

DETERMINATION OF MERGER NOTIFICATION - M/23/025 – MML CAPITAL / INNOPHARMA

Section 21 of the Competition Act 2002

Proposed acquisition by MML Capital of sole control of Innopharma Holdings Limited

Dated: 23 June 2023

1. On 8 June 2023, in accordance with section 18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission (“Commission”) received a notification of a proposed acquisition whereby Spring Bidco Limited, indirectly owned by MML Growth Capital Partners Ireland Fund II LP (“MML Growth Fund II”), a fund managed by MML Growth Capital Partners Ireland Limited (“MML Growth Capital Ireland”, and together with Spring Bidco Limited and MML Growth Fund II, “MML Capital”), would acquire sole control of Innopharma Holdings Limited (“Innopharma”) (MML Capital and Innopharma are collectively referred to as the “Parties”)(the “Proposed Transaction”).
2. The Proposed Transaction will be implemented pursuant to a Share Purchase Agreement (“SPA”), dated 26 May 2023, between Spring Bidco Limited,¹ Rua Investments Limited, PJ Cullen, Kevin Delaney and Ian Jones.² Following the implementation of the Proposed Transaction, MML Capital would acquire sole control of Innopharma.
3. The business activities of the undertakings involved are:

MML Capital

- MML Capital is a capital investment management company. Table 1 lists the companies owned and controlled by the MML Capital in the State.

Table 1: MML Capital owned and controlled companies in the State

Name	Business activity
[...]	[...]

¹ Spring Bidco Limited was incorporated for the purposes of the Proposed Transaction.

² Rua Investments Limited, PJ Cullen and Kevin Delaney are the current owners of Innopharma. Ian Jones controls Rua Investments Limited.



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Source: the Parties

Innpharma

- Innopharma operates in the State via Innopharma Labs Limited (trading as Innopharma Education) and Innopharma Technology Limited (trading as Innopharma Technical Services). Innopharma Education is an accredited higher education institute with specialist sector knowledge across its education programmes, and provides a range of courses that focus on the pharmaceutical and medical manufacturing sectors.³ Innopharma Technical Services acts as a contracting business for niche technical roles in high tech manufacturing. Innopharma Technical Services selects and trains its technical contractors, primarily validation engineers and quality control analysts, with a view to providing the pharmaceutical industry with flexible access to specialist technical skills.
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 as (1) there is no horizontal or vertical overlap between MML Capital and Innopharma in any market in the State; and (2) there is no horizontal or vertical overlap between any of MML Capital's portfolio companies (listed in table 1) and Innopharma in any market in the State.

³ See Innopharma's website for a full listing of offered courses, accessible <https://www.innopharmaeducation.com/our-courses>

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 Parties state that Clauses 13.2(a-f) of the SPA are directly related and necessary to the implementation of the Proposed Transaction. These clauses contain non-compete and non-solicitation obligations on the Sellers.⁴
7. The Commission notes that Clauses 13.2(a-f) are limited in scope and do not exceed the maximum duration acceptable to the Commission. The Commission considers the restrictions contained in Clause 13.2(a-f) to be directly related and necessary to the implementation of the Proposed Transaction, in so far 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 Spring Bidco Limited, indirectly owned by MML Growth Capital Partners Ireland Fund II LP, a fund managed by MML Growth Capital Partners Ireland Limited, would acquire sole control of Innopharma Holdings 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

Ibrahim Bah
Director
Competition Enforcement and Mergers

⁴ Rua Investments Limited, PJ Cullen, Kevin Delaney.