

DETERMINATION OF MERGER NOTIFICATION M/25/012 – WIENERBERGER/MFP

Section 21 of the Competition Act 2002

Proposed acquisition by Wienerberger AG through its subsidiary, Cherry Blossom Avenue Limited, of sole control of MFP Sales Limited and certain assets of MFP Plastics Limited

Dated 27 March 2025

Introduction

1. On 14 February 2025, 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 Wienerberger AG (“Wienerberger”), through two subsidiaries¹, would acquire the entire issued share capital, and thus sole control, of MFP Sales Limited (“MFP Sales”) and certain assets of MFP Plastics Limited (“MFP Plastics”) (together, the “Target”) (the “Proposed Transaction”).²

The Proposed Transaction

2. The Proposed Transaction is to be implemented pursuant to:
 - a share purchase agreement, dated 13 February 2025, between Cherry Blossom,³ Heiton Group, Public Limited Company,⁴ Chadwicks Group Limited, Flopast Limited and Pipelife (the “SPA”), pursuant to which Cherry Blossom will acquire the entire issued share capital of MFP Sales; and

¹ Cherry Blossom Avenue Limited (“Cherry Blossom”), a subsidiary of Wienerberger, will acquire the entire issued share capital, and thus sole control, of MFP Sales. Pipelife Ireland Solutions Limited (“Pipelife”), a wholly-owned indirect subsidiary of Wienerberger, will acquire certain assets of MFP Plastics.

² Wienerberger and the Target are collectively referred to as the “Parties” hereafter.

³ With Pipelife acting as guarantor.

⁴ Heiton Group, Public Limited Company is a company controlled by Grafton Group with Chadwicks Group Limited acting as guarantor.



- an asset purchase agreement, dated 13 February 2025, between Pipelife,⁵ Chadwicks Group Limited and MFP Plastics (the “APA”).⁶ Under the terms of the APA, Pipelife will acquire certain assets of MFP Plastics, consisting of manufacturing equipment such as extrusion lines, moulding tools, forklifts, storage silos, inventory and two registered designs.

The Undertakings Involved

The Acquirer – Wienerberger

3. Wienerberger is a supplier of building materials and infrastructure solutions and the ultimate parent of Cherry Blossom and Pipelife. Wienerberger is headquartered in Vienna and currently operates in twenty-eight countries including the State.
4. Wienerberger is primarily active in supplying pipe systems, façade materials and roofing accessories. Wienerberger is primarily active in the State through Pipelife which is a manufacturer and provider of piping systems for domestic, industrial and agricultural use. Pipelife’s products include plumbing and heating pipes; medium density polyethylene (“MDPE”), low density polyethylene (“LDPE”) pipes, cable protection ducting, sewer and soil fittings, plus polyvinyl chloride (“PVC”) unplasticised expanded roofline, cladding and rainwater products. All pipes, roofline products and rainwater products sold by Wienerberger are made of plastic.
5. For the financial year ended 31 December 2023, Wienerberger’s worldwide turnover was approximately €4.2 billion, of which [REDACTED] was generated in the State.

⁵ In the State, Wienerberger mainly operates through its wholly-owned indirect subsidiary, Pipelife.

⁶ With Chadwicks Group Limited acting as guarantor.



The Target – MFP Sales and certain assets of MFP Plastics

6. The Target consists of MFP Sales and certain assets of MFP Plastics, both of whom are private limited companies registered in the State and involved in the sale and trade of building products. The Target operates in the manufacture and distribution of building products. The Target offers PVC pipe systems for drainage, soil and waste and ducting as well as PVC and metal rainwater and roofline products.
7. The Target acts as an intra-company supplier to its ultimate parent, Grafton Group plc (“Grafton Group”). The Target supplies [REDACTED] of its total sales to Grafton Group. Grafton Group, through a subsidiary, is the vendor of the Target. Grafton Group is active in the distribution, manufacturing and DIY retail sectors.
8. For the financial year ended 31 December 2023, the Target’s worldwide turnover was [REDACTED], of which [REDACTED] was generated in the State.

Rationale for the Proposed Transaction

9. In the merger notification form, the Parties stated that:

“The Proposed Transaction is part of an ongoing strategy of expansion on the part of wienerberger: wienerberger wants to grow its existing Irish business and [REDACTED]

[REDACTED] The Proposed Transaction will also increase the capacity utilisation at the existing Irish production site of wienerberger in Cork, where it recently invested EUR 15 million. More broadly speaking, the Proposed Transaction would allow [REDACTED]

Grafton Group wishes to divest the Target, which represents [REDACTED] of its global turnover, to focus on the organic growth of its core distribution business. Otherwise, it would need to make significant investments in modernising the Target’s production facility – there is no space for growth at



the current premises due to planning restrictions at the Lucan site which cannot be overcome – and would also need to find successors for members of senior management that are reaching retirement age.”

Third Party Submissions

10. The Commission received one third party submission in relation to the Proposed Transaction. This submission was fully considered by the Commission insofar as it related to potential competition concerns arising from the Proposed Transaction.

Industry Background

11. The Parties are both active in the supply of pipe systems, rainwater products and roofline products. In this section, the Commission outlines the products and services which both Parties supply, to provide context for its competitive assessment of the Proposed Transaction.

Pipe systems

12. Pipes are durable tubes that are mainly used to transport water, gas, sewage and other fluids, as well as to protect electricity, telecommunication and data cables. Pipe products are generally homogeneous in terms of their basic specifications, but there are differences depending on the manufacturer, the type of application, and certain performance characteristics.⁷
13. In the State and the United Kingdom (“UK”), pipes must adhere to established industry standards such as British Standards, European norms, and ISO standards.⁸ These standards are designed to ensure that products are safe, durable, and suitable for their intended applications, leading to a high degree of uniformity across the market.

