



DETERMINATION OF MERGER M/24/064 – CONSCIA/BARR MADRA

Section 21 of the Competition Act 2002

Proposed acquisition by Conscia A/S of Barr Madra Limited

Dated 6 November 2024

1. On 21 October 2024, 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 Conscia A/S (“Conscia”), through its solely controlled subsidiary Weir Bidco Limited (“Bidco”), would acquire sole control of Barr Madra Limited (“Barr Madra”) (together, the “Parties”).
2. The Proposed Transaction will be implemented pursuant to a share purchase agreement.
3. The business activities of the undertakings involved are:

The Acquirer – Conscia

- **Conscia** is an IT solutions company that specialises in security and network infrastructure in Northern Europe and mainly offers cybersecurity and networking solutions to customers across a range of industries. Conscia is ultimately owned by Nordic Capital, a private equity investment company. Conscia does not actively market its services in the State.
- In Ireland, Conscia is only active via its recently acquired portfolio company, ITGL. ITGL is a UK-based digital transition company. ITGL has sites in Oxford and Portsmouth in the UK, with a very limited presence in the State.

The Target – Barr Madra

- **Barr Madra** is the parent company of several technology companies. These companies are: (i) PlanNet21 Communications Ltd (“PlanNet21”); (ii) SoleCom



Investments Ltd¹; (iii) eCom Solutions Ltd; and (iv) PlanNet21 Communications (UK) Ltd.²

- **PlanNet21** is headquartered in Dublin and operates several regional offices across the State. PlanNet21 offers a range of services in relation to enterprise networks, cybersecurity, cloud, data centres, unified communications and collaboration as well as contact centre services and bespoke software development. PlanNet21 solutions provide for a unified systems framework for the delivery of voice, data and video.

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 of the Act since:

- two or more of the undertakings involved in the Proposed Transaction are active in the same product and geographic market, but their combined market share is less than 15%.

5. This conclusion was reached on the basis that, although there is a horizontal overlap between Conscia and Barr Madra in the provision of IT services and IT consulting services in the State, the combined market share of the Parties in this potential market in the State will be less than 15%.

Ancillary Restraints

6. The Parties state that Clause 13 of the SPA is directly related and necessary to the implementation of the Proposed Transaction.

7. The Commission notes that Clause 13.1(a), Clause 13(1)(b) and Clause 13(1)(d) of the SPA contains obligations on the Sellers. The Commission considers that the duration and scope of these restrictions do not exceed the maximum duration and scope acceptable to the Commission. The Commission therefore considers the restrictions contained in Clause 13(1)(a), Clause 13(1)(b), and Clause 13(1)(d) of the SPA to be directly related

¹ Solecom Investments Ltd has no business activities, operations or revenues in the State.

² This company is active in the UK.



and necessary to 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 Conscia A/S, through its solely owned subsidiary Weir Bidco Limited, would acquire sole control of Barr Madra 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 Division