Food retail sector in Martinique: the Autorité de la concurrence fines the Parfait group a total of €7.6 million for failing to comply with its commitments in the acquisition of the La Batelière hypermarket and shopping centre

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Background

In December 2022, the *Autorité* cleared the acquisition by the Parfait group of the Géant Casino hypermarket and the La Batelière shopping centre in Martinique (Decision 22-DCC-254), subject to a number of commitments, notably: to divest the hypermarket to a competitor by 22 September 2023, to preserve the value of the hypermarket and adjoining shopping centre, and to cooperate with the trustee appointed to monitor compliance with the commitments.

Finding that the hypermarket was not divested by the required date and in fact almost two years late, the *Autorité* has sanctioned, for the second time, the failure to comply with a structural commitment. Furthermore, the Parfait group failed to preserve the value of the assets divested, which it had controlled for several years. Lastly, and for the first time, the *Autorité* has sanctioned a failure to cooperate with the monitoring trustee in a merger control case, noting that the Parfait group had not actively cooperated with the trustee appointed to monitor compliance with the commitments.

For the first time, the *Autorité* has imposed three fines for non-compliance with commitments in the same decision, reiterating that commitments made as part of a merger clearance decision must be complied with in full. Any delay or attempt to circumvent their implementation constitutes a serious breach of economic public policy.

The competitive analysis in Decision 22-DCC-254

In its review of the acquisition of the former Géant Casino hypermarket and the La Batelière shopping centre by the Parfait group, the *Autorité* found that the transaction was likely to harm competition in the food retail markets in the "Plaine Foyalaise" area (which corresponds to the Schœlcher-Fort de France-Le Lamentin conurbation in Martinique). To remedy the anticompetitive effects of the transaction, the Parfait group undertook to divest the hypermarket business by 22 September 2023.

The breaches identified by the *Autorité*

- **The divestiture of the La Batelière hypermarket**

The *Autorité de la concurrence* found that the Parfait group had failed to comply with its divestiture commitment. At the end of the nine-month time limit on 22 September 2023, the Parfait group had not signed a divestiture agreement with the buyer – the Sainte Claire group (Ecomax) –, which had been presented to and approved by the *Autorité*. The Parfait group did not sign a divestiture agreement with the said buyer until 9 September 2025, almost two years late.

In the meantime, the Parfait group held negotiations with several other buyers, some of which were presented to and approved by the *Autorité*. The *Autorité* stresses that responsibility for the failure of those attempts lies predominantly with the Parfait group, which did not meet its obligation of providing timely information to potential buyers, as required by the commitments. The Parfait group did not provide all the relevant information to potential buyers wanting to make an offer.

- **Preserving the value of the La Batelière hypermarket and shopping centre**

The Parfait group also undertook to preserve the value of the business to be divested and that of the shopping centre in which the business is located. The *Autorité* found, notably during an on-site visit, that the Parfait group had failed to preserve the value of either the La Batelière hypermarket business or the shopping centre real estate, which had deteriorated significantly.

- **Cooperation with the monitoring trustee**

The Parfait group further undertook to cooperate with and assist the trustee in charge of monitoring and implementing the commitments. The *Autorité* found that the Parfait group had impeded the work of the trustee, both during the monitoring of its compliance with commitments and in the divestiture of the La Batelière hypermarket business.

Failure to comply with the commitments has distorted competition and limited consumer choice in Martinique

A company that makes commitments to the *Autorité de la concurrence* with a view to obtaining clearance to acquire another company has an obligation to implement those commitments.

However, by failing to divest, within the specified time limit, the hypermarket business acquired in spring 2020, thanks to a derogation granted by the *Autorité*, the Parfait group committed a serious breach of its obligations, preventing Martinique consumers from promptly having access to a new local food retail offering. Furthermore, by allowing the value of the La Batelière hypermarket and shopping centre to decline sharply, the Parfait group reduced their attractiveness and delayed the reopening of the La Batelière hypermarket by the buyer. Lastly, by hindering the trustee, the Parfait group further delayed the process by preventing the trustee from completing its work under the appropriate conditions and making the monitoring of its implementation of the commitments more difficult.

The Parfait group's failure to comply with its commitments therefore distorted competition by limiting and delaying consumer choice in the "Plaine Foyalaise" area.

For the first time in a single decision, the *Autorité* has imposed several fines for different breaches of commitments

- **Particularly serious practices**

The *Autorité* recalls that non-compliance with a commitment made as part of the clearance of a merger is, by its very nature, a particularly serious breach (insofar as such non-compliance upsets the balance on which basis the transaction was conditionally cleared and, thereby, jeopardises economic public order and competition) and is one of the most serious breaches of competition law.

The failure to comply with the commitments is particularly concerning given that the Parfait group was granted a derogation from the suspensive effect of merger control in April 2020, thanks to which it was able to take effective control of the La Batelière hypermarket without waiting for the *Autorité*'s decision.

- **The novel nature of the fines**

The *Autorité* considered that the commitments breached by the Parfait group were autonomous and had distinct objectives:

- the divestiture commitment was intended to restore sufficient competition as quickly as possible in the downstream hypermarket retail market in the "Plaine Foyalaise" area;
- the commitment to preserve value sought to ensure that the buyer could operate the La Batelière hypermarket without delay;
- the commitment to cooperate with the monitoring trustee aimed to guarantee effective monitoring of the implementation of the commitments.

This is the first time the ***Autorité*** has imposed several fines for different breaches of commitments in a single decision[1].

The *Autorité* has fined the Parfait group a total of €7.6 million, of which €4.5 million for non-compliance with the divestiture commitment, €2.5 million for non-compliance with the commitment to preserve value, and €600,000 for non-compliance with the commitment to cooperate with the monitoring trustee.

[1] With regard to non-compliance with merger control commitments, the Autorité *has already had occasion, in two separate decisions, to sanction breaches of several commitments made by the notifying parties as part of the same merger. The* Autorité *sanctioned the Altice group in April 2016 (Decision 16-D-07) and March 2017 (Decision 17-D-04) for non-compliance with several commitments made as part of the 2014 takeover of SFR by Numericable.*

DECISION 25-D-05 OF 3 NOVEMBER 2025

regarding compliance with the commitments made in Decision 22-DCC-254 of 22 December 2022 on the acquisition of exclusive control of the Géant Casino La Batelière hypermarket and H Immobilier by the Parfait group

See the full text of the decision (in French)

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