

Completed acquisition by Constellation Developments Limited of ABVR Holdings Limited

Decision on relevant merger situation and substantial lessening of competition

ME/2250/25

The Competition and Markets Authority's decision on relevant merger situation and substantial lessening of competition under section 22(1) of the Enterprise Act 2002 given on 29 September 2025. Full text of the decision published on 17 October 2025.

The Competition and Markets Authority (**CMA**) has excluded from this published version of the decision information which the CMA considers should be excluded having regard to the three considerations set out in section 244 of the Enterprise Act 2002 (specified information: considerations relevant to disclosure). The omissions are indicated by [X]. Some numbers have been replaced by a range, which are shown in square brackets.

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SUMMARY

OVERVIEW OF THE CMA'S DECISION

1. The Competition and Markets Authority (**CMA**) has found that the acquisition by Constellation Developments Limited (**Constellation**) of ABVR Holdings Limited (**Aston Barclay**), gives rise to a realistic prospect of a substantial lessening of competition (**SLC**) in relation to business-to-business (**B2B**) used vehicle auction services in Great Britain (**GB**) as a result of horizontal unilateral effects.
2. On 13 April 2025, Constellation acquired Aston Barclay. The CMA refers to this acquisition as the **Merger**. Constellation and Aston Barclay are together referred to as the **Parties** and, for statements relating to the future, the **Merged Entity**.
3. As the CMA has found that the Merger gives rise to a realistic prospect of an SLC, the Parties have until 6 October 2025 to offer undertakings in lieu of a reference (**UILs**) to the CMA that will remedy the competition concerns identified. If no such undertaking is offered, then the CMA will refer the Merger pursuant to sections 22(1) and 34ZA(2) of the Enterprise Act 2002 (the **Act**).

Who are the businesses and what products/services do they provide?

4. Constellation is part of a group of companies active in the used vehicle remarketing and retail sector in the UK and Europe. Constellation controls British Car Auctions Limited (**BCA**), a B2B used vehicle auction business. It also controls We Buy Any Car Limited (trading as **webuyanycar**), a car buying business.
5. Aston Barclay is also active in the supply of B2B used vehicle auction services in the UK. It also operates a car buying business, The Car Buying Group (**TCBG**).
6. The CMA focused its investigation on the supply of B2B used vehicle auction services, given TCGB's small presence in the supply of car buying services.

Why did the CMA review this merger?

7. The CMA's primary duty is to seek to promote competition for the benefit of consumers. It has a duty to investigate mergers that could raise competition concerns in the UK, provided it has jurisdiction to do so. The CMA has concluded that it has jurisdiction to review this Merger because a relevant merger situation has been created. The Parties overlap in the supply of B2B used vehicle auction services in GB and have a combined share of supply greater than 25%. Each Party's UK turnover also exceeds £10 million. The CMA therefore considers that the share of supply test in section 23 of the Act is met.

What evidence has the CMA looked at?

8. In assessing this Merger, the CMA considered a wide range of evidence in the round.
9. The CMA received several submissions and responses to information requests from the Parties. The CMA gathered information on the Parties' customer base, service offering, revenues, sales volumes and bidding data.
10. The CMA also examined the Parties' internal documents, which showed how they view and monitor their rivals in the ordinary course of business. Internal documents were also relevant in understanding Aston Barclay's plans absent the Merger.
11. The CMA spoke to, and gathered evidence from, the Parties' customers and competitors to understand the competitive landscape and to get their views on the impact of the Merger.

What did the evidence tell the CMA...

...about what would have happened had the Merger not taken place?

12. In order to determine the impact that the Merger could have on competition, the CMA has considered what would have happened had the Merger not taken place. This is known as the counterfactual.
13. In phase 1, where there are multiple potential counterfactual scenarios where each of those scenarios is a realistic prospect, the CMA will choose the one where the merger firms exert the strongest competitive constraint on each other, and where third parties exert the weakest competitive constraints on the merger firms.
14. Evidence from Aston Barclay and Aston Barclay's majority shareholder, Rutland Registrations Limited (**Rutland**), showed that Rutland was looking to dispose of its interest in Aston Barclay. The evidence showed that various options were explored ahead of the Merger, including sale of the whole of the Aston Barclay business to a single purchaser and sale of parts of the business (such as leases for auction sites) to multiple purchasers.
15. The available evidence suggests that other than Constellation there was no purchaser that was interested in buying the whole of the Aston Barclay business.
16. However, the CMA received evidence indicating that alternative purchasers were interested in acquiring a combination of some or all of Aston Barclay's assets used to supply B2B used vehicle auction services, such as the leases for auction sites.
17. Two alternative purchasers that expressed interest are active in the supply of B2B used vehicle auction services but are significantly smaller than either Party. They

indicated that the addition of Aston Barclay assets to their existing assets would have facilitated an expansion of their operations and enabled them to serve a similar range of customers as Aston Barclay served pre-Merger.

18. Based on the evidence received, the CMA therefore considers that there is a realistic prospect that absent the Merger a combination of some or all of Aston Barclay's auction assets would have been acquired by a less anti-competitive purchaser or purchasers.
19. The CMA has therefore assessed the effects of the Merger against a counterfactual in which:
 - (a) at least one existing smaller supplier of B2B used vehicle auction services in GB acquires some of Aston Barclay's assets enabling it to expand its operations and thereby supply a similar range of customers as supplied by Aston Barclay pre-Merger; and
 - (b) BCA's market position is comparable to its pre-Merger position.
20. For the purposes of its competitive assessment, the CMA considers that this counterfactual would lead to conditions of competition similar to pre-Merger conditions (if not more competitive).

...about the effects on competition of the Merger?

21. The CMA assessed whether the Merger would lead to an SLC in relation to the supply of B2B used vehicle auction services in GB.
22. B2B used vehicle auction services involve taking possession of used vehicles from customers seeking to sell them (**Vendors**) and selling them to customers seeking to buy vehicles (**Buyers**), ie acting as an intermediary through which used vehicles are bought and sold. B2B used vehicle auction service providers compete to supply both Vendors and Buyers, with their attractiveness to each customer group impacted by the volume of customers on the other side of the platform. As a result, the scale (in terms of volumes sold and bought) of B2B used vehicle auction service providers affects their competitive strength. Some larger customers active nationally also require suppliers with a national footprint that are able to process large volumes of vehicles.
23. The CMA found that BCA is the largest player by a significant margin for both Vendors and Buyers in GB. The Merger would combine the clear market leader with the third largest player on both the Vendor and Buyer side of the market in an already concentrated market.

24. The CMA found that the Parties are close competitors in the supply of B2B used vehicle auction services and that Aston Barclay is an important competitive constraint on BCA.
25. In particular, Aston Barclay (alongside Manheim) was one of two suppliers that customers and competitors frequently identified as strong alternatives to BCA. Internal documents also show that the Parties benchmark each other. The CMA also collected tender data from the Parties and third parties, which show that the Parties have competed for the same opportunities and won business from each other.
26. In relation to alternative constraints, the CMA found that a limited number of suppliers would exert a material competitive constraint on the Merged Entity. The evidence considered by the CMA consistently indicates that the Merged Entity would face a strong competitive constraint from Manheim. Smaller suppliers such as Wilsons, City Auction Group and G3 would only exert a limited competitive constraint on the Merged Entity because their smaller scale makes them less able to compete across the Parties' full range of customers. The tail of smaller suppliers would exert a very limited constraint and would not be able to compete with the Merged Entity on volume and buyer base or geographic coverage, particularly for larger customers.
27. The CMA found that out of market constraints such as consumer to business platforms, B2B online platforms that do not take possession of vehicles, proprietary platforms and salvage auctions would not exert a material constraint on the Merged Entity. Their different operating models and vehicle mix means that these platforms are not a credible alternative for the Parties' customers. While some customers may use some of these channels for a proportion of their volumes, they cannot transact the same volumes and/or types of vehicles or utilise the same ancillary services (such as logistics) from these platforms.
28. As explained as above, the CMA considers that in the counterfactual at least one existing smaller supplier would have acquired some of Aston Barclay's assets, which would have enabled it to supply a similar range of customers as supplied by Aston Barclay pre-Merger.
29. The CMA therefore considers that in the counterfactual, this alternative purchaser would have competed closely with BCA (as Aston Barclay did pre-Merger). The CMA does not consider that Manheim and the other limited constraints referred to above are sufficient to constrain the Merged Entity.

...about any entry or expansion?

30. The CMA does not consider that entry or expansion would be sufficiently timely or likely to prevent a realistic prospect of an SLC as a result of the Merger because

any entry or expansion would require significant investment and time before a supplier could gain sufficient volume and customer base to compete against the Merged Entity.

What happens next?

31. As a result of these concerns, the CMA believes the merger gives rise to a realistic prospect of an SLC in relation to the supply of B2B used vehicle auction services in GB.
32. Constellation has until 6 October 2025 to offer undertakings which might be accepted by the CMA to address the SLC. The CMA will decide by 13 October 2025 whether there are reasonable grounds for believing that any undertakings that Constellation may offer might be accepted by the CMA. If no such undertakings are offered, or the CMA decides that any undertakings offered are insufficient to remedy its concerns to the phase 1 standard, then the CMA will refer the Merger for an in-depth phase 2 investigation pursuant to section 22(1) and 34ZA(2) of the Act.

ASSESSMENT

1. PARTIES, MERGER AND MERGER RATIONALE

33. Constellation is a holding company of a number of businesses active in the used vehicle auction services and vehicle retail sectors in the UK and Europe. In particular, Constellation controls BCA, an online B2B used vehicle auction business, which operates 22 auction sites across GB,¹ as well as webuyanycar, a car buying business. Constellation also controls a consumer car retail business Marshall Motor Holdings Limited and Cinch Cars Limited. The UK turnover of Constellation in FY2025 was approximately £[<] billion, of which around £[<] million was generated by BCA.²
34. Aston Barclay is active in the provision of B2B used vehicle auction services in the UK³ and also operates a car buying business: TCBG. Aston Barclay offers hybrid (online and physical) B2B used vehicle auction services in five auction sites in England (Westbury, Chelmsford, Wakefield, Donington Park and Prees Heath).⁴ The UK turnover of Aston Barclay in FY2025 was approximately £[<] million.⁵
35. On 13 April 2025, Constellation acquired the entire issued share capital of Aston Barclay through a share and purchase agreement entered into with Rutland, a private equity firm.⁶ It is estimated that the consideration will be approximately £[<] million following post-completion adjustments.⁷
36. The CMA refers to this acquisition as the Merger. Constellation and Aston Barclay are together referred to as the Parties and, for statements relating to the future, the Merged Entity.
37. Constellation submitted that the Merger presented an opportunity to acquire substantially pre-purposed sites in complementary locations to Constellation's existing footprint together with staff and some operating assets, which could be used to support Constellation's vehicle operations and improve its logistical operations nationally.⁸
38. The CMA considers that Constellation's internal documents are consistent with this rationale, noting that Aston Barclay was a good operational fit with BCA's auction

¹ Constellation's response to the Enquiry Letter of 3 June 2025 (**Enquiry Letter response**), question 10; [BCA Locations | weekly car, LCV and van auctions](#).

² Enquiry Letter response, question 9 and 29.

³ Enquiry Letter response, question 10.

⁴ Enquiry Letter response, Annex 1.

⁵ Enquiry Letter response, question 9

⁶ A second share and purchase agreement was entered into with a number of minority shareholders.

⁷ Constellation's response to the CMA's Issues Letter, 9 September 2025 (**Issues Letter Response**), paragraph 4.1

⁸ Enquiry Letter response, question 21.

portfolio and that Aston Barclay's sites had the potential to increase volume and generate up to £[X] million of earnings before interest, tax, depreciation and amortisation (**EBITDA**).⁹

2. PROCEDURE

39. The CMA's mergers intelligence function identified the Merger as warranting an investigation.¹⁰
40. The CMA commenced its phase 1 investigation on 31 July 2025. As part of its phase 1 investigation, the CMA gathered a significant volume of evidence from the Parties. The Parties also had opportunities to make submissions and comment on our emerging thinking throughout the phase 1 investigation. The CMA also gathered evidence from other market participants, such as customers and competitors of the Parties. The evidence the CMA has gathered has been tested rigorously, and the context in which the evidence was produced has been considered when deciding how much weight to give it. This evidence has been referred to within this Decision.
41. The Merger was considered at a Case Review Meeting.¹¹ On 4 September 2025 the CMA invited the Parties to attend an Issues Meeting, and on 9 September 2025, the Parties submitted their views in response to the CMA's Issues Letter in writing.

3. JURISDICTION

42. Each of Constellation and Aston Barclay is an enterprise. As a result of the Merger, these enterprises have ceased to be distinct.
43. The Parties overlap in the supply of B2B used vehicle auction services in GB, with a combined share of supply of [40-50]% (increment [5-10]%) by volume in 2024 (see Table 1).¹² The requirement that at least one of the Parties has a UK turnover exceeding £10 million is met (as both Parties' UK turnover exceeds this threshold). The CMA therefore considers that the share of supply test in section 23 of the Act is met.¹³
44. The Merger completed on 13 April 2025 and was first made public on 14 April 2025. The four-month deadline for a decision under section 24 of the Act is therefore 9 October 2025, following extensions under section 25(1) and 25(2) of the Act.

⁹ Constellation's Internal Document, Annex 029 to the Enquiry Letter response, '[X]', 19 March 2025, slides 2 and 5.

¹⁰ Mergers: Guidance on the CMA's jurisdiction and procedure (**CMA2**), 25 April 2024, paragraphs 6.4–6.6.

¹¹ CMA2, Table 1, page 47.

¹² On the Vendor side of the market. The combined share of supply on the Buyer side is higher.

¹³ The CMA also considers that the hybrid test is met, given that Constellation's share of supply is greater than 33%, it has UK turnover exceeding £350 million, and Aston Barclay has a UK nexus on the basis it also supplies B2B used vehicle auction services in GB.

45. The CMA therefore believes that it is or may be the case that a relevant merger situation has been created.
46. The initial period for consideration of the Merger under section 34ZA(3) of the Act started on 31 July 2025 and the statutory 40 working day deadline for a decision is therefore 29 September 2025.

4. COUNTERFACTUAL

47. The CMA assesses a merger's impact relative to the situation that would prevail absent the merger (ie the counterfactual).¹⁴
48. In completed mergers, the counterfactual may consist of the pre-merger conditions of competition, or conditions of competition that involve stronger or weaker competition between the parties to a merger than under the pre-merger conditions of competition.¹⁵ In determining the appropriate counterfactual, the CMA will generally focus only on changes to the pre-merger conditions of competition where there are reasons to believe that those changes would make a material difference to its competitive assessment.¹⁶
49. The CMA's assessment on the counterfactual does not seek to ossify the markets at a particular point in time.¹⁷ The CMA also seeks to avoid predicting the precise details or circumstances that would have arisen absent the merger.¹⁸
50. In its assessment of mergers at phase 1, the CMA is required to assess whether the merger creates a realistic prospect of an SLC. This phase 1 standard also has implications for the CMA's approach to the counterfactual: if the CMA considers that there is a realistic prospect of multiple potential counterfactuals, it will choose the one in which the merger parties exert the strongest competitive constraint on each other, and where third parties exert the weakest competitive constraints on the merger firms.¹⁹

4.1 Constellation's submissions

51. Constellation submitted that absent the Merger, Aston Barclay would almost certainly fail, such that its assets would exit the market in the near term. Further, it submitted that there was no other less anti-competitive purchaser for Aston Barclay.

¹⁴ Merger Assessment Guidelines (CMA129), March 2021, paragraph 3.1.

¹⁵ CMA129, paragraph 3.2.

¹⁶ CMA129, paragraph 3.9.

¹⁷ CMA129, paragraph 3.3.

¹⁸ CMA129, paragraph 3.11.

¹⁹ CMA129, paragraph 3.12.

Accordingly, the requirements of the CMA's 'exiting firm' framework are satisfied.²⁰ Constellation submitted that the impact of the Merger should therefore be assessed against a counterfactual in which Aston Barclay, and its assets, would have exited the market.^{21, 22}

4.2 CMA's assessment of the exiting firm scenario

52. For the CMA to accept an exiting firm counterfactual at phase 1, there must be compelling evidence that it was inevitable that absent the Merger:
- (a) the firm would have exited (through failure or otherwise) (**Limb 1**); and
 - (b) there would not have been an alternative, less anti-competitive purchaser for the firm or its assets to the acquirer in question (**Limb 2**).²³
53. In its assessment of both limbs, the CMA has had regard to the position of Aston Barclay up to the time (i) when Constellation expressed an interest in acquiring the business (mid-October 2024) and (ii) when Rutland and Constellation entered into the Heads of Terms (31 January 2025), which granted Constellation exclusivity in the ongoing sales process.²⁴ This is because the CMA considers that after these milestones, the ability and incentives of Aston Barclay's owners and management to explore alternatives to the Merger were directly impacted by the possibility of the Merger.

4.2.1 Limb 1: Would Aston Barclay have exited the market?

54. Where a firm may be exiting because of financial failure, consideration is given both to whether the firm is unable to meet its financial obligations in the near future and to whether it is unable to restructure itself successfully.²⁵ In practice, the CMA will carefully examine the firm's profitability over time, its cash flows and its balance sheet in order to determine the profile of assets and liabilities.²⁶ It may consider the action the management has taken to address the firm's position and will review contemporaneous internal documents such as board minutes, management accounts and strategic plans.²⁷

²⁰ Enquiry Letter response, question 18.

²¹ Enquiry Letter response, question 18.

²² Constellation's submissions set out in the Integration questionnaire response, the Enquiry Letter response, and an additional submission on the counterfactual of 21 July 2025 (**the Counterfactual Submission**).

²³ CMA129, paragraphs 3.21 and 3.23.

²⁴ Rutland's response to request for information issued on 9 June 2025 (Rutland RFI response), Annex '[3<]'.
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²⁵ CMA129, paragraph 3.28.

²⁶ CMA129, paragraph 3.28.

²⁷ CMA129, paragraph 3.28.

55. To assess whether it is inevitable that, absent the Merger, Aston Barclay would have exited through financial failure, the CMA has considered (i) Aston Barclay's recent financial position, including whether Aston Barclay would have been able to meet its financial obligations; and (ii) whether Aston Barclay could refinance and/or restructure itself to avoid exit.

4.2.1.1 Constellation submissions

56. Constellation submitted that Aston Barclay was financially and commercially unsustainable in its current state,²⁸ and could not operate on a standalone basis absent the Merger.^{29, 30} Constellation submitted that Aston Barclay is and was, at least since the start of the sales process in 2024, [redacted],³¹ referencing an Aston Barclay Board paper from 23 January 2025 in which the Board determined it was preferable to pursue the Merger, noting that discussions with BCA were at an advanced stage at this time, [redacted].³²
57. Constellation submitted that Aston Barclay has seen a reduction in revenue as a result of a decrease in vehicle volumes,³³ which has meant that its sites are now running at [redacted] of capacity.³⁴ Constellation submitted that this reduction in volume also reduced Aston Barclay's competitiveness. It explained that, given the two-sided nature of the auction market, Aston Barclay's reduced range, variety and overall volume of auction vehicles attracts fewer customers seeking to buy a car (ie Buyers) and fewer customers seeking to sell a car (ie Vendors), leading to a 'consistent downward cycle'.³⁵ Further, it noted that Aston Barclay would likely lose a couple of Vendors as a result of changes in the ownership of these Vendors, which would further reduce Aston Barclay's competitiveness.³⁶
58. Constellation submitted that the decline in volumes and Aston Barclay's high gearing (which was a consequence of the sale and leaseback agreement of the physical auction sites in December 2023), impacted its profitability and liquidity,

²⁸ Enquiry Letter response, question 18

²⁹ Enquiry Letter response, question 18

³⁰ Constellation submitted that it carried out substantial financial (and broader commercial and legal) due diligence prior to the acquisition, which revealed the accelerating state of decline of Aston Barclay. See Enquiry Letter response, question 18.

³¹ Issues Letter Response, paragraph 2.4.

³² Issues Letter Response, paragraph 6.15-6.16.

³³ Constellation stated that Aston Barclay's revenue had fallen by [redacted]% with monthly sales volumes having reduced from around [redacted] units per month in 2023 to around [redacted] in 2025 (Enquiry Letter response, question 18), leading to Aston Barclay only selling around [redacted] vehicles in FY2025 and its sites running at around [redacted] capacity.

³⁴ Aston Barclay Internal Document, Annex 32 to the Enquiry Letter response, '[redacted]', Slide 4

³⁵ Enquiry Letter response, question 30 (ii)

³⁶ Counterfactual Submission, Annex with Aston Barclay's volume by site. Renault Retail Group completed its acquisition of Carco and Lithia is expected to acquire Hatfields. Carco is a Vendor at Aston Barclay auctions, but Renault Retail Group has an agreement with BCA to use BCA for its auction requirements. Hatfields currently uses Aston Barclay auctions, whereas Lithia uses BCA. [redacted].

accentuating the level of financial distress of Aston Barclay.³⁷ As a result, Constellation submitted that Aston Barclay had cash flow constraints, with its ongoing operation being contingent on a [REDACTED].³⁸

59. Constellation also submitted that any further restructuring could not have prevented Aston Barclay's financial distress and submitted that this is evidenced by [REDACTED].³⁹ Further, Constellation noted that no funding solution could be found by Rutland, Aston Barclay or the third-party consultant employed to explore funding options. Constellation submitted that this is compelling evidence that there was no realistic third-party funding option available to Aston Barclay.⁴⁰ Constellation submitted that, even if additional funding could have been raised, [REDACTED].⁴¹

4.2.1.2 Evidence from Aston Barclay's Board documents

60. Aston Barclay's internal documents (including its management accounts, Board minutes and Board papers) are not consistent with Constellation's submissions that Aston Barclay was [REDACTED]. For example:
- (a) Aston Barclay's consolidated group management accounts for its financial year to February 2025 showed that the group had positive net assets (ie total assets less total liabilities) throughout the financial year [REDACTED].⁴²
 - (b) A financial update paper prepared for a Board meeting on 14 November 2024 notes that [REDACTED], Aston Barclay had an action plan to address this including [REDACTED].^{43, 44} The Board minutes of the meeting of 14 November 2024 note that feedback from new business meetings on efforts to secure volume had been encouraging and that TCGB had improved across most key metrics in September and October 2024.⁴⁵
 - (c) A Board Update prepared on 20 January 2025 (updated on 23 January) by [REDACTED] for the Board meeting of 21 and 23 January 2025 notes that '[REDACTED]'.⁴⁶

³⁷ In the year to February 2025 Aston Barclay recorded an EBITDA [REDACTED]. It made further EBITDA [REDACTED] of [REDACTED] in March 2025 and [REDACTED] in April 2025 (Enquiry Letter response, question 18). Further if Goodwill was excluded Aston Barclay was [REDACTED]. (Enquiry Letter response, question 18). [REDACTED].

³⁸ [REDACTED] (Enquiry Letter response, question 18).

³⁹ Issues Letter Response, paragraph 6.13.

⁴⁰ Issues Letter Response, paragraph 6.7.

