

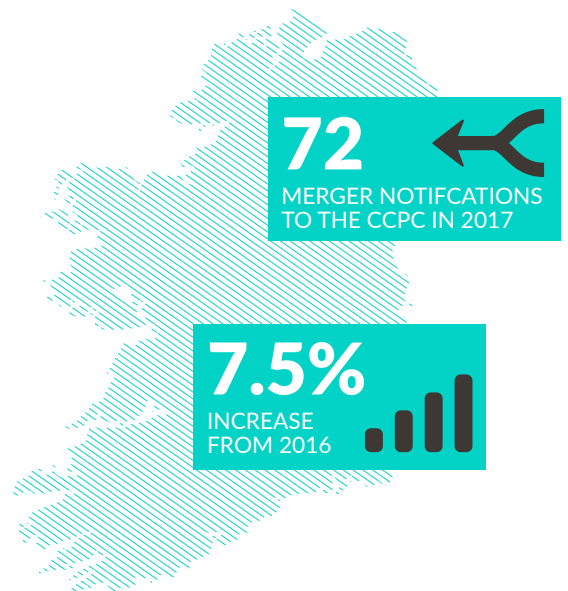
Review of Irish Merger Control in 2017

This review covers:

- Transactions notified to the Competition and Consumer Protection Commission (CCPC) in 2017.
- Media mergers notified to the Minister for Communications, Climate Action and Environment (Minister).
- Irish merger control trends by comparison with 2016.

Key developments in Irish merger control during 2017

- There were 72 merger notifications to the CCPC in 2017, an increase of five notifications (7.5%) compared to 2016.
- Of these 72 merger notifications, the CCPC issued 61 clearances while one notification was withdrawn by the parties and ten notifications remain active into 2018. There were also seven merger clearances in early 2017 in relation to notifications that had remained active from 2016 into 2017 (we have not included these 2016 mergers in our statistics for 2017).
- The CCPC review of merger notifications with no material competition issues took an average of 33.3 calendar days (23.5 working days) in 2017; a noticeable change from 2016 which took an additional 3.8 calendar days (10.3% quicker in 2017).
- The CCPC review of merger notifications with material competition issues took an average of 99.6 calendar days (69.3 working days) in 2017; an increase of 6.1 calendar days compared to 2016 (6.5% longer in 2017).
- The most frequently notified deals to the CCPC were in the energy, food & drink and media, telecoms & broadcasting sectors.
- There were 61 clearances issued by the CCPC in relation to the notifications made in 2017; slightly more than in 2016 where 59 clearances were issued (3.4% more in 2017).
- There were four clearances issued by the CCPC in 2017 involving remedies, two more than in 2016.
- No transactions were prohibited by the CCPC in 2017, the same as in 2016.
- The number of media mergers notified to the Minister decreased with four being notified in 2017, compared to six in 2016.
- The Department of Business, Enterprise and Innovation launched a public consultation on 29 September 2017 regarding a review of certain Irish merger control provisions. The most important of which relates to whether the current financial thresholds for mandatory notifications to the CCPC should be increased. The results of that consultation are yet to be published.



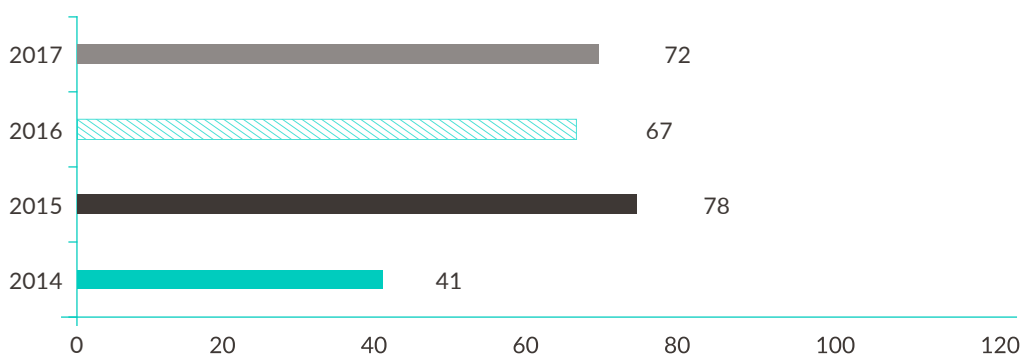


An increase in the number of extended Phase 1 assessments by the CCPC in 2017 compared to 2016

