

COMPLETED ACQUISITION OF ENTIER LIMITED BY ARAMARK LIMITED

Invitation to comment on remedies under Rule 12 of the CMA's rules of procedure for merger, market and special reference groups¹

Introduction

1. This consultation seeks the views of interested parties on possible remedies to address the substantial lessening of competition (**SLC**) and resulting adverse effects we have provisionally identified regarding the completed acquisition of Entier Limited (**Entier**) by Aramark Limited (**Aramark**) (together, the **Parties**), including:
 - (a) A divestment of a sub-set of one of the Parties' contracts for the supply of offshore catering and ancillary facilities management services (**OCS**) to customers for Offshore Infrastructure Assets in the UK Continental Shelf (**UKCS**),² coupled with the transfer of those members of staff serving those contracts directly (ie only employees who are based offshore) (**Aramark's Remedy Proposal**; see paragraphs 18 to 25 for more details).
 - (b) A structural remedy requiring the divestiture of the issued share capital in Entier acquired by Aramark. In practice, this would involve divesting the entire Entier business, including (i) all of its customer contracts, (ii) all of its employees (based onshore and offshore), and (iii) all of its supplier contracts (a **Full Entier Divestment**).
 - (c) A structural remedy requiring the divestiture of a package which is smaller than a Full Entier Divestment or broader than/differently configured to Aramark's Remedy Proposal divestment package (an **Alternative Remedy Package**).
2. On 5 August 2025, the Competition and Markets Authority (**CMA**), in exercise of its duty under [section 22\(1\)](#) of the Enterprise Act 2002 (the **Act**), referred the completed acquisition of Entier by Aramark (the **Merger**) for further investigation and report by a group of CMA panel members (the **Inquiry**

¹ CMA rules of procedure for Merger, Market and Special Reference Groups (**CMA17**), 2 January 2025.

² CMA, [Interim Report](#), chapter 4, 24 October 2025.

Group). Aramark and Entier are together referred to as the Parties and, for statements referring to the future, the **Merged Entity**.

3. In its interim report on the reference notified to the Parties on 24 October 2025 (the **Interim Report**), the CMA provisionally concluded that the Merger has created a relevant merger situation that has resulted, or may be expected to result, in an SLC in the Offshore Infrastructure Market in the United Kingdom (**UK**).³ As defined in the Interim Report, the Offshore Infrastructure Market is the market for the supply of OCS to customers for Offshore Infrastructure Assets in the UKCS.⁴
4. The CMA's analysis provisionally concludes that the Merger, by removing the constraint that Aramark and Entier exerted on each other, has resulted or may be expected to result in an SLC, with the constraints from alternative suppliers being insufficient to offset the loss of competition resulting from the Merger, thereby enabling the Merged Entity to increase prices or degrade non-price aspects of its offering to customers for Offshore Infrastructure Assets in the UKCS.
5. This invitation to comment on remedies sets out and consults on the actions which the CMA might take for the purpose of remedying the SLC and/or any resulting adverse effects provisionally identified in the Interim Report.⁵
6. We invite comments from the Parties and third parties on possible remedies (see, in particular, paragraphs 29 and 30) **by 17:00 on Tuesday 18 November 2025**.

CMA criteria for remedies

7. In deciding on a remedy, the CMA shall in particular have regard to the need to achieve as comprehensive a solution as is reasonable and practicable to remedy the SLC and any adverse effects resulting from it.⁶
8. To this end, the CMA will seek remedies that are effective in addressing the SLC and its resulting adverse effects and will select the least costly and intrusive remedy that it considers to be effective.⁷
9. The CMA will seek to ensure that no remedy is disproportionate in relation to the SLC and its adverse effects.⁸

³ CMA, [Interim Report](#), 24 October 2025.

⁴ CMA, [Interim Report](#), chapter 4, 24 October 2025.

⁵ See [Mergers: Guidance on the CMA's jurisdiction and procedure \(CMA2\)](#), 2 January 2025, paragraphs 12.6-12.9. CMA, [Interim Report](#), 24 October 2025.

⁶ [Section 35\(4\)](#) of the Act.

⁷ [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 3.4.

⁸ [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 3.4.

