

COMPLETED ACQUISITION BY VANDEMOORTELE GROUP OF DÉLIFRANCE S.A.

Notice of acceptance of Final Undertakings pursuant to sections 41, 82 and 90 of and schedule 10 to the Enterprise Act 2002

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.
- 1.7 On 15 September 2026, the CMA published a notice and consultation on the proposed final undertakings (the **Final Undertakings**). The consultation closed on 30 September 2026. One LD customer made a submission on the Final Undertakings. This submission commented on (i) the qualities and experience which it considered important for the purchaser of the Divestment Business to have, (ii) toll manufacturing agreements, and (iii) the transition from one LD supplier to another. The submission did not request any changes to the Final Undertakings and the CMA, after careful consideration, decided that no amendments to the Final Undertakings were required as a result of this submission. For the avoidance of doubt, no further submissions from any other third party were received.
- 1.8 The CMA, pursuant to [schedule 10](#) of the Act, now gives notice of its acceptance of the Final Undertakings from Vandemoortele. The IEO ceases to be in force on the date of acceptance by the CMA. Any derogations already granted by the CMA pursuant to the IEO shall remain applicable.
- 1.9 [Section 94](#) of the Act places a duty on any person to whom the Final Undertakings relate to comply with them. Any person who suffers loss or damage due to a breach of this duty may bring an action. [Section 94](#) of the Act also provides that the CMA can seek to enforce the Final Undertakings by civil proceedings for an injunction or for any other appropriate relief or remedy. [Sections 94AA](#) and [94AB](#) of the Act, introduced by [section 143](#) and [schedule 11, paragraph 11](#) of the Digital Markets, Competition and Consumers Act 2024, expand the enforcement powers available to the CMA in relation to final undertakings. This includes the ability to impose financial penalties in respect of a failure to comply with a remedy undertaking without reasonable excuse.
- 1.10 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, as defined in the Final Undertakings.
- 1.11 This notice and a non-confidential version of the Final Undertakings will be published on the [CMA website](#). The CMA has excluded from the non-confidential version of the Final Undertakings information which it considers should be

excluded, having regard to the considerations set out in [section 244](#) of the Act. These omissions are indicated by [✂].

Signed by the Authority of the CMA

Martin Coleman
Inquiry Group Chair

6 October 2026