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APPENDIX A: TERMS OF REFERENCE

- A.1 In exercise of its duty under section 22(1) of the Enterprise Act 2002 (the **Act**) the Competition and Markets Authority (**CMA**) believes that it is or may be the case that:
- (a) a relevant merger situation has been created, in that:
 - (i) enterprises carried on by Lindab International AB (**Lindab**) have ceased to be distinct from enterprises carried on by HAS-Vent Holdings Limited (**HAS-Vent**); and
 - (ii) the condition specified in section 23(2)(b) of the Act is satisfied with respect to the supply of circular ducts and fittings in England and Wales; and
 - (b) the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition within a market or markets in the United Kingdom for goods or services, including for the supply of circular ducts and fittings in England and Wales.
- A.2 Therefore, in exercise of its duty under section 22(1) of the Act, the CMA hereby makes a reference to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 in order that the group may investigate and report, within a period ending on 17 October 2024, on the following questions in accordance with section 35(1) of the Act:
- (a) whether a relevant merger situation has been created; and
 - (b) if so, whether the creation of that situation has resulted, or may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom for goods or services.

Sorcha O'Carroll
Senior Director of Mergers
Competition and Markets Authority
3 May 2024

APPENDIX B: CONDUCT OF THE INQUIRY

- B.1 On 3 May 2024, the CMA [referred](#) the completed acquisition by Lindab of HAS-Vent for an in-depth phase 2 inquiry.
- B.2 We published the biographies of the members of the Inquiry Group conducting the phase 2 inquiry on the inquiry [webpage](#) on 3 May 2024 and the administrative timetable for the inquiry was published on the inquiry [webpage](#) on 16 May 2024.
- B.3 On 15 May 2024, pursuant to an initial enforcement order (**IEO**) dated 10 November 2023, the CMA directed the Parties to appoint a Monitoring Trustee (**MT**). The directions to appoint an MT were published on the inquiry [webpage](#) on 28 May 2024.¹
- B.4 We invited a wide range of interested parties to comment on the Merger. These included the Parties' competitors and customers. Evidence was obtained from third parties using written requests. A number of them also provided us with information by video conference calls as well as by responding to supplementary written questions. Evidence submitted during the CMA's phase 1 investigation has also been considered in phase 2.
- B.5 On 22 May 2024 and 18 June 2024 members of the Inquiry Group, accompanied by CMA staff, visited Lindab and HAS-Vent offices respectively.
- B.6 On 28 May 2024, we published our issues statement on the inquiry [webpage](#) setting out the areas of concern on which the inquiry would focus.
- B.7 We received written evidence from the Parties in the form of submissions and responses to information requests, including internal documents. We also held calls with 11 the Parties branch managers. The Parties' [joint response to the Issues Statement](#) was published on the inquiry webpage on 27 June 2024.
- B.8 We held separate hearings with each of the Parties on 17 and 18 July 2024.
- B.9 Prior to the hearings, we sent the Parties a number of working papers for comment. The Parties were also sent an annotated issues statement, which outlined our emerging thinking prior to their respective main party hearings. The Parties provided comments on our annotated issues statement and working papers on 28 July 2024. This response was updated with further evidence on 5 August 2024.
- B.10 On 22 August 2024, we published a notice of provisional findings and a summary of our provisional findings report on the inquiry [webpage](#). A non-confidential version of our provisional findings was published on the inquiry [webpage](#) on

¹ The IEO issued in phase 1 remains in force and was published on the inquiry [webpage](#) on 13 November 2023.

23 August 2024. As we had provisionally concluded that the completed acquisition of HAS-Vent by Lindab had resulted in the creation of a relevant merger situation (**RMS**), and the creation of that RMS has resulted, or may be expected to result, in an SLC in the market or markets in the UK for the supply of circular ducts and fittings in the local areas around Nottingham and Stoke-on-Trent, a notice of possible remedies (**Remedies Notice**) was also published on the inquiry [webpage](#). Interested parties were invited to comment on the provisional findings and Remedies Notice documents.

- B.11 Following signing of the relevant confidentiality ring undertakings, the confidential version of the Provisional Findings Report was disclosed to certain of the Parties' external advisers on 22 August 2024.
- B.12 After issuing the provisional findings and the Remedies Notice, we held a number of calls with third parties to clarify our understanding of certain issues. Evidence was also obtained from third parties using written requests.
- B.13 Non-confidential versions of responses to the provisional findings and to the Remedies Notice were published on the inquiry [webpage](#). The non-confidential version of the Parties' response to the Remedies Notice was published on 17 September 2024 and the non-confidential version of the Parties' response to the provisional findings was published on 27 September 2024.
- B.14 On 10 September 2024, we held separate response hearings with each of HAS-Vent and Lindab. We sent the Parties a Remedies Working Paper (**RWP**) on 24 September 2024 for comment. The confidential version of the RWP was disclosed to certain of the Parties' external advisers on 24 September 2024. We received the Parties' response to this document on 1 October 2024.
- B.15 A non-confidential version of our final report has been published on the inquiry [webpage](#).
- B.16 We would like to thank all those who have assisted our inquiry.

APPENDIX C: EVIDENCE GATHERED ON BARRIERS TO ENTRY AND EXPANSION

Introduction

- C.1 In this appendix, we present the evidence which we have considered from the Parties and third parties as part of our assessment of barriers to entry and expansion in Chapter 8. This appendix should be read in conjunction with the summary of the evidence and assessment described in that chapter. Specifically, this appendix sets out:
- (a) the Parties' and third-party views on initial investment costs including the components of the investment costs;
 - (b) third party evidence on margins in the market for the supply of circular ducts and fittings; and
 - (c) third party views on the importance of reputation, customer relationships and customer service.

Initial investment costs

- C.2 This section sets out the submissions provided by the Parties and the views of third parties on the investment costs associated with entry/expansion in the market for the supply of circular ducts and fittings.

The Parties' views

- C.3 Lindab estimated that the cost to enter the market for the supply of circular ducts and fittings would be: (i) £[REDACTED] to open a sales branch, and (ii) £[REDACTED] to open a manufacturing and distribution branch.²
- C.4 The entry costs estimated by Lindab are comprised of the following:
- (a) Computer and office equipment, and warehouse racking: £[REDACTED] one-off cost for both a manufacturing and distribution branch, and a distribution branch.³
 - (b) Stock of third party goods for resale: £[REDACTED] one-off cost for both a manufacturing and distribution branch, and a distribution branch.⁴

² Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

³ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

⁴ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

- (c) Stock of raw materials: £[REDACTED] one-off cost for steel for a manufacturing and distribution branch.⁵ Lindab estimated that £[REDACTED] of raw material costs would manufacture approximately three months' worth of ducting.⁶ This cost would not apply for a distribution-only branch.
- (d) Working capital: £[REDACTED] of cash to fund operations for a manufacturing and distribution branch and £[REDACTED] of cash to fund operations for a distribution branch. The working capital would fund the following operating costs for approximately a three-month period:⁷
- (i) *Property costs*: The Parties submitted that suitable premises would be needed with a large storage area for stock, and that such premises are basic and readily available on industrial parks where planning permission is not an issue.⁸ Costs to lease premises are estimated by the Parties to be in the region of £6.50-£10 per sq/ft,⁹ although rent has increased recently for Lindab in London to £[REDACTED] per sq/ft.¹⁰ HAS-Vent provided comparable figures for average rent costs noting that the maximum is £12 per sq/ft in London, with rent reviews becoming more frequent.¹¹ Lindab has assumed in its entry costs that a larger premises would be required for a manufacturing branch than a distribution branch given the additional space which is needed for the spiral manufacturing machine.¹²
 - (ii) *Delivery vehicles*: Lindab submitted that delivery vehicles could be leased.¹³ While Lindab has estimated costs of £[REDACTED] to lease one vehicle (for both a manufacturing and distribution branch, and a pure distribution branch),¹⁴ it submitted that cheaper vehicles than the ones which Lindab currently leases are available.¹⁵
 - (iii) *Other costs*: Lindab has estimated 'other costs' of £[REDACTED] for both types of branches, which includes forklift hire, IT connectivity, advertising, travel costs and legal and consultancy fees.¹⁶
 - (iv) *Machinery*: The Parties submitted that if entering the market for the manufacturing of circular ducts, a new entrant would require machinery

⁵ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

⁶ Lindab email to the CMA, 29 July 2024.

⁷ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

⁸ Parties' submission to the CMA 'Submission 1 to the Competition and Markets Authority on Competition Analysis', 18 March 2024, page 31.

⁹ Parties' submission to the CMA 'Submission 1 to the Competition and Markets Authority on Competition Analysis', 18 March 2024, page 31.

¹⁰ Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 5.

¹¹ HAS-Vent response to the CMA's section 109 Notice 3, 18 June 2024, question 5.

¹² Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(b).

¹³ Parties' issues meeting slides, 3 April 2024, slide 33.

¹⁴ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

¹⁵ Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(i).

¹⁶ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

(which can be new or second-hand)¹⁷ and is estimated to cost £150,000 (for a new spiral machine).¹⁸ The Parties have also stated that the equipment used in manufacturing circular ducts and fittings is widely available,¹⁹ and aside from Spiro (owned by Lindab), there are multiple alternative manufacturers of such machines.²⁰ The Parties noted that significantly cheaper second-hand spiral machines are available costing between of £75-£100k,²¹ and Lindab submitted that such machines can also be leased/purchased through finance.²² Lindab considered the leasing of the spiral machine to be a much more likely basis for entry²³ with an annual cost of approximately £[redacted].²⁴

- (v) *Staff:* Lindab has estimated that in order to enter the market for the manufacturing and distribution of circular ducts, an entrant would require four members of staff – one office person, one warehouse person, one driver and one spiral machine operator. For a pure distribution branch, the staff requirement would be slightly less with only three members of staff (given no spiral machine operator would be required).²⁵

C.5 As concerns staff, the Parties submitted that entry and expansion are facilitated by the fact that there are no significant skill or staff issues to contend with.²⁶ Should a new entrant wish to enter the market for the manufacturing of circular ducts and fittings (as opposed to just the distribution of circular ducts and fittings), the Parties stated that a single operator would be required, who can be trained in two weeks.²⁷ In terms of the lead times associated with the recruitment of a machine operator, Lindab submitted that in some areas, a machine operator can be recruited in as little as two weeks but, on average, it takes four weeks. Lindab considered that as machine operators are low paid, offering higher pay to an operator working at another manufacturer may result in a suitable hire.²⁸

C.6 The Parties also told us that it is particularly easy for an individual who has worked within a ventilation distributor or duct manufacturer for some time, to leave and set

¹⁷ Parties' response to the CMA's section 109 Notice 1, 7 November 2023, question 33.

¹⁸ Lindab's response to the CMA's section 109 Notice 1, 7 November 2023, question 33.

¹⁹ [Parties' response to the Phase 2 Issues Statement](#), 19 June 2024, page 10.

²⁰ Parties' response to the Issues Letter, 7 April 2024, paragraph 85; and Parties' issues meeting slides, 3 April 2024, slides 33 and 35. The Parties identified the following alternative manufacturers of duct machines: Ilmaksan Makina, DFC Makine, BLKMA, Comifo, JWT, SVR International, Hongjun Technology, Namcor and Tormec (Lindab's response to the CMA's section 109 Notice 2, Part 2, 1 December 2023, question 16).

²¹ Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(g).

²² Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(a).

²³ Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(a).

²⁴ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

²⁵ Lindab's response to the CMA's RFI 1, 4 July 2024, question 1.

²⁶ Parties' submission to the CMA, 'Submission 1 to the Competition and Markets Authority on Competition Analysis', 18 March 2024, page 30.

²⁷ Parties' issues meeting slides, 3 April 2024, slide 33. HAS-Vent estimated that the recruitment time for a circular duct machine operator would be approximately two to four weeks (HAS-Vent response to the CMA's section 109 Notice 3, 18 June 2024, question 3).

²⁸ Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(k).

up their own business.²⁹ Lindab submitted that a branch manager would be expected to have experience of managing, or being a team leader, in a similar construction supply chain environment, but there are many comparable companies.³⁰ Similarly, HAS-Vent submitted that it would have a preference to recruit a branch manager with market knowledge or experience of working in allied trades, with recruitment of this role taking one month to six weeks. HAS-Vent would expect a competent individual to be fully operational and able to run a successful branch within three months.³¹

- C.7 As concerns the sales administrator, warehouse staff and drivers, Lindab does not view these as technical roles [redacted] however the staff would need to be trained on the product range.³² This was broadly echoed by HAS-Vent who submitted that recruiting for all positions (except for a branch manager) would take two weeks and a minimal amount of training would be required in order to become operational.³³
- C.8 In terms of timeframes, the Parties submitted that a new branch could be opened within a timeframe of three to six months. In the view of the Parties, an average distribution branch recoups its initial investment cost in a little over a year from the sale of circular products, and for a manufacturing branch with a higher outlay, the initial investments are recouped in just over a year.³⁴

Third party views

- C.9 [redacted] told us that it is fairly easy to open a new branch and the main barriers to entry would be finding the right location and staff to run the branch. It estimated costs (depending on the size of the branch and stock holdings) in the region of £600k to £800k to stock and open a new manufacturing branch in a rented property, including buying a manufacturing machine outright. It estimated costs in the region of £300k to open a branch engaged in distribution only.³⁵
- C.10 [redacted] told us that a new entrant opening a distribution branch would require premises between 3,000 sq/ft to 5,000 sq/ft in size with costs in the region of £300k per annum (depending on the geographic location of the branch). An entrant would also need staff, racking and stock taking the overall costs of entry to approximately £1 million. It also stated that rents have been increasing in recent

²⁹ Parties' submission to the CMA 'Submission 1 to the Competition and Markets Authority on Competition Analysis', 18 March 2024, page 30.

³⁰ Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(k).

³¹ HAS-Vent response to the CMA's section 109 Notice 3, 18 June 2024, question 3.

³² Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 1(k).

