

# DEROGATION LETTER IN RESPECT OF INITIAL ENFORCEMENT ORDER ISSUED PURSUANT TO SECTION 72(2) ENTERPRISE ACT 2002

**Consent under section 72(3C) of the Enterprise Act 2002 (the Act) to certain actions for the purposes of the Initial Enforcement Order made by the Competition and Markets Authority ('CMA') on 24 December 2025**

## **Anticipated acquisition by Vandemoortele Group of Délifrance S.A.**

We refer to your submissions dated 18 December 2025 and 23 December 2025 requesting that the CMA consents to derogations from the Initial Enforcement Order of 24 December 2025 (the '**Initial Order**'). The terms defined in the Initial Order have the same meaning in this letter.

Under the Initial Order (save for written consent by the CMA), Safinco NV, Vandemoortele NV ('**Vandemoortele**'), Vamix NV (collectively referred to as the '**Acquirer Group**'), and Délifrance S.A. ('**Délifrance**' and, together with the Acquirer Group, the '**Addressees**') are required to hold separate the Délifrance business from the Acquirer Group business and refrain from taking any action which might prejudice a reference under section 22 or 33 of the Act or impede the taking of any remedial action following such a reference.

After due consideration of your request for derogations from the Initial Order, based on the information received from you and in the particular circumstances of this case, the Addressees may carry out the following actions, in respect of the specific paragraphs:

### **1. Paragraphs 5(a), 5(c) and 5(l) of the Initial Order – Delegation of authority**

Vandemoortele submits that, in order ensure that Délifrance is maintained as a going concern and operated in the ordinary way consistent with past practice, it needs to be able to exercise some level of oversight of the commercial activity of Délifrance. Vandemoortele proposes to achieve this by way of a delegation of authority (the '**Delegation of Authority**') which provides that the CEO of Délifrance shall have full power and authority to operate the Délifrance business, save in a limited number of specified circumstances described in Annex 1 (the '**Non-Standard Acts**') where Vandemoortele's approval will be required. The frequency of the Non-Standard Acts is expected to be limited. The Parties

submit that if the Non-Standard Acts and the associated Delegation of Authority had been in place since the SPA was signed in June 2025, there would have been no instances of reporting. This process would therefore not restrict the ability of the Délifrance business to operate independently from Vandemoortele.

Vandemoortele has therefore sought the CMA's consent for Délifrance to (i) seek approval from Vandemoortele each time it proposes to undertake a Non-Standard Act and (ii) share with the DoA Authorised Individual (defined below) limited competitively sensitive information strictly as necessary to enable Vandemoortele to take an informed decision on the proposed Non-Standard Act.

The CMA consents to a derogation from paragraphs 5(a), 5(c) and 5(l) of the Initial Order to permit Vandemoortele to exercise oversight of any Non-Standard Act (as described in Annex 1) proposed by Délifrance, strictly on the basis that:

- 1) Requests will be raised by Délifrance with, and information provided only to, [X] (the '**DoA Authorised Individual**'). The monitoring trustee appointed by Vandemoortele ('**MT**') will be copied to all correspondence between Vandemoortele and Délifrance concerning the Non-Standard Acts.
- 2) The information which the DoA Authorised Individual will be given access to will be limited to that which is strictly necessary to allow the DoA Authorised Individual to reach a view on the specific matter at hand on behalf of Vandemoortele, and will not include any other competitively sensitive information.
- 3) The DoA Authorised Individual must not consult with any other individual in the Vandemoortele business when taking decisions on the Non-Standard Acts.
- 4) The CMA and the MT will be notified at least 24 hours in advance of each instance of reporting of a Non-Standard Act to the DoA Authorised Individual, and Vandemoortele will provide to the CMA and MT a template for sharing information should the CMA or MT request one. In the event of a proposed veto of a Non-Standard Act by the DoA Authorised Individual, Vandemoortele will notify the CMA and MT of its reasons for vetoing at least 24 hours in advance of any such veto being exercised.
- 5) The CMA can amend each of the Non-Standard Acts at any time in writing (including via email) if it subsequently reaches a view that any one of the Non-Standard Acts, as defined in Annex 1, is impacting upon the independent operation of Délifrance.
- 6) The DoA Authorised Individual will not have, for the duration of the Initial Order, any responsibility for the commercial or strategic operations of Vandemoortele, and shall not use any information provided by Délifrance in any way to intervene in the management or operation of Vandemoortele or Délifrance.
- 7) The DoA Authorised Individual shall enter into an NDA in a form approved by the CMA.

