



Decision

Proposed acquisition of En Route St Mary by Fuel Supplies C.I. Limited (C-074)

Document No: JCRA 25/13

Date: 13 June 2025

Jersey Competition Regulatory Authority
2nd Floor Salisbury House, 1-9 Union Street,
St Helier,
Jersey, JE2 3RF
Tel 01534 514990
Web: www.jcra.je

1. Summary

1.1 Fuel Supplies C.I. Limited (**FSCI**) is proposing to acquire the En Route St Mary fuel forecourt (the **Target**) from the Channel Islands Co-operative Society Limited (**Co-op**). The entire site is being purchased, including a parcel of land around the site, the fixtures and fittings of the forecourt and the shop (the **Proposed Transaction**).

1.2 The Proposed Transaction was notified to the Jersey Competition Regulatory Authority (the **Authority**) for approval pursuant to Article 21 of the Competition (Jersey) Law 2005 (the **Law**). The Authority has determined the Proposed Transaction will not lead to a substantial lessening of competition in any relevant market in Jersey and hereby approves the Proposed Transaction.

2. The Application

2.1 On 6 May 2025 the Authority received an application from FSCI for approval of the Proposed Transaction. The Authority registered the application on its website with a deadline for comments of 20 May 2025. The application was published in the Jersey Gazette and on LinkedIn. No submissions or comments were received by the Authority.

3. The Parties

The Purchaser

3.1 Fuel Supplies (C.I.) Limited¹ is a company incorporated in Guernsey (company number 409) which operates across the Channel Islands. FSCI's principal activities in Jersey are the importation, distribution and retailing of fuels, including home heating fuels, motor, renewables, commercial, aviation, maritime and lubricants. It is a wholly owned subsidiary of the Rubis Energie (**Rubis**)², a publicly traded French company incorporated in France (company number 784 393 530).

3.2 In Jersey, FSCI supplies wholesale and retail fuel. FSCI lease and operate the following fuel forecourts:

- Rubis Red Houses;
- Rubis First Tower; and
- Rubis Sion.

3.3 The following forecourts are not owned by FSCI or Rubis, but, by virtue of a contract, are exclusively supplied and branded Rubis:

¹ [Leading Local Fuel Supplier | Rubis Channel Islands](#)

² [Rubis Énergie - Energies and bitumen distributor](#)

- St Ouen's Motorworks;
- Falles Airport;
- Falles Longueville;
- Three Oaks Garage;
- Aerton Motors; and
- A1 Auto Repairs.

3.4 The following forecourts are not owned by FCSI or Rubis nor are they branded Rubis however, FSCI are currently contracted to supply them with fuel:

- Co-op St Peter;
- Co-op St Mary (the Target); and
- Co-op Trinity.

3.5 Rubis also has a fuel storage businesses, La Collette Terminal Ltd³ (**La Collette**) in Jersey. Both FSCI and the La Collette are wholly owned subsidiaries of Rubis.

3.6 La Collette is the sole facility in Jersey for the receipt and unloading of shipments of liquid petroleum products (an activity known as 'throughputting'), and the main facility for storage of those products. The acquisition of La Collette by the Rubis Group was conditionally approved by the Authority in 2014, with the conditions remaining in force for the period the land on which the terminal is situated is leased to La Collette including the duration of any new lease over the site from the States of Jersey.

3.7 FSCI is a customer of La Collette. As any other customer, FSCI pays a throughput fee for the storage of product and does not earn revenue from the storage of fuels at La Collette. However, as noted above, both FSCI and La Collette are members of the same corporate group meaning Rubis earns revenue from both FSCI and La Collette.

3.8 FSCI's turnover in Jersey in 2024 was £[redacted]. Rubis Group had a turnover of EUR 6,664 million in 2024.

The Seller

3.9 The Channel Islands Co-operative Society Limited⁴ operates across Jersey and Guernsey. It is incorporated in England, registered with the Financial Conduct Authority with company number 14672R. It is owned locally, by its 128,269 members and shareholders across the Channel Islands. It is principally a grocery retailer but also retails road fuels, pharmacy products and services and funerals.

³ [Fuel Terminal in Jersey, C.I. | La Collette Terminal Limited](#)

⁴ [Channel Islands Co-operative | Jersey](#)

3.10 The Co-op operates three fuel forecourts in Jersey (the Target, St Peter and Trinity), with accompanying food retail units. The Co-op had a turnover of £208.5 million in 2024 in Jersey.