⁷ Merger Notification Form, section 4.4.

⁸ For example, the European Standard EN 13476 for plastics piping systems for non-pressure underground drainage and sewage is also recognised as a British Standard (BS EN 13476). Similarly, the European Standard for Cable Ducting EN 50626, which outlines conduit systems for the protection and management of insulated electrical cables, is also recognised as a British Standard (BS EN 50626).



14. Plastic pipes are often made from types of materials (e.g., PVC, PE⁹ and MDPE), which have standardised properties such as flexibility, pressure tolerance and chemical resistance. As a result, pipes from different manufacturers can generally be used interchangeably for similar applications, assuming they meet the same quality standards.
15. The Parties state in the Merger Notification Form that the pipe systems market could be segmented into cable ducting pipes (non-pressure pipes that can be used as protection layers for electricity and telecommunication cables), sewage pipes (non-pressure pipes used for sewerage systems), and drainage pipes (pipes for above-ground and below-ground drainage). There are also other potential segments of a market for pipe systems such as plumbing/internal water, irrigation/agriculture, water pressure, gas pressure and some speciality applications.

Rainwater products

16. Rainwater products include gutters (pipes or troughs which are horizontally attached to the side of a building to collect and carry rainwater towards a downpipe) and downpipes (a long pipe attached vertically to the side of a building to carry rainwater from the gutter to a drainage system), retaining devices (such as collars), and accessories (such as angles, stop-ends and hooks), which are mostly sold together as part of the same system. Rainwater products are similar to roofline products — however, rainwater products consist of various multi-purpose adaptable components that make them easy to order, install and maintain.
17. Rainwater products can be made from either PVC or metal, which have different product characteristics. For example, metal rainwater products are more durable than PVC rainwater products, and PVC rainwater and metal rainwater products are offered in a range of different diameters which result in different capacity capabilities. However, rainwater products made from various materials serve the same purpose and while plastic products are cheaper and easier to install, these advantages are

⁹ Polyethylene.

mitigated by the durability of metal products over the product lifetime due to their longevity.¹⁰

18. Rainwater products must comply with relevant rules including Irish Building Regulations 1997–2019,¹¹ which set standards for materials, design, and installation to ensure safety and performance.¹² For rainwater harvesting systems, environmental guidelines prescribe well-maintained gutters and appropriately sized storage tanks to ensure water quality and system efficiency.
19. Rainwater products are typically distributed through builders' merchants, hardware stores, and specialist distributors. Many suppliers offer online catalogues and direct sales options, providing accessibility for contractors and DIY customers.

Roofline products

20. Roofline products are products used in building or repairing the area around the roof of a house (such as fascia and soffit boards, including cladding and window trims).¹³ Similarly to rainwater products, roofline products can also be either PVC or metal, with different product characteristics. However, as discussed above in relation to rainwater products (see paragraph 17), regardless of the material, roofline products serve the same purpose.
21. In the State, when installing roofline products Building Regulations 1997–2019¹⁴ must be complied with. As noted above, these Regulations set standards for materials, design, and installation to ensure safety and performance. Like rainwater products, roofline products are typically distributed through builders' merchants, hardware

¹⁰ Merger Notification Form, section 5.1.

¹¹ See Government of Ireland Building Regulations [here](#).

¹² During engagement with the Commission dated 7 March 2025, the Parties confirmed that there are no significant differences between products sold in the State and the UK. Industry standards for piping, cable ducting, sewage pipes, drainage pipes, roofline products and rainwater products are all closely aligned. Product certifications accepted across the State and the UK include British standards, European Standards (sometimes called Euronorms), ISO standards plus other established industry norms. This alignment means that UK and Irish manufacturers typically produce goods that meet these standards, resulting in minimal or no differences between products available in both countries.

¹³ Merger Notification Form, section 4.1.

¹⁴ See Government of Ireland Building Regulations [here](#).



stores, and specialist distributors. Many suppliers offer online catalogues and direct sales options, providing accessibility for contractors and DIY customers.

Competitive Analysis

Horizontal Overlap

22. There is a horizontal overlap between the Parties as both are active in the production and supply of the following:

- (i) pipe systems:
 - a. cable ducting pipes;
 - b. sewage pipes;
 - c. drainage pipes;
- (ii) rainwater products (both PVC and non-PVC); and
- (iii) roofline products (both PVC and non-PVC).

Relevant markets

Product market

Pipe systems (including cable ducting pipes, sewage pipes and drainage pipes)

Views of the Parties

23. In the Merger Notification Form,¹⁵ the Parties have stated that the pipe systems market could be segmented into cable ducting pipes, sewage pipes (i.e. non-pressure pipes used for sewerage systems), and drainage pipes (i.e. pipes for above-ground and below-ground drainage).

Previous European Commission ("EC") decisions

¹⁵ Merger Notification Form, section 5.1.



24. The EC has previously considered the market for pipe systems. In *M.6563- Mexichem SIH/Wavin*,¹⁶ which concerned two PVC pipe and pipe system manufacturers, whilst ultimately leaving the precise product market definition open, the EC considered that there could be a segmentation of the pipe market based on applications (water, gas, sewage, drainage, cable-ducting, irrigation).
25. In *M.565- Solvay/Wienerberger*,¹⁷ again whilst ultimately leaving the precise product market definition open, the EC analysed that proposed transaction by reference to the specific applications, citing water pressure, gas pressure, sewage, drainage, electroprotection and irrigation.
26. In *M.8356- Wietersdorfer/Amiantit/Hobas JV*,¹⁸ the EC considered it necessary to segment the pipes market according to a distinction by application. The range of choice between pipe types, diameters and materials varies depending on requirements. The EC concluded that distinctions could be made regarding characteristics of pipes such as size, resistance to pressure and corrosion properties.