- 8) [X] shall remain the only DoA Authorised Individual. No additions or changes to the individuals providing oversight of Non-Standard Acts of the Délifrance business shall be made under this derogation without the prior written consent of the CMA (which can be given via email).
- 9) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within the Vandemoortele business from accessing the information shared with the DoA Authorised Individual for the purposes of this derogation.
- 10) In circumstances where the CMA requires all or part of Délifrance to be divested, all electronic or physical records of information relating to a divested business will be returned to this divested business or destroyed, other than to the extent that Vandemoortele is required to maintain records (eg, for inspection by tax authorities).
- 11) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

## **2. Paragraphs 5(a) and 5(l) of the Initial Order – Access to Délifrance's financial data**

Vandemoortele submits that, in order for it to fully comply with its financial reporting, audit, and governance obligations under Belgian law and EU regulations, a small number of individuals employed by Vandemoortele will require access to Délifrance's financial data (including management reports and sustainability metrics) post-closing (referred to henceforth as the '**Financial Data**').

Vandemoortele submits that access to the Financial Data will be restricted to employees who are responsible for ensuring Vandemoortele's compliance with its legal, accounting and regulatory obligations, including those with responsibility for financial reporting and tax reporting. These employees are: [X] (together, the '**Financial Data Authorised Individuals**').

The CMA consents to a derogation from paragraphs 5(a) and 5(l) of the Initial Order to permit the Financial Data Authorised Individuals to access the Financial Data strictly on the basis that:

- 1) Access to the Financial Data is strictly necessary for Vandemoortele to meet its legal, accounting and regulatory obligations, including tax and financial reporting obligations as a company regulated by the Belgian Financial Services and Markets Authority, as well as country-specific obligations for local entities.
- 2) Unless otherwise agreed in writing (including via email) with the CMA, Vandemoortele will receive the Financial Data using only the templates provided to the CMA on 23

December 2025. The Financial Data will not include information which is specific to an individual customer or supplier unless sharing such information is strictly necessary and it has been aggregated wherever possible.

- 3) Access to the Financial Data will be restricted to the Financial Data Authorised Individuals, for whom access to the Financial Data is strictly necessary. Each of the Financial Data Authorised Individuals will be able to access only the information they need for the specific function they are responsible for (eg tax counsels will have access only to information which is necessary for tax reporting).
- 4) None of the Financial Data Authorised Individuals will have, for the duration of the Initial Order, any responsibility for the commercial or strategic operations of Vandemoortele, and shall not use any information provided by Délifrance in any way to intervene in the management or operation of Vandemoortele or Délifrance.
- 5) The Financial Data Authorised Individuals have or will enter into NDAs in a form agreed with the CMA.
- 6) No changes to the Financial Data Authorised Individuals are permitted without the prior written consent of the CMA (which can be given via email).
- 7) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within Vandemoortele from accessing the Financial Data.
- 8) In circumstances where the CMA requires all or part of Délifrance to be divested, all electronic or physical records of information relating to a divested business will be returned to this divested business or destroyed, other than to the extent that Vandemoortele is required to maintain records by law or regulation.
- 9) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

### **3. Paragraphs 4(a), 5(a), and 5(l) of the Initial Order – Insurance coverage**

Vandemoortele submits that procuring insurance to cover Délifrance is necessary to ensure that Délifrance has sufficient protection against relevant risks to its operations (as Délifrance will lose, upon completion of the transaction, the insurance coverage Vivescia provided), with a view to preserving Délifrance as a going concern while the Initial Order is in force.

