

Merger Notification Announcement – M/18/020

Acquisition of Lillis-O'Donnell Motor Company Limited by Armalou Holdings Limited through Spirit Ford Limited

16 February 2018

The acquisition by Armalou Holdings Limited, through its wholly-owned subsidiary, Spirit Ford Limited, of Lillis-O'Donnell Motor Company Limited has been notified to the Competition and Consumer Protection Commission ("CCPC"). The acquisition was put into effect in December 2015 without being notified to the CCPC.

The Competition Act 2002, as amended (the "Act") requires that proposed mergers or acquisitions between businesses operating in the State, which meet certain turnover thresholds specified in section 18(1) of the Act, must be notified to the CCPC. Where a proposed merger or acquisition is required to be notified to the CCPC pursuant to section 18(1) of the Act, a notification to the CCPC must be made before the proposed merger or acquisition is put into effect. In August 2017, the CCPC became aware that Armalou Holdings Limited, through Spirit Ford Limited, may have acquired Lillis-O'Donnell Motor Company Limited without notifying the acquisition to the CCPC.

Pursuant to section 19(1) of the Act, any proposed merger or acquisition that is required to be notified to the CCPC shall not be put into effect until the CCPC has made a determination in relation to such merger or acquisition. If a proposed merger or acquisition is put into effect in contravention of section 19(1) of the Act, such merger or acquisition is void under section 19(2) of the Act.

On 9 February 2018, the CCPC received a notification of the acquisition by Armalou Holdings Limited, through its wholly-owned subsidiary, Spirit Ford Limited, of Lillis-O'Donnell Motor Company Limited from the parties involved. Section 18(12A) of the Act provides that the CCPC may accept notification of a merger or acquisition which is required to be notified to the CCPC pursuant to section 18(1) of the Act but which was purported to have been put into effect without having been notified to the CCPC. The CCPC's primary role in the merger review process is to ensure that the result of the merger or acquisition will not be to substantially lessen competition in any markets for goods or services in the State. The CCPC has accepted the notification and will proceed to review the notification in accordance with the relevant provisions of the Act.

The CCPC has commenced an investigation into the suspected breach of the notification requirements under section 18(1) of the Act, which is an offence under section 18(9) of the Act. The CCPC's investigation is ongoing and, as such, the CCPC is not in a position to provide further information at this time.

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The parties involved are:

- The Acquirer – Armalou Holdings Limited is the parent of a number of companies involved in the importation and distribution of Jaguar and Land Rover vehicles and the sale of Volvo, Skoda and Ford motor vehicles in the State. Armalou Holdings Limited is part of the corporate group known as the OHM Group. Spirit Ford Limited specialises in the sale of new and used Ford cars and light commercial vehicles and provides both aftersales and repair services.
- The Target – Lillis-O'Donnell Motor Company Limited, a private company limited by shares, registered in the State under company number 125254. Lillis-O'Donnell Motor Company Limited operated a Ford cars and light commercial vehicle dealership and aftersales service and repair business.
- The Vendor – Lillis-O'Donnell Holdings Limited, a private company limited by shares. Records available from the Companies Registration Office show that the company subsequently changed its name from Lillis-O'Donnell Holdings Limited to Airfield Villas Limited, which change was registered by the Companies Registration Office on 12 April 2016.