# Competition Law in the United Kingdom: Overview

**by Timothy McIver and Anne-Mette Heemsoth, Debevoise & Plimpton LLP**

Country Q&A | Law stated as at 01-Mar-2026 | United Kingdom

A Q&A guide to competition law in the United Kingdom.

The Q&A provides a high-level overview of the antitrust and competition law rules for restraints of trade and dominance, merger control and the legal approach to joint ventures.

The section on restraints of trade and dominance covers the regulatory framework applicable to horizontal and vertical restraints, monopolistic behaviour and abuses of dominance; the regulatory authorities; exemptions and exclusions; penalties; third-party claims; and appeals.

The section on merger control covers the relevant rules for acquisitions; notification requirements; the timelines and rules regarding publicity and confidentiality; the substantive test; remedies, penalties; third-party claims; and appeals.

## Regulatory Framework

1. What is the competition law framework?

Restrictive agreements and practices are regulated by *Chapter I* of the Competition Act 1998 (Competition Act), the UK equivalent of Article 101 of the *Treaty on the Functioning of the European Union* (TFEU). See *Question 3*.

Monopolies and abuses of market power are regulated by the *Chapter II* prohibition in the Competition Act, the UK equivalent of Article 102 of the TFEU. See *Question 4*.

UK merger control is governed by Part 3 of the Enterprise Act 2002, as amended by the Enterprise and Regulatory Reform Act 2013 (ERRA). The ERRA came into force on 1 April 2014. Following ERRA, Part 6 of the Enterprise Act 2002 also provides for a criminal (cartel) offence for individuals involved in the most serious forms of anti-competitive activity, namely price-fixing, limitation of production, market-sharing, and bid-rigging. The *Digital Markets, Competition and Consumers Act 2024* (DMCC Act) came into force on 1 January 2025 (see *Question 13*).

## Regulatory Authority

© 2026 Thomson Reuters. All rights reserved.

2. Which authority or authorities regulate competition?

The *Competition and Markets Authority* (CMA) regulates competition in the UK. The CMA can investigate potential breaches of competition law, conduct market investigations, pursue enforcement actions, impose fines (or other sanctions) and review mergers.

Eight of the UK's sectoral regulators, including the *Office of Communications* (Ofcom), the *Gas and Electricity Markets Authority* (Ofgem) and the *Financial Conduct Authority* (FCA), have concurrent powers to investigate alleged competition-related breaches in their sector. With the CMA, they form the UK Competition Network.

## Restrictive Agreements and Practices

3. What is the basic legal framework governing restrictive agreements and practices?

Restrictive agreements and practices are regulated by Chapter I of the Competition Act, which prohibits undertakings (businesses) from entering into agreements, decisions by associations or concerted practices that may appreciably prevent, restrict or distort competition within the UK, in particular agreements that:

- Fix prices.
- Limit or control production, markets, technical development or investment.
- Share markets or sources of supply.
- Unfairly discriminate.
- Make contracts conditional on unconnected additional obligations.

It is also a criminal offence for individuals to engage in hard-core cartel activity under the Enterprise Act.

The DMCC Act further extends the application of the Chapter I prohibition under the Competition Act to agreements implemented outside of the UK where there is, or is likely to be, a direct, substantial, and foreseeable effect within the UK.

© 2026 Thomson Reuters. All rights reserved.

Monopolies and Abuses of Dominance

4. Are there specific rules that apply to monopolistic or dominant companies?

Monopolies and abuses of market power that may affect trade within (part of) the UK are regulated by the Chapter II prohibition in the Competition Act. The CMA also offers guidance on how it will use its powers when assessing the conduct of dominant undertakings in *Abuse of a dominant position (OFT402)*.

5. How is dominance/monopoly power determined?

The test for dominance is similar to that under EU law and is a question of market power. A dominant position arises if an undertaking has a position of economic strength that enables it to prevent effective competition being maintained on the relevant market by giving it the power to behave to an appreciable extent independently of its competitors, customers and ultimately of its consumers (*United Brands v Commission (Case C-27/76) [1978] ECR 207*).

Whether an undertaking is dominant is assessed by reference to various factors, including:

- Market structure and the competitive constraint exerted by existing competitors.
- Market share (an undertaking with a market share persistently above 50% is presumed dominant, but unlikely to be individually dominant with a share below 40%).
- Barriers to entry and expansion.
- The degree of countervailing buyer power.

6. Are there any recognised categories of behavior that may constitute abusive conduct?

Generally, it is possible to distinguish between two main categories of abuse:

© 2026 Thomson Reuters. All rights reserved.

- Exploitative abuses, where the dominant undertaking uses its position to exploit its customers or suppliers (for example, by charging excessively high prices).
- Exclusionary abuses designed to remove or weaken actual or potential competition.

Chapter II of the Competition Act provides that conduct that may constitute an abuse of dominance includes:

- Directly or indirectly imposing unfair purchase or selling prices or other unfair trading conditions.
- Limiting production, markets or technical development to the prejudice of consumers.
- Applying dissimilar conditions to equivalent transactions with other trading parties, thereby placing them at a competitive disadvantage.
- Making the conclusion of contracts subject to acceptance by the other parties of supplementary obligations that, by their nature or according to commercial usage, have no connection with the subject of the contracts.

## Exemptions and Exclusions

7. Are there any exemptions from the competition laws? If so, what are the criteria for individual exemption or block exemptions?

An agreement that is not excluded (see *Question 9*) can benefit from an individual exemption where all of the following criteria are met:

- It promotes technical or economic progress or improves production or distribution.
- Consumers enjoy a fair share of the resulting benefit.
- The restrictive elements are indispensable to the aim pursued.
- It does not give the parties the opportunity to substantially eliminate competition.

(Section 9, Competition Act.)

© 2026 Thomson Reuters. All rights reserved.

Additionally, an agreement will benefit from parallel exemption from the Chapter I prohibition if it falls within the scope of one of the EU block exemptions which were retained in UK law at the end of the Brexit transition period on 31 December 2020 (*European Union (Withdrawal Agreement) Act 2020 (Withdrawal Act)*; *Competition (Amendment etc.) (EU Exit) Regulations 2019*; SI 1993 No. 93 (Competition SI)). The retained exemptions include the EU block exemptions on vertical agreements, horizontal co-operation, technology transfer agreements and rail, road and inland waterways transport.