⁴¹ Issues Letter Response, paragraph 6.4.

⁴² Aston Barclay's Response to RFI of 8 July 2025, question 6, Annex 3 [REDACTED].

⁴³ Aston Barclay response to s109 Notice of 3 June 2025, question 1 a), Annex 379 [REDACTED].

⁴⁴ This evidence is not consistent with Constellation's submission that, absent the sale to Constellation, Aston Barclay [REDACTED] (Issues Letter Response, paragraph 6.11).

⁴⁵ Aston Barclay response to s109 Notice of 3 June 2025, question 1 a), Annex 370 [REDACTED].

⁴⁶ Rutland RFI Response, Annex '[REDACTED]' to Rutland RFI Response, slide 5.

- (d) The Board minutes of the meeting of 21 and 23 January 2025 note that trading was '[REDACTED]', but that this reflected the '[REDACTED]'. The minutes note that '[REDACTED]' and that Aston Barclay had a '[REDACTED]'.⁴⁷

4.2.1.3 Evidence from Rutland

61. Rutland was Aston Barclay's majority shareholder and had a director appointed to Aston Barclay's board, who was involved in the Aston Barclay sales process. The CMA sought contemporaneous evidence from Rutland of any assessment of Aston Barclay's financial position, pre-dating contemplation of the Merger, including any external legal, financial, and/or insolvency advice.⁴⁸ Rutland was not able to produce any such evidence.
62. Evidence from *Investment Performance Summaries* from May to October 2024 that were regularly prepared by Rutland about its investment identify vehicle volumes consistently below expectations and lower auction EBITDA.⁴⁹ However, the CMA notes that these reports largely identify short-term causes for this, rather than identifying issues specific to Aston Barclay's operations being responsible for reduced volumes.⁵⁰
63. Rutland submitted that various initiatives were undertaken during 2024 to reduce costs including a detailed review of Aston Barclay's organisational structure.⁵¹ While the first phase of the reorganisation was carried out in January 2025,⁵² phases 2 and 3 were not undertaken. These phases would have included '[REDACTED]'. The Board paper of 20 January 2025 (see paragraph 60(c)) considered that these changes would result in Aston Barclay trading profitably in FY2026 even with further reductions in volume.⁵³
64. With respect to options for refinancing Aston Barclay, Rutland submitted that it would have been '[REDACTED]' to Aston Barclay, having regard to the likelihood of making a return.⁵⁴ However, Aston Barclay was pursuing external financing options. In April 2024, Rutland engaged '[REDACTED]' to explore sources of finance for Aston Barclay with the intention of raising £[REDACTED] working capital.⁵⁵ The CMA understands that Aston Barclay ceased negotiations with potential lenders in December 2024. While some

⁴⁷ Aston Barclay response to s109 Notice of 3 June 2025, question 1 a), Annex 372 '[REDACTED]', page 2, bullets 4 and 5.

⁴⁸ CMA129, paragraph 3.28.

⁴⁹ Rutland RFI response, Annexes with Investment Performance Summaries.

⁵⁰ For example Rutland's Investment Performance Summary of September 2024 refers to 'current depressed market conditions'. Rutland RFI response, Annex the Investment Performance Summary of September 2024.

⁵¹ Rutland RFI response, Q1 d).

⁵² Aston Barclay response to s109 Notice of 3 June 2025, question 1 c), Annex 391 - Organisational Design, December 2024 Board presentation. The reorganisation was designed to '[REDACTED]' and produce a more site focused model with a smaller central function. In January 2025 Aston Barclay closed its Leeds site, reduced headcount and reorganised some staff aiming to cut costs by £[REDACTED].

⁵³ Rutland RFI Response, Annex '[REDACTED]' to Rutland RFI Response, slide 15.

⁵⁴ Rutland RFI response, question 1 c).

⁵⁵ Aston Barclay's response to the s109 Notice of 18 June 2025, question 8.

lenders had declined to provide funding, [§<] was still discussing potential financing arrangements with Aston Barclay at that point in time.^{56, 57} The financing being considered at this time was less than £[§<] and not considered commercially attractive by Aston Barclay's Board at a point where negotiations were ongoing with Constellation.⁵⁸

4.2.1.4 CMA's view on Limb 1

65. The CMA considers that there is some evidence that had Aston Barclay not been sold, it would have likely continued to face financial difficulties caused by lower than budgeted vehicle volumes, high fixed costs and a challenging cash flow. However, the CMA does not consider that there is compelling evidence that, in the absence of the Merger, Aston Barclay would have inevitably exited the market through financial failure. This is because:
- (a) it cannot be ruled out that Aston Barclay could have restructured and/or refinanced to provide management with additional scope to make any adjustments to the business to ensure its continued operation;
 - (b) much of the evidence relating to Aston Barclay's options also reflected that the Merger was in contemplation. The CMA recognises that the sale of Aston Barclay as a going concern was likely the most commercially attractive option for Aston Barclay's management and shareholders and that pursuing this option influenced the consideration of other options; and
 - (c) contemporaneous internal documents suggest that the Board considered that Aston Barclay was able to pay its debts as they fell due. The CMA has not received any evidence that Aston Barclay's creditors would have inevitably sought administration or that Aston Barclay (and Rutland) considered this scenario to be imminent, particularly given their ongoing business relationships with the main creditors and Aston Barclay's Board's plans to negotiate payment plans [§<]. The CMA notes that Rutland was unable to provide any contemporaneous evidence to support that failure, or that even voluntary administration was inevitable.⁵⁹
66. In any event, the CMA does not consider it necessary to conclude on whether Limb 1 is met because, as set out below, the CMA does not consider that Limb 2 is met.

⁵⁶ [§<].

⁵⁷ Aston Barclay's response to the s109 Notice of 18 June 2025, question 1 b), Annexes 385 and 386.

⁵⁸ Aston Barclay's response to the s109 Notice of 18 June 2025, question 1 b), Annex 385.

⁵⁹ The CMA notes that even voluntary administration may not be sufficient to demonstrate that exit is inevitable or likely: CMA129, paragraph 3.27.

4.2.2 Limb 2: Whether there would be no alternative, less anti-competitive purchaser to Constellation for the Aston Barclay business or its assets

67. When considering Limb 2, the CMA will assess whether the target business would have been acquired by a less anti-competitive alternative purchaser(s) that would have operated the business as a competitor.⁶⁰
68. If the CMA considers that a more competitive realistic counterfactual would have involved an alternative purchaser for the firm or its assets, it will conduct its analysis of the impact on competition of the merger on the basis of that counterfactual (ie whether the effect of the merger under review would be substantially less competitive than the effect of an acquisition by that alternative purchaser).⁶¹
69. As set out above (see paragraph 48), the depth of analysis undertaken by the CMA with respect to the counterfactual will not be at the same level of detail as the competitive assessment and the CMA will not conduct a full competitive assessment of each alternative purchaser. In an assessment of the competitiveness of the exiting firm (or its assets) under different alternative purchasers, the CMA may therefore only differentiate between purchasers when this could make a material difference to competitive conditions.⁶²
70. As part of the CMA's assessment of whether an alternative purchaser exists, the CMA considered evidence gathered directly from third parties, as well as evidence from Rutland and Aston Barclay's management regarding their efforts to find an alternative purchaser.
71. The CMA did not restrict its analysis to alternative purchaser(s) who were willing to pay the same or a similar price that was agreed in the Merger under investigation, but considered if there was an alternative purchaser willing to acquire Aston Barclay at any price above liquidation value.⁶³

4.2.2.1 Constellation's submissions

72. Constellation submitted that it is not realistic that there would have been an alternative purchaser for all or part of the Aston Barclay business.⁶⁴ In particular,

⁶⁰ CMA129, paragraph 3.30.

⁶¹ CMA129, paragraph 3.31. If the CMA finds that the merger would be substantially less competitive than an acquisition by the alternative purchaser of the firm or its assets, it will find an SLC. By contrast, where the CMA finds that the exiting firm counterfactual is met (ie the firm would have exited and there is no less anti-competitive purchaser for the firm or its assets), it will not find an SLC, the merger will be cleared and the assets may pass to the acquiring merger firm. See paragraph 6.34 of the Issues Letter Response.

⁶² CMA129, paragraph 3.32.

⁶³ CMA129, paragraph 3.30.

⁶⁴ Counterfactual Submission, paragraph 2.2.

Constellation submitted any sale (whether of the entire business or individual assets) was unlikely because:

- (a) There would not be any alternative purchaser(s) that, having conducted due diligence, would be prepared to acquire all or part of Aston Barclay above liquidation value,⁶⁵ because:
 - (i) the net liability and net realisable value of Aston Barclay meant that 'even if the business was purchased for just £1, in reality the purchaser would need to take on [£<] in order for the sale to be above liquidation value';⁶⁶ and
 - (ii) if only 'part of the business (eg individual sites) was sold, the liabilities would not pass to the purchaser. This meant that any such sale or sales would need to generate £[£<] in consideration to be considered viable'.⁶⁷
- (b) An alternative purchaser would be unlikely to be able to source sufficient volumes of used vehicles to operate profitably in competition with BCA because:
 - (i) it could not redirect existing volumes without also harming its existing business;⁶⁸
 - (ii) the market was experiencing a longer-term trend in the reduction in auction volumes;⁶⁹
 - (iii) none of the Aston Barclay sites were operating near capacity;⁷⁰ and
 - (iv) if individual sites were acquired, this would not include customer contracts which are not site specific⁷¹ and would not include volumes supplied at cost by TCBG.⁷²

73. In relation to the possible divestment of the entire Aston Barclay business, Constellation submitted that no other purchasers for Aston Barclay (as a whole business) were identified in the sales process.⁷³

⁶⁵ Counterfactual Submission, paragraphs 2.8 to 2.14.

⁶⁶ Counterfactual Submission, paragraph 2.12.

⁶⁷ Counterfactual Submission, paragraph 2.12.

⁶⁸ Counterfactual Submission, paragraph 2.18.

⁶⁹ Counterfactual Submission, paragraph 2.4.

⁷⁰ Counterfactual Submission, paragraph 2.30.

⁷¹ Counterfactual Submission, paragraph 2.31.

⁷² Counterfactual Submission, paragraph 2.27.

⁷³ Counterfactual Submission, paragraph 2.44 'Constellation's understanding is also supported by Aston Barclay's internal documents. In particular, board minutes from late 2024 and early 2025 suggest that the only purchaser with a serious interest in the transaction was Constellation/BCA'.

74. In relation to the possible divestment of part of the Aston Barclay business (such as individual auction sites or other assets), Constellation made the following additional submissions:
- (a) Rutland had not investigated the viability of selling individual sites in any detail.⁷⁴
 - (b) Aston Barclay [X] which, as a matter of law, restricted the options available to Aston Barclay's directors having regard to [X]. This meant that directors would have taken an unacceptable risk in disposing of separate assets, such as leases, compared to selling the business as a going concern.⁷⁵
 - (c) Individual auction sites could not have been sold as an operating business, as all auction sites are leasehold (and as such they are liabilities (not assets), requiring the landlord's permission to re-assign)⁷⁶ and Vendors are not 'tied' to specific sites but rather contract with Aston Barclay as a company.⁷⁷ The closing of the Leeds site and the payment to end the lease to the landlord rather than selling the site supports that selling sites was not realistic.⁷⁸
 - (d) In the event of liquidation or administration, ultimate control of the leases would rest with the landlords and not with the administrator (or liquidator). As such, the administrator (or liquidator) would very quickly lose any ability to sell any aspect of the business or its assets (to the extent any such assets exist), and those assets would exit the market.⁷⁹
75. Constellation further noted that Aston Barclay's former [X] of the Board ([X]) had told Constellation's [X] that: (i) the Merger was the only viable option to ensure that Aston Barclay's assets remained in the market; and that (ii) there were no viable purchasers for individual auction sites, nor a viable plan to sell some auction sites and then operate the remainder of the business.⁸⁰

⁷⁴ Counterfactual Submission, paragraph 2.20. The CMA notes, however, that in the Issues Letter Response, Constellation acknowledged that Aston Barclay (before engaging with Constellation) had considered the sale of individual sites and concluded that such bids were not viable and would not generate sufficient proceeds to address [X] (Issues Letter Response, 6.22).

⁷⁵ Issues Letter Response, paragraph 1.5.

⁷⁶ Counterfactual Submission, paragraph 2.24.

⁷⁷ Counterfactual Submission, paragraph 2.21 and 2.26, 'Aston Barclay's Vendors contract with Aston Barclay as a legal entity, and not with individual sites. Further, and as recognised in Rutland's own sales materials, a proportion of vendors sell through multiple sites. Even if a lease for a site could be transferred, the vendors' contracts would remain with Aston Barclay. It is highly unlikely that significant vendors would then be willing to "split up" existing contracts between Aston Barclay and the new purchaser. As well as meaning the site sells without guaranteed volumes'.

⁷⁸ Issues Letter Response, paragraphs 4.2 and 6.28. Counterfactual Submission, paragraphs 2.35 and 6.27.

⁷⁹ Issues Letter Response, paragraph 6.17. Constellation submitted that those assets could be attractive to broader sectors of the economy, such as for example property developers, [X].

⁸⁰ Constellation's email to the CMA of 16 September 2025.

4.2.2.2 Evidence from internal documents

76. A number of documents submitted by Rutland and prepared for Aston Barclay's shareholders or for Aston Barclay's Board show that the sale of Aston Barclay's individual auction sites to different purchasers was seriously considered as a viable alternative exit option to sale of the entire business:
- (a) A presentation dated 28 March 2024 prepared for Aston Barclay's shareholders exploring an exit route considers different options, including the sale of individual sites. This presentation suggests that the sale of individual sites separately might maximise the outcome for shareholders, mainly because selling the Aston Barclay group as a whole might not attract buyers or run a substantial risk of CMA involvement if sold to a competitor.⁸¹ This document included valuations for individual (or groups of) business units.⁸²
 - (b) Another presentation dated 13 April 2024 prepared for Aston Barclay's shareholders splits potential purchasers into three 'Buckets' with Bucket 1 consisting of substantial industry players able to buy the whole business; Bucket 2 substantial players in adjacent industries; and Bucket 3 smaller independent players likely interested in buying one or more business units. The presentation notes that 'selling trade and assets should be more straightforward than a share sale'.⁸³
 - (c) A portfolio investment report in relation to Aston Barclay prepared for Rutland in December 2024ⁱ also states 'that a trade exit, either as a break-up or whole business transaction, was the most viable exit option'.⁸⁴
 - (d) An update paper prepared by Aston Barclay's [member of the Board] [REDACTED] dated 20 January 2025 and updated on 23 January 2025 for Aston Barclay's Board meeting of 23 January 2025 indicates that Aston Barclay was considering the '[REDACTED]' as an alternative to the Merger, and notes the '[REDACTED]'.⁸⁵ The paper notes that while an acquisition by BCA was 'the most likely route to a good outcome', the business would 'pursue other alternatives for a 100% sale of AGH and/or a partial sale'.⁸⁶ The same document states '[g]iven the high likelihood of a sale of the underlying site businesses at a value which protects the creditors we need to keep trading to pursue this outcome'.⁸⁷

⁸¹ Rutland RFI response, Annex '[REDACTED]', page 3 and '[REDACTED]' to the Rutland RFI; Annex '[REDACTED]'.

⁸² Rutland RFI response, Annex '[REDACTED]', pages 8-11.

⁸³ Rutland RFI response, Annex '[REDACTED]'.

⁸⁴ Rutland RFI response, Annex '[REDACTED]'. See also Rutland RFI response, Annex '[REDACTED]' which states that 'discussions are continuing around a potential deal for the whole group and/or a managed break-up given the material synergies that should be available to potential buyers'.

⁸⁵ Rutland RFI response, Annex '[REDACTED]'.

⁸⁶ Rutland RFI response, Annex '[REDACTED]'.

⁸⁷ Rutland RFI response, Annex '[REDACTED]'.

4.2.2.3 Evidence from Rutland

77. Rutland confirmed that it contacted a wide range of potential purchasers during the 2024 sales process and that Constellation was the only party that made an offer for the whole business and that was assessed as having the necessary focus and resources to efficiently complete the transaction.⁸⁸
78. Rutland stated that, in October 2024, it had little confidence in the quality of the bids that it had received to that date for individual auction sites – reflecting potential challenges for these third parties in efficiently completing the transaction and the likely [§<] (given the need to address [§<]).⁸⁹ While it recognised that this was inevitably speculation, Rutland stated [§<]. However, Rutland also stated that if Constellation had not been interested in pursuing the Merger in October 2024 following the initial discussions, it would likely have explored individual site sales.⁹⁰ This is consistent with the documents referred in paragraph 76 above.
79. The Board update paper referred above in
80. 76(d) shows that, as of January 2025, Aston Barclay was considering other options, in case the negotiations with Constellation did not succeed.⁹¹ At this time, Aston Barclay's Board identified potential purchasers for each of its auction sites, one of which it did not seem to have approached during the prior sales process.⁹²

4.2.2.4 Evidence from alternative purchaser(s)

81. The CMA obtained direct evidence from a range of third parties regarding their consideration of a potential acquisition of Aston Barclay or some of its auction assets.
82. The CMA has not received evidence that there would have been an alternative purchaser for the whole of the Aston Barclay business (ie including the B2B used vehicle auction services business *and* TCBG). The CMA has also not received evidence that there would have been an alternative purchaser for the TCBG business.
83. However, the evidence received from some third parties indicates that alternative purchasers would have been interested in purchasing a combination of some or all of Aston Barclay's auction assets. In particular:

⁸⁸ Rutland RFI response, question 4.

⁸⁹ Rutland RFI response, question 4.

⁹⁰ Rutland RFI response, question 4.

⁹¹ Rutland RFI response, Annex '[§<]' which refers to the 'need to introduce some competition/alternative solutions into the mix to both press BCA and in order to have viable alternatives. Meeting held with [§<] this week who are interested in [§<]'.

⁹² Rutland RFI response, Annex '[§<]'.

- (a) One alternative purchaser (**Purchaser A**) that currently operates a number of B2B used vehicle auction sites provided evidence that absent the Merger it would have sought to purchase two or more Aston Barclay sites and the customer contracts for the remaining sites. This purchaser made a number of indicative offers for multiple sites and customer lists during 2024 and 2025 (the last of which was made in February 2025, and therefore after the Heads of Terms had been signed with Constellation).⁹³ This purchaser conducted financial modelling of the profitability of its selected sites, excluding TCBG volumes and including assumptions on declining volumes. In addition, this alternative purchaser included in its valuation employee and property liabilities associated with the selected sites. Purchaser A noted that, while ascribing value to the customer lists at other sites, it recognised that the actual transfer of these customers was at its risk, suggesting that this risk was accounted for in its valuation.
- (b) Another alternative purchaser (**Purchaser B**) that also currently operates a number of B2B used vehicle auction sites provided evidence that absent the Merger it would have sought to purchase two or more Aston Barclay sites, including some sites for which Purchaser A had not submitted indicative offers.⁹⁴ This purchaser stated that it had communicated an interest in two sites to Rutland but was not invited to make an offer for the sites. Purchaser B also stated that it approached Aston Barclay's CEO directly to discuss potential site purchases as late as March 2025 (at which point, the CMA understands that Rutland and Aston Barclay were in the late stages of finalising negotiations for the Merger).⁹⁵

- 84. Both Purchaser A and B submitted that their selected combination of assets would have been incorporated into their existing used vehicle auction services business and that the addition of these assets would have facilitated an expansion of their operations such that they could compete more effectively for a wider range of customers – including larger customers.⁹⁶
- 85. Neither Purchaser A nor Purchaser B had the opportunity to undertake detailed due diligence and there is therefore some uncertainty over whether they would ultimately have purchased the assets in question. However, the evidence from the alternative purchasers suggests that they had a good understanding of the assets

⁹³ Rutland RFI response. Purchaser log, third party exit process correspondence and Purchaser A response to CMA information request on 2 July 2025 (Purchaser A's RFI response).

⁹⁴ Purchaser B told the CMA that acquiring all five sites was a secondary option depending on financial viability, but it believed it could have done so. Note of a call with a third party, July 2025, paragraph 16.

⁹⁵ Rutland's RFI response, Purchaser log, and Note of a call with a third party, July 2025; and Email from third party, July 2025. See email from Purchaser B to the CMA of 4 August 2025, in which Purchaser B submits that it had calls with Aston Barclay's CEO about the opportunity to purchase assets from Aston Barclay (see [3<]).

⁹⁶ Purchaser B told the CMA that if [3<]: Note of a call with a third party, July 2025, paragraph 15. Purchaser A told the CMA that it planned '[3<]' and noted that '[3<]'. Purchaser A's RFI response

and a strategic rationale for purchasing them. The CMA therefore does not consider that further due diligence would inevitably have led to either purchaser withdrawing its interest.

4.2.2.5 CMA's assessment

86. In its assessment of Limb 2, the CMA has addressed the following questions:

- (a) Whether it would have been possible for Aston Barclay's auction sites and other assets to be sold by Aston Barclay or by an administrator;
- (b) Whether an alternative purchaser(s) would have been interested in acquiring Aston Barclay's auction assets to viably compete in the supply of B2B used vehicles auction services;
- (c) Whether the price paid by an alternative purchaser(s) for Aston Barclay's auction assets would have been above the liquidation value; and
- (d) Whether an acquisition of Aston Barclay's auction assets by the alternative purchaser(s) would have been less anti-competitive than the Merger.

87. The CMA then summarises its overall view on Limb 2 of the exiting firm counterfactual test.

4.2.2.5.1 *Would it have been possible for Aston Barclay's auction sites and other assets to be sold by Aston Barclay or by an administrator?*

88. The CMA considered whether the divestment of Aston Barclay's auction sites and other assets (rather than the whole business) would be possible absent the Merger given Constellation's submissions.⁹⁷

89. With regard to a sale of Aston Barclay's auction sites and other assets by Aston Barclay before potential administration (or liquidation), the CMA notes that this scenario was contemplated by Aston Barclay at the outset of the sales process and during the negotiations with Constellation. It was also identified by Rutland as the likely next step absent the Merger.

90. Aston Barclay's Board considered various options to dispose of Aston Barclay's auction assets in smaller packages throughout the sales process, including in the days before signing the Heads of Terms with Constellation. In particular:

⁹⁷ CMA129, paragraph 3.21(b).

