

DETERMINATION OF MERGER NOTIFICATION M/22/019 – BROOKFIELD ASSET MANAGEMENT / HIBERNIA REIT

Section 21 of the Competition Act 2002

Proposed acquisition by Brookfield Asset Management Inc., through its wholly-owned indirect subsidiary Benedict Real Estate Bidco Limited of sole control of Hibernia REIT plc

Dated: 28 April 2022

1. On 12 April 2022, 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 acquisition whereby one of the real estate private funds of Brookfield Asset Management Inc. (“Brookfield”), through its wholly-owned indirect subsidiary Benedict Real Estate Bidco Limited (“Bidco”) intends to acquire sole control over Hibernia REIT plc (“Hibernia”) (the “Proposed Transaction”).
2. The business activities of the undertakings involved are:
 - The Acquirer:
 - Brookfield is a global alternative asset manager with assets across real estate, infrastructure, renewable power and transition, private equity and credit and insurance. Brookfield owns and operates long-life assets and businesses. Brookfield offers a range of alternative investment products to investors around the world, including public and private pension plans, endowments and foundations, sovereign wealth funds, financial institutions, insurance companies and private wealth investors.
 - Bidco is a wholly-owned indirect subsidiary of one of Brookfield’s real estate private funds. Bidco was incorporated in Ireland for the purposes of implementing the Proposed Transaction.
 - The Target:
 - Hibernia is an Irish real estate investment trust, established in late 2013 and listed on Euronext Dublin and the London Stock Exchange. Its entire portfolio of real estate is located in the Greater Dublin Area and predominantly comprises city centre offices, as well as a small amount of residential property.

Assessment

3. 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. This is because: (i) Brookfield through its controlled portfolio of companies, and Hibernia 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; and (ii) while the undertakings involved in the acquisition are potentially active in a market which is upstream or downstream to a market in which another undertaking involved is active, the market share of each of the undertakings involved in each market is less than 25%.
4. No ancillary restraints were notified as a part of the Proposed Transaction.
5. In the 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.

Determination

6. 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 acquisition whereby one of the real estate private funds of Brookfield Asset Management Inc., through its wholly-owned indirect subsidiary Benedict Real Estate Bidco Limited, intends to acquire sole control over Hibernia REIT plc 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