

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 acceptance of Final Undertakings pursuant to sections 41, 82,
90 and schedule 10 to the Enterprise Act 2002**

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, required the divestiture of the Jus-Rol Business (the **Remedy**). The CMA reached agreement with Cérélia as to the terms of final undertakings for the purpose of the Remedy (the **Final Undertakings**).
- 7. On 17 February 2023, Cérélia made an application to the Competition Appeal 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 now commence, the time period to complete the Remedy 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. The Final Undertakings are without prejudice and subject to the Legal Proceedings.
- 8. On 10 March 2023, the CMA published a notice and consultation on the proposed Final Undertakings. The consultation closed on 24 March 2023 and no responses were received.
- 9. The CMA pursuant to [section 82](#) of the Act now gives notice of its intention to accept the Final Undertakings from Cérélia. The IEO ceases to be in force on the date of acceptance by the CMA. Any derogations already granted by the CMA pursuant to the IEO shall remain applicable.
- 10. The Final Undertakings may be varied, superseded or released by the CMA pursuant to [section 82\(2\)](#) of the Act.
- 11. This notice and a non-confidential version of the Final Undertakings will be published on the [CMA website](#). The CMA has excluded from the non-confidential version of the Final Undertakings information which it considers should be excluded, having regard to the considerations set out in [section 244](#) of the Act. These omissions are indicated by [✂].

Signed by the Authority of the CMA

Margot Daly
Inquiry Group Chair

11 April 2023