinary share capital of [...] and, ultimately, joint control of Adven.

The Undertakings Involved

AMP

4. AMP Capital Investors (European Infrastructure Lux No. 2) S.à r.l. is ultimately controlled by AMP Capital Investors Limited ("AMP"). AMP is an Australian investment house with offices worldwide, operating across a broad range of asset classes, from fixed income and equities to direct investments and multi-manager funds. AMP is part of the AMP group of companies ("AMP Group") which is ultimately majority-owned by AMP Holdings Limited.
5. In 2015, the following investments controlled by AMP generated turnover in the State:
 - The Convention Centre in Dublin city centre which is the only purpose-built conference centre in the State;



- Towercom Limited which owns 406 telecom tower/masts in the State; and
 - Cyclone Wind Farm which is a portfolio of 8 windfarms in the State and 2 windfarms in Northern Island.
6. For the year ending 31 December 2015, AMP Group's worldwide turnover was approximately €3,862 million, of which approximately €[...] was generated in the State.

M&G

7. Infracapital is a limited partnership which is managed by M&G Investment Management Limited ("M&G"). M&G is indirectly owned and controlled by Prudential plc ("Prudential"), a financial services group headquartered in London in the United Kingdom, with operations in Asia, the United States and the United Kingdom. M&G is part of the investment management division of Prudential in Europe, which operates under the M&G Investments brand and manages fixed income, equity and real estate assets for retail and institutional investors.
8. Infracapital, the European infrastructure investment division of M&G Investments, is active in the acquisition and management of funds in infrastructure sectors such as utilities, transport and renewable energy.
9. In the State, Prudential generates turnover through M&G SIF Management Company (Ireland) Limited which is active in security broking and fund management.¹
10. For the year ending 31 December 2015, Prudential's worldwide turnover was approximately €56,083 million, of which approximately €[...] was generated in the State.

Adven

11. Adven supplies energy infrastructure and services in Estonia, Finland and Sweden. Services provided by Adven include the following: the supply of heat, steam, cooling and energy efficiency solutions to large industrial customers in Estonia, Finland and Sweden; the supply of district heating and local heating to commercial, public and residential customers in Estonia, Finland and Sweden; the supply of geothermal heating and cooling to commercial and public customers in Finland and Sweden; and the supply of natural gas in Estonia and Finland. Adven is not currently active in the State.
12. For the year ending 31 December 2015, Adven's worldwide turnover was approximately €[...]. Adven generated no turnover in the State in 2015.

Third Party Submissions

13. No submission was received.

Competitive Analysis

¹ In addition to M&G SIF Management Company (Ireland) Limited, Prudential controls seven other portfolio companies based and/or incorporated in the State but none of these seven portfolio companies currently generate turnover in the State.



14. There is no horizontal overlap between the activities of the parties in the State. Adven is not currently active in the State. None of the portfolio companies controlled by AMP are active in the supply of energy infrastructure and services. None of the portfolio companies controlled by Prudential that are based in the State are active in the supply of energy infrastructure and services in the State.² None of the portfolio companies controlled by AMP which are active in the State carry out the same business activities as any of the portfolio companies controlled by Prudential.
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.

² Prudential, through Infracapital, controls two portfolio companies with business activities in the same sector as Adven. However, neither portfolio company is currently active in the State.



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 AMP Capital Investors (European Infrastructure Lux No. 2) S.à r.l. and Infracapital Sisu SLP LP would acquire joint control of Adven Group Oy 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