- (a) As noted in paragraph 60(a) and (c)60(b), as of November 2024, Aston Barclay's Board considered that it was solvent⁹⁸ during the period in which it contemplated the Merger, meaning that, contrary to Constellation's submissions, it had greater scope to determine the disposal strategy than the binary options of (i) sale of the business as a whole or (ii) liquidation.
- (b) There is also evidence that, in January 2025, Aston Barclay's Board (i) assessed that the business was solvent and would remain so throughout the 13-week forecast period; and (ii) was cognisant of its duties to creditors when it assessed that the sale of sites was a possible alternative to the Merger.⁹⁹ At this point, while recognising that the Merger would maximise the value of the assets, Aston Barclay's Board appeared to consider that the sale of sites could realise sufficient funds to meet its duties to creditors (see paragraph 76(d)).¹⁰⁰

91. The CMA considers that, even if Aston Barclay was at risk of insolvency before the Merger (which the CMA does not consider has been demonstrated by Constellation to the required standard), it is not clear that the sale of assets would necessarily be inconsistent with Rutland's duty to creditors if this strategy maximised the value of its assets for the benefit of creditors. The CMA does not agree that it would not be possible, as a matter of law, for Aston Barclay's management to sell Aston Barclay's assets, rather than Aston Barclay's whole business.
92. With regard to a sale of Aston Barclay's leases and other assets by an administrator in an administration scenario, the CMA had regard to the purpose of administration. If a company cannot resume operating as a going concern, an administrator will look to maximise the proceeds from either the sale of the business as a going concern, or the sale of sites (and assets) to pay creditors using the proceeds raised.¹⁰¹
93. Given the purpose of administration, a business in administration is either sold to an alternative purchaser as a whole, or its assets are sold to realise as much value as possible. In this case, Aston Barclay's assets include its sites (through leases that grant the tenant exclusive use of the property) and customer lists.

⁹⁸ Aston Barclay response to s109 Notice of 3 June 2025, question 1 a), Annex 379 '[><]'.

⁹⁹ Rutland RFI Response, Annex '[><]' slide 18.

¹⁰⁰ The CMA does not consider that the decision to close the Leeds site rather than attempt to sell it is indicative of what would have been a realistic strategy for Aston Barclay for the disposal of other sites (having regard to its duty to creditors) or an administrator. The CMA notes that, after the decision to close the Leeds site, Aston Barclay was still considering the sale of the remaining individual sites. Further the CMA notes that the Leeds site had different characteristics to the remaining sites (being considerably smaller, focused on different vehicles and being located close to another site) which suggests that the incentives of both Aston Barclay to sell, and trade buyers to acquire, the site are unlikely to be indicative of how other sites may have been disposed of in the absence of the Merger.

¹⁰¹ <https://www.gov.uk/put-your-company-into-administration>.

94. The CMA considers that it is realistic that an administrator would have had the necessary flexibility to achieve the divestment of auction sites without, as submitted by Constellation, the business inevitably being liquidated:
- (a) First, as recognised by Constellation in its submission, after a company enters into administration there is a moratorium period which prevents the landlord from retaking possession while a new potential tenant is being sought.¹⁰²
 - (b) Second, evidence from Purchaser A and Purchaser B indicates that an administrator would be able to quickly identify trade purchasers for the site leases to (i) realise value for creditors; and (ii) provide assurance to customers that the B2B used vehicle auction services will continue to operate from the sites without increased risk to those customers.
95. The divestment of auction sites (by Aston Barclay or an administrator) would involve either the assignment of leases with landlord consent or a licence to occupy. These arrangements are commonplace. The CMA has received no evidence to suggest that Aston Barclay's landlords would have been likely to oppose the assignment of Aston Barclay's site leases to companies already active in the B2B vehicle auction market.
96. While it is possible that some auction sites might have been disposed of by an administrator to a non-trade purchaser (eg for residential development), the CMA does not consider this to be the only realistic outcome – and could not be considered the most competitive outcome.
97. Therefore, the CMA considers that the sale of some combination of Aston Barclay's assets to a purchaser or purchasers, either by Aston Barclay or an administrator, would have been possible and was realistic.

4.2.2.5.2 Would an alternative purchaser(s) have been interested in acquiring Aston Barclay's assets to viably compete in the supply of B2B used vehicles auction services?

98. As outlined above in paragraphs 78 and 79, the CMA does not consider that Aston Barclay's sales process fully exhausted all potential options to sell Aston Barclay's assets. Since at least October 2024, when Constellation expressed its interest in acquiring Aston Barclay, Aston Barclay's priority was on achieving the Merger. Further, an administrator-led sales process would have included all options for disposal of assets to identify a strategy in which sale proceeds are maximised.

¹⁰² Issues Letter Response, paragraph 6.26.

99. As mentioned above, both Purchaser A and Purchaser B expressed an interest in acquiring a combination of some or all of Aston Barclay's assets. They both provided evidence that, by incorporating these sites into their existing B2B used vehicle auction services businesses, they would have been able to expand their operations and increase the volumes of vehicles across all sites. As noted in paragraph 82(a), Purchaser A had accounted for industry trends and the loss of TCBG volumes in its profitability assessment.
100. The CMA considers that these alternative purchasers are well placed to assess the viability of the proposed combination of assets, having regard to their expansion plans and existing asset base. Moreover, neither purchaser would have acquired Aston Barclay's [X] and would therefore have been unencumbered by Aston Barclay's [X].
101. More generally, the CMA also notes that:
- (a) Aston Barclay sites have specific characteristics (large secure area for vehicle storage and a drive through auction area)¹⁰³ that are valued by vehicle auction providers.¹⁰⁴ There are limited sites that are fit for this purpose in strategically valuable locations.¹⁰⁵ A number of Aston Barclay's sites were identified as having strategic value by both Purchaser A and Purchaser B.
 - (b) Vendor contracts are not site specific and would be subject to customer consents for formal transfer to an alternative purchaser. While there is a risk that some customers may not give consent for the transfer of their contract, there is no reason to believe they would not do so. As explained above, Purchaser A ascribed a specific value to the customer lists for two sites. More generally, an alternative purchaser could compete for these customers using these assets (alongside its existing assets – for example for those customers wishing to use multiple sites).

4.2.2.5.3 Would the price paid by alternative purchasers for Aston Barclay's assets have been above the liquidation value?

102. The CMA will consider an alternative purchaser if that alternative purchaser was 'willing to acquire the firm at any price above liquidation value'.¹⁰⁶ The CMA does

¹⁰³ Purchaser B call note.

¹⁰⁴ Enquiry Letter response, question 21 and other third parties also submitted that pre-purposed auction sites are valuable (see Entry and Expansion section).

¹⁰⁵ Purchaser B call note.

¹⁰⁶ CMA129, paragraph 3.30.

not consider that Constellation's interpretation of 'liquidation value' for this purpose is appropriate and in line with the CMA's guidance.

103. The CMA considers that 'the firm' in this context can include individual assets where these assets are used by the alternative purchaser to exert a competitive constraint on the acquiring merger party without the need to acquire the whole firm.
104. Liquidation value represents an estimated amount that would be received if an entity's assets, such as real estate, fixtures, equipment and inventory were sold off in a distressed sale (eg with the seller under time pressure to convert assets into cash and accordingly, reflecting a strong bargaining position for the purchaser).
105. When the liabilities of a business exceed the value of its tangible and current assets, such as in the case of Aston Barclay, the price paid for the assets of that business is, in principle, above liquidation value, as long as it is higher than £0. This is because, where the liquidation value less the business' liabilities is negative, the purchase price is not required to satisfy the outstanding liabilities.¹⁰⁷
106. The evidence received from alternative purchasers (Purchaser A and Purchaser B) shows that the values each of them ascribed to Aston Barclay's assets were well above zero.
107. The CMA considers that the price that alternative purchasers would have offered for Aston Barclay's assets absent the Merger would likely reflect the market value of these assets. This is because the offer would have been made in the context of negotiations against alternative bidders and would have had regard to the strategic value of the assets to their expansion plans.

4.2.2.5.4 Would an acquisition of Aston Barclay's assets by the alternative purchaser(s) have been less anti-competitive than the Merger?

108. As explained at paragraph 69, for the purposes of the counterfactual, the CMA's assessment of alternative purchasers will not be at the same level of depth as its competitive assessment of the Merger, nor will it conduct separate competitive assessments for each alternative purchaser.¹⁰⁸
109. Based on the strategic rationale of the alternative purchasers for purchasing Aston Barclay assets, the CMA considers that at least Purchaser A and Purchaser B

¹⁰⁷ While there may be liabilities that attach to specific assets, such as site-specific property and employee liabilities, these could be accounted for by an alternative purchaser in its purchase price for the assets without also having to accept the liabilities of the entire Aston Barclay's business. Such an approach would be consistent with Aston Barclay's or an administrator's duty to deliver the best outcome for creditors, where it is not possible to realise additional value through the sale of the business as a going concern. The CMA notes that, although Aston Barclay's [3<], an alternative purchaser of Aston Barclay's assets would not be liable for the enduring, structural contributors to Aston Barclay's [3<] and could actively manage the [3<] that creates the [3<].

¹⁰⁸ CMA129, paragraph 3.32.

would have operated the acquired Aston Barclay's assets in competition with Constellation.

110. While these alternative purchasers are currently active in the B2B used vehicle auction market, they are significantly smaller than Constellation. The acquisition of Aston Barclay assets by either of these purchasers would have expanded the number of used vehicle auction services providers with the ability to serve a range of customers similar to that served by Aston Barclay pre-Merger when compared to the Merger (see paragraph 83 regarding Purchaser A's and Purchaser B's plans to expand their foothold by incorporating Aston Barclay's assets into their existing operations).

4.2.2.5.5 CMA's view on Limb 2

111. The CMA has not received compelling evidence that it is inevitable that there would not have been an alternative, less anti-competitive purchaser for Aston Barclay's assets used to supply B2B used vehicle auction services in GB.
112. The CMA considers that, absent the Merger, either Aston Barclay or an administrator would have sought to realise the maximum value out of the assets of Aston Barclay. In the absence of a purchaser for the business as a going concern, there was a realistic prospect that this would have involved the sale of Aston Barclay's assets, such as leases and customer contracts.
113. As noted in paragraph 82, the CMA has received direct evidence of interest from two alternative purchasers (who are already active in the supply of B2B used vehicle auction services) in a combination of Aston Barclay's assets (ie at least two auction sites each, but potentially more). The evidence available to the CMA indicates that these purchasers were willing to acquire Aston Barclay's assets above liquidation value and that the acquisition of these assets by Purchaser A and/or Purchaser B would have been less anti-competitive than the Merger.
114. Evidence from internal documents suggests that there may have been other purchasers that would have acquired certain assets of Aston Barclay that Purchaser A and/or Purchaser B might not have acquired (with the exception of TCBG, for which there did not seem to be a realistic alternative purchaser).
115. As a result, the CMA has found that Limb 2 of the exiting firm scenario is not met.

4.2.3 CMA's view of the counterfactual

116. For the purpose of its competitive assessment, the CMA has focussed on identifying significant changes in the counterfactual that the CMA believes would make a

material difference to its competitive assessment,¹⁰⁹ rather than seeking to predict the precise details or circumstances that would have arisen absent the Merger.¹¹⁰

117. Based on the evidence assessed above, the CMA considers that there is a realistic prospect that a combination of some or all of Aston Barclay's assets would have been acquired by a less anti-competitive purchaser(s) (eg Purchaser A or Purchaser B) than Constellation.
118. As explained above, there is some overlap in the assets that potential alternative purchasers expressed interest in. For the purposes of the counterfactual assessment, it is not necessary to determine exactly which assets would have been acquired by which alternative purchaser.
119. On this basis, the CMA has assessed the effects of the Merger against a counterfactual in which:
 - (a) at least one existing smaller supplier of B2B used vehicle auction services in GB acquires some or all of Aston Barclay's auction assets enabling it to expand its operations and thereby supply a similar range of customers as supplied by Aston Barclay pre-Merger;¹¹¹ and
 - (b) BCA's market position is comparable to its pre-Merger position.¹¹²
120. For the purposes of its competitive assessment, the CMA considers that this counterfactual would lead to conditions of competition similar to pre-Merger conditions (if not more competitive).¹¹³

5. COMPETITIVE ASSESSMENT

5.1 Background and nature of competition

121. Both Parties are suppliers of B2B used vehicle auction services. B2B used vehicle auction services involve taking used vehicles from customers seeking to sell them and then selling these vehicles to customers seeking to purchase them, ie acting as an intermediary through which used vehicles are bought and sold.

¹⁰⁹ CMA129, paragraph 3.9.

¹¹⁰ CMA129, paragraph 3.11.

¹¹¹ For the avoidance of doubt, the CMA considers that conditions of competition would not be materially different in each counterfactual in which assets were acquired by the different interested alternative purchasers – ie under each counterfactual there are no material differences on the constraint that would be imposed on BCA.

¹¹² The CMA does not exclude that Constellation might have acquired some of Aston Barclay's auction assets had the Merger not gone ahead. However, the CMA does not consider that this is the only realistic scenario. For the purposes of its competitive assessment the CMA has assumed that BCA's market position in the counterfactual would be broadly comparable to its current position.

¹¹³ See paragraphs 210, 228 and 245.

122. Vendors seeking to sell vehicles through used vehicle auction services include commercial car fleet owners such as leasing companies, car buying companies, car dealerships and car manufacturers.¹¹⁴
123. Buyers seeking to purchase vehicles through used vehicle auction services include both independent and franchised car dealers as well as wholesale car traders.¹¹⁵
124. Used vehicle auction services involve selling used vehicles under a live auction format where the highest bidder acquires a vehicle at the bid price. Constellation's auctions are offered online only whereas Aston Barclay's auctions can be attended in person or online (known as hybrid auction services). The introduction of online and hybrid auction services has made it easier for Buyers to purchase vehicles located further away than the Buyer would be willing to travel to attend a physical auction.
125. B2B used vehicle auction services are two-sided platforms which compete for, and supply services to, both Buyers and Vendors of used vehicles.¹¹⁶ Two-sided platforms are often characterised by indirect network effects, where the value of the product for customers on one side of the platform is dependent on the volume of users on the other side.¹¹⁷ For B2B used vehicle auction services, the value of the service for Vendors is dependent on the number of Buyers (and vice versa).¹¹⁸ Auction service providers source stock from Vendors and need to assure Vendors that a sufficient number of Buyers will use their auction services to maximise the vehicle sale price. Buyers are attracted to auction services which offer a sufficient volume of the used vehicles they are interested in purchasing.
126. As well as sourcing stock from Vendors, used vehicle auction services may also self-supply vehicles to their auction services. For example, Constellation's car buying business, webuyanycar, operates a nationwide network of 500 locations for customers to sell vehicles. webuyanycar accounts for [60-70]% of the vehicles that are sold through Constellation's auctions.¹¹⁹ In contrast, Aston Barclay's car buying business, TCBG, accounts for just over [10-20]% of the vehicles that are sold through Aston Barclay's auctions.¹²⁰
127. B2B used vehicle auction providers supply a range of services to both Vendors and Buyers that are ancillary to their auction services. These services may include the transportation of vehicles to or from auction sites, vehicle appraisal, vehicle

¹¹⁴ Enquiry Letter response, question 10.

¹¹⁵ Enquiry Letter response, question 10.

¹¹⁶ Enquiry Letter response, question 10.

¹¹⁷ CMA129, paragraph 4.22.

¹¹⁸ Constellation stated that: 'Given the two-sided nature of the auction business, reducing volumes have an impact on the ability of Aston Barclay to attract further volumes from vendors, and therefore to attract buyers' (Enquiry Letter response, question 30).

¹¹⁹ Enquiry Letter response, question 10 and question 30.

¹²⁰ Aston Barclay's Response to RFI of 8 July 2025, question 2.

inspection, valuation and valeting.¹²¹ Some auction providers also offer vehicle refurbishment services and vehicle storage services. With the exception of de-fleeting services¹²² (which are only offered by BCA) and storage services, many B2B used vehicle auction services providers offer a similar set of services to BCA.¹²³

128. Based on Constellation's submissions and third-party evidence, the CMA considers that there are a range of factors which are important to customers of B2B used vehicle auction services (both Vendors and Buyers) when choosing a provider. These include fees,¹²⁴ sale price for the vehicle,¹²⁵ reputation of the provider,¹²⁶ service / service level,¹²⁷ and volume of vehicles / buyer base.¹²⁸ Other factors, including national presence¹²⁹ and ancillary services,¹³⁰ are also considered important by customers, although Vendors are more likely to consider these to be important than Buyers.

5.2 Market Definition

129. Where the CMA makes a SLC finding, this must be 'within any market or markets in the United Kingdom for goods or services'. An SLC can affect the whole or part of a market or markets. Within that context, the assessment of the relevant market(s) is an analytical tool that forms part of the analysis of the competitive effects of the merger and should not be viewed as a separate exercise.¹³¹
130. Market definition involves identifying the most significant competitive alternatives available to customers of the merger parties and includes the sources of

¹²¹ Constellation's Response to Section 109 Notice of 6 June 2025, question 5.

¹²² 'De-fleeting' is a service through which BCA acquires the vehicle from the customer, with the vehicle being sold by Constellation on its own account, providing the customer with immediate liquidity from the sale of the vehicle (Constellation's Response to Section 109 Notice of 6 June 2025, question 3).

¹²³ Constellation's Response to Section 109 Notice of 18 June 2025, question 5.

¹²⁴ Most Vendors and all Buyers said vendor and buyer fees respectively were very important or important factors when selecting an auction service. Responses to the CMA questionnaire from a number of third parties, July 2025, questions 5 and 13.

¹²⁵ Most Vendors and Buyers said price was a very important factor when selecting an auction service. Responses to the CMA questionnaire from a number of third parties, July 2025, questions 5 and 13.

¹²⁶ Most Vendors and Buyers said reputation was a very important or important factor when selecting an auction service. Responses to the CMA questionnaire from a number of third parties, July 2025, questions 5 and 13.

¹²⁷ All Vendors and Buyers said service was a very important or important factor when selecting an auction service. Responses to the CMA questionnaire from a number of third parties, July 2025, questions 5 and 13.

¹²⁸ Most Vendors and Buyers said size of buyer base and volume respectively were very important or important factors when selecting an auction service. Responses to the CMA questionnaire from a number of third parties, July 2025, questions 5 and 13.

¹²⁹ Most Vendors and several Buyers said national presence was a very important or important factor when selecting an auction service. Responses to the CMA questionnaire from a number of third parties, July 2025, questions 5 and 13.

¹³⁰ Most Vendors and several Buyers said ancillary services was a very important or important factor when selecting an auction service. Responses to the CMA questionnaire from a number of third parties, July 2025, questions 5 and 13.

¹³¹ CMA129, paragraph 9.1.

competition to the merger parties that are the immediate determinants of the effects of the merger.¹³²

131. While market definition can be an important part of the overall merger assessment process, the CMA's experience is that in most mergers, the evidence gathered as part of the competitive assessment, which will assess the potentially significant constraints on the merger parties' behaviour, captures the competitive dynamics more fully than formal market definition.¹³³

5.2.1 Product market

132. Constellation submitted that it is appropriate to assess the effects of the Merger by reference to the supply of vehicle remarketing services, which includes auction services and alternative channels through which Vendors and Buyers can dispose, or purchase used vehicles. This includes proprietary platforms operated by fleet owners, OEMs, and dealers, salvage auction providers, B2B online platforms (ie platforms that do not take physical possession of vehicles), as well as C2B online platforms.¹³⁴
133. The Parties overlap in the provision of B2B used vehicle auction services.¹³⁵ The CMA has, therefore, taken this as its starting point for considering the appropriate product market.¹³⁶
134. As set out in the CMA's guidance, the relevant product market is identified primarily by reference to demand-side substitution.¹³⁷ The CMA has considered whether the product market should be widened on the basis of demand-side substitution between B2B used vehicle auction services and other sales channels. The CMA has specifically considered whether it would be appropriate to include the following

¹³² CMA129, paragraph 9.2.

¹³³ CMA129, paragraph 9.2.

¹³⁴ Issues Letter Response, paragraph 7.2. Constellation made several further submissions about defining 'large vendors' with the market definition (Issues Letter Response, paragraph 3.7). The CMA considers that market segmentation by customer type is not appropriate in this case and did not attempt to define 'large vendors' because there is a high degree of differentiation among Vendors, which is difficult to capture with a 'bright line' definition. Accordingly, the CMA considered the extent to which B2B used vehicle auction service providers are able to meet the needs and preferences of different types of customers in its competitive assessment.

¹³⁵ The Parties also overlap in the supply of car buying services through the platforms webuyanycar and TCBG. However, the CMA focused its investigation on the supply of B2B used vehicle auction services, given TCBG's small presence in the supply of car buying services. webuyanycar and TCBG represent [5-10]% and [0-5]%, respectively, of used vehicles sold annually in the UK. The volume of vehicles acquired by Constellation through webuyanycar is entirely sold through BCA's own auction sites. (Enquiry Letter response, question 3). Other competitors of webuyanycar and TCBG are Carwow, Motorway, BigWantsYourCar and Money4YourMotors. Therefore, the CMA found there were no plausible competition concerns in respect of the supply of car buying services as a result of the Merger and, therefore, these are not discussed further in this Decision.

¹³⁶ The supply of B2B used vehicle auction services is a two-sided market. The CMA does not consider necessary or appropriate to distinguish each side of the market (ie Vendors and Buyers) as separate markets, as Buyers and Vendors do not face a significantly different set of alternatives to the use of auction services and the competition assessment does not differ materially (see CMA129, paragraph 9.12).

¹³⁷ CMA129, paragraph 9.7.

sales channels within the product market: proprietary platforms, online platforms and salvage auctions.¹³⁸

5.2.1.1 *Proprietary platforms*

135. Constellation submitted that many Vendors sell significant volumes of vehicles through their own proprietary platforms. Constellation submitted that proprietary platforms offer an alternative to both Vendors and Buyers who are looking to sell or buy a vehicle.¹³⁹
136. Almost half of the Vendors that responded to the CMA's market test told the CMA that they do not use any alternative sales channels (including proprietary platforms) to remarket used vehicles.¹⁴⁰ In particular, only a minority of Vendors told the CMA that they used proprietary platforms.
137. The CMA received submissions from several Vendors who operate their own proprietary platform. While these Vendors all sold volumes of vehicles through their own proprietary platforms, all noted that there are key differences between proprietary platforms and auctions which mean that they are not suitable alternatives for a substantial proportion of the used vehicles that they are seeking to sell.¹⁴¹
138. A minority of Buyers noted that they consider other channels to be an alternative to auction services.¹⁴² One Buyer told the CMA that it used other remarketing sales channels, but that these provide more of a 'top-up' rather than serving as a key source of vehicles.¹⁴³ Another Buyer told the CMA that it does not use other sales channels and explained it can only obtain the necessary volumes from auction houses.¹⁴⁴

¹³⁸ The CMA does not consider that the market should be widened on the basis of supply-side substitution as neither of the conditions set out in paragraph 9.8 of CMA129 are met. Specifically, the CMA has not seen evidence that (i) firms routinely use their existing production assets to supply across these different sales channels; or, (ii) the same firms compete to supply these different products and the conditions of competition between the firms are the same across these sales channels.

¹³⁹ Enquiry Letter response, question 30

¹⁴⁰ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

¹⁴¹ For example, an OEM Vendor told the CMA that it had its own proprietary platform, but it did not consider that this was an alternative to auction services, as it could not be used to dispose of all types of vehicle such as vehicles in disrepair; Another OEM Vendor noted that it only remarkets its own branded vehicles through its proprietary platform. This Vendor also noted that vehicles which need substantial refurbishment are typically sent to auction providers who can carry out the refurbishments before remarketing the vehicle; A leasing company explained that not all vehicles are suitable for all sales channels and therefore there was a requirement for auction services; and a dealer Vendor noted that it faced barriers to building a buyer base and having attractive stock to sell to customers. This dealer Vendor also noted that proprietary platforms and sales platforms are unable to meet the volume requirements of Vendors. Response to the CMA questionnaire from a number of third parties, July 2025.

