

COMPLETED ACQUISITION BY ARAMARK LIMITED OF ENTIER LIMITED

Notice of making a final order pursuant to Section 84 of and Schedule 10 to the Enterprise Act 2002

Background

1. On 24 January 2025, Aramark Limited (**Aramark Limited**) acquired 90% of the issued share capital in Entier Limited (**Entier**) (the **Merger**).
2. On 25 March 2025, the Competition and Markets Authority (the **CMA**) made an initial enforcement order (**IEO**) pursuant to [section 72\(2\)](#) of the Enterprise Act 2002 (the **Act**) addressed to Aramark, Aramark Investments Limited, Aramark Limited and Entier for the purposes of preventing pre-emptive action in accordance with that section.
3. On 5 August 2025, in exercise of its duty under [section 22\(1\)](#) of the Act, the CMA made a reference to its Chair for the constitution of a Group of CMA Panel Members (the **Inquiry Group**) to investigate and report on the Merger pursuant to [section 35\(1\)](#) of the Act.
4. On 17 November 2025, the CMA issued directions under the IEO for the appointment of a monitoring trustee for the purpose of securing compliance with the IEO.
5. On 15 January 2026, the CMA published a final report pursuant to [section 38](#) of the Act (the **Report**) which concluded (among other matters) that the Merger had resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) in the Offshore Infrastructure Market (as defined in the Report) in the United Kingdom (**UK**) and that the CMA should take remedial action.
6. As set out in the Report, the CMA decided that a divestiture remedy (the **Entier UK Divestment**) as specified in the Report would be effective and proportionate to remedy the SLC and its adverse effects (the **Remedy**).

7. On 13 February 2026, Aramark Limited filed at the Competition Appeal Tribunal (the **Tribunal**) a notice of application for review of the Report pursuant to [section 120](#) of the Act. The notice was filed out of time.
8. On 15 February 2026, Aramark Limited made a retrospective application to the Tribunal for an extension of time to file its notice of application pursuant to Rule 25(3) of the Tribunal's Rules.¹ On 10 March 2026, the Tribunal handed down its judgment, rejecting the application (the extension of time, **EOT Judgment**).
9. On 17 March 2026, the CMA extended the statutory period for discharging its duty to take remedial action as it considered that there were special reasons to do so. The reasons included that, despite extensive engagement, it had not been possible to agree the terms of final undertakings for the purposes of taking remedial action further to the Report and in the circumstances it was necessary to consult on a draft final order within the extended statutory period.²
10. On 26 March 2026, the CMA published a notice pursuant to [paragraph 2 of Schedule 10](#) to the Act that the CMA proposed to make a Final Order requiring the implementation of the Remedy, and invited written representations from any interested person or persons.
11. On 27 March 2026, Aramark Limited made an application to the Tribunal for permission to appeal the EOT Judgment. Following a consequential hearing on 17 April 2026, the Tribunal handed down its ruling on 23 April 2026, rejecting the application.
12. On 16 April 2026, Aramark Limited filed an application to the Court of Session in Scotland for leave to appeal the EOT Judgment. The determination of that application is pending.
13. The CMA consultation on a proposed Final Order closed on 27 April 2026. Aramark Limited responded and (in summary among various points raised) it submitted that: (i) the divestment period provided for in the proposed Final Order should be suspended pending the final determination of the appeal proceedings before the Court of Session; (ii) until those proceedings have concluded, it would be neither reasonable nor proportionate for the CMA to require Aramark Limited to embark on a divestment process which may prove unlawful and therefore cause serious and potentially irreversible prejudice to Aramark Limited; and (iii) the suspension requested would not prejudice any third party, the public interest, or the market. The CMA also received a response from an interested person who supported the implementation of the Remedy, as set out in the proposed Final Order; and a response from another

¹ The Tribunal, [The Competition Appeal Tribunal Rules 2015](#), SI 2015 No.1648.

² CMA, [Notice of extension of statutory period](#), 17 March 2026.

interested person who stated that they had no comments on the proposed Final Order.

14. As regards Aramark Limited's representations, the Inquiry Group has decided that it is neither necessary nor appropriate to introduce a suspensory provision in the Final Order. In summary, this is for the following key reasons:
 - (a) there are no current legal proceedings relating to an application for review of the Report pursuant to section 120 of the Act as a result of the fact that Aramark's notice of application for review was filed out of time, it was not registered by the Tribunal, and in the EOT Judgment the Tribunal rejected Aramark's application for an extension of time to file the notice of application;
 - (b) the effect of introducing a suspensory provision would be to remove the CMA's ability to compel Aramark Limited to take even preparatory steps in Remedy implementation until the final determination of appeal proceedings, in circumstances where (as matters stand) leave to appeal has been requested but that request has yet to be determined, and there is uncertainty as to whether leave to appeal would be granted. Moreover, even if leave were to be granted and if Aramark Limited were to be successful in reversing the EOT Judgment, Aramark Limited's application for a review of the Report would only commence at that point;
 - (c) the absence of a suspensory provision would not cause Aramark Limited serious and potentially irreversible prejudice because, for the purposes of implementation of the Remedy, Aramark has already voluntarily embarked on taking reasonable preparatory steps and the proposed Final Order includes a mechanism for Aramark to request an extension of the Divestiture Period (as defined in the proposed Final Order) which the CMA cannot unreasonably withhold or delay;
 - (d) as regards the possibility of prejudice to any third party, the public interest, or the market, the requirements imposed on Aramark Limited must be set in the context of the wider impact from further delay, since the longer the divestment period, the greater is the risk of adverse consequences on the market and competition; and
 - (e) in view of the above, the CMA's proposed approach strikes an appropriate balance between the requirements placed on Aramark Limited and the CMA's statutory duty to take timely remedial action, taking account of the particular circumstances of this case.
15. The Inquiry Group is therefore satisfied that it is neither necessary nor appropriate to introduce a suspensory provision in the Final Order, the proposed Final Order is consistent with its decision on the Remedy as set out in

the Report, and that the terms of the proposed Final Order are necessary to implement the Remedy.

16. The CMA now gives notice of the making of the Final Order '**Aramark/Entier Final Order 2026**'. The Final Order comes into force on 30 April 2026. It may be varied or revoked by the CMA under sections [84\(3\)](#) or [162](#) of the Act.
17. This notice and a non-confidential version of the Final Order will be published on the [CMA website](#). The CMA has excluded from the non-confidential version of the Final Order information which it considers should be excluded having regard to the three considerations set out in [section 244](#) of the Act. These omissions are indicated by [X].

Signed by authority of the CMA

Richard Feasey
Inquiry Group Chair
30 April 2026