

UAE Competition Law: Executive Regulations adopted

A major step in the operationalisation of the UAE's new competition regime

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The UAE Cabinet has adopted the long-awaited Executive Regulations (the "Regulations") to Federal Decree-Law No. 36 of 2023 Regulating Competition (the "Decree-Law"), providing the first detailed procedural framework governing merger control, investigations, complaints and exemptions under the UAE competition regime administered by the Ministry of Economy and Tourism (the "Ministry"). In many respects, the Regulations confirm the continued maturation of the UAE competition framework and introduce concepts and procedures increasingly aligned with more established competition law regimes, while retaining several distinctive UAE features.

The Regulations repeal the previous implementing regulations adopted under the 2012 UAE competition regime and enter into force on 30 July 2026.

The new framework will have important practical implications for transaction planning, filing strategy and competition compliance in the UAE, particularly in relation to merger review timelines, filing preparation, third-party engagement and investigative powers.

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“The Regulations are an important step towards operationalizing the UAE competition law and provides greater clarity on merger control, exemptions, investigations, and enforcement procedures in the UAE.”

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MERGER CONTROL: FORMALISATION OF AN INCREASINGLY SOPHISTICATED REVIEW FRAMEWORK

The Regulations devote substantial attention to merger control procedures and provide the first detailed procedural framework governing the review of “Economic Concentrations” under the UAE Competition Law.

In many respects, the Regulations formalise practices that had already begun emerging in the Ministry’s review process since the entry into force of the new regime in December 2023. Over the past two years, parties notifying transactions in the UAE have already experienced increasingly detailed information requests, significant documentary requirements and more structured engagement with the Competition Department. The Regulations now place those practices on a formal regulatory footing.

The Regulations confirm that merger control in the UAE is intended to operate as a substantive and procedural review regime rather than a purely administrative filing exercise. The framework reflects increasing convergence with established international merger control systems, while maintaining a number of distinctive UAE-specific features.

1. Formal review stages and increasing procedural structure

The Regulations formalise a more structured review framework than previously existed under the UAE merger control regime.

In broad terms, the review process now comprises:

- an initial formal examination phase of 10 working days (extendable by an additional 10 working days);
- the possibility for the Ministry to request additional documents or clarifications where filings are incomplete; and
- a substantive assessment phase examining the transaction’s likely effects on competition and market structure, corresponding to the underlying 90 working day review period under the UAE Competition Law.

The introduction of clearer procedural stages is nevertheless a welcome development for transaction planning and long-stop date determination, particularly given that the timing of the pre-review phase had previously been relatively unpredictable in practice and could vary significantly from one filing to another.

The Regulations do not yet introduce a simplified filing track or short-form procedure for transactions raising limited substantive overlap concerns or involving limited local nexus.

2. Extensive filing and information requirements

The Regulations establish a relatively detailed filing framework requiring notifying parties to submit corporate, financial and market information

relating to the transaction and affected markets, which is to be reflected in an updated merger control notification form.

Many of these requirements will be familiar to businesses accustomed to merger control regimes in other jurisdictions. However, the Regulations also clarify a number of practical aspects of the UAE filing process that had previously developed largely through administrative practice.

In particular, the Regulations now provide greater clarity regarding:

- the information required as part of the economic report accompanying filings;
- the submission of historical information relating to the previous three financial years in relation to affected markets;
- the ability to submit filings in either Arabic or English;
- the treatment of supporting documents prepared in other languages, which may be submitted together with a translation into Arabic or English;
- the identity of the notifying parties depending on transaction structure, including confirmation that acquisitions are generally notified by the acquiring party while mergers and joint ventures require joint filings; and
- the introduction of filing fees, the amount of which remains to be determined.

The Regulations also clarify that certification requirements principally apply to powers of attorney. Unlike prior practice, the Regulations do not require the legalisation or certification of all supporting documents submitted as part of a filing. From a transaction execution perspective, this is likely to reduce part of the administrative burden historically associated with UAE merger control filings, particularly in cross-border transactions.

3. Third-party engagement and increasing transparency

One of the more notable developments introduced by the Regulations is the formalisation of third-party engagement mechanisms during merger review. The Regulations provide for the publication of basic information relating to notified transactions on the Ministry's website and establish procedures allowing stakeholders to submit comments, objections and supporting materials within prescribed timelines.

