



**Knowledge Update**  
EU & Competition Newsletter

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## Irish Merger Control

### Sector: Media

#### Acquisition by Viaplay of FreeSports and Premier Media Broadcasting

The proposed acquisition by Viaplay Group UK Limited (“**Viaplay**”) of sole control of FreeSports Limited (“**FreeSports**”) and Premier Media Broadcasting Limited (“**Premier Media**”) was cleared by the CCPC on 1 September 2022.

Viaplay is a UK registered entertainment company that provides broadcasting and streaming services in Scandinavia through TV channels, video streaming services and subscription services. FreeSports is a UK registered company that operates the FreeSports channel. Premier Media is an Irish registered company operating various Premier Sports channels and the Boxnation channel.

The proposed acquisition was notified through the Simplified Merger Notification Procedure which is a simplified process reserved for notifiable mergers or acquisitions that clearly do not raise competitions concerns in Ireland.

As the transaction constitutes a media merger, a separate notification must be made to the Minister for Communications, Climate Action and Environment within 10 working days of the CCPC’s determination.

### Sector: Real Estate

#### Acquisition by Clayton, Dubilier & Rice Fund XI, L.P., of sole control of OCS Group International Limited

The proposed acquisition by Clayton, Dubilier & Rice Fund XI, L.P. and three other limited partnerships under common control with Clayton, Dubilier & Rice Fund XI, L.P. (“**CD & R Funds**”) through its subsidiary, CD&R Madison UK Bidco Ltd, of sole control of OCS Group International Limited (“**OCS**”), was notified to the CCPC on 26 August 2022.

CD & R Funds is a private equity investment group based in the US that originates, structures and frequently acts as lead equity investor in management buyouts, strategic minority equity investment and other strategic investments.

OCS is an international facilities management provider, providing a range of facility management services within the State, including cleaning, pest control, waste management, and office space management, building maintenance, fire safety services, and water hygiene management.

The transaction was notified to the CCPC using the Simplified Merger Notification Procedure as the merging parties would have combined market share of less than 15% post-merger despite both CR & R Funds and OCS being active in the same product and geographic market.

The CCPC cleared the transaction on 15 September 2022.

### Sector: Information and Communications

#### Acquisition by Granicus, Inc., which is jointly controlled by Harvest Partners VIII, L.P. and Vista Foundation Fund IV, L.P. of joint control of Rock Solid Technology Inc.

The proposed acquisition by Granicus, Inc., (“**Granicus**”) which is jointly controlled by Harvest Partners VIII, L.P. and Vista Foundation Fund IV, L.P. of joint control of Rock Solid Technology Inc. (“**Rock Solid**”) was cleared by the CCPC on 22 September 2022.

Granicus is a US-based technology company that is jointly controlled by HP VIII and Vista. Granicus provides cloud-based government transparency, legislative management, and digital marketing solutions for government agencies.

Rock Solid is a software engineering company based in San Juan, Puerto Rico and Austin, Texas, US. Rock Solid focuses on software development for the public sector and does not supply any goods or services in the State.

### Sector: Transport and Logistics

#### Acquisition by MML Growth Capital Partners Ireland II Limited, via Carrakeelty Beg Bidco Limited, of sole control of Bruiseramor Limited

The proposed acquisition by MML Growth Capital Partners Ireland II Limited (“**MML Growth Capital**”), via Carrakeelty Beg Bidco Limited (“**Carakeelty Beg**”), of sole control of Bruiseramor Limited (“**Bruiseramor**”) was cleared by the CCPC on 11 October 2022.

Carrakeelty Beg is a private limited company incorporated in Ireland, established for the purposes of the Proposed Transaction. Carrakeelty Beg is ultimately controlled by funds (the “**MML Funds**”) managed by MML Growth Capital. The MML Funds are private equity funds, providing growth capital to private businesses on the island of Ireland.

Bruiseramor is a transport and logistics services business, specialising in the provision of inbound logistics, outbound logistics, warehousing, outsourced stock handling and related services to a broad range of sectors including third party logistics, FMCG, e-commerce, and manufacturing

sectors. Bruiseramor’s subsidiaries are Virginia Transport Limited, Virginia International Logistics Properties Limited and Virginia Transport (UK) Limited.