The Target

3.11 En Route St Mary is a fuel forecourt situated in the parish of St Mary. The entire site is being purchased, including a parcel of land around the site, the fixtures and fittings of the forecourt and the shop. The Target is presently owned by the Co-op, and wholly supplied by FSCI (fuel supply).

3.12 The shop is currently supplied by the Co-op. This arrangement will cease following the Proposed Transaction when FSCI will seek engage a new supplier. Any future arrangement between FSCI and a new supplier does not form part of the Proposed Transaction or this Decision.

Reasons for the Proposed Transaction

3.13 FSCI aims to expand in what they see as a competitive market. The Proposed Transaction is an opportunity for FSCI to develop its retail offering, which can then be subsequently applied to other sites. It is also looking to reinstate services such as the car wash. Further, it also intends to use the site as a test bed for innovations in retail and fuel forecourt services, that can then be rolled out to other sites.

3.14 The Co-op's reason for the Proposed Transaction is that the site is a smaller retail site in its portfolio, and that the fuel infrastructure needs significant investment.

4. Requirement for Authority approval

4.1 Under Article 2(1)(b) of the Law, a merger or acquisition (referred to in this paper as a 'merger') occurs where a person who controls an undertaking acquires direct or indirect control of the whole or part of another undertaking. On completion of the Proposed Transaction, the Target will be owned and controlled by FSCI. The Proposed Transaction, therefore, constitutes a merger as defined by the Law.

4.2 According to Article 20(1) of the Law, a person must not execute certain mergers or acquisitions except and in accordance with the approval of the Authority. Relevant to the Proposed Transaction, Article 3 of the Competition (Mergers and Acquisitions) (Jersey) Order 2010 (the **Order**)⁵ requires the approval of a merger where one party has a share of supply or purchase of 25% or more and the other is active upstream or downstream of that share of supply.

⁵ [Competition \(Mergers and Acquisitions\) \(Jersey\) Order 2010](#)

4.3 FSCI estimates it has a share of supply of wholesale road fuel in the region of [30-40%] and each of the relevant forecourts are in downstream in that supply, with supply agreements in place for them. Article 3 of the Order is therefore met, requiring the Proposed Transaction to be notified for Authority approval.

5. Market definition

Approach

5.1 Under Article 22(4) of the Law, the Authority must determine if the merger would substantially lessen competition in Jersey or in any part of Jersey. As an initial step, the Authority will identify the markets which are likely to be affected by the merger since market definition provides a framework within which the competitive effects of a merger can be assessed.

5.2 When defining a market, the Authority may take note of its own previous decision-making practice and/or market definitions applied by other competition authorities. These previous decisions are not precedents and are not binding, either on the merging parties or on the Authority. Competition conditions may change over time, changing the market definition, and market definition will always depend on the prevailing facts.⁶

Views of the Parties

Product market

5.3 In proposing market definitions, the Parties have considered previous Authority decisions. In Roberts Garage and Esso Petroleum⁷ the Authority concluded, on the basis that different consumers would be affected by the transaction - those who buy fuel for their individual cars at forecourts and the forecourts themselves, who buy fuel from a wholesale supplier, there were two relevant markets – the retail market for road fuel and the wholesale market for road fuel. Using the same reasoning, in FSCI, Sion Garage, MBC Motors, The Fuel (the **2022 Decision**)⁸, which also considered the acquisition of fuel forecourts, the same market definitions were used.

5.4 Therefore, the Parties' view is that the relevant markets for the purpose of assessing the competition effects of the Proposed Transaction are:

- One in which forecourts negotiate contracts for the provision of road fuel to their premises, the wholesale market for road fuel, and

⁶ This approach is consistent with that taken under EU law – see, for example, Joined Cases T-125/97 and T-127/97 [2000] ECR II-01733, paragraphs 81-82. Article 60 of the Law requires the Authority to attempt to ensure that so far as possible questions arising in relation to competition are dealt with in a manner that is consistent with the treatment of corresponding questions arising under European Union law in relation to competition within the European Union.

