

DETERMINATION OF MERGER NOTIFICATION M/24/047 – WATERLAND/WESCO

Section 21 of the Competition Act 2002

Proposed acquisition of Wesco Electrical Limited by Waterland Private Equity Investments B.V.

Dated 21 August 2024

1. On 2 August 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 Waterland Private Equity Investments B.V. (“Waterland”), through its solely controlled company, Project Finn Bidco Limited (“Finn BidCo”), would acquire sole control of Wesco Electrical Limited (“Wesco”) (the “Proposed Transaction”).
2. The Proposed Transaction is to be implemented by way of a Share Purchase Agreement (“SPA”), which was entered into on 31 July 2024 between Finn BidCo and the Sellers¹ and pursuant to which Finn BidCo is to acquire 100% of the shares in, and thus, sole control of Wesco.
3. The parties are involved in the following business activities:

Finn BidCo

- Finn BidCo forms part of a group of companies that are all, ultimately, under the management of Waterland.

Waterland

- Waterland is an Alternative Investment Fund Manager which owns a number of portfolio companies in a range of areas, including sustainability, ageing population, outsourcing and digitalisation, and leisure and luxury.

¹ The Sellers are defined as Branbridge Limited, a company incorporated under the laws of the State with company registration number 707419 and its registered office at Donaghmore Lane, Navan, Meath, C15 YV9T, and its owner, the Owens family.

- In recent years, Waterland has notified several transactions to the Commission, including its acquisition of MTM Engineering,² Gaffney Mechanical,³ and, most recently, the company's acquisition of Bellew.⁴

Target – Wesco

- Wesco, a private limited company incorporated under Irish Law, is a wholly owned subsidiary of Branbridge Limited. Wesco is primarily active in the wholesale supply of electrical goods to professionals such as electrical contractors and, to a much lesser extent, the supply of heating and plumbing products.
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(1)(a) of the Act since:
- Two or more of the undertakings involved in the merger/acquisition are active in the same product and geographic market, but their combined market share is less than 15%; and⁵
 - Where 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%.
5. 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

6. The parties state that Clauses 14.1(a), 14.1(c) and 14.1(d) in the SPA, which contain standard non-compete, non-solicitation of employees, and non-solicitation of suppliers, restriction clauses for a

² M/22/031 *Waterland/MTM Engineering* <<https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m-22-031-waterland-mtm-engineering/>>.

³ M/23/057 *Waterland/Gaffney Mechanical* <<https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m-23-057-waterland-gaffney-mechanical/>>.

⁴ M/24/030 *Waterland/Bellew* <<https://www.ccpc.ie/business/mergers-acquisitions/merger-notifications/m-24-030-waterland-bellew/>>.

⁵ The Commission's Simplified Merger Notification Procedure Guidelines can be found [here](#).

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period of 24 months post-transaction completion, respectively, are directly related and necessary to the implementation of the Proposed Transaction.

7. The Commission considers that the duration and scope of these obligations do not exceed the maximum duration and scope acceptable to the Commission.⁶ The Commission therefore considers the restriction contained in Clauses 14.1(a), 14.1(c) and 14.1(d) of the SPA to be directly related and necessary to the implementation of the Proposed Transaction, in so far 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 Waterland Private Equity Investments B.V., through its solely controlled company, Project Finn Bidco Limited, would acquire sole control of Wesco Electrical 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

⁶ In this respect, the Commission follows the approach adopted by the European Commission in paragraphs 20 of its Notice on restrictions directly related and necessary to concentrations (2005) OJ C56/03. For more information, see: [https://eurlex.europa.eu/legalcontent/EN/TXT/PDF/?uri=CELEX:52005XC0305\(02\)&from=EN](https://eurlex.europa.eu/legalcontent/EN/TXT/PDF/?uri=CELEX:52005XC0305(02)&from=EN).