

21 May 2024

# The Merger Regime in Ireland and the CCPC's Call-in Powers

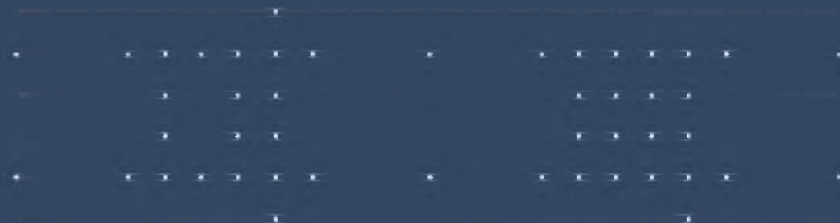
Current Trends in Competition Law,  
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Competition and  
Consumer Protection  
Commission



# Disclaimer

The views expressed here are those of the Author and do not necessarily represent the views of the Competition and Consumer Protection Commission of Ireland

# Merger Control Regime in Ireland

## Mandatory Notification

- All mergers in which the undertakings involved have: (i) a combined turnover of more €60 million in Ireland; and (ii) at least €10 million turnover each in Ireland.
- All media mergers- not based on turnover

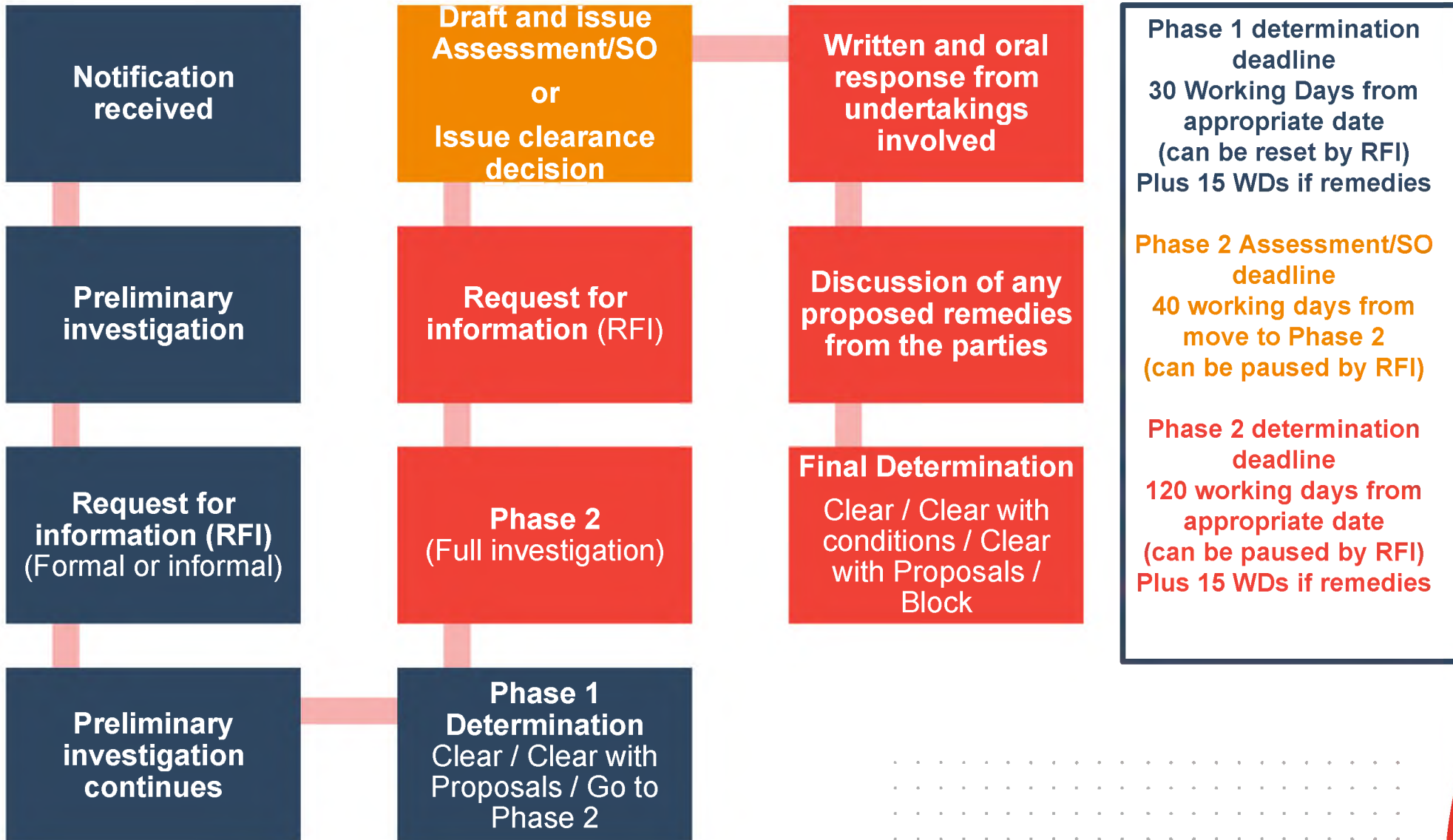
## Voluntary Notification

- A merger, not meeting the thresholds, may be voluntarily notified to the CCPC either before or after it has been put into effect.

## Call-In Notification

- Competition (Amendment) Act 2022
- As of September 2023, where no **Voluntary Notification** has been made, the CCPC has power to require undertakings involved to notified the merger to the CCPC.

# Typical Steps in Merger Review



# Key Merger Policy and Law Changes 2003-2023

Competition  
Act 2002  
came into  
effect

Changes to  
Thresholds

Electronic  
filing of  
notifications  
(temporary)

Electronic  
filing of  
notifications  
(permanent)