⁷ [Decision - Proposed acquisition of Esso's wholesale road fuel supply business by Roberts Garages](#)

⁸ [Decision - Proposed acquisition of Sion Garage, MBC Motors and The Fuel by FSCI](#)

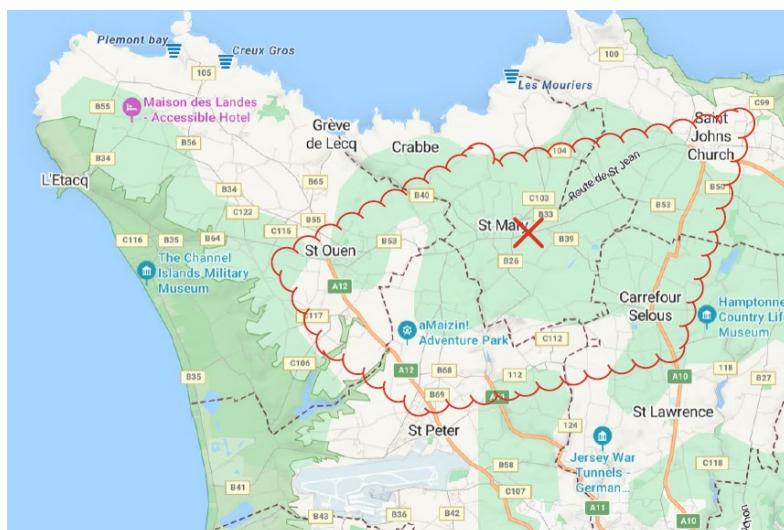
- One where forecourts sell road fuels to end customers and compete with other forecourts for business, the retail market for road fuel.

Geographic market

5.5 FSCI and each of the other three fuel distributors in Jersey supply fuel to forecourts across Jersey. The Parties therefore explain that the wholesale market for road fuel should be on a national (Island-wide) basis.

5.6 The Parties view is that relevant geographic market for the retail road fuel market is also national (Island-wide). In expressing this view, the Parties note that all forecourts are based in Jersey and so consumers are able to access forecourts across the Island. Whilst the Parties do not have any data on how far consumers are willing to travel to a forecourt, the Parties note that common travel route is a factor when choosing which forecourt to use. Additionally, the Parties also set out that there are six alternative forecourts in the nearby vicinity to the Target (the local area) and submit that consumers would be unlikely to travel outside of Jersey to access motor fuel.

Figure 1 – local area to the Target (as submitted by the Parties)



5.8 In its approach to the analysis, the Authority has considered the 2022 Decision which concerned the acquisition of three forecourts. In this, the proposed markets were informed by market engagement and wider precedent, both from the CMA and European Commission, for instance:

- In MFG / MRH¹⁰, the CMA assessed impact of the transaction on the market for (i) retail supply of road fuel at a national and local level (using as a proxy for the local market drive-time isochrones of 10 minutes in urban areas and 20 minutes in rural areas), (ii) retail supply of auto-LPG at a national and local level (using as a proxy for the local market drive-time isochrones of 10, 20, 30 and 40 minutes), and (iii) the wholesale supply of road fuel at a national level and a local/regional level.
- In Statoil / Dansk Fuels¹¹, the European Commission considered the market for the retail supply of motor fuels (including the sub-markets for B2B and B2C) in Denmark as national with local elements of competition.

5.9 With reference to Roberts Garage and Esso Petroleum, the Authority notes the Proposed Transaction may also have an effect on both individuals that buy fuel from the forecourts for personal use (retail) and the forecourts themselves, who buy from the supplier (wholesale). Therefore, the Authority is of the view that these remain relevant markets for the consideration of the Proposed Transaction.

5.10 Additionally, the Authority notes a third product market that may be relevant to the Proposed Transaction, the importation and storage of fuel. This market was considered by the Authority in 2014¹² when the Fuel Terminal was acquired by Rubis. This transaction remains subject of conditions, which were assessed for effectiveness in 2016¹³. The importation and storage of fuel into Jersey has therefore not been considered as part of this Decision.

Geographic Market

5.11 With regard to the wholesale market for road fuel, the Authority agrees the geographic market is Jersey on the basis set out by the Parties.

5.12 With regard to the retail market for road fuel, the Authority notes that whilst consumers have the ability to access fuel from forecourts across Jersey there is an absence of data on how far consumers are willing to travel to a forecourt. Therefore, the Authority has considered competition at both a local and national (Island-wide) level.

¹⁰ CMA, 2018. ME/6750/18 Completed acquisition by CD&R Fund IX of MRH (GB) Limited.