Previous Commission decisions

27. The Commission's predecessor, the Competition Authority, did not find it necessary for the purpose of its assessment in *M/05/007- Wavin/Hepworth*¹⁹ to come to a conclusion on the product market definition. However, the Authority analysed the revenue share of the parties to that transaction by reference to different segments of a market for pipe systems such as above-ground drainage, below-ground drainage, plumbing and utilities pipe systems.

Views of the Commission

28. The Commission, whilst leaving the precise product market definition open, has considered the potential product market for pipe systems with possible sub-segments of cable ducting, sewage pipes and drainage pipes. In the present case, the Target and

¹⁶ [M.6563- Mexichem SIH/Wavin](#), paragraph 27-30.

¹⁷ [M.565-Solvay/Wienerberger](#), paragraphs 17-21.

¹⁸ [M.8356- Wietersdorfer/Amiantit/Hobas JV](#), paragraphs 36-43.

¹⁹ [M/05/007 - Wavin/Hepworth](#), paragraph 4.



Wienerberger are both active in cable ducting, sewage and drainage pipe systems in the State.²⁰ In this instance, it is not necessary for the Commission to define the precise relevant product markets because regardless of whether a broad product market (including all pipe systems) is defined or narrower product markets (comprising separate markets for different pipe system segments i.e. cable ducting, sewage and drainage), it will not alter the Commission's assessment of the competitive effects of the Proposed Transaction. The Commission considers that it is not necessary to define the precise relevant product market(s) because doing so will not alter the Commission's assessment of the competitive effects of the Proposed Transaction. For the purposes of its assessment in the present case, the Commission has analysed the competitive effects of the Proposed Transaction by reference to a broad potential product market comprising all pipe systems.

Rainwater products (both PVC and non-PVC)

Views of the Parties

29. In the Merger Notification Form, the Parties state that while there are many similarities between roofline products and rainwater products, there are several aspects that justify viewing them as distinct markets, namely differences regarding the function of the products, the rigidity of the products, and the number of connectors needed (rainwater products consist of various multi-purpose adaptable components that make them easy to order, install and maintain).²¹
30. The Parties consider that these two markets for roofline and rainwater products might both be further segmented by material into PVC and metal due to different product characteristics. However, the Parties state that metal rainwater products are substitutable for PVC rainwater products due to their intended use, capacity, form and aesthetics, installation, durability, price and sales channel.

Previous EC decisions

²⁰ Pipelife are also active (in the State and beyond) in other pipe segments such as plumbing/internal water, irrigation/agriculture, water pressure, gas pressure and some specialty applications.

²¹ Merger Notification Form, section 5.1.



31. In *M.4450 – Umicore/Zinifex/Neptune*,²² the EC considered that roofing elements and rainwater systems belong to two distinct product markets. The EC also concluded that a product market consisting only of zinc-made roofing products or rainwater systems is too narrow.
32. In *M.7155- SSAB/Rautaruuki*,²³ the EC considered whether the market for rainwater products should be segmented according to the various materials that rainwater products can be made from. The EC ultimately left the precise product market definition open. The EC found that the responses to its market investigation indicated some level of substitutability between rainwater systems of different materials, but the majority of customers stated that they would not switch to using rainwater systems of other materials.

Views of the Commission

33. The Commission, whilst leaving the precise product market definition open, has considered the potential product market for PVC and non-PVC rainwater products. In this case, both Parties provide PVC rainwater products however, only the Target supplies non-PVC rainwater products. During the course of its review, the Commission engaged with customers of the Parties to ascertain whether they considered PVC rainwater products to be substitutable for metal rainwater products. Of those customers who responded, 5 out of 6 stated that PVC rainwater products are substitutable for metal rainwater products. As such, the Commission considers that it may be that a broader market definition (i.e. all rainwater products including PVC and non-PVC) is appropriate. However, it is not necessary in the present case to define the precise relevant product market because defining a broader product market or a narrower product market (i.e. PVC rainwater products) will not alter the Commission's assessment of the competitive effects of the Proposed Transaction.

Roofline products (both PVC and non-PVC)

²² [M.4450- Umicore/Zinifex/Neptune](#), paragraphs 53-54.

²³ [M.7155- SSAB/Rautaruuki](#), paragraphs 57-62.



Views of the Parties

34. In the Merger Notification Form, the Parties consider that the market for roofline products is a distinct product market from the market for rainwater products. The Parties also consider that the market for roofline products can be further segmented by material but consider that this segmentation is not necessary for the purposes of the Commission's analysis.²⁴
35. The Parties submit that metal roofline products are substitutable for PVC roofline products due to their intended use, aesthetics, sales channel, installation and price.

Previous EC decisions

36. In *M.8273- Standard/Braas Monier*,²⁵ the EC considered that, for the purposes of its analysis, it was not necessary to further segment the market for roofline products by different material. However, the EC has previously held in *M.180- Steetley/Tarmac*, that concrete and clay roof tiles each constituted a distinct product market.²⁶

Views of the Commission

37. The Commission has considered the market for PVC and non-PVC roofline products. In this case, both Parties provide PVC roofline products. However, only the Target supplies non-PVC roofline products. During the course of its review, the Commission asked customers of both Parties whether they consider PVC roofline products to be substitutable for non-PVC roofline products. Of those customers who responded, five out of six stated that they consider PVC roofline products to be substitutable for non-PVC roofline products. As such, the Commission considers that it may be that a broader market definition (i.e. all roofline products including PVC and non-PVC) is appropriate. However, it is not necessary in the present case to define the precise relevant product market because defining a broader product market or a narrower product market (i.e. PVC roofline products) will not alter the Commission's assessment of the competitive effects of the Proposed Transaction.

