



DETERMINATION OF MERGER NOTIFICATION M/25/026 – WHITWORTHS / K.T.C. (EDIBLES)

Section 21 of the Competition Act 2002

Proposed acquisition by Whitworths Holding Limited, through its subsidiary, Whitworths Food Group Limited of sole control of Quay Topco Limited and its subsidiary KTC (Edibles) Limited.

Dated 16 April 2025

Introduction

1. On 1 April 2024, in accordance with section 18(1)(a) of the Competition Act 2002, as amended (the “Act”), the Competition and Consumer Protection Commission (the “Commission”) received a notification (the “Merger Notification Form”) of a proposed acquisition whereby Whitworths Holding Limited, through its subsidiary, Whitworths Food Group Limited (“Whitworths”, also referred to as the “Acquirer”), would acquire sole control of Quay Topco Limited and its subsidiary KTC (Edibles) Limited (“KTC (Edibles)”, also referred to as the “Target”) (the “Parties”) (the “Proposed Transaction”).

Proposed Transaction

2. The Proposed Transaction will be implemented pursuant to a share purchase agreement, dated 31 March 2025, between Whitworths Holding Limited, Whitworths, Endless V A LP, Endless V B LP and several private individuals¹(the “Sellers”), whereby Whitworths will acquire the entire issued share capital of Quay Topco Limited (the “SPA”).
3. The business activities of the undertakings involved are:

¹ [REDACTED]



The Acquirer – Whitworths

- Whitworths is active in the milling of flour and operates through two entities: Whitworth Bros Ltd and Carr's Flour Mills Ltd. Whitworth Bros Ltd operates seven flour mills in the UK. Carr's Flour Mills Ltd. operates three flour mills in the UK.
- Whitworths manufactures and packages a number of varieties of flour to customers in the UK, Ireland, and Europe, including commercial scale and artisanal bakeries, food coating manufacturers, pet food manufacturers, retailers and wholesalers. Whitworths' flour products categories include wheat bread, cake and biscuit flours for all customer profiles.
- In the State, Whitworths supplies: (i) bread, cake and biscuit flours; (ii) heat-treated flours for specialist applications; and (iii) Whitworth Bros Ltd Originals brand flours, through its subsidiaries Whitworth Bros Ltd and Carr's Flour Mills Ltd. Whitworths makes these products available through business to business ("B2B") channels via retail, wholesale and food manufacturers. Whitworths does not make rice, maize and chapatti flours available on the Irish market.

The Target – K.T.C. (Edibles)

- The Target's primary business focus is the supply of edible oils to retail, wholesale and foodservice customers, predominantly in the UK and Ireland. In particular, it supplies:
 - refined seed oils packaged for sale to end-users;
 - bulk refined seed oils (e.g., palm oil, rapeseed oil, sunflower oil and coconut oil) (primarily through its subsidiary Trilby Trading Limited).
4. After examination of the notification, the Commission has concluded that the Proposed Transaction falls within the scope of paragraph 2.1 of the Simplified Merger Notification Procedure Guidelines ("SMNPG") for assessing certain notifiable mergers or acquisitions under section 18 of the Act since:



- none of the undertakings involved in the merger or acquisition are active or potentially active in the same product and geographic markets, or in any market(s) which is upstream or downstream to a market(s) in which another undertaking is active.²
5. Additionally, none of the exclusions stipulated in paragraphs 2.8 to 2.15 of the SMNPG apply to the Proposed Transaction.
6. In light of this, the Commission considers that the Proposed Transaction will not substantially lessen competition in any market for goods or services in the State.

Ancillary Restraints

7. No ancillary restraints were notified.

² The Commission's Simplified Merger Notification Procedure Guidelines can be found [here](#).



Determination

The Competition and Consumer Protection Commission, in accordance with section 21(2)(a) of the Competition Act 2002, as amended, has determined that, in its opinion, the result of the proposed acquisition, whereby Whitworths Holding Limited, through its subsidiary, Whitworths Food Group Limited would acquire sole control of Quay Topco Limited and its subsidiary KTC (Edibles) Limited, will not be to substantially lessen competition in any market for goods or services in the State, and, accordingly, that the acquisition may be put into effect.

For the Competition and Consumer Protection Commission

Alan Scarlett
Acting Director
Mergers Division