



DETERMINATION OF MERGER NOTIFICATION M/26/014 – GRAFTON GROUP (CHADWICKS)/CYGNUM

Section 21 of the Competition Act 2002

Proposed acquisition by Grafton Group plc, through Chadwicks Holdings Limited, of sole control of Cygnum Holdings Limited

Dated 26 March 2026

Introduction

1. On 10 March 2026, 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 Grafton Group plc (“Grafton”), through its wholly owned subsidiary Chadwicks Holdings Limited (“Chadwicks”), would acquire the entire issued share capital, and thus sole control, of Cygnum Holdings Limited (“Cygnum”)(the “Proposed Transaction”).¹

The Proposed Transaction

2. The Proposed Transaction is to be implemented pursuant to a share purchase agreement dated 9 March 2026 (the “SPA”). In accordance with the SPA, Chadwicks will acquire the entire issued share capital of Cygnum from a number of legal and natural persons (the “Sellers”).²
3. The business activities of the undertakings involved are:

The Acquirer – Grafton

- Grafton, a publicly listed company headquartered in the State, is an international distributor of building materials. In the State, Grafton supplies building materials to trade customers primarily engaged in residential repair, maintenance and

¹ Grafton and Cygnum are collectively referred to as the “Parties” hereafter.

² The Sellers are companies OCF Raleigh Holdings Macroom Limited and Green Power Limited, as well as natural persons John Desmond, John J. O’Callaghan and Traolach Layton.



improvement projects as well as the construction of houses. Grafton also operates a DIY home and garden business throughout the State, under its subsidiary brand Woodie's. Grafton is also active in both sectors in Northern Ireland through Macnaughton Blair Limited (which trades as MacBlair) and its subsidiaries.

The Target – Cygnum

- Cygnum designs, manufactures and installs prefabricated timber frame units (also referred to as timber frame systems or kits), which provide the structural framework used in the construction of houses. Cygnum supplies timber frame units from its sole site in Macroom, County Cork.
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:
- one or more undertakings involved in the merger/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 in each market is less than 25%; and
 - none of the exclusions stipulated in paragraphs 2.8 to 2.15 of the SMNG apply to the undertakings or the markets in which the undertakings operate.

Ancillary Restraints

5. No ancillary restraints were notified.



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 Grafton Group plc, through its wholly owned subsidiary Chadwicks Holdings Limited, would acquire the entire issued share capital, and thus sole control, of Cygnum Holdings 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

Alan Scarlett

Director

Mergers Division

Competition and Consumer Protection Commission