The relevant Secretary of State can also make UK block exemptions for certain categories of agreements. The only block exemption currently made under the Competition Act relates to public transport ticketing schemes.

Some of the originally retained exemptions have since expired and been replaced:

- Vertical Agreements Block Exemption Order (VABEO) entered into force on 1 June 2022.
- Research and Development Agreements Block Exemption Order came into force on 1 January 2023.
- Specialisation Agreements Block Exemption Order came into force on 1 January 2023.
- Motor Vehicle Agreements Block Exemption Order came into force on 1 June 2023.

The block exemption for *liner shipping consortia agreements* was originally retained but expired in April 2024 and was not renewed by the CMA.

In October 2023, CMA published its *Guidance on Environmental Sustainability Agreements*. In August 2023, the CMA also published its latest *Guidance on Horizontal Agreements*.

In addition to the above, Schedule 3 to the Competition Act exempts various categories of agreement from the domestic competition rules (for example, those relating to coal and steel products, and to agricultural products).

8. Is it possible to obtain guidance from the authority as to whether an agreement or practice is likely to restrict competition?

The CMA does not generally offer the possibility to obtain informal guidance, save in certain specific contexts, such as set out in the Guidance on Environmental Sustainability Agreements or during COVID-19.

9. Is any conduct excluded from the scope of the competition laws?

© 2026 Thomson Reuters. All rights reserved. 

## Exclusions

Certain agreements are automatically excluded from Chapter I including transactions subject to UK merger control and agreements that are subject to competition scrutiny under the *Broadcasting Act 1990* or *Communications Act 2003*.

Agreements with *de minimis* (non-appreciable) effects are not subject to Chapter I. When defining these, the CMA takes into consideration the approach of the European Commission (EC) as set out in the *Notice on Agreements of Minor Importance (OFT401).*

"Small agreements" between undertakings whose combined group turnover does not exceed GBP20 million have limited immunity from fines. However, they may still face CMA investigation or civil action by third parties.

The Competition Act sets out a number of specific exclusions from the Chapter I and Chapter II prohibitions for certain categories of conduct:

- Conduct within the merger provisions of the Enterprise Act or that would be subject to *Regulation (EC) 139/2004 on the control of concentrations between undertakings* (Merger Regulation).
- Services of general economic interest.
- Conduct engaged in to comply with a legal requirement.
- Necessary to avoid conflict with international obligations.
- Necessary for compelling reasons of public policy.

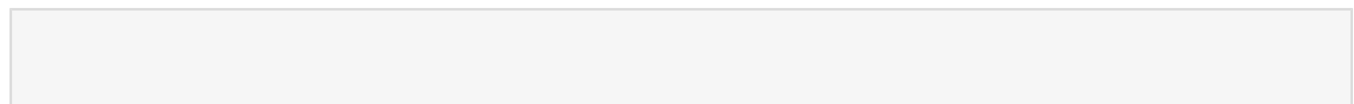
The Competition Act provides limited immunity from fines for conduct of minor significance where the undertaking's annual turnover does not exceed GBP50 million. However, this does not protect the undertaking from damages actions brought by third parties.

## Statutes of Limitation

There is no formal limitation period for CMA action under the Competition Act.

Since the *Consumer Rights Act 2015*, the limitation period for private claims to be brought before the *Competition Appeal Tribunal* (CAT) is six years from the date of the cause of action. If the cause of action arose before 1 October 2015, however, then the old CAT limitation rules continue to apply and the period remains two years.

## Penalties



© 2026 Thomson Reuters. All rights reserved.

10. What penalties or sanctions are available for breaching the competition laws?

## Orders

The CMA can impose such directions as it considers appropriate to end the infringement. These may require the modification or termination of the infringing agreement or practice. Where the CMA considers it necessary to act urgently, either to prevent "significant damage" to a person or to protect the public interest, it can require a business to comply with temporary directions (interim measures) pending the outcome of the investigation.

While this can be pre-emptive rather than punitive, the DMCC Act introduced the possibility for pro-competitive intervention in the form of conduct requirements and behavioural or structural remedies for digital companies to remedy, mitigate or prevent competition issues.

## Fines and Monetary Remedies

The CMA can impose an administrative fine of up to 10% of the worldwide turnover of the offending undertaking in the year preceding the infringement for breaches of Chapter I or Chapter II (or both) of the Competition Act.

## Personal Liability

Disqualification of directors. The CMA and certain sectoral regulators have the power to apply to the High Court for a Competition Disqualification Order (CDO), disqualifying a director from being involved in the management of a company for up to 15 years. Under the *Company Directors Disqualification Act 1986*, the court must award a CDO if it is satisfied that both:

- There has been a breach of UK competition law (involving a company of which the individual was a director), or if the conduct occurred before 1 January 2021, a breach of EU or UK competition law.
- The director's behaviour in connection with that breach makes him unfit to be concerned in the management of a company.

Alternatively, the CMA may accept competition disqualification undertakings (CDUs) from a director, instead of continuing with an application for a CDO. A director can offer to give a CDU at any time during an investigation or during court proceedings. CDUs have the same effect as CDOs but are likely to lead to a shorter period of disqualification.

As of May 2025, 29 directors had been disqualified for their involvement in illegal anti-competitive practices, all but one by way of CDUs offered by the individuals concerned. While disqualifications between two to five years are more common, in the concrete drainage case, two directors were disqualified for 11 and 12 years (the longest period for disqualification to date). In July 2020, the High Court provided the first judicial guidance on a CMA application for a CDO against a separate individual (*CMA v Michael Christopher Martin [2020] EWHC 1751 (Ch)*). The DMCC Act also expanded the CMA's powers to seek the disqualification of directors for breaches of consumer protection law (rather than only for breaches of competition law). The CMA launched its first consumer enforcement actions under the DMCC Act against eight companies in November 2025 for practices including drip pricing and pressure selling.

