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ANTITRUST AND COMPETITION

European Commission Opens Consultation on the Draft of the New Merger Guidelines

On 30 April 2026, the European Commission (Commission) published the draft of the new Merger Guidelines (Draft Guidelines) for public consultation, replacing the 2004 Horizontal and 2008 Non-Horizontal Merger Guidelines with a single consolidated framework. The Draft Guidelines codify two decades of decisional practice and introduce several key innovations, including a positive assessment of scale-enhancing mergers, a new concept of theory of benefit, and an innovation shield for acquisitions of small innovative companies. Interested parties may submit comments until 26 June 2026.

The Commission Carries Out Unannounced Antitrust Inspections in the Chocolate Confectionery Sector

On 13 April 2026, the Commission launched an antitrust investigation in the chocolate confectionery sector, carrying out unannounced inspections over suspected market partitioning and restrictions on cross-border trade. The case highlights the Commission's continued focus on practices that undermine the EU Single Market and affect consumer prices.

Italian Competition Authority Fines Three Private-Label Snack Producers in First-Ever AGCM Settlement Cartel Case

On 15 April 2026, the Italian Competition Authority (AGCM) imposed a total fine of approximately €23.3 million on three major Italian producers of private-label savory snacks for implementing a market-sharing agreement in relation to the supply of savory snacks manufactured for large-scale retailers in violation of Article 101(1) of the Treaty on the Functioning of the European Union.

FINANCIAL SERVICES

The Commission is Consulting on Revised Sustainability Reporting Standards

The Commission has launched a consultation on draft revised European Sustainability Reporting Standards aimed at making Corporate Sustainability Reporting Directive sustainability reporting simpler for companies.

The Commission Opens Consultation on Crypto-Asset Framework

The Commission is reviewing how the Markets in Crypto-Assets Regulation are working in practice, giving crypto-asset issuers, crypto-asset service providers, and financial institutions a timely opportunity to flag what needs adjusting.

ANTITRUST AND COMPETITION

European Commission Opens Consultation on the Draft of the New Merger Guidelines

On 30 April 2026, the European Commission (Commission) published the draft of the new Merger Guidelines (Draft Guidelines) for public consultation. The Draft Guidelines are intended to replace the existing 2004 Horizontal Merger Guidelines and 2008 Non-Horizontal Merger Guidelines with a single consolidated framework for the assessment of concentrations under the EU Merger Regulation. The Commission plans to finalize its review in Q4 2026, with formal adoption of the Draft Guidelines anticipated to follow thereafter.

The review is driven by the broader competitiveness policy agenda, including the Draghi Report and the Mission Letter from Commission President Ursula von der Leyen to Competition Commissioner Teresa Ribera, which called for greater consideration of resilience and innovation in merger control.

The Draft Guidelines follow a year-long consultation process that included the May 2025 call for evidence, a general public consultation, and an in-depth technical consultation that closed in September 2025, and two technical stakeholder workshops. The review will continue with a third stakeholder workshop on the draft text on 10 June 2026 and the presentation of an economic study on the dynamic effects of mergers, commissioned by the Commission, in September 2026.

The Draft Guidelines represent a significant overhaul of the Commission's merger-control guidance, codifying over two decades of the Commission's decisional practice and EU court case law. The substantive legal test remains unchanged: the Commission will continue to assess whether transactions would significantly impede effective competition (SIEC) in the common market or a substantial part of it, in particular through the creation or strengthening of a dominant position. The core analytical architecture is preserved but embedded within a considerably broader and more flexible analytical framework.

There are three principal innovations.

First, the Draft Guidelines introduce a detailed positive assessment of certain scale-enhancing mergers. The Commission expressly takes a favorable view of mergers that enhance the competitiveness of European industry provided that they combine complementary capabilities.

Second, the Draft Guidelines also introduce the concept of a theory of benefit, describing a broad understanding of eligible efficiencies encompassing improvements in innovation, product choice, quality, and similar benefits in addition to lower prices. The theory of benefit can also include increased resiliency, in what signals a more geopolitical approach to merger review. That being said, the strict test for taking into account efficiencies is maintained: they must be verifiable, merger-specific, and beneficial to consumers. It is still not clear how non-quantified efficiencies would be balanced against a theory of harm, and the Draft Guidelines state that ultimately the Commission will maintain a large margin of discretion to make that balancing exercise.