¹⁴² Response to the CMA questionnaire from a number of third parties, July 2025, question 16.

¹⁴³ Response to the CMA questionnaire from a third party, July 2025, question 16.

¹⁴⁴ Response to the CMA questionnaire from a third party, July 2025, question 16.

139. The CMA has also not identified in the internal documents submitted by Parties evidence that the Parties monitor or benchmark against proprietary platforms as competitors. A market study prepared for Constellation about the used vehicles market separates B2B auctions from proprietary platforms, when analysing the market.¹⁴⁵
140. The CMA therefore concluded that the relevant product market should not be broadened to include proprietary platforms.

5.2.1.2 *Online platforms*

141. Constellation submitted that online platforms including C2B platforms, such as Motorway and Carwow, and B2B platforms such as Dealer Auction (a joint venture between Cox (the parent company of Manheim) and AutoTrader) are alternatives to auction services.¹⁴⁶ Constellation submitted that some C2B platforms and Dealer Auction have B2B offerings which mean they directly compete with the Parties' used vehicle auction services.^{147, 148}
142. The CMA considers below whether the relevant product market should be broadened to include online C2B platforms and B2B platforms such as Dealer Auction which do not take physical possession of vehicles.

5.2.1.2.1 *Online C2B Platforms*

143. One C2B platform told the CMA that there are key differences between C2B platforms and traditional auction services. It explained that its platform is not typically used for dealer to dealer sales.¹⁴⁹ Providers of B2B used vehicle auction services will partner with Vendors to dispose of large volumes of vehicles, whereas its C2B platform predominantly sources vehicles directly from consumers.¹⁵⁰ This C2B platform stated that it is unable to handle large volumes of used vehicle stock from commercial Vendors because it does not have physical sites to hold vehicles and does not provide ancillary services such as vehicle delivery or refurbishment.¹⁵¹ It further noted that it does not see itself as a remarketing platform but rather a virtual car marketplace that connects dealers and consumers.¹⁵²

¹⁴⁵ Constellation internal document, Annex 040 to the Enquiry Letter, [3<], August 2024, [3<]

¹⁴⁶ Issues Letter Response, paragraph 7.2

¹⁴⁷ Enquiry Letter response, question 30.

¹⁴⁸ Issues Letter Response, 9 September 2025, paragraph 7.2

¹⁴⁹ Note of a call with a third party, June 2025, paragraph 15.

¹⁵⁰ Note of a call with a third party, June 2025, paragraph 10(b).

¹⁵¹ Note of a call with a third party, June 2025, paragraph 10(e) and 17.

¹⁵² Note of a call with a third party, June 2025, paragraph 10(a).

144. No Vendors told the CMA that they use C2B platforms as an alternative sales channel for selling used vehicles.¹⁵³
145. On the Buyer side, while some Buyers told the CMA that they do use online C2B platforms to purchase vehicles, several told the CMA that these platforms are used for smaller volumes compared to auction services. For example:
- (a) One Buyer told the CMA that it uses Motorway and Carwow, but purchasing from these platforms makes up a very small part of its overall purchasing.¹⁵⁴
 - (b) Another Buyer told the CMA that, while it uses online platforms like Carwow and Motorway, it does not consider these platforms a suitable alternative to auction providers because they are unable to match the number of vehicles it is able to purchase from its current auction provider.¹⁵⁵ It also noted that online platforms are behind in terms of their offerings and the variety of cars they sell and do not offer logistics services.¹⁵⁶
 - (c) One Buyer noted that Motorway accounted for less than 20% of its used vehicle purchases. However, a mix of auction providers accounted for more than 70% of its used vehicle purchases which suggests that it requires auction providers to get the necessary volume of vehicles it requires.¹⁵⁷
146. Overall, only a few Buyers identified online platforms such as C2B platforms as an alternative to B2B used vehicle auction services and, even then, for only a proportion of their demand.
147. Documents submitted by Constellation also indicate that there are key differences between B2B auction services and C2B platforms, for example:
- (a) a Constellation internal document notes that, for Buyers, the customer journey using C2B platforms such as Carwow and Motorway involves [redacted] as dealers must arrange to visit consumers at individual locations to pick up vehicles rather than buying wholesale in bulk. Buyers must also do their own inspection and quality checks before agreeing on a price. The document notes that the process is '[redacted]' for dealers. Auction purchases are also warranted for mechanical condition and provenance unlike Motorway/Carwow. The document notes that it would '[redacted]' It notes in this respect that '[redacted]'.¹⁵⁸

¹⁵³ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

¹⁵⁴ Note of a call with a third party, May 2025, paragraph 11.

¹⁵⁵ Note of a call with a third party, June 2025 paragraphs 15 and 17.

¹⁵⁶ Note of a call with a third party, June 2025 paragraphs 17.

¹⁵⁷ Response to the CMA questionnaire from a third party, July 2025, question 11.

¹⁵⁸ Constellation internal document, Annex 079 to the Enquiry Letter, '[redacted]', November 2024, page 2, Annex 079 '[redacted]'.

- (b) in a used car market study prepared for Constellation the document separates B2B auctions from C2B platforms when analysing the market.¹⁵⁹

148. The CMA therefore does not consider these types of platforms to be an alternative to the Parties' B2B used vehicle auction services and, therefore, does not consider that they should be included in the relevant product market.

5.2.1.2.2 *Dealer Auction*

149. The CMA notes that, as with C2B platforms, some B2B platforms, such as Dealer Auction, do not take physical possession of vehicles and do not act as platform intermediaries between Vendors and Buyers.

150. One competitor described Dealer Auction as a 'pure online remarketing service', distinct from 'a typical' B2B used vehicle auction provider, because it does not physically process vehicles. This third party explained that under Dealer Auction's business model the 'buyer base belongs to the vendor who also determines the buyer fee' and submitted that Dealer Auction is only a viable alternative for a small number of Vendors.¹⁶⁰

151. No Buyers identified Dealer Auction as an alternative to B2B used vehicle auction services.¹⁶¹ Only one Vendor, an exclusive customer of BCA, told the CMA that Dealer Auction would be a moderate alternative to Aston Barclay but a very weak alternative to BCA.¹⁶² This Vendor explained that Dealer Auction uses a logistically different model which would not work for this customer's model.¹⁶³

152. The CMA also notes that Dealer Auction and Manheim are both controlled by Cox Automotives and offer complementary services. As discussed in paragraph 259 below, the CMA considers that Manheim is the second largest provider of B2B used vehicle auction services in GB. To the extent that Manheim's links to Dealer Auction make Manheim a stronger competitor, this is reflected in Manheim's competitive strength as set out in the competitive assessment. In particular, Dealer Auction would not constitute an additional independent source of competition from Manheim.

153. The CMA considers these types of online B2B platforms are not an alternative for many customers, particularly those that use B2B used vehicle auctions services to dispose of, or purchase, large volumes of vehicles. Therefore, the CMA does not

¹⁵⁹ Constellation internal document, Annex 040 to the Enquiry Letter, '[§<]', August 2024, slide 24 [§<].

¹⁶⁰ Response to the CMA questionnaire from a third parties, July 2025, introductory remarks and question 10.

¹⁶¹ Response to the CMA questionnaire from a number of third parties, July 2025, questions 14 and 15.

¹⁶² Response to the CMA questionnaire from a third party, July 2025, question 7 and 8.

¹⁶³ Response to the CMA questionnaire from a third party, July 2025, question 8.

consider that the relevant product market should be broadened to include Dealer Auction.

5.2.1.3 *Salvage auctions*

154. Constellation submitted that it faces competition from salvage auction providers such as CoPart and Synetiq.¹⁶⁴ Constellation noted that it sold [X] vehicles with ‘an insurance total loss marker’ in FY2025 which means (i) it competes with salvage auction providers; or (ii) its salvage volumes should be excluded from the volumes used to calculate shares of supply.¹⁶⁵
155. The CMA considers that salvage auction providers offer a different service to used vehicle auctions as they auction vehicles which have been involved in collisions or have suffered significant damage. Salvage auctions sell vehicles in their damaged condition for buyers to conduct the repairs themselves. This contrasts with the used vehicle auction services offered by the Parties which typically auction vehicles that are refurbished before they are sold and are therefore in better condition.
156. With the exception of one customer,¹⁶⁶ competitors and customers did not identify salvage auctions as an alternative to the Parties.¹⁶⁷
157. The CMA has also not identified in the internal documents submitted by Parties evidence that the Parties monitor or benchmark against salvage auctions providers as competitors.
158. The CMA therefore does not consider these types of auctions to be an alternative to the Parties’ B2B used vehicle auction services.
159. To the extent that the Parties and other B2B used vehicle auction services include salvage vehicles in their auctions, these were included in the volumes considered for the purpose of share of supply estimates.

5.2.1.4 *Ancillary services*

160. The CMA also considered whether it is appropriate to assess the ancillary services offered in connection with the supply of B2B used vehicle auction services as separate market(s).

¹⁶⁴ Enquiry Letter response, question 30.

¹⁶⁵ Issues Letter Response, paragraph 7.3.

¹⁶⁶ One customer, identified Copart as a moderate alternative to the Parties, but noted that Copart is geared towards accident damaged stock, which BCA and other B2B used vehicle auction providers identified as alternatives by this third party identified are not. Response to the CMA questionnaire from a third party, July 2025, questions 7 and 8.

¹⁶⁷ Response to the CMA questionnaire from a number of third parties, July 2025, questions 7 and 8.

161. As set out at paragraph 126, B2B used vehicle auction providers may also offer a range of services such as transportation of vehicles to or from auction sites, vehicle appraisal, vehicle inspection, valuation and valeting in addition to auction services.¹⁶⁸ The CMA has not considered a separate market for these services, as (i) the vast majority of B2B used vehicle auction suppliers offer many of these services (with limited exceptions); (ii) the set of services offered by each supplier does not vary materially¹⁶⁹ and (iii) these services do not tend to be offered or demanded separately from auction services.

5.2.1.5 *Conclusion on product market definition*

162. The CMA considers that the relevant product market is the supply of B2B used vehicle auction services.¹⁷⁰ The CMA does not consider that the product market should be broadened to include proprietary platforms, online platforms or salvage auctions, but has considered whether these channels pose an out of market constraint in the competition assessment. As part of its competitive assessment, the CMA has also taken into account any differentiation between the service offerings of B2B used vehicle auction providers, including with respect to customers served and type/age of vehicle sold.¹⁷¹

5.2.2 **Geographic market**

5.2.2.1 *Constellation's submissions*

163. Constellation submitted that used vehicle auction services are provided on a UK national basis. Constellation submitted that it competes nationally for contracts with Vendors, and that Buyers are able to join auctions for many providers from anywhere in the UK.¹⁷²
164. Constellation submitted that since 2015, used vehicle auctions have shifted towards online auctions with Constellation now offering only online auctions. In addition, Aston Barclay has moved to providing hybrid auctions where Buyers can attend in person or participate online. Constellation stated that the fact that auctions are

¹⁶⁸ Note of call with a customer, June 2025.

¹⁶⁹ Constellation's response to s109 Notice of 18 June 2025, question 15.

¹⁷⁰ This conclusion is in line with the CMA's decision in relation to BCA's acquisition of SMA (BCA/SMA Decision) of 17 November 2025, (**BCA/SMA Decision**), paragraph 46.

¹⁷¹ The CMA has not received any evidence indicating that it was appropriate to depart from its finding in the BCA/SMA decision, in which the CMA in which has not defined separate relevant markets based on the type of the vehicles (eg commercial vehicles) auctioned by B2B used vehicles auction platforms.

¹⁷² Enquiry Letter response, question 17. Constellation made further submissions on the geographic market definition relating to characterising auction service providers as 'national, regional or local' based on the number and location of their physical sites (Issues Letter Response, paragraph 7.4-7.6). The CMA notes that the geographic footprint of auction service providers is not determinative of geographic market definition and has instead considered these submissions in the context of its assessment of the constraint imposed by these competitors.

available online means that participants from around the country can and do participate in the auctions regardless of location.¹⁷³

5.2.2.2 CMA's assessment

165. Given that both Parties offer auctions in GB, the CMA has taken this as its starting point for assessing the appropriate geographic market.

5.2.2.2.1 GB and Northern Ireland

166. The CMA considered: i) on the demand side, whether customers (Vendors and Buyers) in GB could switch to B2B used vehicles auction providers based in Northern Ireland (**NI**) and ii) on the supply side, whether suppliers based in NI could readily start supplying into GB from NI (or vice versa).
167. In relation to the first question, Constellation submitted that it has [X] registered Buyers in NI that transact with Constellation in exactly the same way as Constellation's GB Buyer base.¹⁷⁴ Constellation also submitted that vehicles flow freely between NI and GB in the same way vehicles flow between England, Scotland and NI, with competition taking place on a UK-wide basis i.e., including NI.
168. On the basis of the evidence it received, the CMA considers that the additional transport costs, time and administration associated with shipping vehicles between GB¹⁷⁵ and NI and additional regulatory and taxation considerations associated with the sale of used vehicles between GB and NI means that there are likely to be significant barriers to moving cars between GB and NI, making it difficult to switch suppliers between GB and NI.
169. Additionally, the CMA considers that the following evidence indicates that there are differences between the conditions of competition in NI and GB, which suggests that it may be difficult for a supplier of B2B used vehicles auction services in NI to start supplying services in GB (or vice versa):
- (a) Evidence from a GB competitor suggests that there are barriers to winning business in NI without a physical presence in NI and that other competitors active in GB do not have a physical presence in NI.¹⁷⁶

¹⁷³ Enquiry Letter response, question 17.

¹⁷⁴ Constellation' Response to RFI of 8 July 2025, question 3.

¹⁷⁵ Evidence submitted by a competitor to the CMA.

¹⁷⁶ Response to the CMA questionnaire from a third party, July 2025, question 6.

- (b) Aston Barclay does not offer (directly or indirectly) delivery or collection services in NI and has not promoted its auction services to customers (Vendors or Buyers) in NI in the last two years.¹⁷⁷
- (c) The delivery and collection services offered by Constellation in NI, are fulfilled by sub-contractors.¹⁷⁸

170. In light of this evidence, the CMA considers that it is not appropriate to broaden the geographic market to include NI.

5.2.2.2.2 *National, regional and local competition*

171. The CMA also considered whether it might be appropriate to narrow the geographic market to capture any regional or local aspects of competition for used vehicle auction services.
172. Constellation submitted that, while some businesses may have a presence focused on a particular area of the country, the Parties and other auction providers compete nationally for contracts with Vendors, and Buyers are able to join auctions for many providers (including those of the Parties) from anywhere in the UK. Constellation also noted that the Parties generally set prices for both Vendors and Buyers on a national basis without differentiation between sites or regions.¹⁷⁹
173. The CMA has not received evidence suggesting that the Parties flex aspects of their offer, such as price or service levels, in response to local or regional competition.
174. Most competitors told the CMA that competition occurs at both a regional/local and national level.¹⁸⁰ Although there were some differences in views, many of these competitors explained that there is competition (i) at a national level for larger Vendors, which operate at a national level¹⁸¹; and (ii) at a regional or local level, for smaller Vendors. A few of these competitors noted that competition for Buyers occurs at a national level, with some noting that Buyers are able to purchase used vehicles via online B2B auctions from anywhere in the country.¹⁸² A few competitors submitted that competition occurs *only* at national level given that vehicles can be acquired in online auctions.¹⁸³ A number of competitors noted that multi-auction sites compete at a national level.¹⁸⁴

¹⁷⁷ Aston Barclay's response to RFI of 8 July 2025, question 4 and 5.

¹⁷⁸ Constellation's response to RFI of 8 July 2025, question 4 and 5.

¹⁷⁹ Enquiry Letter response, question 17.

¹⁸⁰ Response to CMA questionnaire from a number of third parties, July 2025, question 7.

¹⁸¹ Response to CMA questionnaire from a number of third parties, July 2025, question 7.

¹⁸² Response to CMA questionnaire from a number of third parties, July 2025, question 7.

¹⁸³ Response to CMA questionnaire from a number of third parties, July 2025, question 7.

¹⁸⁴ Response to CMA questionnaire from a number of third parties, July 2025, question 7.

175. A large majority of the Parties' Vendor customers told the CMA that national presence is either an important or very important factor when selecting an auction provider.^{185, 186} Several of these Vendors also noted that their supply agreements with auction service providers are national in scope.¹⁸⁷ Some Vendors said it is important for their auction suppliers to have a spread of sites nationally – as opposed to having sites in specific locations – to (i) maximise the Buyer-base for their vehicles;¹⁸⁸ and (ii) minimise delivery and logistics costs.¹⁸⁹ Vendors also considered that the ability to attend online auctions means that location is less important and that location is not important if collection can be arranged at a reasonable fee.¹⁹⁰
176. The CMA notes that many of the Parties' Vendor customers are active nationally,¹⁹¹ which may explain why the large majority of the Vendors that responded to the CMA questionnaire considered it important or very important for an auction provider to be able to process vehicles for remarketing on a national basis (see paragraph 174).
177. Buyers provided mixed views on the importance of location, with half of Buyers rating location as a very important or important factor when selecting an auction provider.¹⁹² Some Buyers submitted that location is important because of high transport costs, particularly for low volume deliveries.¹⁹³ In contrast, other Buyers submitted that there is a variety of transport services available and that stock, rather than location, is determinative.¹⁹⁴ One Buyer considered that location is not very important but noted that it becomes a more relevant consideration if attending physical auctions.¹⁹⁵
178. The Parties compete with each other and other suppliers of B2B used vehicle auction services for customers that require an auction supplier with broad geographic coverage. The Parties may also face competition at local/regional level from smaller suppliers with a local/regional presence for customers that do not have such requirements (eg smaller Vendors that do not have a national presence).
179. However, such localised competition does not appear to impact on the Parties' competitive strategy in those areas (for example, by price discriminating in favour

¹⁸⁵ Response to CMA questionnaire from a third party, July 2025, question 5.

¹⁸⁶ Only a few Vendors, considered location to be important or very important. One of these Vendors noted that strong B2B used vehicle providers can 'produce strong results'. Another Vendor submitted that 'the car offered for sale determines the interest/desirability' and can attract Buyers further afield'; Another Vendor noted they had 'partners able to reach regional requirements'. Response to CMA questionnaire from a number of third parties, July 2025, question 5.

¹⁸⁷ Notes of calls with various third parties.

¹⁸⁸ Response to CMA questionnaire from a third party, July 2025, question 5.

¹⁸⁹ Response to CMA questionnaire from a third party, July 2025, question 5.

¹⁹⁰ Response to CMA questionnaire from a third party, July 2025, question 5.

¹⁹¹ For example, Toyota, BMW, Cargiant, Arnold Clark.

¹⁹² Response to the CMA questionnaire from a number of third parties, July 2025.

¹⁹³ Response to CMA questionnaire from a number of third parties, July 2025, question 13.

¹⁹⁴ Response to CMA questionnaire from a number of third parties, July 2025, question 13.

¹⁹⁵ Response to CMA questionnaire from a third party, July 2025, question 13.

of, or marketing more aggressively to, customers in those areas). Similarly, to the extent that the Parties do compete with local auction service providers, this is unlikely to represent a significant proportion of their customer base, because the large majority of the Parties' Vendor customers¹⁹⁶ told the CMA that they consider it important to have a B2B used vehicle auction supplier with wide geographic coverage.

180. The CMA considers that competition between the Parties occurs at GB level and it has therefore assessed the effects of the Merger in the supply of used vehicle auction services in GB.

5.2.2.2.3 Conclusion on geographic market

181. In relation to NI, the CMA considers that demand side factors such as increased vehicle logistics costs and different regulatory and taxation requirements, suggests that auction services in NI are not substitutable for auction services in GB. Similarly on the supply side, evidence suggests that suppliers require a physical location in NI to compete effectively. On this basis the CMA considers that NI forms a separate market from GB.
182. The CMA also considers that competition between the Parties occurs at the GB level rather than regionally or locally.
183. In light of the above, the CMA considers that the relevant geographic market is the supply of B2B used vehicle auction services in GB.¹⁹⁷
184. The geographic coverage of the services provided by each supplier is considered in the competitive assessment.

5.2.3 CMA's conclusion on market definition

185. The CMA considers that the appropriate market upon which to assess the effects of this Merger is the supply of B2B used vehicle auction services in GB.

5.3 Theory of harm

186. The CMA assesses the potential competitive effects of mergers by reference to theories of harm. Theories of harm provide a framework for assessing the effects of a merger and whether or not it could lead to an SLC relative to the counterfactual.¹⁹⁸

¹⁹⁶ The CMA notes that these Vendors account for a significant proportion of the Parties' volumes: see paragraph 226.

¹⁹⁷ Hereafter, 'national' is used to refer to GB, for the purposes of this Decision.

¹⁹⁸ CMA129, paragraph 2.11.

187. In its investigation of this Merger, the CMA assessed whether it is or may be the case that the Merger has resulted, or may be expected to result, in an SLC as a result of horizontal unilateral effects in the supply of B2B used vehicle auction services in GB.
188. As outlined in paragraph 118, for the purpose of its competitive assessment, the CMA has assessed the effects of the Merger against a counterfactual in which:
- (a) At least one existing smaller supplier of B2B used vehicle auction services in GB acquires some or all of Aston Barclay's auction assets enabling it to expand its operations and thereby supply a similar range of customers as supplied by Aston Barclay pre-Merger; and
 - (b) BCA's market position is comparable to its pre-Merger position.
189. For the reasons explained in more detail below, the CMA considers that this counterfactual would lead to conditions of competition similar to pre-Merger conditions (if not more competitive).

5.3.1 Theory of Harm: Horizontal unilateral effects in the supply of B2B used vehicles auction services in GB

190. Horizontal unilateral effects may arise when one firm merges with a competitor that previously provided a competitive constraint, allowing the merged entity profitably to raise prices or to degrade quality on its own and without needing to coordinate with its rivals.¹⁹⁹ Horizontal unilateral effects are more likely when the parties to a merger are close competitors.²⁰⁰
191. The CMA considered the Parties' submissions and evidence provided by the Parties (including internal documents and sales data) and from competitors and customers. In particular, the CMA assessed:
- (a) market structure;
 - (b) closeness of competition; and
 - (c) alternative constraints.

¹⁹⁹ CMA129, paragraph 4.1.

²⁰⁰ CMA129, paragraph 4.8.

