



DETERMINATION OF MERGER NOTIFICATION M/20/027 – UNIPHAR/HICKEY’S

Section 21 of the Competition Act 2002

Proposed acquisition by Uniphar Public Limited Company of sole control of Drishlawn Group Holdings Limited and Hickey’s Pharmacy Group Holdings Limited

Dated 19 November 2020

Introduction

1. On 11 September 2020, 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 Trennamally Limited (“Trennamally”), a wholly-owned subsidiary of Uniphar Public Limited Company (“Uniphar”), would acquire sole control of Drishlawn Group Holdings Limited (“Drishlawn”) and Hickey’s Pharmacy Group Holdings Limited (“Hickey’s”) (the “Proposed Transaction”). Drishlawn and Hickey’s (together, the “Targets”) are ultimately owned by Blackcloud Limited (“Blackcloud”).

The Proposed Transaction

2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement dated 1 September 2020 between: Mr Patrick Hickey, Ms Aine Meabh Hickey,¹ Blackcloud, Uniphar and Trennamally, (the “SPA”).

The Undertakings Involved

The Acquirer - Uniphar

3. Uniphar is a public limited company registered and headquartered in the State.
4. Uniphar is comprised of two main divisions in the State, through the following Uniphar subsidiaries:
 - (i) Uniphar Wholesale Limited (“Uniphar Wholesale”) which is a full-line wholesaler of pharmaceutical,² healthcare, medical and veterinary products to pharmacies, hospitals and veterinary surgeons in the State. Uniphar Wholesale purchases a wide range of products from manufacturers and re-sells them to pharmacies, hospitals and veterinary surgeons. Uniphar Wholesale does not sell to customers outside of the State; and

¹ Mr Patrick Hickey and Ms Aine Meabh Hickey are the “Warrantors”.

² Uniphar is one of only two full-line wholesalers of pharmacy-only human pharmaceutical drugs currently active in the State. The other is United Drug (Wholesale) Limited (“United Drug”).



- (ii) Allphar Services Limited (“Allphar”), which acts as an agent/pre-wholesaler/logistic services provider (“LSP”), offering a range of distribution services, including storage and warehousing, logistics and order processing (invoicing and delivery) on behalf of medical manufacturers and wholesalers in respect of pharmaceutical products, healthcare products, veterinary products and healthcare equipment.³
5. Uniphar Wholesale’s business activities encompass the following four product categories:
 - (i) The wholesale supply of pharmacy-only human pharmaceutical drugs, including both prescription medicines and over-the-counter medicines;
 - (ii) The wholesale supply of front-of-counter and non-pharmacy-only products. This includes health and beauty products and human pharmaceutical drugs (such as paracetamol), the sale of which is not confined to pharmacies;
 - (iii) The wholesale supply of medical products, diagnostic equipment and therapeutic medical equipment in a wide range of medical fields including cardiology, general surgery, radiology, dentistry and urology;⁴ and,
 - (iv) The wholesale supply of veterinary drugs to veterinary wholesalers, surgeons and pharmacies.
6. In addition, Uniphar has a number of structural links and purchasing arrangements with certain retail pharmacies in the State:
 - i. Uniphar is the sole shareholder in 60 retail pharmacies located throughout the State;
 - ii. Uniphar has a joint shareholding of [...] % in one retail pharmacy in the State, namely Collis Pharmacies Limited. Uniphar provided the following information to the Commission in relation to this retail pharmacy:

“[Collis Pharmacies Limited is] located at 350 North Circular Road, Phibsboro, Dublin 7. ... [...].” For the purposes of its review of the likely competitive impact of the Proposed Transaction, the Commission has assumed that Uniphar owns and controls Collis Pharmacies Limited.

³ In the notification, the notifying parties provide the following description of Uniphar’s role as an LSP: “Uniphar also acts as an LSP through Uniphar LSP, delivering products on behalf of manufacturers directly to other wholesalers, community pharmacies and hospitals. LSPs act as the link between pharmaceutical manufacturers and pharmaceutical wholesalers, and, with increasing frequency, may also supply the products for which they are appointed directly to community pharmacies/hospitals. LSPs are generally used as a purely logistical/delivery method for the manufacturer to supply products directly to wholesalers, pharmacies and hospitals. In some cases, additional value-added services, such as the provision of marketing activities, may be provided by the LSP to the manufacturer. In the limited number of cases where such value-added services are provided, Uniphar LSP may be said to perform a more traditional “pre-wholesale” role.”

⁴ For more information about Uniphar’s business activities in this product category, please see the Commission’s decision in M/18/031 – Uniphar/SISK Healthcare which is accessible at:

<https://www.cccp.ie/business/mergers-acquisitions/merger-notifications/m18031-uniphar-sisk-healthcare/>



- iii. Uniphar jointly owns the *Life Pharmacy* brand through Independent Life Pharmacy Public Limited Company.⁵ There are currently 79 retail pharmacies operating under the *Life Pharmacy* brand in the State.⁶ Uniphar does not own or control any of these 79 pharmacies;
 - iv. Uniphar owns and controls Allcare Management Services Limited (“Allcare”).⁷ Allcare provides a suite of professional management services⁸ to [...] retail pharmacies in the State, including 42 Allcare franchises and 79 *Life Pharmacy* members.⁹ Uniphar does not own or control any of these [...] pharmacies;
 - v. Uniphar entered into an agreement with Axiom Buying Group (“Axiom”) in December 2015 for an initial term of [...] years. This agreement provides for rebates to Axiom in respect of the bulk purchasing of certain products from Uniphar by Axiom on behalf of its [...] retail pharmacy members.¹⁰ Uniphar does not own or control any of these [...] retail pharmacies.
 - vi. Uniphar also has an exclusive purchasing arrangement with four independent retail pharmacies.¹¹ Uniphar does not own or control any of these four retail pharmacies.
7. In total, Uniphar currently has an exclusive purchasing arrangement (typically covering [...]% of wholesale purchases) with 125 retail pharmacies in the State.¹²
8. For the financial year ending 31 December 2019, Uniphar’s worldwide turnover was approximately €1.67 billion, of which approximately €[...] was generated in the State.

The Targets - Drishlawn and Hickey’s

⁵ The notifying parties provided the following information in the notification in relation to the *Life Pharmacy* brand: “Uniphar supports its customers with the operation of a symbol group under the name *Life Pharmacy*. The customers own 100% and have sole control of their respective pharmacy businesses. With the exception of two pharmacies, Uniphar has no equity in these pharmacies”. These two pharmacies are *O’Malley’s Life Pharmacy*, Dooradoyle, Limerick and *Flynn’s Life Pharmacy*, Ennis, Co. Clare.

⁶ The notifying parties provided the following information in the notification in relation to the supply arrangement between Uniphar and these 79 pharmacies: “There are currently 79 pharmacies in the *Life Pharmacy* symbol group and each has a supply of services agreement, a trade mark agreement and a purchase agreement with Uniphar. *Life Pharmacies* are required to purchase at least [...]% of their wholesale purchases from Uniphar.”

⁷ For more information, please see the Commission’s determination in M/15/027 - Uniphar/Allcare which is accessible at: <https://www.ccpic.ie/business/mergers-acquisitions/merger-notifications/m15027-uniphar-allcare/>.

⁸ The services provided by Allcare include the following: clinical support, development of new services and product ranges, procurement of goods and services from pharmaceutical wholesalers, category and planning management, property management, human resource management, information technology management and development, operational and financial controls, and marketing assistance.

⁹ The notifying parties provided the following information in the notification in relation to these 243 retail pharmacies: “The pharmacies to which Allcare provide services purchase the bulk of their requirements of human pharmaceuticals from Uniphar. ...[...].” Thus, of the [...] retail pharmacies that purchase a suite of professional management services from Allcare, only the 42 Allcare franchises and the 79 *Life Pharmacy* members have an exclusive purchasing arrangement with Uniphar.

¹⁰ The notifying parties provided the following information in the notification about Axiom: “[...]. Indeed, many of these [...] community pharmacies will continue to use United Drug as their primary full-line wholesaler.”

¹¹ These four retail pharmacies are: [...].

¹² This comprises the 42 Allcare franchises, the 79 *Life Pharmacy* members, and the four independent retail pharmacies referred to in paragraph 6(vi) above.



9. Drishlawn and Hickey's are the holding companies for the *Hickey's Pharmacy* brand. The Targets operate 36 retail pharmacies in the State all trading under the *Hickey's Pharmacy* brand (the "Target Pharmacies") from the following addresses in the State:

Dublin

- 55 O'Connell Street, Dublin 1
- 6 Henry Street, Dublin 1
- 21 Grafton Street, Dublin 2
- 85 Terenure Road North, Terenure, Dublin 6W
- 290 Harold's Cross Road, Harold's Cross, Dublin 6W
- Phibsboro Shopping Centre, Phibsboro, Dublin 7
- 18 Meath Street, Dublin 8
- Super Valu shopping centre, 11 McKee Avenue, Finglas Village, Dublin 11
- 5 Main Street, Finglas, Dublin 11
- Dunnes Stores Shopping Centre, 6 Cardiffbridge Road, Finglas West, Dublin 11
- 3 Cardiffbridge Road, Cappagh, Dublin 11
- Unit 10, Meakstown Commercial Centre, Meakstown, Dublin 11
- 10 Main Street, Ongar Village, Ongar, Dublin 15
- Main Street, Tyrellstown, Dublin 15
- Northside Shopping Centre, Coolock, Dublin 17
- 13 Fortunestown Shopping Centre, Tallaght, Dublin 24
- The Square Shopping Centre, Tallaght, Dublin 24
- Primary Care Centre, 66 Dublin Road, Balbriggan, Co. Dublin
- Unit 8, Neilstown Shopping Centre, Neilstown Road, Neilstown, Co. Dublin
- 5 Castle Crescent, Monastery Road, Clondalkin, Co. Dublin
- 26 Oliver Plunkett Road, Dún Laoghaire, Monkstown, Co. Dublin

Rest of Leinster

- Gorey Shopping Centre, Gorey, Co. Wexford
- 7 Watergate Street, Navan, Co. Meath
- Johnstown Shopping Centre, Johnstown, Co. Meath
- Navan Medical Centre, Abbey Road Medical Centre, Co. Meath
- Manor Mills Shopping Centre, Maynooth, Co. Kildare
- 34 Mains Street, Newbridge, Co. Kildare
- Navan Shopping Centre, Abbey Road, Navan, Co. Meath
- 10-11 West Street, Drogheda, Co. Louth
- Unit 5, Tesco Extra Shopping Centre, Dundalk, Co. Louth
- Wheaton Hall Medical Centre, Drogheda, Co. Louth

Munster

- Unit 16, Castlewest Shopping Centre, Ballincollig, Co. Cork
- 66 Tory Top Road, Ballyphehane, Co. Cork
- 5C/5D Baker's Road, Gurrabraher, Co. Cork
- 11 A Gurrabraher Road, Co. Cork
- Murray's Super Valu, Old Youghal Road, Mayfield, Co. Cork.



