



DETERMINATION OF MERGER NOTIFICATION M/21/039 – CBRE/TURNER & TOWNSEND

Section 21 of the Competition Act 2002

Proposed acquisition by CBRE Group of an indirect controlling interest in Turner & Townsend Holdings Limited.

Dated: 17 August 2021

1. On 30 July 2021, in accordance with s18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission received a notification of a proposed transaction whereby CBRE Titan Acquisition Co. Limited, an indirect subsidiary of CBRE Group, Inc., would acquire an indirect controlling interest in Turner & Townsend Holdings Limited from Turner & Townsend Partners LLP (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented pursuant to an Acquisition Agreement, dated 26 July 2021, under which CBRE Group, Inc. through CBRE Titan Acquisition Co Limited (together “CBRE Group”) will indirectly acquire a 60% equity interest in Turner & Townsend Holdings Limited from Turner & Townsend Partners LLP (together “Turner & Townsend”), which will retain the remaining 40% equity interest.
3. As a result, following implementation of the Proposed Transaction, CBRE Group will acquire indirect sole control of Turner & Townsend.
4. The business activities of the undertakings involved are:
 - CBRE Group is a commercial real estate services and investment firm and a publicly listed corporation on the New York Stock Exchange. CBRE Group’s business is focused on commercial real estate services, including real estate management services and facilities management services, commercial real estate investment management, and development services. CBRE Group has two offices in the State,

located in Dublin and in Cork. From these locations, CBRE Group provides a range of real estate services to customers across the State.

- Turner & Townsend is headquartered in Leeds in the United Kingdom. It is active in the supply of construction and management consultancy services, specialising in advising customers in the real estate, infrastructure and natural resources sectors. Within the State, Turner & Townsend operates an office in Dublin, from where it provides real estate consultancy services.

5. After examination of the notification, the Commission has considered that the Proposed Transaction falls within the scope of paragraph 2.1 of the Simplified Merger Notification Procedure Guidelines for assessing certain notifiable mergers or acquisitions under section 18(1)(a) of the Act since CBRE Group and Turner & Townsend are active in the same product and geographic markets, but their combined market share is less than 15% in any potential market in the State.
6. In light of this, the Commission considers that the Proposed Transaction will not substantially lessen competition in any market for goods or services in the State.

Ancillary Restraints

7. The parties state in the notification that certain ancillary restraints in relation to the Proposed Transaction are included in Clause 3 of the Restrictive Covenant Undertakings dated 26 July 2021. The parties submit that these restrictions are directly related and necessary to the Proposed Transaction.
8. The restrictions contained in Clause 3 of the Restrictive Covenant Undertakings relate to [...]. Therefore, the Commission does not propose to express an opinion as to whether the restrictive covenants in the Restrictive Covenant Undertakings are directly related and necessary for the implementation of the Proposed Transaction as they relate to the State.



Determination

9. The Competition and Consumer Protection Commission, in accordance with section 21(2)(a) of the Competition Act 2002, as amended, has determined that, in its opinion, the result of the proposed transaction whereby CBRE Titan Acquisition Co. Limited, an indirect subsidiary of CBRE Group, Inc., would acquire an indirect controlling interest in Turner & Townsend Holdings Limited from Turner & Townsend Partners LLP, 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

Ibrahim Bah
Director
Competition Enforcement and Mergers