

Completed acquisition by GXO Logistics, Inc. of Wincanton plc

Decision to refer

ME/7099/24

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1. INTRODUCTION

1. On 29 April 2024, GXO Logistics, Inc. (**GXO**) acquired Wincanton plc (**Wincanton**) (the **Merger**). GXO and Wincanton are together referred to as the **Parties** and, for statements relating to the future, the **Merged Entity**.
2. On 1 November 2024, the Competition and Markets Authority (**CMA**) decided under section 22(1) of the Enterprise Act 2002 (the **Act**) that it is or may be the case that the Merger constitutes a relevant merger situation that has resulted or may be expected to result in a substantial lessening of competition (**SLC**) within a market or markets in the United Kingdom (the **SLC Decision**).¹
3. On the date of the SLC Decision, the CMA gave notice pursuant to section 34ZA(1)(b) of the Act to GXO of the SLC Decision. However, in order to allow GXO the opportunity to offer undertakings to the CMA for the purposes of section 73(2) of the Act, the CMA did not refer the Merger for a phase 2 investigation pursuant to section 22(3)(b) on the date of the SLC Decision. On 1 November 2024, the CMA also extended the statutory four-month period mentioned in section 24(1) of the Act by notice to GXO pursuant to section 25(4) of the Act.
4. Pursuant to section 73A(1) of the Act, if a party wishes to offer undertakings for the purposes of section 73(2) of the Act, it must do so before the end of the five working day period specified in section 73A(1)(a) of the Act. The SLC Decision stated that the CMA would refer the Merger for a phase 2 investigation pursuant to section 22(1) of the Act, and in accordance with section 34ZA(2) of the Act, if no undertakings for the purposes of section 73(2) of the Act were offered to the CMA by the end of this period (ie by 8 November 2024); if the Parties indicated before this deadline that they did not wish to offer such undertakings; or if the undertakings offered were not accepted.
5. On 8 November 2024, GXO informed the CMA that it would not offer such undertakings to the CMA.

¹ See [GXO / Wincanton merger inquiry - GOV.UK](#)

DECISION

6. Therefore, pursuant to section 22(1) and in accordance with section 34ZA(2) of the Act, the CMA has decided to refer the Merger to its chair for the constitution of a group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 to conduct a phase 2 investigation.

Naomi Burgoyne
Senior Director, Mergers
Competition and Markets Authority
14 November 2024