Possible remedies on which views are sought

10. Without prejudice to Aramark's position that it disagrees with the provisional SLC identified in the Interim Report, and without prejudice to any representations the Parties may make on the CMA's provisional findings as set out in the Interim Report, Aramark has proposed a remedy which it submits could address the SLC provisionally identified in the Interim Report.
11. This remedy, which we refer to as **Aramark's Remedy Proposal**, is described in paragraph 1(a) above and, in more detail, in paragraphs 18 to 25 below.
12. In addition to Aramark's Remedy Proposal, we have identified the following potential structural remedies:
 - (a) A **Full Entier Divestment**, see paragraph 1(b).
 - (b) An **Alternative Remedy Package**, see paragraph 1(c).
13. We have not yet reached any view on the effectiveness of Aramark's Remedy Proposal in addressing the provisional SLC and resulting adverse effects.
14. In defining the scope of a divestiture package that will address any SLC, the CMA will normally seek to identify the smallest viable, stand-alone business that can compete successfully on an ongoing basis and that includes all the relevant operations pertinent to the area of competitive overlap.⁹
15. In determining an appropriate remedy, the CMA will consider the extent to which different remedy options would be effective in remedying, mitigating or preventing the SLC or any resulting adverse effects that have been provisionally identified.
16. The CMA will also consider whether a combination of measures is required to achieve a comprehensive solution – for example whether any behavioural remedies would be required in a supporting role to safeguard the effectiveness of any structural remedies.¹⁰ The CMA will evaluate the impact of any such combination of measures on the provisional SLC or any resulting adverse effects.¹¹

Aramark's Remedy Proposal

17. Aramark has prepared a non-confidential summary of Aramark's Remedy Proposal, the relevant extracts of which are set out in below.

⁹ [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 5.7.

¹⁰ See paragraph 3.34 onwards of [Merger remedies \(CMA87\)](#), 13 December 2018, for an explanation of the different types of remedy and the distinction between structural and behavioural remedies.

¹¹ See [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 3.47.

18. *The Divestment Business comprises a sub-set of Offshore Infrastructure OCS contracts held by one of the Parties in the UKCS. It currently generates revenues of GBP c. [35-40] million per annum and corresponds to a market share of [15-20]% in the relevant market.*
19. *More specifically, the Divestment Business includes:*
 - (a) *the underlying contracts, which will be transferred to the purchaser in conjunction with the customer consent for each contract, such consent to be obtained by Aramark; and*
 - (b) *the offshore employees associated with each contract, each of which will be transferred via standard TUPE arrangements that are used as an industry standard approach when an Offshore Infrastructure customer changes its OCS provider.*
20. *The Divestment Business does not, given the nature of the contracts that constitute it, include: (i) any key sites or facilities; (ii) any key intellectual property rights or licences; (iii) any key intangible assets, including brands; (iv) any leases or freehold property; (v) any proprietary IT software or systems; (vi) any material working capital, cash, debt or leasing obligations or any other liabilities.*
21. *There are no key supplier contracts that are required to be transferred as part of the Divestment Business.*
22. *Given the nature of the Divestment Business:*
 - (a) *no operational or management functions are proposed to be part of the Divestment Business given that they would be duplicative of the existing functions that a suitable purchaser would already have;*
 - (b) *no material separation process is required beyond the provision of the relevant contracts and associated information that will be prepared as part of the commercial negotiation process. Staff will transfer under the TUPE regime which is routinely applied in this sector;*
 - (c) *no transitional service agreement is required to ensure that the purchaser can commence and continue operating in the ordinary course of business given the transferable nature of each of the contracts that constitute the Divestment Business (although a customary transitional service agreement covering financial, tax and IT corporate support to assist any potential purchaser can be agreed); and*
 - (d) *no monitoring trustee is required given the nature of the contracts that constitute it and the necessity to obtain customer consent for the transfer of each of these contracts.*

23. *There are a range of potential purchasers that clearly satisfy the CMA suitability criteria.*
24. *There are not expected to be any significant due diligence, statutory or regulatory issues that may delay the divestment process given the nature of the Divestment Business and the identity of potential purchasers and the Parties do not consider that any material purchaser risks arise in light of the range of potential purchasers under consideration.*
25. *Aramark intends to transfer the Divestment Business to a capable purchaser that meets the CMA's suitability criteria. Aramark is committed to maintaining the Divestment Business in the interim period preceding its acquisition by the purchaser.*

Alternative Remedy Package or Full Entire Divestment

26. To the extent that the business to be divested under Aramark's Remedy Proposal is insufficient to address the SLC and resulting adverse effects we have provisionally identified, we will consider whether the divestiture of a broader and/or differently configured divestment package, may be required.
27. Based on the information gathered about the Parties' businesses in the course of our investigation to date, we are not in a position at this stage to independently identify a smaller single business unit than the entire Entier business which could be divested and which could be capable of addressing the SLC and resulting adverse effects we have provisionally identified.
28. We will consider any submissions in relation to any divestment package which is smaller than a Full Entire Divestment or broader than/differently configured to Aramark's Remedy Proposal divestment package (an **Alternative Remedy Package**) taking into account the constraints of our statutory timeframe. When defining the scope of any Alternative Remedy Package, the CMA will consider submissions relating to, for instance, (i) the number/characteristics of customer contracts, (ii) the number/characteristics of supplier contracts, and (iii) the staff who would form part of the remedy package.