³³ HAS-Vent response to the CMA's section 109 Notice 3, 18 June 2024, question 3.

³⁴ Parties' response to the CMA's Annotated Issues Statement, 29 July 2024, pages 43 and 49.

³⁵ Third party response to CMA questionnaire.

years with its rent in Stratford and Croydon both doubling. As concerns staff, it told us that [redacted].³⁶

- C.11 [redacted] submitted that opening a new branch is a very long process where a number of factors need to be taken into account such as, staff, customer presence, competitor presence, geographic reach.³⁷ It also told us (in respect of the manufacturing of circular ducts and fittings) that barriers to entry are high due to the need for a large upfront investment in machinery and equipment.³⁸ It estimated entry costs of around £175k for three months of operation for a distribution branch.³⁹ It also noted that cash upfront would be a significant initial cost and suppliers may not offer the best terms for the initial sourcing of materials.⁴⁰ As concerns staff expertise, it submitted that it attributes its success to employing people with a strong track record within the industry, [redacted].⁴¹
- C.12 [redacted] estimated costs of entry as follows: (i) machinery investment of approximately £300,000 to £500,000, (ii) staffing cost, including annual salary for the branch manager and skilled operators, of approximately £150,000, and (iii) annual rent of the business premises of about £60,000, depending on the location of the premises. It told us that for the more large-scale specialised projects in the market, investment costs, especially the investment required to acquire machinery and skilled staff for manufacturing capability is a barrier to entry.⁴²
- C.13 [redacted] (a recent entrant) told us that to set up a manufacturing and distribution branch, the manufacturing machines alone would cost approximately £600,000, and the total initial investment costs would be about £1 million. It estimated that it would take six to twelve months for a branch set up by an existing manufacturer in the market to become self-financing, whilst it would take up to 12 months for one set up by a new entrant.⁴³
- C.14 [redacted] told us that the majority (90%) of set-up costs can be attributed to hiring people who have the relevant expertise and can bring along a customer base. Furthermore, it stated that it would take up to 12 months for a branch to start to become competitive from the point when it was set up.⁴⁴ It did not think that a branch would become self-financing within approximately three months of opening.⁴⁵

³⁶ Third party call note.

³⁷ Email from third party to CMA.

³⁸ Third party call note.

³⁹ Third party response to CMA's follow-up questions.

⁴⁰ Third party response to CMA's follow-up questions.

⁴¹ Third party response to CMA's follow-up questions.

⁴² Third party call note.

⁴³ Third party response to CMA's RFI.

⁴⁴ Third party call note.

⁴⁵ Third party response to CMA's RFI.

- C.15 [X] told us that barriers to entry are high due to high investment costs in purchasing machinery and equipment upfront.⁴⁶
- C.16 [X] told us that one of the main barriers to entry for circular fittings is high investment costs.⁴⁷
- C.17 [X] told us (in relation to potential expansion issues) that finances for property, making and/or buying stock and finding staff would be a risk that it would need to take into account.⁴⁸
- C.18 [X] told us that 'finding staff is difficult'.⁴⁹
- C.19 [X] told us (in relation to potential expansion plans) that 'staffing issues would be a problem'.⁵⁰
- C.20 [X] (a customer) told us that hiring staff with the relevant expertise is one challenge which a new entrant would face, but that there is no specific expertise required to operate the manufacturing machines for circular ducts and fittings, and hiring the relevant staff is not considered to be a barrier to entry.⁵¹
- C.21 [X] (a pure distributor) told us that when it opened a new branch it would not expect the branch to make any profit in the first year because the new entrant would have to lower the selling price (and thus margins) in order to compete with the existing suppliers in that area.⁵²

Margins

- C.22 This section sets out the submissions of the Parties and the views of third parties on whether the low margin nature of the market for the supply of circular ducts and fittings represents a barrier to entry/expansion.

Parties' views

- C.23 Lindab submitted that it does not consider that the margin on ducts and fittings is so low that this could operate as a barrier to entry.⁵³
- C.24 HAS-Vent also submitted that low margins do not create a barrier to entry, as recent entry has shown.⁵⁴

⁴⁶ Third party call note.

⁴⁷ Third party call note.

⁴⁸ Third party response to the CMA's section 109 Notice 1.

⁴⁹ Third party response to the CMA's competitor questionnaire.

⁵⁰ Third party response to the CMA's competitor questionnaire.

⁵¹ Third party call note.

⁵² Third party responses to CMA's RFI.

⁵³ Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, question 7(a).

⁵⁴ HAS-Vent response to the CMA's section 109 Notice 3, 18 June 2024, question 7(a).

Third party views and evidence

- C.25 [X] told us that ductwork is a small margin business and that it is difficult for smaller players to compete with larger players particularly in a downturn when larger suppliers will price aggressively to maintain turnover.⁵⁵ It also told us that for smaller projects, the low profit nature of the circular duct and fitting manufacturing business is a barrier to entry.⁵⁶
- C.26 [X] told us that to gain initial market share, a new entrant's margins may well need to be lower than budget in order to attract customers to a new supplier.⁵⁷
- C.27 [X] told us (in relation to potential expansion plans) that to compete in the current market, it would not make enough margin to make a new branch viable.⁵⁸
- C.28 [X] told us that (in relation to potential expansion plans) that the margins in relation to the sale of circular ducts are 'too small'.⁵⁹
- C.29 SK Sales' statutory accounts for year-ended December 2022 show a negative operating profit margin.⁶⁰
- C.30 JA Glover's statutory financial statements show an operating profit margin of less than 1% in 2022, and 1.3% in 2023.⁶¹

Reputation, customer relationships and good levels of customer service

- C.31 This section sets out the submissions of the Parties and the views of third parties on whether the need for a reputation, existing customer relationships and being able to provide good levels of customer service would represent a barrier to entry to the market for the supply of circular ducts and fittings.

Parties' views

- C.32 Lindab submitted that customer relationships are important, and a salesperson will try to encourage customer loyalty, however, customers look for the best price and timely deliveries and customers can switch easily. In respect of the need for a good reputation and an established track record in the industry, Lindab submitted that customers learn from experience whether a distributor is reliable and

⁵⁵ Third party call note.

⁵⁶ Third party call note.

⁵⁷ Third party response to CMA's follow-up questions.

⁵⁸ Third party response to CMA's competitor questionnaire.

⁵⁹ Third party response to CMA's competitor questionnaire.

⁶⁰ CMA calculations based on [SK Sales' statutory accounts for year-ended 31 December 2022](#) [last accessed by the CMA on 9 October 2024].

⁶¹ CMA calculations based on [JA Glover's statutory financial statements for year-ended 30 June 2023 also covering June 2022](#) [last accessed by the CMA on 9 October 2024]. Note that we have excluded 'other operating income' of: (i) c.£100k from JA Glover's 2022 operating income and (ii) c.£60k from JA Glover's 2023 operating income given that we are unsure what this other operating income relates to.

competitive and it is not difficult to establish a track record for good pricing, a good range of products and on-time delivery (as demonstrated by the growth of Storm Ventilation).⁶²

- C.33 HAS-Vent submitted that customer relationships are important, but relationships can only be developed once a competitive offering has been agreed. However, even with a good relationship, HAS-Vent submitted that [redacted]. In respect of the need for a good reputation and established track record in the industry, HAS-Vent is of the view that this is helpful, [redacted]. HAS-Vent submitted that with price being the key factor, businesses can enter with a relatively low investment and compete sustainably due to easy access to the entire product range. Therefore, once a business has demonstrated its competitiveness, HAS-Vent stated that relationships, service and reputation will follow.⁶³
- C.34 A Lindab branch manager also told us that long-standing relationships could be a reason why a customer would buy from a competitor rather than Lindab.⁶⁴

Third party views

- C.35 [redacted] informed us that opportunities can arise to attract new customers when an existing contact moves to working for another contractor. Furthermore, it stated that it is an industry where those involved know each other. It also told us that distributors rely on maintaining good personal relationships with their customers, for example, in picking up calls late into the evening and delivering products the next day.⁶⁵
- C.36 [redacted] told us that when choosing suppliers, customers usually consider service quality and delivery time (the customer experience) as the most important factor. It also stated that most of its customers are repeat customers and that new customers generally come to know about it through word of mouth.⁶⁶
- C.37 [redacted] told us that the vast majority of its business is repeat business with a customer base built up over more than 30 years of trading. It explained that awareness amongst customers and suppliers in the sector is spread by word of mouth and that it is a small trade in which most people will know of each other.⁶⁷
- C.38 [redacted] told us that it considers that [redacted] given that it has been established for [redacted] years through 'word-of-mouth' sales.⁶⁸ It also stated that reputation and an established track record is a significant barrier to entry across the board, for all

⁶² Lindab's response to the CMA's section 109 Notice 3, 18 June 2024, questions 7(c) and 7(d).

⁶³ HAS-Vent's response to the CMA's section 109 Notice 3, 18 June 2024, questions 7(c) and 7(d).

⁶⁴ Lindab branch manager call note (Stoke-on-Trent), 11 June 2024, paragraph 12.

⁶⁵ Third party call note.

⁶⁶ Third party call note.

⁶⁷ Third party call note.

⁶⁸ Third party call note.

kinds of projects in the market. For smaller projects, it views the need for pre-existing customer relationships as a barrier to entry.⁶⁹

- C.39 [X] told us that [X].⁷⁰ It viewed the importance of customer relationships as a key barrier to entry noting that a new entrant would be met with strong existing customer/supplier relationships elsewhere.⁷¹ It also viewed reputation and an established track record in the industry as being an important factor for success, noting that a new entrant's business would need to be run by an established team in the industry or a well-known and reputable business.⁷² Furthermore, in the context of discussing its local distribution range with the CMA, it informed us that one of a number of exceptions to the average local distribution range occurs when a customer has a personal relationship with a manager situated at a different branch than the branch which is the closest to the customer's location (to the extent this does not affect the costs of delivery to the customer).⁷³
- C.40 [X] told us that finding a customer base is difficult and knowledge of the customer base is important eg knowing who to sell to and what their product requirements are.⁷⁴

⁶⁹ Third party call note.

⁷⁰ Third party response to the CMA's section 109 Notice 1.

⁷¹ Third party response to the CMA's follow-up questions.

⁷² Third party response to the CMA's follow-up questions.

⁷³ Third party call note.

⁷⁴ Third party call note.

APPENDIX D: LOCAL ANALYSIS DATA

Introduction

- D.1 In this appendix we set out the background data referred to in the main sections of our final report. In particular:
- (a) Our estimates of shares of sales in the supply of circular ducts and fittings in 2023 in England and Wales (Table D.1).
 - (b) Revenues of manufacturers and distributors in the supply of circular ducts and fittings in 2023 in England and Wales (Tables D.2 and D.3).
 - (c) For each of the Parties' branches (Tables D.4 and D.5):
 - (i) revenue from the sales of circular ducts and fittings in 2023;
 - (ii) the drive-time within which 50% and 80% of its delivery sales were made in 2022 (**50% and 80% delivery areas**); and
 - (iii) the proportion of sales of circular ducts and fittings by value collected from the branch between 2021 and 2023.
 - (d) For each area where the Parties may be competing with each other to a material degree, tables and maps showing the location of the Parties branches and other suppliers within the 80% delivery area.

Shares of supply

- D.2 Table D.1 provides estimates of shares of sales in the supply of circular ducts and fittings in 2023 based on data provided by the Parties and other suppliers.
- D.3 As noted in Chapter 5 'Competition to supply circular ducts and fittings' suppliers use different business models with some suppliers manufacturing and distributing circular ducts while others only manufacture circular ducts and distribute using distributors. Therefore, the sales figures provided by different suppliers are not necessarily directly comparable: if all suppliers (ie manufacturers and distributors) are included this would lead to double counting (ie a manufacturer's sales appearing in their own right and then again when made by a distributor).
- D.4 However, we understand that most suppliers make the majority of their sales direct to end-customers with Mercury being the main exception amongst the larger suppliers. Consequently, we have made two adjustments to the data provided by third parties to calculate shares of supply on as comparable a basis as possible:

- (a) For Mercury we have included a [X] % mark-up on Mercury’s wholesale sales to approximate the ‘retail’ value of these sales based on information provided on distribution margins;
- (b) Distributors may source some fittings directly from overseas suppliers and these revenues will not be included in data provided by UK manufacturers. Therefore, we have also included an adjustment (based on data provided by third parties) to estimate additional imports which are then sold by ‘pure distributors’ (ie firms who do not manufacture circular ducts and fittings) to UK customers.

D.5 The result of the above is that SK Sales, Storm and other suppliers who do not manufacture circular ducts and fittings (referred to in Table D.1 as ‘Pure distributors’) but who are discussed in our competitive assessment are not separately identified because this would result in a double counting of sales by these suppliers and the associated manufacturers.

Table D.1: Shares of sales in the supply in circular ducts and fittings in England and Wales (2023)

| Manufacturer | Revenue (£m) | Share (%) |
|--|--------------|----------------|
| Lindab | [X] | [20-30] |
| HAS-Vent | [X] | [5-10] |
| Merged Entity* | [X] | [30-40] |
| A&M Ductwork Limited (A&M)† | [X] | [0-5] |
| Airtrace Sheet Metal Limited (Airtrace) | [X] | [0-5] |
| Allduct | [X] | [0-5] |
| CVK Ductwork Services Limited (CVK) | [X] | [0-5] |
| Duct & Vent Ltd (Duct & Vent) | [X] | [0-5] |
| Duct Products | [X] | [5-10] |
| Ducting Supplies Lancs (Ducting Supplies)† | [X] | [0-5] |
| Greenwood | [X] | [0-5] |
| iDuct | [X] | [0-5] |
| Independent Ductwork | [X] | [0-5] |
| JA Glover | [X] | [10-20] |
| MAS | [X] | [0-5] |
| Mercury‡ | [X] | [5-10] |
| McCulloughs Ltd (Mr Spiral) | [X] | [0-5] |
| North Staffs Ducting | [X] | [0-5] |
| SYDS§ | [X] | [0-5] |
| Spiral Ductwork Services Ltd | [X] | [0-5] |
| Tinman Supplies Ltd (Tinman) | [X] | [0-5] |
| VES | [X] | [0-5] |
| Wells (Spiral Tubes) Ltd (Wells) | [X] | [0-5] |
| West Engineering | [X] | [0-5] |
| Additional Imports of CDF by Pure Distributors | [X] | [10-20] |
| Total | [X] | 100 |

Source: CMA analysis based on Parties and third party data.