© 2026 Thomson Reuters. All rights reserved.

Cartel offence. Although director disqualification has been the focus of the CMA's recent enforcement activities, individuals can also face penalties under the cartel offence in the Enterprise Act. Individuals convicted of the cartel offence are liable to a maximum of five years of imprisonment and/or an unlimited fine.

However, to date, there have been only four prosecutions for the cartel offence despite a number of criminal investigations. The relevant cases are:

- *Marine Hose*.
- *Air Passenger Fuel Surcharges*.
- *Galvanised Steel Tanks.*
- *Concrete Drainage Products.*

## Immunity/Leniency

Parties to a restrictive agreement can escape up to 100% of administrative fines, and individuals who have committed the cartel offence can escape imprisonment, by blowing the whistle on unlawful arrangements. To benefit from immunity an applicant must meet the following conditions:

- Be the first cartel participant to inform the authorities of the arrangement.
- Accept participation in a cartel activity.
- Provide the CMA with all non-legally privileged information available to it.
- Maintain continuous and complete co-operation throughout the investigation and until the conclusion of any criminal proceedings and appeals arising as a result.
- Stop all further participation in cartel activity.
- Not have taken steps to coerce another undertaking to take part in the cartel activity.

If some but not all of these criteria are met, smaller reductions in administrative fines (of up to 50%) may be available. Co-operating individuals are likely to avoid director disqualification.

The *CMA's guidance on leniency* was updated on 28 October 2025. The updated guidance introduces key changes to sharpen the distinction between the types of leniency applicants by:

- Delaying the requirement for leniency applicants to admit their participation in cartel activity until them signing a leniency agreement.

© 2026 Thomson Reuters. All rights reserved. 

- Expanding the definition of cartel activity to include conduct such as no-poach agreements and algorithmic collusion.

Small agreements (that is, agreements that do not fix prices between undertakings with a combined annual turnover that does not exceed GBP20 million) that infringe Chapter I have limited immunity from fines.

See also *Cartel Leniency Quick Compare Chart: United Kingdom*.

To compare jurisdictions, see the *Cartel Leniency Quick Compare Chart*.

## Impact on Agreements

Offending provisions of an agreement are void and unenforceable. If, under contract law, they are not severable from the agreement, the whole agreement is void. The CMA can also order modification or termination of an infringing agreement (see above, *Orders*).

## Third Party Damages Claims

11. Can third parties claim damages for losses suffered as a result of a prohibited restrictive agreement or abuse of dominance? Are collective/class actions possible?

## Follow-on/Standalone Actions

A third party that can show that it has, or is likely to, suffer loss as a result of a prohibited restrictive agreement or practice can bring a civil action for damages and other civil remedies (for example, injunctions). The action can be subsequent to or independent of any CMA investigation.

If the CMA makes a decision that Chapter I of the Competition Act was infringed and this decision is no longer subject to appeal, third parties can also bring a follow-on action for damages before the CAT or the High Court without further need to prove an infringement.

Under the Consumer Rights Act 2015, third parties can now also bring full standalone actions for a finding of infringement and the award of damages in the CAT, whereas it was previously possible only to bring follow-on actions in the CAT.

See also *Practice Note, Private Antitrust Litigation in the UK and the US: Comparison and Strategic Considerations.*

## Procedures or Rules

Third parties can bring actions for damages and other civil redress before the CAT as well as in the High Court, and the limitation period for both is the same (six years) (see also *Question 9, Statutes of Limitation*).

© 2026 Thomson Reuters. All rights reserved.

Decisions by the CMA that can no longer be appealed are binding on both the CAT and the High Court. EC decisions reached before 31 December 2020, as well as decisions in respect of cases over which the EC continues to have competence, can still form the basis of follow-on damages claims in the UK courts after 31 December 2020 (including cases that have not exhausted the appeals process). However, claimants are no longer able to rely on an EC infringement decision or an infringement decision by an EU national competition authority in respect of a case initiated after 31 December 2020 as a binding finding of an infringement for the purposes of bringing a follow-on damages claim in the UK.

Finally, a "fast-track procedure" is available to individuals and SMEs seeking redress for anti-competitive harm, which is a faster and cheaper way than was previously possible.

## Class/Collective Actions

Under the Consumer Rights Act 2015, several possibilities are available for consumers to seek collective redress for anti-competitive behaviour. The legislation:

- Provides for opt-out and opt-in collective proceedings (previously, all proceedings were opt-in only).
- Allows the CAT to make collective settlement orders where a collective proceedings order has been made in relation to opt-out collective proceedings.
- Allows the CMA to approve voluntary redress schemes.
- Sets out that the CAT (like other courts) is bound by findings of fact by the CMA, unless the CAT directs otherwise.

As at January 2026, 70 collective proceedings had been filed or announced before the CAT, of which 23 had been certified by way of a Collective Proceedings Order. Ten cases have been concluded (either by way of full trial or settlement). On 17 October 2025, the CAT also dismissed a long-running case, *Justin Gutmann v First MTR [2025] CAT 64*, in a victory for defendants in class action lawsuits.

A number of others, such as *Mobility Scooters* have been discontinued or appealed. The CAT delivered its first substantive merits judgment in a standalone collective claim to reach full trial in December 2024 in *Justin Le Patourel v BT Group Plc and British Telecommunications Plc, CAT 76*, which found in favour of BT. The Court of Appeal refused permission to appeal on 1 August 2025.

The CAT gave its first damages award on 23 October 2025 against Apple on behalf of 36 million Apple users related to allegations of exclusive dealing and tying in the App Store (*Dr. Rachael Kent v Apple Distribution International Ltd [2025] CAT 67*).

In addition, it is still possible to bring follow-on claims for multiple parties in the High Court:

- Part 19 of the *Civil Procedure Rules* (CPR) makes certain provisions for bringing, or joint management, of representative actions, which might be considered a form of class action. The attempt to establish a representative claim in the air cargo litigation in *Emerald Supplies* (see above) failed. However, the principle has since been affirmed by the Supreme Court in its judgment in *Lloyd v Google [2021] UKSC 50*, which established that CPR 19.8 allows a representative action to be brought on an opt-out basis on behalf of all those with the "same interest" in the claim (at the court's discretion).

