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 2 July 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 –Vandemoortele including Délifrance under its "SAP for Me" corporate account

SAP is a software provider that enables companies to integrate and manage their core Business processes (i.e., finance, human resources, procurement, CRM, etc.) in one system.

Vandemoortele submits that 'SAP for Me' is a centralised platform (provided by SAP) which provides a personalised dashboard that allows the client to: (i) view its SAP products, licences and subscriptions; (ii) open and manage SAP support tickets; (iii) monitor system statuses, alerts, maintenance windows and security notices; (iv) manage users and authorisations; (v) access SAP documentation, knowledge base articles and community content; and (vi) track cloud consumption and services.

The CMA understands that Délifrance's access to 'SAP for Me' is currently provided by [✂], with Délifrance having its own 'SAP for Me' environment and SAP tools. However, [✂] is no longer able to provide this access. Vandemoortele submits that having access to its 'SAP for Me' environment is essential to allow Délifrance to manage its SAP [✂].

Vandemoortele, therefore, intends to include Délifrance under its corporate account, with Délifrance continuing to have its own separate 'SAP for Me' environment and SAP tools.

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) Having access to its 'SAP for Me' environment is essential to allow Délifrance to manage its SAP tools and there is no feasible alternative than for Vandemoortele to include Délifrance under its corporate account.

3) Any information provided to Vandemoortele by Délifrance in connection with this will be limited to that which is strictly necessary, and will be restricted to those Vandemoortele employees for whom access is strictly necessary: [✂] and [✂] (the **SAP Authorised Individuals**).

4) Other than the SAP Authorised Individuals, no other Vandemoortele's employees will have access to Délifrance's 'SAP for Me' platform or tools, and similarly, no Délifrance employees will have access to Vandemoortele's "SAP for Me" platform or tools.

5) The SAP 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) The SAP 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 SAP 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 SAP Authorised Individuals for the purposes of this derogation.

9) In circumstances where the CMA requires all or part of Délifrance to be divested, all records received under this derogation 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.

10) In the event that a full divestment is required, Délifrance would be able to enter into a similar arrangement with a third party (or its new owner) with limited disruption to its operations.

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.

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
5 August 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.