Anticipated Acquisition by Vandemoortele Group of Délifrance S.A.

Decision that undertakings might be accepted

ME/2244/25

The Competition and Markets Authority's decision under section 73A(2) of the Enterprise Act 2002 that undertakings might be accepted, given on 22 December 2025. Full text of the decision published on 31 December 2025.

Please note that [✂] indicates figures or text which have been deleted or replaced in ranges at the request of the parties for reasons of commercial confidentiality.

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1. INTRODUCTION

1. Vandemoortele Group, through its subsidiary Vamix NV (**Vandemoortele**) has agreed to acquire Délifrance S.A. (**Délifrance**) from Vivescia Group (the **Merger**). Vandemoortele and Délifrance are together referred to as the **Parties** and, for statements relating to the future, the combination of Vandemoortele and Délifrance is referred to as the **Merged Entity**.

2. On 8 December 2025, the Competition and Markets Authority (**CMA**) decided under section 33(1) of the Enterprise Act 2002 (the **Act**) that it is or may be the case that the Merger consists of arrangements that are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation, and that this may be expected to result in a substantial lessening of competition (**SLC**) within a market or markets in the United Kingdom (the **SLC Decision**).

3. On the date of the SLC Decision, the CMA gave notice pursuant to section 34ZA(1)(b) of the Act to the Parties of the SLC Decision. However, the CMA did not refer the Merger for a phase 2 investigation pursuant to section 33(3)(b) on the date of the SLC Decision in order to allow the Parties the opportunity to offer undertakings to the CMA in lieu of such reference for the purposes of section 73(2) of the Act.

4. Pursuant to section 73A(1) of the Act, if a party wishes to offer undertakings for the purposes of section 73(2) of the Act, it must do so within the five working day period specified in section 73A(1)(a) of the Act. Accordingly, on 15 December 2025, the Parties offered undertakings to the CMA for the purposes of section 73(2) of the Act.

5. The CMA now gives notice, pursuant to section 73A(2)(b) of the Act, to the Parties that it considers that there are reasonable grounds for believing that the undertakings offered, or a modified version of them, might be accepted by the CMA under section 73(2) of the Act and that it is considering the offer.

2. THE UNDERTAKINGS OFFERED

6. Under section 73 of the Act, the CMA may, instead of making a reference, and for the purpose of remedying, mitigating or preventing the SLC concerned or any adverse effect which has or may have resulted from it or may be expected to result from it, accept from such of the merger parties concerned as it considers appropriate undertakings to take such action as it considers appropriate.

7. The SLC Decision found that the Merger gives rise to a realistic prospect of an SLC in relation to horizontal unilateral effects in the supply of frozen Laminated Dough (**LD**) products to retail and foodservice customers in the UK (the **SLC**).

8. To address the SLC, the Parties have offered to give the following undertakings in lieu of a reference (the **Proposed Undertakings**):

   (a) To divest Délifrance's production sites in Avignon, France (the **Avignon Plant**) and Béthune, France (the **Béthune Plant**) (together, the **DB Plants**) and all related assets, employees, contracts and UK commercial staff, required to supply LD products to the UK;

   (b) To transfer the existing customer contracts, agreements and relationships with all the customers of Délifrance in the UK for the sale of LD products (the **UK Customer Relationships**) (the **Divestment Business**);

   (c) To make available to the prospective purchaser other supplier contracts and any transitional services agreement (**TSA**s) to support the viability of the Divestment Business as it is integrated into its business.

   (d) To appoint a Monitoring Trustee to oversee the hold separate, asset maintenance, buyer marketing and divestment execution.

9. Under the Proposed Undertakings, the Parties have also offered to enter into a purchase agreement with a buyer (the **Upfront Buyer**) approved by the CMA before the CMA finally accepts the Proposed Undertakings (**Upfront Buyer Condition**).

10. The Parties have submitted a similar remedy package to the European Commission (the **Commission**), including the divestment of the DB Plants, to address the competition concerns identified by the Commission regarding the supply of LD products in France and Italy (the **EC Remedy**).[1]

3. THE CMA'S PROVISIONAL VIEWS

11. The CMA considers that undertakings in lieu of a reference (**UILs**) are appropriate when they are clear-cut and capable of ready implementation.[2] For UILs to be clear-cut:

   (a) In relation to the substantive competition assessment, there must not be material doubts about the overall effectiveness of the remedy; and

   (b) In practical terms, UILs must not be of such complexity that their assessment, specification and implementation are not feasible within the constraints of the phase 1 timetable.