© 2026 Thomson Reuters. All rights reserved. 

- Part 19 of the CPR also provides the court with the power to make a group litigation order, which allows for the collective management by the court of a number of separate cases that give rise to common or related issues of fact or law.

## Appeals

12.Is there a right of appeal against any decision of the authority? Are rights of appeal available to third parties, or only to the parties to the agreement or practice?

### Rights of Appeal and Procedure

The recipients of an appealable decision and any third parties with sufficient interest can apply to the CAT for review. Appealable decisions are defined in sections 46 and 47 of the Competition Act. For parties to an agreement in respect of which the CMA has made a decision, or parties in respect of whose conduct the CMA has made a decision, the type of appealable decisions are set out in section 46(3). These include decisions as to the infringement of the Chapter I and Chapter II prohibitions, the imposition of a penalty or the amount of any penalty.

Third parties can appeal a reduced list of decisions as set out in section 47(1).

An appeal can be on points of law or fact. Making an appeal automatically suspends the obligation to pay fines but not the decision itself. However, the CAT can order suspension of a decision, pending the hearing. The CAT's powers include:

- Confirming or setting aside the decision.
- Sending the case back to the CMA or sectoral regulator for further investigation.
- Confirming or amending the amount of a financial penalty.
- Adopting interim measures.
- Giving directions, for example, bringing to an end an abuse of dominance.

There is also the possibility of bringing a claim in the High Court for judicial review.

The exception to the above are appeals against interim measures imposed by the CMA under the DMCC Act. Any such interim measures (for example, temporary remedies imposed during an ongoing investigation) can only be appealed under the higher judicial review standard.

© 2026 Thomson Reuters. All rights reserved.

### Third Party Rights of Appeal

A third party with sufficient interest in the proceedings has the same rights of appeal to the CAT as a party (see above, *Rights of Appeal and Procedure*).

Merger Control

13. What merger control rules apply to mergers and acquisitions in your jurisdiction?

### Regulatory Framework

UK merger control is governed by the Enterprise Act, as amended by the ERRA.

The DMCC Act came into force on 1 January 2025 and further enhances the CMA's investigation and enforcement powers. It amends various aspects of the UK's competition framework including by introducing alternative merger control thresholds to capture "killer acquisitions" and a "Strategic Market Status" (SMS) designation for large digital market businesses. In October 2025, the CMA made its first SMS designations, designating Google in respect of search and search advertising systems and both Google and Apple in respect of mobile platform activities (including operating systems, app stores, browsers and browser engines on mobile devices). The SMS designations will remain in effect until 2030.

### Guidance Documents

Procedure. The CMA published its most-recently revised *Mergers: Guidance on the CMA's jurisdiction and procedure* (CMA2) in December 2025. CMA2 provides general information and advice on the procedures used by the CMA in operating the UK merger control regime. CMA2 and CMA56 (which sets out the operation of the CMA's *Merger Intelligence function*) have been updated regularly including to account for the UK's departure from the EU, the implementation of the National Security and Investment Act 2021 (NSI Act) and recent decisional practice and approach. CMA2 was revised in December 2024 to take into account changes introduced by the DMCC Act and was further revised on 28 October 2025 and 19 December 2025.

In March 2025, the CMA published its *Mergers Charter* which:

- Established a four-principle framework for merger reviews (Pace, Predictability, Proportionality and Process).
- Committed to reduced deadlines for both pre-notification reviews (65 working-day target) and straightforward clearances (25 working-day target). See *Question 16, Fast-track Procedure.*

In January 2026 the CMA announced a regulatory review aiming to tighten merger control jurisdictional tests (including the share of supply and material influence tests) through amending the criteria the CMA can examine when assessing share of supply as well as introducing a closed list of factors which can be taken into account when assessing material influence. The review will also look to reassess its Phase 2 decision-making structure.

© 2026 Thomson Reuters. All rights reserved. 

CMA2 should be read alongside:

- *Administrative Penalties: Statement of policy on the CMA's approach* (CMA4).
- *Transparency and disclosure: Statement of the CMA's policy and approach* (CMA6).
- The documents listed in Annex B of CMA2, which have been adopted by the CMA Board.

Substantive assessment. The *2021 Merger Assessment Guidelines* (CMA129) set out the CMA's approach to analysing mergers and the standard of proof applied when referring a case for an in-depth Phase 2 investigation. CMA129 reflects developments in practice and case law, in particular in relation to the digital sector.

14. What are the relevant jurisdictional triggering events?

A relevant merger situation arises when the following criteria are met:

- Two or more enterprises cease to be distinct, or will cease to be distinct, as a result of being brought under common ownership or control. The Enterprise Act distinguishes three levels of interest that amount to control (including moving from one level to another):
  - material influence (ability materially to influence commercial policy, irrespective of shareholding);
  - de facto control (control of commercial policy); and
  - a controlling interest (*de jure* or legal control).
- Any one of the applicable jurisdictional thresholds is met:
  - turnover test. This is based on the UK turnover of the enterprise being acquired;
  - share of supply test. This is based on both parties having a combined share of supply of 25% or more in the UK (or a substantial part of the UK) and the additional requirement, introduced by the DMCC Act, of at least one party exceeding a certain UK turnover threshold (below which a new safe harbour exempts the transaction from CMA jurisdiction entirely);
  - hybrid test. This is based on one of the parties to the transaction having a share of supply of at least 33% in the UK (or a substantial share of the UK), along with meeting a certain turnover threshold, and the other party having a UK nexus. This test was introduced by the DMCC Act to deal with "killer acquisitions."

© 2026 Thomson Reuters. All rights reserved. 

For more precise details of turnover thresholds and tests, see *Practice Note: UK merger control: Relevant merger situation*.

