

COMPLETED ACQUISITION BY VANDEMOORTELE GROUP OF DÉLIFRANCE S.A.

Notice of proposal to accept Final Undertakings pursuant to sections 41, 82 and 90 of and schedule 10 to the Enterprise Act 2002 and public consultation on the proposed Final Undertakings

Background

- 1.1 On 12 June 2025, Vandemoortele NV (**Vandemoortele**), through its wholly owned subsidiary Vamix NV (**Vamix**), agreed to acquire 100% of the equity of DéliFrance S.A (**DéliFrance**) from Vivescia Group (the **Merger**) pursuant to a share purchase agreement.
- 1.2 On 24 December 2025 the Competition and Markets Authority (the **CMA**) made an initial enforcement order (**IEO**) under [section 72\(2\)](#) of the Enterprise Act 2002 (the **Act**) on Safinco NV, Vandemoortele, Vamix and DéliFrance, in order to ensure that no action is taken pending a final determination of any reference under [section 22](#) of the Act which might prejudice that reference, or impede the taking of any action by the CMA under [Part 3](#) of the Act, which might be justified by the CMA's decisions on the reference. The Merger was completed on 31 December 2025.
- 1.3 On 22 April 2026, pursuant to sections 22(1) and 34ZA(2) of the Act, the CMA made a reference to its Chair for the constitution of a Group of CMA panel members to conduct a phase 2 investigation.
- 1.4 On 20 August 2026 the CMA published a final report (the **Report**) pursuant to [section 38](#) of the Act which concluded that:
 - (a) the Merger has resulted in the creation of a relevant merger situation;
 - (b) the creation of that situation has resulted, or may be expected to result, in a substantial lessening of competition (**SLC**) in the supply of frozen laminated dough products (**LD products**) to retail and foodservice customers in the UK;
 - (c) the remedy proposal submitted by Vandemoortele, subject to the residual risks being adequately mitigated, is an effective and proportionate remedy to the SLC the CMA has found in the Report and its resulting adverse effects.
- 1.5 The CMA, having regard to its findings in the Report, requires that Vandemoortele divests to a suitable purchaser Vandemoortele's LD plant in Worcester (UK) and its UK sales operations located at Staines-upon-Thames accompanied by all

necessary supporting assets, contracts, rights, staff, Transitional Services Agreements, Vandemoortele's Toll Manufacturing Agreement (as defined in the Report), and all of its existing UK customer relationships served wholly or in part by the Worcester plant (the **Divestment Business**).

- 1.6 The CMA has reached agreement with Vandemoortele as to the terms of the final undertakings for the purpose of remedying, mitigating or preventing the SLC it has identified in the Report and any adverse effects arising from this SLC. The proposed final undertakings (the **proposed Final Undertakings**) are attached to this notice.

Notice of proposal to accept undertakings

- 1.7 The CMA now hereby gives notice pursuant to [paragraph 2 of Schedule 10](#) to the Act that:
- (a) the CMA proposes to accept the attached proposed Final Undertakings; and,
 - (b) the proposed Final Undertakings seek to address the SLC identified in the Report and any adverse effects arising from this SLC.
- 1.8 The CMA invites written representations on the proposed Final Undertakings from any person or persons who wish to comment.
- 1.9 Representations should reach the CMA by email **by 5pm on Wednesday 30 September 2026** and be addressed to vandemoortele.delifrance@cma.gov.uk
- 1.10 The CMA will consider any written representations made in accordance with this notice and may make modifications to the proposed Final Undertakings as a result. In the absence of any written representations, or in the event that the CMA decides, on consideration of the representations made and not withdrawn, not to amend the proposed Final Undertakings, the CMA proposes to accept the proposed Final Undertakings in their present form pursuant to [section 82](#) of the Act. If the CMA considers that any representation necessitates any material change to the proposed Final Undertakings, the CMA will give notice of the proposed modifications.
- 1.11 Once accepted, the Final Undertakings may be varied, superseded or released by the CMA under [section 82\(2\)](#) of the Act. If not varied or released by the CMA, the Final Undertakings shall continue in force until the expiry of ten years beginning with the Final Disposal.
- 1.12 This notice and a non-confidential version of the proposed Final Undertakings will be published on the CMA website.

Signed by the Authority of the CMA

Martin Coleman
Inquiry Group Chair

15 September 2026