In particular, interested third parties may submit comments and supporting materials within 15 working days from publication of the transaction on the Ministry's website. The Regulations also clarify procedures relating to admissibility, requests to be heard, responses by notifying parties and the preparation of internal reports and recommendations to the Minister.

Although third-party engagement mechanisms are common in more mature merger control systems, their formalisation represents a notable development in the UAE context, where merger review processes have historically operated with relatively limited public visibility and where, in practice, third-party engagement had largely occurred on a more informal or complaint-driven basis.

4. Investigative powers and ex officio review

The Regulations reinforce the Ministry's investigative powers during merger review and enforcement processes, including powers relating to access to information, documents and business premises where required for investigative purposes.

Although requests for information remain the primary investigative tool in most merger control regimes, including before the European Commission, the ability of competition authorities to conduct inspections or access premises in the context of merger investigations is not unprecedented internationally. The inclusion of such powers nevertheless represents a notable development in the UAE context and reflects the increasingly operational nature of the regime.

The Regulations do not expressly refer to the unwinding of completed transactions. However, the Decree-Law provides for financial penalties in cases of failure to notify and broader judicial sanctions for violations of the UAE competition regime, while also contemplating the future introduction of an administrative penalty framework empowering the Ministry to impose fines directly.

From a practical perspective, this reinforces the importance of careful jurisdictional analysis and early filing assessment, particularly in light of the increasingly formalised nature of the UAE merger control framework.

2. INDIVIDUAL EXEMPTIONS AND THE EMERGENCE OF TARGETED BLOCK EXEMPTIONS

The Regulations provide the first detailed procedural framework governing individual exemption applications under Article 9 of the Decree-Law.

The exemption framework reflects concepts broadly familiar from other competition law systems, including efficiency-based assessments relating to economic development, consumer benefit and improvements in production or distribution. However, unlike the EU, which moved away from notification-based individual exemption systems under Regulation 1/2003 in favour of self-assessment and broader block exemption regimes, the UAE framework continues to rely to a significant extent on a formal administrative exemption process assessed on a case-by-case basis.

The Regulations set out relatively detailed filing and evidentiary requirements for exemption applications, including supporting legal, economic and commercial documentation. In practice, exemption applications are therefore likely to involve a significant substantive and procedural burden for applicants.

The review timelines are also notable from a commercial perspective. The Regulations provide for an initial review period of 90 working days, extendable by an additional 45 working days.

At the same time, the UAE framework is not limited solely to individual exemptions. In parallel with the adoption of the Regulations, the Ministry also adopted Ministerial Decision No. 32 of 2026 earlier this year establishing a temporary block exemption for certain exclusive dealing agreements in the market for food promotion and delivery services through digital platforms.

The exemption is subject to detailed substantive conditions, including:

- a maximum duration of 12 months;
- a cap limiting exclusive arrangements to 10% of merchants on the platform;
- protections allowing restaurants to continue partnering with SME and emerging platforms;
- and the ability of the Ministry to require verifiable evidence of operational efficiencies or added value linked to the exclusivity arrangements.

Unlike broader block exemption frameworks adopted in certain mature jurisdictions, the UAE approach currently appears more targeted, sector-specific and temporary in nature. This may reflect an incremental and closely supervised approach to block exemptions as the Ministry continues to build decisional practice and sector-specific market experience.

3. DOMINANCE: ABILITY TO INFLUENCE BELOW THE 40% THRESHOLD

One of the more important substantive clarifications introduced by the Regulations concerns the concept of dominance. While Cabinet Resolution No. 3 of 2025 established a 40% market share threshold, the Regulations expressly recognise that an undertaking may still have the ability to influence the relevant market even where its market share falls below that threshold, taking into account a broad range of qualitative and structural factors, rather than solely on market share levels. This aligns the UAE framework more closely with mature competition law regimes, including the EU, where dominance assessments are not determined solely by fixed market share thresholds.

In practice, this clarification may significantly broaden the range of undertakings potentially exposed to dominance-related scrutiny under the UAE regime.