5.3.2 Market structure

5.3.2.1 Constellation's submissions

192. Constellation submitted that auction services are just one of a number of channels through which commercial Vendors and Buyers, as well as vehicle users, can buy or sell used vehicles.²⁰¹
193. Constellation submitted that shares of supply calculated on narrower basis, such as for the supply of B2B used vehicle remarketing services (ie excluding sales to and from private consumers) do not accurately reflect the Parties' position as they are constrained by other types of vehicle remarketing services.²⁰² Constellation also submitted that the Parties still have a low combined share of supply, even when calculating shares of supply based on used vehicle auction services (ie excluding other remarketing channels).²⁰³
194. Constellation estimated that the Merged Entity would have a combined share of supply of [20-30]% with an increment of [0-5]% in the supply of used vehicle auction services in the UK (including C2B online platforms).²⁰⁴
195. In the Issues Letter Response, Constellation submitted that:
- (a) The CMA's share of supply estimates in the issues letter were incorrect as they failed to account for the presence of a significant number of other competitors and recent market developments.²⁰⁵ In particular:
 - (i) The CMA's share of supply estimates did not include competitors listed as members of the National Association of Motor Auctions and, by failing to take into account all suppliers, the CMA overstated the Parties' and Merged Entity's shares of supply.²⁰⁶
 - (ii) Dealer Auction should be included as a separate competitor in the CMA's shares of supply calculations.²⁰⁷

²⁰¹ Further, Constellation submitted that, when assessed across all used vehicle transactions in the UK the Parties' share is not material and the increment attributable to the acquisition is de minimis (Enquiry Letter response, question 30)

²⁰² Enquiry Letter response, question 30.

²⁰³ Enquiry Letter response, question 30 and Constellation's response to the s109 Notice of 6 June 2025, question 12.

²⁰⁴ The Parties submitted that this estimate was based on the Parties' actual volumes traded in 2024, Constellation management estimates and media reports. Enquiry Letter response, question 30.

²⁰⁵ Issues Letter Response, paragraph 7.18.

²⁰⁶ Issues Letter Response, paragraph 7.11.

²⁰⁷ Issues Letter Response, paragraph 7.12.

- (iii) Motorway and Carwow should also be included in the CMA's Buyer share of supply estimates²⁰⁸ for consistency with the inclusion of volumes 'self-supplied' by BCA.²⁰⁹
- (iv) The CMA's shares of supply estimates did not take into account changes to capacity during and after calendar year 2024 of Aston Barclay and other competitors, which further overstated the Merged Entity's share of supply.²¹⁰
- (b) The Vendor share of supply estimates²¹¹ based on 2024 aggregate volumes of sales, do not reflect market power, as they do not take into account auction sales quality.²¹²
- (c) The share of supply estimates should exclude salvage vehicle volumes, given that the CMA considered salvage auctions to be outside the relevant product market.²¹³
- (d) In the previous phase 1 BCA/SMA Decision, the CMA found, on the basis of the combined shares of 45-55%, that 'there [was] no realistic prospect of an SLC at a national level'. Constellation argued that there is no reason why a combined share of 40-50% should constitute a realistic prospect of an SLC today, especially given the increase in competition to BCA over the period.²¹⁴

5.3.2.2 CMA's assessment

196. Shares of supply can be a useful prima facie indicator of market power. Where one merging firm has a strong position in the market, even small increments in market power may give rise to competition concerns.²¹⁵
197. Table 1 below sets out the CMA's estimated shares of supply based on volumes provided by the Parties and their competitors in relation to the market for B2B used vehicle auction services in GB in 2024.²¹⁶ The table does not include online C2B

²⁰⁸ See paragraph 199 about the notion of 'Buyer shares of supply'.

²⁰⁹ Issues Letter Response, paragraph 7.13. and 7.14.

²¹⁰ Issues Letter Response, paragraph 7.16.

²¹¹ See paragraph 198 about the notion of 'Vendor shares of supply'.

²¹² Issues Letter Response, paragraph 3.20.

²¹³ Issues Letter, paragraph 7.3.

²¹⁴ Issues Letter Response, paragraph 7.15.

²¹⁵ CMA129, paragraph 4.12.

²¹⁶ The evidence received by the CMA indicates that none of the competitors excluded in the shares of supply estimates provide a significant competitive constraint on the Parties, in particular having regard to the limited degree to which any of these competitors have been identified by third parties or in the Parties' internal documents (see paragraph 282 and 283). The CMA does not consider membership of the National Association of Motor Auctions as indicative of having material volumes that would impact the shares of supply estimates to a material extent. For instance, the CMA notes that some listed members do not hold regular vehicle auctions and/or tend to stock very different vehicles such as HGVs or automotive accessories.

platforms, B2B online platforms such as Dealer Auction, salvage auctions or proprietary platforms, as the CMA considers these are outside the relevant market. To the extent suppliers of B2B auction services for used vehicles also auction 'salvage vehicles' at their auctions, the volumes of salvage vehicles sold by these suppliers were included in the share of supply estimates (ie these volumes were not excluded for any of these suppliers).

198. The CMA estimated the shares of supply using a bottom-up approach, given the unavailability of robust estimates for total market size. While the CMA's shares of supply estimates do not take into account any changes in capacity in 2025, shares of supply were considered in the round with other evidence, such as third-party views, which reflect the extent to which the changes in capacity may have affected the competitive position of different suppliers.

Table 1: Vendor and Buyer shares of supply of B2B used vehicle auction services in GB in 2024

Provider	Vendor shares of supply	Buyer shares of supply
Constellation	[30-40]%	[60-70]%
Aston Barclay	[5-10]%	[5-10]%
Combined	[40-50]%	[60-70]%
Manheim	[20-30]%	[10-20]%
Wilsons	[5-10]%	[0-5]%
City Auction	[0-5]%	[0-5]%
G3	[0-5]%	[0-5]%
Fleet	[0-5]%	[0-5]%
Motor Auction Group	[0-5]%	[0-5]%
Newark	[0-5]%	[0-5]%
Shoreham Vehicle Auctions	[0-5]%	[0-5]%
Southwestern Vehicles Auction	[0-5]%	[0-5]%
Brightwell	[0-5]%	[0-5]%
Eastbourne Car Auction	[0-5]%	[0-5]%
East Anglian Motor Auctions	[0-5]%	[0-5]%
Anglia Car Auctions	[0-5]%	[0-5]%
Total	100.0%	100.0%

Source: CMA's estimates based on Parties' and third parties' data.

Note: The CMA has been unable to confirm the volume of vehicles self-supplied for Motor Auction Group, South Western Vehicles Auction, and Anglia Car Auctions. The CMA has, therefore assumed that these three competitors did not self-supply any volumes when calculating the shares of supply estimates. As a result, the Vendor shares of supply for these three competitors may be overestimated.

199. The CMA has estimated Vendor shares of supply using the volume of used vehicles that were sold to trade and enterprise customers through auction services excluding those that are self-supplied by the auction service (eg to in-house car buying

groups). The CMA considers that these estimates reflect the volumes of used vehicles sold on behalf of Vendors through auction services.

200. In addition to the Vendor shares of supply, the CMA has also considered Buyer shares of supply. These include sales to Buyers of used vehicles sourced from both Vendors and in-house car buying operations, for example vehicles supplied to BCA by webuyanycar and to Aston Barclay by TCBG (and similarly for competitors with equivalent car buying operations). The CMA considers that the volume of vehicles available for purchase, including those that are self-supplied by the auction service, is an important factor to Buyers when selecting an auction service to purchase used vehicles from (as noted in paragraph 125). The difference between Vendor and Buyer shares largely reflects the extent to which auction services augment Vendor volumes with self-supply.
201. The CMA considers that these two measures should be considered together to assess market power and the effects of the Merger. Taken together the measures of shares reflect the two-sided nature of the market and the Parties' role as an intermediary.
202. Table 1 shows that BCA was by far the largest player, on both the Vendor and the Buyer side, in the supply of B2B used vehicle auction services market in GB, in 2024, with shares of supply of [30-40] and [60-70]%, respectively.
203. This is supported by internal documents and evidence from third parties.
- (a) For example, a market study prepared for Constellation in 2024 into the used vehicle market in the UK, based on evidence gathered from OEMs, used vehicle Vendors and other market participants suggests that the B2B auction services market is 'dominated by BCA'.²¹⁷
 - (b) In response to third party questionnaires, several customers and competitors noted BCA's very significant market position, with some of these third parties describing BCA as having a 'dominant' position or noting that the Merger would give BCA 'even greater control monopolising from start to finish of a vehicle's life'.²¹⁸
204. The Merged Entity would have a combined share of supply of [40-50]% with an increment of [5-10]% on the Vendor side of the market. The combined shares are almost double the shares of the next largest player, Manheim. Excluding Manheim

²¹⁷ Enquiry Letter response, Annex 040, slide 24.

²¹⁸ Responses to the CMA questionnaire from a number of third parties, July 2025; and responses to the CMA questionnaire from a number of third parties, July 2025.

and Wilsons, all other competitors have a share of supply of less than 5% each for Vendors.

205. On the Buyer side of the market, the Merged Entity would have a [60-70]% share of supply with an increment of [5-10]%. These combined shares are almost five times the shares of the next largest player, Manheim. The Merged Entity and Manheim would account for [80-90]% of the market based on Buyer shares of supply. Excluding the Parties and Manheim, all other competitors have a share of supply of less than 5% each for Buyers.
206. Based on both share measures, the Merger combines the clear market leader and the third largest supplier in an already concentrated market. On both sides of the market, the remaining competitors are significantly smaller than the Merged Entity. While shares of supply are not a direct measure of auction quality, the CMA notes that quality is one of a range of factors that influences a customer's decision making when selecting an auction service provider and so should be reflected in shares of supply.²¹⁹
207. Further, the CMA considers that despite high combined shares of supply, the shares of supply understate the market power of the Merged Entity, because they do not capture indirect network effects (ie a larger volume of Buyers will attract a larger number of Vendors and vice versa) which means that large auction service providers are particularly strong competitors for Vendors and Buyers.
208. The CMA also considers that indirect network effects make it more difficult for smaller players to compete effectively with large suppliers. This is supported by evidence from third parties that highlights the importance of overall volumes / buyer base, vehicle range and geographic reach in this market (see paragraph 127 and footnote 128):
- (a) One competitor explained that larger auction services such as those operating on a national basis and those offering a wider range of vehicles can attract more customers, and in particular larger Vendors. This competitor considered that this made it more difficult for local or regional auction services to 'compete effectively' with larger auction services;²²⁰
 - (b) another competitor considered competing for large customers to be difficult as 'large organisations only want to deal with large [auction service] businesses';²²¹

²¹⁹ See paragraph 127 above, which sets out the CMA's findings on the relevant parameters of competition in this market.

²²⁰ Response to the CMA's questionnaire a third party, July 2025, question 6.

²²¹ Response to the CMA's questionnaire a third party, July 2025, question 6.

- (c) another competitor said that it was ‘unviable’ for smaller auction services to compete with larger players.²²²

209. The impact of network effects on the competitive strength of smaller players is also recognised in Constellation’s own submissions in relation to the challenges facing Aston Barclay, where it states ‘volumes have an impact on the ability of Aston Barclay to attract further volumes from Vendors, and therefore to attract Buyers’.²²³ As explained below in the assessment of closeness of competition, the CMA considers that the evidence suggests that pre-Merger Aston Barclay had sufficient volumes to be a viable alternative for a wide range of Vendors and Buyers, including large customers.
210. As such the CMA considers that shares of supply understate the competitive strength of the large suppliers such as the Parties and Manheim.
211. In a counterfactual in which all or some of Aston Barclay’s auction assets are incorporated into the existing footprint of a smaller supplier, the CMA considers that this would, at a minimum, result in a competitor able to supply B2B used vehicle auction services to a similar range of customers as supplied by Aston Barclay pre-Merger. This is because the alternative purchasers that the CMA spoke to (Purchaser A and Purchaser B) are already active in the supply of B2B used vehicle auction services and would be combining Aston Barclay assets with their existing assets to expand their operations. As such, the CMA considers that the pre-Merger market structure is a useful proxy against which the impact of the Merger can be assessed.²²⁴
212. The CMA considers that the shares of supply are indicative of prima facie competition concerns, but has assessed shares of supply in the round with other evidence set out in this decision. As for the Parties’ submissions relating to the CMA’s decision in BCA/SMA, the CMA notes that this Decision was also taken considering all the evidence in the round and did not rely on the merged entity’s combined share of supply alone. More generally, the CMA’s Guidance notes that the CMA’s task in analysing mergers is context specific, and in particular each case turns on its own facts.²²⁵ The CMA’s decision in BCA/SMA assessed a different merger based on conditions of competition nearly 10 years ago.²²⁶

²²² Response to the CMA’s questionnaire a third party, July 2025, question 6.

²²³ Enquiry Letter response, question 30.

²²⁴ The CMA recognises that in the counterfactual there would be one fewer independent supplier of B2B used vehicle services than pre-Merger such that there is no difference in the total number of rivals in the counterfactual and post-Merger scenarios. However, the CMA considers the absolute number of competitors to be less significant to the competitive assessment.

²²⁵ CMA129, footnote 13 referring to *Ecolab Inc. v Competition and Markets Authority* [2020] CAT 12, paragraph 93.

²²⁶ In any case, in the BCA/SMA Decision, the CMA found that SMA was not a national supplier and, therefore, there was no increment at national level.

5.3.3 Closeness of competition

5.3.3.1 Constellation's submissions

213. Constellation submitted that Constellation and Aston Barclay are not close competitors. Constellation submitted that the following key differences between the two Parties results in a lack of close competition:
- (a) Constellation offers an exclusively online auction programme, which aggregates vehicles into categories for customers, allows customers to bid on the best vehicles within a category regardless of where in the UK the Buyer or the vehicle is located.²²⁷
 - (b) Aston Barclay operates a hybrid auction service five days per week and does not aggregate vehicles by category.
214. Constellation submitted that these differences result in a largely different Vendor and Buyer customer base.²²⁸
215. Constellation submitted that, as a result of these differences, it competes more closely with other national suppliers such as Manheim, while Aston Barclay competes more closely with smaller multi-site competitors.²²⁹
216. In the Issues Letter Response, Constellation further submitted that Aston Barclay's coverage was 'far from national'.²³⁰ Constellation added that Aston Barclay was [X] Constellation or other B2B used vehicle auction providers.²³¹ Constellation also noted that: (i) Aston Barclay did not acquire any new large Vendors in 2024 [X];²³² and that (ii) Aston Barclay's auctions had an overall [X].²³³

5.3.3.2 CMA assessment

217. In differentiated markets, horizontal unilateral effects are more likely where the merger firms are close competitors or where their products are close substitutes. The merger firms need not be each other's closest competitors for unilateral effects to arise. It is sufficient that the merger firms compete closely and that the remaining competitive constraints are not sufficient to offset the loss of competition between them resulting from the merger.²³⁴

²²⁷ Enquiry Letter response, question 30.

²²⁸ Enquiry Letter response, question 30.

²²⁹ Enquiry Letter response, question 30

²³⁰ Issues Letter Response, paragraph 3.22.

²³¹ Issues Letter Response, paragraph 7.20.

²³² Issues Letter Response, paragraph 3.13.

²³³ Issues Letter Response, paragraph 3.21.

²³⁴ CMA129, paragraph 4.8

218. Closeness of competition is a relative concept. Where there is a degree of differentiation between the merger firms' products, they may nevertheless still be close competitors if rivals' products are more differentiated, or if there are few rivals. The CMA will consider the overall closeness of competition between the merger firms in the context of the other constraints that would remain post-merger. For example, where the CMA finds evidence that competition mainly takes place among few firms, any two would normally be sufficiently close competitors that the elimination of competition between them would raise competition concerns, subject to evidence to the contrary. The smaller the number of significant players, the stronger the prima facie expectation that any two firms are close competitors. In such a scenario, the CMA will require persuasive evidence that the merger firms are not close competitors in order to allay any competition concerns.²³⁵
219. The CMA considers that a firm may be a close competitor if it represents a significant competitive force or exerts a strong constraint on other firms. For example, a firm that has a particular reputation or incentive to compete aggressively or behave as a 'maverick', or that is actively disrupting the status quo using a new technology or business model, may represent a close competitor to other firms, even if their respective offerings are quite different.²³⁶
220. In its assessment of whether BCA and Aston Barclay are close competitors, the CMA considered:
- (a) third party evidence;
 - (b) tender data; and
 - (c) internal documents.

5.3.3.2.1 *Third party evidence*

221. Evidence received from Vendors, Buyers and competitors suggests that the Parties are close competitors.
222. Evidence received from Vendors shows that:
- (a) Aston Barclay was the second most mentioned alternative to BCA by Vendors, after Manheim.²³⁷ Almost half of Vendors considered Aston Barclay to be a very strong or strong alternative to BCA.²³⁸

²³⁵ CMA129, paragraph 4.10.

²³⁶ CMA129, paragraph 4.9.

²³⁷ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

²³⁸ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

- (b) Vendors noted that Aston Barclay's strengths included its physical auctions,²³⁹ its proven record of strong sales,²⁴⁰ good and efficient transport services,²⁴¹ level of service offered,²⁴² and the location for buyer base.²⁴³ One customer considered that Aston Barclay had won business from BCA in the last couple of years.²⁴⁴
- (c) BCA was the joint most mentioned alternative to Aston Barclay by Vendors, alongside Manheim.²⁴⁵ More than half of Vendors considered BCA to be a very strong or strong alternative to Aston Barclay.²⁴⁶
- (d) Vendors considered that BCA's strengths include its buyer base.²⁴⁷

223. Evidence received from Buyers shows that:

- (a) Aston Barclay was the most mentioned alternative to BCA by Buyers.²⁴⁸ More than half of Buyers considered Aston Barclay to be a very strong or strong alternative to BCA.²⁴⁹
- (b) Buyers noted that Aston Barclay's strengths included its competitive fees,²⁵⁰ good range of stock available,²⁵¹ level of service offered,²⁵² and its transport services.²⁵³
- (c) BCA was the most mentioned alternative to Aston Barclay by Buyers.²⁵⁴ Half of Buyers considered BCA to be a very strong or strong alternative to Aston Barclay.²⁵⁵
- (d) Buyers considered that BCA's strengths include its volume²⁵⁶ and the key Vendors available.²⁵⁷ One Buyer considered BCA to be 'by far the strongest

²³⁹ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

²⁴⁰ Response to the CMA questionnaire from a third party, July 2025, question 7.

²⁴¹ Response to the CMA questionnaire from a third party, July 2025, question 7.

²⁴² Response to the CMA questionnaire from a third party, July 2025, question 7.

²⁴³ Response to the CMA questionnaire from a third party, July 2025, question 7.

²⁴⁴ Note of call with third party, May 2025, paragraph 22.

²⁴⁵ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

²⁴⁶ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

²⁴⁷ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

²⁴⁸ Response to the CMA questionnaire from a number of third parties, July 2025, question 14.

²⁴⁹ Response to the CMA's customers questionnaire from a number of third parties, July 2025, question 14.

²⁵⁰ Response to the CMA questionnaire from a number of third parties, July 2025, question 14.

²⁵¹ Response to the CMA questionnaire from a third party, July 2025, question 14.

²⁵² Response to the CMA's customers questionnaire from a number of third parties, July 2025, question 14.

²⁵³ Response to the CMA questionnaire from a third party, July 2025, question 14.

²⁵⁴ Response to the CMA questionnaire from a third party, July 2025, question 15.

²⁵⁵ Response to the CMA questionnaire from a number of third parties, July 2025, question 15.

²⁵⁶ Response to the CMA questionnaire from a third party, July 2025, question 15.

²⁵⁷ Response to the CMA questionnaire from a third party, July 2025, question 15.

of all auction houses' and that the Merger with Aston Barclay would take out 'one of only a few close competitors [to BCA]'.²⁵⁸

224. Evidence received from competitors shows that:

- (a) Aston Barclay was the joint most identified alternative to BCA by competitors, alongside Manheim,²⁵⁹ although only a few competitors considered Aston Barclay to be a very strong or strong alternative to BCA.²⁶⁰
- (b) One competitor considered that Aston Barclay competes against BCA 'on most opportunities'.²⁶¹ Further, this competitor considered that Aston Barclay is one of only two credible alternatives to BCA that is able to offer national coverage in England as a lead supplier to Vendor customers. This competitor considered Aston Barclay to be an 'aggressive' and 'important' competitor in ensuring competitive fees and pricing on both the Buyer and the Vendor side of the market.²⁶² Moreover, this competitor considered Aston Barclay to be a 'maverick' in the market that led to greater price competition which would be reduced following the Merger.²⁶³
- (c) BCA was identified by all competitors as an alternative to Aston Barclay.²⁶⁴ Almost all competitors considered BCA to be a very strong or strong alternative to Aston Barclay.²⁶⁵
- (d) Competitors considered BCA's strengths to include its multiple sites,²⁶⁶ its volumes,²⁶⁷ its long-standing relationships,²⁶⁸ and its large Vendor accounts.²⁶⁹

225. Despite Constellation's public statements about the financial vulnerabilities of Aston Barclay,²⁷⁰ third parties only expressed concerns or doubts about Aston Barclay's financial situation infrequently.²⁷¹

²⁵⁸ Response to the CMA questionnaire from a third party, July 2025, question 15.

²⁵⁹ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

²⁶⁰ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

²⁶¹ Response to the CMA questionnaire from a third party, July 2025, question 8.

²⁶² Submission from competitor.

²⁶³ Submission from competitor.

²⁶⁴ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

²⁶⁵ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

²⁶⁶ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

²⁶⁷ Response to the CMA questionnaire from a third party, July 2025, question 9.

²⁶⁸ Response to the CMA questionnaire from a third party, July 2025, question 9.

²⁶⁹ Response to the CMA questionnaire from a third party, July 2025, question 9.

²⁷⁰ BCA, News Announcement, 14 April 2025.

²⁷¹ A customer told the CMA that it had concerns over the financial strength of Aston Barclay, but that these were not serious enough for to consider changing supplier (Note of call with a customer, June 2025, paragraphs 28 and 29.). Another customer noted that '[><]' in explaining why it did not consider Aston Barclay to be a strong alternative to BCA (Response to the CMA questionnaire from a third party, July 2025, question 7). Two competitors considered that Aston Barclay was a moderate alternative to BCA due to 'unviable commercial propositions' and 'uncertainty around the business' respectively. Response to the CMA questionnaire from two third parties, July 2025, question 8.

226. In the Issues Letter Response, Constellation submitted that the CMA must not give undue weight to anecdotal comments of third parties where those comments contradict the measurable data provided by the Parties.²⁷² Constellation also submitted that it was not surprising that ‘many of those customers that responded to the CMA’s questionnaire identified ‘BCA and Aston Barclay as stronger operators than others - that is why they are their customers’.²⁷³
227. The CMA followed its standard approach to third party evidence gathering in this investigation by contacting the Parties’ customers as those most likely to be affected by the Merger. The Parties’ customers are sophisticated and well-informed. The CMA’s third-party questionnaires included open questions to test the alternatives available to the Parties’ customers. The third-party evidence is also consistent with other evidence considered. In addition, the Vendor respondents to the CMA’s questionnaire collectively accounted for over one third and almost half of BCA’s and Aston Barclay’s total third-party Vendor volumes (ie excluding self-supply) sold in 2024, respectively. The Buyer respondents to the CMA’s questionnaire collectively accounted for approximately 5% of BCA’s and Aston Barclay’s total Buyer volume (excluding buyers under the common ownership or control of the Parties) in 2024. The CMA notes that Buyer volumes are dispersed amongst many Buyers as the largest third-party Buyers for BCA and Aston Barclay accounted for just over [0-5]% and [5-10]% of volumes respectively.²⁷⁴
228. Furthermore, when removing respondents who were customers of Aston Barclay only, the evidence shows that Aston Barclay is considered a close alternative to BCA:
- (a) The majority of BCA’s Vendor customers identified Aston Barclay as an alternative to BCA with almost half of these Vendors considering Aston Barclay to be either a very strong or strong alternative.²⁷⁵ Among these Vendors, only Manheim was identified more frequently as an alternative to BCA than Aston Barclay.²⁷⁶ Other suppliers such as Wilsons, City Auction Group, and G3 were identified much less frequently as an alternative to BCA compared to Manheim and Aston Barclay.²⁷⁷
 - (b) Almost all of BCA’s Buyer customers identified Aston Barclay as an alternative to BCA with two thirds of these Buyers considering Aston Barclay

²⁷² Issues Letter Response, paragraph 7.27.

