



DETERMINATION OF MERGER NOTIFICATION M/24/012 - WOOLPERT INC. / MURPHY GEOSPATIAL GROUP LIMITED

Section 21 of the Competition Act 2002

Proposed acquisition by Woolpert Inc., of sole control of the entire issued share capital of Murphy Geospatial Group Limited

Dated: 06 March 2024

Introduction

1. On 21 February 2024 in accordance with s18(1)(a) of the Competition Act 2002, as amended (the “**Act**”), the Competition and Consumer Protection Commission received a notification of proposed transaction whereby Woolpert Inc. (“**Woolpert**”), would acquire sole control of the entire issued share capital of Murphy Geospatial Group Limited (the “**Target**”) (the “**Proposed Transaction**”).

The Proposed Transaction

2. The Proposed Transaction is to be implemented pursuant to a Share Purchase Agreement (“**SPA**”), dated 01 February, between the Vendors, Woolpert Ireland Limited and Woolpert. Pursuant to the SPA, Woolpert would acquire sole control of the Target. It is intended that the Purchaser will own the entire issued share capital (i) of the Target, and (ii) indirectly, of the subsidiaries of the Target (together the “**Target Group**”). Post-closing, the Purchaser will exercise sole control over the Target Group.
3. The business activities of the undertakings involved are:

Woolpert

- Woolpert is an Ohio corporation, with its principal office at 4454 Idea Center Boulevard, Dayton, Ohio 45430, USA. Woolpert is a strategic consulting firm with a particular focus on architecture, engineering and geospatial (AEG) services. Woolpert focuses on a wide range of sectors including aviation, education, maritime, mining and water.

- Woolpert Ireland Limited is a private company limited by shares, registered and incorporated in the State, having its registered office at Riverside One, Sir John Rogerson's Quay, Dublin 2, D02 X576.

Murphy Geospatial Group Limited

- The Target is a private company limited by shares incorporated in the State.
 - The Target provides geospatial data services (i.e., data and mapping services associated with a particular location) to customers in the State and the UK. Within the geospatial services segment, the Target is active in data collection and maintenance principally for customers involved in construction, infrastructure, manufacturing, and the natural environment.
 - The geospatial data services provided by the Target include: Land and Topographical Surveying; Geospatial Consulting; Geospatial Data provision; Construction Surveying Support Services and Consulting; Underground Utility Surveying; BIM (Building Information Modelling) Services and Consulting; Specialist Engineering Inspection Services; Laser Scanning Services; Building Surveying Services; Hydrographic Surveys; Ground Penetrating Radar Surveys; and Structural and Ground Movement Monitoring.
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:
- none of the undertakings involved¹ in the merger or acquisition are active or potentially active in the same product and geographic markets; and
 - an undertaking involved in the merger is potentially active in a market which is upstream or downstream to a market in which another undertaking involved in the merger is active, but the market share of each undertaking is less than 25%.
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.

¹ See Article 2 of the CCPC [Notice in Respect of Certain Terms Used in Part 3](#)

Ancillary Restraints

6. The parties state in the notification that Clause 4.2.1 of the SPA, contains restrictive covenants including non-complete and non-solicit provisions on the Vendors which the parties consider to be directly related and necessary to the implementation of the Proposed Transaction.
7. The Commission notes that Clause 4.2.1 (a) of the SPA contains a two year non-compete obligation on the Vendor. The duration of this restrictive covenant does not exceed the maximum duration acceptable to the Commission. The Commission considers the restrictive obligations contained in Clause 4.2.1 (a) of the SPA to be directly related to and necessary for the implementation of the Proposed Transaction, insofar as they relate to the State.
8. The Commission notes that Clause 4.2.1 (b) restricts the Vendor for a period of two years from the date of completion from either seeking to “[...]”. The Commission considers the restrictive obligations contained in Clause 4.2.1 (b) of the SPA to be directly related to and necessary for the implementation of the Proposed Transaction, insofar as they relate to the State.
9. The Commission notes that Clause 4.2.1 (d) restricts the Vendor from encouraging any supplier of the group to reduce or cease doing business with the Group, or otherwise interfere with the group. The Commission considers the restrictive obligations contained in Clause 4.2.1 (d) of the SPA to be directly related to and necessary for the implementation of the Proposed Transaction, insofar 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 Woolpert Inc. would acquire sole control of the issued share capital of Murphy Geospatial Group 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