* The Parties share of supply may, on one hand, be underestimated as the revenue for the total circular ducts and fittings market may double count sales of products which a manufacturer purchased from another UK based manufacturer, in particular imported fittings, and on the other hand, overestimated, as the revenue for total circular ducts and fittings will not include the distribution margin for sales of products by manufacturers (excluding Mercury) to third party distributors.

† Revenues for these companies include sales of all ventilation products as opposed to only circular ducts and fittings.

‡ Revenue has been adjusted to reflect a [X] % distribution mark-up on 80% of this company’s sales.

§ Revenue includes 2023 turnover for the acquired Ventilation Centre business.

Party and third party revenues

D.6 Tables D.2 and D.3 provide revenues of manufacturers and distributors in the supply of circular ducts and fittings in 2023 in England and Wales.

Table D.2: Manufacturer revenues in the supply of circular ducts and fittings

| <i>Manufacturer</i> | <i>Revenue (£m)</i> |
|------------------------------|---------------------|
| Lindab | [REDACTED] |
| HAS-Vent | [REDACTED] |
| Merged Entity | [REDACTED] |
| A&M† | [REDACTED] |
| Airtrace | [REDACTED] |
| Allduct | [REDACTED] |
| CVK | [REDACTED] |
| Duct & Vent | [REDACTED] |
| Duct Products | [REDACTED] |
| Ducting Supplies† | [REDACTED] |
| Greenwood | [REDACTED] |
| iDuct | [REDACTED] |
| Independent Ductwork | [REDACTED] |
| JA Glover | [REDACTED] |
| MAS | [REDACTED] |
| Mercury‡ | [REDACTED] |
| Mr Spiral | [REDACTED] |
| North Staffs Ducting | [REDACTED] |
| SYDS§ | [REDACTED] |
| Spiral Ductwork Services Ltd | [REDACTED] |
| Tinman | [REDACTED] |
| VES | [REDACTED] |
| Wells | [REDACTED] |
| West Engineering | [REDACTED] |
| Total | [REDACTED] |

Source: CMA analysis based on Parties and third party data.

† Revenues for these companies include sales of all ventilation products as opposed to only circular ducts and fittings.

‡ Revenue has been adjusted to reflect a 20% distribution mark-up on 80% of this company's sales.

§ Revenue includes 2023 turnover for the acquired Ventilation Centre business.

Table D.3: Distributor revenues in the supply of circular ducts and fittings

| <i>Distributor</i> | <i>Revenue (£m)</i> |
|---------------------|---------------------|
| Alpha Wholesale | [REDACTED] |
| GGS Southern | [REDACTED] |
| Greenmill | [REDACTED] |
| L&B Ventilation | [REDACTED] |
| Midland Ventilation | [REDACTED] |
| SK Sales | [REDACTED] |
| Storm | [REDACTED] |
| Vent Direct | [REDACTED] |
| Young's¶ | [REDACTED] |
| Total | [REDACTED] |

Source: CMA analysis based on Parties and third party data.

¶ Revenue includes 2023 turnover for the acquired Vent Vision business.

Parties' branches

D.7 Tables D.4 and D.5 set out the total sales of circular ducts and fittings and 50% and 80% delivery areas for each of the Parties' branches included in our analysis.

In addition, Table D.4 sets out the proportion of circular ducts and all fittings sales collected from each Lindab branch.⁷⁵

- D.8 For Lindab, 50% and 80% delivery areas have been calculated using all delivery orders containing circular ducts and fittings. HAS-Vent was unable to provide this data for orders containing circular ducts and fittings, therefore its delivery areas have instead been calculated using sales of all ventilation system components. In both cases the sales figures used do not capture collection customers and are based on the delivery address of the order (and not the location of the premises of the customer).
- D.9 The 80% delivery area was calculated by adding revenues from sales in order of drive time (starting from the shortest drive time to the longest) until they cumulatively account for 80% of total sales revenues from the centroid site. The final sale added in this list is the 80th percentile sale from the centroid site. The drive time (in minutes) of this 80th percentile sale from the centroid site is the drive time of the 80% delivery area.⁷⁶ The 50% delivery area is found in the same way, but by adding revenues from sales until they cumulatively account for 50% of total sales revenues (as opposed to 80%).

⁷⁵ We note that HAS-Vent did not provide data on the proportions of its sales that are collected from the branch.

⁷⁶ Lindab and HAS-Vent responses to the CMA's section 109 Notice 2, 1 December 2023, Lindab questions 11-12, HAS-Vent questions 5-6.

Table D.4: Lindab branch-level data

| Branch | Revenue in circular ducts and fittings (£) | 50% delivery area (minutes) | 80% delivery area (minutes) | Proportion of sales collected (%) |
|----------------|--|-----------------------------|-----------------------------|-----------------------------------|
| Basildon | [REDACTED] | 38 | 51 | [REDACTED] |
| Birmingham | [REDACTED] | 38 | 96 | [REDACTED] |
| Bristol | [REDACTED] | - | - | [REDACTED] |
| Cardiff | [REDACTED] | - | - | [REDACTED] |
| Croydon | [REDACTED] | 17 | 29 | [REDACTED] |
| Enfield | [REDACTED] | 31 | 64 | [REDACTED] |
| Exeter | [REDACTED] | - | - | [REDACTED] |
| High Wycombe | [REDACTED] | 38 | 47 | [REDACTED] |
| Kent | [REDACTED] | 32 | 39 | [REDACTED] |
| Leeds | [REDACTED] | 28 | 74 | [REDACTED] |
| Leicester | [REDACTED] | 37 | 55 | [REDACTED] |
| Lincoln | [REDACTED] | 50 | 68 | [REDACTED] |
| Manchester | [REDACTED] | 47 | 116 | [REDACTED] |
| Newcastle | [REDACTED] | - | - | [REDACTED] |
| Norwich | [REDACTED] | 26 | 60 | [REDACTED] |
| Nottingham | [REDACTED] | 23 | 44 | [REDACTED] |
| Sheffield | [REDACTED] | 18 | 96 | [REDACTED] |
| Southampton | [REDACTED] | 36 | 46 | [REDACTED] |
| Stoke on Trent | [REDACTED] | 15 | 44 | [REDACTED] |
| Bilston* | [REDACTED] | - | - | - |
| Warrington* | [REDACTED] | - | - | - |

Source:

1. Lindab response to the CMA's section 109 Notice 1, 23 May 2024, question 1.
2. Lindab response to the CMA's section 109 Notice 3, 21 December 2023, question 1.
3. Lindab, accompanying dataset to submission titled 'Evidence on local nature of competition', 9 July 2024.

* Ductmann deliveries are recorded in a manner which means it is not possible to do drive-time calculations for its branches. Collection proportions could also not be calculated for Ductmann branches as the required data was not provided.

Notes:

1. All figures relate to the sale of circular ducts and fittings in England and Wales only.
2. Revenue and delivery area figures relate to 2023. Collection statistics relate to the period 2021 to 2023.
3. Delivery area figures relate to the supply of such products to installers only. Any sales to distributors are not included.
4. Collection proportions methodology: Source 3 provides revenues from the sale of circular ducts and fittings for each branch during the period 2021 to 2023, with delivery method (collection vs. delivery) identified. Orders are attributed to a branch based on the location of the sales staff that processed the order. Any orders processed by staff at a branch without distribution facilities (such that the order cannot be allocated to a branch) or placed by customers using 'cash accounts' (ie the customer does not have an account with Lindab and therefore could not be identified) have been excluded from the dataset. We used this dataset to calculate the percentage of total orders containing circular ducts and fittings which were collected by a customer from each branch in England and Wales throughout the period.

Table D.5: HAS-Vent branch-level data

| Branch | Revenue in circular ducts and fittings (£) | 50% delivery area (minutes) | 80% delivery area (minutes) |
|------------|--|-----------------------------|-----------------------------|
| Bury | [REDACTED] | 27 | 44 |
| Eastleigh | [REDACTED] | 31 | 45 |
| Hailsham | [REDACTED] | 51 | 107 |
| Leeds | [REDACTED] | 19 | 51 |
| Liverpool | [REDACTED] | 23 | 52 |
| Nottingham | [REDACTED] | 26 | 59 |
| Rochester | [REDACTED] | 29 | 37 |
| Stoke | [REDACTED] | 42 | 110 |
| Tottenham | [REDACTED] | 34 | 54 |
| Wombourne | [REDACTED] | 147 | 186 |

Source:

1. HAS-Vent response to the CMA's section 109 Notice 1, 23 May 2024, question 1.
2. HAS-Vent response to the CMA's section 109 Notice 2, 1 December 2023, question 5.

Notes:

1. Revenue figures are specific to the sale of circular ducts and fittings in England and Wales in 2023. Delivery area figures are for sales of all ventilation products, as opposed to circular ducts and fittings only.
2. Delivery areas are calculated based on delivery orders of all ventilation system components (excluding collections). Deliveries (and associated revenues) are attributed to the branch which fulfilled the order, even if the order was placed at a different branch.
3. Collection proportions could not be calculated for HAS-Vent as it does not record the branch at which an order was placed.

Location of the Parties branches and competing suppliers

- D.10 This section sets out the following for each area where the Parties may be competing with each other to a material degree:
- (a) a table showing the location of the Parties' branches and other suppliers, within the 80% delivery area, and drive-times from the relevant Parties' branch; and
 - (b) a map showing the locations of the Parties and other suppliers identified in the table.
- D.11 The 'other' suppliers identified in the tables and maps are limited to those listed in paragraphs 7.39, 7.40 and 7.41 of Chapter 7 'Competitive Assessment' and others where we received evidence specific to certain local areas indicating that a supplier with a smaller presence is a competitor to the Parties in a specific local area.
- D.12 We note that some of the Parties' sites have an 80% delivery area of greater than 84 minutes, in particular Lindab Birmingham, Lindab Manchester, Lindab Sheffield and HAS-Vent Hailsham. For these branches, the tables and maps below only show sites located up to 84 minutes drive away from the relevant Lindab branch. This is because the data provided by the Parties is limited to suppliers located within 84 minutes drivetime of each of the Parties' branches.

Birmingham

Table D.6: Own and competing branches located within an 84 minute drivetime of Birmingham

| Supplier | Branch location | Drive-time (mins) |
|---------------------|-----------------|-------------------|
| Lindab | Birmingham | 0 |
| VES | Birmingham | 7 |
| Lindab | Bilston | 10 |
| SK Sales | Birmingham | 11 |
| Young's | Birmingham | 14 |
| HAS-Vent | Wolverhampton | 18 |
| Storm | Birmingham | 21 |
| J A Glover | Birmingham | 26 |
| <hr/> | | |
| Lindab | Stoke | 49 |
| HAS-Vent | Stoke | 51 |
| Lindab | Leicester | 59 |
| J A Glover | Leicester | 61 |
| Midland Ventilation | Leicester | 65 |
| Lindab | Nottingham | 67 |
| HAS-Vent | Nottingham | 71 |

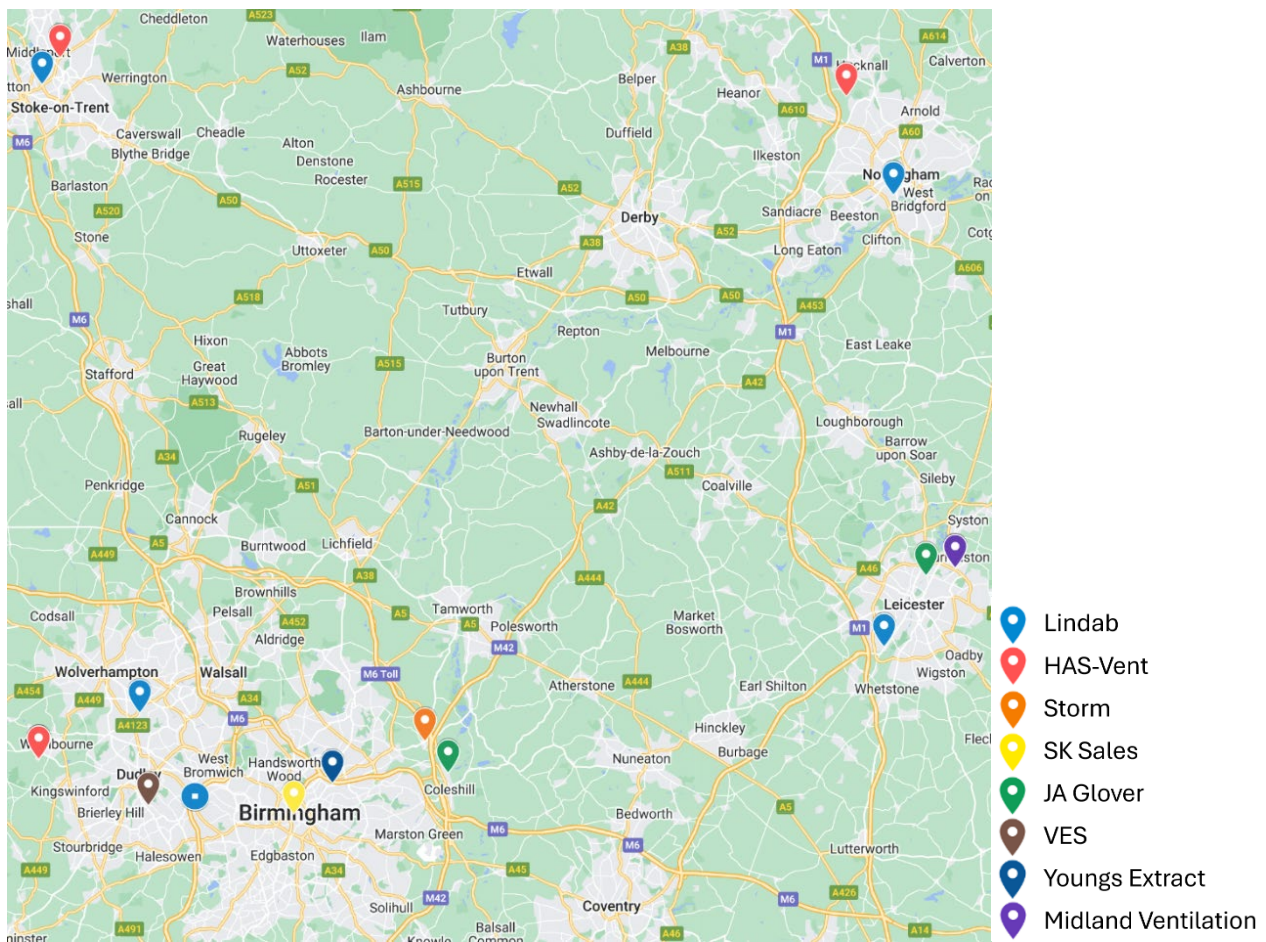
Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Notes:

The dashed line shows the 50% delivery area for Lindab Birmingham ie 38 minutes. The 80% delivery area is 96 minutes.

