

COMPLETED ACQUISITION BY ARAMARK LIMITED OF ENTIER LIMITED

SUMMARY OF FINAL REPORT

15 January 2026

OVERVIEW OF OUR FINAL REPORT

1. The Competition and Markets Authority (**CMA**) has found that the completed acquisition (the **Merger**) by Aramark Limited (**Aramark**) of Entier Limited (**Entier**), and together with Aramark, the **Parties** or the **Merged Entity**), has created a relevant merger situation (**RMS**) that has resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) in the **Offshore Infrastructure Market** (defined below), in the United Kingdom (**UK**).
2. Aramark initially submitted a remedy proposal intended to address the competition concerns we had provisionally found in the Interim Report but subsequently withdrew its proposal. We nevertheless considered a range of possible remedies, including partial divestments, but concluded that only the sale of Entier to an approved purchaser would effectively remedy the SLC.

WHO ARE THE BUSINESSES AND WHAT PRODUCTS DO THEY SUPPLY?

3. Aramark is a global food and facilities management services provider headquartered in Philadelphia, Pennsylvania, United States of America (**USA**) and listed on the New York Stock Exchange. Entier is a British catering company headquartered in Westhill, Aberdeenshire. Aramark and Entier both provide catering services to customers in the UK. On 24 January 2025, Aramark acquired 90% of the issued share capital in Entier.
4. Aramark and Entier overlap in the supply of offshore catering and ancillary facilities management services (**OCS**) to customers including for assets located in the UK Continental Shelf (**UKCS**).
5. The Parties' activities include:

- (a) The supply of OCS for assets used in the oil and gas (**O&G**) sector (**Offshore Infrastructure Assets**). These include (i) oil production assets which are typically large rigs and platforms in fixed locations, (ii) mobile offshore drilling units which are smaller platforms in the O&G sector that can move from location to location, and (iii) accommodation barges in the O&G sector which are also mobile but tend to be stationed in a particular location for a period of time.
- (b) The supply of OCS to marine vessels (**Marine Assets**). These include marine vessels which are used for various support functions in both the O&G sector and the renewables sector. These vessels tend to be more mobile than Offshore Infrastructure Assets.

OUR ASSESSMENT

Why are we examining this Merger?

- 6. 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.
- 7. In this case, the CMA has jurisdiction over the Merger because the Parties' overlapping activities meet the 'share of supply' jurisdictional test. For the purpose of applying the jurisdictional test, we have calculated shares of supply on the basis of the supply of OCS for Offshore Infrastructure Assets located in the UKCS, which is the main overlap between the Parties' commercial activities. We have found that the Parties' combined share of supply on this basis is [50-60]%, with an increment of [10-20]% as a result of the Merger.
- 8. The Parties supply critical services to operators of Offshore Infrastructure Assets in the UKCS and Marine Assets in the North Sea (including the UKCS). Offshore catering has a direct impact on the morale and well-being of offshore workers and, consequently, the operational performance of the assets.

What evidence have we looked at?

- 9. In assessing the competitive effects of the Merger, we looked at a wide range of evidence in the round.
- 10. We received several submissions and responses to information requests from the Parties, including, among other things, their response to the CMA's Phase 1 Decision, the Interim Report and Interim Report on Remedies. We also held a number of meetings with the Parties (although they declined our offer of a meeting to discuss remedies). We have considered the Parties' submissions and internal

documents carefully, including detailed evidence in relation to market shares, past bidding in tenders and expected constraints from competitors in the future.

11. We spoke to and gathered information from third parties to better understand the competitive landscape faced by the Parties and obtain views on the impact of the Merger. In particular, we received evidence from the Parties' customers and competitors.

WHAT DID THE EVIDENCE TELL US...

... about the customers affected by the Merger?