²⁴ Merger Notification Form, section 5.1.

²⁵ [*M.8273- Standard/Braas Monier*](#), paragraphs 38-42.

²⁶ [*M.180- Steetley/Tarmac*](#), paragraphs 23-29.

Commission's conclusion on product markets

38. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. In this instance, it is not necessary for the Commission to define the precise relevant product markets because doing so will not alter the Commission's assessment of the competitive effects of the Proposed Transaction. The Commission has assessed the Proposed Transaction by reference to the following potential product markets:

- the supply of pipe systems (including cable ducting pipes, sewage pipes and drainage pipes);
- the supply of rainwater products (both PVC and non-PVC); and
- the supply of roofline products (both PVC and non-PVC).

Geographic market

Pipe systems (including cable ducting pipes, sewage pipes and drainage pipes)

Views of the Parties

39. In the Merger Notification Form, the Parties submit that a market for the supply of pipe systems should be assessed by reference to a geographic market encompassing the State and the UK.²⁷

40. The Parties base this view on two factors. First, low transport costs between the State and the UK; nearly [REDACTED] of the Target's sales in 2023 were to customers based in Northern Ireland or elsewhere in the UK. Second, a lack of regulatory constraints or other barriers to entry or expansion that prevent a vendor based anywhere in the UK or the State from supplying a customer based in any part of these islands.²⁸

Previous EC decisions

²⁷ Merger Notification Form, section 5.1.

²⁸ Merger Notification Form, section 5.1.



41. In *M.8356- Wietersdorfer/Amiantit/Hobas JV*,²⁹ the EC noted that pipe manufacturers tend to supply their products on a wider geographic scale than the countries where their manufacturing facilities are located, and at least into neighbouring countries.
42. In *M.6463- Mexichem SIH/Wavin*,³⁰ the EC ultimately left the geographic market definition open but considered that the market for pipe systems is likely to be national in scope. Similarly, in *M.565- Solvay/Wienerberger*,³¹ the EC considered that the market for pipes is mainly regional and characterised by a national approach. The EC also found that pipes are costly to transport and there are technical specification differences depending on the country.

Views of the Commission

43. With respect to the potential geographic market, the Commission's predecessor, the Competition Authority, has not previously defined the geographic market but has considered the Parties' revenue share in the State in relation to pipe systems.³² Based on customer feedback received by the Commission in the present case (out of 11 respondents, 9 customers stated that they consider UK-based companies as strong alternatives to Irish-based companies)³³ there is strong evidence that the geographic market is wider than the State, to include at least Northern Ireland and possibly the UK.
44. The Commission has therefore assessed the competitive effects of the Proposed Transaction with reference to the supply of pipe systems (including cable ducting pipes, sewage pipes and drainage pipes) within the State and on an all-island basis.

Rainwater products (both PVC and non-PVC)

Views of the Parties

²⁹ *M.8356- Wietersdorfer/Amiantit/Hobas JV*, paragraphs 101-103.

³⁰ *M.6563- Mexichem SIH/Wavin*, paragraphs 38-41.

³¹ *M.565- Solvay/Wienerberger*, paragraphs 22-25.

³² *M/05/007- Wavin/Hepworth*, paragraph 4.

³³ The Commission engaged with customers of the Parties with short questionnaires to gather information about the geographic scope of the potential product markets.

45. In the Merger Notification Form the Parties submit that the market for rainwater products should be assessed by reference to a geographic market encompassing the State and the UK.

Previous EC decisions

46. The EC has previously considered that the relevant geographic market for (zinc) rainwater systems was not narrower than national and likely not wider than the EEA, while ultimately leaving the exact geographic market definition open.³⁴

Views of the Commission

47. The Commission has not previously defined the geographic market for rainwater products. According to customer feedback received by the Commission in the present case, out of 11 respondents, 9 customers stated that they consider UK-based companies as strong alternatives to Irish-based companies. Of the four competitors of the Parties in the supply of rainwater products (see Table 5, paragraph 74 of this document), three have a presence in Northern Ireland. These are Radius, Polypipe and Brett Martin. Therefore, there is strong evidence that the geographic market is wider than the State, to include at least Northern Ireland and possibly the UK.
48. The Commission has therefore assessed the competitive effects of the Proposed Transaction with reference to rainwater products (both PVC and non-PVC) within the State and on an all-island basis.

Roofline products (both PVC and non-PVC)

Views of the Parties

49. In the Merger Notification Form the Parties submit that roofline products should be assessed by reference to a geographic market encompassing the State and the UK. In the Merger Notification Form, the Parties also state that more than ■■■ of the Target's roofline sales in 2023 were to customers based in Northern Ireland or elsewhere in the UK.

³⁴ [M.4450 – Umicore / Zinifex / Neptune](#), paragraphs 29-31.



Views of the Commission

50. The Commission has not previously defined the geographic market for roofline products. According to customer feedback received by the Commission in the present case, out of 11 respondents, 9 customers stated that they consider UK-based companies as strong alternatives to Irish-based companies.³⁵ Therefore, there is strong evidence that the geographic market is wider than the State, to include at least Northern Ireland and possibly the UK.
51. The Commission has therefore assessed the competitive effects of the Proposed Transaction with reference to roofline products (both PVC and non-PVC) within the State and on an all-island basis.