10. The Target Pharmacies supply prescription medicines, pharmacy-only over-the-counter medicines, non-medicinal products (e.g., cosmetics, toiletries, baby products, vitamins) and other products.
11. In addition to operating the Target Pharmacies in the State, the Targets also operate a wholesale business, procuring drugs from pharmaceutical companies and subsequently re-selling them to short-line wholesalers in the State, the United Kingdom and mainland Europe. The Targets' wholesale business is operated through Hickey's Pharmacy Limited, which is a wholly-owned subsidiary of Hickey's. The Targets informed the Commission that "*Hickey's wholesale business activities constitute only a small part of the group's overall business, and the focus of the business unit is relatively limited.*" Hickey's wholesale business generated minimal turnover in the State (approximately €[...]) for the financial year ending 28 February 2020.
12. For the financial year ending 28 February 2020, the Targets' worldwide turnover was approximately €[...], of which approximately €[...] was generated in the State.

Rationale for the Proposed Transaction

13. The parties state in the notification:

"The Targets will constitute an investment holding of Uniphar."

Contact with the Undertakings Involved

14. On 21 October 2020, the Commission served a Requirement for Further Information ("RFI") on each of Uniphar and Hickey's pursuant to section 20(2) of the Act. This adjusted the deadline within which the Commission had to conclude its assessment of the Proposed Transaction in Phase 1.
15. Upon receipt of a full response to the RFI from both of Uniphar and Hickey's on 29 October 2020, the "appropriate date" (as defined in section 19(6) (b)(i) of the Act) became 29 October 2020.¹³
16. During its investigation, the Commission requested and received, on an on-going basis, further information and clarifications from the undertakings involved in the Proposed Transaction.

Third Party Submissions

17. During the investigation, the Commission received a third party submission. The competition concerns expressed in this submission have been assessed by the Commission as part of its review of the likely competitive impact of the Proposed Transaction.

Submission by the Notifying Parties

¹³ The "appropriate date" is the date from which the time limits for making Phase 1 or Phase 2 determinations begin to run.



18. In addition to the notification, an economic report by Compecon Limited, commissioned on behalf of the notifying parties, entitled “Economic Analysis of Proposed Merger” was submitted to the Commission (the “Compecon Report”).

Competitive Analysis

Potential Relevant Market

19. There is a horizontal overlap between the notifying parties’ business activities in the State as both Uniphar and the Target Pharmacies are active in the operation of retail pharmacies in the State. In addition, there are five potential vertical relationships between Uniphar and the Target Pharmacies in the State in relation to: (i) the wholesale supply of human pharmaceuticals; (ii) the supply of common branding/management services to pharmacies; (iii) the supply of logistics services; (iv) the wholesale supply of medical products; and (v) the wholesale supply of front-of-counter and non-pharmacy-only products.
20. There is also a minimal horizontal overlap between Uniphar and the Targets in relation to the wholesaling of human pharmaceuticals in the State. Uniphar is a full-line wholesaler of human pharmaceuticals, while the Targets operate a wholesale business, reselling pharmaceuticals from full-line wholesalers to short-line wholesalers in the State, the United Kingdom and mainland Europe. Unlike Uniphar, the Targets’ wholesale business is not a full-line wholesaling service.¹⁴ The Targets’ worldwide turnover generated from wholesaling activities for the year ending February 2020 was approximately €[...], of which approximately €[...] was generated in the State. This represents a minimal proportion (less than 0.05%) of the overall wholesale segment in the State.¹⁵ The Commission considers that any horizontal overlap that exists between Uniphar and the Targets in the wholesaling of human pharmaceuticals in the State is minimal and does not raise any competition concerns.

The Supply of Prescription Medicines in Retail Pharmacies

21. The Commission has previously examined transactions involving retail pharmacies.¹⁶ In the Commission’s determination in *M/15/021 – Lloyds Pharmacy/Walsh’s and Friary Allcare Pharmacies*, the Commission assessed the competitive impact of that proposed acquisition by reference to the narrowest potential relevant market (being the potential

¹⁴ Full-line wholesalers of human pharmaceuticals carry an extensive range of products, in excess of 10,000 individual items or stock keeping units (SKUs). They typically deliver their products to retail and hospital pharmacies twice daily during the week and once on a Saturday from a number of distribution depots located across the State. Pharmacies typically use two full-line wholesalers: a primary full-line wholesaler that supplies most of the pharmacy’s needs and a secondary full-line wholesaler that is used if there are supply problems with the primary wholesaler. For a detailed description of the full-line wholesaling of human pharmaceuticals in the State, see paragraphs 2.4-2.10 in merger determination *M/12/027 – Uniphar/CMR* which can be accessed at: <https://www.cccpc.ie/business/wp-content/uploads/sites/3/2017/04/M-12-027-Uniphar-CMR-Determination-Public.pdf>

¹⁵ In the notification, Uniphar estimates that the turnover of full-line wholesalers and short-line wholesalers in the State was approximately €1366 million in 2019.

¹⁶ For example, please see *M/15/021 – Lloyds Pharmacy/Walsh’s and Friary Allcare* which can be accessed at: <https://www.cccpc.ie/business/mergers-acquisitions/merger-notifications/m1521-lloyds-pharmacywalshs-friary-allcare-pharmacies/>



market for the supply of prescription medicines in retail pharmacies in each of the geographic areas in which the target pharmacies were located).¹⁷

22. In the Commission's determination in *M/18/024 – Lloyd's Pharmacy/McSweeney Group*, the Commission analysed each local geographic area by reference to a "geographic market comprising a catchment area of within a radius of 2km" from the pharmacy to be acquired.¹⁸
23. The Commission has not, in the course of its assessment of the competitive impact of the Proposed Transaction, found reasons to depart from the approach previously taken by the Commission in relation to the supply of prescription medicines in retail pharmacies.

The Wholesale Supply of Human Pharmaceuticals

24. The Commission's predecessor, the Competition Authority (the "Authority"), previously examined the wholesale supply of human pharmaceuticals in *M/12/027 – Uniphar/CMR*.¹⁹ In *M/12/027 – Uniphar/CMR*, the Authority concluded that the narrowest possible product market affected by the relevant transaction concerned "the market for the full-line wholesale supply of pharmacy-only human pharmaceutical drugs".²⁰ While the Authority did not come to a definitive view on the relevant geographic market, the Authority examined the full-line wholesale supply of pharmacy-only human pharmaceutical drugs in the State.²¹
25. The Commission has not, in the course of its assessment of the competitive impact of the Proposed Transaction, found reasons to depart from the approach previously taken by the Authority in relation to the full-line wholesale supply of human pharmaceuticals in the State.

The Supply of Common Management/Branding Services to Retail Pharmacies

26. In *M/18/085 – Uniphar/Bradleys*, the Commission assessed the competitive impact of that proposed transaction in the supply of common management/branding services to retail pharmacies in the State.²²

¹⁷ Please see paragraph 11 in merger determination *M/15/021 – Lloyds Pharmacy/Walsh's and Friary Allcare* which can be accessed at: <https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m1521-lloyds-pharmacywalshs-friary-allcare-pharmacies/>

¹⁸ Please see paragraph 22 in merger determination *M/18/024 – Lloyds Pharmacy/McSweeney Group* which can be accessed at: <https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m18024-lloyds-pharmacymcsweeney-group/>

¹⁹ Please see merger determination *M/12/027 – Uniphar/CMR* which can be accessed at: <https://www.ccpc.ie/business/wp-content/uploads/sites/3/2017/04/M-12-027-Uniphar-CMR-Determination-Public.pdf>

²⁰ Please see paragraph 3.23 in merger determination *M/12/027 – Uniphar/CMR* which can be accessed at: <https://www.ccpc.ie/business/wp-content/uploads/sites/3/2017/04/M-12-027-Uniphar-CMR-Determination-Public.pdf>

²¹ Please see paragraphs 3.39-3.40 in merger determination *M/12/027 – Uniphar/CMR* which can be accessed at: <https://www.ccpc.ie/business/wp-content/uploads/sites/3/2017/04/M-12-027-Uniphar-CMR-Determination-Public.pdf>

²² Please see paragraphs 23-24 in merger determination *M/18-085 – Uniphar/Bradleys* which can be accessed at: <https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m-18-085-uniphar-bradleys-pharmacy-group/>



27. The Commission has not, in the course of its assessment of the competitive impact of the Proposed Transaction, found reasons to depart from the approach previously taken by the Commission in relation to the supply of common management/branding services to retail pharmacies in the State.

The Supply of Logistics Services

28. In *M/18/085 – Uniphar/Bradleys*, the Commission assessed the competitive impact of that proposed transaction in the supply of logistics services in respect of pharmacy-only human pharmaceutical drugs in the State.²³
29. The Commission has not, in the course of its assessment of the competitive impact of the Proposed Transaction, found reasons to depart from the approach previously taken by the Commission in relation to the supply of logistics services in respect of pharmacy-only human pharmaceutical drugs in the State.

The Wholesale Supply of Medical Products in the State

30. Uniphar currently supplies Uniphar-branded and non-Uniphar-branded medical products to the Target Pharmacies. Medical products include first aid products, wound care products, personal protective equipment and home diagnostic products such as thermometers. The Commission notes that the sale of medical products is not restricted to retail pharmacies in the State as such products are also available in grocery stores.
31. In this instance, it is not necessary for the Commission to define the precise relevant product market since its conclusion on the competitive impact of the Proposed Transaction will be unaffected whether the precise relevant product market is defined on a narrow basis (i.e., the supply of medical products to retail pharmacies in the State) or broader (i.e., the supply of medical products in all retail outlets (including retail pharmacies and grocery stores) in the State). For the purposes of its competitive assessment, the Commission will examine the narrowest possible relevant product market, namely the supply of medical products to retail pharmacies in the State.

The Wholesale Supply of Front-of-Counter and Non-Pharmacy-Only Products to Retail Pharmacies in the State

32. Uniphar currently supplies Uniphar-brand and non-Uniphar-brand front-of-counter and non-pharmacy-only products to the Target Pharmacies. These products include cosmetics, toiletries, baby products, vitamins, health supplements and other goods as well as certain non-prescription human pharmaceutical drugs (such as paracetamol), the sale of which are not confined to retail pharmacies. These products are also sold in grocery and convenience stores in the State.
33. The Authority previously examined the supply of front-of-counter and non-pharmacy-only products in the State in *M/12/027 – Uniphar/CMR*.²⁴ In that instance, the Authority did not come to a definitive view on the precise relevant product market as the Authority's conclusions concerning the competitive impact of the proposed transaction

²³ Please see paragraphs 25-27 in merger determination *M/18-085 – Uniphar/Bradleys* which can be accessed at: <https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m-18-085-uniphar-bradleys-pharmacy-group/>

²⁴ Please see merger determination *M/12/027 – Uniphar/CMR* which can be accessed at: <https://www.ccpc.ie/business/wp-content/uploads/sites/3/2017/04/M-12-027-Uniphar-CMR-Determination-Public.pdf>



were unaffected whether the relevant product market was narrow (e.g., the pre-wholesale supply of front-of-counter and non-pharmacy only products) or broader to encompass both the pre-wholesale supply and the wholesale supply of front-of-counter and non-pharmacy only products in the State.

