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M.10854 - GIC INVESTOR / KIA / OMERS / DCLI

SECTION 1.2

Description of the concentration

1. On 10 October 2022, the European Commission received a notification for a proposed concentration pursuant to Article 4 of Council Regulation (EC) 139/2004 (the “**EU Merger Regulation**”) by which Epsom Investment Pte. Ltd. (“**GIC Investor**”), the Kuwait Investment Authority (“**KIA**”) and OMERS Administration Corporation (“**OMERS**”), through certain intermediate holding entities, would acquire the entire share capital of, and joint control over, Direct ChassisLink, Inc. (“**DCLI**”, or the “**Target**”) (the “**Proposed Transaction**”).
2. The Proposed Transaction will be implemented through an indirect purchase of all the shares in the Target.
3. The undertakings concerned and their respective primary business activities are as follows:
 - a. DCLI is U.S.-based chassis provider with over 151,000 marine and 93,000 domestic chassis in its fleet. DCLI operates from strategic locations across key port and rail terminals in the U.S.
 - b. The GIC Investor is a nominated investment vehicle of GIC Special Investments Pte. Ltd. (“**GICSI**”), incorporated in Singapore. GICSI manages a diversified global portfolio of investments in private equity, venture capital and infrastructure funds, as well as direct investments in private companies.
 - c. The Kuwait Investment Authority manages the sovereign wealth funds of the State of Kuwait as a global investor, with investments in all main geographical areas (including the Americas, Europe and Asia-Pacific) and asset classes (including real estate, private and public equity, fixed income and alternative investment markets across the globe).
 - d. OMERS, headquartered in Ontario, Canada, is a Canadian pension fund founded in 1962. OMERS invests and administers pensions for active, deferred and retired employees of municipalities, school boards, libraries, police departments, fire departments and other local agencies in Ontario, Canada.
4. The Proposed Transaction constitutes a concentration within the meaning of Article 3(1)(b) and Article 3(4) of the EU Merger Regulation and requires review by the European Commission.