

DETERMINATION OF MERGER NOTIFICATION - M/22/057 – APLEONA/ACACIA

Section 21 of the Competition Act 2002

Proposed acquisition by Apleona Ireland Limited of sole control over Acacia Facilities Holdings Limited.

Dated: 4 November 2022

1. On 18 October 2022, in accordance with s18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission received a notification of the proposed acquisition whereby Apleona Ireland Limited (“Apleona”), intends to acquire sole control over Acacia Facilities Holdings Limited (“Acacia”) (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented pursuant to a Share Purchase Agreement (“SPA”) between Apleona and the shareholders of Acacia (the “Sellers”), dated 14 October 2022.¹ Pursuant to the SPA, Apleona intends to acquire 100% of the issued share capital of Acacia and thus, acquire sole control over Acacia.
3. The business activities of the undertakings involved are:

Apleona

- Apleona is a private company registered in the State. Apleona is involved in the provision of facility management services (“FM Services”), building technology, interior fittings, property management and real estate services (e.g., bookkeeping, collection of service charges from tenants, inspection of properties etc.).

¹ The shareholders of Acacia are Ambria Limited, Fergus MacMahon, Anthony Downes, Clive Brazier, David O’Brien, Nuffshe Limited, Rainrock Limited and Redstone Consulting Limited.

- Apleona is a wholly owned subsidiary of Apleona GmbH which is in turn ultimately controlled by PAI Partners SAS (“PAI”), a private equity firm based in France.² PAI’s investment strategy is concentrated on investing in four primary sectors – business services, food & consumer, general industrials and healthcare.³

Acacia

- Acacia is involved in the provision of integrated FM Services, through its subsidiary Acacia Facilities Management Limited (“Acacia Facilities”). Acacia Facilities provides a complete range of FM services in the State. Acacia Facilities provides ‘Soft’ FM services such as maintenance, cleaning, portering, catering, mailroom, security and landscaping services. Acacia Facilities also provides ‘Hard’ FM services such as maintenance services to customers involving electrical, plumbing and boiler maintenance services in addition to a range of project management, health and safety, consultancy and internet of things technology services.
4. 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 Procedure Guidelines for assessing certain notifiable mergers or acquisitions under section 18(1)(a) of the Act since Apleona and Acacia are active in the same product and geographic market, but their combined market share is less than 15%.
 5. In the 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. The SPA imposes a number of non-compete and non-solicitation obligations on the Sellers. The duration of these non-compete and non-solicitation obligations does not exceed the maximum duration acceptable to the Commission. The Commission considers these restrictions to be directly related and necessary for the implementation of the Proposed Transaction in as far as they relate to the State.

² According to the control structures submitted by the parties, [...]

³ For a portfolio of PAI’s see <https://www.paipartners.com/investment/myflower-interflora/>.

Determination

7. 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 acquisitions whereby Apleona Ireland Limited, intends to acquire sole control over Acacia Facilities Management 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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