²⁷³ Issues Letter Response, paragraph 7.40 (a).

²⁷⁴ The CMA asked the Parties to provide contact details for the top 15 buyers individually split by customer types (Constellation’s response to the CMA’s section 109 Notice, 26 June 2025, question 4; and Aston Barclay’s response to the CMA’s section 109 Notice, 26 June 2025, question 4).

²⁷⁵ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

²⁷⁶ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

²⁷⁷ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

to be a strong alternative to BCA.²⁷⁸ Among these Buyers, Manheim was identified as frequently as an alternative to BCA as Aston Barclay.²⁷⁹ Other suppliers such as Wilsons, City Auction Group, and G3 were identified less frequently as an alternative to BCA compared to Aston Barclay and Manheim.²⁸⁰

229. The CMA therefore considers that it can place material weight on the views of third parties that responded to the CMA's investigation, in the round with other evidence sources. The CMA has interpreted third-party evidence taking into account that in the counterfactual Aston Barclay's assets would be incorporated into the existing operations of a smaller supplier, allowing it to supply B2B used vehicle auction services to a customer range similar to that served by Aston Barclay pre-Merger.

5.3.3.2.2 *Tender data*

230. Where markets are characterised by suppliers bidding competitively to supply services, the CMA may consider data from past competitive interactions (eg tenders) as informative of whether the merger parties are close competitors.
231. The Parties' tender data shows that BCA and Aston Barclay compete for the same opportunities. The tender data submitted by Aston Barclay shows that it competed with BCA for around a third of the bidding opportunities it has recorded in the past 4 years.²⁸¹ Similarly, the tender data submitted by BCA shows that it competed with Aston Barclay in around a quarter of the bidding opportunities it has recorded over that period.²⁸²
232. BCA's tender data also shows that Aston Barclay was successful when bidding against BCA, with Aston Barclay winning or partially winning several tenders suggesting that Aston Barclay exerts a meaningful constraint on BCA.²⁸³ The only competitor that was more successful than Aston Barclay in winning tenders in competition with BCA was Manheim. Similarly, Aston Barclay's tender data shows that BCA was the joint most common winner or partial winner alongside Manheim of opportunities that Aston Barclay bid for, which suggests that the BCA competes closely with Aston Barclay.²⁸⁴

²⁷⁸ Response to the CMA questionnaire from a number of third parties, July 2025, question 14.

²⁷⁹ Response to the CMA questionnaire from a number of third parties, July 2025, question 14.

²⁸⁰ Response to the CMA questionnaire from a number of third parties, July 2025, question 14.

²⁸¹ Aston Barclay's Response to s109 Notice of 6 June 2025, question 10.

²⁸² Constellation's Response to s109 Notice of 6 June 2025, question 13. The CMA notes that there were [3] instances where Aston Barclay was not identified as a potential bidder but was recognised as a winner for that tender, in this case the CMA has assumed that Aston Barclay was a rival bidder for this tender.

²⁸³ Aston Barclays' Response to s109 Notice of 6 June 2025, question 10.

²⁸⁴ Constellation's Response to s109 Notice of 6 June 2025, question 13.

233. There are a number of limitations with the Parties' data as (i) they have not been able to consistently identify all tenders where the other Party also bid; (ii) for many tenders they are unaware of who the other potential bidders are;²⁸⁵ and (iii) there are a number of overlapping opportunities which are missing from Aston Barclay's and BCA's tender data analysis. Further, there are some inconsistencies in the data submitted by the Parties, such as, identifying Aston Barclay or BCA as a winner for contracts for which they are not identified as bidding. This undermines the robustness of the Parties' tender data analysis.²⁸⁶
234. The CMA asked the Parties' Vendor customers that had run recent tenders to (i) list the auction service suppliers invited to participate in their most recent tenders for the supply of used vehicle auction services and (ii) identify the proportion of volumes awarded to successful auction service suppliers. Of these tenders,²⁸⁷
- (a) both BCA and Aston Barclay were invited to bid in two thirds;²⁸⁸ and
 - (b) for [X] both Aston Barclay and BCA were awarded a proportion of volumes.²⁸⁹
 - (c) for [X] Aston Barclay was awarded all or a proportion of the volumes, whilst BCA was unsuccessful.²⁹⁰
 - (d) in [X] BCA was awarded all volumes, whilst Aston Barclay was unsuccessful.²⁹¹
235. In the Issues Letter Response, Constellation stated that tender data cannot be treated as compelling evidence of closeness as the vast majority of contracts with Vendors are awarded without a tender process.^{292, 293}
236. The CMA agrees that a significant majority of customers do not procure used vehicle auction services through a formal tender process and instead carry out procurement informally and bilaterally.²⁹⁴ As such, evidence of the Parties' previous interactions in tenders reflects only a limited subset of competitive opportunities in

²⁸⁵ For example, in BCA's bidding data the potential bidders are listed as 'unknown' for the majority of tender bids by BCA in the last four years.

²⁸⁶ Additionally, given these limitations, in particular the missing overlapping opportunities, the CMA has not attempted to do a 'matching exercise' or full reconstruction of the tender data and has relied on the Parties' perception of their competitors.

²⁸⁷ Response to the CMA questionnaire from a number of third parties, July 2025, question 6.

²⁸⁸ Response to the CMA questionnaire from a number of third parties, July 2025, question 6.

²⁸⁹ Response to the CMA questionnaire from a number of third parties, July 2025, question 6.

²⁹⁰ Response to the CMA questionnaire from a number of third parties, July 2025, question 6.

²⁹¹ Response to the CMA questionnaire from a number of third parties, July 2025, question 6.

²⁹² Issues Letter Response, paragraph 7.22.

²⁹³ The Parties also suggest that a comparison of each Parties' tender data showed that the Parties compete less closely than suggested by the CMA in the Issues Letter (Issues Letter Response, paragraph 7.23).

²⁹⁴ Constellation's Response to s109 Notice of 6 June 2025, question 11. In particular, the Parties submitted that 'broadly speaking the used vehicle auction space is a relationship-based business, and procurement will take place through bilateral discussion between Vendors and their contacts at auction companies'.

the market. Due to this, as well as limitations with the data, the CMA has placed limited weight on the tender analysis. Nevertheless, the CMA found that tender data submitted by the Parties and third parties suggests that the Parties frequently compete for the same tender opportunities and is consistent with other evidence. The tender data was, therefore, considered as relevant by the CMA alongside other evidence.

5.3.3.2.3 *Internal documents*

237. The documents submitted by the Parties suggest that the Parties monitor and benchmark each other at least as frequently as any other competitor in the supply of B2B used vehicle auction services, with the exception of Manheim which seems to be monitored more often by BCA. The CMA considers this is indicative of the constraint that the Parties' imposed on each other pre-Merger.
238. In relation to documents submitted by Constellation:
- (a) Monthly managements reports from BCA ([X]) indicate that Aston Barclay was the incumbent supplier of some of the pipeline opportunities monitored by BCA²⁹⁵ and that BCA was mindful that it was competing against Aston Barclay and Manheim²⁹⁶ or against Aston Barclay and Wilson for some opportunities.²⁹⁷ In one of these reports prepared in March 2024, BCA notes that one of its customers would '[X]'.²⁹⁸
 - (b) In an internal document produced in February 2024, [X] Constellation considers several of Aston Barclay's Vendor customers as active or potential opportunities to BCA.²⁹⁹
 - (c) A document produced in November 2024 for Constellation's Board to support [X] compares its Buyer fees with Aston Barclay, Manheim, Motorway and Carwow, taking into account the volume and value of used vehicles.³⁰⁰
 - (d) A presentation prepared by '[X]' in April 2024 to 'support' the [X] with '[X]' assesses how winning/retaining the business of one customer would affect BCA's performance and stock profile relative to Aston Barclay.³⁰¹
 - (e) Another report prepared in August 2024 by a third party ([X]) for Constellation lists BCA, Manheim and Aston Barclay as the three main

²⁹⁵ Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025: Annex 047, Annex 049.

²⁹⁶ Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025: Annex 053, Annex 057, Annex 059.

²⁹⁷ Constellation Internal Document submitted in response to s109 Notice of 18 June 2025: Annex 059.

²⁹⁸ Constellation Internal Document submitted in response to s109 Notice of 18 June 2025: Annex 051.

²⁹⁹ Constellation Internal Document submitted in response to s109 Notice of 18 June 2025: Annex 078.

³⁰⁰ Constellation Internal Document submitted in response to s109 Notice of 18 June 2025: Annex 070.

³⁰¹ Constellation Internal Document submitted in response to s109 Notice of 18 June 2025: Annex 075.

competitors in the supply of B2B used vehicle auction services and states that this segment is dominated by BCA. It also predicts that no major changes are expected in this market. This report was based on evidence gathered from OEM, used vehicle Vendors and other market participants.³⁰²

239. Similarly, Aston Barclay also mentions and benchmarks itself against BCA in its internal documents. In particular, Aston Barclay regularly prepared reports to the Board about new business wins and key prospects:
- (a) The report of April 2024 notes that [X] was '[X]' and that Aston Barclay was waiting for the outcome of [X]'s tender.³⁰³ The same report suggests that Aston Barclay won volume from another BCA customer ([X]).³⁰⁴
 - (b) The report of April 2023 shows that, even when Aston Barclay failed to win businesses from BCA, it still chased for unsold opportunities or to be used as a benchmark to BCA by that customer.³⁰⁵
 - (c) In the report of March 2023, Aston Barclay stated that it had a '[X]' of winning one customer from BCA and a [X] probability of winning another account from BCA, in which the customer is using Aston Barclay as a benchmark against BCA.³⁰⁶
240. In the Issues Letter Response, Constellation submitted that its internal documents highlight that Aston Barclay was a [X] alternative to BCA, and [X] meaningfully with BCA, having [X] in several instances in the [X] past.³⁰⁷
241. The CMA recognises that some of Constellation's internal documents note that Aston Barclay lost volume to BCA.^{308, 309} However, these documents generally do not establish a clear link between Aston Barclay losing this volume to BCA with [X].³¹⁰ The CMA considers that nevertheless, these documents provide evidence of Constellation monitoring and benchmarking Aston Barclay which, in a context where

³⁰² Constellation internal documents submitted in response to the Enquiry Letter, Annex 040, slides 2 and 24.

³⁰³ Aston Barclay internal document submitted in response to the Enquiry Letter, Annex 049, slide 2.

³⁰⁴ Aston Barclay internal document submitted in response to the Enquiry Letter, Annex 049, slide 2.

³⁰⁵ Aston Barclay internal document submitted in response to the Enquiry Letter, Annex 042 slide 2

³⁰⁶ Aston Barclay internal document submitted in response to the Enquiry Letter, Annex 041, slide 2

³⁰⁷ Issues Letter Response, paragraph 7.26.

³⁰⁸ See, for example, Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025: Annex 051, slide 36 and 41; Annex 055, slide 44; Annex 042, slides 46 and 54.

³⁰⁹ See, for example, Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025: Annex 051, slide 36 and 41; Annex 055, slide 44; Annex 042, slides 46 and 54; Annex 57, slide 31

³¹⁰ Some of these documents include general references to Aston Barclay's performance: (i) a document notes customer's feedback that BCA compared positively against Aston Barclay, in terms of '[X]' (Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025: Annex 051, slide 41); and (ii) another document states that a customer noted that '[X]' (Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025, Annex 057, slide 31). The more specific reference to Aston Barclay's [X] performance is in one internal document of September 2024, when Aston Barclay was already going through its sales process, which states that a customer had provided '[X]' (Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025, Annex 57, slide 31).

Constellation does not usually produce internal documents analysing competitors, is indicative of closeness of competition.

5.3.3.2.4 Conclusion on closeness of competition

242. As noted above, closeness of competition is a relative concept and the smaller the number of significant players, the stronger the prima facie expectations that any two firms are close competitors.³¹¹
243. The CMA found that the Parties are close competitors for the supply of B2B used vehicle auction services and that Aston Barclay is an important competitive constraint on BCA. This is reflected in third-party evidence, the tender data, and the Parties' internal documents.
244. While there may be differences between BCA's and Aston Barclay's offering (eg hybrid versus online auction),³¹² evidence indicates that they are considered good alternatives to each other. In particular, Aston Barclay was considered a strong competitor to BCA, given its competitive fees, wide range of stock, good geographic coverage and level of service.
245. Aston Barclay's financial situation does not seem to have had a material impact on closeness of competition with BCA. Around half of customers considered Aston Barclay a strong or very strong alternative to BCA. Third parties rarely mentioned Aston Barclay's financial situation when considering its credibility as a provider of auction services. One large customer that did mention its financial situation, did not consider that this was a basis for switching supplier.³¹³
246. In any case, in the counterfactual, at least one existing smaller supplier of B2B used vehicle auction services in GB would acquire all or some of Aston Barclay's auction assets which, when combined with the acquirer's existing assets, would allow it to expand its operations to be able to supply auction services to a similar customer range to that served by Aston Barclay pre-Merger. This acquirer would be acquiring specific assets and would not be taking on Aston Barclay's [X], and would not have the same financial profile as Aston Barclay did pre-Merger.³¹⁴ The CMA notes in this respect that in the Issues Letter Response, Constellation notes that, unlike Aston Barclay, eight other competitors identified by Constellation are, as far as Constellation is aware, 'either profitable or parts of large profitable corporate groups, adding significant credibility and competitive strength'.³¹⁵ To the extent that

³¹¹ CMA129, paragraph 4.10.

³¹² In this respect, the CMA notes that other competitors that Constellation considers close competitors also offer 'hybrid auctions'.

³¹³ Note of call with a customer, June 2025, paragraphs 28 and 29.

³¹⁴ In particular, the purchasers' existing asset base is different to Aston Barclay's and neither purchaser would be taking on all of Aston Barclay's ongoing liabilities.

³¹⁵ Issues Letter Response, paragraph 3.17.

Aston Barclay's financial position had weakened its competitiveness,³¹⁶ this does not imply that in the counterfactual an alternative purchaser of Aston Barclay assets would be similarly weak.

5.3.4 Alternative constraints

5.3.4.1 Constellation's submissions

247. Constellation submitted that there are many viable alternative auction providers active across the UK. Constellation submitted that it faces significant constraints from other auction providers such as Manheim, Wilsons, Copart, Synetiq, Central Car Auctions, G3 Vehicle Auction, City Auction Group and Dealer Auction.³¹⁷ Constellation further submitted that there were multiple credible options available to large Vendors,³¹⁸ including some of the providers mentioned above³¹⁹ and that Aston Barclay's tender data shows that many other providers submitted tender proposals against Aston Barclay.³²⁰
248. Additionally, Constellation submitted that several competitors including Wilsons, G3, and Motor Auction Group have wide networks across the country.³²¹ Constellation noted that G3 and Motor Auction Group had the best coverage of drop-off locations with 33 and 23 respectively alongside BCA with 24 sites.³²²
249. Constellation submitted that it also faces a significant constraint from:
- (a) businesses such as Motorway and Carwow, which are 'online only' C2B used car sales platforms;³²³
 - (b) Vendors who sell vehicles through their own proprietary platforms, such as:

³¹⁶ As Constellation submits, Issues Letter Response, paragraph 7.20.

³¹⁷ Enquiry Letter response, question 30.

³¹⁸ Constellation has defined large vendors as vendors of material scale that are not solely active in the local area of the identified site (Issues Letter Response, paragraph 3.7). The CMA has not sought to define large vendors. The CMA recognises that there is a spectrum of Vendors that auction service providers' supply and therefore considers it is not appropriate to focus solely on one customer group. The recognition of a spectrum of Vendors is supported by Constellation who submitted that 'used vehicle vendors are diverse businesses with different preferences and characteristics as regards vehicle disposal generally, and scale is only one spectrum across which vendors are positioned' (Issues Letter Response, paragraph 3.8).

³¹⁹ Issues Letter Response, paragraph 3.9. Constellation added that of the nine Vendors that Aston Barclay [X], around one half were [X] suppliers other than Manheim and BCA (Issues Letter Response, paragraph 3.11 and Table 2). Over the equivalent period, Constellation submitted that it [X] to City Auction Group, Wilsons and G3 from select customers (Issues Letter Response, paragraph 3.12).

³²⁰ Issues Letter Response, paragraph 7.24.

³²¹ Issues Letter Response, paragraph 7.40(c).

³²² Issues Letter Response, paragraph 3.18.

³²³ Enquiry Letter response, question 30.

- (i) leasing and finance companies, including Motability, Epyx, Arval and Carmarket, which all sell significant volumes through their own platforms; and
- (ii) car rental companies and OEMs including Enterprise, Herts, Volkswagen and Mercedes.³²⁴

250. In the Issues Letter Response, Constellation also submitted that:

- (a) Aston Barclay lost large Vendors to Wilsons, City Auction Group, G3, Dealer Auction, Motor Auction Group, Fleet Auction Group, Shoreham Vehicle in 2024, which indicates that these suppliers of B2B used vehicles auction services are credible options for large Vendors.^{325, 326}
- (b) No single auction provider requires the capacity or geographic coverage to serve large Vendors nationally as these customers multi-source.³²⁷ In particular, Constellation noted that Aston Barclay's vehicle listing data showed that 19 of 83 Vendors that had listings on Aston Barclay's website on 21 August 2025 used other auction providers.³²⁸ Constellation added that this included some of Aston Barclay's significant Vendor customers, which were multi-sourcing across a spectrum of auction providers beyond BCA and Manheim.³²⁹
- (c) Large Vendors do not require multi-site coverage from auction providers as these customers only use one of an auction provider's sites or use auction providers that only have one site.³³⁰ Constellation noted that, based on Aston Barclay's vehicle listing data on 21 August 2025, [80-90]% of Aston Barclay's Vendor customers sell from a single site.³³¹ Constellation added that this behaviour from large Vendors was consistent with BCA's own customers where [80-90]% of Vendors sell from a single site.³³²

³²⁴ Enquiry Letter response, question 30.

³²⁵ Issues Letter Response, paragraph 3.10.

³²⁶ In an email of 18 September 2025, Constellation informed the CMA that a large Vendor, had recently concluded its procurement process for a 'remarketing contract' and had awarded this contract to BCA, Manheim, G3 and City Auction Group. Constellation submitted that Aston Barclay [redacted]. In relation to this particular contract, the CMA was not provided with information as to the split of the Vendor's volumes between BCA, Manheim, G3 and City Auction Group. Furthermore, third-party evidence, [redacted].

³²⁷ Issues Letter Response, paragraph 3.26.

³²⁸ Issues Letter Response, paragraph 3.23. With regards to the Aston Barclay vehicle listing data analysis provided by the Parties, Constellation submitted that it recognised that this analysis was a 'snapshot' of volumes at a point of time, however, the snapshots were compelling evidence of the indicative position throughout the calendar year and prior to the Merger (Issues Letter Response, paragraph 3.6).

³²⁹ Issues Letter Response, paragraph 3.24.

³³⁰ Issues Letter Response, paragraph 3.27.

³³¹ Issues Letter Response, paragraph 3.28(a).

³³² Issues Letter Response, paragraph 3.29.

251. In relation to evidence relied on by the CMA in its assessment of alternative constraints, Constellation submitted that:

- (a) Many of the respondents to the CMA's questionnaires were the Parties' own customers and because of this it was inevitable that these customers would identify the Parties as stronger operators than others.³³³ Constellation further submitted that views from the Parties' customers reflected the needs of these particular customers and not the competitive potential of other auction providers.³³⁴
- (b) Constellation did not habitually produce or purchase detailed analysis of competitors in the market and nor does it produce documents which monitor its competitors. As such, Constellation considered that limited references in internal documents to specific competitors was not evidence of those competitors not providing a meaningful constraint but rather a reflection of Constellation's management and operational model.³³⁵

5.3.4.2 CMA assessment of alternative constraints

252. The CMA notes that where there are few existing suppliers or the remaining constraints on the merger firms are weak, competition concerns are likely.³³⁶ The CMA considered whether the competitive constraints exerted by the Parties' competitors within the supply of B2B used vehicle auction services in GB would be sufficient to effectively constrain the Merged Entity.

253. In its assessment, the CMA considered:

- (a) Constellation's submissions;
- (b) the evidence from internal documents and third parties, including tender data provided by Parties' Vendor customers on the competitive constraints posed by other suppliers of B2B used vehicle auction services;³³⁷ and
- (c) the strength of out of the market constraints (including Constellation's submissions in this respect).

³³³ Issues Letter Response, paragraph 7.40(a).

³³⁴ Issues Letter Response, paragraph 7.40(a).

³³⁵ Issues Letter Response, paragraph 7.40(b).

³³⁶ CMA129, paragraph 4.3.

³³⁷ In line with the CMA's conclusions on the geographic market definition, the CMA has not taken into account evidence relating to the strength of competitors' offerings in NI, where there is no direct link to their offering in GB

5.3.4.2.1 CMA's assessment of Constellation's submissions

254. In relation to Constellation's comments set out in paragraph 250 regarding the weight placed by the CMA on evidence from customers and internal documents, the CMA considers that:

- (a) As discussed in paragraphs 225 to 228 above, customer evidence was gathered by the CMA in line with the CMA's standard approach. The CMA also notes that this approach reflects that the Parties' customers typically have the most direct impact on the Parties' incentives (eg are most likely to represent the customers that the Merged Entity would target in the future) and are best placed to provide a view on alternatives to the Parties.
- (b) While there were a limited number of internal documents submitted by the Parties, the CMA nevertheless considers that the more frequent mentions of Manheim (as well as the Parties) and infrequent mentions of alternative providers is informative of the Parties' views on the relative significance of these competitors.

255. In relation to Constellation's submission that auction providers do not require the capacity or geographic coverage to serve large Vendors³³⁸ nationally because customers multi-source (see paragraph 249(b)), the CMA notes that:

- (a) While some Vendors may multi-source, they may use different providers of B2B used vehicle auction services as complements (ie to access different sets of Buyers), rather than as substitutes.
- (b) Various Vendors explained that their rationale for multi-sourcing was to benchmark performance. The allocation by these Vendors of between 5% and 10% of their total volumes to other auction providers than the Parties for the purpose of benchmarking performance³³⁹ is not indicative that these providers are strong substitutes to the Parties or used by these Vendors to reach the geographic coverage they need. While the CMA cannot exclude that some customers may multi-source a material proportion of their volumes for these reasons, this is not reflected in the evidence it has received from third parties.
- (c) The Aston Barclay vehicle listing analysis submitted by Constellation in relation to multi-sourcing has limitations, as it only provides a snapshot of

³³⁸ See footnote 320318 about the definition of large Vendors proposed by Constellation, which is very broad and illustrates the difficulty in defining 'large Vendors', as there is spectrum of Vendors that auction service providers' supply.