The 80% delivery area for this site is greater than 84 minutes. As a result, some suppliers located outside of this but within the 80% delivery area may be omitted.

Figure D.1: Own and competing branches located within an 84 minute drivetime of Birmingham



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

North London

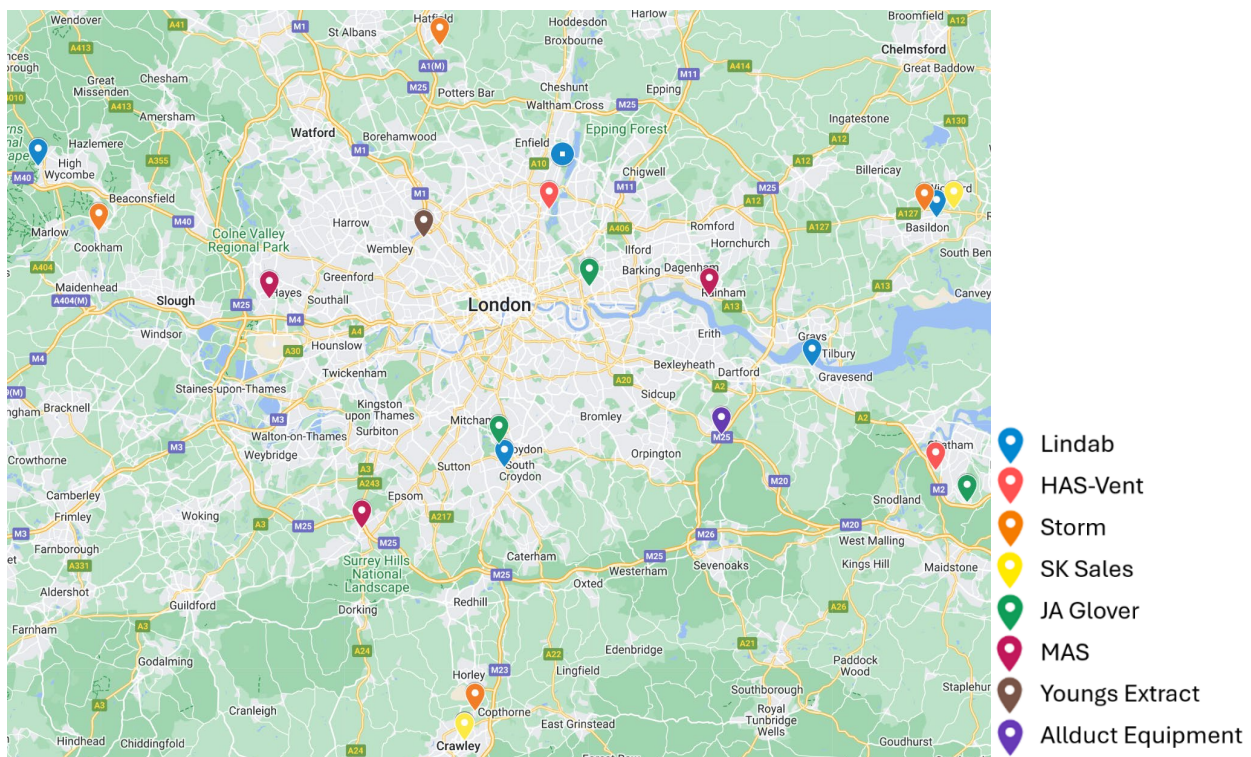
Table D.7: Own and competing branches located within 80% delivery area of North London

| Supplier | Branch location | Drive-time (mins) |
|------------|----------------------|-------------------|
| HAS-Vent | Tottenham | 0 |
| Lindab | Enfield | 7 |
| J A Glover | East London | 14 |
| Young's | North West London | 15 |
| MAS | Rainham | 23 |
| Storm | Welham Green | 23 |
| J A Glover | Croydon | 29 |
| Lindab | Croydon | 29 |
| Allduct | Swanley | 33 |
| MAS | West Drayton | 34 |
| <hr/> | | |
| Lindab | Kent | 37 |
| Storm | Basildon | 38 |
| Lindab | Basildon | 38 |
| SK Sales | Basildon | 39 |
| MAS | Leatherhead (Surrey) | 42 |
| Storm | High Wycombe | 48 |
| Lindab | High Wycombe | 50 |
| HAS-Vent | Rochester | 52 |
| J A Glover | Kent | 52 |
| Storm | Crawley | 53 |
| SK Sales | Crawley | 54 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for HAS-Vent Tottenham ie 34 minutes. The 80% delivery area is 54 minutes.

Figure D.2: Own and competing branches located within 80% delivery area of North London



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Manchester

Table D.8: Own and competing branches located within an 84 minute drivetime of Manchester

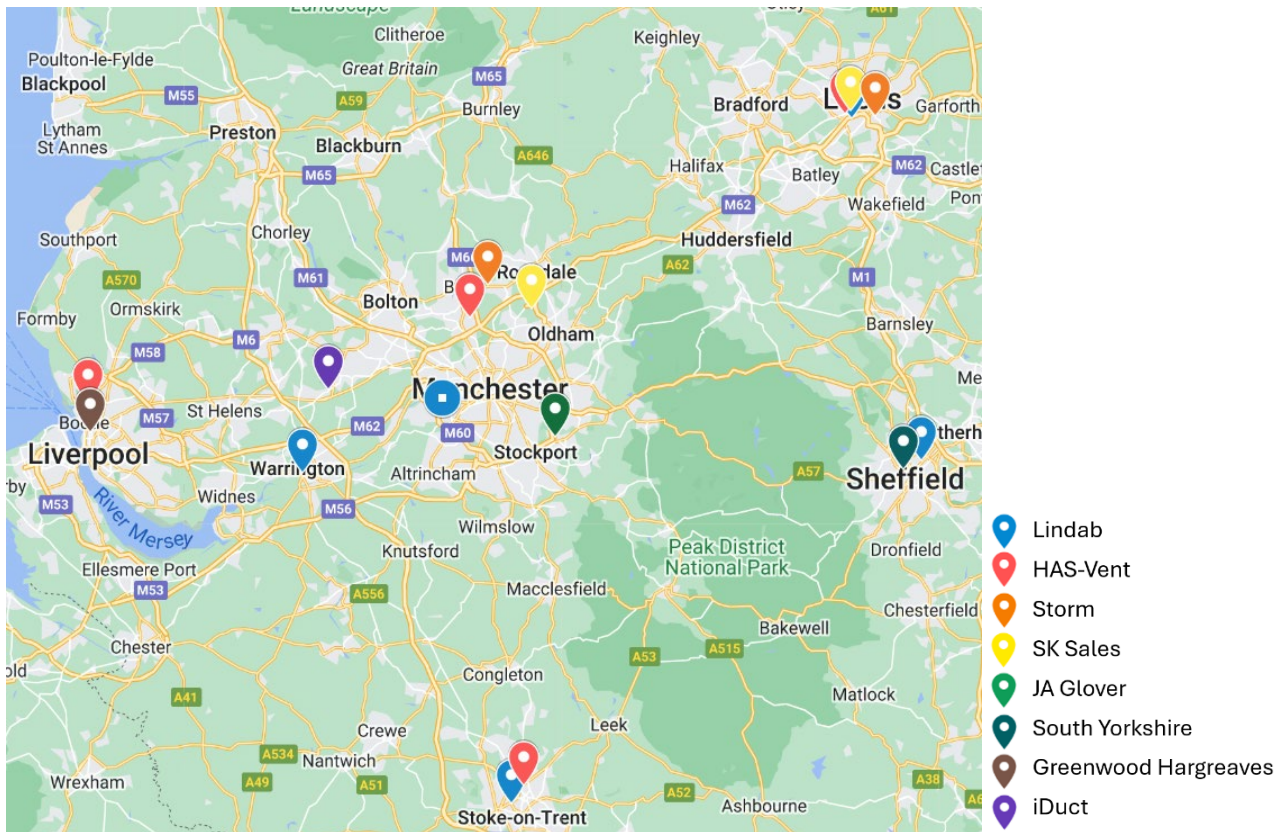
| Supplier | Branch location | Drive-time (mins) |
|-----------|-----------------|-------------------|
| Lindab | Manchester | 0 |
| SYDS | Manchester | 16 |
| HAS-Vent | Bury | 16 |
| Storm | Manchester | 17 |
| SK Sales | Manchester | 19 |
| Lindab | Warrington | 20 |
| iDuct | Leigh | 20 |
| Greenwood | Liverpool | 38 |
| HAS-Vent | Bootle | 40 |
| <hr/> | | |
| Lindab | Stoke | 49 |
| HAS-Vent | Stoke | 50 |
| HAS-Vent | Leeds | 53 |
| Lindab | Leeds | 54 |
| SYDS | Sheffield | 54 |
| SK Sales | Leeds | 54 |
| Lindab | Sheffield | 55 |
| Storm | Leeds | 57 |

Source: CMA analysis of Lindab response to the CMA’s section 109 Notice 3, 18 June 2024, question 16.

Notes:

The dashed line shows the 50% delivery area for Lindab Manchester ie 47 minutes. The 80% delivery area is 116 minutes. The 80% delivery area for this site is greater than 84 minutes. As a result, some suppliers located outside of this but within the 80% delivery area may be omitted.

Figure D.3: Own and competing branches located within an 84 minute drivetime of Manchester



Source: CMA analysis of Lindab response to the CMA’s section 109 Notice 3, 18 June 2024, question 16.

Basildon

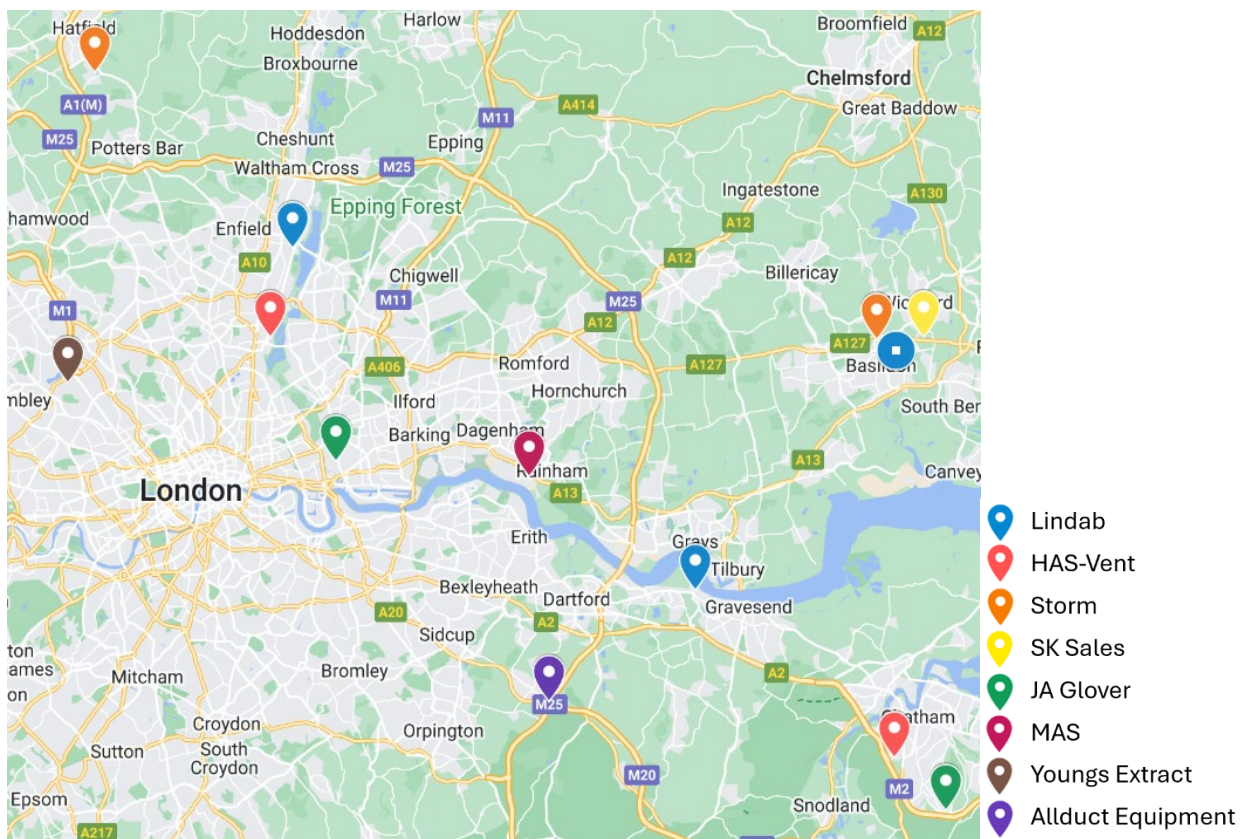
Table D.9: Own and competing branches located within 80% delivery area of Basildon

| Supplier | Branch location | Drive-time (mins) |
|------------|-----------------|-------------------|
| Lindab | Basildon | 0 |
| SK Sales | Basildon | 2 |
| Storm | Basildon | 2 |
| MAS | Rainham | 29 |
| Lindab | Kent | 30 |
| Allduct | Swanley | 30 |
| J A Glover | London | 38 |
| HAS-Vent | Tottenham | 38 |
| Lindab | Enfield | 41 |
| HAS-Vent | Rochester | 45 |
| J A Glover | Kent | 46 |
| Storm | Welham Green | 49 |
| Young's | London | 50 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for Lindab Basildon ie 38 minutes. The 80% delivery area is 51 minutes.

