

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 31 August 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 paragraph:

1. Paragraph 5(l) of the Initial Order – Handover preparations of management roles (post-integration)

Vandemoortele and Délifrance (together, the '**Parties**') submit that when the IEO ceases to be in force and they are permitted to integrate the Délifrance business with the Vandemoortele business which is not part of the divestment (the '**Retained Vandemoortele business**'), they will, amongst other things, reorganise management responsibilities within the combined business. This will include Vandemoortele's current [X], [X], taking on the role and responsibilities for the combined business in [X] currently carried out by [X], [X].

The Parties further submit that to ensure that [X] is in a position to assume these responsibilities when his role begins, it is necessary for a handover to commence as soon as possible, to (i) allow for business continuity, (ii) provide certainty to Délifrance staff, and (iii) ensure [X] has sufficient time to understand processes and procedures. This may require [X] to share certain commercially sensitive information relating to the Délifrance business with [X].

The Parties therefore request a derogation from paragraph 5(l) of the Initial Order to permit this information sharing to facilitate the handover process between [X] and [X].

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

- a) An adequate handover period is necessary to reduce any operational disruption and to ensure business continuity post-integration of the Retained Vandemoortele business and Délifrance business.
- b) Any information shared by [X] with [X] will be shared only to the extent strictly necessary to facilitate the handover of management roles post-integration, and:
 - i) it will not be shared with any other employees of Vandemoortele; and
 - ii) it will not relate to Délifrance's operations in the UK, including, among others, information on Délifrance's UK customers or suppliers.
- c) [X], prior to receiving any commercially sensitive information relating to the Délifrance business, will enter into a NDA in a form agreed with the CMA.
- d) 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 by [X] with [X] for the purposes of this derogation.
- e) For the duration of the Initial Order, [X] shall not use any information provided by [X] in any way to intervene in the management or operation of the Vandemoortele business.
- f) This derogation will not result in any changes to the organisational structure of either the Vandemoortele or Délifrance businesses, nor any changes to key staff.
- g) 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 by the CMA as set out in its Final Report.

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 September 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.