

**ANTICIPATED ACQUISITION BY OMNICELL, INC./MTS MEDICATION TECHNOLOGIES, INC. OF SURGICHEM LIMITED**

Terms of reference

1. In exercise of its duty under section 33(1) of the Enterprise Act 2002 ('the Act') to make a reference to the Competition Commission (the 'CC') in relation to an anticipated merger the Office of Fair Trading (the 'OFT') believes that it is or may be the case that –
  - (a) arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation in that:
    - i. an enterprise carried on by or under the control of Bupa Care Homes (CFG) plc will cease to be distinct from enterprises carried on by or under the control of Omnicell, Inc.; and
    - ii. as a result, the condition specified in section 23(3) of the Act will be satisfied with respect to the supply of adherence packaging in the UK.
  - (b) the creation of that situation may be expected to result in a substantial lessening of competition within a market or markets in the UK for goods or services, including the supply of adherence packaging to pharmacies in the UK.
2. Therefore, in exercise of its duty under section 33(1) of the Act, the OFT hereby refers to the CC, for investigation and report within a period ending on 28 August 2014, the following questions in accordance with section 36(1) of the Act:
  - (a) whether arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation; and
  - (b) if so, whether the creation of that situation may be expected to result, in a substantial lessening of competition within any market or markets in the UK for goods or services.

**Chris Walters, Office of Fair Trading**  
**14 March 2014**



INVESTOR IN PEOPLE

Office of Fair Trading  
Fleetbank House  
2-6 Salisbury Square  
London EC4Y8JX  
Switchboard: (020) 7211 8000  
[www.offt.gov.uk](http://www.offt.gov.uk)