¹¹ European Commission, 2016. M.7603 Decision on Statoil Fuel and Retail / Dansk fuels

¹² [M885J - Rubis SCA \(Rubis\) and Esso Petroleum Co Ltd \(Esso\) | JCRA](#)

¹³ [M1214J - Review of Rubis / Esso Acquisition of La Collette Terminal \(M885J\) | JCRA](#)

Authority conclusion

5.13 For the reasons set out above, the Authority considered the impact of the Proposed Transaction in the following frames of reference:

- The **wholesale supply of road fuel to forecourts in Jersey**; and
- The **retail sale of road fuel, both in Jersey and at a local level** (meaning the nearby vicinity of the Target).

6. Effect on Competition

Approach

6.1 After defining the relevant market, the Authority considers the respective market shares of the competitors in that market, both before and after the Proposed Transaction. These shares can be used as an indication of the overall level of market concentration which will be brought about as a result of the merger.

6.2 The analysis will consider whether the merger creates or enhances the ability or incentive to exercise market power, either unilaterally or in co-ordination with competitors, and whether other market forces (such as the entry of new competitors or countervailing power of customers) will eliminate this risk. The assessment will also consider any pro-competitive effects or efficiencies that may result from the merger.

6.3 For horizontal mergers, the Authority can assess two potential types of anti-competitive effects – unilateral effects (i.e. the ability of the merged entity to raise prices unilaterally) and coordinated effects (i.e. the ability of the merged entity to raise prices with either the implicit or explicit co-operation of other competitors). For vertical mergers, the Authority's focus will be on assessing whether the merged entity would have the ability or incentive to foreclose the market to competitors, either by denying access to important inputs upstream, or by denying access to 'routes to market' downstream.

6.4 When assessing mergers, the Authority will have regard to the guidelines produced by the European Commission. It may also consider the substantive merger guidelines applied by the Competition and Markets Authority in the UK, as well as those of other competition authorities.

Views of the Parties

Overview of Jersey's wholesale and retail road fuel markets

6.5 The Parties explain that a key aspect of the road fuel market is vertical integration. This occurs where a company is active in the wholesale market for road fuel and the retail market for road fuel. There are a number of ways in which vertical integration can occur:

- **Company Leased Company Operated (CLCO):** the company (oil distributor) will lease the site and then operate the forecourt business.
- **Dealer Owned Company Operated (DOCO):** the owner of the site will pass on the operation of the forecourt business to a fuel distributor.
- **Company Owned Company Operated (COCO):** the fuel distributor owns the site and operates the forecourt business.

6.6 Since 2014, vertical integration has increased throughout Jersey's road fuel market. The Parties notes that these types of model is prevalent and increasing across the Channel Islands, with FSCI's three competitor wholesalers (ATF¹⁴, Roberts¹⁵ and Channel Island Fuels (CIFL)¹⁶) all being active in the retail market (i.e. they are also vertically integrated). The Parties anticipate this continuing over the coming years with smaller independent operators looking to exit the market with fuel distributors/ larger retailers possibly entering into agreements to support this exit process.

6.7 FSCI currently operates three CLCO models at Rubis Red Houses, Rubis First Tower and Rubis Sion. Following the Proposed Transaction, the Target would be the fourth CLCO/COCO operated by FSCI.

Wholesale road fuel market for Jersey

6.8 Based on its assessment of the market and data from Statistics Jersey¹⁷, the Parties submit that FSCI has a [30-40%] share¹⁸ of Jersey's wholesale road fuel market and note that this remains unchanged following the Proposed Transaction as FSCI is currently the fuel supplier for the Target:

Wholesale suppliers	Pre and post transaction market shares (%)
ATF	[10-20%]
CIFL	[20-30%]
FSCI	[30-40%]
Roberts	[20-30%]
Total	100%

6.9 On the basis the Proposed Transaction would not result in a change in FSCI's market share, the Parties are of the view that the Proposed Transaction would not give rise to any changes in the

¹⁴ [Home - ATF Jersey](#)

¹⁵ [Roberts Garages | Homepage](#)

¹⁶ [Channel Island Fuels Ltd](#)

¹⁷ [Statistics Jersey Energy Trends 2023](#)

¹⁸ Based on fuel volumes supplied through retail forecourts to the public. Data from [Statistics Jersey Energy Trends 2023](#) and [2011 Road Fuels Market Study](#).

competitive landscape in the wholesale market. Further, with reference to the 2022 Decision, the Parties submit there will be no incentive for vertical foreclosure.

6.10 Regarding barriers to entry, the Parties note a company with experience in the industry would face minimal barriers to import fuel and no barriers to entry at La Collette.

