

# **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**

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

We refer to your submission dated 30 April 2026 requesting that the CMA consents to a derogation 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 of the Act or impede the taking of any remedial action following such a reference.

After due consideration of your request for a derogation 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(f) and 5(l) of the Initial Order – Provision of Délifrance's intranet and whistleblower sites by Vandemoortele**

Vandemoortele submits that Délifrance's intranet and whistleblower sites are currently hosted by [X]. Vandemoortele submits that [X] is discontinuing the provision of these services to Délifrance and has requested Vandemoortele to assume the provision of these hosting services instead. Vandemoortele therefore submits that it intends to provide:

- 1) Hosting for a Délifrance intranet site on its intranet platform ([X]) which will be fully separate to Vandemoortele's intranet page. Vandemoortele submits that the intranet site will contain information on Délifrance only, and will be branded as Délifrance; and

- 2) A reporting profile for Délifrance employees on its whistleblower site ([REDACTED]), in which the profile will be fully separate from Vandemoortele's reporting profile and managed by Délifrance case handlers.

Vandemoortele submits that in order to provide this access on an ongoing basis, a limited number of Vandemoortele individuals listed below will require access to Délifrance information. Vandemoortele submits that the intranet site will continue to be managed and designed by Délifrance. Vandemoortele further submits that other than the Vandemoortele employees listed below, no other Vandemoortele employees will have access to Délifrance's intranet or whistleblower sites, and similarly, no Délifrance employees will have access to Vandemoortele's intranet or whistleblower sites.

Vandemoortele submits that employee access to an intranet portal and whistleblower site is critical to Délifrance's ability to operate, and that there is no feasible alternative other than for Vandemoortele to supply these. Vandemoortele therefore requests a derogation from paragraphs 5(a), 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) This derogation will not result in any integration between Vandemoortele or Délifrance.
- 2) Any information provided to Vandemoortele by Délifrance in connection with this derogation will be limited to the Vandemoortele employees listed below, for whom access is strictly necessary for the purpose of uploading and hosting the Intranet and Whistleblower sites on Vandemoortele's platforms. These employees are:
  - a. [REDACTED] and [REDACTED] for the Intranet Site; and
  - b. [REDACTED] and [REDACTED] for the Whistleblower Site.

Together, these employees are referred to as the '**Intranet Authorised Individuals**'.

- 3) The Intranet 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.
- 4) Each of the Intranet Authorised Individuals receiving access to competitively sensitive information have or will enter into NDAs in a form agreed with the CMA.
- 5) No changes to the Intranet Authorised Individuals are permitted without the prior written consent of the CMA (which can be given via email).

- 6) 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 Intranet Authorised Individuals for the purposes of this derogation.
- 7) In circumstances where the CMA requires all or part of Délifrance to be divested, all intranet and whistleblower records relating to the divested business will be returned to the divested business or destroyed, except to the extent that Vandemoortele is required to maintain records.
- 8) 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) of the Initial Order – Inclusion of Délifrance under Vandemoortele's RSPO certification**

Vandemoortele submits that the inclusion of Délifrance under its Roundtable on Sustainable Palm Oil ('**RSPO**') certification is necessary for Délifrance to continue supplying RSPO certified products to its customers. Vandemoortele submits that the RSPO certification is part of Délifrance's sustainability commitments in which RSPO certification guarantees that Délifrance's products comply with RSPO standards. Vandemoortele submits that without the RSPO certification [✂].

Vandemoortele further submits that the inclusion of Délifrance under Vandemoortele's RSPO certification will not result in Vandemoortele receiving any commercially or competitively sensitive information from Délifrance.

In addition, Vandemoortele states that in circumstances where the CMA requires all or part of Délifrance to be divested, the inclusion of Délifrance under Vandemoortele's RSPO certification can be reversed, with Délifrance able to either obtain its own RSPO certification or, if applicable, able to be included under the certification of the purchaser of the divestment business. Vandemoortele therefore requests a derogation from paragraph 5(a) of the Initial Order.

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

- 1) RSPO certification is necessary to allow Délifrance [✂] and there is no feasible alternative than for Vandemoortele to include Délifrance under its certification.
- 2) This derogation will not result in any integration between Vandemoortele or Délifrance.
- 3) This derogation will not change the nature, description, range or quality of goods supplied by the Délifrance in the UK.

- 4) 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 5(c) and 5(i) of the Initial Order – Key Staff change at Vandemoortele**

Vandemoortele submits that at the end of [X], [X] intends to retire from her role at Vandemoortele as [X]. [X] is currently the responsible [X] at ExCo level, and is therefore a 'key staff' member for the purposes of the Initial Order.

Vandemoortele submits that with effect from the same day, Vandemoortele intends to appoint [X] and replace [X] as the [X] at the ExCo level.

Vandemoortele therefore requests a derogation from paragraph 5(c) and 5(i) of the Initial Order to permit the change of key staff should [X] retire as planned.

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

- 1) It will not have a detrimental effect on the competitive capability of Vandemoortele's bakery division as (i) [X] has the requisite experience and skills, and (ii) [X] 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,

**Matteo Alchini**  
**Assistant Director, Mergers**  
**Competition and Markets Authority**  
**21 May 2026**

# ANNEX 1

## 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.