Commission's conclusion on relevant markets

52. The Commission defines markets to the extent necessary depending on the particular circumstances of a given case. In this instance, it is not necessary for the Commission to define the precise relevant market because, regardless of whether the potential geographic market is defined narrowly (i.e., the State) or broader (i.e., the island of Ireland and Great Britain), doing so will not alter the Commission's assessment of the competitive impact of the Proposed Transaction. For the purposes of its competitive assessment, the Commission has assessed the Proposed Transaction by reference to the following potential relevant markets:

- The supply of pipe systems (including cable ducting pipes, sewage pipes and drainage pipes) in the State;
- The supply of pipe systems (including cable ducting pipes, sewage pipes and drainage pipes) on an all-island basis;
- The supply of rainwater products (both PVC and non-PVC) in the State;

³⁵ The Commission engaged with customers of the Parties with short questionnaires to gather information about the geographic scope and product scope of the potential product markets.



- The supply of rainwater products (both PVC and non-PVC) on an all-island basis;
- The supply of roofline products (both PVC and non-PVC) in the State; and
- The supply of roofline products (both PVC and non-PVC) on an all-island basis.

Competitive Assessment

Horizontal effects

53. In the Merger Notification Form, the Parties provide market shares for each of the potential product markets for both the State and the State and the UK. The Parties have not provided market shares on an all-island basis. Therefore, based on feedback from customers that they use suppliers based outside of the State and that Radius, Polypipe and Brett Martin have a presence in Northern Ireland, the Commission has assessed each of the potential product markets below by reference to the State and on an all-island basis. Supply shares for the State and the UK are shown below to illustrate the scale of those competitors in the UK as a whole, but to be clear these are not taken to be equivalent to shares in Northern Ireland. For each of the potential product markets below, the Commission has assessed each potential product market on the basis of the shares provided by reference to the State and by reference to the State and the UK, along with other evidence provided by the Parties³⁶ or otherwise collected by the Commission.³⁷

Supply of pipe systems (including cable ducting pipes, sewage pipes and drainage pipes) in both the State and on an all-island basis

54. The Parties provided market share estimates for the sale of pipe systems both in the State and in the State and the UK.

³⁶ Others include Egeplast, Condrion, Freefoam, Plastivan, McAlpine, Dyka, Funke, Geberit, Georg Fischer/Uponor, Homeline, Rehau, Hetta, Purmo, WarmUp, James Hargreaves aka Beneath Heat, Snug, Fast Warm, Continal, Tiemme, APE, Comisa and DW Verbundrohr.

³⁷ The Commission engaged with customers of the Parties with short questionnaires to gather information about the geographic scope and product scope of the potential product markets.

Table 1: The market shares for pipe systems both in the State and in the State and the UK

Supplier	State	State & UK
Wienerberger	[10-15]%	[0-5]%
Target	[5-10]%	[0-5]%
Merged Entity	[15-20]%	[5-10]%
Polypipe ³⁸	[0-5]%	[15-20]%
Radius	[0-5]%	[0-5]%
Wavin ³⁹	[10-15]%	[10-15]%
Aliaxis ⁴⁰	N/A	[5-10]%
Brett Martin ⁴¹	[0-5]%	[5-10]%
JFC Civils ⁴²	[10-15]%	[0-5]%
Mueller Europe ⁴³	N/A	[10-15]%
Other	[45-50]% ⁴⁴	[45-50]% ⁴⁵
Total	100%	100%

Source: The Parties' actual 2023 net turnover figures, the Parties' sectoral knowledge/industry experience and publicly available information.

³⁸ Polypipe Limited ("Polypipe"), company registration number: 01099323 (and including all other entities in the Polypipe corporate structure, as relevant).

³⁹ Wavin Ireland Limited ("Wavin"), CRO number: 16907 (and including all other entities in the Wavin corporate structure, as relevant).

⁴⁰ Aliaxis UK Limited ("Aliaxis"), company registration number: 01698059 (and including all other entities in the Aliaxis corporate structure, as relevant).

⁴¹ Brett Martin Ireland Limited ("Brett Martin"), CRO number: 645648 (and including all other entities in the Brett Martin corporate structure, as relevant).

⁴² JFC Civils UK Limited ("JFC"), company registration number: 12577453 (and including all other entities in the JFC corporate structure, as relevant).

⁴³ Muller Europe Limited ("Muller Europe"), company registration number: 03316088 (and including all other entities in the Muller Europe corporate structure, as relevant).

⁴⁴ Others include Epwin, Kalsi Plastics, Egeplast, Condrion, Comisa, Tiemme, APE and Multitubo.

⁴⁵ Others include Egeplast, Condrion, Freefoam, Plastivan, McAlpine, Dyka, Funke, Geberit, Georg Fischer/Uponor, Homeline, Rehau, Hetta, Purmo, WarmUp, James Hargreaves aka Beneath Heat, Snug, Fast Warm, Continal, Tiemme, APE, Comisa and DW Verbundrohr.

55. As shown in Table 1 above, Wienerberger would become the largest supplier of pipe systems in the State, with an estimated [15-20]% share in the supply of pipe systems in the State following the implementation of the Proposed Transaction. This represents an increase of approximately [5-10] percentage points on its pre-merger share. Of the competitors listed in Table 1 above, both Polypipe and Brett Martin are based in Northern Ireland.
56. Furthermore, Wienerberger would have an estimated [5-10]% market share in the supply of pipe systems in a combined State and UK market following the implementation of the Proposed Transaction. This represents an increase of less than [0-5] percentage point. Following the implementation of the Proposed Transaction, Wienerberger would remain the [REDACTED] supplier of pipe systems in a combined State and UK market. While the Commission has not been able to estimate shares for an all-island potential market, customers have confirmed that a number of suppliers based in Northern Ireland are or would be considered as alternative suppliers to the Parties.⁴⁶ These include Brett Martin, Radius and Polypipe.
57. Wienerberger will continue to be constrained by several competing suppliers of pipe systems following the implementation of the Proposed Transaction, including Wavin, JFC, Polypipe and Brett Martin.
58. Therefore, in light of the above, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in the supply of pipe systems within the State or on an all-island basis.