34. In this instance, it is not necessary for the Commission to define the precise relevant product market since its conclusion on the competitive impact of the Proposed Transaction will be unaffected whether the precise relevant product market is defined on a narrow basis (i.e., the wholesale supply of front-of-counter and non-pharmacy only products) or broader (i.e., to encompass both the pre-wholesale supply and the wholesale supply of front-of-counter and non-pharmacy only products in the State). The Targets are not active in the pre-wholesale supply of front-of-counter and non-pharmacy-only products in the State. Therefore, for the purposes of its competitive assessment, the Commission will examine the wholesale supply of front of counter and non-pharmacy-only products to retail pharmacies in the State.

Conclusion on Market Definition

35. For the purposes of its competitive analysis of the horizontal overlap that exists between Uniphar and the Target Pharmacies, the Commission has assessed the competitive impact of the Proposed Transaction in the following potential markets: (i) the supply of prescription medicines in retail pharmacies in the State; and (ii) the supply of prescription medicines in retail pharmacies within a catchment area of 2km from each of the Target Pharmacies.
36. In addition, for the purposes of its competitive analysis of the vertical relationship between Uniphar and the Target Pharmacies, the Commission has assessed the competitive impact of the Proposed Transaction in the following potential markets: (i) the full-line wholesale supply of pharmacy-only human pharmaceutical drugs in the State; (ii) the supply of common management/branding services to retail pharmacies in the State; (iii) the supply of logistics services in respect of pharmacy-only human pharmaceutical drugs in the State; (iv) the wholesale supply of medical products to retail pharmacies in the State; and (v) the wholesale supply of front-of-counter and non-pharmacy-only products to retail pharmacies in the State.

Horizontal Competitive Assessment

(i) The supply of prescription medicines in retail pharmacies in the State

37. For the purposes of its horizontal competitive assessment, the Commission considers that only those retail pharmacies which Uniphar currently owns and controls should be taken into account when calculating Uniphar's market share. As described in paragraphs 6 and 7 above, Uniphar has exclusive purchasing arrangements with a number of other retail pharmacies in the State. Uniphar does not, however, currently own or control any of these retail pharmacies. Nor does Uniphar own a shareholding in any of these retail pharmacies. The Commission, therefore, does not include these retail pharmacies when calculating Uniphar's share of the potential market for the supply of prescription medicines in retail pharmacies in the State.
38. On a national level, the Proposed Transaction raises no competition concerns in the potential market for supply of prescription medicines in retail pharmacies in the State. Information provided by the notifying parties indicates that Uniphar owns



approximately 3.2% of the total number of retail pharmacies currently active in the State with the Target Pharmacies accounting for approximately 1.9%.²⁵ Thus, on a national level, Uniphar's increased share of the total number of retail pharmacies in the State as a result of the Proposed Transaction will be minimal.

Table 1: The Supply of Prescription Medicines in Retail Pharmacies in the State, 2020

Pharmacy	Number of Stores	Number of Stores (%)
Uniphar	61 ²⁶	3.2
Hickey's Pharmacy	36	1.9
Combined	96	5.1
Lloyds Pharmacy ²⁷	87	4.6
Boots Pharmacy ²⁸	86	4.6
Sam McCauley Chemists ²⁹	35	1.9
McCabe's Pharmacy ³⁰	27	1.4
Others	1,557	82.4
Total	1,888	100.0

Source: The notifying parties and the Pharmaceutical Society of Ireland

39. As shown in Table 1 above, following completion of the Proposed Transaction, Uniphar's share in the potential market for supply of prescription medicines in retail pharmacies in the State will be 5.1%, while the increase in Uniphar's share will be 1.9%. Uniphar will continue to face competition from a large number of retail pharmacies in the State, including national chains such as *Boots Pharmacy*, *Lloyds Pharmacy*, *McCauley Pharmacy*, *McCabe's Pharmacy* and many other independent retail pharmacies.

40. In light of the above, the Commission considers that the Proposed Transaction will not result in a substantial lessening of competition in the potential market for the supply of prescription medicines in retail pharmacies in the State.

(ii) *The supply of prescription medicines in retail pharmacies within a catchment area of 2km from each of the Target Pharmacies*

Views of the Notifying Parties

41. The Compecon Report examines the likely competitive impact of the Proposed Transaction in each geographical catchment area of 2km where there is a horizontal overlap between Uniphar and the Target Pharmacies in the supply of prescription medicines in retail pharmacies. The Compecon Report states that the Proposed Transaction will not substantially lessen competition in any local market for the supply of prescription medicines in retail pharmacies. The Compecon Report states that

²⁵ The market share estimates provided by the notifying parties are based on the total number of retail pharmacies active in the State as reported by the Pharmaceutical Society of Ireland. Please see the Register of Pharmacies (published by the Pharmaceutical Society of Ireland) which reported that as of 1 October 2020 there were 1888 community pharmacies active in the State: <https://www.thepsi.ie/gns/Search-the-Registers.aspx>

²⁶ This figure includes the 60 retail pharmacies in the State in which Uniphar currently owns a 100% shareholding and *Collis Pharmacies Limited*, in which Uniphar currently owns a [...] % shareholding. Please see paragraph 6 above for more information in relation to Uniphar's shareholding in *Collis Pharmacies Limited*.

²⁷ A list of Lloyds pharmacies is available at: <https://lloydspharmacy.ie/pages/store-locator>

²⁸ A list of all Boots pharmacies is available at: <https://www.boots.ie/store-a-z>

²⁹ A list of McCauley pharmacies is available at: <https://www.mccauley.ie/store-locator>

³⁰ A list of McCabe's pharmacies is available at: <https://www.mccabespharmacy.com/pharmacies/>



following completion of the Proposed Transaction, there will remain between 4 and 32 other fascia of retail pharmacies within 2km of the retail pharmacies owned by Uniphar (including the Target Pharmacies) which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies.

Geographic Areas with No Horizontal Overlap

42. The Target Pharmacies comprise 36 retail pharmacies in the State. On the basis of a catchment area of 2km from each of the Target Pharmacies, there is no horizontal overlap in the supply of prescription medicines between Uniphar and the Target Pharmacies in 17 locations. These are set out in Table 1 below.

Table 2: Locations in which there is no horizontal overlap between Uniphar and the Target Pharmacies

Target Pharmacy	Nearest Uniphar pharmacy	Approximate Distance between both pharmacies
Unit 10, Meakstown Commercial Centre, Meakstown, Dublin 11	Clearwater Allcare Pharmacy Unit 7, Clearwater Shopping Centre, Finglas, Dublin 11	2.9km
10 Main Street, Ongar Village, Ongar, Dublin 15	Allcare Pharmacy Units 251-252, Blanchardstown Centre, Blanchardstown, Dublin 15	4.1km
Northside Shopping Centre, Coolock, Dublin 17	Allcare Pharmacy, 157 Killester Avenue, Clontarf West, Dublin 5	2.8km
13 Fortunestown Shopping Centre, Tallaght, Dublin 24	Allcare Pharmacy, Unit 1 Dutch Village Shopping Centre, Woodford Walk, Clondalkin, Dublin 22	7.1km
The Square Shopping Centre, Tallaght, Dublin 24	Perrystown Allcare Pharmacy, 182 Whitehall Road West, Perrystown, Dublin 12	5.5km
Unit 8, Neilstown Shopping Centre, Neilstown Road, Neilstown, Co. Dublin	Allcare Pharmacy, Unit 1, Dutch Village Shopping Centre, Woodford Walk, Clondalkin, Dublin 22	2.6km
7 Watergate Street, Navan, Co. Meath	Breen's Allcare Pharmacy, Main Street, Slane, Co. Meath	12km
Johnstown Shopping Centre, Johnstown, Co. Meath	Breen's Allcare Pharmacy, Main Street, Slane, Co. Meath	13.4km



Navan Shopping Centre, Abbey Road, Navan, Co. Meath	Breen's Allcare Pharmacy, Main Street, Slane, Co. Meath	12.4km
Navan Medical Centre, Abbey Road Medical Centre, Co. Meath	Breen's Allcare Pharmacy, Main Street, Slane, Co. Meath	12.2km
Manor Mills Shopping Centre, Maynooth, Co. Kildare	Blake's Allcare Pharmacy, Main Street, Celbridge, Co. Kildare	6.8km
34 Main Street, Newbridge, Co. Kildare	O'Rourke's Allcare Pharmacy, Unit 2, Super Valu Shopping Centre, Rathangan Road, Monasterevin, Co. Kildare	19.2km
Unit 5, Tesco Extra Shopping Centre, Dundalk, Co. Louth	Allcare Pharmacy, Unit 2, the Brand Store, Blackrock, Co. Louth	5.6km
Wheaton Hall Medical Centre, Drogheda, Co. Louth	Allcare Pharmacy, Units 3, 4,5 Boyne Shopping Centre, Bolton Street, Drogheda, Co. Louth	2.3km
66 Tory Top Road, Ballyphehane, Co. Cork	O'Carroll's Allcare Pharmacy, Orchard Court, Blackpool, Cork	3.4km
5C/5D Baker's Road, Gurrabraher, Cork	O'Carroll's Allcare Pharmacy, Orchard Court, Blackpool, Cork	2.2km
Murray's Super Valu, Old Youghal Road, Mayfield, Co. Cork	O'Carroll's Allcare Pharmacy, Orchard Court, Blackpool, Co. Cork	2.9km

Source: The Commission, based on information provided by the notifying parties.

Geographic Areas with Horizontal Overlap

Dublin City Centre

43. The Targets currently operate three retail pharmacies in Dublin City Centre. These pharmacies are located on O'Connell Street, Henry Street and Grafton Street. Uniphar currently operates two pharmacies within a 2km radius of all three *Hickey's Pharmacies* located in Dublin City Centre. These are *Allcare Pharmacy* which is located at Unit 5, Lower O'Connell Street, Dublin 1 and *Cahill's Allcare Pharmacy*, 36 Lower Camden Street, Dublin 2. Thus, on the basis of a geographic market comprising a catchment area of 2km from all three *Hickey's Pharmacies* in Dublin City Centre, there is a horizontal overlap between the parties.
44. Following completion of the Proposed Transaction, there will remain at least 30 other fascia of retail pharmacies active within a radius of 2km from the *Hickey's Pharmacy* on O'Connell Street. There will remain at least 32 other fascia of retail pharmacies within



2km of the *Hickey's Pharmacy* on Henry Street and 28 other fascia of retail pharmacies within 2km of the *Hickey's Pharmacy* on Grafton Street. These retail pharmacies will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Table 3 below lists a sample of the retail pharmacies that will continue to compete with Uniphar following completion of the Proposed Transaction. The Commission therefore considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies in the potential local market comprising a catchment area of 2km from all three *Hickey's Pharmacies* located in Dublin City Centre.