Background and trends in 2017

- There were 72 merger notifications made to the CCPC in 2017. This represents a 7.5% increase in the number of notifications compared to 2016 in which 67 notifications were made.
- Four media mergers were notified to the CCPC in 2017, one fewer than in 2016 when five such notifications were made.
- Consistent with the approach taken in all but three notifications made since 2003 (860 notifications in total), the CCPC did not issue any prohibitions in 2017.
- There was an increase in the number of extended Phase 1 assessments by the CCPC in 2017 compared to 2016. In 2017, nine notifications were the subject of an extended Phase 1 assessment (with two extended Phase 1 assessments remaining active into 2018). This compares to just two notifications in 2016 which were subject to an extended Phase 1 assessment ((i) **M/17/040** - JV Independent Newspapers & Caltray; (ii) **M/17/036** - Sean Loughnane/Crinkle; (iii) **M/17/035** - Dawn Meats/Dunbia; (iv) **M/17/027** - Dalata/Clarion Liffey Valley/Clayton Cardiff Lane; (v) **M/17/021** - Applegreen/JFT; (vi) **M/17/012** - Mediawatch Limited t/a Kantar Media / Newsaccess Limited; (vii) **M/17/005** - Vhi Investments DAC / Vhi Swiftcare Clinics; (viii) **M/17/056** - Bay/Radio Nova (remaining active into 2018); and (ix) **M/17/064** - Tetrarch/Citywest (remaining active into 2018)).
- There were no Phase 2 investigations by the CCPC in 2017 compared to one in 2016.
- Four of the nine extended Phase 1 assessments by the CCPC in 2017 involved the parties offering and entering into commitments that were accepted by the CCPC compared to one in 2016.
- The subject matter of the notifications to the CCPC in 2017 suggest that the most active sectors for M&A deals were energy, food & drink and media, telecoms & broadcasting. By comparison, the most active sectors in 2016 for M&A deals were commercial property, hotel and food & drink.
- The CCPC started into 2018 with ten active notifications. The CCPC started into 2017 with seven active notifications.
- There were two voluntary notifications to the CCPC in 2017 compared to none in 2016 (**M/17/036** - Sean Loughnane/Crinkle and **M/17/012** - Mediawatch Limited t/a Kantar Media / Newsaccess Limited).
- One notification was made to the CCPC and then withdrawn in 2017 before the CCPC issued a determination (**M/17/055** - Siris/Synchronoss) (the same as in 2016).

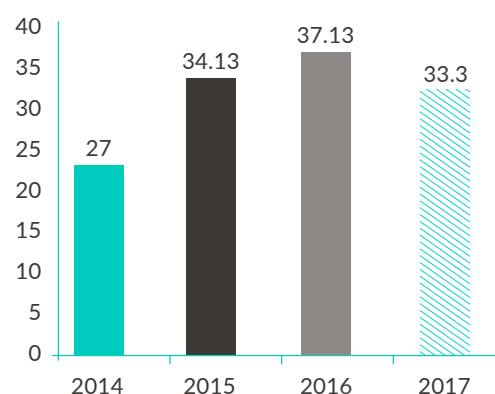
Number of Notifications (2014 - 2017):



Key time-periods

- The average duration of a no-issues Phase 1 assessment by the CCPC in 2017 was 33.3 calendar days compared to 37.1 calendar days in 2016 (10.3% quicker in 2017). The average length of time in working days was 23.5 in 2017 compared to 25.9 in 2016 (9.3% quicker in 2017).
- The average duration of an extended Phase 1 assessment by the CCPC for a notification in 2017 was 99.6 calendar days compared to 93.5 in 2016 (6.5% longer in 2017). The average length of time in working days was 69.3 in 2017 compared to 66.5 in 2016 (4.2% longer in 2017).
- There were no Phase 2 investigations by the CCPC in 2017 compared to one in 2016.
- The shortest period for a no-issues Phase 1 approval by the CCPC in 2017 was 16 calendar days (12 working days) compared to 17 calendar days (12 working days) in 2016.
- The longest period for a no-issues Phase 1 approval by the CCPC in 2017 was 42 calendar days (29 working days) where 30 working days is the statutory time limit. In 2016, there was one no-issues Phase 1 approval that took 30 working days.

Average time for a no-issues notification Phase 1 clearance (in calendar days)



Transactions notified to the European Commission relating to Ireland

- A number of transactions involving Ireland as an important jurisdiction for analysis were notified to the European Commission in 2017 including: **M.8637** - APG/Hines; **M.8635** -Sojitz/Kepeco/Luricawne /Fixarra/Evalair/Plum; and **M.8621** - Apollo Management/Aegon Ireland.



