



DETERMINATION OF MERGER NOTIFICATION M/20/035 – PRESIDIO/ARKPHIRE

Section 21 of the Competition Act 2002

Proposed acquisition by Presidio Inc. of sole control of Vulcan Bidco Limited and Arkphire Group Limited.

Dated 15 December 2020

1. On 26 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 Presidio Inc. (“Presidio”) would acquire sole control of Vulcan Bidco Limited (“Vulcan”) and its wholly-owned subsidiary Arkphire Group Limited (“Arkphire”) (together, the “Target”) (the “Proposed Transaction”).
2. The business activities of the undertakings involved are:
 - Presidio is a company based in the United States of America that provides IT solutions. It generates more than 95% of its revenues in the United States of America. Presidio’s activities in the State are limited to the resale and leasing of hardware and software products and the provision of IT services to its customers in the United States of America with subsidiaries in Europe. Presidio is indirectly owned and controlled by funds managed by affiliate managers advised by BC Partners LLP (“BC Partners”), a private equity firm engaged in the provision of investment management advice to the general partners and managers of the BC Funds. No other BC Partners’ portfolio company is involved in the provision of IT services or the supply of IT hardware or software in the State. In 2019, BC Partners’ portfolio companies generated €[...] in the State. In 2019, Presidio generated a turnover of US\$[...], of which approximately €[...] was generated in the State.



- Vulcan is the 100% shareholder and holding company for Arkphire, a private limited company incorporated in the State with offices in London and Dublin. Vulcan does not own or control any other trading business. Arkphire is involved in the supply of IT hardware products and the provision of IT consulting and outsourcing services to customers in the State. In 2019, the Target's worldwide turnover was approximately €[...], of which €[...] was generated in the State.
- 3. 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) or section 18(1)(b)] of the Act since Presidio and Arkphire each have a minimal share of any potential market in the State and their combined market share is less than 15% of any potential market in the State.
- 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

- 5. The Share Purchase Agreement contains non-compete and non-solicitation obligations on individual sellers.¹ The duration of these non-compete and non-solicitation obligations does not exceed the maximum duration acceptable to the Commission.² The Commission considers these restrictions to be directly related to and necessary for the implementation of the Proposed Transaction insofar as they relate to the State.

¹ These individual sellers are those selling their shares in Vulcan as part of the Proposed Transaction.

² In this respect, the Commission follows the approach adopted by the European Commission in paragraphs 20 and 26 of its "Commission Notice on restrictions directly related and necessary to concentrations" [2005] OJ C56/03. For more information see

[http://eurlex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52005XC0305\(02\)&from=EN](http://eurlex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:52005XC0305(02)&from=EN)



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 Presidio Inc. would acquire sole control of Vulcan Bidco Limited and its wholly-owned subsidiary Arkphire Group 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

Brian McHugh
Member
Competition and Consumer Protection Commission