Retail road fuel market in Jersey – Market Shares and Market Structure

6.11 The Parties submit estimated market shares based on its assessment of the retail market road fuel market and data from Statistics Jersey¹⁹. It is noted that the overall FSCI supplied share of Jersey's road fuel market does not increase (as it was previously the wholesale provider to forecourts), but the retail road fuel market in Jersey does change, with FSCI adding a fourth site to its CLCO/COCO model:

Wholesale suppliers (retail share)	Pre-transaction shares	Post-transaction shares
FSCI CLCO/COCO	[10-20%]	[10-20%]
FSCI Supplied	[20-30%]	[20-30%]
FSCI total (CLCO/COCO + Supplied)	[30-40%]	[30-40%]
CIFL	[20-30%]	[20-30%]
PDJ	[20-30%]	[20-30%]
ATF	[10-20%]	[10-20%]
Total	101%*	101%*

* Note the table does not add up to 100% due to rounding.

6.12 The Parties submit that the Target has a share of the retail road fuel market in Jersey of approximately [0-5%]. This has been estimated based on fuel volumes sold at the Target and those sold across the Jersey. The Parties note that the volumes supplied and sold by the Target have been consistent over the past three years and so are not expected to change significantly in the next three years.

6.13 The Parties note that, since 2014, vertical integration has increased in Jersey's retail road fuel market. At present, 12 of Jersey's fuel forecourts are vertically integrated whilst 13 remain independent. Following the Proposed Transaction, 13 of Jersey's fuel forecourts are vertically integrated whilst 12 remain independent:

¹⁹ Based on fuel volumes supplied through retail forecourts to the public. Data from [Statistics Jersey Energy Trends 2023](#) and [2011 Road Fuels Market Study](#).

Owner	Pre-transaction forecourts	Post-transaction forecourts
ATF	3	3
CIFL	2	2
Roberts	4	4
FSCI	3	4
Independent	13	12
Total ²⁰	25	25

Retail road fuel market in Jersey – local area

6.14 Following the Proposed Transaction, the Target will continue to operate as a fuel forecourt. Therefore, the Parties submit there would be no less fuel offering for retail consumers in the area local to the Target. Additionally, the Parties have identified six other forecourts (St John's M&S, St Peter Co-op, St Peter M&S, St Ouen Motorworks, Roberts West and Falles Airport) which they consider to be in the nearby vicinity and so provide an alternative to the Target – see Figure 1 above.

Retail road fuel market in Jersey – Island-wide

6.15 The Parties submit that there are a wide range of forecourts across Jersey and so submit that the retail road fuel market is highly competitive. The Parties note, in addition to location, a number factors influence consumer choice of forecourt. Factors include whether it fits in a common travel route, attachment to other businesses, service level, product quality, product availability, price of fuel and loyalty schemes. This illustrates the Parties view that forecourts compete on a variety of factors, not only on location or fuel prices.

Retail road fuel market – barriers to entry

6.16 Considering barriers to entry, the Parties explain that new entrants to the retail road fuel market would face barriers acquiring planning permission and land. Further, the Parties note that only existing forecourts have been developed recently and significant capital expense is required to build a new forecourt. The Parties note that given the drive to reduce fossil fuel use, in line with Jersey's Carbon Neutral Roadmap, they see it as unlikely that new forecourts will be established in the Channel Islands.

7. Authority consideration

7.1 Consistent with the 2022 Decision, the Authority has assessed two theories of harm:

- Unilateral horizontal effects in the retail supply of road fuel in Jersey and locally²¹; and

²⁰ The full list of Jersey fuel forecourts and current prices can be found at: <https://prices.je/dl/17171d>

- Vertical effects in the wholesale supply of road fuel in Jersey.

Unilateral horizontal effects

Retail road fuel market in Jersey – Island-wide

7.2 As shown above the Proposed Transaction would result in FSCI acquiring its fourth CLCO site which would increase its share of the retail supply of road fuel by [0-5%], from [redacted] to [redacted] following the Proposed Transaction.

7.3 European Guidelines provide that where the combined market share of the merging undertakings does not exceed 25%, the concentration may be presumed not to lead to a significant lessening of competition. Consistent with this, given the small increase in retail market share, of approximately [0-5%], it is not expected that FSCI would gain the ability to increase prices unilaterally at an Island-wide level.