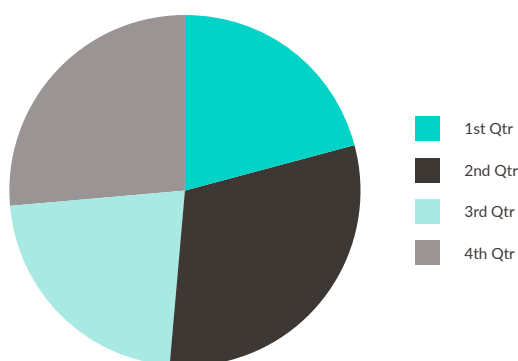
Average duration of a no-issues Phase 1 assessment by the CCPC in 2017 was 33.3 calendar days

Notifications by sector

 <p>ENERGY</p> <p>17 notifications in 2017 compared to four in 2016</p>	 <p>MEDIA/TELECOMS/ BROADCASTING</p> <p>Nine notifications in 2017 compared to six in 2016. (Only four of these notifications were “media mergers” as defined under the Irish merger control rules.)</p>	 <p>FINANCIAL SERVICES (INCLUDING INSURANCE & ACCOUNTANCY)</p> <p>Five notifications in 2017 compared to two in 2016</p>
 <p>FOOD & DRINK</p> <p>Ten notifications in 2017 compared to nine in 2016</p>	 <p>COMMERCIAL PROPERTY</p> <p>Five notifications in 2017 compared to eight in 2016</p>	 <p>HOTELS</p> <p>Three notifications in 2017 compared to seven in 2016</p>
 <p>IT</p> <p>Three notifications in 2017 compared to one in 2016</p>	 <p>HEALTHCARE/ PHARMACY/PHARMA/ MEDICAL DEVICES</p> <p>Three notifications compared to seven in 2016</p>	 <p>SPORT/BETTING</p> <p>Two notifications in 2017 compared to one in 2016</p>
 <p>OTHERS IN 2017</p> <p>15 notifications in 2017 including the following sectors marketing; wholesale and retail supply of bathroom products; wholesales stationary sector; security; fire ignition; production; licensing and sale of online digital video content for branded advertising; semiconductor manufacturing equipment; vehicle leasing and fleet management; vehicles sales and after sales service; video and communication solutions; distribution and logistics services; manufacture of plastic films; courier and parcel delivery services; waste; and language technology.</p>		

Notifications by quarter in 2017

- Q1 (1 January – 31 March): **15 Notifications** (16 notifications in 2016)
- Q2 (1 April – 30 June): **22 Notifications** (18 notifications in 2016)
- Q3 (1 July – 30 September): **16 Notifications** (14 notifications in 2016)
- Q4 (1 October – 31 December): **19 Notifications** (19 notifications in 2016)



Media mergers

Media Mergers – Notified to the CCPC

A look at the **CCPC clearances in 2017** for media mergers compared to 2016 shows the following:

- There was a decrease in the number of media mergers notified to the CCPC in 2017 with four media mergers notified (i) **M/17/009** - Irish Post/Irish TV; (ii) **M/17/017** - Landmark/BenchWarmers; (iii) **M/17/056** - Bay/Radio Nova; and (iv) **M/17/068** - Irish Times/Sappho (Irish Examiner)) compared to five in 2016.
- The average duration of a Phase 1 no-issues media merger determination by the CCPC in calendar days in 2017 was 26 (18 working days) compared to 35.7 calendar days in 2016 (24.3 working days).
- There were two no-issues Phase 1 clearances issued by the CCPC in respect of media mergers notified in 2017 (**M/17/009** - Irish Post/Irish TV and **M/17/017** - Landmark/BenchWarmers) compared to four in 2016. Two media merger notifications remain active into 2018 (note that the CCPC also issued a no-issues Phase 1 clearance in relation to **M/16/064** - BritBox Joint Venture BBC & ITV, which was notified to the CCPC in December 2016 and remained active into 2017).

- There was one extended Phase 1 assessment of a media merger by the CCPC in 2017 and this remains active into 2018 (there was also one in 2016) (**M/17/056** - Bay/Radio Nova).
- There were no Phase 2 assessments of media mergers by the CCPC in 2017 (the same as in 2016).
- The shortest period for a no-issues Phase 1 approval by the CCPC for a media merger was 23 calendar days (17 working days) compared to 32 calendar days (22 working days) in 2016.
- The longest period for a no-issues Phase 1 approval by the CCPC for a media merger notified to in 2017 was 29 calendar days (19 working days) compared to 41 calendar days (28 working days) in 2016.

