



DETERMINATION OF MERGER NOTIFICATION - M/24/078 – APAX PARTNERS/EVELYN PARTNERS PROFESSIONAL SERVICES GROUP

Section 21 of the Competition Act 2002

Proposed acquisition by Apax Partners LLP of Evelyn Partners Professional Services Group Limited.

Dated: 10 January 2025

1. On 17 December 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 Apax Partners LLP (“Apax Partners”), through a special purpose vehicle, Earps Bidco Limited, would acquire sole control of Evelyn Partners Professional Services Group Limited and its subsidiaries (“Evelyn Partners”) (together “the Parties”).
2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement (the “SPA”). Pursuant to the terms of the SPA, the Purchaser will acquire all the issued and outstanding shares of the Target and, thus, sole control of the Target.
3. The business activities of the undertakings involved are:

The Acquirer – Apax Partners LLP

4. **Apax Partners** is a limited liability partnership in the United Kingdom and the parent of several entities which provide investment advisory services to private equity funds investing in a range of industry sectors.
5. **Earps Bidco Limited** is a special purpose vehicle incorporated as a limited liability company in England and Wales, and initially indirectly wholly owned by investment funds advised by Apax Partners.
6. **Zellis Topco Limited** (“Zellis”) is a holding company of a group of software companies that provide payroll, HR and benefits management solutions and services. Zellis is owned by investment funds advised by Apax Partners. Zellis is organised into three businesses: Zellis, Moorepay and Benefex. Zellis and Moorepay provide payroll and human capital management (“HCM”) services and



software and are predominantly active in the United Kingdom and in the State. Benefex mainly provides benefits management software and is also predominantly active in the United Kingdom and in the State. In the State, Zellis provides HCM software (including payroll, HR, and benefits software) and related IT services, in particular, business process outsourcing (often referred to as business process as a service ("BPaaS")).

The Target – Evelyn Partners Professional Services Group Limited

7. **Evelyn Partners** is a full-service professional services firm, offering tax, advisory, audit and assurance, and other services to its client base which mainly consists of SMEs, entrepreneurs and ultra-high-net-worth individuals. Evelyn Partners is the professional services division of Evelyn Partners Group Limited and will be carved-out for purposes of the Proposed Transaction.
8. 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 merger or acquisition are active in the same product and geographic market, but their combined market share is less than 15%; and,
 - One or more undertakings involved in the merger or acquisition are active in any market(s) which is upstream or downstream to a market(s) in which another undertaking involved is active, but the market share of each of the undertakings involved in each market is less than 25%.
9. 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

10. The Parties state that Clause 15 of the SPA contains restrictions that are directly related and necessary to the implementation of the Proposed Transaction.
11. The Commission notes that Clauses 15.2 and 15.3 of the SPA contain non-compete and non-solicitation obligations on the Sellers and the Buyers. 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 Clauses 15.2 and 15.3 of the SPA to be directly related and necessary to the implementation of the Proposed Transaction, insofar as the restrictions contained therein 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 Transaction whereby Apax Partners LLP, through a special purpose vehicle, Earps Bidco Limited, would acquire sole control of Evelyn Partners Professional Services Group Limited and its subsidiaries, 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