## EU Merger Control

### Joint Venture between FEV consulting and Mitsubishi cleared

On 14 October 2022, the European Commission (the “**Commission**”) cleared the proposed acquisition by FEV Consulting GmbH (“**FEV Consulting**”) and Mitsubishi Corporation (“**Mitsubishi**”) of joint control of a newly created company by way of purchase of shares.

FEV Consulting, which is controlled by FEV Group GmbH, operates management consultancy services, including technology road-mapping, manufacturing and investment planning, and product development process optimisation. Mitsubishi is a trading company which develops and operates business across a variety of industries, including natural gas, industrial infrastructure, and the automotive and mobility industry. The new joint venture will provide consulting and other services to material manufacturers in Japan.

### Acquisition of Esdec Solar Group by Blackstone and Rivean

The proposed acquisition by Blackstone Inc. (“**Blackstone**”) and Rivean Capital B.V. (“**Rivean Capital**”) of joint control of Esdec Solar Group B.V. (“**Esdec Solar**”) was cleared by the Commission on 10 October 2022.

Blackstone operates a global alternative asset management business. The company focuses on multiple sectors within the asset management industry, including real estate, private equity, and hedge fund solutions. Rivean Capital is a private equity investor throughout Europe. Its main focus is investing in medium-sized companies active in various sectors, particularly private equity. Esdec Solar Group, which was solely controlled by Rivean Capital, is one of the world’s leading manufacturers of rooftop solar racking.

## EU Investigations and Decisions

### Commission approves the proposed acquisition of DuPont’s Mobility and Materials Business by Celanese subject to divestment commitments

The Commission has approved the acquisition of DuPont’s Mobility and Materials Business by Celanese after receiving notification of the transaction on 23 August 2022.

Celanese is a US-based chemicals and speciality materials company. DuPont’s Mobility and

Materials Business, part of US DuPont de Nemours Inc, focuses on the production of high-performance engineering thermoplastics, elastomers, pastes, filaments and advanced film.

Both parties supply thermoplastic copolyester which is an essential material in the automobile sector. They both also supply other thermoplastic products to other sectors, including industrial, commercial, electric, electronic and consumer-end markets.

The transaction would result in Celanese becoming the largest producer of thermoplastic copolyester in the European Economic Area and globally.

To ameliorate the Commission’s concerns, Celanese offered to divest its global thermoplastic copolyester business and the Pibiflex and Riteflex brands. Removing the overlap between the activities of the parties. Upon conducting a market test with these conditions in place, the Commission concluded that the proposals satisfied its competition concerns. This decision is conditional on full compliance with Celanese’s proposals.

### Commission investigating proposed acquisition of Pfeiderer Polska by Kronospan

The Commission is investigating the proposed acquisition of Pfeiderer Polska (“**Pfeiderer**”) by Kronospan. There are concerns that this transaction may reduce competition for the supply of various types of woodboard panels in Poland and other regions.

Kronospan is an Austrian company which manufactures and supplies wood-based panels as well as other products. It operates globally and has over forty manufacturing sites. Pfeiderer is based in Poland and is a subsidiary of the Germany-based Pfeiderer Group. It operates in the wood-based panels business and has three manufacturing lines in two production sites in Poland.

During its preliminary investigation, the Commission identified a number of concerns as the parties both have a strong market position in the supply of certain types of wood-based panels. The concerns are:

- i. if the transaction is put into effect, this will result in higher prices and less choice for construction and industry customers. This would leave limited or no credible alternative suppliers remaining;
- ii. Kronospan could engage in input foreclosure strategies following its acquisition of Pfeiderer with regards to particleboards, fibreboards, and components; and

- iii. the transaction may increase the parties' likelihood of being able to coordinate their behaviour.

This transaction was notified to the Commission on 15 February 2022, meaning that its decision was due on 22 August 2022. However, the decision date has been suspended and is now due on 5 December 2022.

## State Aid

### Commission adopts revised State aid Framework for research, development and innovation

The Treaty on the Functioning of the European Union (“**TFEU**”) generally prohibits State aid but the Commission accepts that, in certain circumstances, Member State intervention is necessary for a well-functioning economy to avoid market failure.

The European Commission has adopted a revised Communication on State aid rules for research, development and innovation (“**2022 RDI Framework**”), which sets out the rules under which Member States can grant State aid to companies for RDI activities, while ensuring a level playing field. The 2022 RDI Framework, which contributes to the EU's strategic objectives relating to the green and digital transitions, entered into force on 19 October 2022.

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