

31 March 2026

**Response to Consultation by Department for Business & Trade**  
**Refining the UK Competition Regime**

**I. Executive Summary**

1. Cleary Gottlieb Steen & Hamilton LLP (**Cleary Gottlieb**) welcomes the opportunity to respond to the Department for Business & Trade's (**DBT**) consultation on Refining the UK Competition Regime (**the Consultation**).
2. We support the Government's stated objective of ensuring that the UK's competition regime promotes growth, investment, and business confidence, while preserving the independence of the CMA. We recognise the significant progress the CMA has already made through its 4Ps framework—improving pace, predictability, proportionality, and process across its functions.
3. The Consultation's proposals are, in many respects, welcome. But certain aspects risk undermining the confidence in the regime that the Government seeks to promote.
4. Our principal observations are as follows:
  - a. **Decision-making reform.** We recognise that the Panel system is unusual by international standards, and we broadly support the shift to Board sub-committees, which should improve accountability, consistency, and access to decision makers. But the Panel has an important role in today's system, acting as a fresh pair of eyes in mergers and market investigations, and as a structural check on the CMA's executive. This is particularly significant in a system where CMA decisions are subject only to judicial review rather than merits appeal. Removing this safeguard would concentrate power in the CMA executive without any corresponding check on that power. We believe the Government should adopt measures to balance this, including a full merits appeal standard, access to file, an expanded Procedural Officer role, and robust requirements for independent expert representation on sub-committees.
  - b. **Markets regime.** The proposal for a single-phase market review tool is a welcome simplification. However, the suggested move to an "adverse effect on consumers" test would represent an unwarranted expansion of the CMA's ability to impose remedies, which currently are only available once the CMA has demonstrated an Adverse Effect on Competition (**AEC**) in a market investigation. One option could be to allow the opening of a single-phase market review where the adverse effect on consumers test is met (like the current market study test) but restrict the use of any remedies set out in Schedule 8 of the Enterprise Act 2002 to where the CMA has found an AEC. The existing AEC test is already exceptionally broad.

- c. **Merger jurisdiction.** The CMA has one of the most flexible statutory mechanisms to review mergers of any competition authority in the world. The open-ended share of supply test and the broad material influence threshold can create significant uncertainty on whether a transaction can be called in for review. The CMA has, in some cases, flexed these tests to assert jurisdiction over deals with minimal connection to the UK, which has decreased business confidence in the predictability and fairness of UK merger control. The Consultation’s proposals to close the open-ended criteria are directionally correct but do not go far enough. We recommend requiring an acquisition of at least a 25% shareholding or voting rights to establish material influence—and removing the ‘number of workers’ and ‘price’ criteria from the share of supply test.
  - d. **Algorithm investigation powers.** We oppose the proposal to extend the CMA’s enhanced digital markets information-gathering powers to its wider competition and consumer functions. The proposed measures—which would empower the CMA to require businesses to generate simulated algorithmic outputs, alter how their services are presented to users, and perform specified tests—are disproportionately intrusive, risk significant commercial disruption, and are not justified by any demonstrable inadequacy in the CMA’s existing information-gathering powers.
  - e. **Secretary of State oversight of guidance.** We support giving the Secretary of State a formal role in approving key CMA guidance (for example, on jurisdictional criteria). But extending that requirement to all guidance, including the Merger Assessment Guidelines, would likely be time consuming and discourage the CMA from issuing guidance. That would be unhelpful, since CMA guidance is generally well received by businesses and advisers, and it helps to improve transparency and predictability.
5. Taken as a whole, the Consultation proposes to concentrate significantly more power in the CMA’s executive leadership while offering limited additional checks and balances. We urge the Government to recognise that business confidence depends not only on accountability and pace, but also on confidence in the fairness of the process and the independence of the decision-maker—which in turn requires meaningful procedural safeguards and avenues for redress.

## II. Consultation Questions

### *Chapter 1. Enhancing accountability for CMA decision-making in mergers and markets.*

1. **What impact do you think the proposed reform would have on the consistency and predictability of decision-making in merger and markets cases? Please explain your views.**
2. **Would the proposed reform for greater accountability for the CMA Board for merger and markets decision-making be something you would welcome? [Yes / No / Not sure] Please explain your views.**

**3. Do you support the proposed membership requirements for the mergers and markets sub-committees/ committees? [Yes / No / Not sure] Please explain your views.**

6. The Panel system has been a central feature of UK competition policy for decades. Its role is to provide an independent, fresh pair of eyes at Phase 2 of merger investigations and market investigations. Panel members approach each case without prior involvement in the Phase 1 decision or market study, free from the institutional positions that the CMA's executive may have formed at earlier stages of the process. In a regime where CMA decisions can only be challenged on judicial review grounds—a very high threshold that rarely results in CMA decisions being overturned—the Panel has served as a safeguard for merger parties and those affected by market investigations, offering a meaningful second chance to make their case before an independent decision-maker.
7. The Panel system is unusual by international standards. There have been legitimate concerns about the variability in the expertise of Panel members, the limited time Panel members can devote to cases, and the rigid and formal nature of the Panel process. The system can also create a disconnect between the CMA's institutional strategy and some of its most significant decisions, since the senior leadership accountable to Parliament for the organisation's performance is legally excluded from some of its most important decision-making.
8. Abolishing the Panel and replacing it with Board sub-committees would address some of these shortcomings. But it would also remove a layer of structural independence that has served as an important counterweight to the concentration of investigative, prosecutorial, and adjudicative functions within a single institution. The question is not just whether the Panel system has worked perfectly—it has not—but whether the proposed replacement includes sufficient safeguards to compensate for what is lost.
9. **Benefits of the proposed reform.** We identify three principal benefits:
  - a. **Subject matter expertise and consistency.** Executive members of the sub-committee will be competition specialists, either through legal or economic education and training. Their involvement should improve the predictability and consistency of decision-making. It should also reduce the current risk for Inquiry Groups to reach decisions that are materially different from those of other competition authorities on comparable facts.
  - b. **Business access to decision-makers.** The reform should provide businesses with more meaningful and frequent opportunities to engage with the individuals who will decide their case. Under the current system, interactions with the Inquiry Group are limited to prescribed formal milestones, which can delay factual clarifications, allow misguided theories of harm to become entrenched, and slow the development of effective remedies.
  - c. **Accountability.** We understand the Government's concern that the CMA's senior leadership is legally excluded from its most significant decisions. The

reform would close this accountability gap in a manner consistent with the approach already adopted for the digital markets regime.

