

DETERMINATION OF MERGER NOTIFICATION M/23/029 – ALBUS (KKR) AND MR HASSAN/DUKES EDUCATION GROUP-JV

Section 21 of the Competition Act 2002

The proposed acquisition by Albus Bidco Limited, indirectly controlled by investment funds, vehicles and/or accounts advised and managed by various subsidiaries of KKR & Co. Inc., of joint control of Dukes Education Group, alongside the existing shareholders, Universities Superannuation Scheme Limited and Mr. Aatif Hassan

Dated: 28 July 2023

1. On 11 July 2023, in accordance with s18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Commission received a notification of a proposed acquisition whereby Albus Bidco Limited (“Albus”), indirectly controlled by investment funds, vehicles and/or accounts advised and managed by various subsidiaries of KKR & Co. Inc. (“KKR”), would acquire joint control of Atom Topco Limited, the holding company of Dukes Education Group (“Dukes”) (the “Proposed Transaction”).
2. The Proposed Transaction will be implemented pursuant to a Share Purchase Agreement and a Shareholder’s Agreement, both dated 14 June 2023, between Albus, Mr Aatif Naveed Hassan (“Mr Hassan”), L5 Investment Holdings LP (“L5 Investment”), an affiliate of Universities Superannuation Scheme Limited (“USS”), and 13 individuals who are part of the management of Dukes (collectively, the “Shareholders”).¹ Following implementation of the Proposed Transaction, Albus will have joint control of Dukes, alongside, L5 Investment and Mr Hassan.
3. The parties are involved in the following business activities:
 - Albus has no business activities in the Republic of Ireland (“State”), as it is a special purpose entity formed to carry out the Proposed Transaction. Albus is indirectly controlled by investment funds, vehicles and/or accounts advised and managed by various subsidiaries of KKR. KKR is a global investment firm that offers alternative asset

¹ In terms of schedule 1 of the SPA the individuals are, [...].

management as well as capital markets and insurance solutions. KKR controls several portfolio companies that supply services to the State.

The Target – Dukes

- Dukes owns a portfolio of institutions operating across different categories of children’s education, predominantly in the United Kingdom (“UK”), Portugal, and Switzerland. The portfolio currently consists of 36 institutions, comprising of 18 schools, 5 colleges, 6 nurseries for term-time and day-care facilities and 7 “Dukes Plus” businesses that run extra-curricular activities and tutoring. In the State, Dukes owns Institute of Education, a private secondary school based in Leeson Street in Dublin.

Joint Shareholder of Dukes- Mr Hassan

- Mr. Hassan is the founder and chairman of Dukes, and he does not control any other firm.

Joint Shareholders of Dukes – L5 Investment

- L5 Investment is a limited partnership registered in Scotland and does not provide any other business activities in the State. USS is the trustee of the Universities Superannuation Scheme, a private pension scheme for staff employed in universities and higher education institutions in the UK. In the State, USS has indirect interest in Globalvia Jons Limited (“Globalvia Ireland”).² Globalvia Ireland has investments in the form of toll road concessions through, M50 Concession Limited and N6 Concession Limited.
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 as there is no horizontal or vertical overlap between Albus (including KKR and its controlled portfolio of companies) and Dukes (as well as the Shareholders) in any market in the State.

² USS has investments in Globalvia Inversiones S.A.U. which in turn controls Globalvia Ireland.

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. No ancillary restraints were notified.

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 Albus Bidco Limited, indirectly controlled by investment funds, vehicles and/or accounts advised and managed by various subsidiaries of KKR & Co. Inc., would acquire joint control of Atom Topco Limited, the holding company of Dukes Education 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

Director

Competition Enforcement and Mergers