Figure D.4: Own and competing branches located within 80% delivery area of Basildon



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Croydon

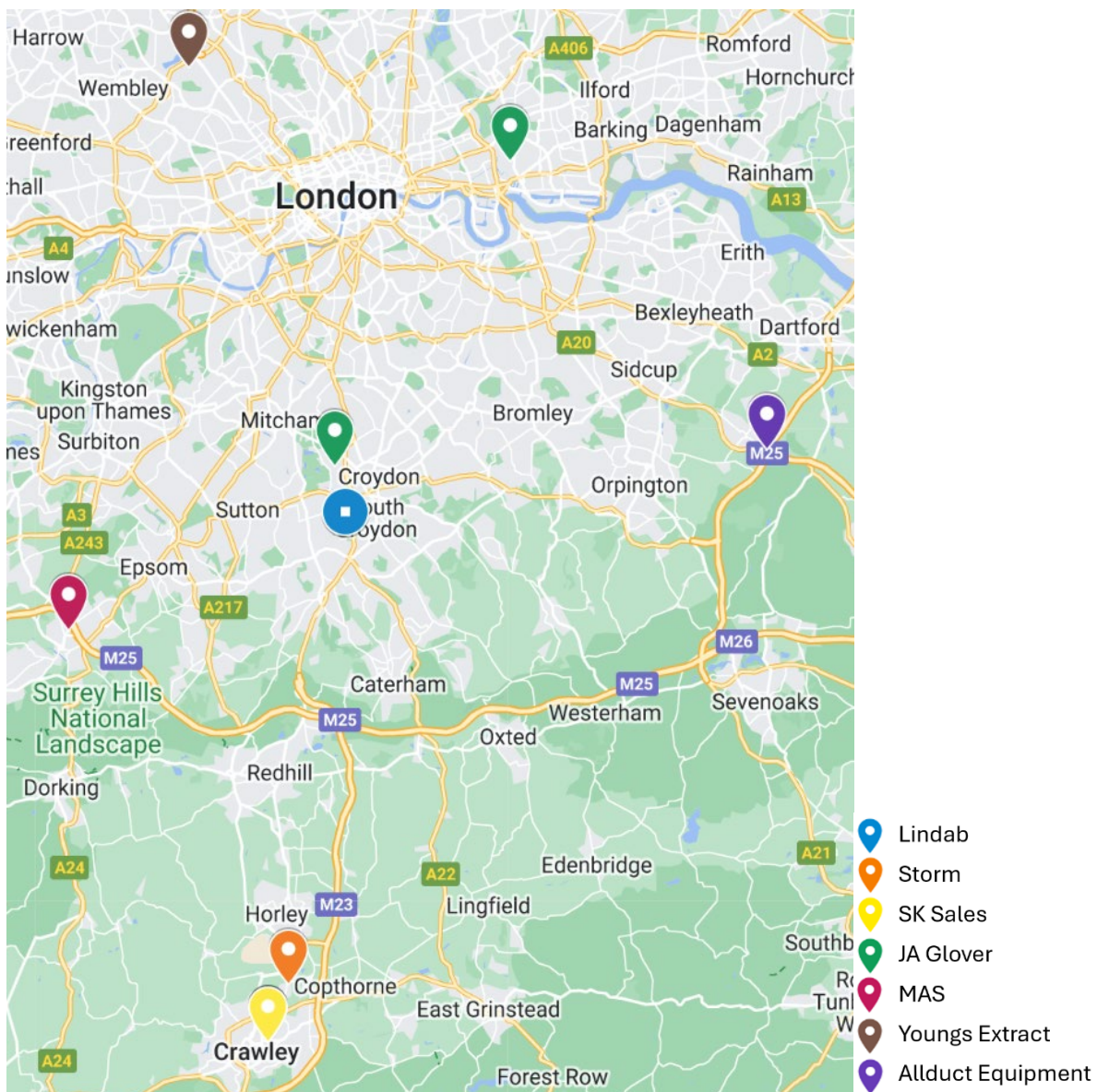
Table D.10: Own and competing branches located within 80% delivery area of Croydon

| Supplier | Branch location | Drive-time (mins) |
|------------|-----------------|-------------------|
| Lindab | Croydon | 0 |
| J A Glover | Croydon | 4 |
| MAS | Surrey | 19 |
| Allduct | Swanley | 24 |
| J A Glover | London | 25 |
| Storm | Crawley | 26 |
| SK Sales | Crawley | 26 |
| Young's | London | 27 |
| HAS-Vent | Tottenham | 29 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for Lindab Croydon ie 17 minutes. The 80% delivery area is 29 minutes.

Figure D.5: Own and competing branches located within 80% delivery area of Croydon



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Halisham

Table D.11: Own and competing branches located within an 84 minute drivetime of Hailsham

| Supplier | Branch location | Drive-time (mins) |
|--------------|----------------------|-------------------|
| HAS-Vent | Hailsham | 0 |
| GGG Southern | Hailsham | 1 |
| Storm | Crawley | 46 |
| SK Sales | Crawley | 47 |
| Lindab | Croydon | 61 |
| Allduct | Swanley | 61 |
| J A Glover | Croydon | 63 |
| MAS | Leatherhead (Surrey) | 65 |
| HAS-Vent | Rochester | 66 |
| J A Glover | Kent | 67 |
| Lindab | Kent | 71 |
| MAS | Rainham | 79 |
| J A Glover | London | 82 |

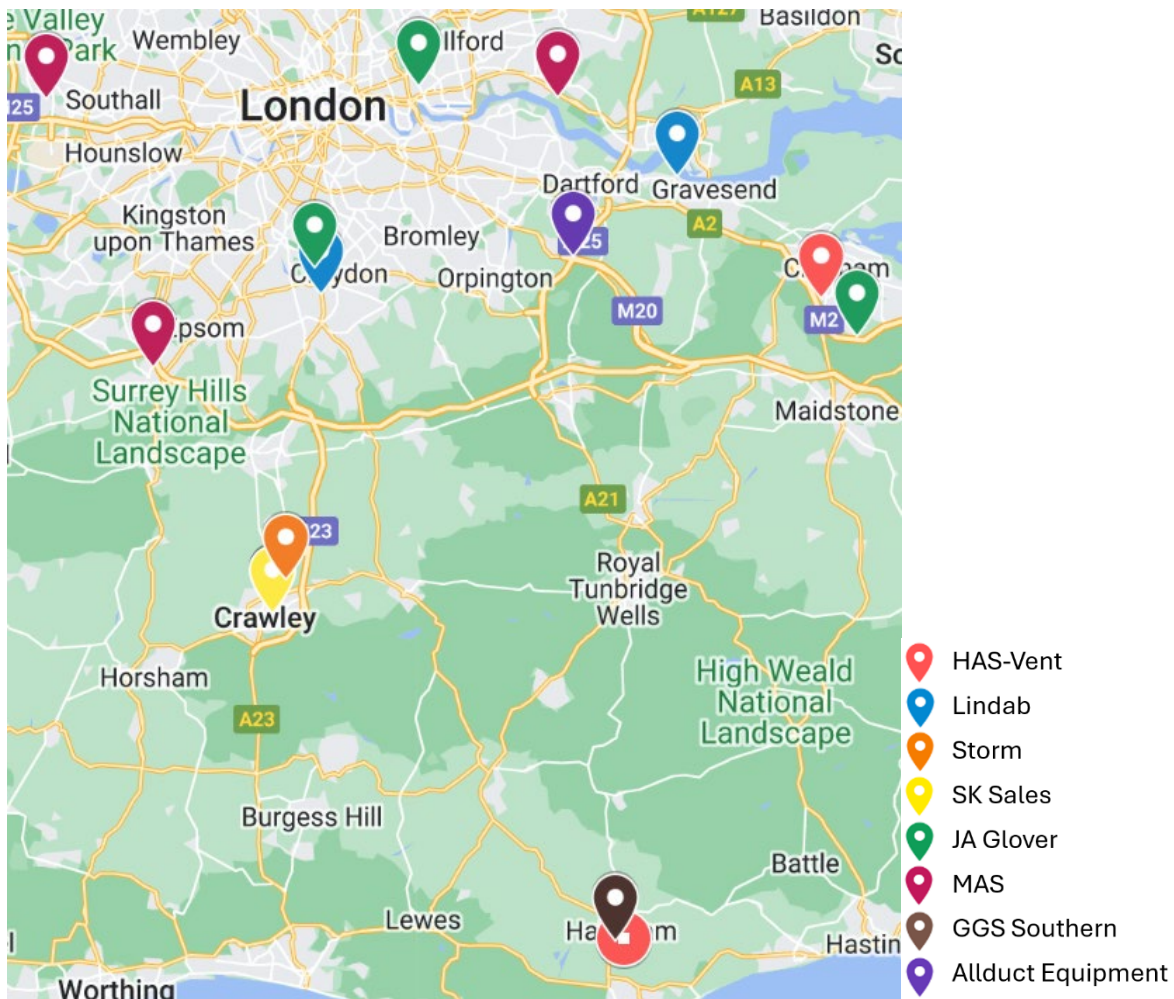
Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16

Notes:

The dashed line shows the 50% delivery area for HAS-Vent Hailsham ie 51 minutes. The 80% delivery area is 107 minutes.

The 80% delivery area for this site is greater than 84 minutes. As a result, some suppliers located outside of this but within the 80% delivery area may be omitted.

Figure D.6: Own and competing branches located within an 84 minute drivetime of Hailsham



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

High Wycombe

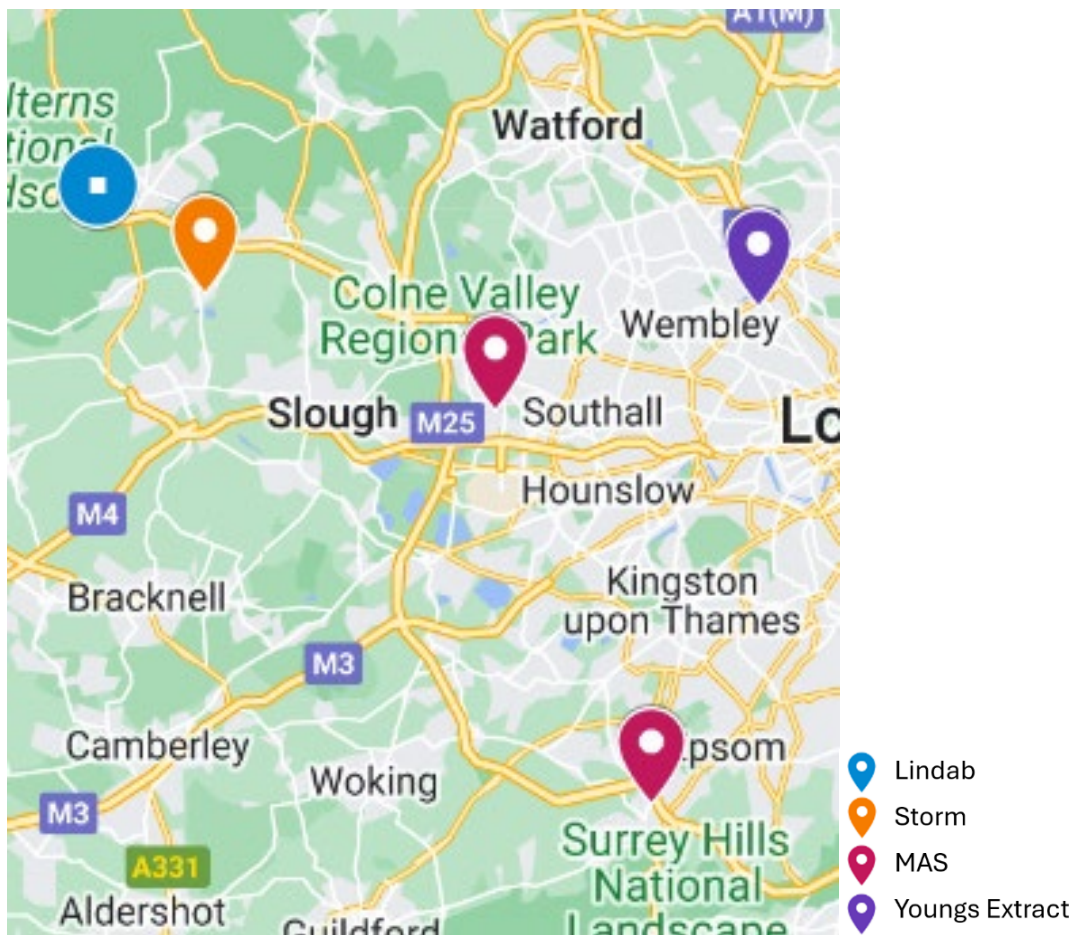
Table D.12: Own and competing branches located within 80% delivery area of High Wycombe

| Supplier | Branch location | Drive-time (mins) |
|----------|-----------------|-------------------|
| Lindab | High Wycombe | 0 |
| Storm | High Wycombe | 12 |
| MAS | West Drayton | 26 |
| Young's | London | 36 |
| MAS | Leatherhead | 46 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for Lindab High Wycombe ie 38 minutes. The 80% delivery area is 47 minutes.