The CMA consents to a derogation from paragraphs 4(a), 5(a), and 5(l) of the Initial Order to permit Vandemoortele to procure insurance cover for Délifrance while the Initial Order is in force, strictly on the basis that:

- 1) Any information provided to [X] (together, the '**Insurance Authorised Individuals**') or Vandemoortele's insurers by Délifrance in connection with the insurance procurement process is limited to that which is strictly necessary to secure the necessary insurance cover for the benefit of Délifrance, to manage any claims made by Délifrance under the insurance policy, and to ensure compliance with its legal, accounting and regulatory obligations.
- 2) The Insurance Authorised Individuals will not, for the duration of the Initial Order, have any responsibility for the commercial or strategic operations of Vandemoortele, and shall not use any information provided by Délifrance in any way to intervene in the management or operation of Vandemoortele or Délifrance.
- 3) The Insurance Authorised Individuals receiving access to the competitively sensitive data have entered or will enter into NDAs in a form agreed with the CMA.
- 4) No changes to the Insurance Authorised Individuals are permitted without the prior written consent of the CMA (which can be given via email).
- 5) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within the Vandemoortele business from accessing the information shared with the Insurance Authorised Individuals for the purposes of this derogation.
- 6) In circumstances where the CMA requires all or part of Délifrance to be divested, all electronic or physical records of information relating to a divested business will be returned to this divested business or destroyed, other than to the extent that Vandemoortele is required to maintain records (eg, for inspection by tax authorities).
- 7) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

#### **4. Paragraphs 4(a), 5(a), 5(c) and 5(l) of the Initial Order – Extension of Legal, regulatory, payroll and tax support functions**

Vandemoortele submits that the provision of legal, regulatory, payroll and tax support (the '**Support Functions**') to Délifrance post-closing (including to assist with responding to audits or investigations by French authorities) is necessary to ensure that Délifrance has sufficient support while the Interim Order is in force. Vandemoortele also submits that Délifrance lacks its own internal Support Functions and can no longer rely on Vivescia for Support Functions post-closing. Vandemoortele submits that it has explored whether Vivescia could provide these support functions instead of Vandemoortele post-closing. Vandemoortele submits that Vivescia is unwilling to do so.

The CMA consents to a derogation from paragraphs 4(a), 5(a), 5(c) and 5(l) of the Initial Order to permit Vandemoortele to provide Délifrance with the Support Functions post-closing, strictly on the basis that:

- 1) The Support Functions are critical to Délifrance's ability to operate and there is no feasible alternative than for Vandemoortele to supply these.
- 2) Vandemoortele's provision to Délifrance of the Support Functions will not impact Délifrance's ability to compete independently of Vandemoortele.
- 3) Any information provided to Vandemoortele by Délifrance in connection with the Support Functions will be limited to that which is strictly necessary to ensure compliance with Délifrance's legal, accounting and regulatory obligations, and will be restricted to those Vandemoortele employees for whom access is strictly necessary. These Vandemoortele individuals are:
  - (i) *For HR and Benefits*: [X].
  - (ii) *For Tax-related matters*: [X].
  - (iii) *For Legal and Regulatory Advice*: [X].(together, the '**Support Functions Authorised Individuals**').
- 4) Each of the Support Functions Authorised Individuals will be able to access only the information they need for the specific Support Function they are responsible for (eg tax managers and counsels will have access only to information which is necessary for tax-related matters).
- 5) The Support Functions Authorised Individuals receiving access to competitively sensitive information will not, for the duration of the Initial Order, have any responsibility for the commercial or strategic operations of Vandemoortele, and shall not use any information provided by Délifrance in any way to intervene in the management or operation of Vandemoortele or Délifrance.
- 6) Each of the Support Functions Authorised Individuals receiving access to competitively sensitive information have or will enter into NDAs in a form agreed with the CMA.
- 7) No changes to the Support Functions Authorised Individuals are permitted without the prior written consent of the CMA (which can be given via email).
- 8) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within the Vandemoortele business from accessing the information shared with the Support Functions Authorised Individuals for the purposes of this derogation.

