

## REFERENCE RELATING TO THE ANTICIPATED ACQUISITION BY VEOLIA ENVIRONNEMENT S.A. OF SUEZ S.A.

### Notice of provisional findings made under Rule 11.3 of the Competition and Markets Authority Rules of Procedure<sup>1</sup>

1. On 21 December 2021, the Competition and Markets Authority (**CMA**), made a reference to its chair for the constitution of a Group of CMA Panel Members (the **Inquiry Group**)<sup>2</sup> in accordance with [section 33](#) of the Enterprise Act 2002 (the **Act**), regarding the completed acquisition on 6 October 2021 by Veolia Environnement S.A. (**Veolia**) of a 29.9% minority shareholding in Suez S.A (**Suez**), and the anticipated voluntary public offer by Veolia for the remaining issued share capital of Suez, which at that time had not completed, and requiring it to report within a period ending on 6 June 2021.
2. On 18 January 2022, Veolia completed its anticipated voluntary public offer for the remaining issued share capital of Suez.
3. On 7 January 2022, the CMA published a [notice of an extension](#) of the reference period, made pursuant to [section 39\(4\) and 39\(7\)](#) of the Act, as a result of the failure by Suez to comply with the requirements of a notice under [section 109](#) of the Act.
4. On 11 January 2022, the CMA published a [notice of an extension](#) of the reference period, made pursuant to [section 39\(4\) and 39\(7\)](#) of the Act, as a result of the failure by Veolia to comply with the requirements of a notice under [section 109](#) of the Act.
5. On 21 January 2022, the CMA published a [notice of an extension](#) of the reference period, made pursuant to [section 39\(4\) and 39\(7\)](#) of the Act, as a result of the failure by Suez to comply with the requirements of a notice under [section 109](#) of the Act.

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<sup>1</sup> See [Rules of procedure for merger, market and special reference groups \(CMA17\)](#).

<sup>2</sup> Under [Schedule 4](#) to the Enterprise and Regulatory Reform Act 2013.

6. On 31 January 2022 the CMA sent to Suez a [notice of termination](#) of extension of the inquiry period published on 7 January 2022, being satisfied for the purposes of [section 39\(8\)](#) of the Act that the documents and information required by the section 109 notice had been provided. This was published on the CMA's [website](#) on 1 February 2022.
7. On 17 February 2022 the CMA sent to Veolia and Suez [notices of termination](#) of extension of the inquiry period published on 11 and 21 January respectively, being satisfied for the purposes of [section 39\(8\)](#) of the Act that the documents and information required by the section 109 notices had been provided. These were published on the CMA's [website](#) on 18 February 2022.
8. The statutory timetable was stopped for 41 days, with the Inquiry Group now required to report within a period ending 17 July 2022.

### *Provisional findings*

9. The CMA Inquiry Group appointed to consider this reference has made the following provisional findings on the statutory questions it has to decide pursuant to [section 36\(1\)](#) of the Act:
  - (a) arrangements are in progress which, if carried into effect, will result in the creation of a relevant merger situation; and
  - (b) the creation of that situation may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom for goods and services.
10. The Inquiry Group's reasons are set out in full in the provisional findings report, which is attached to this notice, and are summarised in the summary of the provisional findings report (see note below).

### *The next steps*

11. Anyone wishing to comment on the provisional findings is now invited to provide the Inquiry Group with their reasons in writing as to why these provisional findings should not become final (or, as the case may be, should be varied).
12. These reasons should be received by the Inquiry Group no later than **5pm 9 June 2022**.

13. The Inquiry Group will have regard to any such reasons in making its final decisions on the statutory questions and any consequential actions. However, the Inquiry Group shall not be obliged to take into account reasons which are provided after the deadline specified.
14. The Inquiry Group is also publishing a notice of possible remedies. This sets out the actions which it considers might be taken by the CMA to remedy the substantial lessening of competition and resultant adverse effects provisionally identified.

Susan Hankey  
*Inquiry Group Deputy Chair*  
19 May 2022

*Note:* A copy of this notice and the summary of the provisional findings report will be placed on the [CMA website](#) on 19 May 2022. The CMA proposes to publish the provisional findings report on its website shortly thereafter. The published version of the provisional findings report will not contain any information which the Inquiry Group considers should be excluded from the report, having regard to the three considerations set out in [section 244](#) of the Act. These omissions are indicated by [X].

Comments should be made by email to: [veolia.suez@cma.gov.uk](mailto:veolia.suez@cma.gov.uk)