The DMCC Act introduced a mandatory notification requirement for firms engaged in digital activities that have been designated by the CMA as having strategic market status (SMS); see the *2025 Guidance on the merger reporting requirements for SMS firms (CMA195)*. In accordance with these rules, these firms will be subject to mandatory notification when the following cumulative thresholds are met:

- The transaction involves an acquisition or increase in shareholding or voting rights of 15%, 25% or 50% (qualifying status). Furthermore, successive transactions between the same parties may trigger the duty to report more than once (for example, a party increasing its voting rights from 15% to 25% or more).
- The target is UK-connected (that is, carries on activities in the UK or supplies goods or services to a person or persons in the UK or, in the case of a joint venture, is expected to do so).
- The consideration for the transaction meets a certain threshold (presently GBP25 million).

It should further be noted that the UK sectoral regulators may apply different thresholds.

For details of the latest jurisdictional thresholds see Quick Compare, *Merger Control: United Kingdom*.

To compare jurisdictions, see Quick Compare, *Merger Control*.

For details of the latest thresholds from the UK competition authority, see page 14 of the CMA2: *https://assets.publishing.service.gov.uk/media/6970f2c7011505255b2d430d/mergers_guidance_cma_jurisdiction_procedure_1.pdf*

The CMA has discretion not to refer a merger when certain criteria are met (see *Question 16*).

## Notification

15. What are the notification requirements for mergers? Are they mandatory or voluntary?

Either party can notify. However, it is customary for the acquiring party to do so.

Notification is made to the CMA (Mergers Unit).

Notification is made by completing a prescribed merger notice, either in the format of the template or in a format of the parties' choosing, though this should contain all information requested in the template. The *relevant templates* are available online.

Subject to the one exception for digital firms discussed below, merger control notification is voluntary in the UK (that is, there is no positive requirement to notify the CMA). However, if a transaction meets the jurisdictional thresholds and the parties

© 2026 Thomson Reuters. All rights reserved.

do not notify, the CMA can open an investigation on its own initiative where it considers there is a reasonable chance that an investigation will identify a relevant merger situation that gives rise to a realistic prospect of a substantial lessening of competition. This can be triggered by its own "mergers intelligence" function or because of a complaint (see also the latest guidance in CMA56 and CMA2).

The decision not to notify the CMA in cases where a transaction raises substantive competition issues carries particular risks. The CMA will normally make an interim enforcement order, which prevents any action (for example, integrating the merging businesses) that may prejudice the reference to a Phase 2 investigation or impede its investigation. This will remain in force until the transaction is cleared or remedial action is taken. If the CMA has reasonable grounds to believe that the parties to a completed merger are integrating their businesses, it can require that this integration is unwound.

Following a Phase 2 investigation, the CMA may also require the disposal of the acquired businesses or assets. Any such forced sale is more likely to be at a discount to market value or on otherwise unfavourable terms.

The DMCC introduced a mandatory notification requirement for firms engaged in digital activities that have been designated as having SMS by the CMA (see *Question 14*).

## Procedure and Timetable

16. What are the procedures and timetable?

### Phase 1: Initial Examination by the CMA

Pre-notification discussions (for voluntary notification). If the parties intend to formally notify a merger to the CMA, they should first submit a request for a case team to be allocated. The CMA encourages parties to contact it at an early opportunity to start the pre-notification process during which the CMA will liaise with them regarding the nature and scope of the information required.

Voluntary notification (Merger Notice). Businesses can formally notify a merger to the CMA by completing a Merger Notice using the *online form*.

Own-initiative investigation. The CMA conducts an own-initiative investigation if it believes there is a reasonable chance that the test for a reference to an in-depth Phase 2 investigation will be met. In these cases, it will either:

- Provide the parties with the option to notify.
- Send the merger parties an enquiry letter to which they must respond with the requested information.

Once the CMA has sufficient information, it informs the parties and confirms the statutory deadline for its Phase 1 investigation.

Phase 1 assessment. The statutory assessment period is 40 working days:

© 2026 Thomson Reuters. All rights reserved. 

- Working day 1. The investigation period begins on the first working day after the CMA confirms to the merger parties that it received a complete Merger Notice or that it has sufficient information (for an own-initiative investigation).

  The CMA then:

  - engages in information gathering and invites views from interested third parties;
  - may also directly contact third parties; and
  - carries out a substantive examination of the proposed transaction taking into account the information gathered from publicly available sources, third parties and the merger parties.

- Working days 10 to 20. The CMA holds "state of play" discussions with the parties (usually over videoconference).
- By working day 25. An issues meeting is held in cases raising more complex or material competition issues. The CMA sends an issues letter in advance of the meeting.
- By working day 25. The CMA expects to clear cases with no serious competition concerns.
- By working day 40. For cases raising more complex or material competition issues, the CMA issues a decision on whether its duty to refer the case to Phase 2 is satisfied.

Phase 1 decision. The CMA makes one of the following decisions at the end of Phase 1:

- Unconditional clearance.
- Clearance subject to legally binding undertakings (see *Question 19*).
- Reference for a Phase 2 investigation (see below, *Phase 2: Full Investigation by the CMA*).

The CMA must refer a transaction if it believes that it is, or may be the case that, the transaction has resulted, or may be expected to result, in a substantial lessening of competition (SLC) on the market or markets concerning the UK (see *Question 18*). In practice, if the CMA believes the likelihood is notable, but below 50%, it has a wide margin of appreciation in exercising its judgment about whether to refer.

The CMA also has a broad degree of freedom in its interpretation of evidence. This is demonstrated most in younger and/or fast-moving markets where, given the limitations on the availability of evidence, the CMA has stated that it may place particular weight on the following:

- Internal documents.
- The expected number of competitors after the merger.

© 2026 Thomson Reuters. All rights reserved. 

- Similarities between the characteristics of the products or services that are under development.
- The views and expansion plans of market participants.

The CMA has discretion not to refer a merger if any of the following applies:

- For anticipated mergers, the arrangements are not sufficiently far advanced, or likely to proceed, to merit a Phase 2 investigation.
- The market concerned is generally considered of insufficient importance to merit a Phase 2 investigation (the *de minimis* exception), where it has a UK value of less than GBP30 million. This has been increased from the previous GBP15 million. The relevant thresholds may be found in CMA64 at: *www.gov.uk/government/publications/mergers-exceptions-to-the-duty-to-refer-and-undertakings-in-lieu*
- Any relevant customer benefits outweigh the SLC and its adverse effects.