Table 3: A sample of pharmacies located within a radius of 2km of the three *Hickey's Pharmacies* located in Dublin City Centre

Pharmacy	Pharmacy location	Distance from <i>Hickey's Pharmacy, O'Connell St</i> ³¹	Distance from <i>Hickey's Pharmacy, Henry St</i>	Distance from <i>Hickey's Pharmacy, Grafton St</i>
<i>Hickey's Pharmacy</i>	55 O'Connell Street, Dublin 1	-	350m	700m
	6 Henry Street, Dublin 1	350m	-	1km
	21 Grafton Street, Dublin 2	700m	1km	-
<i>Allcare Pharmacy (Uniphar)</i>	Unit 5, Lower O'Connell Street, Dublin 1	50m	290m	700m
<i>Cahill's Allcare Pharmacy (Uniphar)</i>	36 Lower Camden Street, Dublin 2	1.7km	2km	1km
<i>Price's Pharmacy</i>	Clare St, Dublin 2	1.1km	1.4km	650m
<i>Trinity Pharmacy</i>	Westland Row, Dublin 2	1km	1.4km	850m
<i>Temple Bar Pharmacy</i>	Essex St, Dublin 2	500m	700m	700m
<i>Boots Pharmacy</i>	20 Henry St, North City, Dublin, D01 CD63	400m	430m	1.1km
	Unit 9, Jervis Shopping Centre, Henry Street, North City, Dublin 1	700m	350m	1.1km
	Unit 20, Central Mall, Ilac Centre, Dublin 1	550m	230m	1.2km
	12 Grafton Street, Dublin 2	600m	950m	80m
	Stephen's Green SC, Dublin 2	1km	1.3km	300m

³¹ Distances were calculated on a walking distance basis and sourced from Google Maps.



<i>Active Life Pharmacy</i>	5, Irish Life Mall, Talbot St, North City, Dublin 1	550m	400m	1.2km
<i>Tracey's Pharmacy</i>	Tracey's Pharmacy, 18 Eden Quay, North City, Dublin	190m	500m	800m
<i>Hogan's Life Pharmacy Parnell Street</i>	41 Parnell St, North City, Dublin	700m	350m	1.4km
<i>Foley's Chemist</i>	136 Parnell St, Rotunda, Dublin 1	800m	650m	1.5km
<i>Lombard Pharmacy</i>	Lombard St East, Dublin 2	900m	1.2km	1km
<i>City Pharmacy Ltd</i>	14 Dame Street, Dublin 2	700m	900m	600m
<i>Medipharm</i>	16 South Great George's St, Dublin 2	800m	1km	400m
	North Frederick Street, Dublin 1	1km	850m	1.7km

Source: The Commission, based on information provided by the notifying parties.

Dublin 7

45. The Targets currently operate a pharmacy located at Phibsboro Shopping Centre, Phibsboro, Dublin 7. Uniphar currently operates one pharmacy within a 2km radius of the *Hickey's Pharmacy* in Phibsboro, i.e., *Allcare Pharmacy* which is located at 50 Dorset Street Lower, Dublin 1. This pharmacy is located a distance of approximately 1km from *Hickey's Pharmacy* in Phibsboro. In addition, Uniphar owns a [...] % shareholding in *Collis Pharmacies Limited* which is located at 350 North Circular Road, Dublin 7. This pharmacy is located a distance of approximately 150 metres from *Hickey's Pharmacy* in Phibsboro. Thus, on the basis of a geographic market comprising a catchment area of 2km from *Hickey's Pharmacy* in Phibsboro, there is a horizontal overlap between the notifying parties.
46. Following completion of the Proposed Transaction, there will remain at least 13 other fascia of retail pharmacies (see Table 4 below) active within a radius of 2km from *Hickey's Pharmacy* in Phibsboro which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies in the potential local market comprising a catchment area of 2km from *Hickey's Pharmacy* in Phibsboro, Dublin 7.

Table 4: The pharmacies which are located within a radius of 2km of *Hickey's Pharmacy*, Phibsboro



Pharmacy	Pharmacy location	Distance from <i>Hickey's Pharmacy, Phibsboro</i> ³²
<i>Hickey's Pharmacy</i>	Phibsboro Shopping Centre, Phibsboro, Dublin 7	-
<i>Allcare Pharmacy (Uniphar)</i>	50 Dorset Street Lower, Dublin 1	1km
<i>Collis Pharmacy (Uniphar)</i>	350 North Circular Rd, Dublin 7	150m
<i>Boots Pharmacy</i>	3 Phibsboro Place, Dublin 7	50m
<i>Flanagan's Life Pharmacy</i>	18 Berkeley Rd, Phibsboro, Dublin 7	450m
<i>Dargan's Pharmacy</i>	19 Berkeley St, Dublin 7	700m
<i>Mountjoy Street Careplus Pharmacy</i>	Wellington Court, Mountjoy St, Dublin 7	800m
<i>Medipharm</i>	19 Frederick St North, Dublin 1	950m
<i>Daly's Pharmacy</i>	Cabra Rd, Dublin 7	950m
<i>Lloyd's Pharmacy</i>	39 Stoneybatter, Dublin 7	1.8km
<i>Manor Pharmacy</i>	12 Manor St, Dublin 7	1.7km
<i>Hogan's Life Pharmacy</i>	41 Parnell St, Dublin	1.6km
<i>Advance Pharmacy Late Night</i>	Drumcondra Rd Lower, Dublin 9	1.2km
<i>Park's Late Night Pharmacy</i>	62 Dorset St Lower, Dublin 1	1km
<i>McFadden's Pharmacy</i>	46 Manor St, Stoneybatter, Dublin 7	1.7km
<i>Stack's Pharmacy</i>	4-5 Hart's Corner, Finglas Rd, Dublin 9	550m

Source: The Commission, based on information provided by the notifying parties.

Dublin 6/6W

47. The Targets currently operate two pharmacies located in Dublin 6/6W. The first Target Pharmacy is located at 85 Terenure Road North, Terenure, Dublin 6W. Uniphar currently operates one pharmacy within a 2km radius of the *Hickey's Pharmacy* in Terenure, i.e., *Allcare Pharmacy* which is located at 2a Fortfield Road, Kimmage, Dublin 6W. This pharmacy is located a distance of approximately 1.3km from *Hickey's Pharmacy* in Terenure. Thus, on the basis of a geographic market comprising a catchment area of 2km from *Hickey's Pharmacy* in Terenure, there is a horizontal overlap between the parties.
48. Following completion of the Proposed Transaction, there will remain at least 14 other fascia of retail pharmacies (see Table 5 below) active within a radius of 2km from *Hickey's Pharmacy* in Terenure which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies in the potential

³² Distances were calculated on a walking distance basis and sourced from Google Maps.



local market comprising a catchment area of 2km from *Hickey's Pharmacy* in Terenure, Dublin 6W.

49. The second retail pharmacy which the Targets operate in this area is located at 290 Harold's Cross Road, Harold's Cross, Dublin 6W. Uniphar currently operates one pharmacy within a 2km radius of the *Hickey's Pharmacy* at Harold's Cross, i.e., *Bourke's Allcare Pharmacy* which is located at 220 Lower Rathmines Road, Dublin 6. This pharmacy is located a distance of approximately 1.2km from the *Hickey's Pharmacy* at Harold's Cross. Thus, on the basis of a geographic market comprising a catchment area of 2km from *Hickey's Pharmacy* at Harold's Cross, there is a horizontal overlap between the parties.
50. Following completion of the Proposed Transaction, there will remain at least 16 other fascia of retail pharmacies (see Table 5 below) active within a radius of 2km from *Hickey's Pharmacy* at Harold's Cross which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies in the potential local market comprising a catchment area of within 2km from *Hickey's Pharmacy* in Harold's Cross, Dublin 6W.

Table 5: The pharmacies which are located within a radius of 2km from the *Hickeys' Pharmacies* in Dublin 6/6W

Pharmacy	Pharmacy location	Distance from <i>Hickey's Pharmacy, Harold's Cross</i>	Distance from <i>Hickey's Pharmacy, Terenure</i> ³³
<i>Hickey's Pharmacy</i>	85 Terenure Rd North, Terenure, Dublin 6W	1.1km	-
	290 Harold's Cross Rd, Dublin 6W	-	1.1km
<i>Bourke's Allcare Pharmacy (Uniphar)</i>	2a Fortfield Road, Kimmage, Dublin 6W	1.2km	-
<i>Allcare Pharmacy Kimmage (Uniphar)</i>	220 Lower Rathmines Road, Dublin 6	-	1.3km
<i>Thom's Pharmacy</i>	151 Kimmage Rd Lower, Kimmage, Dublin 6W	1.1km	1.9km
<i>Boots Pharmacy</i>	302 Rathmines Rd Lower, Dublin 6	1.2km	2km
<i>Rathmines Life Pharmacy</i>	Rathmines Rd Lower, Rathmines, Dublin 6	1.2km	1.9km
<i>Terenure Life Pharmacy</i>	86 Terenure Rd East, Rathgar, Dublin 6	1.2km	180m
<i>Rathgar Pharmacy</i>	1-7 Terenure Rd East, Rathgar, Dublin 6	1.2km	750m

³³ Distances were calculated on a walking distance basis and sourced from Google Maps.



<i>Lloyds Pharmacy</i>	8 Terenure Rd East, Rathgar, Dublin 6	1.2km	750m
	282 Rathmines Rd Lower, Dublin 6	1.4km	2km
<i>Jordan's Pharmacy</i>	43 Sundrive Rd, Kimmage, Dublin 12	1.4km	2km
<i>Aileen Good Life Pharmacy</i>	Sundrive Rd, Kimmage, Dublin 12	1.5km	2km
<i>McCabe's Pharmacy</i>	312 Kimmage Rd Lower, Terenure, Dublin 6	1.8km	1.5km
<i>Roche's Pharmacy</i>	165 Rathmines Rd Upper, Rathmines, Dublin 6	1.9km	1.8km
<i>Deveney's Pharmacy</i>	16 Rathmines Rd Upper, Dublin 6	1.3km	-
<i>Rathmines Pharmacy</i>	Rathmines Rd Lower, Rathmines, Dublin 6	1.4km	-
<i>Leonard's Corner Pharmacy</i>	106 South Circular Rd, Dublin 8	1.5km	-
<i>South Circular Late Night Pharmacy</i>	80 South Circular Rd, Dublin 8	1.6km	-
<i>Phelan's Pharmacy</i>	22 Clanbrassil St Lower, Dublin 8	1.7km	-
<i>Greenlea Pharmacy</i>	116 Greenlea Rd, Terenure, Dublin 6	-	1.3km
<i>Hilton's Pharmacy</i>	11 Main St, Rathfarnham, Dublin 14	-	1.3km
<i>Greene's Haven Pharmacy</i>	36 Main St, Rathfarnham, Dublin 14	-	1.5km

Source: The Commission, based on information provided by the notifying parties.

Dublin 8

51. The Targets currently operate a *Hickey's Pharmacy* located at 18 Meath Street, Dublin 8. Uniphar currently operates two pharmacies within a 2km radius of the *Hickey's Pharmacy*: *Cahill's Allcare Pharmacy* which is located at 35/36 Lower Camden Street, Dublin 2 and *Allcare Pharmacy* which is located at Lower O'Connell Street, Dublin 1. *Cahill's Pharmacy* is located a distance of approximately 1.4km from *Hickey's Pharmacy* on Meath Street while *Allcare Pharmacy* on O'Connell Street is located a distance of approximately 1.8 kilometres from *Hickey's Pharmacy*. Thus, on the basis of a geographic market comprising a catchment area of 2km from *Hickey's Pharmacy* on Meath Street, there is a horizontal overlap between the parties.
52. Following completion of the Proposed Transaction, there will remain at least 30 other fascia of retail pharmacies (see Table 6 below) within a radius of 2km from *Hickey's Pharmacy* on Meath Street which will continue to exert a competitive constraint on



Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies in the potential local market comprising a catchment area of within 2km from *Hickey's Pharmacy* on Meath Street, Dublin 8.