Media Mergers – Notified to the Minister

- There were four media mergers notified to the Minister in 2017 (note that this includes: (i) **M/16/064** - BritBox Joint Venture BBC & ITV, which was notified to the CCPC in December 2016 and cleared by the CCPC on 18 January 2017; and (ii) **M.8354** Fox/Sky which was notified to the European Commission on 3 March 2017 and cleared by the European Commission on 7 April 2017).
- The Minister issued three no-issues Phase 1 media merger clearances, taking on average 37.3 calendar days (26.7 working days) (compared to 39.4 calendar days (28 working days) in 2016). These figures start from ten working days after the date of the CCPC determination/EU Commission merger approval decision to assess the average time taken by the Minister to issue a determination in relation to media mergers.
- The Minister undertook one extended Phase 1 media merger assessment in 2017 (**M.8354** Fox/Sky). This took 64 calendar days (44 working days) for a clearance determination to be issued. In relation to a 2016 notification, the Minister undertook one Phase 2 media merger assessment during the course of 2017 (**M/16/044** Independent News and Media Holdings/CMNL) and in relation to which it was recommended to the Minister to issue a conditional clearance.

Notifications by sector

Merger	CCPC Classification	Economic Sector
M/17/065 – Inflexion/Radius	Fuel Cards	Energy
M/17/42 – Direct Fuels Limited/Diesel Card Ireland Limited	Fuel Card Service Sector	Energy
M/17/039-Top/KEC (Kinsale and Carrigaline businesses)	Retail fuel sales and associated forecourt convenience retailing	Energy
M/17/021 - Applegreen/JFT	Refined Fuel	Energy
M/17/020-Maxol/Great Gas (Turvey)	Retail motor fuel sales and associated forecourt convenience retailing	Energy
M/17/019 - Petrogas (Applegreen)/certain assets of PR Reilly	Retail fuel sales and associated forecourt convenience retailing	Energy
M/17/016 - Petrogas (Applegreen)/certain assets of Westmeath Motors	Retail fuel sales and associated forecourt convenience retailing	Energy
M/17/053 TOP/H2 Blakes	Retail motor fuel sales and associated forecourt convenience retailing	Energy
M/17/011-Maxol/Melia's Harold's Cross	Retail fuel sales and associated forecourt convenience retailing	Energy
M/17/007 - Petrogas (Applegreen)/certain assets of Excol & J McCormack	Retail fuel sales and associated forecourt convenience retailing	Energy
M/17/006 - Ard Services (Topaz)/Casey's of Bantry	Retail fuel sales and associated forecourt convenience retailing	Energy
M/17/041 – Emo Oil (DCC)/CC Lubricants	Lubricants	Energy
M/17/049 – Vermilion Energy/Shell E&P Ireland	Natural Gas	Energy
M/17/048 – CPPIB/Shell E&P Ireland	Natural Gas	Energy
M/17/008 - AMP/M&G/Adven	Energy	Energy
M/17/013 - PandaGreen/Bioverda Power Systems & Starrus LFG	Energy	Energy
M/17/071 - Dalmantia WTE EUR Holdings & Covanta Holding 3/Covanta Assets Europe	Waste and Energy Sector	Energy
M/17/067 – Musgrave/La Rouse Foods	Foodservice Sector	Food/drink
M/17/058 – Musgrave/Whelan Centra	Retail Sale of Grocery Goods	Food/drink
M/17/052 - Cedarglade (Musgrave)/Ballybrit Centra & Service Station	Retail grocery and fuel	Food/drink
M/017/051 - ABP/Good Herdsmen	Meat processing and sale of fresh beef	Food/drink
M/017/050 - Joyces/Nestors	Retail Supply of Grocery Goods	Food/drink
M/17/038- Lisavaird/JDS Foods	Dairy spreads and margarines	Food/drink
M/17/036 - Sean Loughnane/Crinkle	The production and distribution of breakfast meats	Food/drink
M/17/035 - Dawn Meats/Dunbia	Beef and Lamb Procurement and Processing	Food/drink
M/17/014- Element (Capvest)/Karro	Meat Sector	Food/Drink
M/17/002 - Silvereed/Tombolo	Production and distribution of processed meats.	Food/Drink
M/17/068 – Irish Times/Sappho(Irish Examiner)	Newspaper publication and advertising; digital advertising	Media/telecoms/broadcasting
M/17/056 – Bay/Radio Nova	Radio broadcasting and advertising.	Media/telecoms/broadcasting
M/17/045- IIF/GMC	Telecommunications	Media/telecoms/broadcasting
M/17/037 - Tesco Ireland/Tesco Mobile	Mobile telecommunication services	Media/telecoms/broadcasting
M/17/034 - GAAGO Media (JV)/RTE & GAA	Sports Media	Media/telecoms/broadcasting
M/17/012 - Mediawatch Limited t/a Kantar Media/Newsaccess Limited	Media intelligence	Media/telecoms/broadcasting
M/17/009 - Irish Post/Irish TV	Television broadcasting and advertising	Media/telecoms/broadcasting