In addition, the CMA has the discretion not to make a reference in certain other circumstances, including when considering whether to accept undertakings in lieu (UILs) instead of making a Phase 2 reference.

## Phase 2: Full Investigation by the CMA

The CMA has a statutory period of 24 weeks to conduct its investigation and publish a report. This period can be extended by up to eight weeks at the CMA's discretion. Additionally, the inquiry can now also be extended, more than once, by agreement between the CMA and the merging parties for an agreed and unlimited period.

The investigation includes both written submissions from the parties to the transaction and interested third parties, and oral hearings with the parties to the transaction and very significant third parties.

The CMA must decide whether there is a relevant merger situation and, if so, whether it may lead to an SLC. The CMA must make one of the following decisions at the end of Phase 2:

- Unconditional clearance.
- Conditional clearance, subject to either:
  - final undertakings offered by the merging parties and accepted by the CMA; or
  - a final order imposed by the CMA unilaterally.
- Prohibition, by way of a final order.

See *Checklist: UK Merger Notification*.

© 2026 Thomson Reuters. All rights reserved.

For an overview of the notification process, see *United Kingdom Merger Notifications Flowchart*.

### Fast-track Procedure

While previously granted only in exceptional circumstances, the updated CMA2 guidance now sets out the situations in which the parties can request their case be fast-tracked in order to either proceed more quickly to offer UILs with the objective of reaching a Phase 1 clearance with remedies, or to proceed directly to an in-depth Phase 2 investigation.

The fast-track procedure can be requested at any stage during pre-notification or the initial 40 working day Phase 1 period. The procedure requires the parties to both accept that the test for reference to an in-depth review has been met and agree to waive their right to challenge that position during a Phase 1 investigation.

In the case of a fast-tracked Phase 2 review, the CMA may extend the Phase 2 deadline by up to 11 weeks (as recently introduced under the DMCC Act). Additionally, the parties have the option to concede an SLC where it facilitates an efficient review (for example, to align the CMA's remedies process with proceedings in other jurisdictions).

The CMA expects the fast-track procedure to allow it to diverge from and shorten the standard procedural timetable. The CMA generally reduces the time provided for third-party consultation, given that third parties have an opportunity to present their views during the consultation on UILs or the Phase 2 investigation (as applicable).

On 12 March 2025, the CMA published its Mergers Charter, formalising commitments to streamline and speed up the review process. Key targets include:

- Completing pre-notification within 40 working days (against a previous average of 65 working days).

- Reducing the general timeline for straightforward Phase 1 cases to a new target of 25 working days.

### Publicity and Confidentiality

17. How much information is made publicly available concerning merger inquiries? Is any information made automatically confidential and is confidentiality available on request?

### Publicity

Information published by the CMA during Phase 1 (see *Question 16, Phase 1: Initial Examination by the CMA*) includes:

- The statutory deadlines for its decisions.

© 2026 Thomson Reuters. All rights reserved.

- Invitations to third parties to comment.
- Any initial enforcement order made and associated derogations granted.
- Decisions as to whether the merger meets the test for Phase 2 reference (see *Question 16, Phase 2: Full Investigation by the CMA*).
- Decisions as to whether undertakings instead of a Phase 2 investigation may be suitable, and the related consultation process.

The CMA publishes more detailed information on its website at Phase 2. This information may include certain main and third-party submissions, summaries of hearings, responses to the issues statement, provisional findings and its final report.

### Automatic Confidentiality

Generally, all confidential information relating to a business or an individual that the CMA obtains in connection with its investigation remains confidential. However, the CMA can disclose information in the following circumstances:

- If it obtains consent from the party the information relates to (or the disclosing party).
- To comply with a legal requirement.
- In connection with the investigation of a criminal offence (provided the disclosure is proportionate).
- If necessary to facilitate its statutory functions.

### Confidentiality on Request

A party can specify that information is confidential. The CMA cannot disclose information if its disclosure either would be contrary to the public interest or may significantly harm an undertaking's legitimate business interests or an individual's interest.

### Substantive Test

18. What is the substantive test?

The substantive test is whether a merger has resulted, or may be expected to result, in an SLC within a market or markets in the UK for goods or services.

© 2026 Thomson Reuters. All rights reserved. 

There are three main reasons why mergers may lead to an SLC:

- Unilateral effects. These may arise in horizontal mergers where the merger involves two competing firms and removes the rivalry between them, allowing the merged firm to profitably raise prices or degrade non-price aspects of its offering.

- Co-ordinated effects. These may arise in both horizontal and non-horizontal mergers where the merger enables or increases the ability for several firms within the market (including the merged firm) jointly to increase prices or otherwise align behaviour because it creates or strengthens the conditions under which they can co-ordinate.

- Vertical or conglomerate effects. These may arise principally in non-horizontal mergers between firms that do not directly compete where the merger creates or strengthens the ability of the merged firm to use its market power in at least one of the markets to foreclose (that is, restrict a rival's access to things such as suppliers or customers) or otherwise harm rivals in the other.

There is no need for the CMA's assessment of competitive effects to be based on a highly specific description of a market definition and the CMA may take a simple approach when defining the market (for example, by reference to the constraints on the parties). On 15 January 2026, the CMA commenced a *review* into whether (and if so, when) it would take efficiencies into account in determining whether a merger would be anticompetitive.

## Merger Remedies

19. What are the types of remedies that can be required as conditions of merger clearance?

The CMA can accept UILs instead of making a reference at the Phase 1 stage (see *Question 16, Phase 1: Initial Examination by the CMA*). CMA2 confirms that for some mergers, it may also be appropriate for the case team to hold informal discussions on remedies with the merger parties at any point from the start of the pre-notification process onwards.

The CMA's *CMA87 Guidance* sets out guidance on remedies for Phase 1 and Phase 2 merger investigations. CMA87 was revised on 19 December 2025, following a review of remedies launched in March 2025 and a public consultation in October 2025.