Table 6: A sample of the pharmacies which are located within a radius of 2km of the *Hickey's Pharmacy* on Meath Street, Dublin 8

Pharmacy	Pharmacy location	Distance from <i>Hickey's Pharmacy</i> , Meath Street ³⁴
<i>Hickey's Pharmacy</i>	18 Meath Street, Dublin 8	-
<i>Cahill's Allcare Pharmacy (Uniphar)</i>	35/36 Lower Camden Street, Dublin 2	1.4km
<i>Allcare Pharmacy (Uniphar)</i>	Unit 5, Lower O'Connell Street, Dublin 1	1.8km
<i>Foley's Pharmacy</i>	39 Meath St, Dublin 8	150m
<i>Thomas Court Pharmacy</i>	Hanbury Lane, Dublin 8	170m
<i>Reilly's Pharmacy</i>	Thomas St, Dublin 8	350m
<i>Blackhall Pharmacy</i>	Ellis Quay, Dublin 7	800m
<i>Moore's Pharmacy</i>	Cork St, Dublin 8	900m
<i>Market Pharmacy</i>	Smithfield, Dublin 7	1km
<i>Phelan's Pharmacy</i>	22 Clanbrassil St Lower, Dublin 8	1.1km
<i>Lloyds Pharmacy</i>	11 Heytesbury St, Dublin 8	1.1km
	39 Stoneybatter, Dublin 7	1.2km
<i>City Pharmacy</i>	14 Dame St, Dublin 2	1.1km
<i>Cassidy's Haven Pharmacy</i>	James's St, Dublin 8	1.1km
<i>Polonia Pharmacy</i>	King St North, Smithfield, Dublin 7	1.2km
<i>Temple Bar Pharmacy</i>	Essex St, Temple Bar, Dublin 2	1.3km
<i>Medipharm</i>	16 South Great George's St, Dublin 2	1.3km
<i>Boots Pharmacy</i>	Stephen's Green Shopping Centre, Dublin 2	1.3km

Source: The Commission, based on information provided by the notifying parties.

³⁴ Distances were calculated on a walking distance basis and sourced from Google Maps.



Dublin 11

53. The Targets currently operate five pharmacies in Dublin 11. As shown in Table 2, no Uniphar-owned pharmacy is located within a 2km radius of the *Hickey's Pharmacy* located at Unit 10, Meakstown Commercial Centre, Meakstown, Dublin 11.
54. Uniphar currently operates one pharmacy located in Finglas, Dublin 11, *Clearwater Allcare Pharmacy* which is located at Unit 7, Clearwater Shopping Centre, Finglas, Dublin 11. There are four *Hickey's* pharmacies located within a 2km radius of *Clearwater Allcare Pharmacy* in Finglas. Following completion of the Proposed Transaction, there will remain eight other fascia of retail pharmacies (see Table 7 below) active within a radius of 2km from the *Clearwater Allcare Pharmacy* in Finglas which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Along with Uniphar's *Clearwater Allcare Pharmacy*, there are two other pharmacies in Clearwater Shopping Centre neither of which are owned by the Target. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies in the potential local market comprising a catchment area of 2km from the *Clearwater Allcare Pharmacy* in Finglas, Dublin 11.

Table 7: The pharmacies which are located within a 2km radius of *Clearwater Allcare Pharmacy* in Finglas, Dublin 11

Pharmacy	Pharmacy location	Distance from <i>Clearwater Allcare Pharmacy</i> ³⁵
<i>Hickey's Pharmacy</i>	Super Valu Shopping Centre, 11 McKee Avenue, Finglas Village, Dublin 11	1.2km
	5 Main Street, Finglas, Dublin 11	900m
	Dunnes Stores Shopping Centre, 6 Cardiffbridge Road, Finglas West, Dublin 11	1.6km
	3 Cardiffbridge Road, Finglas West, Dublin 11	1.8km
<i>Superpharm</i>	Unit 8, Main Centre, Finglas, Dublin 11	1.1km
<i>Lloyds Pharmacy</i>	47 Main St, Finglas Village, Dublin 11	900m
	4 Fitzmaurice Rd, Glasnevin, Dublin 11	1.9km
<i>McKee Pharmacy</i>	2 McKee Rd, Finglas East, Dublin 11	1.4km

³⁵ Distances were calculated on a walking distance basis and sourced from Google Maps



<i>McCabe's Pharmacy</i>	282 Glasnevin Avenue, Finglas East, Dublin 11	1.6km
<i>Crescent Pharmacy</i>	68 Willow Park Crescent, Glasnevin, Dublin 11	1.9km
<i>Flanagan's Instore Pharmacy</i>	Clearwater Shopping Centre, Finglas, Dublin 11	240m
<i>Haven Pharmacy McAleer's</i>	7 Fitzmaurice Rd, Ballygall, Finglas East, Dublin 11	1.9km

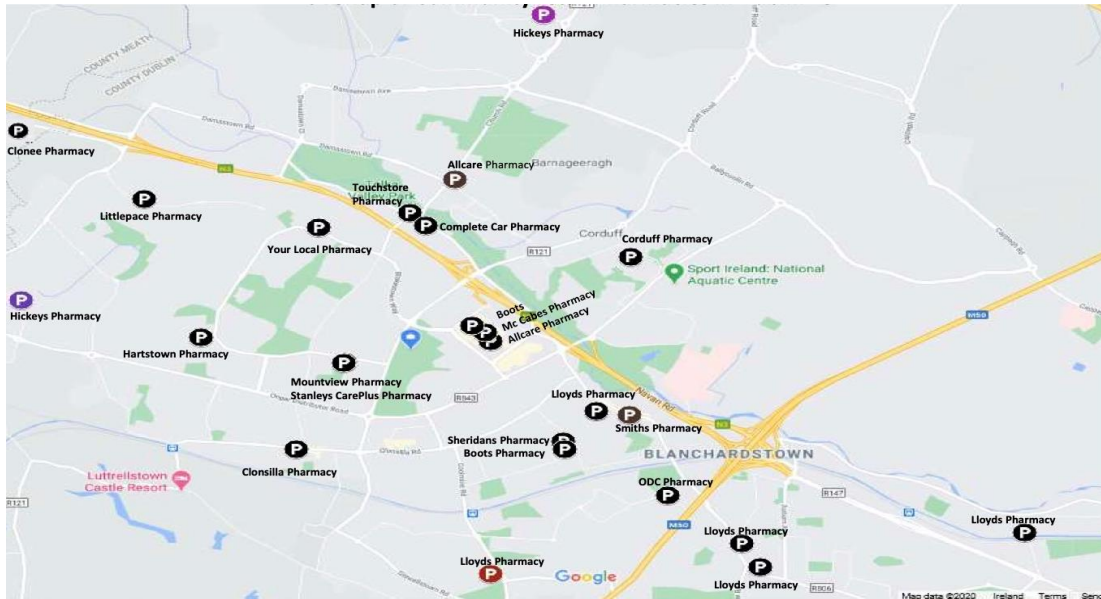
Source: The Commission, based on information provided by the notifying parties.

Dublin 15

55. The Targets currently operate two pharmacies in Dublin 15. As shown in Table 2, no Uniphar-owned pharmacy is located within a 2km radius of the *Hickey's Pharmacy* at 10 Main Street, Ongar Village, Ongar, Dublin 15. The closest Uniphar pharmacy is 4.1km away.
56. The second *Hickey's Pharmacy* in Dublin 15 is located at Main Street, Tyrellstown. Uniphar currently operates one pharmacy located within a 2km radius of the *Hickey's Pharmacy* in Tyrellstown, i.e., *Allcare Pharmacy* which is located at Unit 2, the Crescent, Church Road, Mulhuddart, Co. Dublin. This pharmacy is located 1.8km from *Hickey's Pharmacy* in Tyrellstown. Thus, on the basis of a geographic market comprising a catchment area of within a radius of 2km from *Hickey's Pharmacy* in Tyrellstown there is a horizontal overlap between the parties.
57. *Hickey's Pharmacy* is currently the only pharmacy located in Tyrellstown. *Allcare Pharmacy* in Mulhuddart is the nearest pharmacy to *Hickey's Pharmacy* in Tyrellstown, a distance of approximately 1.8km. As illustrated in Figure 1 below, there are two other pharmacies located in Mulhuddart: *Touchstone Pharmacy* and *Complete Care Pharmacy*. Both of these pharmacies are located approximately 2.4km from *Hickey's Pharmacy* in Tyrellstown.
58. *Hickey's Pharmacy* is the only pharmacy in Tyrellstown. This will remain the case following completion of the Proposed Transaction. The nearest retail pharmacies are located in Mulhuddart (see Table 8 below), a distance of between 1.8km and 2.4km from the *Hickey's Pharmacy* in Tyrellstown. The Commission considers that the Proposed Transaction will have minimal competitive impact and, therefore, not substantially lessen competition in the supply of prescription medicines in retail pharmacies located in a catchment area of within a radius of 2km from the *Hickey's Pharmacy* in Tyrellstown.



Figure 1: Overlap of community retail pharmacies in Dublin 15³⁶



Source: The notifying parties.

Table 8: Pharmacies located within a radius of 3km of the *Hickey's Pharmacy* in Tyrellstown

Brand	Pharmacy location	Distance from <i>Hickey's Pharmacy</i> , Tyrellstown ³⁷
<i>Hickey's Pharmacy</i>	Main Street, Tyrellstown, Dublin 15	-
<i>Allcare Pharmacy (Uniphar)</i>	Unit 2, The Crescent, Mulhuddart, Co. Dublin	1.8km
<i>Touchstone Pharmacy</i>	Main Street, Mulhuddart, Dublin 15	2.4km
<i>Complete Care Pharmacy</i>	110 Main Street Mulhuddart, Dublin 15	2.4km

Source: The Commission, based on information provided by the notifying parties.

Dublin 22

59. The Targets currently operate two *Hickey's* pharmacies in Dublin 22. As seen in Table 1, no Uniphar-owned pharmacy is located within a 2km radius of the *Hickey's Pharmacy* located at Unit 8, Neilstown Shopping Centre, Neilstown Road, Neilstown, Co. Dublin.
60. The Targets also operate a pharmacy located at 5 Castle Crescent, Monastery Road, Clondalkin, Co. Dublin. Uniphar currently operates one pharmacy within a 2km radius of the *Hickey's Pharmacy* in Clondalkin, i.e., *Allcare Pharmacy* which is located at Unit 1 Dutch Village Shopping Centre, Woodford Walk, Clondalkin, Dublin 22. This pharmacy is located a distance of approximately 1.1km from *Hickey's Pharmacy* in Clondalkin. Thus,

³⁶ *Hickey's Pharmacy* in Tyrellstown is located in the top centre of Figure 1, with the *Allcare Pharmacy* located directly below it.

