

DETERMINATION OF MERGER NOTIFICATION M/25/050 – ELIS/OCL LAUNDRY SERVICES

Section 21 of the Competition Act 2002

Proposed acquisition by Elis S.A., through its wholly owned subsidiary, Elis Textile Services Limited, of O.C.L. Laundry Services Limited

Dated 16 December 2025

Introduction

1. On 15 August 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 (the “Merger Notification Form”) of a proposed acquisition whereby Elis S.A. (“Elis”), through its wholly owned subsidiary Elis Textile Services Limited (“ETSL”), would acquire the entire issued share capital, and thus sole control, of O.C.L. Laundry Services Limited (“OCL”) (the “Proposed Transaction”).¹

The Proposed Transaction

2. The Proposed Transaction is to be implemented by way of a share purchase agreement between ETSL and the Sellers² dated 6 August 2025 (the “SPA”). Under the terms of the SPA, Elis, through ETSL, will acquire the entire issued share capital, and thus sole control, of OCL.

The Undertakings Involved

The Acquirer – Elis

3. ETSL is a wholly owned subsidiary of Elis. Elis is a public limited company listed on the Euronext Paris stock exchange. ETSL was previously known as Berendsen Ireland Limited.³ Globally, Elis

¹ Elis and OCL are collectively referred to as the “Parties” hereafter.

² Alan O’Connor and O’Connor Laundry Holdings Limited, which is wholly owned by Alan O’Connor.

³ Berendsen Ireland Limited’s name was changed to ETSL in 2020, following its acquisition by Elis in 2017.

specialises in the rental and maintenance⁴ of flat linen,⁵ professional garments, and hygiene and wellness equipment, and is also active in the pest control industry. It has operations across Europe and Latin America and provides services to customers across industries including hospitality, healthcare, industry, commerce and services. Elis employs more than 57,000 professionals at more than 440 production and service centres.

4. Elis is active in the State through ETSI and Berendsen Ireland Holdings Limited. Elis's activities in the State include the following:

- **Rental and maintenance of flat linen to the hospitality sector:** Elis provides products such as bed sheets, pillowcases, tablecloths, bath robes, and towels to accommodation providers – e.g., B&Bs, private rentals, self-catering properties, hotels, hostels, glamping properties, student accommodation, etc. – as well as restaurants, clubs, venues, and ferries.
- **Rental and maintenance of flat linen to the healthcare sector:** Elis supplies flat linen to nursing/care homes and hospitals and launders the personal garments of residents in nursing/care homes.⁶

5. Elis operates a total of eleven facilities on the island of Ireland, four of which are dedicated flat linen plants. Of these four, Elis's plants in Tallaght, Dublin 24 and Little Island, County Cork are dedicated to processing flat linen for the [REDACTED] sector, whereas the plants on Pottery Road, County Dublin and in Millfield, County Cork are primarily used to process flat linen for the [REDACTED] sector.⁷
6. For the financial year ending 31 December 2024, Elis's worldwide turnover was approximately €4.57 billion, of which approximately € [REDACTED] was generated in the State.

⁴ The term maintenance refers to the collection and processing (i.e., sorting, washing, drying, ironing, folding and packing) of used and soiled items and the delivery of clean items. Items may also be repaired as part of maintenance.

⁵ Flat linen is an industry term describing offered linen products including flat-ironed bed sheets, pillowcases, towels, and tablecloths.

⁶ Elis is also active in the rental and maintenance of workwear, mats, mops, and cleanroom garments, as well as providing washroom services and pest control services in the State.

⁷ The remaining seven facilities on the island of Ireland are as follows: two facilities catering to its workwear and facilities business (County Tyrone and County Cork); one facility relating to its cleanroom business (County Offaly); one facility relating to its care homes business (Dublin 12); one facility relating to its pest control business (County Derry); and two depots used for workwear (County Roscommon and County Dublin).

The Target – OCL

7. OCL was founded by Alan O'Connor in 2000 as a business-to-consumer dry cleaning shop in Ballinrobe, County Mayo, which then expanded into a business-to-business flat linen rental and maintenance provider.
8. OCL provides flat linen rental and maintenance services in the State from its sole flat linen plant located in Ballinrobe, County Mayo. OCL has no other activities in the State, and it has no customers outside the State.
9. Almost all of OCL's existing customers are in the hospitality sector and it does not supply flat linen to hospitals. In the past, OCL supplied flat linen to nursing homes but in recent years the volume of flat linen supplied by OCL to nursing homes has diminished and it is instead focusing on the hospitality sector. OCL only supplies flat linen to two legacy nursing home customers located in County Galway.
10. For the financial year ending February 2024, OCL's total turnover was approximately € [REDACTED] [REDACTED], all of which was generated in the State.⁸

Rationale for the Proposed Transaction

11. The Parties state the following in the Merger Notification Form:

“The Proposed Transaction presents an opportunity for Elis to

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⁸ The most recent financial year for which audited financial statements are available. OCL's management accounts report turnover of € [REDACTED] to date in the financial year 2025.

⁹ Merger Notification Form, page 3.

Third Party Submissions

12. One third-party submission was received during the Phase 1 investigation. This submission was made by a customer of flat linen rental and maintenance services in the State. The competition concerns expressed in this submission have been considered by the Commission as part of its Phase 1 review of the likely competitive impact of the Proposed Transaction.

Investigation

13. On 24 September 2025, pursuant to section 20(2) of the Act, the Commission served a requirement for further information on each of Elis (the “Elis Phase 1 RFI”) and OCL (the “OCL Phase 1 RFI”) (together the “Phase 1 RFIs”). The service of the Phase 1 RFIs adjusted the deadline within which the Commission had to conclude its assessment of the Proposed Transaction in Phase 1.
14. Elis and OCL both provided responses to the Phase 1 RFIs on 5 November 2025. Under section 20(2)(c) of the Act, the Commission was required to notify the Parties whether or not it was satisfied that the Phase 1 RFIs had been complied with within 10 working days from the date on which each of the Parties provided the Commission with a certificate under section 20(2)(b)(ii) of the Act.
15. The Commission was satisfied that Elis had complied with the Elis Phase 1 RFI. The Commission was not satisfied that OCL had complied with the OCL Phase 1 RFI¹⁰ and the “appropriate date” became 6 November 2025 in accordance with section 19(6)(b)(ii) of the Act.¹¹ The Commission sought further information from OCL which was provided on 26 November 2025.¹²
16. The Commission also engaged with third parties in relation to its assessment of the competitive effects of the Proposed Transaction. This engagement included carrying out calls with these third parties and sending questionnaires. Among the third parties contacted by the Commission were existing customers, previous customers and competitors of the Parties.

¹⁰ In the circumstances, the Commission did not consider that section 18(12) of the Act was applicable as OCL provided a significant proportion of the information requested by the Commission in the OCL Phase 1 RFI.

¹¹ The “appropriate date” is the date from which the time limits for making both Phase 1 and Phase 2 determinations begin to run.

¹² The Commission did not request additional information from OCL under section 19(6B) of the Act.

Analysis

17. 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 Competition Act 2002, as amended (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 by Elis S.A., through its wholly owned subsidiary Elis Textile Services Limited, of the entire issued share capital, and thus sole control, of O.C.L. Laundry Services Limited.

For the Competition and Consumer Protection Commission

Úna Butler

Member

Competition and Consumer Protection Commission