



DETERMINATION OF MERGER NOTIFICATION M/23/040 – SAOL ASSURANCE / CERTAIN ASSETS OF IRISH LIFE

Section 21 of the Competition Act 2002

Proposed acquisition by Saol Assurance DAC (trading as AIB life), of certain life insurance policies, assets, and liabilities of Irish Life Assurance plc.

Dated 05 September 2023

1. On 17 August 2023, in accordance with section 18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission received a notification of a proposed acquisition whereby Saol Assurance DAC (trading as AIB life), (“Saol Assurance”) will acquire certain life insurance policies, assets, and liabilities (the “Transferring Business”) from Irish Life Assurance plc (“Irish Life”).
2. The Proposed Transaction will be implemented by means of a business transfer agreement dated 12 May 2022 between Saol Assurance, Irish Life, and Irish Life Group Limited (“ILG”), the parent company of Irish Life.
3. The notifying parties are involved in the following business activities:
 - **Saol Assurance:** is a wholly owned insurance company subsidiary of Saol Assurance Holdings Limited (previously AIB JV Holdings Limited), which itself is a 50:50 joint venture holding company established under a subscription and shareholders agreement dated 23 June 2021 between Allied Irish Banks plc (“AIB”) and Canada Life Irish Holding Company Limited, which is part of the Great-West LifeCo Inc. (“GWL”) group. The Commission previously cleared the AIB JV Holdings Limited transaction in its Phase 1 determination in *M/21/042 – Canada Life / AIB*.¹

¹ <https://www.cpc.ie/business/mergers-acquisitions/merger-notifications/m-21-042-canada-life-aib-jv/>



- Saol Assurance is a life insurance startup, having commenced writing insurance policies on 2 March 2023. It was authorised by the Central Bank of Ireland on 17 February 2023 as a life insurance undertaking to write certain classes of life insurance. On 15 May 2023, Saol Assurance entered into an exclusive distribution agreement with AIB, where it will trade as AIB life and be the sole provider to AIB's sole provider of life assurance products, fulfilling the role previously executed by the Transferring Business.
 - **The Transferring Business:** The Transferring Business primarily consists of a “backbook” of life products currently held by Irish Life. The Transferring Business consists of life assurance products (savings, pensions, and investment plan life assurance) which were sold by Irish Life to customers through AIB's distribution network on or after [...] until [...].
 - **Irish Life:** Irish Life's parent group, the GWL group, is a financial services group with various international interests in the life insurance, health insurance, retirement savings, retirement services, and investment management and reinsurance businesses. Irish Life is GWL's main life insurer and provider of group and individual pension schemes in Ireland. Irish Life is a life insurer and provider of group and individual pension schemes on the State.
4. After examination of the notification, the Commission has concluded that the Proposed Transaction falls within the scope of paragraph 2.1(b) of the Simplified Merger Notification Procedure Guidelines for assessing certain notifiable mergers or acquisitions under section 18(1)(a) of the Act, as while the parties to the Proposed Transaction are active in the same product and geographic market, 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. 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 Saol Assurance DAC (trading as AIB life) will acquire certain life insurance policies, assets, and liabilities from Irish Life Assurance plc, 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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Competition and Consumer Protection Commission