### Timing

The parties may discuss UILs with the CMA at any earlier stage of the Phase 1 investigation. However, they have only up to five working days after receiving the CMA's SLC decision to formally offer UILs in writing. Where parties have offered UILs, the CMA has until the tenth working day after parties received the SLC decision to decide whether the UIL offer (or a modified version of it) may be acceptable in principle as a suitable remedy (although the CMA has recently proposed doubling the time it has to review UILs to 20 working days, subject to a consultation). The CMA will then consider the proposed UILs in detail within 50 working days of the SLC decision, subject to a 40-working day extension at the CMA's discretion. The

© 2026 Thomson Reuters. All rights reserved. 

CMA may extend its four-month statutory timetable for considering completed mergers to avoid running out of time to assess the offered UILs.

### Procedure

As the CMA has no power to impose remedies at Phase 1, the onus is on the parties to propose suitable UILs that address the CMA's competition concerns. The CMA can propose modifications to UILs submitted. Where the CMA considers that the UIL offer (or a modified version of it) may be acceptable as a suitable remedy, it will confirm this to the parties who made the offer and issue a public announcement to that effect (UIL decision).

At Phase 2 (see *Question 16, Phase 2: Full Investigation by the CMA*), the CMA can accept undertakings as a condition of clearing a transaction. These are negotiated and implemented only when the CMA has reached an adverse finding that the merger results (or may be expected to result) in an SLC.

At both Phase 1 and Phase 2, the remedy can be either:

- Structural, for example, divesting the part of the business where overlaps cause competition concerns.
- Behavioural (that is, formal commitments in relation to future conduct).

Following the December 2025 revision of CMA87, the CMA has signalled a greater flexibility in its approach to behavioural remedies, including the possibility of accepting behavioural remedies at Phase 1. The previous presumption against behavioural remedies has been removed, although the CMA continues to note that structural remedies are more likely to deal with competition concerns comprehensively. Irrespective of the remedy applied, the CMA has a statutory duty to keep under review any UILs made under the Fair Trading Act 1973 and the Enterprise Act. From time to time, it must therefore consider whether, by reason of any change of circumstances, undertakings are no longer appropriate and need to be varied, superseded or released.

### Penalties

20. What are the penalties for failing to comply with the merger control rules?

### Failure to Notify Correctly

Notification is voluntary and as such there is no penalty for not notifying.

### Implementation Before Approval or After Prohibition (Gun-Jumping)

A transaction can generally be completed before clearance has been obtained unless it has been referred for a Phase 2 investigation (see *Question 16, Phase 2: Full Investigation by the CMA*). However, at any point when the CMA is investigating a merger, it can impose interim measures to prevent or unwind pre-emptive action, such as integration steps (although the circumstances in which the CMA might consider interim measures to be needed before a merger completes are relatively rare).

© 2026 Thomson Reuters. All rights reserved.

The CMA can impose a fixed penalty for failure to comply with interim measures (for example, an undertaking or order to suspend pre- or post-merger integration). The penalty is capped at 5% of the worldwide turnover of the enterprises owned or controlled by the person on whom the penalty is imposed and can be imposed daily.

### Failure to Comply with Investigatory Requirements

The CMA may fine a party if it fails, either intentionally or without reasonable excuse, to comply with investigatory requirements, including failures to attend interviews or meetings with the CMA or to produce documents and other evidence.

Administrative penalties can be imposed in the form of a fixed amount, by reference to a daily rate, or a combination of both.

If the party is an undertaking, the penalties are as follows:

- 1% of the turnover of the undertaking (fixed amount).
- 5% of the daily turnover of the undertaking (daily rate).
- 1% of the turnover of the undertaking and 5% of the daily turnover of the undertaking (fixed amount and daily rate together).

Where the party is not an undertaking, the penalties are as follows:

- GBP30,000 for a fixed amount penalty.
- GBP15,000 for a daily penalty.

### Failure to Observe

If a party fails to comply with any undertakings it has given or any order imposed on it by the CMA (including a prohibition decision), the CMA can start civil proceedings for an injunction or interdict, or any other appropriate relief or remedy available in the UK courts. In addition, any third party affected by the contravention who has sustained loss or damage can bring a private action.

The CMA can also start civil proceedings to enforce interim measures and the statutory prohibitions on certain actions during a Phase 2 reference (sections 77 and 78, Enterprise Act).

### Criminal Offences

It is an offence punishable by a fine (see above) or a maximum of two years' imprisonment (or both) to:

- Intentionally alter, suppress or destroy any information that the CMA has required to be produced under an information request notice.

© 2026 Thomson Reuters. All rights reserved. 

- Knowingly or recklessly supply false or misleading information to the CMA, the Office of Communications (Ofcom), Monitor (now under NHS Improvement) or the Secretary of State in connection with their merger control functions.

## Appeals

21. Is there a right of appeal against the regulator's decision and what is the applicable procedure? Are rights of appeal available to third parties or only the parties to the decision?

### Rights of Appeal

The merging parties and any interested third parties may apply to the CAT or the relevant Secretary of State to review a CMA decision. "Decision" is broadly defined and includes, for example, a decision to clear, refer or prohibit a transaction, or to reject a complaint in respect of a merger, as well as a decision to impose penalties. However, an appeal to the CAT can only be made on grounds of judicial review.

### Procedure

An application for review must be made within two months of the date on which the applicant was notified of the decision or its publication, whichever is the earlier. In determining an appeal of a CMA merger decision, the CAT must apply the same principles a court applies for judicial review applications. Although its Guide to Proceedings states that it will normally regard applications for review of merger decisions as meriting a high degree of urgency, the CAT is not subject to any set timetable to give its judgment.

The CAT's decision can in turn be appealed (on points of law only) to the Court of Appeal within 14 days.

### Third Party Rights of Appeal

Third parties who are aggrieved by the relevant decision of the CMA or the relevant Secretary of State have rights of appeal as described above (see above, *Rights of Appeal*).

22. Has the regulatory authority issued guidelines or policy on its approach in analysing mergers in a specific industry?

© 2026 Thomson Reuters. All rights reserved.