[1] See: M.11974 - VANDEMOORTELE / DELIFRANCE.
[2] Mergers remedies (**CMA87**), December 2018, Chapter 3 (in particular paragraphs 3.27, 3.28 and 3.30).

12. The CMA considers that the Proposed Undertakings can be characterised as a 'carve-out' remedy, in that they involve the divestiture of a collection of assets, rather than an existing 'standalone' business. The CMA considers that complex structural remedies such as carve outs typically involve greater risk than prohibition or divestments of a standalone business.

13. However, the CMA may accept a carve-out remedy where it can be adequately specified and where it does not present material risks relating to losses of economies of scale, density or scope, or relating to the transfer of customers to the divestment business. Where the CMA is considering a carve-out remedy, it will seek to ensure that the carve-out package includes all assets, functions and capabilities necessary for the purchaser to operate it successfully and compete effectively.

14. Having regard to these considerations, the CMA believes that the Proposed Undertakings, or a modified version of them, might be acceptable as a suitable remedy to the SLC identified by the CMA.

15. This is because, firstly, the Proposed Undertakings would, in effect, remove the entire overlap between the Parties in the supply of LD products in the UK. Délifrance uses a number of plants located in France, including the DB Plants, to supply LD products to customers in the UK and to customers in a number of other countries. While the Divestment Business does not comprise all of the Délifrance plants currently used to supply the UK market:

    (a) The Proposed Undertakings include provision for the transfer of all of Délifrance's UK customer contracts including, where a contract includes other products, the LD products part of the contract;[i] and

    (b) The Divestment Business will have sufficient LD production capacity to continue to supply all of Délifrance's UK customers, as, even allowing for volumes necessary for the EC Remedy, which will be produced in the same plants, the DB Plants have dedicated LD capacity well in excess of the volumes of LD products that Délifrance currently supplies to the UK (the **UK increment**).

16. This will ensure the SLC is addressed in full by allowing the Upfront Buyer to replace the competitive constraint provided by Délifrance that would otherwise be lost following the Merger. It would therefore mean that in relation to the substantive competition assessment, there are no material doubts about the overall effectiveness of the Proposed Undertakings.

17. The CMA also believes that the Proposed Undertakings may be capable of ready implementation with the phase 1 timetable. While the Divestment Business will need to be carved out from the wider Délifrance business, the CMA considers that

the Divestment Business consists of two related business units with all supporting assets, employees, contracts and the UK commercial staff required to supply LD products to the UK. The CMA considers that the Divestment Business therefore includes all assets, functions and capabilities necessary for the purchaser to operate it successfully and compete effectively.

18. The risks associated with the Proposed Undertakings are further mitigated by the inclusion of the Upfront Buyer Condition.[3] The Upfront Buyer Condition means that the CMA will only accept the Proposed Undertakings if the Parties have entered into a contractual commitment with a nominated buyer that the CMA considers to be suitable. This ensures that the CMA will only accept the Proposed Undertakings where the viability and attractiveness to purchasers of the Proposed Undertakings has been demonstrated through the divestiture process. Whilst the Parties also set out an alternative proposed undertaking which did not include an Upfront Buyer Condition, the CMA does not consider that this alternative would be acceptable in principle due to purchaser risk. The Upfront Buyer Condition allows the CMA to manage purchaser risk by giving the CMA assurance that the buyer of the Divestment Business is suitable ahead of accepting the Proposed Undertaking.

19. It also means that, before acceptance, the CMA will be able to consult publicly on the suitability of the nominated buyer, as well as other aspects of the Proposed Undertakings. In order to consider a proposed purchaser as being suitable, the CMA will need to be satisfied that the purchaser suitability criteria in the Remedies Guidance are met, including that customers would be willing to have their contracts served by the new purchaser. These criteria include the requirement that a proposed purchaser has the financial resources, expertise, incentive and intention to maintain and operate the Divestment Business as part of a viable and active business in competition with the Merged Entity in the relevant market and is expected to obtain all necessary approvals and consents.

20. For these reasons, the CMA currently thinks that there are reasonable grounds for believing that the Proposed Undertakings, or a modified version of them, might be accepted by the CMA under section 73(2) of the Act.