Merger	CCPC Classification	Economic Sector
M/17/040 - JV Independent Newspapers & Caltray	Production, marketing, licensing and sale of online digital video content for branded advertising	Media/telecoms/broadcasting
M/17/017 - Landmark/BenchWarmers	Online Content	Media/telecoms/broadcasting
M/17/057- Apollo/Catalina	Management of non-life insurance portfolios in run-off	Financial services (including insurance and accountancy)
M/17/054 - KKR/Pepper	Financial Services	Financial services (including insurance and accountancy)
M/17/025-Invesco/Source	Asset Management	Financial services (including insurance and accountancy)
M/17/023 - Standard Life/Aberdeen	Asset Management	Financial services (including insurance and accountancy)
M/17/010 - Liberty/Ironshore	Insurance	Financial services (including insurance and accountancy)
M/17/044 - Kennedy Wilson Holdings/Kennedy Wilson Europe Real Estate	Real Estate	Commercial property
M/17/046 - Hammerson/Teba	Retail real estate sector	Commercial property
M/17/072 - Irish Holdings/Galway Leisure Investments	Real Estate - Hotel Accommodation	Commercial property
M/17/070 - OCM Luxembourg (Oaktree)/Indego	Supply of Rental Commercial Retail Space	Commercial property
M/17/029 - Limestone (Bain Capital Credit)/Gembira, Broadcrest & Circleside	Residential Property	Commercial property
M/17/027 - Dalata/Clarion Liffey Valley/Clayton Cardiff Lane	Hotel Accommodation	Hotels
M/17/064 - Tetrarch/Citywest	Hotel accommodation	Hotels
M/17/062 - DekaBank/Gibson	Real Estate	Hotels
M/17/030 - Carlyle/Sam McCauley	Retail Pharmacy Sector	Healthcare/pharmacy/pharma/medical devices
M/17/026-Novacap/PCAS	Pharmaceutical chemicals	Healthcare/pharmacy/pharma/medical devices
M/17/005 - Vhi Investments DAC/Vhi Swiftcare Clinics	Healthcare	Healthcare/pharmacy/pharma/medical devices
M/17/063 - Arrow/Commtech	Information Technology	IT
M/17/066 - Bain Capital/NorthgateArinso and others	IT/outsourcing sector	IT
M/17/055 - Siris/Synchronoss	Computer Processing and Cloud Services	IT
M/17/003 - BoyleSports/certain assets of Bambury Leinster	Sports betting services	Sports betting
M/17/061 - BoyleSports/Bambury Bookmakers	Provision of sports betting services	Sports betting
M/17/047 - Erpe Bidco (Carlyle)/Betafence t/a Praesidiad	Security sector	Other
M/17/024 - UPS/Eirpost	Courier and Parcel Delivery Services	Other
M/17/028 - PRL/Custodian	Logistics Services	Other
M/17/060 - Cascade(MML)/John Usher/GUDU	Wholesale and retail supply of bathroom products	Other
M/17/059 - Newsread/Hegadon	Wholesale stationary sector	Other
M/17/004 - D Geoghegan & T Cummins/Johnson Brothers	Distribution and logistics	Other
M/17/015 - Avanacar (Brightstone Trading)/Citroen Dublin	Vehicles sales and after sales service	Other

Merger	CCPC Classification	Economic Sector
M/17/022 - Goldman Sachs/Transcendia	Manufacture of Plastic Films	Other
M/17/018 - Exponent/DCC Environmental	Waste Sector	Other
M/17/043 - SHS/Standard Brands	Fire ignition sector	Other
M/17/33 - KKR/Hitachi Kokusai	Semiconductor manufacturing equipment	Other
M/17/32 - ALD International (Société Générale)/Merrion Fleet Finance & Management	Vehicle Leasing and Fleet management	Other
M/17/31 KKR and JIP/Hitachi Kokusai Electric	Video and Communication Solutions	Other
M/17/001 - LBT/Lionbridge	Language Technology	Other
M/17/069 - Accenture/Rothco	Marketing sector	Other

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