The CMA has not issued any guidelines or policies on its approach in analysing mergers in specific industries. The CMA routinely consults with sectoral regulators, such as Ofcom or Ofgem, about any mergers in which those regulators are likely to have industry-specific knowledge. Certain regulators (Ofwat, Ofcom, Ofgem and NHS England) have statutory roles in the assessment of mergers affecting their respective areas of expertise.

The *Digital Markets Unit* (DMU) was established in April 2021 within the CMA. The DMU oversees the implementation of the DMCC Act which entered into force on 1 January 2025. The DMCC Act is the UK government's new regime for digital markets and also contains a series of wide-ranging changes to the UK's competition regime (see *Questions 13 to 16*).

## Joint Ventures

### 23. How are joint ventures analysed under competition law?

A joint venture may constitute a relevant merger situation under the Enterprise Act if previously distinct business activities come under common control (that is, more than one shareholder has "control" as defined by the Enterprise Act (see *Question 14*).

## Contributor Profiles

### Timothy McIver, Partner

Debevoise & Plimpton LLP
Phone: +44 207 786 5488
tmciver@debevoise.com
www.debevoise.com

Professional qualifications. Solicitor, England and Wales, 2003

Areas of practice. Partner in the London office of Debevoise & Plimpton. His practice focuses on EU and UK competition law and regulatory matters, including obtaining clearance for complex merger investigations before the European Commission and UK competition authorities, as well as co-ordinating merger control and foreign direct investment approvals across multiple jurisdictions worldwide. On the contentious side, he has broad experience advising on behavioural matters, including EU and UK investigations of alleged abuses of dominance and market investigations and studies, as well as representing clients before various UK sectoral regulators. Much of his work is international in nature and involves counselling clients on their global antitrust strategy.

Particular experience advising in the fields of financial services, technology, chemicals, energy (electricity and gas), natural resources, aviation, communications and private equity.

© 2026 Thomson Reuters. All rights reserved. 

Recent transactions

- Clayton, Dubilier & Rice in its investment in Columbus McKinnon to fund Columbus McKinnon's USD2.7 billion acquisition of Kito Crosby.
- Canada Pension Plan Investment Board in the sale of its interests in Goodman North American Partnership for about USD2.2 billion.
- Stone Point Capital in its equity investment in the Ardonagh Group, one of the world's largest independent insurance distribution platforms, which values Ardonagh at USD14 billion.
- Resolution Life, a global life insurance group, in the acquisition of 100% of its shares by Nippon Life Insurance Company at a valuation of USD10.6 billion.
- Konica Minolta, a Japanese multinational equipment and materials manufacturer operating in the healthcare and industrial industries, in the USD600 million sale of its subsidiary, Ambry Genetics, to Tempus AI.
- TPG Growth, the middle market and growth equity platform of TPG, in its acquisition of a minority stake in Homrich Berg.
- Clayton, Dubilier & Rice in its acquisition, together with TowerBrook, of R1 RCM, a provider of technology-driven solutions that impact the patient experience and financial performance of healthcare providers, at an enterprise value of USD8.9 billion.
- An international professional services firm in its role as the Monitoring Trustee, appointed by the European Commission, to monitor the compliance of a biotechnology company with the commitments given to the Commission pursuant to its Phase II merger control investigation of an acquisition.
- Pactiv Evergreen in the sale of its Pine Bluff, Arkansas, paper mill and Waynesville, North Carolina, extrusion facility, to Suzano.
- Corebridge Financial in AIG's USD3.4 billion sale of Corebridge common stock to Nippon Life Insurance Company.
- Cerberus Capital Management in its USD640 million sale of Cyanco to Orica.

Anne-Mette Heemsoth, Counsel

Debevoise & Plimpton LLP
Phone: +44 207 786 5521

© 2026 Thomson Reuters. All rights reserved.

[amheemsoth@debevoise.com](mailto:amheemsoth@debevoise.com)

[www.debevoise.com](http://www.debevoise.com)

Professional qualifications. Solicitor, England and Wales, 2014

Areas of practice. English-qualified counsel in the Debevoise & Plimpton's London office whose practice focuses on EU and UK competition law and regulation, as well as foreign direct investment regimes.

Extensive experience with complex merger investigations before the European Commission and national competition authorities on a global level, as well as with contentious legislative, behavioural, and EU state aid matters. She also regularly advises on foreign investment risk and controls and manages foreign investment reviews, often as part of a strategic, cross-border approach to obtain regulatory approvals in a large number of jurisdictions worldwide. Represents clients across various industries and has particular expertise in financial services, including insurance and private equity, chemicals, communication, aviation, media, and technology.

Recent transactions

- Clayton, Dubilier & Rice in its investment in Columbus McKinnon to fund Columbus McKinnon's USD2.7 billion acquisition of Kito Crosby.
- Clayton, Dubilier & Rice in antitrust and foreign investment aspects of its role as part of a consortium acquiring a 66.7% stake in Exclusive Networks, a Paris-based global cybersecurity specialist.
- Stone Point Capital in its equity investment in the Ardonagh Group, one of the world’s largest independent insurance distribution platforms, which values Ardonagh at USD14 billion.
- Resolution Life, a global life insurance group, in the acquisition of 100% of its shares by Nippon Life Insurance Company at a valuation of USD10.6 billion.
- Hamilton Lane in the acquisition of a significant equity interest in Cosette Pharmaceuticals from Avista and its co-investors through funds managed by Hamilton Lane.
- Ambac in its acquisition of a majority stake in Beat Capital Partners in a transaction valued at approximately USD282 million.
- Cerberus Capital Management in its USD640 million sale of Cyanco to Orica.
- Clayton, Dubilier & Rice in its acquisition, together with Stone Point Capital, of Truist Insurance Holdings, a subsidiary of Truist Financial Corporation, at an enterprise value of USD15.5 billion.
- Clayton, Dubilier & Rice in its acquisition of a significant ownership position in Foundation Building Materials, a specialty building products distributor.

© 2026 Thomson Reuters. All rights reserved.

- Cynosure, a Clayton, Dubilier & Rice portfolio company and provider of medical aesthetic treatment systems, in its strategic combination with Lutronic, a provider of intelligent laser and energy-based systems.

**END OF DOCUMENT**

© 2026 Thomson Reuters. All rights reserved.