2003

2007

2014

2019

2020

2020

2021

2023

Change  
to Media  
Merger  
provision

Changes to  
Thresholds

Simplified  
procedure  
introduced

Competition  
(Amendment  
) Act 2022  
enacted  
Call-in  
powers  
introduced

# Call-in mergers

## What can be called in?

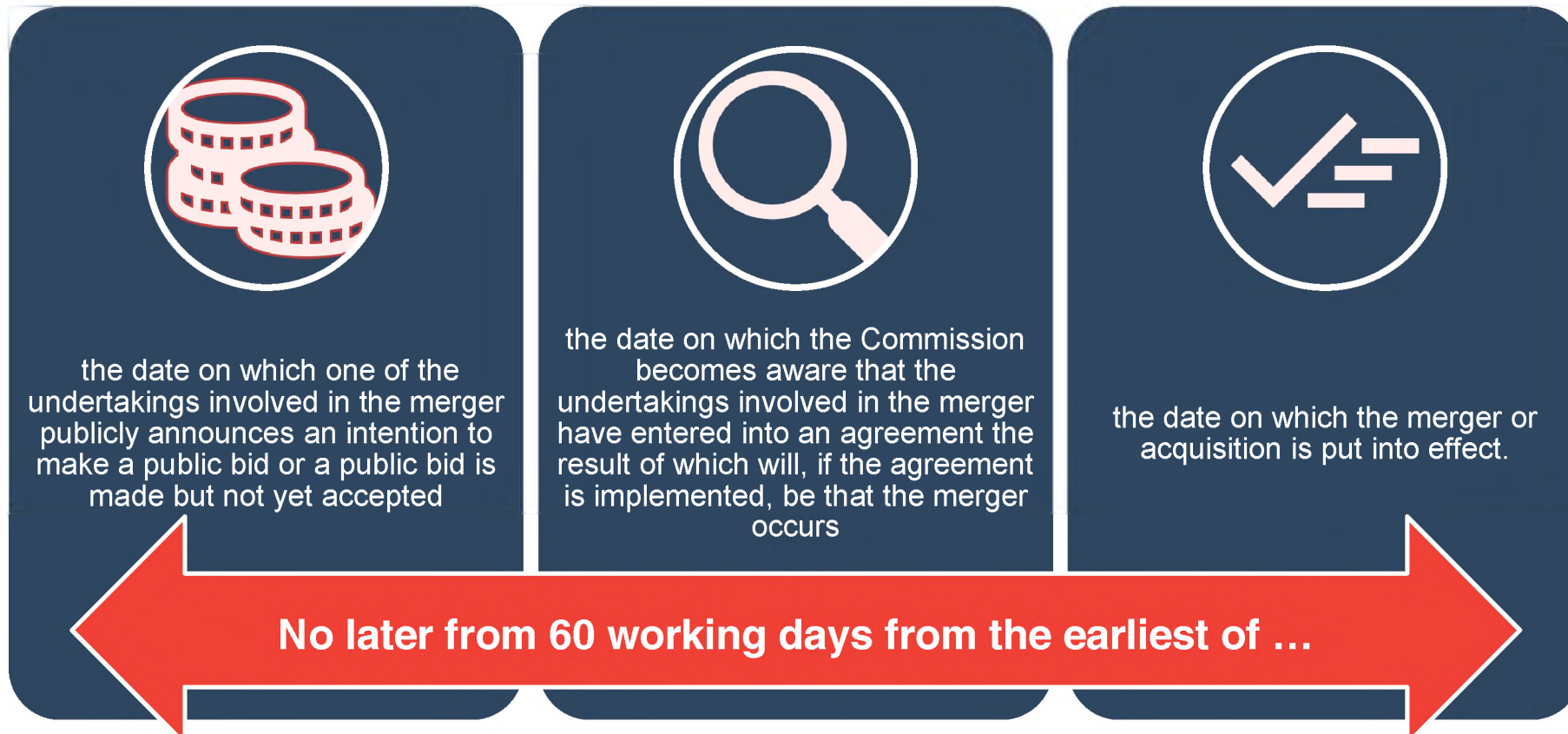
Mergers that ...

- a) are not required to be notified on a mandatory basis,
- b) have not been notified on a voluntary basis, and
- c) may, in the opinion of the CCPC, have an effect on competition in markets for goods or services in the State

If this is the case, the CCPC can issue a notice in writing to the undertakings involved and require notification by a certain date specified by the CCPC

# Call-in mergers

## When can mergers be called in?





# Call-in mergers

## Why call-in powers...

- It is a safety net to ensure potentially problematic cases are reviewed.
- Captured below threshold mergers which resulted from COVID.
- Turnover thresholds aren't indicative of effect on competition (e.g., many undertakings with high turnovers may, and do, successfully avail of simplified procedure).
- Greater certainty – time limits of merger review (max 135 working days) vs open-ended Article 101/102 case. Temporal limits on CCPC call-in jurisdiction.

## How it is working...

- The CCPC practice is to monitor merger activities and contact undertakings involved
- Solicitors in Ireland are urged to take a pragmatic approach and approach the CCPC with any below-threshold mergers which based on precedent/merger guidelines may have issues.
- The CCPC has sent standard letters requesting further information and informing undertakings of the new power in relation to **X** mergers.
- No merger has been called-in to date.



# Merger cases in 2023

66

## Determinations issued

- 50% of these were simplified determinations
- 4 of the determinations issued were in Phase 2 cases

33

## Simplified determinations

Where either:

- (i) no overlaps; a horizontal overlap but combined market share of <15%; or
- (ii) a vertical relationship, but the market shares of the parties in each market are <25%.

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## Mergers cleared with remedies

- 2 mergers cleared with remedies in Phase 1
- 1 merger cleared with remedies in Phase 2 (pre- Assessment/SO)
- 1 merger cleared with remedies in Phase 2 (post-Assessment/SO)

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## Phase 2 reviews

- 2 cleared unconditionally pre-Assessment/SO
- 2 cleared with remedies – one pre-Assessment/SO, one post Assessment/SO.
- 1 carried over to 2024 – prohibited.

# Thank you. Questions?



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