



DETERMINATION OF MERGER NOTIFICATION M/22/009 – WATT BIDCO/ EDISON

Section 21 of the Competition Act 2002

Proposed acquisition by Watt Bidco Limited of the entire issued share capital of Edison Voltage Limited.

Dated 04 March 2022

1. On 15 February 2022, 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 Watt Bidco Limited (“Watt Bidco”), an indirect wholly owned subsidiary of Exponent Private Equity IV LP, which is itself an investment fund managed by Exponent Private Equity LLP (“Exponent”)¹, will acquire sole control of the group of companies held by Edison Voltage Limited, trading as H&MV Engineering Group, (collectively the “Target Group”) (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement dated 12 February 2022 between Watt Bidco, Watt Topco Limited (“Watt Topco”), Kieran Morris and the Sellers² (the “SPA”). Pursuant to the SPA, Exponent will acquire the entire issued share capital of the Target Group.
3. Following implementation of the Proposed Transaction, Exponent will acquire sole control of the Target Group.
4. The business activities of the undertakings involved are:

¹ Exponent is currently also seeking to acquire an interest in Xeinadin Group Limited, subject to CCPC approval. See M/22/004 – Exponent/ Xeinadin.

² The Sellers: MacX3 Services Limited, Novus Technical Services Limited, Galark Unlimited Company, Fraiserpoint Unlimited Company, PJ Flanagan, John Stokes, Enda Molloy, and Kickxia Limited.



- The Acquirer - Exponent:
 - Watt Bidco is an indirect 100% subsidiary of Exponent Private Equity IV LP which is itself an investment fund managed by Exponent.
 - Exponent is a limited liability partnership incorporated in England and Wales that makes private equity investments in businesses in Ireland, the UK and across Europe.
 - Exponent invests in a range of sectors, including healthcare, food, transportation, advertising, and financial sectors.
 - Exponent currently controls 15 portfolio companies with 12 generating revenue in the State. These 12 portfolio companies are active in tourism, waste management, gardening products, services to pension schemes, food products, consumer photo products, sports media, psychometric testing and providing voucher deals.
 - The Target Group:
 - The Target Group specialises in the provision of High Voltage (“HV”) transmission and distribution systems in the State. It provides turnkey services for the design, installation, commissioning and maintenance (including asset management) of HV transmission and distribution networks across three primary sectors: (i) data centres, (ii) renewables, and (iii) utilities.
 - The Target Group services can be classified into three primary service offerings: (i) Engineering; (ii) Procurement and Construction (EPC); and (iii) Asset Management and Engineering and Design (E&D).
 - The Target Group also provides these services in the UK, Netherlands, Germany, Spain, India, Italy and Norway.
5. 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 neither Party to the Proposed Transaction is 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 either Party 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. The Commission notes that part 2 of schedule 12 of the SPA contain a number of non-compete and non-solicitation restrictions on the Sellers. The Commission notes that these restrictions are limited in scope and do not exceed the maximum duration acceptable to the Commission. The Commission considers these non-solicitation and non-compete obligations to be directly related to and necessary for the implementation of the Proposed Transaction insofar as they relate to the State.



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 Watt Bidco Limited will acquire the entire issued share capital of the group of companies held by Edison Voltage Limited, trading as H&MV Engineering Group, 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
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Competition Enforcement and Mergers Division
Competition and Consumer Protection Commission