

## OFFICE FOR COMPETITION

14 April 2021

### **COMP-MCCAA/06/2021 – Phoenix Tower International Group’s acquisition of M.T. Mediterranean Towers Limited from Epic Communications 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 22 March 2021 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

Whereas,

#### **A. Facts**

1. On 22 March 2021, the Office for Competition (hereinafter referred to as ‘the Office’) received a notification of a proposed acquisition pursuant to Regulation 5 of the Control of Concentrations Regulations (hereinafter referred to as ‘the Regulations’), whereby Phoenix Tower International Group (hereinafter referred to as ‘the Notifying Party’ or ‘Phoenix’) will acquire sole control of M.T. Mediterranean Towers Limited (hereinafter referred to as ‘the Acquired Party’ or ‘Towerco’) from Epic Communications Limited (hereinafter referred to as ‘Epic’).
2. The proposed acquisition was notified to the public through a notice that appeared in a daily newspaper, on the Malta Competition and Consumer Affairs Authority’s website<sup>1</sup> and a notice that appeared in the Government Gazette No. 20,599 on Tuesday 30 March 2021. The Office did not receive any third-party objections.

---

<sup>1</sup> <https://mccaa.org.mt/section/content?contentId=6630> accessed on 30 March 2021

## **B. Parties**

3. The Notifying Party, Phoenix Tower International Group, having company registration number 33431, with its office at Phoenix Tower US Holdings LP, 999 Yamato Rd, Suite 100, Boca Raton, FL 33431, United States, is a company incorporated in Delaware. Phoenix is an international group that owns, operates and manages wireless communications infrastructure sites.
4. The Acquired Party, M.T. Mediterranean Towers Limited, having its registration number C97967, with its registered offices at 52, St Christopher Street, Valletta VLT 1462, Malta, is a newly created limited liability company which is owned by Epic. Towerco will own certain assets carved-out from Epic's portfolio, namely, passive infrastructure for the provision of hospitality services for telecommunications operators, including towers, rooftops and small cells. ~~.....~~. Upon clearance of the proposed concentration, the Notifying Party shall offer, through Towerco, hosting services and shall lease the concerned sites to all mobile telecommunications operators in Malta (including Epic), upon conclusion of and in accordance with a specific contractual framework.
5. Epic Communications Limited, having its registration number C10865, with its registered office at Level 6, Skyparks Business Centre, Malta International Airport, Luqa LQA 4000, Malta, is a private limited company. It is a telecommunications services provider.

## **C. Transaction**

6. The proposed transaction is an acquisition of sole control by Phoenix of Towerco through a Share Sale Agreement. Phoenix will purchase the entire share capital of Towerco from Epic.
7. The completion of the Proposed Transaction is conditional upon, *inter alia*, clearance from the Office.

## **D. Notifiable Concentration**

8. In terms of regulation 2 of the Control of Concentrations Regulations, a concentration, *inter alia*, 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 other means, of direct or indirect control of the whole or parts of one or more undertakings.
9. The proposed transaction brings about the acquisition by the Notifying Party of sole control of the Acquired Party in the form of share purchase.

10. Therefore, the proposed transaction constitutes a concentration within the meaning of regulation 2 of the Control of Concentrations Regulations.

## **E. Threshold for Notification**

11. The aggregate turnover of the undertakings concerned in the preceding financial year exceeds €2,329,373.40 and each of the parties had a turnover in Malta equivalent to at least 10% of the combined aggregate turnover in Malta of the undertakings concerned.

12. The notified concentration, therefore, meets the notification threshold as set out in Regulation 2 of the Regulations.

## **F. Simplified Procedure**

13. Following the examination of the notification, it is considered that the notified concentration falls within the scope of Regulation 12(1) of the Control of Concentrations 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;”

## G. Conclusion

14. In view of the above and in terms of Regulations 6 (1) (ii) and 12 (4) of the Control of Concentrations Regulations, it is therefore 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) not to oppose the notified Concentration and to declare it a lawful Concentration.



Godwin Mangion

Director General