

# DETERMINATION OF MERGER NOTIFICATION M/23/050 – RSK/GLOBAL RAIL SERVICES LIMITED

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## Section 21 of the Competition Act 2002

### Proposed acquisition by RSK Environment Limited of sole control of Global Rail Services Limited and its wholly owned subsidiary GRSL Limited

Dated 29 September 2023

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1. On 14 September 2023, in accordance with s18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission (the “Commission”) received a notification of a proposed acquisition whereby RSK Environment Limited (“RSK”), a wholly-owned subsidiary of RSK Group Limited (“RSK Group”) would acquire the entire issue share capital and sole control of Global Rail Services Limited and its subsidiary GRSL Limited (together, “Global Rail”) (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement (the “SPA”) dated 7 September 2023 between the sellers<sup>1</sup> and RSK. Pursuant to the SPA, RSK will acquire sole control of Global Rail.
3. The parties are involved in the following business activities:

#### RSK:

- RSK Group is active in the provision of engineering design services and engineering consultancy services to the following sectors: energy; transport; property and construction; government; manufacturing; healthcare; professional services; food and drink; waste; water; and mining. The services in particular which RSK Group provide to these sectors include environmental, ground investigation and remediation, climate change, buildings and structures, design and engineering, agricultural, health and safety, lab testing and digital media and design services.

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<sup>1</sup> The sellers are defined in the SPA as being the following individuals: Ivan Holloway; and Marco Lombardelli.

- Table 1 below outlines the member companies of RSK Group that provide services in the State, and a description of their activities. RSK is primarily active in the provision of engineering design services and engineering consultancy services as described in Table 1 below.

**Table 1: Members of RSK Group that provide services in the State.**

Member Company	Activity
<b>Dermot Casey Tree Care Limited</b>	Vegetation clearance and maintenance and garden machinery hire, service and maintenance.
<b>Inis Environmental Consultants Limited</b>	Ecological assessments, surveys, environmental impact assessments, and species protection.
<b>Minerex Environmental Limited</b>	Hydrogeology, environmental impact assessments, groundwater monitoring, remediation and ecology services.
<b>Smith &amp; Kennedy Architects Limited</b>	Architectural practice providing building design works.
<b>RSK Ireland Limited</b>	Offers engineering design and consultancy services.
<b>Nicholas O'Dwyer Limited</b>	Environmental and engineering consultancy.
<b>Irish Drilling Limited</b>	A mineral exploration drilling and ground investigation contractor.
<b>Jennings O'Donovan and Partners Limited</b>	Engineering consultancy services, specialising in renewable energy, water supply, wastewater, planning & environmental, and project management services.
<b>Larsen Water Management IRE Limited</b>	Engineering consultancy services, primarily offering leak detection services.
<b>RSK ADAS Europe (Ireland) Limited</b>	Acts as an agent for overseas chemical companies to operate in the Irish market.
<b>CBEC Eco Engineering (UK) Limited</b>	Environmental consultant specialising in the provision of eco-engineering solutions for the aquatic environment.
<b>CAN Renewables Limited</b>	Inspection, cleaning and repair of wind turbine blades and solar panels.
<b>Water Research Centre Limited (WRC)</b>	Technical research and innovation services to the global water, waste management and energy sectors.
<b>CAN Structures Limited</b>	Inspection and reporting through cleaning, painting and mechanical maintenance, brickwork repairs on the built-in environment, bridges, towers, and buildings.
<b>CAN Geotechnical Limited</b>	Ground stabilisation and rock form installations. Rope access work at height, over water, vegetation.
<b>EDP Consultants Limited</b>	Delivering work on healthy working environment support, occupational health support, health and advice etc., centred mainly on workstation and office environment.

<b>Binnies UK Limited</b>	Flood defence planning and monitoring.
<b>Central Alliance Pre Construction Limited</b>	Supports work carried out by Irish Drilling.
<b>JB Site Investigations Limited</b>	Supports work carried out by Irish Drilling.
<b>Headland Archaeology (UK) Limited</b>	Offers archaeology contracting and heritage consultancy services.
<b>WysePower Limited</b>	Provider of temporary power solutions to the construction industry.

#### Global Rail:

- Global Rail is active in the construction of infrastructure and civil engineering services (including telecoms infrastructure), and mechanical and electrical services. More specifically, it provides the following construction services in the State:
  - a) Civil engineering in the rail and energy sectors: Global Rail's 'civil engineering' services can, in its view, more accurately be described as the provision of construction services. Its services include new build and refurbishment.
  - b) Building services in the rail sector: the Global Rail's services include new build or refurbishment of railway stations and the construction of telecom and signalling rooms.
  - c) Mechanical and electrical services in the rail, State and telecoms sectors: Global Rail's services include telecom and signalling room fit outs and electrical maintenance. Global Rail also provides what is referred to as 'train support services', which includes the installation of passenger information systems, fire alarms, CCTV, automatic doors and other bespoke installations.
  - d) Labour supply in the rail sector: Global Rail's services include heavy and light rail construction, track reconditioning, sleeper replacement and track formation.
  - e) Telecoms infrastructure services: Global Rail's services include tower construction, installation and commissioning of 3G, 4G and 5G equipment and 'green field' builds.

### **Assessment**

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 since the Proposed Transaction does not give rise to any horizontal overlaps or vertical relationships between RSK's portfolio companies and Global Rail's activities in the State.
  
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 RSK Environment Limited would acquire the entire issue share capital and sole control of Global Rail Services Limited and its subsidiary GRSL 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**