

## OFFICE FOR COMPETITION

1st September 2015

### **COMP-MCCAA/3/2015 – Acquisition of sole control by MIDI plc of Siemens SpA’s shares in Solutions and Infrastructure Services Limited**

**Decision on acquisition in terms of Regulations 6(1) (ii) and 12(4) of the Control of Concentrations Regulations (LN 294 of 2002 as subsequently amended)**

The Office for Competition,

Having considered the notification dated 12<sup>th</sup> August, 2015 pursuant to Regulation 5 of the Control of Concentrations Regulations,

Having considered the provisions of the Control of Concentrations Regulations,

Having considered Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No. 139/2004

#### Facts

1. On the 12<sup>th</sup> of August 2015, the Office for Competition received a notification of a proposed concentration pursuant to Regulation 5 of the Control of Concentrations Regulations (hereinafter referred to as “the Regulations”), of the acquisition of sole control by MIDI plc of Siemens SpA’s shares in Solutions and Infrastructure Services Limited (“SIS”).
2. The notification was filed and accepted on the 12<sup>th</sup> of August 2015, as a complete notification and was notified to the public through a notice that appeared in a newspaper on the 16<sup>th</sup> of August 2015 and a public notice in the Government Gazette number 12,717 on the 21<sup>st</sup> of August 2015.

#### Parties

3. The Notifying Parties with registered office at Midi plc (C15836) North Shore, Manoel Island, Gzira, Malta is a company whose business is to acquire, develop and dispose of the immovable property or rights over such property consisting of land and buildings at Manoel Island and Tigne Point in Malta; and to establish, promote and invest in the Project and in the said property and in any other enterprise or undertaking connected thereto.
4. The Seller is a company registered in Malta with registered address at Solutions and Infrastructure Services Limited (C38866) North Shore, Manoel Island, Gzira, Malta. SIS is

a car park operator. In addition it provides ICT related services, including co-location, telephony and internet and is also involved in building technologies (e.g. HVAC, access control, fire detection and CCTV).

### **Transaction**

5. It is proposed that MIDI plc acquires by sole control a company currently jointly owned by MIDI plc and Siemens SpA. More specifically, the acquisition by MIDI plc of Siemens SpA's 50% shares in SIS.

### **Notifiable Concentration**

6. In terms of Regulation 2 of the Control of Concentrations Regulations, a concentration refers to the acquisition by one or more undertakings or by one or more persons already controlling at least one undertaking, whether by purchase of securities or assets, by contract or by any other means, of direct or indirect control of the whole or parts of one or more undertakings.
7. The proposed transaction brings about a permanent change of control over the assets transferred from the Seller to the Notifying Party. The assets to be transferred constitute a business to which a market turnover can be attributed.
8. Therefore the proposed transaction constitutes a concentration within the meaning of Regulation 2 of the Regulations.

### **Threshold for Notification**

9. The aggregate turnover of the undertakings concerned in the preceding financial year exceeds €2,329,373.40 and each of the parties concerned had a turnover in Malta equivalent to at least 10% of the combined aggregate turnover of the undertakings concerned.
10. The notified concentration, therefore, meets the notification threshold as set out in Regulation 2 of the Regulations.

### **Simplified Procedure**

11. Following the examination of the notification, it is considered that the notified concentration falls within the scope of regulation 12(1)(ii) of the Regulations, whereby it is provided that:

*"The simplified procedure will apply to the following categories of concentrations that are deemed not to raise serious doubts as to their legality in terms of the provisions of these regulations..."*

- (ii) *Two or more undertakings merge, or one or more undertakings acquire sole or joint control of another undertaking, provided that none of the parties to the concentration are engaged in business activities in the same product and geographical market, or in a product market which is upstream or downstream of a product market in which any other party to the concentration is engaged;*

**Conclusion**

For the above mentioned reasons and in terms of regulations 6 (1) (ii) and 12(4) of the Regulations, it is decided:

- (1) That the Concentration falls within the scope of the Regulations on Control of Concentrations;
- (2) That the Concentration does not raise serious doubts as to its lawfulness;
- (3) That the Office does not oppose the notified Concentration and to declare it a lawful Concentration.

  
**Godwin Mangion**  
Acting Director General