



# DETERMINATION OF MERGER NOTIFICATION M/23/068 – MCMULLAN BROS/NAAS FUELS LIMITED

---

## Section 21 of the Competition Act 2002

### Proposed acquisition by McMullan Bros Limited of sole control of Naas Fuels Limited

Dated 10 April 2024

---

#### Introduction

1. On 22 December 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 a proposed acquisition whereby McMullan Bros Limited, through its wholly owned subsidiary Maxol Limited (“Maxol”), would acquire sole control of Naas Fuels Limited (“Naas Fuels”) (the “Proposed Transaction”).<sup>1</sup>

#### The Proposed Transaction

2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement, dated 22 December 2023, between Maxol, Grangecon Investments Limited, Sarah King, Brian King and Naas Oil Co. Limited (the “SPA”). Pursuant to the SPA, McMullan Bros Limited, through its wholly owned subsidiary Maxol, will acquire the entire issued share capital, and thus sole control, of Naas Fuels.

#### The Undertakings Involved

##### *The Acquirer – Maxol*

3. Maxol is ultimately owned by McMullan Bros Limited and forms part of the Maxol group of companies (“Maxol Group”). Established in Ireland in 1920, Maxol Group sells a range of oil and petroleum products through its retail and lubricants divisions. Maxol Group’s primary business is the provision of oil and petroleum products; these activities account for the vast majority of Maxol Group’s turnover. Maxol Group’s service station network

---

<sup>1</sup> McMullan Bros Limited, Maxol and Naas Fuels are collectively referred to as “the Parties” in this Determination.

consists of 243 Maxol-branded service stations across the island of Ireland. 143 of these service stations are in the State; these are owned either by independent dealers or directly by Maxol itself.

4. The vast majority of Maxol-branded service stations include a convenience retail store (“forecourt convenience stores”). In the State, Maxol operates its own retail brand at almost all of its forecourt convenience stores.
5. For the financial year ending 31 December 2022, McMullan Bros Limited’s total worldwide turnover was approximately €876 million, of which €[REDACTED] was generated in the State.

### **The Target – Naas Fuels**

6. Naas Fuels is owned by Grangecon Investments Limited, which is in turn controlled by Brian and Sarah King. Naas Fuels owns and operates seven service stations and attached forecourt convenience stores in the State. Each of Naas Fuels’ service stations is currently operating under the *Circle K* brand, while each forecourt convenience store is currently operating under the *Gala* brand. While Naas Fuels operates its service stations under the *Circle K* brand, it sets the price of the motor fuel that is sold at its service stations independently.
7. Brian and Sarah King also own Naas Oil Co Limited, which is active in the non-retail supply of fuels in the State.<sup>2</sup> This business does not form part of the Proposed Transaction and will continue to operate following the implementation of the Proposed Transaction.

*Table 1: Naas Fuels’ Service Stations*

No	Service Station	Address
1	Prosperous Service Station	Clane Road, Prosperous, Co. Kildare, Ireland
2	Ratoath Service Station	Baltrasna, Ratoath Road, Co. Meath, Ireland, A84 XH04
3	Gorey Service Station	Arklow Road, Gorey, Co. Wexford, Ireland, Y25 T8Y7

<sup>2</sup> Naas Oil Co Limited supplies fuel to domestic, industrial and agricultural customers.

4	Kiltale Service Station	Trim Road, Kiltale, Co. Meath, Ireland, C15 WPY
5	Ballylinan Service Station	Ballylinan, Co. Laois, Ireland, R14 XF51
6	Maganey Service Station	Maganey, Co. Carlow, Ireland, R93 P9C2
7	Wicklow Town Service Station	Whitegates Wicklow Town, Co. Wicklow, Ireland, A67 TH68

Source: The Parties

8. For the 11 months prior to 31 October 2023, Naas Fuels’ total worldwide turnover was approximately € [REDACTED], all of which was generated in the State.

### Rationale for the Proposed Transaction

9. The Parties stated the following in the notification:

*“Maxol is operating in an increasingly competitive market and is firmly committed to growing through acquisition and expansion.*

*In the last 15 years, Maxol has withdrawn from other sectors of the Irish oil market, most notably the supply of heating oil to residential customers and fuel oils to commercial concerns. It now concentrates almost exclusively on all aspects of forecourt convenience retailing, although it also has a company that markets lubricating oil throughout Ireland.”*

### Third Party Submissions

10. No third-party submission was received.

### Investigation

11. On 6 February 2024, the Commission served a Requirement for Further Information (“RFI”) on each of Maxol and Naas Fuels pursuant to section 20(2) of the Act. The service of the RFIs adjusted the deadline within which the Commission had to conclude its assessment of the Proposed Transaction.
12. Naas Fuels provided its response to its RFI on 20 February 2024. Maxol provided its response to its RFI on 29 February 2024.

13. Upon receipt of a full response to each of the Phase 1 RFIs, the “appropriate date” (as defined in section 19(6)(b)(i) of the Act) became 29 February 2024.
14. The Commission also engaged with third parties in relation to its assessment of the competitive effects of the Proposed Transaction.

### **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 any market for goods or services in the State. Accordingly, the Commission 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 Act, has determined that it intends to carry out a full investigation under section 22 of the Act in relation to the proposed acquisition whereby McMullan Bros Limited, through its wholly owned subsidiary Maxol Limited, would acquire sole control of Naas Fuels Limited.

For the Competition and Consumer Protection Commission

**Úna Butler**

**Member**

**Competition and Consumer Protection Commission**