12. The evidence we have received shows that the supply of OCS for Marine Assets is different to Offshore Infrastructure Assets and requires different resources and expertise due to the more mobile nature of many Marine Assets. In addition, some suppliers are stronger in supplying to one type of asset than the other, and not all suppliers service both types of assets. We have therefore considered the effects of the Merger on Offshore Infrastructure customers and Marine customers separately.
13. In terms of the geographic scope of our assessment, the evidence shows that customers typically tender for OCS services for Offshore Infrastructure Assets located in the UKCS separately from assets located in the non-UKCS parts of the North Sea. We therefore assessed the effects of the Merger on the supply of OCS to customers for Offshore Infrastructure Assets in the UKCS (we refer to this as the Offshore Infrastructure Market).
14. Marine Assets are generally more mobile than Offshore Infrastructure Assets and can move across the wider North Sea region, with customers serviced by a broader set of OCS suppliers active in both the UKCS and the wider North Sea. We therefore assessed the effects of the Merger on the supply of OCS to customers for Marine Assets in the North Sea, including the UKCS (we refer to this as the Marine Market).

... about the effects of the Merger?

15. Our approach to assessing the Merger is forward-looking, and accounts for the future evolution of competitive conditions. This includes considering any likely change in the Parties' competitive strength, any entry and expansion plans by the Parties' rivals, and their likely impact on competition. We adopted a time horizon of two years for our assessment of the effects of the Merger, having had regard to the market characteristics and the period over which we can reasonably foresee likely future developments.

Offshore Infrastructure Assets

16. In the Offshore Infrastructure Market, the evidence shows that the Parties compete closely in the UKCS. In particular:
 - (a) Our shares of supply estimates show that the Parties are two of the three largest suppliers, alongside ESS. The Merged Entity has a share of around 60%, with the Parties' respective shares remaining stable, Sodexo's share declining significantly and smaller suppliers not increasing their share over the last three years. Together with ESS, the Parties account for around 90% of the market.
 - (b) Our historic tender analysis shows that over the past five years the Parties have competed closely against each other and have had a high success rate in winning tenders, with ESS being the only OCS supplier to win against either of the Parties. All customers that have upcoming tenders in the next two years told us they expect to invite both Aramark and Entier to bid, with most other competitors being expected to be invited by only some customers.
 - (c) More generally, the evidence from customers and competitors shows that the Parties are considered very strong suppliers, with limited other alternatives available to customers.
17. As regards the competitive constraints on the Merged Entity, after considering all relevant evidence about the key competitors, our view is that the constraints exerted by competitors are not, individually or collectively, sufficient to offset the loss of competition resulting from the Merger.
18. Apart from ESS, which is the other leading supplier of OCS in the Offshore Infrastructure Market, other competitors will exert a more limited constraint on the Parties over the next two years. Based on the evidence provided to us, Sodexo will exert only a weak constraint on the Merged Entity going forward. While Conntrak Catering Services (**Conntrak**) has plans and has undertaken investments with a view to expanding in the UKCS, evidence from customers, Aramark's internal documents and Conntrak's own assessment of its prospects indicate that Conntrak will face challenges and will require time to expand in the UKCS.
19. As part of our assessment, we have considered barriers to entry and expansion in the Offshore Infrastructure Market and concluded that the need for OCS suppliers to have an established track record in the UKCS in order to be considered credible by customers is a material barrier to expansion. The evidence provided to us shows that for most customers, a lack of track record cannot be overcome or compensated for by experience in other markets (eg the supply of OCS to

customers for Marine Assets or for Offshore Infrastructure Assets outside the UKCS) or through the recruitment of senior management with relevant experience.

20. Therefore, while the entry of some suppliers in the past seven years shows that barriers to entry can be overcome, our view is that it would likely take a new entrant in the Offshore Infrastructure Market significantly longer than two years to expand to an extent where it will exert a sufficient constraint on the Merged Entity in order to prevent an SLC from arising.
21. In view of the above, our view is that the effect of the Merger is to combine two of the leading suppliers of OCS to customers for Offshore Infrastructure Assets in the UKCS, with limited strong alternatives and material barriers to expansion for entrants. We therefore conclude that the Merger has resulted, or may be expected to result, in an SLC in the Offshore Infrastructure Market in the UK.