Figure D.7: Own and competing branches located within 80% delivery area of High Wycombe



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Gravesend

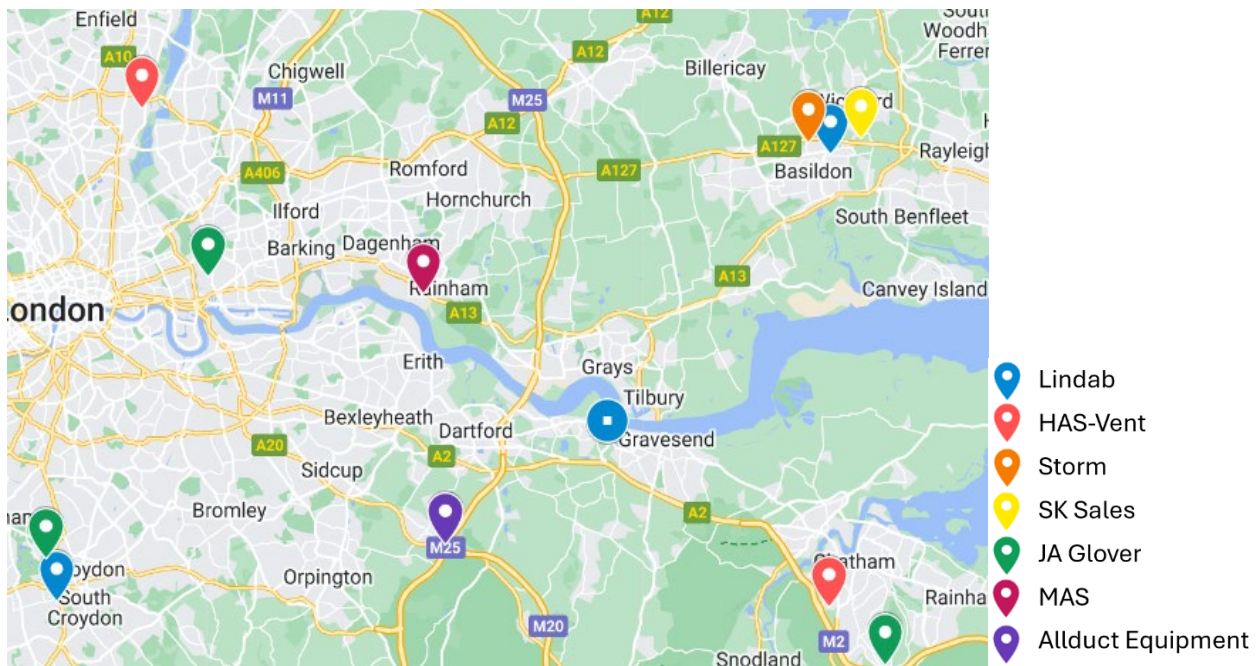
Table D.13: Own and competing branches located within 80% delivery area of Gravesend

| Supplier | Branch location | Drive-time (mins) |
|------------|-----------------|-------------------|
| Lindab | Kent | 0 |
| Allduct | Kent | 12 |
| MAS | Rainham | 19 |
| HAS-Vent | Rochester | 19 |
| J A Glover | Chatham | 21 |
| J A Glover | East London | 29 |
| Storm | Basildon | 30 |
| Lindab | Basildon | 30 |
| SK Sales | Basildon | 31 |
| <hr/> | | |
| Lindab | Croydon | 34 |
| J A Glover | Croydon | 36 |
| HAS-Vent | Tottenham | 38 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for Lindab Kent ie 32 minutes. The 80% delivery area is 39 minutes.

Figure D.8: Own and competing branches located within 80% delivery area of Gravesend



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Rochester

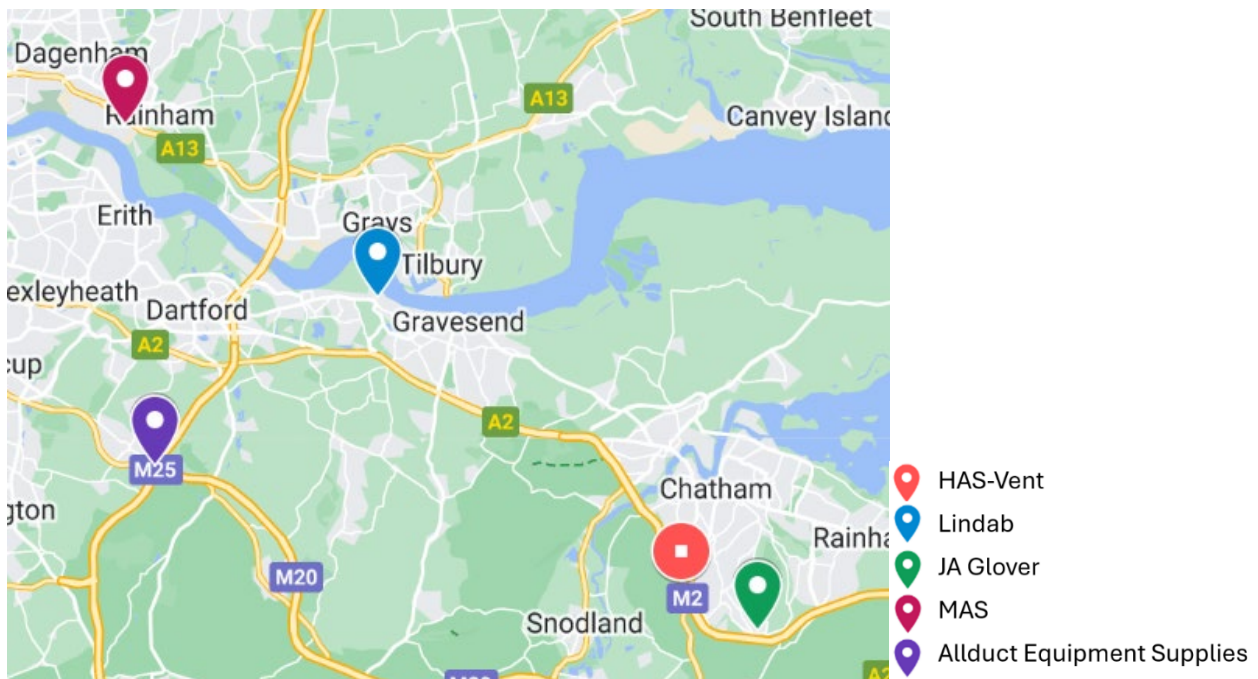
Table D.14: Own and competing branches located within 80% delivery area of Rochester

| Supplier | Branch location | Drive-time (mins) |
|------------|-----------------|-------------------|
| HAS-Vent | Rochester | 0 |
| J A Glover | Chatham | 8 |
| Lindab | Kent | 20 |
| Allduct | Kent | 25 |
| MAS | Rainham | 35 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16

Note: The dashed line shows the 50% delivery area for HAS-Vent Rochester ie 29 minutes. The 80% delivery area is 37 minutes.

Figure D.9: Own and competing branches located within 80% delivery area of Rochester



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Leeds

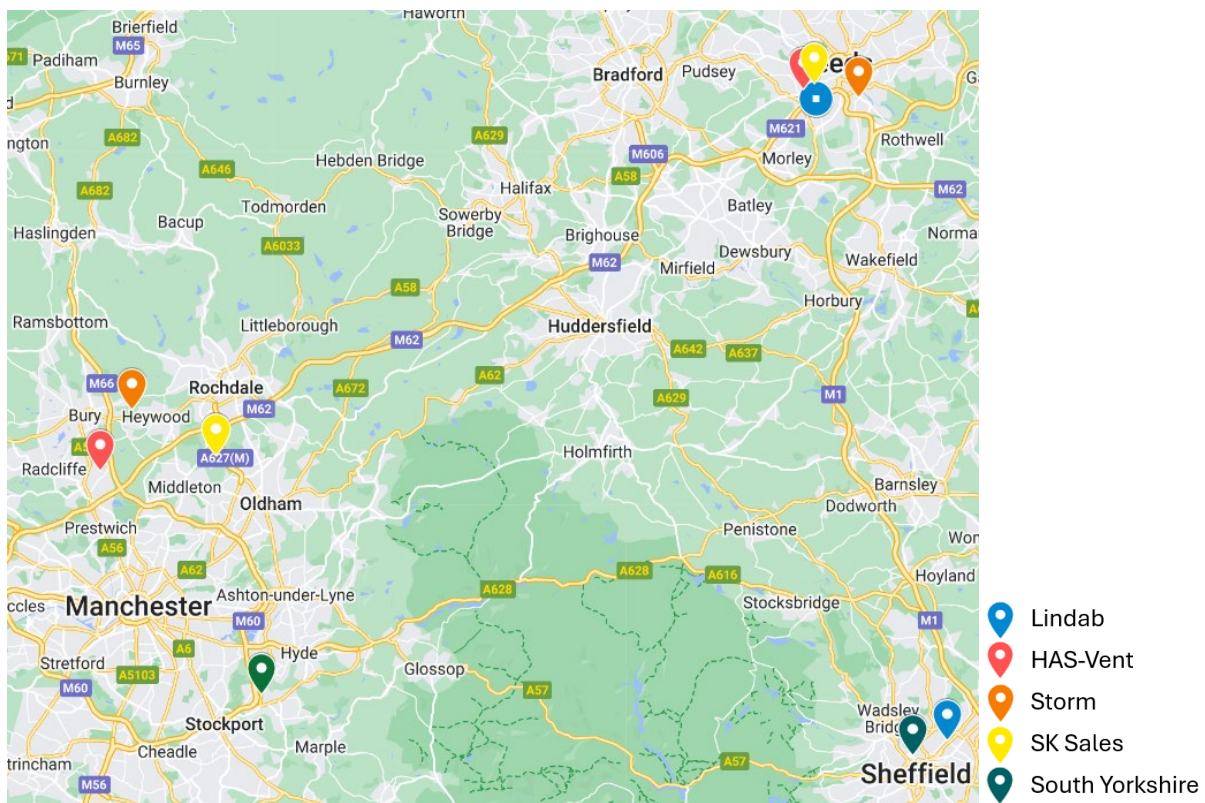
Table D.15: Own and competing branches located within 80% delivery area of Leeds

| Supplier | Branch location | Drive-time (mins) |
|----------|-----------------|-------------------|
| HAS-Vent | Leeds | 0 |
| SK Sales | Leeds | 2 |
| Lindab | Leeds | 2 |
| Storm | Leeds | 6 |
| SK Sales | Manchester | 37 |
| Lindab | Sheffield | 39 |
| SYDS | Sheffield | 41 |
| Storm | Manchester | 43 |
| HAS-Vent | Bury | 44 |
| SYDS | Manchester | 50 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for HAS-Vent Leeds ie 19 minutes. The 80% delivery area is 51 minutes.

Figure D.10: Own and competing branches located within 80% delivery area of Leeds



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Liverpool

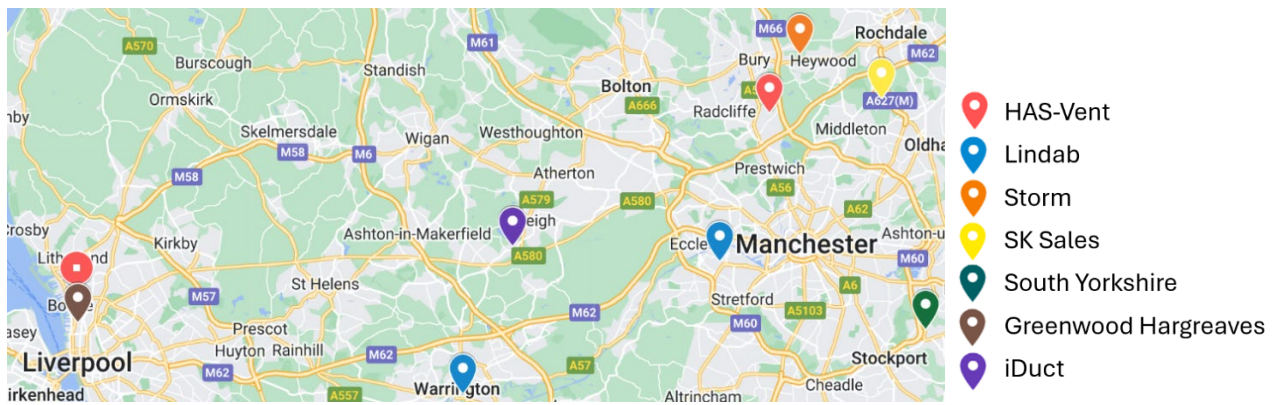
Table D.16: Own and competing branches located within 80% delivery area of Liverpool

| Supplier | Branch location | Drive-time (mins) |
|-----------|-----------------|-------------------|
| HAS-Vent | Liverpool | 0 |
| Greenwood | Liverpool | 5 |
| <hr/> | | |
| iDuct | Leigh | 28 |
| Lindab | Warrington | 32 |
| Lindab | Manchester | 41 |
| HAS-Vent | Bury | 46 |
| Storm | Manchester | 47 |
| SK Sales | Manchester | 51 |
| SYDS | Manchester | 52 |

Source: CMA analysis of Lindab response to the CMA’s section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for HAS-Vent Liverpool ie 23 minutes. The 80% delivery area is 52 minutes.

Figure D.11: Own and competing branches located within 80% delivery area of Liverpool



Source: CMA analysis of Lindab response to the CMA’s section 109 Notice 3, 18 June 2024, question 16.