- 9) In circumstances where the CMA requires all or part of Délifrance to be divested, all electronic or physical records of information relating to a divested business will be returned to this divested business or destroyed, other than to the extent that Vandemoortele is required to maintain records (eg, for inspection by tax authorities).
- 10) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

## **5. Paragraphs 4(a), 5(a), 5(c) and 5(l) of the Initial Order – funding and operational cash flow management support**

Vandemoortele submits that, for Délifrance to remain operationally and financially viable, it will likely require financial support from Vandemoortele to ensure it has the requisite funds to fulfil its [X] in the ordinary course of business.

Vandemoortele therefore requests a derogation from paragraphs 4(a), 5(a), 5(c) and 5(l) to allow it to provide financial support to Délifrance to satisfy its [X] while the Initial Order is in force.

The CMA consents to Vandemoortele's request for a derogation strictly on the basis that:

- 1) Vandemoortele provides financial support to Délifrance only for the purposes of satisfying [X] while the Initial Order is in force.
- 2) Vandemoortele will provide the CMA and MT with summaries of any funding provided to Délifrance, which will include a description of what the funds are being used for. These summaries will also detail instances where Délifrance has requested funding and Vandemoortele has denied this request. In instances of refusal, the summaries will explain the reasons for refusal and any conditions for ultimately approving funding (for instance with respect to how Délifrance can use the funds provided).
- 3) Any information provided to Vandemoortele individuals by Délifrance in connection with funding requests will be limited to that which is strictly necessary for Vandemoortele to determine the required funding amount and will be restricted to those Vandemoortele employees for whom access is strictly necessary. These Vandemoortele individuals are: [X] (together, the '**Financial Support Authorised Individuals**').
- 4) The Financial Support Authorised Individuals receiving access to competitively sensitive information will not, for the duration of the Initial Order, have any responsibility for the commercial or strategic operations of Vandemoortele, and shall not use any information provided by Délifrance in any way to intervene in the management or operation of Vandemoortele or Délifrance.
- 5) Each of the Financial Support Authorised Individuals receiving access to competitively sensitive information have or will enter into NDAs in a form agreed with the CMA.

- 6) No changes to the Financial Support Authorised Individuals are permitted without the prior written consent of the CMA (which can be given via email).
- 7) IT firewalls and/or other ring-fencing measures will be put in place to prevent any unauthorised individuals within the Vandemoortele business from accessing the information shared with the Financial Support Authorised Individuals for the purposes of this derogation.
- 8) In circumstances where the CMA requires all or part of Délifrance to be divested, all electronic or physical records of information relating to a divested business will be returned to this divested business or destroyed, other than to the extent that Vandemoortele is required to maintain records (eg, for inspection by tax authorities).
- 9) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

## **6. Paragraphs 4(b), 5(c) and 5(e) of the Initial Order – Legal requirement to transfer Délifrance shareholding**

Vandemoortele submits that the transfer of one Délifrance share from one Vandemoortele group entity to another is necessary to ensure that Délifrance can comply with its legal obligations under French law. Vandemoortele therefore requests a derogation from Paragraphs 4(b), 5(c) and 5(e) of the Initial Order.

The CMA consents to Vandemoortele's request for a derogation strictly on the basis that:

- 1) The share transfer will have no impact on the Délifrance business.
- 2) There will no overall change to the operations or business of Délifrance as a result of the share transfer.
- 3) There will be no change to the ultimate ownership of the Délifrance business, as the Délifrance shareholding would be transferred between Vandemoortele-controlled companies.
- 4) This derogation will not result in any integration or exchange of confidential information between Vandemoortele or Délifrance.
- 5) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

## **7. Paragraphs 5(f) and 5(l) of the Initial Order – Vandemoortele’s hosting of Délifrance’s intranet**

Vandemoortele submits that the provision of intranet hosting services to Délifrance is necessary to ensure business continuity and to maintain ordinary-course operations. Vandemoortele therefore requests a derogation from paragraphs 5(f) and 5(l) of the Initial Order.

