

DEROGATION LETTER IN RESPECT OF THE FINAL UNDERTAKINGS ISSUED PURSUANT TO SECTION 82 ENTERPRISE ACT 2002

Consent under section 82(5) of the Enterprise Act 2002 (the Act) to certain actions for the purposes of the Final Undertakings made by the Competition and Markets Authority (CMA) on 23 December 2024

Completed acquisition by Lindab Limited of HAS-Vent Holdings Limited (the ‘Merger’)

We refer to your email dated 27 January 2025 requesting that the CMA consents to a derogation from the Final Undertakings of 23 December 2024 (the **Undertakings**). The terms defined in the Undertakings have the same meaning in this letter.

Under the Undertakings, save with the written consent of the CMA, Lindab, Lindab UK and HAS-Vent are required to hold separate the HAS-Vent business from the Lindab business and implement the remedy required by the CMA’s Final Report of 15th October 2024 (the **Report**).

After due consideration of your request for a derogation from the Undertakings, based on the information received from you and in the particular circumstances of this case, Lindab and HAS-Vent may carry out the following actions, in respect of the specific paragraph:

Paragraph 6.2(i) of the Undertakings

The Report sets out the CMA’s finding that the Merger has resulted, or may be expected to result, in a substantial lessening of competition in the two local areas centred around Nottingham and Stoke-on-Trent (the **SLC Areas**) and that Lindab must offer for sale all four of the Lindab and HAS-Vent branches (the **Divestment Branches**) in the SLC Areas in an open and transparent sales process, and ultimately divest two Divestment Branches (one in the Nottingham area and one in the Stoke-on-Trent area). The aforementioned requirements have been given effect through acceptance of the Undertakings.

The Undertakings define Key Staff as those staff whose position or performance affects the viability of the Lindab or HAS-Vent Divestiture Businesses. The CMA considers that this definition includes all staff based in each of the Divestment Branches.

The CMA understands from a 16 January 2025 email from HAS-Vent that the driver and warehouseman allocated to its Stoke-on-Trent branch (the **Stoke Driver**) resigned despite reasonable attempts by HAS-Vent to incentivise him to continue as the Stoke Driver. On 27 January 2025, HAS-Vent informed the CMA that it was planning to offer the Stoke Driver position to a suitably qualified candidate with no previous or existing ties to Lindab, namely [✂].

The CMA consents to HAS-Vent hiring [✂] to replace its previous Stoke Driver on the basis that he is fully qualified for the role and is independent of Lindab.

Yours sincerely

Kirstin Baker (Chair of the Group)
Competition and Markets Authority
29 January 2025