³³⁹ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 3.

vehicle listings on the given day and may not be representative of wider usage patterns.

- (d) Evidence from Vendors indicates that many Vendors do not use more than one or two suppliers for the vast majority of their volumes.³⁴⁰
- (e) Evidence from third parties indicates that some large Vendors have exclusive contracts with a single supplier (such as BCA and Aston Barclay) (see paragraph 310).³⁴¹ One Vendor noted that by having an exclusive agreement with a provider it can achieve better returns than compared to selling stock across a number of smaller services, as splitting stock across multiple sites means arranging different logistical operations and administration, as they are likely to have differing commercial arrangements.’ This Vendor noted that it is common for customers to dispose used vehicles using one auction service provider’ and that ‘the top 20 groups in the industry have mainly solo agreements with a single party.’³⁴²

256. In relation to Constellation’s submission that auction providers do not need to have multiple sites to compete effectively, because large Vendors only use a single site from a multi-site auction provider or use providers that have only one site (paragraph 249(c)), Constellation’s analysis is subject to alternative interpretations, as well as material limitations:

- (a) While the [80-90] majority of Aston Barclay’s Vendor customers ([80-90]%) used a single site, these Vendors accounted for the minority ([40-50]%) of vehicle volumes. In addition, [40-50]% of the Vendors using a single site only listed one vehicle and were therefore unable to multi-site.³⁴³
- (b) Importantly, the data provided covers only one-days’ worth of listings and as a result, there may be Vendors that regularly use multiple sites which were not reflected in the data. For example, this would be the case for Vendors who shift volume in batches.

257. In relation to Constellation’s submission that Aston Barclay lost volumes from large Vendors in 2024 to other competitors (see paragraph 249(a)), Aston Barclay was

³⁴⁰ Response to the CMA’s questionnaire a third party, question 3.

³⁴¹ Constellation response to question 7 of Section 109 Notice of 18 June 2025. Aston Barclay response to question 5 of Section 109 Notice of 18 June 2025.

³⁴² Note of call with third party, 11 June 2025, paragraphs 27 and 29. Another Vendor told the CMA that using more than one third party auction service to sell its used cars would increase internal management cost and that it receives a small rebate for each vehicle sold through its single B2B used vehicle auction services (Note of call with third party, 11 June 2025, paragraph 12 and 16). A competitor also noted that higher-volume customer contracts include rebates based on the volume of vehicles sold. Note of call with third party, 22 May 2025, paragraph 14.

³⁴³ CMA analysis of Annex 006 of the Issues Letter Response.

going through a sales process and restructuring during this period, which may have impacted its ability to retain volume from customers. Furthermore:

- (a) Evidence from third parties indicates that volume / buyer base is an important factor for suppliers of B2B used vehicles auction to compete effectively (see paragraph 127) and the volume data collected by the CMA shows there are few competitors with a similar volume / buyer base to Aston Barclay (and none to BCA) (see Table 1 above).
- (b) Third-party evidence consistently showed that Aston Barclay and Manheim were the most credible alternatives to BCA. Other competitors Constellation identified were mentioned much less frequently by Vendors, as set out in more detail below.
- (c) More than two thirds of the estimated per annum volumes generated from Vendors with more than 1,000 vehicle sales which were lost by Aston Barclay in FY2025 were lost to BCA and Manheim.³⁴⁴

258. Moreover, the evidence provided by BCA on Aston Barclay losing volumes from large Vendors to other suppliers is not relevant to identifying the extent to which competitors other than Aston Barclay constrain BCA (or will constrain the Merged Entity in the future). No evidence was provided of BCA losing material volumes of business to the suppliers identified by Constellation in its submission.

259. The rest of this section considers the evidence that the CMA gathered regarding the competitive strength of alternative suppliers.

5.3.4.2.2 *Manheim*

260. Manheim Limited (also known as Manheim Auction Services) provides physical and online B2B auction services³⁴⁵ from a network of 12 auction sites in GB.³⁴⁶ Manheim is the second largest B2B used vehicle auction service provider with a share of [20-30]% and [10-20]% on the Vendor side and Buyer side respectively. Although second largest, Manheim has a significantly smaller market presence compared to BCA, particularly on the Buyer side (see Table 1 above).

261. Third parties generally considered that Manheim was a strong alternative to BCA and Aston Barclay. In response to third party questionnaires:

³⁴⁴ CMA analysis using data from Table 2 of the Issues Letter Response.

³⁴⁵ Some of the points of differentiation between the Parties highlighted by Constellation (eg the difference between the offer of online auctions only and hybrid auctions) also differentiate BCA's offers from the offer of other auction providers that Constellation identified as material constraints.

³⁴⁶ Manheim's auction sites are located in Birmingham, Bristol, Colchester, Gloucester, Haydock, Leeds, Manchester, Northampton, Plymouth, Shepshed, Shotts and Washington. [Manheim | Auctions, Vehicle Solutions & Remarketing](#)

- (a) Manheim was the most frequently identified alternative to BCA by Vendors.³⁴⁷ Almost half of Vendors considered Manheim to be a very strong or strong alternative to BCA.³⁴⁸ While more Buyers identified Aston Barclay as an alternative to BCA, Manheim was the next most identified alternative with over half of these customers considering Manheim to be a very strong or strong alternative to BCA.³⁴⁹ Almost all competitors identified Manheim as an alternative to BCA, with half of competitors considering Manheim to be a very strong alternative to BCA.³⁵⁰ Third parties noted that Manheim had a large Buyer base³⁵¹ and had national coverage.³⁵² Some Vendors described Manheim, BCA, and in one instance, Aston Barclay as national suppliers.³⁵³
- (b) Manheim was the next most identified alternative to Aston Barclay after BCA by Vendors; most of whom considered Manheim to be a very strong or strong alternative to Aston Barclay.³⁵⁴ Half of Buyers considered that Manheim was an alternative to Aston Barclay, and those that did mostly considered it to be a very strong or strong alternative.³⁵⁵ Most competitors identified Manheim as an alternative to Aston Barclay,³⁵⁶ and half of competitors considered that Manheim was a very strong alternative to Aston Barclay.³⁵⁷

262. However, customers also considered that Manheim had a 'weaker buyer base' in comparison to BCA,³⁵⁸ expensive fees,³⁵⁹ and its locations meant that it was not used to buy a large volume of vehicles by one customer.³⁶⁰ Furthermore, one customer noted that while Manheim offered 'a reasonable service', the quality of service tended to be lower when lower volumes were being entered into its auction service.³⁶¹ Another customer considered that it had a 'better CAP return with Aston Barclay' in comparison to Manheim.³⁶²

263. In the tender data from the Parties' Vendor customers, Manheim competed in the majority of tenders.³⁶³ Manheim also won some of the volumes in several tenders

³⁴⁷ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 7.

³⁴⁸ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 7.

³⁴⁹ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 14.

³⁵⁰ Response to the CMA questionnaire from a third party, July 2025, question 8.

³⁵¹ Response to the CMA's customer questionnaire from a third party, July 2025, question 7.

³⁵² Response to the CMA questionnaire from a third party, July 2025, question 8.

³⁵³ Note of a call with a third party, June 2025, paragraph 17 and note of a call with a third party, June 2025, paragraph 25. One of these Vendors also considered Wilsons is able to offer auctions services nationally. Note of a call with a customer, June 2025, paragraph 25.

³⁵⁴ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 8.

³⁵⁵ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 15.

³⁵⁶ Response to the CMA questionnaire from a third party, July 2025, question 9.

³⁵⁷ Response to the CMA questionnaire from a third party, July 2025, question 9.

³⁵⁸ Response to the CMA customer questionnaire from a third party, July 2025, question 7.

³⁵⁹ Response to the CMA customer questionnaire from a third party, July 2025, question 14.

³⁶⁰ Response to the CMA customer questionnaire from a third party, July 2025, question 14.

³⁶¹ Response to the CMA customer questionnaire from a third party, July 2025, questions 7 and 8.

³⁶² Response to the CMA questionnaire from a third party, July 2025, question 8. CAP in this context means Car Auction Price.

³⁶³ Response to the CMA's customer questionnaire from a number of third parties, question 6.

(with volumes split across several suppliers).³⁶⁴ In Aston Barclay's tender data, Manheim was identified as a competitor against Aston Barclay in the majority of tender opportunities, (including several tenders for which it was identified as a winner).³⁶⁵ In BCA's tender data Manheim was identified as a potential competitor against BCA in several opportunities in the past 4 years and won over one third of the tenders BCA competed in.³⁶⁶

264. Manheim is frequently benchmarked and monitored in both Constellation and Aston Barclay internal documents. In particular, the market study prepared for Constellation mentioned above in paragraph 202(a), found Manheim to be the second largest player in the market.³⁶⁷ In addition, in the ordinary course of business BCA compares [X] with Manheim³⁶⁸ and monitors instances where Manheim is the incumbent supplier.³⁶⁹ In one instance, a Constellation [X] notes that BCA lost a contract to Manheim based on its '[X]'.³⁷⁰ Similarly, an internal document shows that Aston Barclay considers Manheim's customers when evaluating key opportunities.³⁷¹
265. Based on the evidence above, the CMA found that Manheim would pose a strong constraint on the Merged Entity, given the volume of vehicles it offers, and its geographic coverage. This is reflected in third-party views, in the number of tenders it won against BCA and Aston Barclay and evidence that Manheim is frequently monitored and benchmarked in the Parties' internal documents.

5.3.4.2.3 *Wilsons*

266. Wilsons is a UK auction company that auctions used vehicles and many other types of asset. In relation to used vehicles, Wilsons offers B2B physical and online auctions at seven physical auction centres in GB.³⁷² Wilsons is the fourth largest auction service with a [5-10]% market share for Vendors and a [0-5]% share for Buyers.

³⁶⁴ Response to the CMA's customer questionnaire from a number of third parties, question 6.

³⁶⁵ Aston Barclay's Response to s109 Notice of 6 June 2025, question 10.

³⁶⁶ Constellation's response to s109 Notice of 6 June 2025, question 13.

³⁶⁷ Constellation Internal Document, Annex 40 to the Enquiry Letter, '[X]', 14 August 2024, slides 24 and 25

³⁶⁸ Constellation Internal Document, Annex 70 to Constellation's response to the CMA's section 109 notice dated 18 June 2025. This document was produced for [X] in [X] 2024 and compared BCA's [X] against its competitors.

³⁶⁹ Constellation Internal Document, Annex 78 to Constellation's response to the CMA's section 109 notice dated 18 June 2025. This document was produced in [X] 2024 and shows Constellation tracking different groups of Vendors, [X].

³⁷⁰ Constellation Internal Document, Annex 27 to the Enquiry Letter, slide 11. This document was dated [X] 2025 for the Constellation [X] and included an overview of contract wins and renewals.

³⁷¹ Aston Barclay Internal Document, Annex 42 to the Enquiry Letter, slide 2. This document was dated [X] 2023 and shows Aston Barclay evaluating 'won' and 'key prospects' new business in FY24.

³⁷² Wilsons sites in GB are located in Glasgow, Newcastle, Queensferry (North Wales), Newport (South Wales), Telford, Oxford and Maidstone. Wilsons also has sites outside GB in Belfast, Portadown, and Dublin. In addition, Wilsons operates five satellite sites in Stoke, West Bromwich, Leigh, Widnes and Gateshead which act as storage centres for various Vendor's vehicles pre-auction sale. Response to the CMA questionnaire from a third party, July 2025, question 4.

267. Whilst some third parties mentioned Wilsons as an alternative to the Parties, several customers and competitors indicated that Wilsons was a weak or very weak alternative. In response to third party questionnaires:
- (a) Around a third of Vendors identified Wilsons as an alternative to BCA; and of those that did, most considered it to be a weak or very weak alternative to BCA.³⁷³ Around a quarter of Vendors identified Wilsons as an alternative to Aston Barclay, and of those that did, most considered it to be a weak or moderate alternative.³⁷⁴ Vendors said that Wilsons' weaknesses included poor location for its buyer base, poor customer service, and poorer standards around the preparation of cars including its mechanical reports.³⁷⁵
 - (b) Buyers had mixed views on how strong an alternative Wilsons is to the Parties. Around half of Buyers identified Wilsons as an alternative to both BCA and Aston Barclay.³⁷⁶ Half of these Buyers considered Wilsons was a very strong or strong alternative to BCA and half considered it was a moderate or weak alternative.³⁷⁷ Half of the Buyers who rated Wilsons considered it was a very strong or strong alternative to Aston Barclay and half considered it was a moderate alternative.³⁷⁸ Some Buyers noted that Wilsons offered 'limited stock of interest';³⁷⁹ did not offer the same range as BCA;³⁸⁰ and had smaller volumes of stock, being unable to match Aston Barclay's volume.³⁸¹
 - (c) While Wilsons was the third most identified alternative to the Parties (after the Parties and Manheim) by competitors,³⁸² the majority of these considered it to be a moderate or weak alternative for both Parties.^{383, 384} One competitor considered Wilsons to have a limited national presence and as such unlikely to secure volumes from large Vendors.³⁸⁵ Another competitor described Wilsons as a weak alternative to the Parties due to limited coverage and poorer standards in relation to the preparation of cars.³⁸⁶

³⁷³ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

³⁷⁴ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

³⁷⁵ Response to the CMA questionnaire from a number of third parties, July 2025, question 7.

³⁷⁶ Response to the CMA questionnaire from a number of third parties, July 2025, questions 14 and 15.

³⁷⁷ Response to the CMA questionnaire from a number of third parties, July 2025, question 14.

³⁷⁸ Response to the CMA questionnaire from a number of third parties, July 2025, question 15.

³⁷⁹ Response to the CMA questionnaire from a third party, July 2025, questions 14 and 15.

³⁸⁰ Note of call with a customer, June 2025, paragraph 25.

³⁸¹ Note of call with a customer, May 2025 paragraph 23.

³⁸² Response to the CMA questionnaire from a number of third parties, July 2025, questions 8 and 9.

³⁸³ Response to the CMA questionnaire from a number of third parties, July 2025, questions 8 and 9.

³⁸⁴ In general, competitors tended to consider alternative suppliers as a stronger alternative to the Parties than customers did.

³⁸⁵ Note of a call with a competitor, paragraph 43.

³⁸⁶ Response to the CMA questionnaire from a third party, July 2025, questions 8 and 9.,

268. In the tender data from the Parties' Vendor customers, Wilsons competed in several tenders.³⁸⁷ However, Wilsons only won a proportion of supply for one customer, including in Northern Ireland (ie outside the relevant market).³⁸⁸ In Aston Barclay's tender data, Wilsons was identified as a bidder against Aston Barclay in a few opportunities and Wilsons was not identified as a successful bidder in any of these opportunities. Wilsons was not identified as a bidder for any of BCA's tender opportunities in the past 4 years.³⁸⁹
269. The Parties' internal documents do not suggest that Wilsons is routinely monitored by BCA or Aston Barclay. In particular, there are very few documents in which Constellation monitors Wilsons' customers for used vehicle auction services.³⁹⁰
270. Based on the evidence above, the CMA found that Wilson would pose a limited constraint on the Merged Entity, mainly given its more limited geographic coverage and lower volume.

5.3.4.2.4 City Auction Group

271. City Auction Group has one auction site in GB.³⁹¹ City Auction Group is the fifth largest auction service with a [0-5]% market share for Vendors and a [0-5]% share for Buyers.
272. Third parties identified City Auction Group as an alternative to the Parties less frequently than the suppliers mentioned above and overall very few customers considered it to be a strong or very strong alternative. In response to third party questionnaires:
- (a) Around a quarter of Vendors identified City Auction Group as an alternative to the Parties.³⁹² Although few Vendors identified City Auction Group as an alternative at all, most of those that did considered it to be a very strong or strong alternative to the Parties.³⁹³ One Vendor, however, considered City Auction Group to be a moderate alternative and noted that it was not as scalable for larger Vendors.³⁹⁴ Further, one Vendor suggested that City Auction Group did not offer the same range as BCA.³⁹⁵

³⁸⁷ Response to the CMA questionnaire from a number of third parties, July 2025, question 6.

³⁸⁸ Response to the CMA questionnaire from a third party, July 2025, question 6.

³⁸⁹ Constellation's response to s109 Notice of 6 June 2025, question 13. Aston Barclay's response to s109 Notice of 6 June 2025, question 10.

³⁹⁰ Constellation Internal Documents submitted in response to s109 Notice of 18 June 2025, Annex 078.

³⁹¹ City Auction Group's GB site is located in Peterborough. City Auction Group also has two sites in NI: Belfast and Omagh. See [Home | City Auction Group](#)

³⁹² Response to the CMA questionnaire from a number of third parties, July 2025, question 7 and 8.

³⁹³ Response to the CMA's customer questionnaire from a number of third parties, question 7 and 8.

³⁹⁴ Response to the CMA questionnaire from a third party, July 2025, question 7.

³⁹⁵ Note of call with a customer, June 2025, paragraph 25.

- (b) Around half of Buyers identified City Auction Group as an alternative to the Parties,³⁹⁶ but most of these customers considered City Auction Group to be a moderate or weak alternative to the Parties.³⁹⁷ In particular, one Buyer considered that City Auction Group had poor choice of used vehicles, lower customer service but competitive fees in comparison to the Parties.³⁹⁸ One Buyer considered that City Auction Group was unable to offer the same volume as Aston Barclay.³⁹⁹
- (c) One third of competitors identified City Auction Group as an alternative to the Parties.⁴⁰⁰ Only one competitor considered City Auction Group to be a strong alternative to BCA.⁴⁰¹ Most competitors who mentioned City Auction Group considered it to be a moderate or weak alternative to the Parties.⁴⁰² Competitors noted that City Auction Group is a 'single site' auction service⁴⁰³ and lacks site coverage in the dealer sector.⁴⁰⁴

273. In the tender data from the Parties' Vendor customers, City Auction Group competed in a few tenders.⁴⁰⁵ City Auction Group was selected as a benchmark site for one customer and won a proportion of the supply for another customer, of which some was in Northern Ireland (ie outside the relevant market).⁴⁰⁶ In Aston Barclay's tender data, City Auction Group was identified as a bidder in [X] opportunities, however, it was not identified as winning or partially winning any tenders bid for by Aston Barclay. In BCA's tender data it was not identified as a bidder in any tenders in the past 4 years although it was identified as a winner in [X] tender[s] (see paragraph 232 regarding the CMA's concerns relating to the robustness of this data).⁴⁰⁷
274. The Parties' internal documents do not suggest that City Auction Group is routinely monitored by BCA or Aston Barclay. One internal document suggests that Constellation [X] monitored City Auction Group's hybrid auction site, including [X].⁴⁰⁸ In another document produced in February 2024, [X], Constellation

³⁹⁶ Response to the CMA questionnaire, questions 14 and 15.

³⁹⁷ Response to the CMA questionnaire from a number of third parties, July 2025, questions 14 and 15.

³⁹⁸ Response to the CMA questionnaire from a third party, July 2025, question 14 and 15.

³⁹⁹ Note of call with a customer, May 2025 paragraph 23.

⁴⁰⁰ Response to the CMA questionnaire from a number of third parties, July 2025, question 8 and 9.

⁴⁰¹ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

⁴⁰² Response to the CMA questionnaire from a number of third parties, July 2025, question 8 and 9.

⁴⁰³ Response to the CMA questionnaire from a third party, July 2025, question 8.

⁴⁰⁴ Response to the CMA questionnaire from a third party, July 2025, question 8.

⁴⁰⁵ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 6.

⁴⁰⁶ Response to the CMA's customer questionnaire from a number of third parties, July 2025, question 6.

⁴⁰⁷ Constellation's response to s109 Notice of 6 June 2025, question 13. Aston Barclay's response to s109 Notice of 6 June 2025, question 10.

⁴⁰⁸ Constellation Internal Document, Annex 72 to Constellation's response to the CMA's section 109 notice dated 18 June 2025.

identifies some Vendors that use City Auction Group as an opportunity, although to a lesser extent in comparison to Aston Barclay and Manheim.⁴⁰⁹

275. Based on the evidence above, the CMA found that City Auction Group would pose a limited constraint on the Merged Entity, mainly given it has only one auction site in GB and significantly lower volumes.

5.3.4.2.5 G3

276. G3 offers in person and online auctions at two auction sites in GB.⁴¹⁰ G3 also offers 30 drop-off locations in GB.⁴¹¹ G3 is the sixth largest auction service with a [0-5]% market share for Vendors and a [0-5]% share for Buyers.
277. G3's total volume of used vehicles that were sold to trade and enterprise customers through auction service in GB has [X] from [X] from January 2024 to August 2024 to [X] from January 2025 to August 2025.⁴¹² The number drop-off locations has remained consistent over the last two years.⁴¹³
278. G3 was identified infrequently as an alternative to the Parties and several customers and competitors indicated G3 was a moderate or weak alternative. In response to third party questionnaires:
- (a) Fewer than a fifth of Vendors⁴¹⁴ identified G3 as an alternative to the Parties and most of these Vendors considered G3 to be a moderate alternative to the Parties.⁴¹⁵ Vendors indicated that this was due to G3's smaller,⁴¹⁶ limited Buyer engagement⁴¹⁷ and because it was not scalable for larger Vendors.⁴¹⁸
 - (b) Buyers provided mixed evidence on how strong an alternative G3 is to the Parties. Half of Buyers identified G3 as an alternative to BCA, with most of these customers considering it to be a moderate alternative to BCA.⁴¹⁹ Fewer than a third of Buyers identified G3 as an alternative to Aston Barclay,⁴²⁰ but most of those that did considered it to be a strong or very strong

⁴⁰⁹ Constellation Internal Document, Annex 78 to Constellation's response to the CMA's section 109 notice dated 18 June 2025.

⁴¹⁰ These sites are located in Castleford and Bedford. <https://www.g3remarketing.co.uk/>

⁴¹¹ Constellation submitted that G3 operates a 'national network of pick up and drop off locations' (Issues Letter Response, paragraph 7.5). The CMA notes, however, that G3 website seems to refer only to 'drop-off' locations that need to be pre-booked by customers (<https://www.g3remarketing.co.uk/drop-off-locations/>). These are not equivalent to auction sites (ie transport from this locations is still required from these locations to the two G3 auction sites) and the capacity of these drop off locations is unclear.

⁴¹² Submission to the CMA from a third party, September 2025.

⁴¹³ Submission to the CMA from a third party, September 2025.

⁴¹⁴ Response to the CMA questionnaire from a number of third parties, July 2025, questions 7 and 8.

⁴¹⁵ Response to the CMA questionnaire from a number of third parties, July 2025, questions 7 and 8.

⁴¹⁶ Response to the CMA questionnaire from a third party, July 2025, question 7.