Consultation on possible remedies

29. In evaluating possible divestitures (be they Aramark's Remedy Proposal, a Full Entire Divestment, or any Alternative Remedy Package), the CMA will consider whether they will be effective in addressing the SLC and resulting adverse effects provisionally identified in the Interim Report and, more specifically:

- (a) whether the divestiture satisfactorily addresses the SLC and resulting adverse effects we have provisionally identified; and if not, the extent to which the divestiture should be modified to ensure that it does so; and
 - (b) the key risks associated with the divestiture that could undermine its effectiveness in addressing the provisional SLC and resulting adverse effects and how these risks can be effectively mitigated.
- 30. In reaching its view on 29(a) and 29(b), the CMA will have regard to the following critical elements of the design of divestiture remedies:
 - (a) The scope of the divestiture package (ie which assets and staff need to be included in the divestiture remedy and why).
 - (b) The identity and availability of a suitable purchaser (ie one that is independent of the Parties, is capable of competing, is committed to competing in the relevant market, and one which does not create its own competition concerns).¹² The CMA will be particularly interested in whether there are any specific factors to which the CMA should pay particular regard in assessing purchaser suitability, such as:
 - (i) Experience in supplying OCS to customers for Offshore Infrastructure Assets in the UKCS.
 - (ii) Scale (in terms of staff numbers, financial resources, and existing contracts or revenue in the same (or adjacent) industries).

Cost of remedies and proportionality

- 31. In order to be reasonable and proportionate, the CMA will seek to select the least costly remedy, or package of remedies, that it considers will be effective. The CMA will also seek to ensure that no remedy is disproportionate in relation to the SLC and its adverse effects.¹³ The CMA will not normally take account of costs or losses that will be incurred by the merger parties as a result of a divestiture remedy.¹⁴
- 32. We invite views on what costs are likely to arise in implementing each remedy option.

¹² [Merger remedies \(CMA87\)](#), 13 December 2018, paragraphs 5.20-5.21.

¹³ [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 3.6.

¹⁴ [Merger remedies \(CMA87\)](#), 13 December 2018, paragraphs 3.8-3.9.

Relevant customer benefits

33. In deciding the question of remedies, the CMA may have regard to the effects of any remedial action on any relevant customer benefits (**RCBs**) in relation to the creation of the relevant merger situation.¹⁵
34. RCBs are limited by the Act to benefits to relevant customers¹⁶ in the form of:¹⁷
- (a) 'lower prices, higher quality or greater choice of goods or services in any market in the United Kingdom ... or
 - (b) greater innovation in relation to such goods or services'.
35. The Act provides that, in relation to a completed merger, a benefit is only an RCB if:
- (a) it has accrued, or may be expected to accrue within a reasonable period, as a result of the creation of the relevant merger situation; and
 - (b) it was, or is, unlikely to accrue without the creation of that situation or a similar lessening of competition.¹⁸
36. We welcome views on the nature of any RCBs and on the scale and likelihood of such benefits and the extent (if any) to which these are affected by the different remedy options we are considering.

Next steps

37. Interested parties are requested to provide any views (in particular on the questions presented in paragraphs 29 and 30) in writing, including any practical alternative remedies they wish the CMA to consider, **by 17:00 on Tuesday 18 November 2025**. Comments should be provided by email to aramark.entier@cma.gov.uk.
38. A copy of this invitation to comment on remedies will be posted on the CMA [case page](#).

Richard Feasey
Group Chair
11 November 2025

¹⁵ [Section 35\(4\)](#) of the Act. See also [Merger remedies \(CMA87\)](#), 13 December 2018, paragraphs 3.15-3.16.

¹⁶ For these purposes, relevant customers are direct and indirect customers (including future customers) of the merger parties at any point in the chain of production and distribution; they are therefore not limited to final consumers ([section 30\(4\)](#) of the Act; see also [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 3.18).

¹⁷ [Section 30\(1\)\(a\)](#) of the Act, see also [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 3.17.

¹⁸ [Section 30\(2\)](#) of the Act, see also [Merger remedies \(CMA87\)](#), 13 December 2018, paragraph 3.19.

Note

- (i) This invitation to comment on remedies to remedy, mitigate or prevent the SLC or any resulting adverse effects is made having regard to the Interim Report announced on 24 October 2025. The Parties have until Friday 14 November 2025 to respond to the Interim Report. The CMA's findings may alter in response to comments it receives on its Interim Report, in which case the CMA may consider other possible remedies, if appropriate.