



DETERMINATION OF MERGER NOTIFICATION M/21/065 – MPRC-PSC/ARYZA

Section 21 of the Competition Act 2002

Proposed acquisition by MPRC Europe and Pollen Street Capital of joint control of Aryza Holdings Limited

Dated: 2 December 2021

Introduction

1. On 17 November 2021, in accordance with s18(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 MPRC Europe Limited (“MPRC”), a wholly-owned subsidiary of Macquarie Group Limited (“Macquarie”), will indirectly acquire a shareholding of approximately 40% of the voting shares and indirectly acquire joint control, along with funds managed by Pollen Street Capital (“PSC”), of Aryza Holdings Limited (“Aryza”) and its subsidiaries (together, the “Target”) (the “Proposed Transaction”). The Target is currently indirectly solely controlled by funds managed by PSC.
2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement (the “SPA”) dated 10 November 2021, between MPRC, the named individuals listed in Parts B and C of Schedule 1 of the SPA, Atlas Topco 1 Limited (“Atlas Topco”), Atlas Bidco 1 Limited, and PSC Nominee 3 Limited (“Pollen Street Capital Fund III”) (together the “SPA Parties”).
3. The remaining shares in the Target will continue to be indirectly held by PSC (through its Pollen Street Fund III), Ocorian Corporate Services (Mauritius) Limited as sole trustee of the Champagne 1888 Trust (which will participate in the Proposed Transaction in place of consideration it would otherwise be entitled to receive from a member of the Target's group of companies and will hold 11.4% of the voting shares in the Target through Atlas Topco) and the Target's management team. PSC and the Target's management team currently own 100% of the shares of the Target.
4. The business activities of the undertakings involved are:

- MPRC is an indirect wholly-owned subsidiary of Macquarie, which is a publicly traded company on the Australian Securities Exchange. Macquarie and its subsidiaries, including MPRC, are a diversified financial services company which provides asset management and finance, banking, and investment advisory services to institutional, corporate, government and retail clients around the world. In the State, Macquarie owns Beuparc Utilities Holdings Limited (“Beuparc”) which it acquired in August 2021.¹ Beuparc is the largest waste operator in the State, owning both Panda and Greenstar waste firms. Beuparc has operations in the State, the UK and the Netherlands. For the financial year ending 31 December 2020, Macquarie’s worldwide turnover was €[...], of which €[...] was generated in the State.
- PSC is an independent alternative investment manager headquartered in London, focused on investing in the financial and business services sectors. Pollen Street Capital Fund III, a nominee company of PSC, is a private limited company incorporated in England and Wales.² The ownership and control structure of PSC will not change as a result of the Proposed Transaction. For the financial year ending 31 December 2019, PSC’s worldwide turnover was €[...], of which €[...] was generated in the State.³
- Aryza designs and supplies banking, loan management and insolvency-related software to customers in the financial services sector. Aryza’s software is used for case management and process automation of activities including customer data collection, administration, and payment processing. Aryza is a software provider for insolvency related software in the State and the UK and is also active in Canada, New Zealand and Australia. For the financial year ending 31 December 2019, Aryza’s worldwide turnover was €[...] of which €[...] was generated in the State.

5. After examination of the notification, the Commission has considered that the Proposed Transaction falls within the scope of paragraph 2.1 of the Simplified Merger Notification

¹ This transaction was approved by the European Commission on 27 July 2021 see: https://ec.europa.eu/competition/mergers/cases1/202131/m10354_38_3.pdf

² <https://find-and-update.company-information.service.gov.uk/company/08741640>

³ The parties state that 2019 is the latest date for which audited financial accounts are available.



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 merger or acquisition are active or potentially active in the same product and geographic markets, or in any market(s) which is upstream or downstream to a market(s) in which another undertaking involved is active or potentially active.

6. 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

7. No ancillary restraints were notified.

Determination

8. 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, MPRC Europe Limited, a wholly-owned subsidiary of Macquarie Group Limited, will indirectly acquire a shareholding of around 40% of the voting shares and indirectly acquire joint control, along with funds managed by Pollen Street Capital, of Aryza Holdings Limited and its subsidiaries 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

Ibrahim Bah
Director
Competition Enforcement and Mergers