



DETERMINATION OF MERGER NOTIFICATION M/20/034 – CARDINAL IRELAND PARTNERS FUND SCSP/MOWLAM HEALTHCARE

Section 21 of the Competition Act 2002

Proposed acquisition by Cardinal Ireland Partners Fund SCSP of sole control of Mowlam Healthcare Group.

Dated: 4 December 2020

1. On 13 November 2020 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 Cardinal Ireland Partners Fund SCSp (the “CIP Fund”), through Reguilon Unlimited Company, would acquire a majority shareholding and sole control of Shanfam Holdings II (“Shanfam”), which is the holding company for the Mowlam Healthcare Group (“Mowlam”)(the “Proposed Transaction”).
2. The business activities of the undertakings involved are:

The acquirer

- The CIP Fund is a Luxembourg special limited partnership established to make private equity investments.¹ The CIP Fund is a new fund and has no prior investments in the State or in any other market.
- Cardinal Capital Group UC (“**Cardinal**”) acts as promoter and investment manager to the CIP Fund. Cardinal also acts as the investment manager to WLR Cardinal Mezzanine Finance Fund and Cardinal Mezzanine Fund (together, the “**Mezzanine Funds**”). The Mezzanine Funds provide real estate loans in the State. In addition, Cardinal acts as investment advisor to

¹ [...]



Carlyle Cardinal Ireland Fund (the "CCI Fund") but has no controlling interest in the CCI Fund.

- Reguilon Unlimited Company is a newly incorporated private unlimited company incorporated in the State. It is solely owned by Plumpton Unlimited², a private unlimited company incorporated in the Isle of Man. Post-transaction, Plumpton Unlimited will be majority owned by CIP HoldCo S.a.r.l³, a wholly owned subsidiary of the CIP Fund.

The target

- [...]. Mowlam owns and/or operates 27 nursing homes throughout the State and is the largest nursing home provider in the State. [...].⁴
3. After examination of the notification, the Commission has considered 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:
 - i. the undertakings involved in the acquisition are active in different product markets. The undertakings involved in the acquisition are not active in any market(s) which is upstream or downstream to a market(s) in which the other undertaking involved is active; and
 - ii. none of the exclusions stipulated in paragraphs 2.8 to 2.15 of the SMNP apply to the undertakings or the markets in which the undertakings operate. Furthermore, no third party submissions were received.
 4. In 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

² Established in October 2020.

³ [...]

⁴ [...]



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 Cardinal Ireland Partners Fund SCSp, through Reguilon Unlimited Company, would acquire a majority shareholding and sole control of Shanfam Holdings II, which is the holding company of the Mowlam Healthcare Group 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

Brian McHugh
Member
Competition and Consumer Protection Commission