Warrington

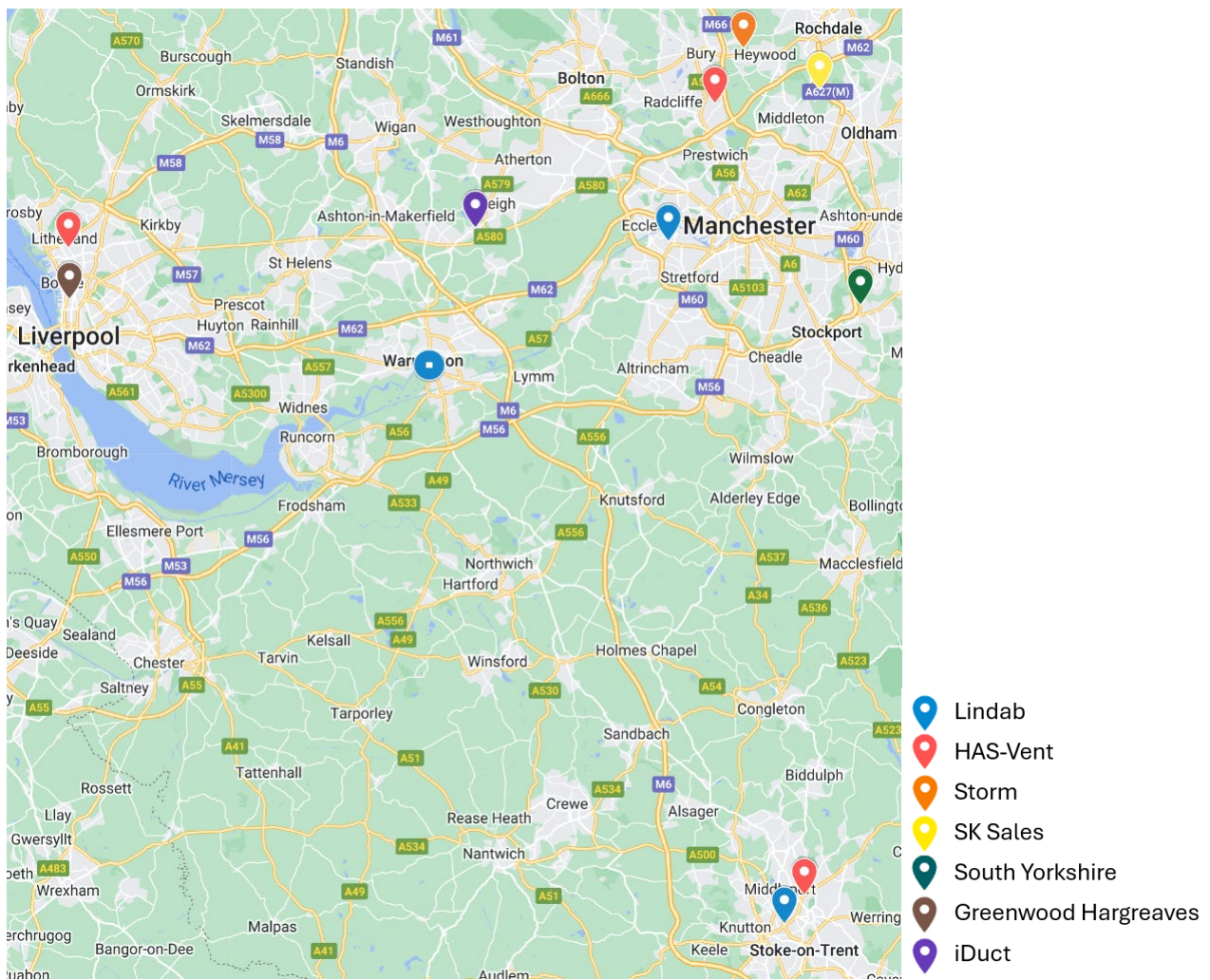
Table D.17: Own and competing branches located within 80% delivery area of Warrington

| Supplier | Branch location | Drive-time (mins) |
|-----------|-----------------|-------------------|
| Lindab | Warrington | 0 |
| iDuct | Leigh | 16 |
| Lindab | Manchester | 20 |
| HAS-Vent | Bury | 26 |
| Storm | Manchester | 27 |
| SYDS | Manchester | 29 |
| Greenwood | Liverpool | 30 |
| SK Sales | Manchester | 30 |
| HAS-Vent | Bootle | 32 |
| Lindab | Stoke | 43 |
| HAS-Vent | Stoke | 44 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16

Note: Ductmann deliveries are recorded in a manner which means it is not possible to do drive-time calculations for its branches.

Figure D.12: Own and competing branches located within 80% delivery area of Warrington



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Leicester

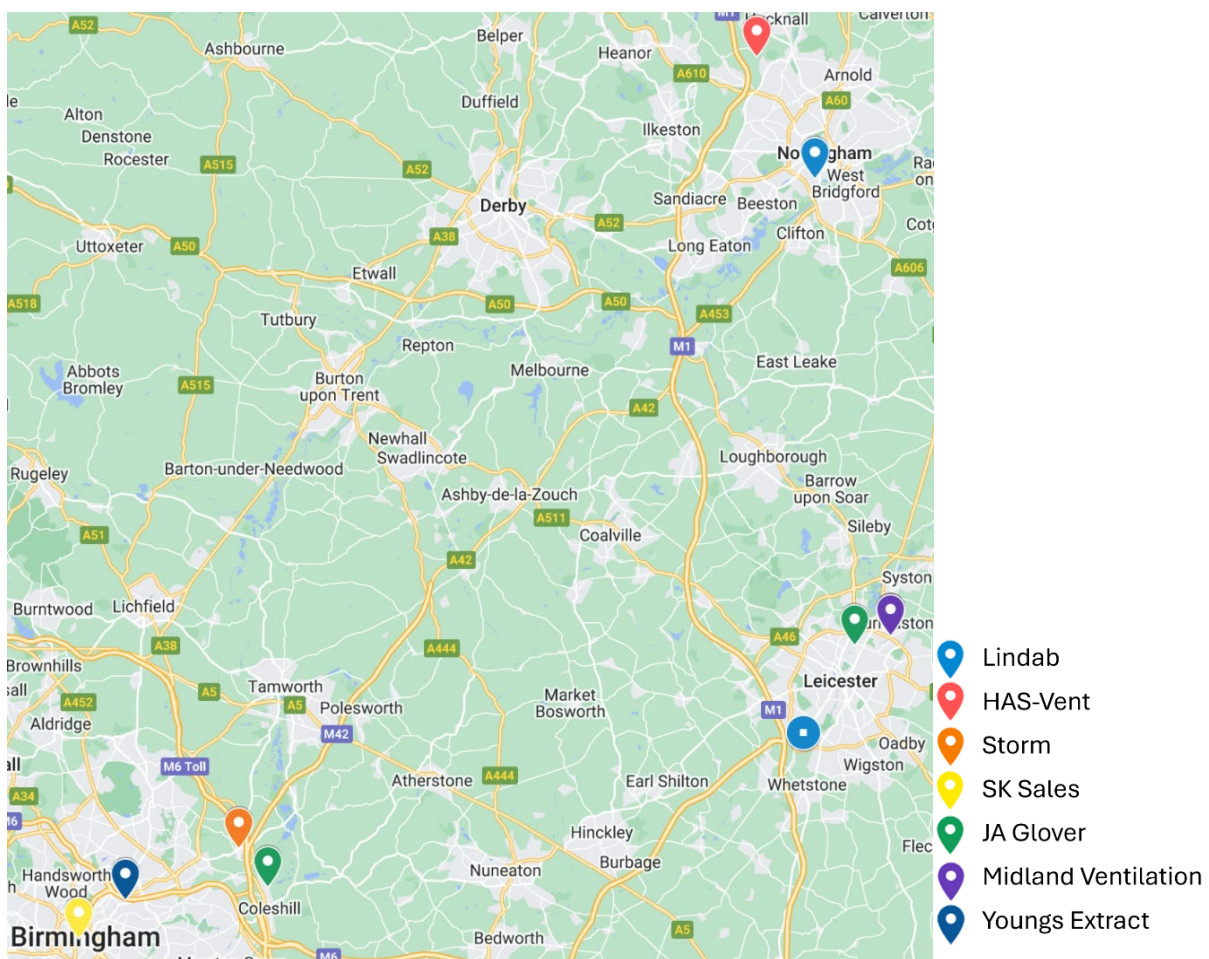
Table D.18: Own and competing branches located within 80% delivery area of Leicester

| Supplier | Branch location | Drive-time (mins) |
|---------------------|-----------------|-------------------|
| Lindab | Leicester | 0 |
| J A Glover | Leicester | 4 |
| Midland Ventilation | Leicester | 8 |
| <hr/> | | |
| Lindab | Nottingham | 39 |
| J A Glover | Birmingham | 42 |
| Storm | Birmingham | 43 |
| HAS-Vent | Nottingham | 44 |
| Young's | Birmingham | 49 |
| SK Sales | Birmingham | 50 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for Lindab Leicester ie 37 minutes. The 80% delivery area is 55 minutes.

Figure D.13: Own and competing branches located within 80% delivery area of Leicester



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Sheffield

Table D.19: Own and competing branches within an 84 minute drivetime of Sheffield

| Supplier | Branch location | Drive-time (mins) |
|---|-----------------|-------------------|
| Lindab | Sheffield | 0 |
| SYDS | Sheffield | 4 |
| <hr style="border-top: 1px dashed black;"/> | | |
| Storm | Leeds | 36 |
| HAS-Vent | Leeds | 38 |
| SK Sales | Leeds | 39 |
| Lindab | Leeds | 39 |
| SYDS | Manchester | 45 |
| HAS-Vent | Nottingham | 47 |
| Lindab | Nottingham | 52 |
| Lindab | Manchester | 55 |
| SK Sales | Manchester | 55 |
| HAS-Vent | Bury | 57 |
| Storm | Bury | 58 |
| Lindab | Lincoln | 63 |
| Lindab | Warrington | 70 |
| iDuct | Leigh | 70 |
| HAS-Vent | Stoke | 72 |
| Lindab | Stoke | 74 |
| J A Glover | Leicester | 80 |
| Midland Ventilation | Leicester | 81 |
| Lindab | Leicester | 81 |

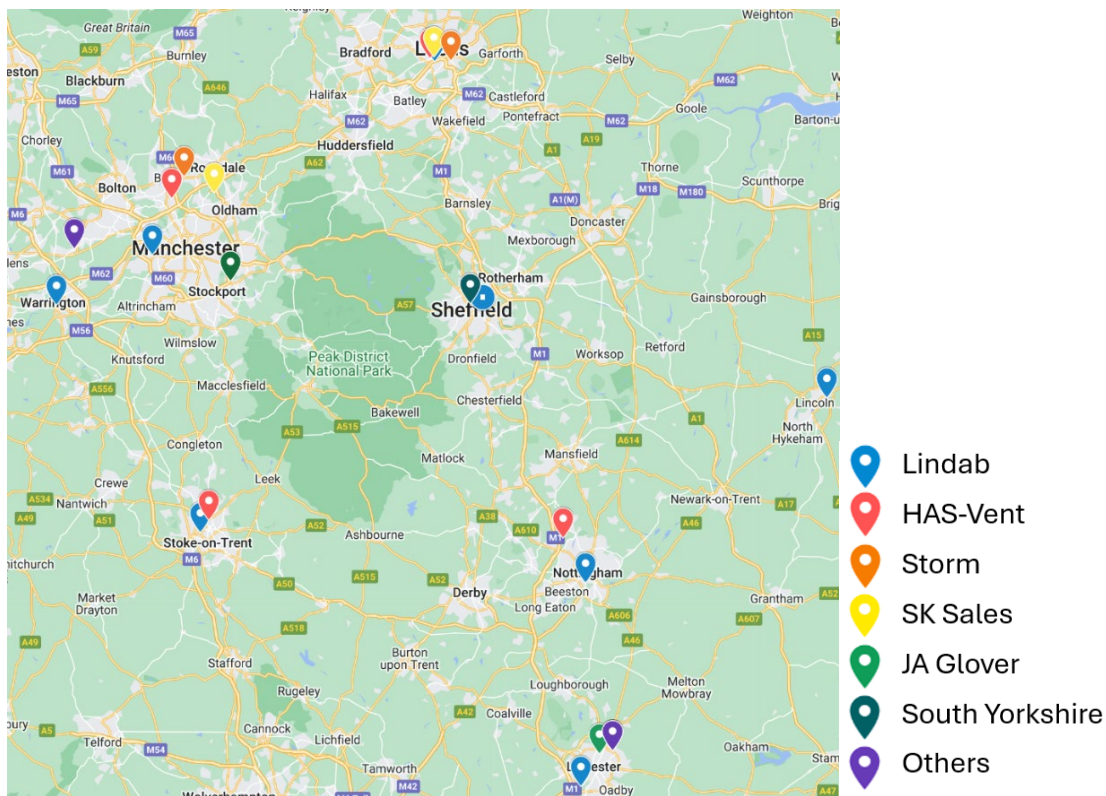
Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Notes:

The dashed line shows the 50% delivery area for Lindab Sheffield ie 18 minutes. The 80% delivery area is 96 minutes.

The 80% delivery area for this site is greater than 84 minutes. As a result, some suppliers located outside of this but within the 80% delivery area may be omitted.

