

**Competition Commission Adoption of Undertakings**

**IN THE MATTER of a reference to the Competition Commission dated 1 August 2005 concerning the acquisition by Ardagh International Holdings Limited of Redfearn Glass Limited (formerly Rexam Glass Barnsley Limited)**

Whereas on 12 July 2005 the undertakings reproduced in the attached Annex were accepted by the OFT under section 71(2) of the Enterprise Act 2002 ("the Act") in connection with the completed acquisition of Redfearn Glass Limited (formerly Rexam Glass Barnsley Limited) by Ardagh International Holdings Limited ("the acquisition");

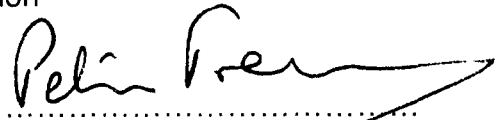
And whereas on 1 August 2005 the OFT made the reference to the Competition Commission ("the CC") under section 22 of the Act in connection with the acquisition:

And whereas the reference has not been finally determined:

And whereas the undertakings are still in force:

Now the CC, in exercise of the powers conferred on it under section 80(3) of the Act and for the purpose of preventing pre-emptive action (that is to say action which might prejudice the reference or impede the taking of any action under Part 3 of the Act which may be justified by the CC's decisions on the reference), hereby adopts the undertakings and accordingly the undertakings shall continue in force in accordance with section 80(4) of the Act.

Signed by authority of the Competition Commission



*Peter Freeman*  
Deputy Chairman  
1 August 2005

## Annex

### **COMPLETED ACQUISITION BY ARDAGH INTERNATIONAL HOLDINGS LIMITED OF REDFEARN GLASS LIMITED (PREVIOUSLY REXAM GLASS BARNSELEY LIMITED)**

### **UNDERTAKINGS GIVEN BY ARDAGH GLASS GROUP PLC AND ARDAGH GLASS (UK) LIMITED TO THE OFFICE OF FAIR TRADING PURSUANT TO SECTION 71 OF THE ENTERPRISE ACT 2002**

Ardagh Glass Group Plc (Ardagh) and Ardagh Glass (UK) Limited (Ardagh UK) hereby give to the OFT the following undertakings in respect of the acquisition by Ardagh of Redfearn Glass Limited (previously Rexam Glass Barnsley Limited) (Redfearn) pursuant to section 71 of the Enterprise Act 2002 for the purpose of preventing pre-emptive action.

#### **Management of the Redfearn business until determination of proceedings**

1. Except with the prior written consent of the OFT Ardagh and Ardagh UK will undertake that they will not during the specified period take any action which might:
  - (a) lead to the integration of the Redfearn business with the Ardagh business; or
  - (b) prejudice the reference to the CC or impede the taking of any action under the Act which may be justified by the CC's decisions on the reference.
2. Without prejudice to the generality of paragraph 1, Ardagh and Ardagh UK will, at all times during the specified period, procure that except with the prior written consent of the OFT:
  - (a) the Redfearn business is carried on separately and under a different name from the Ardagh business;
  - (b) the Redfearn business is maintained as a going concern;
  - (c) except in the ordinary course of business:
    - (i) none of the assets of the Redfearn business are disposed of; and
    - (ii) no interest in the assets of the Redfearn business is created or disposed of;
  - (d) the nature, description, range and standard of glass containers currently supplied in the United Kingdom by the Redfearn business and the Ardagh business are maintained and preserved;
  - (e) the assets of the Redfearn business are maintained and preserved, including facilities and goodwill.

## Compliance

3. Ardagh and Ardagh UK will procure that each of their subsidiaries complies with these undertakings as if they had given them.
4. Ardagh and Ardagh UK will forthwith provide to the OFT such information as it may from time to time require for the purposes of monitoring compliance by Ardagh and Ardagh UK and their subsidiaries with these undertakings.
5. Ardagh and Ardagh UK will comply insofar as they are able with such written directions as the OFT may from time to time give to take such steps as may be specified or described in the directions for the purpose of carrying out or securing compliance with these undertakings.

## Interpretation

6. The Interpretation Act 1978 shall apply to these undertakings as it does to Acts of Parliament.
7. For the purposes of these undertakings:

**“the Act”** means the Enterprise Act 2002;

**“business”** has the meaning given by section 129(1) and (3) of the Act;

**“the CC”** means the Competition Commission;

**“the decisions”** means the decisions of the Competition Commission on the questions which it is required to answer by virtue of section 35 of the Act;

**“Ardagh”** means Ardagh Glass Group Plc;

**“Ardagh UK”** means Ardagh Glass (UK) Limited;

**“the Ardagh business”** means the business of Ardagh and its subsidiaries carried on in the United Kingdom as at 20 May 2005;

**“Redfearn”** means Redfearn Glass;

**“the Redfearn business”** means the business of Redfearn and its subsidiaries carried on in the United Kingdom as at 20 May 2005;

**“the OFT”** means the Office of Fair Trading, provided that, should the CC adopt these undertakings pursuant to section 80(3) of the Act, references to “the OFT” in paragraphs 1 and 2 of these undertakings shall be taken as references to the CC, and references to “the OFT” in paragraphs 4 and 5 of these undertakings shall be taken to include both the Office of Fair Trading and the CC;

**“the specified period”** means the period beginning on the date of these undertakings and terminating at the end of the period specified in section 71(5) or (6) of the Act;

**“subsidiary”**, unless otherwise stated, has the meaning given by section 736 of the Companies Act 1985 (as amended); and unless the context requires otherwise, the singular shall include the plural and vice versa.