Supply of cable ducting pipes in both the State and on an all-island basis

59. As noted above, both Parties supply cable ducting pipes in the State and the UK. Table 2 below lists the estimated shares in the supply of cable ducting pipes both in the State and in the State and the UK.

Table 2: The market shares for the sale of cable ducting pipes both in the State and in the State and the UK

⁴⁶ The Commission engaged with customers of the Parties with short questionnaires to gather information about the geographic scope of the potential product markets.

Supplier	State	State & UK
Wienerberger	[10-15]%	[0-5]%
Target	[15-20]%	[0-5]%
Merged Entity	[30-35]%	[0-5]%
<i>Polypipe</i>	[0-5]%	[5-10]%
<i>Radius</i> ⁴⁷	[15-20]%	[0-5]%
<i>Wavin</i>	[15-20]%	[0-5]%
<i>Emtelle</i> ⁴⁸	[15-20]%	[0-5]%
Others	[15-20]%	[80-85]% ⁴⁹
Total	100%	100%

Source: The Parties' actual 2023 net turnover figures, the Parties' sectoral knowledge/industry experience and publicly available information.

60. As shown in Table 2 above, Wienerberger would become the largest supplier of cable ducting pipes in the State, with an estimated [30-35]% share in the supply of cable ducting pipes, following the implementation of the Proposed Transaction. This represents an increase of [15-20] percentage points on its pre-merger share. Of the competitors listed in Table 2, both Polypipe and Radius are based in Northern Ireland.
61. Further, Wienerberger would have an estimated [0-5]% market share in the supply of cable ducting pipes in a combined State and UK market following the implementation of the Proposed Transaction. This represents an increase of [0-5] percentage points. Following the implementation of the Proposed Transaction, Wienerberger would remain the [REDACTED] supplier of cable ducting pipes in the State.

⁴⁷ Radius Ireland ("Radius"), CRO number: 744121 (and including all other entities in the Radius corporate structure, as relevant).

⁴⁸ Emtelle UK Limited ("Emtelle"), company registration number: SC079486 (and including all other entities in the Emtelle corporate structure, as relevant).

⁴⁹ Others include Marshall-Tufflex, Nexans, Schneider Electric, Legrand, Oplaend System UK, HellermannTyton, Plastech, ABB and Naylor.

62. Following implementation of the Proposed Transaction, Wienerberger will continue to be constrained by several competing suppliers in the potential market for cable ducting pipes. Such suppliers include Radius, Wavin and Emtelle. Therefore, there will remain a sufficient number of competing suppliers in the State and on an all-island basis following implementation of the Proposed Transaction.
63. Therefore, for the reasons outlined above, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in the supply of cable ducting pipes within the State or on an all-island basis.

Supply of sewage pipes in both the State and in the State and on an all-island basis

64. The Parties provided market share estimates for the sale of sewage pipes both in the State and in the State and the UK.

Table 3: The market shares for the sale of sewage pipes in both the State and in the State and the UK

Supplier	State	State & UK
Wienerberger	[5-10]%	[0-5]%
Target	[5-10]%	[0-5]%
Merged Entity	[15-20]% ⁵⁰	[5-10]%
<i>Wavin</i>	[25-30]%	[5-10]%
<i>JFC</i>	[10-15]%	[0-5]%
<i>Polypipe</i>	[5-10]%	[15-20]%
<i>Brett Martin</i>	[0-5]%	[5-10]%
<i>FP McCann</i> ⁵¹	N/A	[15-20]%

⁵⁰ The estimated share figures have been rounded to the nearest whole number. Therefore, the sum of the total shares may not add up to 100% exactly.

⁵¹ FP McCann Limited ("FP McCann"), CRO number:683213 (and including all other entities in the FP McCann corporate structure, as relevant).

Others	[35-40]% ⁵²	[45-50]% ⁵³
Total	100%	100%

Source: The Parties' actual 2023 net turnover figures, the Parties' sectoral knowledge/industry experience and publicly available information.

65. As shown in Table 3 above, Wienerberger would have an estimated [15-20]% share in the supply of sewage pipes in the State following the implementation of the Proposed Transaction. This represents an increase of [0-5] percentage points on its pre-merger share. Therefore, following implementation of the Proposed Transaction the merged entity will become the [REDACTED] supplier of sewage pipes in the State. From those competitors listed in Table 3, Polypipe and Brett Martin are based in Northern Ireland.
66. Further, Wienerberger would have an estimated [0-5]% market share in the supply of sewage pipes in a combined State and UK market following the implementation of the Proposed Transaction. This represents an increase of [0-5] percentage point. Following the implementation of the Proposed Transaction, Wienerberger will remain the [REDACTED] supplier of sewage pipes in a combined State and UK market.
67. The market for sewage pipes in the State is highly concentrated and, following implementation of the Proposed Transaction, Wienerberger will continue to be constrained by several competing suppliers. Such suppliers include Wavin, JFC and Polypipe.
68. Therefore, for the reasons outlined above, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in the supply of sewage pipes within the State or on an all-island basis.

The supply of drainage pipes in both the State and in the State and on an all-island basis

⁵² Others include Naylor, Rehau, Dyka, Condron, Epwin and Kalsi Plastics.

⁵³ Others include Naylor, Radius, Rehau, Davant, Dyka and Condron.

69. The Parties provided market share estimates for the sale of drainage pipes both in the State and in the State and the UK.

Table 4: The market shares for the sale of drainage pipes in both the State and in the State and the UK

Supplier	State	State & UK
Wienerberger	[0-5]%	[5-10]%
Target	[5-10]%	[0-5]%
Merged Entity	[10-15]%	[5-10]%
JFC	[40-45]%	[0-5]%
Wavin	[15-20]%	[15-20]%
Polypipe	[5-10]%	[15-20]%
Brett Martin	[5-10]%	[10-15]%
Others	[15-20]%	[40-45]% ⁵⁴
Total	100%	100%

Source: The Parties' actual 2023 net turnover figures, the Parties' sectoral knowledge/industry experience and publicly available information.