³⁷ Distances were calculated on a walking-distance basis and sourced from Google Maps.



on the basis of a geographic market comprising a catchment area of 2km from *Hickey's Pharmacy* in Clondalkin, there is a horizontal overlap between the parties.

61. Following completion of the Proposed Transaction, there will remain at least 8 other fascia of retail pharmacies (see Table 9 below) active within a radius of 2km from *Hickey's Pharmacy* in Clondalkin which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies in the potential market comprising a catchment area of within a radius of 2km from *Hickey's Pharmacy* in Clondalkin.

Table 9: The pharmacies which are located within a radius of 2km of the *Hickey's Pharmacy* in Clondalkin

Brand	Pharmacy location	Distance from <i>Hickey's Pharmacy</i> , Clondalkin ³⁸
<i>Hickey's Pharmacy</i>	5 Castle Crescent, Monastery Road, Clondalkin, Co. Dublin	-
<i>Allcare Pharmacy (Uniphar)</i>	Unit 1 Dutch Village Shopping Centre, Woodford Walk, Clondalkin, Dublin 22	1.1km
<i>Freyne's Pharmacy</i>	22 Orchard Rd, Clondalkin, Dublin 22	260m
<i>Cadden's Pharmacy</i>	Unit 1, Tower Shopping Centre, Tower Rd, Clondalkin, Dublin 22	450 m
<i>Pure Pharmacy</i>	Village Centre, Unit 6, Clondalkin, Dublin 22	400m
<i>Lloyds Pharmacy</i>	The Mill Shopping Centre Clondalkin, Dublin 22	700m
<i>Boots</i>	The Mill Shopping Centre Clondalkin, Dublin 22	650m
<i>Green Park Pharmacy</i>	Green Park Shopping Centre, St. John's Drive, Dublin 22	1.4km
<i>McCauley Health and Beauty Pharmacy</i>	Newlands Cross, Dublin 22	1.2km
	Bawnogue Shopping Centre, Bawnogue Rd, Dublin 22	2km

Source: The Commission, based on information provided by the notifying parties.

Balbriggan

62. The Targets currently operate a pharmacy located at Primary Care Centre, 66 Dublin Road, Balbriggan, Co. Dublin. Uniphar currently operates one pharmacy located within

³⁸ Distances were calculated on a walking distance basis and sourced from Google Maps.



a 2km radius of the *Hickey's Pharmacy* in Balbriggan, i.e., *Balbriggan Allcare Pharmacy* which is located at Unit 5 Drogheda Street, Balbriggan. This pharmacy is located a distance of approximately 550 metres from *Hickey's Pharmacy* in Balbriggan. Thus, on the basis of a geographic market comprising a catchment area of within a radius of 2km from *Hickey's Pharmacy* in Balbriggan, there is a horizontal overlap between the parties.

63. Following completion of the Proposed Transaction, there will remain at least 5 other fascia of retail pharmacies (see Table 10 below) active within a radius of 2km from *Hickey's Pharmacy* in Balbriggan which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies located within a radius of 2km from *Hickey's Pharmacy* in Balbriggan.

Table 10: The pharmacies which are located within a radius of 2km of *Hickey's Pharmacy* in Balbriggan

Brand	Pharmacy location	Distance from <i>Hickey's Pharmacy</i> , Balbriggan ³⁹
<i>Hickey's Pharmacy</i>	Primary Care Centre, 66 Dublin Rd, Balbriggan, Co. Dublin	-
<i>Balbriggan Allcare Pharmacy (Uniphar)</i>	Unit 5 Drogheda Street, Balbriggan, Co. Dublin	550m
<i>Adrian Dunne Pharmacy</i>	12 Dublin St, Balbriggan, Co. Dublin	240m
<i>Pharmacy O'Regan</i>	4 Drogheda St, Balbriggan, Co. Dublin.	500m
<i>Brecan Pharmacy</i>	Unit 2 Brecan House, Drogheda St, Balbriggan, Co. Dublin	600m
<i>Tesco Extra Pharmacy</i>	Millfield Shopping Centre, Clonard Rd, Balbriggan, Co. Dublin	1.5km
<i>Boots</i>	12 Millfield Shopping Centre, Balbriggan, Co. Dublin	1.7km

Source: The Commission, based on information provided by the notifying parties.

Dún Laoghaire

64. The Targets currently operate a pharmacy located at 26 Oliver Plunkett Road, Dún Laoghaire, Monkstown, Co. Dublin. Uniphar currently owns one pharmacy located within a 2km radius of the *Hickey's Pharmacy* in Dún Laoghaire, i.e., *Allcare Pharmacy* which is located at 62/63 Lower Mounttown Road, Dún Laoghaire, Co. Dublin. This

³⁹ Distances were calculated on a walking distance basis and sourced from Google Maps.



pharmacy is located a distance of approximately 850 metres from *Hickey's Pharmacy* in Dún Laoghaire. Thus, on the basis of a geographic market comprising a catchment area of within a radius of 2km from the *Hickey's Pharmacy* in Dún Laoghaire, there is a horizontal overlap between the parties.

65. Following completion of the Proposed Transaction, there will remain at least 11 other fascia of retail pharmacies (see Table 11 below) active within a radius of 2km from the *Hickey's Pharmacy* in Dún Laoghaire which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies located within a radius of 2km from *Hickey's Pharmacy* in Dún Laoghaire.

Table 11: The pharmacies which are located within a radius of 2km of *Hickey's Pharmacy* in Dún Laoghaire

Brand	Pharmacy location	Distance from the <i>Hickey's Pharmacy</i> , Dún Laoghaire ⁴⁰
<i>Hickey's Pharmacy</i>	26 Oliver Plunkett Road, Dún Laoghaire, Monkstown, Co. Dublin	-
<i>Allcare Pharmacy (Uniphar)</i>	62/63 Lower Mounttown Road, Dún Laoghaire, Co. Dublin	850m
<i>Boots</i>	5-7 Park Pointe Shopping Centre, Honeypark, Dún Laoghaire, Co. Dublin	800m
<i>Cosgrove's Pharmacy</i>	105 Monkstown Rd, Monkstown, Co. Dublin	1.3km
<i>Brennan's Pharmacy</i>	Glenageary Shopping Centre, Glenageary Rd Upper, Glenageary, Co. Dublin	1.5km
<i>Rockville Pharmacy</i>	7 Rockville Rd, Newtownpark Ave, Blackrock, Co. Dublin	1.7km
<i>Finnegan's Pharmacy</i>	41 Sallynoggin Rd Lower, Sallynoggin, Co. Dublin	1.7km
<i>Pure Pharmacy</i>	31 Dean's Grange Rd, Deansgrange, Blackrock, Co. Dublin	1.3km
<i>Grange Pharmacy</i>	Clonkeen Rd, Deansgrange, Blackrock, Co. Dublin	1.4km
<i>Newtownpark Pharmacy</i>	3 Newtown Park, Blackrock, Co. Dublin	1.9km

⁴⁰ Distances were calculated on a walking distance basis and sourced from Google Maps.



<i>Cara Pharmacy</i>	Unit 1, Pottery Rd, Dún Laoghaire, Co. Dublin	1.6km
<i>Burnett's Pharmacy</i>	42 George's St Lower, Dún Laoghaire, Co. Dublin	2km
<i>O'Mahony and Ennis Pharmacy</i>	4 George's St Upper, Dún Laoghaire, Co. Dublin	2km

Source: The Commission, based on information provided by the notifying parties.

Ballincollig, Cork

66. The Targets currently operate a pharmacy located at Unit 16, Castlewest Shopping Centre, Ballincollig, Cork. Uniphar currently owns one pharmacy located within a 2km radius of the *Hickey's Pharmacy* in Ballincollig, i.e., *Ballincollig Allcare Pharmacy*, which is located at Main Street, Ballincollig, Cork. This pharmacy is located a distance of approximately 240 metres from *Hickey's Pharmacy* in Ballincollig. Thus, on the basis of a geographic market comprising a catchment area of within a radius of 2km from the *Hickey's Pharmacy* in Ballincollig, there is a horizontal overlap between the parties.
67. Following completion of the Proposed Transaction, there will remain at least 6 other fascia of retail pharmacies (see Table 12 below) active within a radius of 2km from the *Hickey's Pharmacy* in Ballincollig which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies located within a radius of 2km from the *Hickey's Pharmacy* in Ballincollig.

Table 12: The pharmacies which are located within a radius of 2km of the *Hickey's Pharmacy* in Ballincollig

Brand	Pharmacy location	Distance from the <i>Hickey's Pharmacy</i>, Ballincollig⁴¹
<i>Hickey's Pharmacy</i>	Unit 16, Castlewest Shopping Centre, Ballincollig, Cork	-
<i>Ballincollig Allcare Pharmacy (Uniphar)</i>	Main Street, Ballincollig, Cork	240m
<i>Old Quarter Pharmacy</i>	Ballincollig, Cork	210m
<i>Harrington's Pharmacy</i>	Main St, Ballincollig, Cork	350m
<i>Leeview Pharmacy</i>	Eastside Centre, Ballincollig, Cork	800m
<i>Kelleher's Pharmacy</i>	Main St, Ballincollig, Cork	160m
<i>Lloyds Pharmacy</i>	Units 6/7 SuperValu Shopping Centre, Ballincollig, Cork	1.3km

⁴¹ Distances were calculated on a walking distance basis and sourced from Google Maps.



<i>Boots</i>	Main St, Ballincollig, Cork	230m
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Source: The Commission, based on information provided by the notifying parties.

Cork City

68. The Targets currently operate four pharmacies in Cork City. As shown in Table 2, no Uniphar-owned pharmacy is located within a 2km radius of three of these *Hickey's* pharmacies.⁴²
69. The fourth *Hickey's Pharmacy* in Cork City is located at 11A Gurrabraher Road. Uniphar currently owns one pharmacy located within a 2km radius of the *Hickey's Pharmacy* at 11A Gurrabraher Road, i.e., *O'Carroll's Allcare Pharmacy* which is located at Orchard Court, Blackpool, Cork. This pharmacy is located a distance of approximately 1.6km from *Hickey's Pharmacy* on Gurrabraher Road. Thus, on the basis of a geographic market comprising a catchment area of within a radius of 2km from *Hickey's Pharmacy* located at 11A Gurrabraher Road, there is a horizontal overlap between the parties.
70. Following completion of the Proposed Transaction, there will remain at least 11 other fascia of retail pharmacies (see Table 13 below) active within a radius of 2km from *Hickey's Pharmacy* on Gurrabraher Road which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies located within a radius of 2km from the *Hickey's Pharmacy* on Gurrabraher Road in Cork city.

Table 13: The pharmacies which are located within a radius of 2km of the *Hickey's Pharmacy* at 11A Gurrabraher Road, Cork City

Brand	Pharmacy location	Distance from <i>Hickey's Pharmacy, Gurrabraher Road</i> ⁴³
<i>Hickey's Pharmacy</i>	11 A Gurrabraher Road, Cork	-
<i>O'Carroll's Allcare Pharmacy (Uniphar)</i>	Orchard Court, Blackpool, Cork	1.6km
<i>O'Shea's Pharmacy</i>	39 Thomas Davis St, Blackpool, Cork	1.6km
<i>Blackpool Late Night Pharmacy</i>	34 Watercourse Rd, Blackpool, Cork	1.2km
<i>Walsh's Pharmacy</i>	123 Shandon St, Cork	850m
<i>Deasy's Life Pharmacy</i>	99 Shandon St, Cork	850m
<i>Irwins Late Night Pharmacy</i>	77 Shandon St, Cork	850m

⁴² These three *Hickey's* pharmacies in Cork city are located at: 66 Tory Top Road, Ballyphehane; 5C/5D Baker's Road, Gurrabraher; and, Murray's Super Valu, Old Youghal Road, Mayfield.