4. PREDATORY PRICING: A DISTINCT UAE APPROACH

The Regulations also provide important clarification regarding predatory pricing under Article 8 of the Decree-Law.

Predatory pricing was introduced as a standalone prohibition under the 2023 Decree-Law and represented a significant departure from the previous UAE competition framework.

Notably, the UAE framework appears capable of capturing ultra-low pricing conduct independently from dominance, confirming a broader and somewhat distinctive approach compared to more established competition law systems such as the EU, where predatory pricing is generally assessed as a form of abuse of dominance.

The Regulations now provide further guidance regarding below-cost pricing assessments and the concepts of production, manufacturing and marketing costs relevant to the analysis.

5. COMPLAINTS, INVESTIGATIONS AND SETTLEMENT MECHANISMS

The Regulations establish a significantly more detailed procedural framework governing complaints, investigations and reconciliation mechanisms.

In particular, the Regulations clarify:

- complaint admissibility requirements;
- investigative procedures and information requests;
- procedural rights of parties under investigation; and
- reconciliation and settlement mechanisms.

Together, these provisions further reinforce the increasingly operational and enforcement-oriented nature of the UAE competition regime.

6. COORDINATION BETWEEN THE MINISTRY, EMIRATE AUTHORITIES AND SECTOR REGULATORS

One of the more practically important aspects of the Regulations concerns the allocation and coordination of competition-related competences between the Ministry, Relevant Authorities and Sectoral Regulatory Agencies. The Regulations provide greater clarity regarding the circumstances in which emirate-level authorities or sector regulators may exercise competition-related powers, while confirming the continued central coordinating role of the Ministry.

1. Emirate-level competence

The Regulations confirm that Relevant Authorities may review anti-competitive practices, exemption applications and economic concentrations where:

- the relevant undertakings are located only within the same emirate; and
- the effects of the conduct or transaction do not extend beyond that emirate.

Importantly, emirate-level reviews must still apply the same substantive and procedural framework set out under the Decree-Law and Regulations. Relevant Authorities must also notify the Ministry of matters under review and decisions adopted and the Ministry may participate in such reviews.

2. Sectoral Regulatory Agencies

Sectoral Regulatory Agencies may also exercise competition-related powers where:

- they do not already have sector-specific competition rules; and
- they obtain Ministry approval to undertake such functions.

The Regulations therefore contemplate a coordinated review framework rather than a complete transfer of competence away from the Ministry.

3. Cross-emirate or UAE-wide effects

Where conduct or transactions extend beyond a single emirate, the Ministry appears intended to retain primary competence.

This is likely to remain particularly relevant for larger merger control filings and matters involving regulated sectors, infrastructure, digital markets, retail and consumer-facing activities operating across the UAE.

Although the Regulations provide greater clarity regarding institutional coordination, the framework remains relatively flexible and may continue to involve parallel engagement with multiple authorities depending on the sector and geographic scope of the matter.

The coordination provisions are therefore likely to be particularly important in:

- regulated sectors;
- government-related transactions;
- sectors with strong emirate-level involvement; and
- transactions with both local and federal market effects.

Conclusion

The Executive Regulations represent a significant step in the continued operationalisation and institutional development of the UAE competition regime. In particular, the Regulations provide considerably greater visibility regarding merger review procedures, exemption processes, investigative powers and the allocation of competences between different authorities.

For businesses, the Regulations confirm that competition law compliance in the UAE is becoming increasingly procedural, document-intensive and operational in nature. In the merger control context, businesses should expect more structured review processes, greater transparency around third-party engagement and increased scrutiny of filing completeness and supporting evidence.

The Regulations also suggest a broader evolution of the UAE competition framework towards a more mature enforcement environment, while retaining several distinctive UAE-specific features, including the continued reliance on case-by-case exemption applications and the emergence of targeted sector-specific block exemptions.

As the Ministry continues to build decisional practice and enforcement experience under the new regime, businesses with UAE-facing activities or transactions should continue monitoring developments closely and reassess competition law risk, filing strategy and transaction planning accordingly. This is particularly relevant given that a number of important substantive merger control concepts — including control, full-function joint ventures and relevant market definition — remain largely undefined under the UAE framework and are therefore likely to continue developing through administrative practice and future guidance.



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