The CMA consents to Vandemoortele’s request for a derogation strictly on the basis that:

- 1) The hosting of the intranet is a back-end function, and the intranet content will continue to be managed and designed by Délifrance.
- 2) Vandemoortele employees (other than technical IT support employees) will not have access to the Délifrance intranet and will not receive access to any competitively sensitive information.
- 3) This is a technical hosting solution and does not impact how the Délifrance business is run or how the intranet is presented to Délifrance employees.
- 4) In circumstances where the CMA requires all or part of Délifrance to be divested, all intranet records relating to a divested business will be returned to this divested business or destroyed, other than to the extent that Vandemoortele is required to maintain records.
- 5) This derogation will not result in any integration or exchange of confidential information between Vandemoortele or Délifrance.
- 6) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA’s decision on a reference.

## **8. Paragraphs 5(c) and 5(i) of the Initial Order – Key staff changes**

The Parties submit that upon closing [X].

The Parties also submit that upon closing, [X].

The Parties further submit that, with effect from 1 January 2026, [X]. [X]. [X]. The Parties submit [X] will take effect from 1 January 2026.

The Parties request a derogation from paragraphs 5(c) and 5(l) of the Initial Order to permit the implementation of these key staff changes.

The CMA consents to Vandemoortele’s request for a derogation strictly on the basis that:

- 1) None of the key staff changes will have a detrimental effect on the competitive capability of Vandemoortele's bakery division or on Délifrance, as (i) the individuals replacing departing staff and directors have the requisite experience and skills, and (ii) the departing staff members or directors will ensure a smooth handover.
- 2) This derogation will not result in any pre-emptive action which might prejudice the outcome of a reference or impede the taking of any action which may be justified by the CMA's decision on a reference.

It is a criminal offence under section 117 of the Enterprise Act 2002 for a person to recklessly or knowingly supply to the CMA information which is false or misleading in any material respect. Breach of this provision can result in fines, imprisonment for a term not exceeding two years, or both (Section 117 of the Enterprise Act 2002). In addition, the CMA can impose penalties if a person has, without reasonable excuse, supplied to the CMA information which is false or misleading in any material respect (Section 110(1A)) as described in the Annex and the *Administrative penalties: Statement of Policy on the CMA's approach (CMA4)*.

Yours sincerely,

**Anastasija Rogozianskaja**  
**Assistant Director, Mergers**  
**Competition and Markets Authority**  
**30 December 2025**

# ANNEX 1

## Non-Standard Acts

1. [X]

1.1. [X].

1.2. [X].

2. [X]

2.1. [X].

2.2. [X].

2.3. [X].

2.4. [X].

2.5. [X].

2.6. [X].

2.7. [X].

2.8. [X].

2.9. [X].

2.10. [X].

2.11. [X].

2.12. [X].

2.13. [X].

2.14. [X].

2.15. [X].

2.16. [X].

2.17. [✂].

2.18. [✂].

2.19. [✂].

## ANNEX 2

### Penalties for the provision of false or misleading information

#### Imposition of civil penalties

- (1) Under section 110(1A) of the Act, the CMA may impose a penalty on a person in accordance with section 111 of the Act where the CMA considers that:
  - (a) The person has, without reasonable excuse, supplied information that is false or misleading in a material respect to the CMA in connection of any of the CMA's functions under Part 3 of the Act;
  - (b) The person has without reasonable excuse, supplied information that is false or misleading in a material respect to another person knowing that the information was to be used for the purpose of supplying information to the CMA in connection with any function of the CMA under Part 3 of the Act.
- (2) Under section 110(1C) of the Act, the CMA may not impose such a penalty in relation to an act or omission which constitutes an offence under section 117 of the Act if the person has, by reason of the act or omission, been found guilty of that offence.

#### Amount of penalty

- (3) Under section 111(1) of the Act, a penalty imposed under section 110(1A) of the Act shall be of such amount as the CMA considers appropriate.
- (4) A penalty imposed under section 110(1A) of the Act on a person who does not own or control an enterprise shall be a fixed amount that must not exceed £30,000.
- (5) Under section 111(4A) of the Act a penalty imposed under section 110(1A) of the Act on any other person shall be a fixed amount that must not exceed 1% of the total value of the turnover (both in and outside the United Kingdom) of the enterprises owned or controlled by the person.
- (6) In deciding whether and, if so, how to proceed under section 110(1A) of the Act, the CMA must have regard to the statement of policy which was most recently published under section 116 of the Act at the time when the act or omission occurred.