



DETERMINATION OF MERGER NOTIFICATION M/21/018 - RYHALL (WOODBERRY PACKAGING)/COLORMAN

Section 21 of the Competition Act 2002

Proposed acquisition by Ryhall Limited of Colorman (Ireland) Limited.

Dated 28 April 2021

1. On 14 April 2021, 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 Ryhall Limited (“Ryhall”), through its wholly owned subsidiary Woodberry Packaging Limited (“WPL”), would acquire the entire issued share capital, and thus, sole control of Colorman (Ireland) Limited (the “Target”) (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented pursuant to a Share Purchase Agreement dated 12 April 2021 between [REDACTED] [REDACTED] (together “the Vendors”), WPL and Ryhall (the “SPA”). Pursuant to the SPA, WPL will acquire the entire issued share capital of the Target.
3. The business activities of the undertakings involved are:
 - Ryhall is a holding company engaged in the business of: (i) investment in third party funds; (ii) the making of fixed term deposits and the receipt of deposit interest; (iii) investment into group acquisitions by way of capital contribution; and, (iv) the making of loans to related group companies and the receipt of interest on those loans. In the State, Ryhall is involved in the provision of parcel delivery services, and property investments and land developments.
 - The Target is engaged in the provision of customised print and packaging services in the State, principally to customers in the IT, healthcare, medical devices, pharmaceutical and fast-moving consumer goods sectors.
4. After examination of the notification, the Commission has concluded that the Proposed Transaction falls within the scope of paragraph 2.1 of the Simplified Merger Notification



Procedure Guidelines for assessing certain notifiable mergers or acquisitions under section 18(1)(a) of the Act since none of the undertakings involved in the Proposed Transaction are active or potentially active in the same product and geographic markets, or in any markets which is upstream or downstream to markets in which another undertaking involved is active or potentially active.

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

Ancillary Restraints

6. Clause 9.1 of the SPA imposes a number of non-compete and non-solicitation restrictive obligations on the Vendors. The restraints in clauses 9.1.1, 9.1.2, 9.1.3 and 9.1.4 of the SPA do not exceed the maximum scope and duration acceptable to the Commission. The Commission considers that they are directly related to and necessary for the implementation of the Proposed Transaction, in so far as they relate to the State.¹
7. Clause 9.1.5 of the SPA imposes an obligation on the Vendors not to “*take up employment with, or directly or indirectly offer services to, any customer or supplier of the Company.*” However, this restriction is not limited in time. Therefore, the Commission considers that Clause 9.1.5 of the SPA will not benefit from the protections offered by sections 4(8) and 5(3) of the Act.

¹ [Commission Notice on restrictions directly related and necessary to concentrations](#)



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 Ryhall Limited, through its wholly owned subsidiary Woodberry Packaging Limited, would acquire the entire issued share capital, and thus, sole control of Colorman (Ireland) 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

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Competition and Consumer Protection Commission