Figure D.14: Own and competing branches within an 84 minute drivetime of Sheffield



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Southampton

Table D.20: Own and competing branches located within 80% delivery area of Southampton

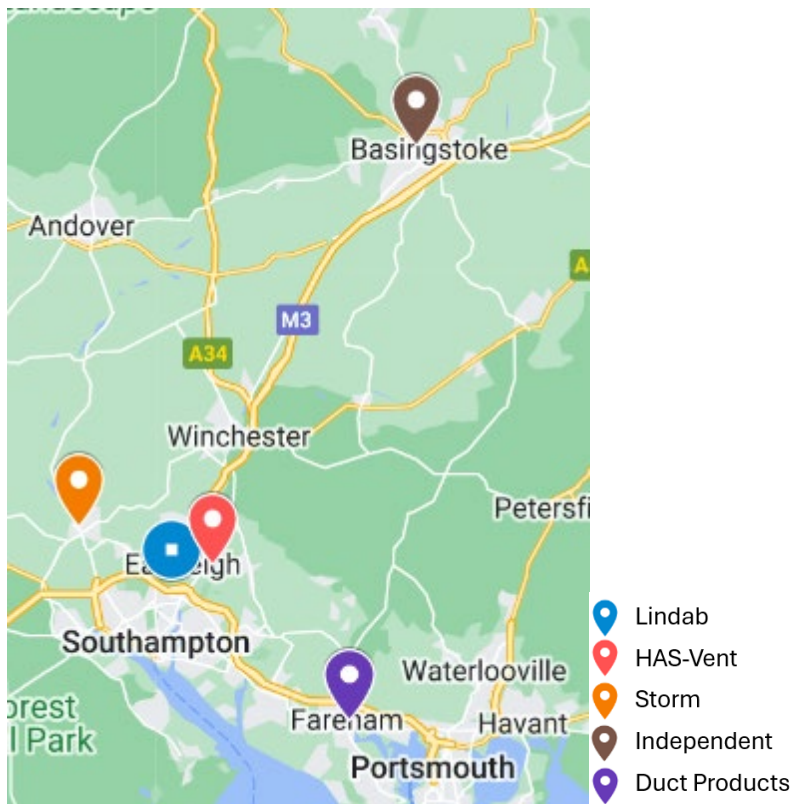
| Supplier | Branch location | Drive-time (mins) |
|----------------------|-----------------|-------------------|
| Lindab | Southampton | 0 |
| HAS-Vent | Eastleigh | 6 |
| Storm | Romsey | 13 |
| Duct Products | Fareham | * |
| Independent Ductwork | Basingstoke | 33 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

* Not captured in drive-time dataset submitted by Lindab.

Note: The dashed line shows the 50% delivery area for Lindab Southampton ie 36 minutes. The 80% delivery area is 46 minutes.

Figure D.15: Own and competing branches located within 80% delivery area of Southampton



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Nottingham

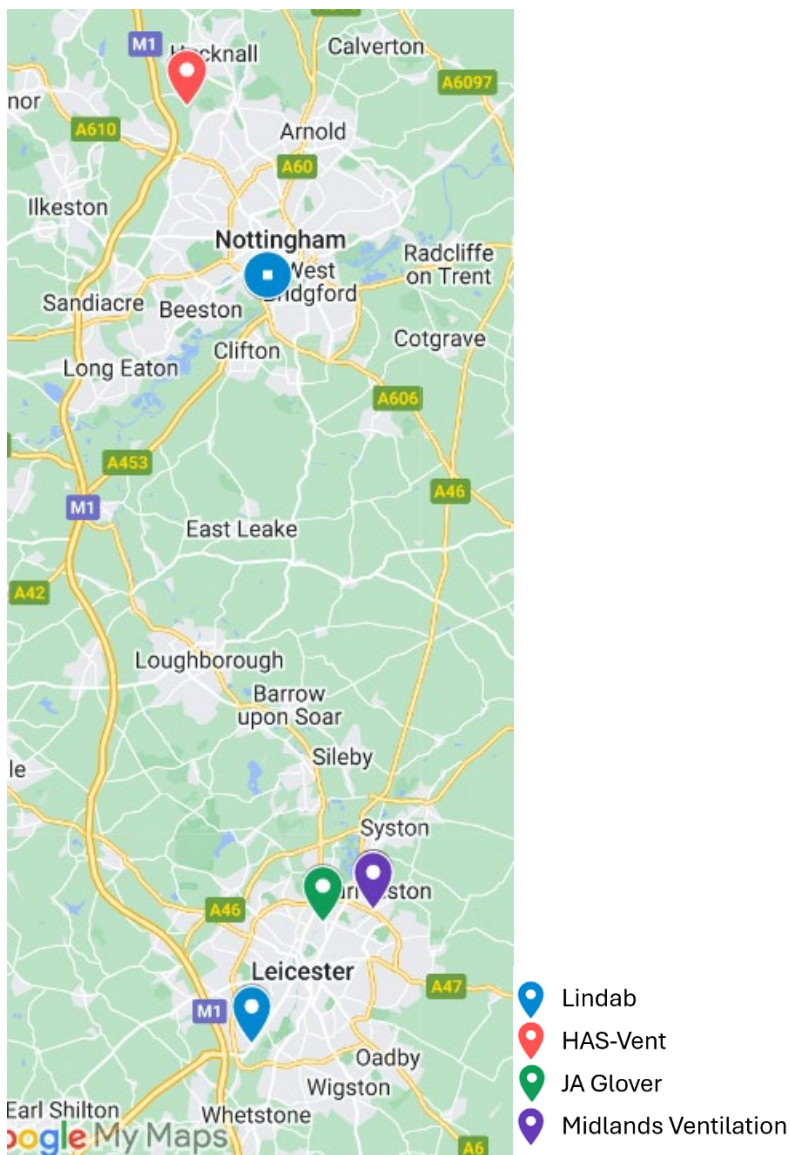
Table D.21: Own and competing branches located within 80% delivery area of Lindab Nottingham

| Supplier | Branch location | Drive-time (mins) |
|---------------------|-----------------|-------------------|
| Lindab | Nottingham | 0 |
| HAS-Vent | Nottingham | 13 |
| Midland Ventilation | Leicester | 34 |
| J A Glover | Leicester | 36 |
| Lindab | Leicester | 39 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for Lindab Nottingham ie 23 minutes. The 80% delivery area is 44 minutes.

Figure D.16: Own and competing branches located within 80% delivery area of Nottingham



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Stoke-on-Trent

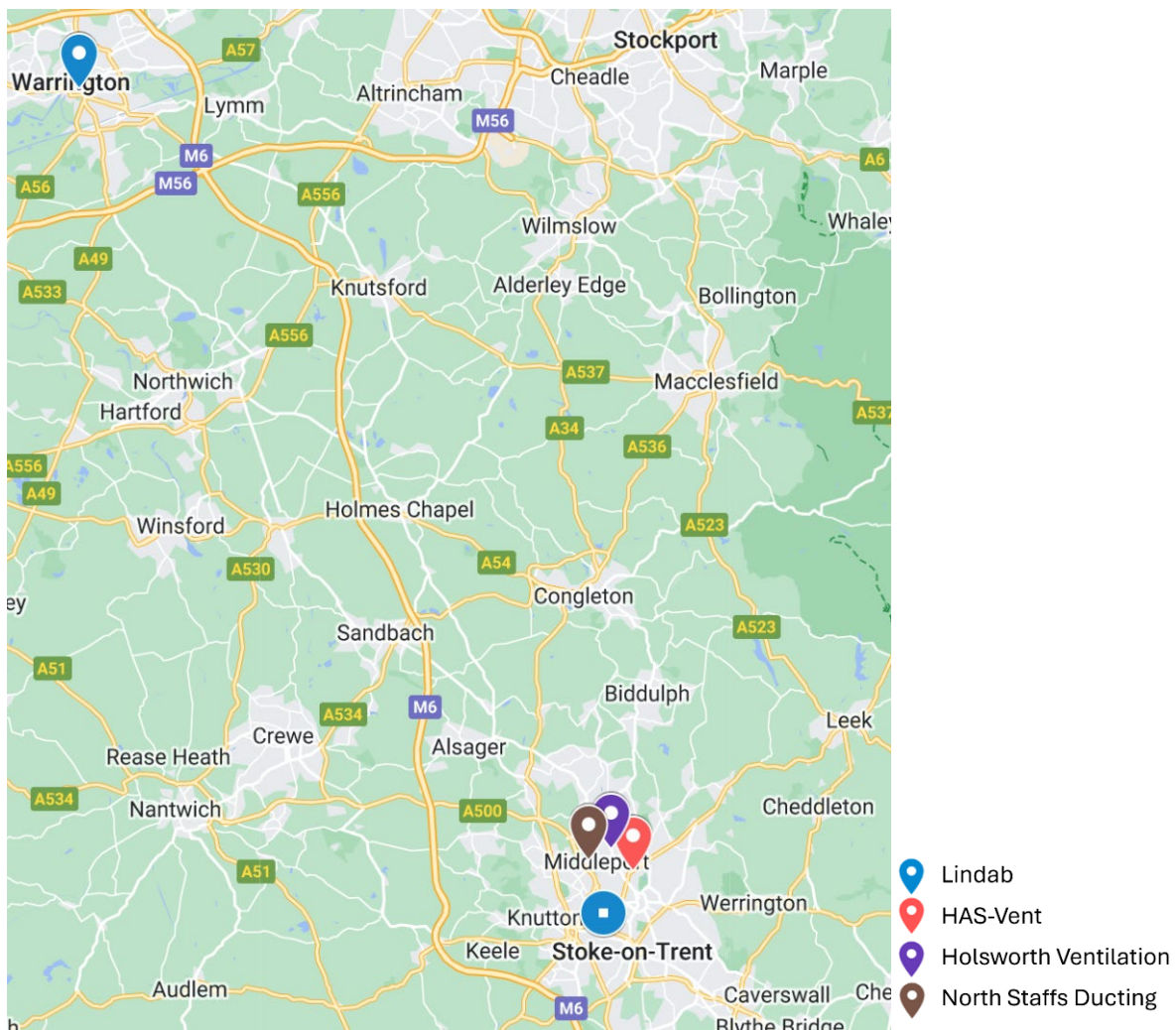
Table D.22: Own and competing branches located within 80% delivery area of Stoke

| Supplier | Branch location | Drive-time (mins) |
|-----------------------|-----------------|-------------------|
| Lindab | Stoke | 0 |
| HAS-Vent | Stoke | 3 |
| North Staffs Ducting | Stoke | 3 |
| Holsworth Ventilation | Stoke | 4 |
| Lindab | Warrington | 43 |

Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16.

Note: The dashed line shows the 50% delivery area for Lindab Stoke ie 15 minutes. The 80% delivery area is 44 minutes.

Figure D.17: Own and competing branches located within 80% delivery area of Stoke



Source: CMA analysis of Lindab response to the CMA's section 109 Notice 3, 18 June 2024, question 16

GLOSSARY

| Term | Definition |
|-------------------------------|--|
| Act | Enterprise Act 2002 |
| Allduct | Allduct Equipment Supplies Ltd |
| Airtrace | Airtrace Sheet Metal Limited |
| A&M | A&M Ductwork Limited |
| CMA | Competition and Markets Authority |
| CMA2 | Mergers: Guidance on the CMA's jurisdiction and procedure (January 2021 (as amended on 4 January 2022)) |
| CMA17 | CMA rules of procedure for merger, market and special reference groups (March 2014 (corrected in November 2015)) |
| CVK | CVK Ductwork Services Limited |
| Ductmann | Ductmann Limited |
| Duct Products | Duct Products Limited (now Elta-Ni Limited) |
| Duct & Vent | Duct & Vent Ltd |
| Ducting Supplies | Ducting Supplies Lancs |
| Eliteduct | Eliteduct Limited |
| GGG Southern | GGG Southern Limited |
| Greenmill | Greenmill Supply Company Limited |
| Greenwood | Greenwood Hargreaves Ltd |
| HAS-Vent | HAS-Vent Holdings Limited |
| Holdsworth Ventilation | Holdsworth Ventilation Limited |
| iDuct | iDuct Limited |

| | |
|-----------------------------|--|
| IEO | Initial enforcement order |
| Independent Ductwork | Independent Ductwork Limited |
| Inquiry Group | The group of independent panel members appointed by the CMA to investigate and report on the Merger in accordance with section 35(1) of the Act . |
| JA Glover | J.A. Glover Limited |
| Lindab | Lindab International AB |
| Lindab Group | A global group of companies of which Lindab International AB is the parent company |
| Lindab UK | Lindab Limited |
| MAGs | Merger Assessment Guidelines (18 March 2021) (CMA129) |
| MAS | Mechanical Air Supplies Ltd |
| Mercury | Mercury H.V.A.C. Distribution Limited |
| Merged Entity | For statements referring to the future, Lindab and HAS-Vent are referred to as the Merged Entity . |
| Merger | The completed acquisition by Lindab , via Lindab UK , of HAS-Vent . |
| Metalduct | Metalduct (Nottingham) Limited |
| Midland Ventilation | Midland Ventilation Supplies Limited |
| Mr Spiral | McCulloughs Ltd |
| North Staffs Ducting | North Staffs Ducting Supplies Limited |
| Northern Fan | Northern Fan Supplies Limited |
| Parties | Lindab and HAS-Vent are together referred to as the Parties . |
| Party | Lindab and HAS-Vent are each a Party to the Merger . |

| | |
|-------------------------|--|
| Phase 1 Decision | The CMA 's phase 1 decision document, entitled ' Decision on relevant merger situation and substantial lessening of competition ', dated 26 April 2024. |
| RMS | Relevant merger situation |
| SK Sales | SK Sales Ltd |
| SLC | Substantial lessening of competition |
| SPA | Lindab, via Lindab UK, acquired the entire issued share capital of HAS-Vent and its subsidiaries pursuant to a share purchase agreement (SPA) dated 5 October 2023. |
| H&V | Stearn Electric Company Limited |
| Storm | Storm Ventilation Supplies Ltd |
| SYDS | South Yorkshire Ducting Supplies Limited |
| Systemair | Systemair Limited |
| Tinman | Tinman Supplies Ltd |
| UILs | Undertakings in lieu |
| UK | United Kingdom |
| VES | Ventilation Environmental Supplies Plc |
| Wells | Wells Spiral Tubes Ltd |
| West Engineering | West Engineering & Spiral Tube Ltd |
| Young's | Young's Extract Supplies Limited |