

## **COMPLETED ACQUISITION BY CÉRÉLIA GROUP HOLDING SAS (EITHER DIRECTLY OR INDIRECTLY) OF CERTAIN ASSETS RELATING TO THE UK AND IRELAND DOUGH BUSINESS (JUS- ROL) OF GENERAL MILLS INC.**

**Notice of proposal to accept Final Undertakings pursuant to sections 41,  
82 and 90 of and schedule 10 to the Enterprise Act 2002 and public  
consultation on the proposed Final Undertakings**

### **Background**

1. On 31 January 2022, Cérélia Group Holding SAS (**Cérélia**), through its wholly-owned UK subsidiary Cérélia UK Limited (**CUK**), acquired certain assets relating to the United Kingdom (**UK**) and Republic of Ireland dough business of General Mills, Inc. (**GMI**), operated under the ‘Jus-Rol’ brand (the **Jus-Rol Business**) (the **Merger**).
2. On 3 February 2022, the Competition and Markets Authority (the **CMA**) made an initial enforcement order (**first IEO**) pursuant to [section 72\(2\)](#) of the [Enterprise Act 2002](#) (the **Act**) for the purpose of preventing pre-emptive action in accordance with that section. On 12 May 2022, the CMA revoked the first IEO and made a new initial enforcement order (**IEO**) pursuant to [section 72\(2\)](#) of the Act for the purpose of preventing pre-emptive action.
3. On 15 June 2022, the CMA, in accordance with [section 22\(1\)](#) of the Act, referred the Merger to a group of CMA panel members (the **Reference**) to determine, pursuant to [section 35](#) of the Act:
  - (i) whether a relevant merger situation has been created; and
  - (ii) if so, whether the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) in any market or markets in the United Kingdom (**UK**) for goods or services.
4. On 27 June 2022, the CMA issued directions under the IEO for the appointment of a monitoring trustee (the **Monitoring Trustee**) in order to monitor and ensure compliance with the IEO.
5. On 20 January 2023, the CMA published a final report pursuant to [section 38](#) of the Act (the **Report**) which concluded that:
  - (i) the Merger has created a relevant merger situation;

- (ii) the creation of that situation has resulted in, or may be expected to result in, a SLC in the wholesale supply of dough-to-bake (**DTB**) products to grocery retailers in the UK; and,
  - (iii) the CMA should take action to remedy the SLC and any adverse effects resulting from it.
- 6. The CMA, having regard to its findings in the Report, requires the divestiture of the Jus-Rol Business (the **Remedy**).
- 7. The implementation of the Remedy will be subject to the following safeguards:
  - (a) the Cérélia Business will be subject to regular reporting requirements;
  - (b) the Monitoring Trustee will monitor compliance with these Final Undertakings, including the progress of the implementation of the Remedy;
  - (c) the purchaser must be an Approved Purchaser in accordance with the Purchaser Approval Criteria in Annex 1; and
  - (d) provisions enabling the CMA to direct the appointment of a Divestiture Trustee to effect the final disposal of the Jus-Rol Business in accordance with the conditions set out in paragraph 10.
- 8. The IEO ceases to be in force on the date of acceptance by the CMA, pursuant to section 82 of the Act, of these Final Undertakings. Any derogations already granted by the CMA pursuant to the IEO shall remain applicable.
- 9. On 17 February 2023, Cérélia made an application to the Competition Appeal Tribunal (the **Tribunal**) pursuant to [section 120](#) of the Act for a review of the CMA's decision in the Report (the **Legal Proceedings**). While these Final Undertakings will commence on the Commencement Date, the time period to complete the Remedy (the **Initial Divestiture Period**) will not commence until the day following the date on which the Legal Proceedings are finally determined (after conclusion of any appeal proceedings) or no longer pursued.
- 10. The CMA has reached agreement with Cérélia as to the terms of Final Undertakings for the purpose of remedying, mitigating or preventing the SLC and any adverse effects arising from it and the proposed Final Undertakings are attached to this Notice. The Final Undertakings are without prejudice and subject to the Legal Proceedings.

## **Notice of proposal to accept undertakings**

- 11. The CMA now hereby gives notice pursuant to paragraph 2 of Schedule 10 to the Act that:
  - (a) the CMA proposes to accept the attached proposed Final Undertakings; and,
  - (b) the proposed Final Undertakings seek to address the SLC identified in the Report and the adverse effects which may be expected to flow from it.

12. The CMA invites written representations on the proposed Final Undertakings from any person or persons who wish to comment.
13. Representations should reach the CMA by email by 5pm on 24 March 2023 and be addressed to [Cerelia.Jus-rol@cma.gov.uk](mailto:Cerelia.Jus-rol@cma.gov.uk).
14. The CMA will consider any written representations made in accordance with this Notice and may make modifications to the proposed Final Undertakings as a result. In the absence of any written representations, or in the event that the CMA decides, on consideration of the representations made and not withdrawn, not to amend the proposed Final Undertakings, the CMA proposes to accept the proposed Final Undertakings in their present form pursuant to section 82 of the Act. If the CMA considers that any representation necessitates any material change to the proposed undertakings, the CMA will give notice of the proposed modifications.
15. Once accepted, the Final Undertakings may be varied, superseded or released by the CMA under section 82(2) of the Act.
16. This Notice and a non-confidential version of the Final Undertakings will be published on the CMA website.

Signed by the Authority of the CMA

Margot Daly  
Inquiry Group Chair

10 March 2023