Third, the Commission also introduces an innovation shield, a safe harbor under which acquisitions of small innovative companies by nondominant acquirers will in principle not give rise to an SIEC, provided that certain

conditions are met, including the presence of at least three independent competitors and combined market shares below defined thresholds.

On the theories of harm side, the Draft Guidelines move away from the traditional distinction between coordinated and non-coordinated effects in horizontal, vertical, and conglomerate mergers. The assessment follows the approach taken by the US merger guidelines and is organized around types of anticompetitive effects that may apply across all merger types, including loss of head-to-head competition, loss of innovation competition (including in early pre-development phases), foreclosure, entrenchment of a dominant position, and effects arising from access to commercially sensitive information.

The major novelty here is the return of the old “strengthening of dominance test” and the return of the portfolio effects theory without the requirement to demonstrate anticompetitive foreclosure.

The Commission also notes that the approaches set out in the Draft Guidelines may already be applied in suitable cases before their formal adoption.

The Commission Carries Out Unannounced Antitrust Inspections in the Chocolate Confectionery Sector

On 13 April 2026, the Commission carried out unannounced antitrust inspections, commonly referred to as “dawn raids,” in two EU Member States (Member States) at the premises of a company active in the chocolate confectionery sector.

The Commission has indicated concerns that the inspected company may have violated EU competition law under both Article 101 and Article 102 of the Treaty on the Functioning of the European Union (TFEU). Article 101 prohibits agreements and concerted practices that restrict competition, including arrangements between suppliers and distributors that partition national markets. Article 102 prohibits the abuse of a dominant market position.

The Commission's investigation focuses on possible market partitioning practices, including restrictions on cross-border trade within the EU Single Market and territorial supply constraints. Such practices typically involve a supplier limiting the ability of distributors or retailers in one Member State to source products from, or sell into, another Member State, artificially partitioning the Single Market.

This case is a stark reminder of the Commission's focus on conduct that potentially has a direct impact on consumer prices for everyday goods. The chocolate and broader food and consumer goods sectors have historically attracted scrutiny over distribution practices. For instance, in May 2024, the Commission imposed a fine of €337.5 million on a global manufacturer of chocolate and biscuit products for obstructing cross border trade in chocolate, biscuit, and coffee products. In that decision, the Commission found that the manufacturer had infringed both Article 101 TFEU through anticompetitive agreements and Article 102 TFEU through an abusive partitioning of national markets. This new investigation signals continued vigilance in that space.

Companies operating across multiple Member States should take this opportunity to review their distribution agreements and commercial practices for compliance with EU competition rules. Companies should also ensure that they have robust internal protocols in place to manage dawn raids effectively.

Italian Competition Authority Fines Three Private-Label Snack Producers in First-Ever AGCM Settlement Cartel Case

On 15 April 2026, the Italian Competition Authority (AGCM) imposed a total fine of approximately €23.3 million on three major Italian producers of private-label savory snacks for implementing a market-sharing agreement in relation to the supply of savory snacks manufactured for large-scale retailers in violation of Article 101(1) of the TFEU.

The investigation was triggered by an anonymous whistleblower complaint and led to unannounced inspections in September 2024. The three companies, including the largest suppliers of private-label savory snacks to Italy's major retail chains, had been colluding since at least 2016, coordinating through informal channels, including bilateral meetings and private messaging applications.

The cartel operated through three mechanisms. First, two of the three companies maintained a nonaggression pact, extended from 2018 to cover all retail clients, under which each agreed not to solicit the other's accounts. Second, all three companies coordinated their bids when retailers sought competing offers, submitting artificially inflated bids, falsely claiming production constraints, or declining to participate in tenders altogether, thereby ensuring contracts were awarded to the pre-agreed supplier. Third, two of the companies aligned their price increase communications to retailers in 2022, following meetings held in the context of rising raw material costs.

The level of fines was determined on the basis of AGCM's fining guidelines and reflected the fact that the three companies cooperated actively during the investigation, benefiting from fine reductions. Significantly, all three companies participated in the AGCM's settlement procedure, which was used for the first time, securing an additional 10% fine reduction in exchange for formally acknowledging their liability and waiving certain procedural rights.