⁴³ Distances were calculated on a walking distance basis and sourced from Google.



<i>Phelan's Pharmacy</i>	5E Baker's Rd, Cork	600m
<i>Lloyds Pharmacy</i>	8 Grand Parade, Cork	1.5km
<i>Mary Shinnick North Gate Pharmacy</i>	12 N Main St, Cork	1km
<i>Dalton's Pharmacy</i>	11 N Main St, Cork	1.1km
<i>StayWell Santry's Pharmacy</i>	25A Washington St West, Cork	1.2km
<i>Murphy's Pharmacy</i>	48 N Main St, Cork	1.3km

Source: The Commission, based on information provided by the notifying parties.

Drogheda

71. The Targets currently operate two pharmacies in Drogheda. As shown in Table 2, no Uniphar-owned pharmacy is located within a 2km radius of *Hickey's Pharmacy* located at Wheaton Hall Medical Centre, Drogheda, Co. Louth.
72. The second *Hickey's Pharmacy* is located at 10-11 West Street, Drogheda, Co. Louth. Uniphar currently owns one pharmacy located within a 2km radius of *Hickey's Pharmacy* on West Street i.e., *Allcare Pharmacy*, which is located at Units 3,4,5 Boyne Shopping Centre, Bolton Street, Drogheda, Co. Louth. This pharmacy is located a distance of approximately 500 metres from *Hickey's Pharmacy* on West Street. Thus, on the basis of a geographic market comprising a catchment area of within a radius of 2km from *Hickey's Pharmacy* on West Street, there is a horizontal overlap between the parties.
73. Following completion of the Proposed Transaction, there will remain at least 12 other fascia of retail pharmacies (see Table 14 below) active within a radius of 2km from *Hickey's Pharmacy* on West Street which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies located within a radius of 2km from the *Hickey's Pharmacy* on West Street.

Table 14: Pharmacies located within a radius of 2km of the *Hickey's Pharmacy* on West Street, Drogheda

Brand	Pharmacy location	Distance from <i>Hickey's Pharmacy</i> , West St ⁴⁴
<i>Hickey's Pharmacy</i>	10-11 West Street, Drogheda, Co. Louth	-
<i>Allcare Pharmacy (Uniphar)</i>	Units 3,4,5 Boyne Shopping Centre, Bolton Street, Drogheda, Co. Louth	500m
<i>Town Centre Pharmacy</i>	Unit 4 Drogheda Town Centre, Drogheda, Co. Louth	70m
<i>Fair Street Pharmacy</i>	29 Fair Street, Drogheda, Co. Louth	400m
<i>Boots</i>	Laurence Shopping Centre, Drogheda, Co. Louth	350m

⁴⁴ Distances were calculated on a walking distance basis and sourced from Google Maps.



<i>Cunningham's Pharmacy</i>	28 Shop St, Drogheda, Co. Louth	200m
<i>Mahers Total Health</i>	105 West St, Drogheda, Co. Louth	30m
<i>Peter Street Pharmacy</i>	9 Peter St, Drogheda, Co. Louth	160m
<i>Grove Pharmacy</i>	5 Ballsgrove Shopping Centre, Drogheda, Co. Louth	950m
<i>McCartan's Pharmacy</i>	Scotch Hall Shopping Centre, Drogheda, Co. Louth	550m
<i>Millmount Pharmacy</i>	Beamore Rd, Drogheda, Co. Louth	850m
<i>Bryanstown Total Health Pharmacy</i>	Bryanstown Centre, Bryanstown, Co. Louth	1.8km
<i>Healy's Pharmacy</i>	Unit 3 Drogheda Retail and Leisure Centre, Drogheda, Co. Louth	1.7km
<i>Cottage Pharmacy</i>	Scarlet St, Drogheda, Co. Louth	1km

Source: The Commission, based on information provided by the notifying parties.

Gorey

74. The Targets currently operate a pharmacy located at Gorey Shopping Centre, Gorey, Co. Wexford. Uniphar currently owns one pharmacy within a 2km radius of *Hickey's Pharmacy* in Gorey i.e., *Roche's Allcare Pharmacy* which is located at 14-15 Main Street, Gorey, Co. Wexford. This pharmacy is located a distance of approximately 1km from *Hickey's Pharmacy* in Gorey. Thus, on the basis of a geographic market comprising a catchment area of within a radius of 2km from *Hickey's Pharmacy* in Gorey, there is a horizontal overlap between the parties.
75. Following completion of the Proposed Transaction, there will remain at least 8 other fascia of retail pharmacies (see Table 15 below) active within a radius of 2km from *Hickey's Pharmacy* in Gorey which will continue to exert a competitive constraint on Uniphar in the supply of prescription medicines in retail pharmacies. Therefore, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies located within a radius of 2km from the *Hickey's Pharmacy* in Gorey.

Table 15: The pharmacies which are located within a radius of 2km of *Hickey's Pharmacy* in Gorey

Brand	Pharmacy location	Distance from <i>Hickey's Pharmacy, Gorey</i> ⁴⁵
<i>Hickey's Pharmacy</i>	Gorey Shopping Centre, Gorey, Co. Wexford	-

⁴⁵ Distances were calculated on a walking distance basis and sourced from Google Maps.



<i>Roche's Allcare Pharmacy (Uniphar)</i>	14-15 Main Street, Gorey, Co. Wexford	1km
<i>Tesco Extra Pharmacy</i>	Ramstown, Gorey, Co. Wexford	550m
<i>Grant's Pharmacy</i>	The Avenue, Gorey, Co. Wexford	650m
<i>McCabe's Pharmacy</i>	69 Main St, Gorey, Co. Wexford	750m
<i>Wades Total Health</i>	76 Main St, Gorey, Co. Wexford	850m
<i>Lloyds Pharmacy</i>	Lower Main St, Gorey, Co. Wexford	850m
<i>Boots</i>	85-86 Main St, Gorey, Co. Wexford	950m
<i>Stacks Pharmacy</i>	St. Michael's Rd, Gorey, Co. Wexford	800m
<i>Whelan's Pharmacy</i>	St. Michael's Rd, Gorey, Co. Wexford	900m

Source: The Commission, based on information provided by the notifying parties.

Conclusion on Local Market Analysis

76. For the reasons set out above, the Commission considers that the Proposed Transaction will not substantially lessen competition in the supply of prescription medicines in retail pharmacies located within a 2km radius from the Target Pharmacies in the State.

Vertical Relationship

77. There are currently five potential vertical relationships between Uniphar and the Target Pharmacies in the State in relation to: (i) the full-line wholesale supply of pharmacy-only human pharmaceutical drugs in the State; (ii) the supply of common management/branding services to pharmacies in the State; (iii) the supply of logistics services in respect of pharmacy-only human pharmaceutical drugs in the State; (iv) the wholesale supply of medical products in the State; and (v) the wholesale supply of front-of-counter and non-pharmacy-only products in the State.
78. For the purposes of reviewing the likely competitive impact of the vertical relationship that exists between Uniphar and the Target Pharmacies in the State, the Commission has taken into account not only the 61 retail pharmacies in the State which Uniphar currently owns and controls, but also those retail pharmacies in the State which have an exclusive purchasing agreement with Uniphar that requires them to purchase a minimum proportion (typically [...]%) of their wholesale purchases from Uniphar. Apart from the 61 retail pharmacies in the State which Uniphar currently owns and controls, there are 125 retail pharmacies which have an exclusive purchasing arrangement with Uniphar.⁴⁶

⁴⁶ See footnote 12 above.



(i) *The full-line wholesale supply of pharmacy-only human pharmaceutical drugs in the State*

79. As noted above, there are two full-line wholesalers of pharmacy-only human pharmaceutical drugs in the State: United Drug and Uniphar. The Target Pharmacies currently use United Drug as their primary full-line wholesaler of pharmacy-only human pharmaceutical drugs in the State. The notifying parties informed the Commission that the Target Pharmacies also obtain pharmacy-only human pharmaceutical drugs from short-line wholesalers (such as [...]) and via direct supply from manufacturers. Uniphar informed the Commission that [...].

80. The Commission considers that the Proposed Transaction does not give rise to any vertical foreclosure concerns in the State in relation to the wholesale supply of pharmacy-only human pharmaceuticals for the following reasons:

Customer foreclosure

81. As noted above in paragraph 38, the Target Pharmacies only account for approximately 2% of the total number of pharmacies currently active in the State. Following completion of the Proposed Transaction, Uniphar will own and control approximately 5.1% of the total number of retail pharmacies currently active in the State. Taking into account the 125 retail pharmacies in the State which currently have an exclusive purchasing arrangement with Uniphar,⁴⁷ Uniphar will have structural links with approximately 11.8% of the total number of retail pharmacies currently active in the State following completion of the Proposed Transaction.

82. United Drug is the Target Pharmacies' primary full-line wholesaler of pharmacy-only human pharmaceutical drugs in the State. If, as is expected, the Target Pharmacies switch to Uniphar as their primary full-line wholesaler following completion of the Proposed Transaction, this will have minimal impact on United Drug's share of the potential market for the full-line wholesale supply of pharmacy-only human pharmaceutical drugs in the State.⁴⁸ Following completion of the Proposed Transaction, there will remain a large number of retail⁴⁹ and hospital pharmacies currently active in the State to which United Drug can supply full-line wholesaling services.

Input foreclosure

83. Uniphar informed the Commission that it currently holds an estimated [40-45]% share in the full-line wholesale supply of pharmacy-only human pharmaceuticals in the State.⁵⁰ As noted above, United Drug is the only other full-line wholesaler of pharmacy-only human pharmaceutical drugs in the State. Uniphar informed the Commission that it estimates that United Drug holds an estimated [55-60]% share in the full line wholesale supply of pharmacy-only human pharmaceuticals in the State. Short-line

⁴⁷ See footnote 12 above. These 125 retail pharmacies account for approximately 6.6% of the total number of retail pharmacies currently active in the State.

⁴⁸ Information provided in the notification indicates that United Drug has an estimated share of [55-60]% in the full-line wholesale supply of pharmacy-only human pharmaceuticals in the State with Uniphar accounting for the remaining [40-45]%.

⁴⁹ Approximately 88% of retail pharmacies currently active in the State have no exclusive purchasing arrangement with Uniphar.

⁵⁰ The source of these estimates is data obtained by Uniphar from IMS Health Ireland, a provider of data on sales of medicinal/pharmaceutical products in the State.



wholesalers and parallel importers will also continue to exert a competitive constraint on Uniphar following implementation of the Proposed Transaction.

84. Uniphar expressed the following view to the Commission about the likelihood of it pursuing an input foreclosure strategy following completion of the Proposed Transaction:

“[...]”

