



DETERMINATION OF MERGER NOTIFICATION M/23/006 – DAWN MEATS/KILDARE CHILLING

Section 21 of the Competition Act 2002

Proposed acquisition by Dawn Meats Ireland Unlimited Company of sole control of Kildare Chilling Company Unlimited Company

Dated 22 June 2023

Introduction

1. On 7 February 2023, 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 the proposed acquisition by Dawn Meats Ireland Unlimited Company (“Dawn Meats Ireland”) of sole control of Kildare Chilling Company Unlimited Company (“Kildare Chilling”) (the “Proposed Transaction”).

The Proposed Transaction

2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement, dated 20 January 2023, between Dawn Meats, Dawn Meats Group Unlimited Company, Courtline Holdings Unlimited Company and Thomas McParland (the “SPA”). Following the implementation of the Proposed Transaction, Dawn Meats will acquire the entire issued share capital and thus sole control of Kildare Chilling.

The Undertakings Involved

The Acquirer – Dawn Meats

3. Dawn Meats is active in the procurement of live animals, slaughtering, processing and sale of meat products (beef and lamb) in the State. Dawn Meats is also active in the rendering of related by-products in the State.¹ Dawn Meats sells fresh cuts of meat, as well as value added

¹ Rendering refers to the conversion of waste animal tissue into usable materials. Dawn Meats’ rendering activities include the rendering down of bone and waste materials, while offal, hides and unprocessed carcasses are commodity products that can be sold separately and to different customers than primary cuts.



products such as mince, burgers, ready-made meals and retail packs under a range of brands, including *Black Angus, Red Hereford, Charolais Gold, Nature's Meadow, West Cork Beef, Dawn Chef* and *The Premium Butcher*.²

4. Dawn Meats operates seven sites across the State, and one in Northern Ireland.³ Each sites location and operational focus is listed in Table 1 below. Dawn Meats also has production and sales operations across the United Kingdom, France, Germany, Italy, Spain, Holland, Poland and Denmark.

Table 1: Dawn Meats' activities on the Island of Ireland

Site	Slaughtering		Primary processing		Commodity trading	Rendering
	Beef	Lamb	Beef	Lamb		
Grannagh Co. Waterford		--		--		--
Carroll's Cross Co. Waterford ^[1]	--	--		--	--	--
Rathdowney Co. Laois		--	--	--	--	--
Charleville Co. Cork		--		--	--	--
Ballyhaunis Co. Mayo					--	
Slane Co. Meath		--	--	--	--	--
Kilbeggan Co. Westmeath	--	--		--	--	--
Dungannon Co. Tyrone					--	--

Source: Merger Notification Form

5. For the financial year ending 31 December 2021, the Dawn Meats' group worldwide turnover was approximately €[...], of which €[...] was generated in the State.

² Dawn Meats also markets several other brands in the UK, namely *Caledonia Crown, Ridings Reserve, Highland Meats* and several *Dunbia* brands.

³ Dawn Meats operates one site in Co. Tyrone.



The Target – Kildare Chilling

6. Kildare Chilling is also active in the procurement of live animals, slaughtering, processing and sale of meat products (beef and lamb) and related by-products. Kildare Chilling operates from a single slaughterhouse in Kildare town which focuses on lamb production rather than beef production. The site has an annual capacity to slaughter [...] lambs (compared to [...] cattle) and to debone [...] cattle and [...] lambs.
7. Kildare Chilling markets its meat products under the *Kildara* and *Heritage Town* brands.
8. For the financial year ending 31 March 2022, Kildare Chilling’s worldwide turnover was approximately €[...], of which approximately €[...] was generated in the State.

Rationale for the Proposed Transaction

9. The parties state the following in the notification:

“[...]”⁴

Third party Submissions

10. Three third party submissions were received.

Investigation

11. On 20 March 2023, the Commission served a Requirement for Further Information (“RFI”) on both Dawn Meats and Kildare Chilling (the “Parties”) pursuant to section 20(2) of the Act. The service of these RFIs adjusted the deadline within which the Commission had to conclude its assessment of the Proposed Transaction in Phase 1.
12. Upon receipt of full responses to the RFIs, the “appropriate date” (as defined in section 19(6)(b)(i) of the Act) became 12 May 2023.⁵
13. Three third party submissions were received by the Commission during the Phase 1 investigation. The Commission engaged with each of these third parties to discuss their

⁴ Merger Notification Form, section 1.1.

⁵ The “appropriate date” is the date from which the time limits for making both Phase 1 and Phase 2 determinations begin to run.



submissions in greater detail. The competition concerns expressed in the third party submissions have been assessed by the Commission as part of its review of the likely competitive impact of the Proposed Transaction.

14. During the Phase 1 investigation, the Commission requested and received further information and clarifications from the Parties. The Commission also engaged with third parties in relation to its assessment of the competitive effects of the Proposed Transaction. The third party engagement consisted of market enquiries which included contacting competitors, customers, and other industry stakeholders by email. In some cases, the Commission also spoke to third parties by telephone to further discuss their views.

Analysis

15. The Commission is unable, at this stage, to make a determination that the result of the Proposed Transaction will not be to substantially lessen competition in markets for goods or services in the State. Accordingly, it intends to carry out a full investigation under section 22 of the Act.



Determination

The Competition and Consumer Protection Commission, in accordance with section 21(2)(b) of the Competition Act 2002, as amended (the “Act”), has determined that it intends to carry out a full investigation under section 22 of the Act in relation to the proposed acquisition by Dawn Meats Ireland Unlimited Company of sole control of Kildare Chilling Company Unlimited Company.

For the Competition and Consumer Protection Commission.

Brian McHugh

Member

Competition and Consumer Protection Commission