Marine Assets

22. In the Marine Market, the evidence shows that, whilst the Parties overlap in the supply of OCS to customers for Marine Assets in the North Sea, neither Party is particularly strong or has an established position given the developing nature of the market compared to offshore infrastructure. In particular:
 - (a) Our shares of supply show the Merged Entity has a share of [30-40%]. However, we place limited weight on these given the developing nature of the market, and that the shares reflect the award of a relatively small number of contracts.
 - (b) Our historic tender analysis shows that the Parties have competed in only two tenders, with Aramark winning one of these and Entier the other. However, our tender analysis also shows that over the past five years, Aramark, Entier, Sodexo, Contrak and Francois have all won tenders. In terms of the upcoming tenders in the next two years, only one customer expects to invite both Aramark and Entier to bid and this customer expects to invite several other OCS suppliers and considers that self-supply is also a viable option.
 - (c) Third parties consider that the competitor sets for Marine customers and Offshore Infrastructure customers are different. While ESS is not present in the Marine Market, several other competitors are present and/or stronger relative to their position in Offshore Infrastructure. Moreover, the relatively limited number of outsourced contracts and the spread of these contracts across different OCS suppliers, combined with the developing nature of the market, means that OCS suppliers in the Marine Market are similarly placed in terms of their track records, with each having one or two existing contracts.

- (d) Finally, self-supply will continue to exert a constraint on the Parties for some customers for whom self-supply is a viable option.

23. In view of the above, we conclude that the remaining constraints are, collectively, sufficient to offset the loss of competition resulting from the Merger and we conclude that the Merger does not raise significant competition concerns in the Marine Market.

CONCLUSION

24. For the reasons explained in this report, we conclude that the Merger has resulted in the creation of an RMS, and the creation of that RMS has resulted, or may be expected to result, in an SLC in the Offshore Infrastructure Market in the UK.

HOW WILL WE ADDRESS THE CONCERNS WE HAVE FOUND?

25. Where we conclude that a merger has resulted in, or may be expected to result in, an SLC, we are required to decide what, if any, action should be taken for the purpose of remedying, mitigating or preventing that SLC, or any adverse effect resulting from it.

26. In assessing possible remedies, we first seek to identify remedies that, with a high degree of confidence, are effective in comprehensively addressing the SLC we have found. We then select the least costly remedy that we consider to be effective, where appropriate taking account of any relevant customer benefits (**RCBs**). Lastly, we ensure that the least costly effective remedy is not disproportionate to the SLC and its resulting adverse effects.

27. In order to address our provisional SLC, Aramark initially proposed a divestment of a subset of one of the Parties' contracts for the supply of OCS to customers for Offshore Infrastructure Assets in the UKCS, coupled with the transfer of those members of staff directly serving those contracts (ie employees who are based offshore). Aramark subsequently withdrew its proposal and did not make an alternative offer. It also declined our offer of a remedies meeting.

28. We nevertheless assessed a range of remedy options (by engaging with third parties and by proactively asking the Parties relevant questions), including contract-only remedies, more extensive carve-out remedies and the divestment of Entier.

29. We ultimately found that only the divestment of Entier UK (without Entier's Australian entity) would be effective on the basis that it is the smallest standalone business unit that can compete successfully on an ongoing basis and that includes all the relevant operations pertinent to the Offshore Infrastructure Market. While the commercial activities of Entier UK cover other areas, in particular Marine, and

the majority of Entier's UK staff are allocated to both Offshore Infrastructure and Marine, we were not satisfied that Entier UK could be split in a way that would lead to a purchaser becoming an effective competitor.

30. As part of our assessment of the proportionality of the divestment of Entier UK, we considered the various benefits that the Parties claimed would be lost as a result of that remedy. We concluded that the Parties had not demonstrated how the claimed benefits qualify as RCBs under the statutory definition, nor had they provided any supporting evidence. We also considered other relevant costs of the divestment of Entier UK (including ongoing compliance and monitoring costs, and potential costs to third parties) and concluded that these were expected to be low or very low. We have concluded further that the divestment of Entier UK is not a disproportionate remedy in relation to the SLC and its resulting adverse effects.

WHAT HAPPENS NEXT?

31. We will now take steps to implement the remedy described above and will consult publicly on the approach to be taken.
32. In line with statutory requirements, we will implement our remedy decision within 12 weeks of publication of the Final Report by either accepting final undertakings or making a final order. The 12-week period may be extended once by up to six weeks if there are special reasons for doing so. Following the CMA either accepting final undertakings or making a final order, the Parties will be required to complete the divestiture within the timescales set out in the Final Report.