7.4 Supporting this, the Authority notes there are a large number of alternative forecourts (>20), offered or supplied by different providers across Jersey.²² Additionally, the Government's 2022 Review into Fuel Prices found there were significant price differences between fuel forecourts which would provide consumers with a lower cost alternatives should FSCI seek to raise its retail prices.

Retail road fuel market in Jersey – local area

7.5 The Authority notes the six 'alternatives' available to consumers, should they no longer wish to purchase fuel from the Target (for whatever reason). The Authority considers that, whilst these 'alternatives' are all within a 6-10 minutes' drive from one another, they are unlikely to be genuine alternatives unless an individual's planned journey goes past one of them. For example, the Government's 2022 Review into Fuel Prices²³ found that many people in Jersey drive to work and that 75% of those who lived in rural parishes (excludes all parishes except St Helier, St Saviour and St Clement), and worked in St Helier, travelled to work by car. Taking this into account, the Authority considers that genuine alternatives may be forecourts on an individual's ordinary route to work rather than those forecourts in the vicinity of the Target. In either event, the Authority considers there would remain sufficient alternatives for consumers.

Conclusion on unilateral effects

7.6 Following the Proposed Transaction, road fuel for retail consumers would continue to be offered by the Target. Further, there are at least 20 fuel forecourts offered by different retailers,

²¹ Note, unilateral horizontal effects are not considered for the wholesale road fuel market as the market remains the same after the Proposed Transaction.

²² The full list of Jersey fuel forecourts and current prices can be found at: <https://prices.je/dl/17171d>

²³ [2022 Government Review of Fuel Prices](#)

providing consumers with alternatives across the island. Noting this and the minimal increase in share of the retail road fuel market, the Authority does not consider the Proposed Transaction would give rise to a realistic prospect of a significant lessening of competition in the island-wide or local market for the retail sale of road fuel.

Vertical effects

7.7 Vertical effects arise when the merging party acts downstream or upstream of the other party.

For instance, a supplier (in this case, FSCI) of a client (in this case, the Target) merge. These types of mergers can lead to a substantial lessening of competition by substantially weakening the ability of rival firms, in either the upstream or downstream market, to compete. The Authority's approach to assessing these types of theory of harms is typically to assess: (i) the ability of the merged entity to foreclose competitors, (ii) the incentive of it to do so, and (iii) the overall effect of the strategy on competition.

7.8 The Proposed Transaction would see the Target become a COCO site. This means there will be customer foreclosure by default, as going forwards the Target would only be buying its fuel from FSCI. However, the Target has a small share of supply [0-5%] and, as noted above, this increase will have an immaterial impact on competition.

7.9 Notwithstanding this, the Authority has considered vertical effects of competition in the wholesale market. Vertical effects, known as foreclosure, could occur in the following ways:

- Customer foreclosure would arise if FSCI was able to prevent other fuel wholesalers from contracting with the forecourts it would be supplying.
- Input foreclosure may arise if FSCI were to refuse to supply rival forecourts.
- Input foreclosure could arise if FSCI were to charge rival forecourts excessive prices.

7.10 The Authority notes that FSCI competes with three other fuel wholesalers to 'win' contracts to supply the independent forecourts. The Terms are then negotiated and agreed for a set period. The privately owned independent forecourts may proceed negotiations with any one of the four wholesalers at the end of the contract term. FSCI would have no control over these negotiations and would need to compete with its rival wholesalers for the supply contract(s).

7.11 The open negotiations and the existence of the supply contracts are a constraint on FSCI. At the expiry of a supply contract, FSCI could not prevent other wholesalers from contracting the forecourts it supplies and therefore customer foreclosure does not arise. Similarly, where FSCI is contracted to supply the forecourts that it does not own, it must honour those contracts through supplying fuel. Failure to supply rival forecourts may therefore results in a breach and/or termination of contract.

7.12 The Proposed Transaction is therefore not considered to give rise to any vertical effects nor, for the reasons set out above, exacerbate any existing vertical effects.

Authority conclusion

7.13 For the reasons set out above, the Authority has concluded that:

- There will not be unilateral horizontal effects in the retail supply of road fuel at a Island-wide and local level; and
- There will not be vertical effects in the wholesale supply of road fuel to petrol stations in Jersey.

8. Decision

8.1 On this basis, the Authority concludes that the Proposed Transaction will not substantially lessen competition in Jersey or any part of Jersey; and are therefore approved under Article 22(1) of the Law.

09 JUNE 2025

By Order of the Jersey Competition Regulatory Authority