85. The Commission considers that Uniphar will not have the ability or incentive to pursue an input foreclosure strategy (either total or partial) following completion of the Proposed Transaction. Should Uniphar attempt to foreclose pharmacies post-Proposed Transaction (by, for example, no longer providing a full-line wholesaling service or by raising the cost of its full-line wholesaling service), pharmacies can easily and quickly switch to using the full-line wholesaling services of United Drug. In addition, pharmacies can source supplies of pharmacy-only human pharmaceuticals from short-line wholesalers and/or direct from pharmaceutical manufacturers through LSPs.
86. In light of the above, the Commission considers that the Proposed Transaction will not lead to any vertical foreclosure concerns in relation to the full-line wholesale supply of pharmacy-only human pharmaceutical drugs in the State.

(ii) The supply of common management/branding services to retail pharmacies in the State

87. There is a potential vertical relationship between the Target Pharmacies and Uniphar in the supply of common management/branding services to retail pharmacies in the State. As previously mentioned, Uniphar, through its wholly-owned subsidiary Allcare, provides a suite of professional management services to [...] retail pharmacies in the State via a services agreement or a franchise agreement.
88. The Commission considers that the Proposed Transaction does not give rise to any vertical foreclosure concerns in relation to the supply of common management/branding services to retail pharmacies in the State for the following reasons:

Customer foreclosure

89. Given that the Target Pharmacies represent approximately 2% of the total number of pharmacies in the State, the Proposed Transaction will have minimal impact on Uniphar's share of the supply of common management/branding services to retail pharmacies in the State. Following completion of the Proposed Transaction, there will remain a large number of retail pharmacies in the State to which competing suppliers of common management/branding services can supply their services.

Input foreclosure

90. There are currently a number of competing providers of common management/branding services to pharmacies in the State from which retail pharmacies can procure services. These include: Indepharm Limited; Total Health Pharmacy Limited; Care Plus Pharmacy Limited; and, Lloyd's Pharmacy Ireland Limited. In addition, retail pharmacies also have the option of self-supplying the common management/branding services which Allcare provides. Alternatively, pharmacies may use individual providers of the various common management/branding services



provided by Allcare, e.g., accountancy firms, recruitment firms, marketing firms, etc. Uniphar expressed the following view in the notification:

“Similarly, Allcare is a minor provider of management services in the State – it would be neither rational nor profitable for it to withhold such services from other pharmacies outside of the Target Pharmacies, nor would it have any adverse impact on competitive conditions in the State if it did so given the many competitors of Allcare in the State and the ability of pharmacies to “self-provide” the services supplied by Allcare.”

91. In light of the above, the Commission considers that the Proposed Transaction will not lead to any vertical foreclosure concerns in the State in relation to the supply of common management/branding services to retail pharmacies in the State.

(iii) The supply of logistics services in respect of pharmacy-only human pharmaceutical drugs in the State

92. There is a potential vertical relationship between Uniphar and the Target Pharmacies in respect of the supply of logistics services in respect of pharmacy-only human pharmaceutical drugs in the State.

93. In its capacity as a logistics service provider, Uniphar’s contractual relationship is with the relevant pharmaceutical manufacturer and not the consignee (e.g., the retail pharmacy). Uniphar provided the following information in the notification: *“Uniphar LSP acts at the direction of manufacturers and thus has less control over supplies to community pharmacies than Uniphar Wholesale”*. Uniphar, therefore, does not provide logistics services in respect of pharmacy-only human pharmaceutical drugs to community pharmacies. The logistics services are provided by Uniphar to pharmaceutical manufacturers and delivery of pharmacy-only human pharmaceutical drugs to community pharmacies forms part of this service. As such, the Proposed Transaction will have no impact on Uniphar's share of the provision of logistics services in respect of pharmacy-only human pharmaceutical products in the State. As a result, the Commission considers that the Proposed Transaction raises no vertical foreclosure concerns in the supply of logistics services in respect of pharmacy-only human pharmaceutical drugs in the State.

(iv) The wholesale supply of medical products to retail pharmacies in the State

94. There is a vertical relationship between Uniphar and the Target Pharmacies in the wholesale supply of medical products to retail pharmacies in the State. Uniphar currently acts as a secondary supplier of medical products to the Target Pharmacies, supplying both Uniphar-branded and non-Uniphar branded medical products. Uniphar’s own brand, *Fixxa*, accounted for [...] % of the Target Pharmacies’ total sales of medical products in 2019. The notifying parties informed the Commission that the Target Pharmacies also purchase medical products from [...] and various other suppliers, including [...] and [...].

95. The Commission considers that the Proposed Transaction does not give rise to any vertical foreclosure concerns in the State in relation to the wholesale supply of medical products for the following reasons:

Customer Foreclosure



96. Medical products are sold in retail pharmacies and grocery and convenience stores. Given that the Target Pharmacies represent approximately 2% of the total number of retail pharmacies in the State, the Proposed Transaction will have minimal impact on Uniphar's ability to engage in a customer foreclosure strategy in the wholesale supply of medical products to retail pharmacies in the State. Following completion of the Proposed Transaction, Uniphar will own approximately 5.1% of the total number of retail pharmacies currently active in the State. Taking into account those retail pharmacies in the State which currently have an exclusive purchasing arrangement with Uniphar, Uniphar will have structural links with approximately 11.8% of the total number of retail pharmacies currently active in the State following completion of the Proposed Transaction. Should the Target Pharmacies switch to Uniphar as their primary supplier of medical products, this will have minimal impact on the market share of other suppliers of medical products in the State, such as Fleming Medical Limited and Pharmicare Distribution Limited. Following completion of the Proposed Transaction, there will remain a large number of retail pharmacies active in the State, in addition to grocery and convenience stores, to which competing suppliers of medical products can supply their products.

Input Foreclosure

97. Uniphar informed the Commission that it currently holds an estimated share of [5-10]% in the potential market for the supply of medical products to retail pharmacies in the State. Uniphar provided the following estimated shares in the potential market for the supply of medical products to retail pharmacies in the State: United Drug ([15-20]%), Fleming Medical Limited ([50-55]%), Pharmicare Distribution Limited ([10-15]%), and Allegro Limited ([0-5]%). These competing suppliers will continue to exert a competitive constraint on Uniphar in the potential market for the supply of medical products to retail pharmacies in the State following implementation of the Proposed Transaction.
98. The Commission considers that Uniphar will not have the ability or incentive to pursue an input foreclosure strategy (either total or partial) following completion of the Proposed Transaction. Should Uniphar attempt to foreclose retail pharmacies following completion of the Proposed Transaction (by, for example, no longer supplying Uniphar-branded or non-Uniphar branded medical products to retail pharmacies or by raising the cost of such medical products), retail pharmacies can easily and quickly switch to another supplier of medical products.
99. In light of the above, the Commission considers that the Proposed Transaction will not lead to any vertical foreclosure concerns in the wholesale supply of medical products to retail pharmacies in the State.

(v) The wholesale supply of front-of-counter and non-pharmacy-only products to retail pharmacies in the State

100. There is a vertical relationship between Uniphar and the Target Pharmacies in the wholesale supply of front-of-counter and non-pharmacy-only products to retail pharmacies in the State. Uniphar supply both Uniphar-branded and non-Uniphar branded front-of-counter and non-pharmacy-only products to the Target Pharmacies. Uniphar's own-brand products in the supply of front-of-counter and non-pharmacy-only products to retail pharmacies include: *Kit and Kaboodle, Daylights, Aya and Must Haves*. In 2019, sales of Uniphar-branded front-of-counter and non-pharmacy-only products in the Target Pharmacies accounted for only [...] % of total sales. The notifying parties



informed the Commission that the Target Pharmacies also procure supplies of front-of-counter and non-pharmacy-only products from manufacturers (such as, for example, [...] and [...]) and suppliers that act as agents or distributors on behalf of manufacturers (such as, for example, [...]).

Customer Foreclosure

101. Front-of-counter and non-pharmacy-only products are sold in retail pharmacies and grocery and convenience stores. Given that the Target Pharmacies represent approximately 2% of the total number of pharmacies in the State, the Proposed Transaction will have minimal impact on Uniphar's ability to engage in a customer foreclosure strategy in respect of the wholesale supply of front-of-counter and non-pharmacy-only products in the State. Following completion of the Proposed Transaction, should the Target Pharmacies, as expected, switch to Uniphar as their primary supplier of front-of-counter and non-pharmacy-only products, this will have minimal impact on the market shares of other suppliers of front-of-counter and non-pharmacy-only products in the State. Following completion of the Proposed Transaction, there will remain a large number of retail pharmacies, in addition to grocery and convenience stores, in the State to which competing suppliers of front-of-counter and non-pharmacy-only products can supply their products.

Input Foreclosure

102. Uniphar informed the Commission that it currently holds an estimated share of [15-20]% in the potential market for the supply of front-of-counter and non-pharmacy-only products to retail pharmacies in the State. There are a number of competing suppliers of front-of-counter and non-pharmacy-only products to retail pharmacies in the State. Uniphar provided the following estimated shares in the potential market for the supply of front-of-counter and non-pharmacy-only products to retail pharmacies in the State: United Drug ([20-25]%), Sundrelle Limited ([10-15]%), L'Oréal Ireland Limited ([10-15]%), Cosmetics Active ([5-10]%), Allegro Limited ([5-10]%), Parle and Hickey ([5-10]%). Following completion of the Proposed Transaction, these suppliers will continue to exert a competitive constraint on Uniphar in the potential market for the wholesale supply of front-of-counter and non-pharmacy-only products to retail pharmacies in the State.
103. The Commission considers that Uniphar will not have the ability or incentive to pursue an input foreclosure strategy (either total or partial) following completion of the Proposed Transaction. Should Uniphar attempt to foreclose retail pharmacies following completion of the Proposed Transaction (by, for example, no longer supplying Uniphar-branded or non-Uniphar branded front-of-counter and non-pharmacy-only products or by raising the cost of such products), retail pharmacies can easily and quickly switch to another supplier.
104. In light of the above, the Commission considers that the Proposed Transaction will not lead to any vertical foreclosure concerns in relation to the wholesale supply of front-of-counter non-pharmacy-only products to retail pharmacies in the State.

Conclusion

105. In light of the above, the Commission considers that the Proposed Transaction will not substantially lessen competition in any market for goods or services in the State.



Ancillary Restraints

106. The SPA contains non-compete and non-solicitation obligations on Blackcloud and the Warrantors. The duration of these restrictive covenants does not exceed the maximum duration acceptable to the Commission.⁵¹ The Commission considers these restrictions to be directly related and necessary to the implementation of the Proposed Transaction insofar as they relate to the State.

⁵¹ In this respect, the Commission follows the approach adopted by the EU Commission in paragraphs 20 and 26 of its “Commission Notice on restrictions directly related and necessary to concentrations” (2005). For more information see: [https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52005XC0305\(02\)&from=EN](https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52005XC0305(02)&from=EN)



Determination

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 Trennamally Limited, a wholly owned subsidiary of Uniphar Public Limited Company, would acquire sole control of Drishlawn Group Holdings Limited and Hickey's Pharmacy Group Holdings Limited, 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

Brian McHugh
Member
Competition and Consumer Protection Commission