⁴¹⁷ Response to the CMA questionnaire from a third party, July 2025, question 7.

⁴¹⁸ Response to the CMA questionnaire from a third party, July 2025, question 7.

⁴¹⁹ Response to the CMA questionnaire from a number of third parties, July 2025, question 14.

⁴²⁰ Response to the CMA questionnaire from a number of third parties, July 2025, question 15.

alternative.⁴²¹ One Buyer that identified G3 as a moderate alternative to Aston Barclay noted that G3 had lower levels of stock in comparison to the Parties and only conducted auctions '1-2 times a week'.⁴²²

- (c) Over half of competitors identified G3 as an alternative to the Parties, however, competitors provided mixed evidence on how strong an alternative G3 is to the Parties.⁴²³ Only one competitor considered G3 to be a very strong alternative to the Parties.⁴²⁴ Whilst a few competitors indicated that G3 was a strong alternative to BCA,⁴²⁵ the same number considered it to be a moderate or weak alternative to BCA.⁴²⁶ One competitor noted that G3 struggles to compete with those suppliers with a nationwide network.⁴²⁷ Most competitors that identified G3 as an alternative to Aston Barclay said it was a moderate alternative,⁴²⁸ with some competitors noting that G3 is a smaller business with only two sites.⁴²⁹ One competitor said that, unlike the Parties, G3 focuses on finance companies and therefore offers a narrower range of used vehicles. Further, this competitor also indicated that G3 is unable to compete with BCA as scale remains a barrier for high-volume vendor contracts.⁴³⁰

279. In the tender data from the Parties' Vendor customers, G3 competed in several tenders but did not win any volumes.⁴³¹ In Aston Barclay's tender data G3 was identified as a bidder for around a third of opportunities, and was identified as winning [3<] tenders. In BCA's tender data G3 was not identified as a bidder in relation to any tenders in the past 4 years.⁴³²

280. The Parties' internal documents do not suggest that G3 is routinely monitored. In an internal document of February 2024, which tracks different groups of Vendors, Constellation identifies some Vendors that use G3 as an opportunity, although to a lesser extent in comparison to Aston Barclay and Manheim.⁴³³

281. While G3 is a growing competitor with a substantial number of drop-off locations throughout the UK, the evidence above does not support Constellation's submission that G3 poses a strong competitive constraint on the Parties. In addition, given that

⁴²¹ One of the Buyers that considered G3 a strong alternative to Aston Barclay purchases a very small volume from G3 and considered it 'too small scale'. Response to the CMA questionnaire from a third party, July 2025, question 6 and 11.

⁴²² Response to the CMA questionnaire from a third party, July 2025, questions 14 and 15.

⁴²³ Response to the CMA questionnaire from a number of third parties, July 2025, questions 8 and 9.

⁴²⁴ Response to the CMA questionnaire from a number of third parties, July 2025, questions 8 and 9.

⁴²⁵ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

⁴²⁶ Response to the CMA questionnaire from a number of third parties, July 2025, question 8.

⁴²⁷ Response to the CMA questionnaire from a third party, July 2025, question 8.

⁴²⁸ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

⁴²⁹ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

⁴³⁰ Note of a call with a competitor, June 2025, paragraphs 5, 11, and 13.

⁴³¹ Response to the CMA questionnaire from a number of third parties, July 2025, question 6.

⁴³² Constellation's response to s109 Notice of 6 June 2025, question 13. Aston Barclay's response to s109 Notice of 6 June 2025, question 10.

⁴³³ Constellation internal documents submitted in response to s109 Notice of 18 June 2025, Annex 078.

G3's number of drop of locations has remained constant for at least two years, the CMA would expect that any impact of these locations on its competitive constraint posed on the Parties would be reflected in the evidence, yet G3 had significantly lower volumes overall compared to the Parties.

282. Based on the evidence above, the CMA found that G3 would pose a limited constraint on the Merged Entity, mainly given its more limited geographic coverage and lower volume.

5.3.4.2.6 *Other constraints*

283. Other competitors are not mentioned frequently in the Vendor tender data,⁴³⁴ or the Parties' tender data.⁴³⁵ The Parties' internal documents do not suggest that other B2B auction services are routinely monitored.⁴³⁶
284. Other used vehicle auction suppliers were sporadically identified by third parties as alternatives to the Parties, with the strength of these varying considerably. The CMA considers that the inconsistent nature of these ratings is suggestive of particular strengths for marginal customers – for example, strength in a particular geography or vehicle type – rather than indicative of a tail of competitors that exert a material constraint for most customers. For instance, Vendors, when considering these smaller auction suppliers as alternatives to the Parties provided mixed comments noting 'provides a satisfactory level of service', 'much weaker buyer base', 'small auction house' and 'not scalable due to single location'.⁴³⁷ Buyers also provided mixed views on these auction suppliers noting 'much lower fees', excellent service but limited stock, and 'physical auction and dated online system'.⁴³⁸
285. Therefore, the CMA found that the tail of smaller suppliers in the market would exert a very limited constraint and would not be able to compete with the Merged Entity on volume / buyer base or geographic coverage, particularly for larger customers seeking to sell used vehicles

⁴³⁴ Some competitors are mentioned once by Vendors including, Motor Auction Group, Fleet Auction Group, Alpha Online, DHL and Epyx. Third-party responses to the CMA's customer questionnaires, questions 6.

⁴³⁵ Constellation's response to s109 Notice of 6 June 2025, question 13. Aston Barclay's response to s109 Notice of 6 June 2025, question 10. Several competitors are mentioned twice or less in Aston Barclay's tender data including Shoreham, Central Vehicles Auction, John Pye, and Copart. Only two competitors are mentioned [3<] in BCA's tender data including Epyx and Dekra. Constellation's response to s109 Notice of 6 June 2025, question 13. Aston Barclay's response to s109 Notice of 6 June 2025, question 10.

⁴³⁶ One customer mentioned a non-UK B2B used vehicles auctions provider as a strong alternative to the Parties. This platform is outside the relevant market and is not considered further in the competition assessment. Response to the CMA questionnaire from a third party, July 2025, questions 7 and 8.

⁴³⁷ Response to the CMA questionnaire from a number of third parties, July 2025, questions 7 and 8.

⁴³⁸ Response to the CMA questionnaire from a number of third parties, July 2025, questions 14 and 15.

5.3.4.3 Out of market constraints

5.3.4.3.1 Parties' submissions

286. Constellation submitted that it faces meaningful constraints from outside of the CMA's defined market⁴³⁹ and that the decline in BCA's third-party volumes between 2014 and 2024 is indicative of Vendors shifting volumes away from traditional auction providers.⁴⁴⁰
287. Constellation noted that C2B platforms such as Motorway and Carwow pose a strong constraint on the Parties' B2B used vehicle auctions.⁴⁴¹ While Constellation recognised that C2B platforms do not pose a constraint on the Vendor side of the market, it submitted that these platforms allow customers to sell vehicles directly to dealers which in effect disintermediates auction providers like BCA and poses a threat to its entire business model.⁴⁴²
288. Constellation also submitted that proprietary platforms pose a significant competitive constraint.⁴⁴³

5.3.4.3.2 CMA's assessment of out of market constraints

289. Out of market constraints (ie suppliers not included within the market definition, such as C2B platforms, proprietary platforms and salvage vehicle auction platforms) were sporadically identified by third parties as alternatives to the Parties, less frequently than suppliers identified as 'Other constraints' above, and with the strength of these suppliers varying considerably. The CMA considers that the inconsistent nature of these ratings suggests these alternatives may be attractive to customers with specific preferences— for example, strength in a particular geography or vehicle type – rather than indicative of a tail of competitors that exert a material constraint for most customers. In particular:
- (a) C2B platforms may provide Buyers another channel through which they can source stock. However, third party evidence from Vendors and Buyers suggest these channels are not good alternatives to the Parties' B2B auctions (see paragraphs 142 to 144).
 - (b) Only one of the Parties' Vendor customers listed Dealer Auction as an alternative to the Parties and qualified it as a 'very weak' competitor.⁴⁴⁴

⁴³⁹ Issues Letter Response, paragraph 7.41

⁴⁴⁰ Issues Letter Response, paragraph 7.41

⁴⁴¹ Issues Letter Response, paragraph 7.41

⁴⁴² Issues Letter Response, paragraph 7.41

⁴⁴³ Issues Letter Response, paragraph 7.41

⁴⁴⁴ Response to the CMA questionnaire from a third party, July 2025, questions 7 and 8.

- (c) Proprietary platforms are typically closed to the proprietor ie they are used only to remarket vehicles from the Vendor's own stock.⁴⁴⁵ Therefore, they do not serve as an alternative for Vendors that do not have their own proprietary platforms.⁴⁴⁶ A minority of the Vendors that responded to the CMA's market testing have their own platform.⁴⁴⁷ All Vendors that have their own proprietary platform still use auction services, which suggests that proprietary platforms are not suitable for all types of remarketing requirements.⁴⁴⁸ Furthermore, one Vendor submitted that its closed online platform is not a suitable alternative to other auction services as it did not allow the Vendor to dispose of all vehicles such as those in poor condition.⁴⁴⁹

290. While new channels for used vehicle remarketing may have emerged over the last 10 years,⁴⁵⁰ the evidence consistently suggests that these alternative channels are not viable alternatives for much of the Parties' current volumes. The CMA notes that there are a number of possible reasons for BCA's reduction in Vendor's volumes from 2014. For example, BCA's approximate [X]% decrease in Vendor volumes since 2014 corresponds with a [X] increase in vehicles acquired through webuyanycar in the same period, suggesting that for BCA, self-supply has [X] Vendor supply.

291. Therefore, the CMA found that out of market constraints would not exert any material constraint on the Merged Entity. The different operating model and vehicle mix means these channels are not a credible alternative for the Parties' customers. While some customers may use some of these channels for a proportion of their volumes, they cannot transact the same volumes and/or types of vehicles or utilise the same ancillary services (such as logistics) from these platforms.

5.3.4.4 CMA's view on alternative constraints

292. The evidence assessed above shows that:

- (a) aside from Manheim, other competitors appear infrequently in the Parties' internal documents;
- (b) aside from Manheim and, to a degree, G3, other competitors are identified infrequently in the Parties' and third-party tender data; and

⁴⁴⁵ Note of a call with a third party, June 2025, paragraph 9; and Response to the CMA questionnaire from a third party, July 2025, question 9.

⁴⁴⁶ Response to the CMA questionnaire from a third party, July 2025, question 9.

⁴⁴⁷ Response to the CMA questionnaire from a number of third parties, July 2025, question 9.

⁴⁴⁸ Response to the CMA questionnaire from a number of third parties, July 2025, questions 3 and 9.

⁴⁴⁹ Response to the CMA questionnaire from a third party, July 2025, question 9.

⁴⁵⁰ Constellation notes that Carwow (in 2021), Motorway and Dealer Auction have all entered or expanded their operations since 2015 (Enquiry Letter response, question 33).

- (c) third parties generally considered that Manheim was a strong alternative to the Parties. Some competitors and customers identified Wilsons, City Auction Group and G3 as alternatives to the Parties, but a number of these third parties highlighted various factors that make these suppliers weaker alternatives for certain customers, in particular customers that require providers capable of handling large volumes and offering wide geographic coverage.

293. Overall, the evidence suggests that competitors such as Wilsons, City Auction Group and G3 pose only a limited constraint on the Merged Entity, in particular given their lack of volume / buyer base and more limited geographic coverage compared to the Merged Entity and Manheim.
294. In the counterfactual outlined above, the conditions of competition would be similar to pre-Merger conditions (if not more competitive). There is no evidence to suggest that the constraint imposed by remaining suppliers would be materially different in the counterfactual compared to the pre-Merger conditions of competition.⁴⁵¹
295. Out of market constraints such as consumer to business platforms, B2B online platforms that do not take possession of vehicles, proprietary platforms and salvage auctions would not exert a material constraint on the Merged Entity. Their different operating models and vehicle mix means these platforms are not a credible alternative for the Parties' customers. While some customers may use some of these channels for a proportion of their volumes, they cannot transact the same volumes and/or types of vehicles or utilise the same ancillary services (such as logistics) from these platforms.

5.3.5 Third party concerns

296. A material number of third parties including customers⁴⁵² and competitors⁴⁵³ of the Parties expressed concern in relation to the Merger, including in response to the CMA's Invitation to Comment.⁴⁵⁴ The CMA took into account these concerns in its competition assessment.

5.3.6 Conclusion on theory of harm

297. B2B used vehicle auction service providers compete to supply both Vendors and Buyers, with their attractiveness to each customer group impacted by the volume of

⁴⁵¹ Although there would be one fewer independent supplier in the counterfactual compared to the pre-Merger conditions of competition, the CMA considers that a purchaser of all or some of Aston Barclay's auction assets would exert at least as much of a competitive constraint on BCA as Aston Barclay does now (see paragraph 245 and 119). The CMA has no reason to believe that the constraint from any other remaining suppliers would be different.

⁴⁵² Response to the CMA questionnaire from a number of third parties, July 2025, question 2.

⁴⁵³ Response to the CMA questionnaire from a number of third parties, July 2025, question 13.

⁴⁵⁴ Emails from a number of third parties in response to the ITC dated 11 June 2025.

customers on the other side of the platform. As a result, the scale (in terms of volumes sold and bought) of a B2B auction provider affects its competitive strength. In addition, larger customers (in particular Vendors) consider it important for an auction provider to have a national footprint and to be capable of handling large volumes of vehicles.

298. The CMA assessed the Merger against a counterfactual in which:
- (a) at least one existing smaller supplier of B2B used vehicle auction services in GB would have acquired all or some of Aston Barclay's auction assets enabling it to expand its operations and supply a similar range of customers as supplied by Aston Barclay pre-Merger; and
 - (b) BCA's market position would be comparable to its pre-Merger position.
299. The CMA therefore considered that pre-Merger conditions of competition were a reasonable proxy for conditions of competition in the counterfactual, save that to the extent that Aston Barclay's competitiveness had weakened as a result of its financial situation this was unlikely to continue with its assets under new ownership.
300. The CMA found that BCA is currently the largest supplier of B2B auction services by a significant margin for both Vendors and Buyers in GB. The Merger would combine the clear market leader with the third largest player on both the Vendor and Buyer side of the market in an already concentrated market.
301. The CMA found that the Parties are close competitors in the supply of B2B used vehicle auction services and that Aston Barclay is an important competitive constraint on BCA.
302. In particular, Aston Barclay (alongside Manheim) is one of two suppliers that customers and competitors frequently identified as strong alternatives to BCA. Internal documents also show that the Parties benchmark each other. The CMA also collected tender data from the Parties and third parties, which show that the Parties have competed for the same opportunities and won business from each other.
303. In relation to alternative constraints, the CMA found that a limited number of suppliers would exert a material competitive constraint on the Merged Entity. The evidence considered by the CMA consistently indicates that the Merged Entity would face a strong competitive constraint from Manheim. Smaller suppliers such as Wilsons, City Auction Group and G3 would only exert a limited competitive constraint on the Merged Entity because their smaller scale makes them less able to compete across the Parties' full range of customers. The tail of smaller suppliers would exert a very limited constraint and would not be able to compete with the Merged Entity on volume / buyer base or geographic coverage, particularly for larger customers.

304. The CMA found that out of market constraints such as C2B platforms, B2B online platforms that do not take possession of vehicles, proprietary platforms and salvage auctions would not exert a material constraint on the Merged Entity. Their different operating models and vehicle mix means these platforms are not a credible alternative for the Parties' customers. While some customers may use some of these channels for a proportion of their volumes, they cannot transact the same volumes and/or types of vehicles or obtain the same ancillary services (such as logistics) through these channels.
305. The CMA does not consider that Manheim and the other limited constraints referred to above are sufficient to constrain the Merged Entity.
306. For the reasons set out above, the CMA therefore considers that the Merger gives rise to a realistic prospect of an SLC as a result of horizontal unilateral effects in the supply of B2B used vehicle auction services in GB.

5.4 Entry and expansion

5.4.1 Constellation's submissions

307. Constellation submitted that there are limited factors constraining entry and expansion in the used vehicle remarketing sector. Constellation stated that it will continue to be constrained post-Merger by the threat of new entry or expansion. In particular, Constellation noted that:
- (a) The used vehicle remarketing industry is not subject to sector specific regulation meaning there is no requirement for regulatory approval in order to enter into the used vehicle remarketing space;
 - (b) As auctions have increasingly moved towards an online model, the requirement for auction sites to be proximate to large population centres has reduced because customers can access auctions from any location. In addition, online auction providers may decide to set up purely as an intermediary without the need to handle any cars which would remove the need to hold any land for the storage of cars; and
 - (c) The entry by G3 in 2009 and its growth to two auction sites and a nationwide network of pick up and drop off locations is evidence that entry and expansion in the "traditional" auction space can and does occur.⁴⁵⁵
308. Constellation submitted that apart from land requirements, there are limited other significant investments required. Constellation noted that there may be a

⁴⁵⁵ Issue Letter Response, 9.1.

requirement to hire skilled staff or obtain auction software but these do not represent significant barriers to potential entrants.⁴⁵⁶ Constellation further submitted that given the move towards online channels, it is no longer a condition to entry to have access to land for holding auctions, as demonstrated by Motorway, Carwow, and Dealer Auction entering and expanding their businesses without investing in physical auction centres.⁴⁵⁷

5.4.2 CMA's current assessment

309. The CMA received evidence from customers and competitors on barriers to entry and expansion. A majority of competitors told the CMA that it would be difficult to set up a new auction business.⁴⁵⁸ In particular:
- (a) One competitor noted that establishing a new auction business would take between five and ten years.⁴⁵⁹
 - (b) Another competitor noted that having necessary scale is a barrier to competing for high-volume Vendors.⁴⁶⁰ This competitor also noted the high cost of land necessary for auction sites.
 - (c) A further competitor noted that obtaining physical land to hold an auction site, and attracting Vendors and Buyers are some of the barriers to entering or expanding.⁴⁶¹
 - (d) Another competitor submitted that finding land for vehicle storage is difficult and that establishing Vendor relationships is important.⁴⁶²
310. In relation to the possibility of self-supply, several Vendors explained that setting up an alternative channel to B2B auction platforms would be very difficult, including because of the challenges they would face establishing a Buyer base, as well as to set up IT infrastructure and the necessary facilities to perform refurbishment.⁴⁶³
311. The CMA also notes that two-sided markets are often characterised by network effects,⁴⁶⁴ which mean that smaller platforms exert only a weak constraint and find it difficult to expand. Furthermore, as the pool of available Vendors/user shrinks,

⁴⁵⁶ Enquiry Letter response, question 32.

⁴⁵⁷ Issue Letter Response, paragraph 9.1(c).

⁴⁵⁸ Response to the CMA questionnaire from a number of third parties, July 2025, question 11.

⁴⁵⁹ Response to the CMA questionnaire from a third party, July 2025, question 11.

⁴⁶⁰ Note of a call with a third party, June 2025, paragraph 13.

⁴⁶¹ Note of a call with a third party, May 2025, paragraph 49.

⁴⁶² Response to the CMA questionnaire from a third party, July 2025, question 11.

⁴⁶³ Response to the CMA questionnaire from a number of third parties, July 2025, question 10.

⁴⁶⁴ CMA129, paragraph 4.22.

the cost of building sufficient network efficiencies to compete may rise.⁴⁶⁵ This is exacerbated by the fact that some large Vendors have exclusive contracts with a single supplier (such as BCA and Aston Barclay).⁴⁶⁶ Vendor contracts tend to have a duration of 2 to 5 years.⁴⁶⁷

312. As discussed at paragraphs 142 to 152 online platforms such as Carwow, Motorway and Dealer Auction offer different services to the Parties. Therefore, any growth by these parties may not necessarily reflect the barriers a business may face when attempting to establish an auction that physically processes vehicles.
313. In relation to G3, it entered in 2009 and has grown to two sites by 2025 and a share of supply lower than 5%. The CMA considers this is indicative of significant time resources that would be required to enter and expand in the B2B used vehicle auction sector in GB.
314. Based on the available evidence, the CMA does not consider that entry or expansion would be sufficiently timely or likely to prevent a realistic prospect of an SLC as a result of the Merger particularly because any entry or expansion would likely involve significant investment and take considerable time to overcome the network effects and achieve sufficient volume / buyer base before a supplier could compete effectively with against the Merged Entity.

6. CONCLUSION ON SUBSTANTIAL LESSENING OF COMPETITION

315. Based on the evidence set out above, the CMA believes that it is or may be the case that the Merger has resulted, or may be expected to result, in an SLC as a result of horizontal unilateral effects in relation to B2B used vehicle auction services in GB.

⁴⁶⁵ CMA129, paragraph 4.23 and 4.24 c).

⁴⁶⁶ Constellation response to question 7 of Section 109 Notice of 18 June 2025. Aston Barclay response to question 5 of Section 109 Notice of 18 June 2025.

⁴⁶⁷ Constellation response to question 7 of Section 109 Notice of 18 June 2025. Aston Barclay response to question 5 of Section 109 Notice of 18 June 2025.

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316. Consequently, the CMA believes that it is or may be the case that (i) a relevant merger situation has been created; and (ii) the creation of that situation has resulted, or may be expected to result, in an SLC within a market or markets in the United Kingdom.
317. The CMA therefore believes that it is under a duty to refer under section 22(1) of the Act. However, the duty to refer is not exercised whilst the CMA is considering whether to accept undertakings under section 73 of the Act instead of making such a reference.⁴⁶⁸ Constellation has until 6 October 2025⁴⁶⁹ to offer an undertaking to the CMA.⁴⁷⁰ The CMA will refer the Merger for a phase 2 investigation⁴⁷¹ if Constellation does not offer an undertaking by this date; if Constellation indicates before this date that it does not wish to offer an undertaking; or if the CMA decides⁴⁷² by 13 October 2025 that there are no reasonable grounds for believing that it might accept the undertaking offered by Constellation, or a modified version of it.
318. The statutory four-month period mentioned in section 24 of the Act in which the CMA must reach a decision on reference in this case expires on 29 September 2025.ⁱⁱ For the avoidance of doubt, the CMA hereby gives Constellation notice pursuant to section 25(4) of the Act that it is extending the four-month period mentioned in section 24 of the Act. This extension comes into force on the date of receipt of this notice by Constellation and will end with the earliest of the following events: the giving of the undertakings concerned; the expiry of the period of 10 working days beginning with the first day after the receipt by the CMA of a notice from Constellation stating that it does not intend to give the undertakings; or the cancellation by the CMA of the extension.

Naomi Burgoyne, Senior Director, Mergers
Competition and Markets Authority
29 September 2025

ⁱ The portfolio investment report was prepared *by* rather than 'for' Rutland.

ⁱⁱ The statutory four-month period mentioned in section 24 of the Act expired on 9 October 2025.

⁴⁶⁸ Section 22(3)(b) of the Act.

⁴⁶⁹ Section 73A(1) of the Act.

⁴⁷⁰ Section 73(2) of the Act.

⁴⁷¹ Sections 22(1) and 34ZA(2) of the Act.

⁴⁷² Section 73A(2) of the Act.