

## COMPLETED ACQUISITION BY LINDAB INTERNATIONAL AB OF HAS-VENT HOLDINGS LIMITED.

### Notice of acceptance of Final Undertakings pursuant to sections 41, 82, 90 and Schedule 10 to the Enterprise Act 2002

#### Background

1. On 5 October 2023, Lindab International AB (**Lindab**), via Lindab Limited (**Lindab UK**), acquired HAS-Vent Holdings Limited (**HAS-Vent**) (together the **Parties**) (the **Merger**).
2. On 10 November 2023, the Competition and Markets Authority (the **CMA**) made an initial enforcement order (**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.
3. On 3 May 2024, the CMA, in accordance with [section 22\(1\)](#) of the Act, referred the Merger to a group of CMA panel members 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 for goods or services.
4. On 15 May 2024, 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 15 October 2024, the CMA published a 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 supply of circular ducts and fittings in the local areas centred around Nottingham and Stoke-on-Trent; 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 one of the Parties' sites in each of the SLC areas of Nottingham and Stoke-on-

Trent, to one or two suitable purchasers that fulfil the CMA's purchaser suitability criteria.

7. The CMA has reached agreement with Lindab, Lindab UK and HAS-Vent as to the terms of the final undertakings for the purpose of remedying, mitigating or preventing the SLCs it has identified in the Report and any adverse effects arising from these SLCs (the **Final Undertakings**).
8. [Section 94](#) of the Act places a duty on any person to whom the proposed Final Undertakings relate to comply with them. Any person who suffers loss or damage due to a breach of this duty may bring an action. Section 94 of the Act also provides that the CMA can seek to enforce the proposed Final Undertakings by civil proceedings for an injunction or for any other appropriate relief or remedy.
9. On 27 November 2024, the CMA published a notice and consultation on the proposed Final Undertakings. The consultation closed on 11 December 2024 and no responses were received.
10. The CMA pursuant to [section 82](#) of the Act now gives notice of its intention to accept the Final Undertakings from Lindab, Lindab UK and HAS-Vent. 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.
11. The Final Undertakings may be varied, superseded or released by the CMA pursuant to [section 82\(2\)](#) of the Act.
12. 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 [✂].
13. For the avoidance of doubt, certain provisions relating to enhanced enforcement powers enabling the imposition of financial penalties in respect of a failure to comply with a remedy undertaking without reasonable excuse introduced by the Digital Markets, Competition and Consumers Act 2024 that had been included in the consultation version of the Final Undertakings have been removed from these Final Undertakings as the relevant provisions are not yet in force. <sup>1</sup>

Signed by the Authority of the CMA

Kirstin Baker  
Inquiry Group Chair

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<sup>1</sup> The CMA considers that by virtue of paragraph 5(1) of schedule 10 to the Enterprise Act 2002, no further consultation is required in relation to this amendment given that it flows automatically from the date of commencement of the relevant powers.

23 December 2024