70. As shown in Table 4 above, Wienerberger would have an estimated [10-15]% share in the supply of drainage pipes in the State following the implementation of the Proposed Transaction. This represents an increase of [5-10] percentage points on its pre-merger share. Therefore, following implementation of the Proposed Transaction, the merged entity will become the [REDACTED] supplier of drainage pipes in the State. Of the four competitor suppliers listed above in Table 4, two of them (Polypipe and Brett Martin) are based in Northern Ireland.
71. Further, Wienerberger would have an estimated [5-10]% market share in the supply of drainage pipes in a combined State and UK market following the implementation of the Proposed Transaction. This represents an increase of [0-5] percentage point.

⁵⁴ Aliaxis [15-20]%, Epwin [0-5]%, Kalsi Plastics [0-5]%, Davant [0-5]%, PVC fabrications [0-5]%, Cherry Pipes [0-5]%, Others [10-15]%.

Following the implementation of the Proposed Transaction, Wienerberger will remain the [REDACTED] supplier of drainage pipes in a combined State and UK market.

72. Following implementation of the Proposed Transaction, Wienerberger will continue to be constrained by several competing suppliers. Such suppliers include JFC, Wavin, Polypipe and Brett Martin.
73. Therefore, for the reasons outlined above, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in the supply of drainage pipes within the State or on an all-island basis.

The markets for the sale of rainwater products (both PVC and non-PVC) in both the State and on an all-island basis

74. The Parties provided market share estimates for the sale of rainwater products (both PVC and non-PVC) both in the State and in the State and the UK.

Table 5: The market shares for the sale of rainwater products (both PVC and non-PVC) in both the State and in the State and the UK

Supplier	State		State & UK	
	Rainwater	PVC rainwater	Rainwater	PVC rainwater
Wienerberger	[5-10]%	[10-15]%	[10-15]%	[15-20]%
Target	[10-15]%	[10-15]%	[0-5]%	[0-5]%
Merged Entity	[20-25]%	[25-30]% ⁵⁵	[10-15]%	[15-20]%
Freefoam ⁵⁶	[35-40]%	[50-55]%	[5-10]%	[10-15]%
Brett Martin	[5-10]%	[10-15]%	[5-10]%	[10-15]%
Polypipe	[5-10]%	[5-10]%	[10-15]%	[15-20]%

⁵⁵ The estimated share figures have been rounded to the nearest whole number. Therefore, the sum of the total shares may not add up to 100% exactly.

⁵⁶ Freefoam Building Products (UK) Limited ("Freefoam"), company registration number: 03758946 (and including all other entities in the Freefoam corporate structure, as relevant).

<i>Epwin</i> ⁵⁷	N/A	N/A	[5-10]%	[10-15]%
Others	[25-30]% ⁵⁸	[0-5]%	[50-55]% ⁵⁹	[35-40]% ⁶⁰
Total	100%		100%	

Source: The Parties' actual 2023 net turnover figures, the Parties' sectoral knowledge/industry experience and publicly available information.

75. As shown in Table 6 above, Wienerberger would have an estimated [20-25]% share in the supply of rainwater products in the State and an estimated [25-30]% share in the supply of PVC rainwater products in the State following the implementation of the Proposed Transaction. In both markets, this represents an increase of [10-15] percentage points on its pre-merger share. Therefore, post transaction the merged entity will become the [REDACTED] supplier of rainwater products and will remain the [REDACTED] supplier of PVC rainwater products in the State. Of the four competitors listed in Table above, Freefoam, Brett Martin and Polypipe all have a presence in Northern Ireland.
76. Further, Wienerberger would have an estimated [10-15]% market share in the supply of rainwater products and an estimated [15-20]% market share in the supply of PVC rainwater products in a combined State and UK market following the implementation of the Proposed Transaction. In both markets, this represents an increase of less than [0-5] percentage point. Following the implementation of the Proposed Transaction, Wienerberger will remain the [REDACTED] supplier of both rainwater products and PVC rainwater products in a combined State and UK market.

⁵⁷ Epwin Group plc ("Epwin"), company registration number: 07742256 (and including all other entities in the Epwin corporate structure, as relevant)..

⁵⁸ Others include Epwin, Aliaxis, Alumasc/ARP, Seamless Aluminium, Hargreaves Foundry, Lindab Plastivan, Dyka, Funke, Geberit and Georg Fischer.

⁵⁹ Others include Alumasc/ARP, Seamless Aluminium, Hargreaves Foundry, Lindab, Plastivan, Dyka, Funke, Geberit and Georg Fischer.

⁶⁰ Wavin [5-10]%, Kasi Plastics [5-10]%, Aliaxis [5-10]%, Davant [0-5]% and others [5-10]%.

77. Following implementation of the Proposed Transaction, Wienerberger will continue to be constrained by several competing suppliers. Such suppliers include Freefoam, Brett Martin, Polypipe and Epwin.
78. Therefore, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in the supply of rainwater products (both PVC and non-PVC) within the State or on an all-island basis.

The markets for the sale of roofline products (both PVC and non-PVC) in both the State and on an all-island basis

79. The Parties provided market share estimates for the sale of roofline products (both PVC and non-PVC) both in the State and in the State and the UK.