The case is noteworthy as it represents first application of the AGCM's settlement procedure and illustrates in practical terms the material benefits of cooperating early with the authority—through leniency, compliance programs, and the settlement mechanism—all of which contributed to significant fine reductions for the three companies involved.

FINANCIAL SERVICES

The Commission is Consulting on Revised Sustainability Reporting Standards

On 6 May 2026, the Commission opened a public feedback period, which closed on 3 June 2026, on draft simplified European Sustainability Reporting Standards (ESRS). The revised standards will apply to financial years beginning on or after 1 January 2027, although companies already in scope could choose to apply them early for financial year 2026.

The objective is to ease the administrative burden on companies without losing the core objective of the Corporate Sustainability Reporting Directive (CSRD). The revision is part of the European Union's wider drive to simplify sustainability requirements and implements the Omnibus I Directive, which entered into force in March 2026 and notably narrowed the range of companies in scope of CSRD. The draft is based on technical advice from European Financial Reporting Advisory Group submitted in December 2025.

Key changes include: (i) a stronger materiality filter, with companies not required to report immaterial information except in defined cases; (ii) clarification that "fair presentation" applies to the sustainability statement overall rather than every datapoint; (iii) more discretion on aggregation and disaggregation; (iv) new possibilities to omit

commercially prejudicial information; (v) more flexibility around anticipated financial effects; (vi) closer alignment with global standards on greenhouse-gas reporting boundaries; and (vii) more targeted changes on transition plans, microplastics, pollutants, substances of very high concern, human-rights and discrimination incidents, and asset-management activities.

Over the past months, there had been speculation that the Commission may use the ESRS revision to move much closer to the International Sustainability Standards Board (ISSB) framework (for example, by creating a formal mechanism allowing companies to claim compliance with the ISSB standards through their ESRS reporting). However, the draft does not contain a formal route to simultaneous compliance, and the Commission's announcement makes no reference to equivalence, mutual recognition, or deemed compliance. Nevertheless, the revised ESRS improve technical alignment with the ISSB standards in several areas, including greenhouse-gas reporting boundaries, the treatment of anticipated financial effects, the wording of common provisions, and the application of “undue cost or effort” reliefs.

The Commission Opens Consultation on Crypto-Asset Framework

On 20 May 2026, the Commission launched a public consultation on the Markets in Crypto-Assets Regulation (MiCA), with feedback open until 31 August 2026.

The exercise runs along two tracks. A public questionnaire is aimed at individuals to gather views on awareness, understanding, and use of digital assets (e.g., cryptocurrencies, stablecoins, tokenized financial assets, and non-fungible tokens) and on the information consumers feel they need to use them with confidence. A separate, more technical targeted consultation is aimed at industry and authorities (i.e., crypto-asset issuers and service providers, financial institutions, technology providers, academics, and national and European supervisors) and covers the detailed legal and operational questions.

A key area of focus is whether it is always clear which assets fall under MiCA and which should instead be treated as financial instruments under other EU regulatory frameworks, such as the Markets in Financial Instruments Directive. The question is whether assets that qualify as financial instruments should continue to be governed by sectoral legislation, or whether everything issued and traded on distributed ledgers should in principle fall under MiCA. The consultation is therefore particularly relevant for businesses working with tokenized financial instruments, tokenized fund or money-market interests, hybrid tokens, governance tokens, and wrapped assets issued in series.

The Commission is also looking at how MiCA applies to stablecoins, including asset-referenced tokens and e-money tokens, and whether the current rules on reserves, redemption rights, issuance models, and prudential requirements remain appropriate. For crypto-asset service providers, the consultation focuses on: (i) whether the existing list of regulated services properly captures market activity, looking in particular at staking (whether its current treatment as ancillary to custody is sufficient, or whether it needs standalone requirements); (ii) crypto lending and borrowing (whether these should be regulated at all, and if so, how); and (iii) decentralized finance (how MiCA might be complemented to address it).

Because the outcome may shape future amendments to the legislative framework, businesses active in this space should assess whether their current or planned activities could be affected and consider whether to submit evidence before the consultation closes on 31 August 2026.

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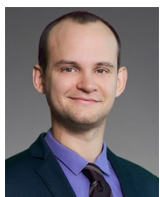
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