21. The CMA's decision on whether ultimately to accept the Proposed Undertakings or refer the Merger for a phase 2 investigation will be informed by, among other things, third party views on whether the Proposed Undertakings are suitable to address the competition concerns identified by the CMA. In particular, before ultimately accepting the Proposed Undertakings, the CMA must be confident that the nominated buyer is effective and credible such that the competitive constraint provided by Délifrance absent the Merger is replaced to a sufficient extent.

[3] CMA87, paragraphs 4.30-4.34.

22. Section 94 of the Act places a duty on any person to whom the Final Undertakings accepted by the CMA relate to comply with them. Any person who suffers loss or damage due to a breach of this duty may bring an action. Section 94 of the Act also provides that the CMA can seek to enforce the Final Undertakings accepted by the CMA by civil proceedings for an injunction or for any other appropriate relief or remedy. Under sections 94AA and 94AB of the Act, the CMA can impose financial penalties in respect of a failure to comply with the Final Undertakings accepted by the CMA without reasonable excuse as set out in Annex 1 and the *Administrative penalties: Statement of Policy on the CMA's approach (CMA4)*.

4. CONSULTATION PROCESS

23. Full details of the undertakings offered will be published in due course when the CMA consults on the undertakings offered as required by Schedule 10 of the Act.[4]

[4] CMA87, paragraph 4.27–4.28.

DECISION

24. The CMA therefore considers that there are reasonable grounds for believing that the Proposed Undertakings offered by the Parties, or a modified version of them, might be accepted by the CMA under section 73(2) of the Act. The CMA now has until 20 February 2026 pursuant to section 73A(3) of the Act to decide whether to accept the undertakings, with the possibility to extend this timeframe pursuant to section 73A(4) of the Act to 22 April 2026 if it considers that there are special reasons for doing so. If no undertakings are accepted, the CMA will refer the Merger for a phase 2 investigation pursuant to sections 33(1) and 34ZA(2) of the Act.

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Competition and Markets Authority
22 December 2025

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[i] Paragraph 15(a) should read as follows: "The Proposed Undertakings include provision for the transfer of all of Délifrance's UK customer contracts for the sale of LD products including, where a contract includes other products, the LD products part of the contract; and".

ANNEX 1

ENFORCEMENT OF UNDERTAKINGS GIVEN UNDER SECTION 73 – IMPOSITION OF CIVIL PENALTIES

Imposition of civil penalties

1. Under section 94AA(1), the CMA may impose a penalty on a person—

   (a) from whom the CMA has accepted an enforcement undertaking, or

   (b) to whom an enforcement order is addressed,

   where the CMA considers that the person has, without reasonable excuse, failed to comply with the undertaking or order.

2. In deciding whether and, if so, how to proceed under section 94AA(1) the CMA must have regard to the statement of policy which was most recently published under section 94B at the time of the failure to comply.

Amount of penalty

3. A penalty under section 94AA(1) is to be such amount as the CMA considers appropriate.

4. The amount must be—

   (a) a fixed amount,

   (b) an amount calculated by reference to a daily rate, or

   (c) a combination of a fixed amount and an amount calculated by reference to a daily rate.

5. A penalty imposed under section 94AA(1) on a person who does not own or control an enterprise must not—

   (a) in the case of a fixed amount, exceed £30,000;

   (b) in the case of an amount calculated by reference to a daily rate, exceed £15,000 per day;

   (c) in the case of a fixed amount and an amount calculated by reference to a daily rate, exceed such fixed amount and such amount per day.

6. A penalty imposed under section 94AA(1) on any other person must not—

(a) in the case of a fixed amount, exceed 5% of the total value of the turnover (both in and outside the United Kingdom) of the enterprises owned or controlled by the person on whom it is imposed;

(b) in the case of an amount calculated by reference to a daily rate, for each day exceed 5% of the total value of the daily turnover (both in and outside the United Kingdom) of the enterprises owned or controlled by the person on whom it is imposed;

(c) in the case of a fixed amount and an amount calculated by reference to a daily rate, exceed such fixed amount and such amount per day.

7. In imposing a penalty by reference to a daily rate—

(a) no account is to be taken of any days before the service on the person concerned of the provisional penalty notice under section 112(A1), and

(b) unless the CMA determines an earlier date (whether before or after the penalty is imposed), the amount payable ceases to accumulate at the beginning of the day on which the person complies with the enforcement undertaking or enforcement order.