Table 6: The market shares for the sale of roofline products (both PVC and non-PVC) in both the State and in the State and the UK

Supplier	State		State & UK	
	Roofline	PVC roofline	Roofline	PVC roofline
Wienerberger	[5-10]%	[10-15]%	[0-5]%	[0-5]%
Target	[0-5]%	[0-5]%	[0-5]%	[0-5]%
Merged Entity	[10-15]%	[15-20]%	[0-5]% ⁶¹	[5-10]% ⁶²
<i>Freefoam</i>	[30-35]%	[45-50]%	[15-20]%	[20-25]%
<i>Brett Martin</i>	[15-20]%	[20-25]%	[0-5]%	[0-5]%
<i>Epwin</i>	N/A	N/A	[30-35]%	[40-45]%

⁶¹ The estimated share figures have been rounded to the nearest whole number. Therefore, the sum of the total shares may not add up to 100% exactly.

⁶² The estimated share figures have been rounded to the nearest whole number. Therefore, the sum of the total shares may not add up to 100% exactly.

<i>Eurocell</i> ⁶³	N/A	N/A	[10-15]%	N/A
Others	[30-35]% ⁶⁴	[10-15]%	[35-40]% ⁶⁵	[25-30]%
Total	100%		100%	

Source: The Parties' actual 2023 net turnover figures, the Parties' sectoral knowledge/industry experience and publicly available information.

80. As shown in Table 6 above, Wienerberger would have an estimated [10-15]% share in the supply of roofline products in the State and an estimated [15-20]% share in the supply of PVC roofline products in the State following the implementation of the Proposed Transaction. This represents an increase of [0-5] and [0-5] percentage points, respectively, on its pre-merger share. Therefore, following implementation of the Proposed Transaction, the merged entity will remain the [REDACTED] supplier of roofline products (both PVC and non-PVC) in the State. From those competitors listed in Table above, both Freefoam and Brett Martin have a presence in Northern Ireland.
81. Further, Wienerberger would have an estimated [0-5]% market share in the supply of roofline products and estimated [5-10]% market share in the supply of PVC roofline products in a combined State and UK market following the implementation of the Proposed Transaction. This represents an increase of [0-5] percentage points in both markets. Following the implementation of the Proposed Transaction, Wienerberger will remain the [REDACTED] supplier of roofline products (both PVC and non-PVC) in a combined State and UK market.
82. Therefore, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns in the supply of roofline products and PVC roofline products within the State or on an all-island basis.

Conclusion on horizontal effects

⁶³ Eurocell plc ("Eurocell"), company registration number: 08654028 (and including all other entities in the Eurocell corporate structure, as relevant).

⁶⁴ Others include Kalsi Plastics, Eurocell, GAP, Homeline, Epwin, Alumasc/ARP and Seamless Aluminium.

⁶⁵ Others include Alumasc/ARP, Seamless Aluminium, Homeline, GAP and Plastivan.



83. Therefore, for the reasons set out above, the Commission considers that the Proposed Transaction does not raise any horizontal competition concerns within the State or on an all-island basis.

Vertical Relationship

- 1.1 The Parties state in the Merger Notification Form that there is no vertical relationship between the Parties and that both Parties are vertically integrated in the following manner:

- Pipelife is a purchaser of raw materials and a manufacturer of finished pipe, roofline and rainwater products, which are then distributed via builders' merchants; and
- The Target, like Pipelife, manufactures pipe, roofline and rainwater products. They also resell third-party goods. The Target is vertically integrated with Grafton Group.

84. In the Merger Notification Form, the Parties have submitted that the Target does not supply any products that are used, or could be used, as an input in manufacturing Wienerberger's products and vice versa.⁶⁶ The Parties also stated in the Merger Notification Form that the Proposed Transaction will remove the existing vertical integration of the Target.⁶⁷

85. In light of the above, the Commission considers that the Proposed Transaction is unlikely to give rise to vertical foreclosure concerns in relation to any of the following potential relevant markets:

- The supply of pipe systems (including cable ducting pipes, sewage pipes and drainage pipes) within the State or on an all-island basis;

⁶⁶ The Parties confirmed this during engagement with the Commission dated 7 March 2025.

⁶⁷ Merger Notification Form, section 5.3.



- The supply of rainwater products (both PVC and non-PVC within the State or on an all-island basis; and
- The supply of roofline products (both PVC and non-PVC) within the State or on an all-island basis.

Conclusion on vertical relationship

86. Therefore, for the reasons set out above, the Commission considers that the Proposed Transaction does not raise any vertical competition concerns within the State or on an all-island basis.

Conclusion of Competitive Analysis

87. In light of the above, the Commission considers that the Proposed Transaction will not substantially lessen competition in any market for goods or services in the State.

Ancillary Restraints

88. The first, third and fifth entries in the Tables contained in Clause 14.1 of the SPA and in Clause 9.1 of the APA contain non-compete and non-solicitation obligations on the Sellers.⁶⁸ The duration of these obligations does not exceed the maximum duration acceptable to the Commission.⁶⁹

89. Therefore, the Commission considers those restrictive obligations contained in the first, third and fifth entries in the Tables contained in Clause 14.1 of the SPA and in Clause 9.1 of the APA to be directly related to and necessary for the implementation of the Proposed Transaction in so far as they relate to the State.

⁶⁸ Heiton Group Public Limited Company, Chadwicks Group Limited and MFP Plastics Limited.

⁶⁹ In this respect, the Commission follows the approach adopted by the European Commission in paragraphs 20 and 26 of its “Commission Notice on restrictions directly related and necessary to concentrations” (2005). For more information see: [https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52005XC0305\(02\)&from=EN](https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52005XC0305(02)&from=EN)



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 Cherry Blossom Avenue Limited, a subsidiary of Wienerberger AG, would acquire the entire issued share capital, and thus sole control, of MFP Sales Limited and certain assets of MFP Plastics 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

Úna Butler

Member

Competition and Consumer Protection Commission