



Determination No. M/05/034 of the Competition Authority, dated 21 July 2005, under Section 21 of the Competition Act, 2002

Notification No. M/05/034 – Proposed acquisition by Bridgepoint Capital Group Limited of Tunstall Holdings Limited

Introduction

1. On 24 June 2005 the Competition Authority, in accordance with Section 18 (1) of the Competition Act, 2002 (“the Act”), was notified, on a mandatory basis, of a proposal whereby Bridgepoint Europe II Fund, a private equity investment fund ultimately controlled by Bridgepoint Capital Group Limited (“Bridgepoint”), would acquire the entire issued share capital of Tunstall Holdings Limited (“Tunstall”).

The Parties¹

2. Bridgepoint, the acquirer, is active in the management of private equity funds and operates throughout Europe focusing on investments in mid-market companies valued up to €500 million. Bridgepoint does not engage in any activities in Ireland other than through the activities of its group’s portfolio companies. Some of these companies make sales into the State.
3. One of Bridgepoint’s portfolio companies, Attendo AB (“Attendo”), which is based in Sweden, does engage in activities that overlap with a Tunstall company in jurisdictions outside the State, including relatively small sales in Northern Ireland. However, Attendo does not operate in or sell in the State.
4. Tunstall, the target, is active in the manufacture and distribution of social alarm and communication systems (or “telecare”). Telecare products developed and marketed by Tunstall companies include care phones, alarms, fall detectors, call centre systems, call centre software, care home room alarms, care home central systems, and control system software.
5. Tunstall is the parent company of a number of subsidiaries, including Emergency Response Limited (“ERL”), a wholly owned Irish subsidiary, with an office in County Wexford. ERL provides a home safety and personal reassurance monitoring service to consumers in the State. In its most recent financial year, Tunstall’s total sales in the State was approximately STG£[] ([less than €5 million]).

¹ The information contained herein was provided by the parties and from www.bridgepoint-capital.com and www.tunstall.co.uk. A check of these websites indicated that the parties had issued press releases indicating that the proposed transaction had been consummated when, as confirmed by Bridgepoint’s and Tunstall’s legal representatives, it had not. Consummating a transaction notified to the Authority without the occurrence of any of the events specified in Section 19(1) of the Act would be in breach of Section 19(2).



The Competition Authority
An tÚdarás Iomaíochta

Analysis

6. There is no horizontal or vertical overlap² between the parties' business activities in the State. Therefore, the proposed transaction does not give rise to competition concerns.

Determination

The Competition Authority, in accordance with Section 21(2) of the Competition Act, 2002, has determined that, in its opinion, the result of the proposed acquisition by Bridgepoint of Tunstall will not be to substantially lessen competition in markets for goods and services in the State and, accordingly, that the acquisition may be put into effect.

For the Competition Authority

Edward Henneberry
Member of the Competition Authority

² Notwithstanding the lack of overlap in the State, the transaction meets each of the three mandatory (non-media) notification criteria in Section 18(1)(a), including the criterion that "each of 2 or more of the undertakings involved in the merger or acquisition carries on business in any part of the *island of Ireland*." Section 18(1)(a)(ii) (emphasis added). Both Bridgepoint and Tunstall, or their respective affiliated companies, carry on business in both the State and in Northern Ireland, which together comprise the island of Ireland.