10. **Risks of the proposed reform—political independence.** One of the strengths of politically independent competition policy—recognised since the Enterprise Act 2002 removed ministers from most merger decisions—is that it directs effort towards legal and economic evidence rather than political lobbying. The Panel’s structural independence reinforced this, and its decentralised decision-making made political interference far more difficult. A system in which a small number of senior executives make decisions does not provide the same protection.
11. **Essential additional safeguards.** If the Panel is to be abolished, the following safeguards would help to maintain confidence in the fairness and independence of the reformed system:
  - a. **Minimum independent expert representation.** Any reform should require that over 50% of each sub-committee comprise independent experts drawn from outside the CMA (*i.e.*, neither executive staff nor non-executive Board members). Non-executive Board members participate in broader CMA governance and are exposed to the institution’s corporate perspectives; they are not equivalently independent to genuinely external experts. Many will also have other executive or non-executive roles and may not have sufficient time to dedicate to the role. The guaranteed presence of independent experts in every decision would act as a counterbalance to the increased concentration of power in the CMA executive.
  - b. **Non-executive or expert chair.** Each sub-committee should be chaired by a non-executive or expert member, not by an executive CMA staff member. This would prevent the executive from exercising too much control over the investigation and would ensure the active engagement of independent members throughout the investigation.
  - c. **Minimum time commitments.** Decision-makers must have sufficient time to study the factual record, review submissions and engage directly with businesses, so that they are not overly reliant on the case team’s analysis and so that theories or ideas do not become entrenched. The existing system expects Inquiry Group members to devote approximately two days per week to an investigation. Any reform should replicate this requirement for all sub-committee members, including executives who will be balancing other CMA responsibilities. Without this safeguard, there is a risk that executive members will be insufficiently immersed in the evidentiary detail and will default to the case team’s position—precisely the confirmation bias that the Panel system was designed to prevent.
  - d. **Fixed terms for expert pool members.** Members of the external expert pool should be appointed for a single fixed term of eight years (mirroring the current Panel arrangements under Schedule 4, ERRA 2013, which replaced the renewable four-year terms partly because the renewal process was seen as a threat to independence). They should not be removable other than for cause.

- e. **Full merits appeal standard.** The Consultation proposes to remove an independent layer of decision-making while retaining judicial review as the sole standard of appeal. The judicial review standard was historically justified in large part by the quasi-judicial nature of Panel decision-making—an independent decision-maker at Phase 2 provided a fresh, unbiased assessment that was seen as an adequate substitute for a full merits appeal to the courts. If that structural protection is removed, the justification for maintaining the judicial review standard falls away. A full merits appeal before the Competition Appeal Tribunal (CAT) would provide businesses with a meaningful avenue of redress, incentivise more rigorous CMA decision-making, and bring the UK into line with comparable jurisdictions. It would also significantly enhance investor confidence. The concern that merits review would undermine pace is overstated and misplaced: the parties’ rights of defence should not be undermined for the sake of a faster process. And, in any event, the current system already permits judicial review challenges that can take a long time to be resolved, given that the CAT cannot determine the merits and instead remits decisions for reconsideration—which in aggregate may take as long as (or longer than) a full merits appeal.
  
- f. **Access to file.** Businesses subject to Phase 2 investigation should have access to the non-confidential file underlying the CMA’s Interim Report, consistent with the approach of the European Commission and most other major jurisdictions. The UK’s current position—in which parties receive only the “gist” of the case against them—is increasingly difficult to justify as an international outlier, particularly in a regime where the decision-maker will no longer be structurally independent of the investigating team. The CMA has historically expressed concerns about the resource burden of providing access to file during Phase 2 investigations. These concerns should be significantly mitigated by technological advancements, including AI-powered document review tools, that allow large volumes of material to be reviewed, classified and redacted far more quickly and cost-effectively than was possible even a few years ago. In addition, preparing the “gist” of the case can also take up time and resources during a merger investigation. It takes time for the CMA to prepare “gist” summaries, and merger parties are often concerned as to whether the gist fairly reflects the underlying evidence, which can lead to lengthy judicial challenges. Moreover, the current system does not afford merger parties the right to review the evidence against them. If they could do so, they may be in a position to better understand the CMA’s concerns at an earlier stage and support earlier and targeted discussions on remedies. It is also worth noting that the European Commission manages to provide access to file as a matter of course, often within more compressed timelines than the CMA operates.
  
- g. **Expanded Procedural Officer Role.** The Procedural Officer should have a similar role in merger and market investigations as it already does in CA98 cases. This would provide a cost-effective safeguard for procedural complaints during an investigation, without requiring parties to bring judicial review proceedings in the CAT—a step that is both expensive and, in the context of an ongoing investigation, inevitably seen as a hostile act. The Procedural Officer plays an important role in relation to confidentiality redactions in

merger and market investigations. That role could be extended to ensure fair treatment of parties' procedural rights and provide an independent check on the case team's conduct of the investigation.

## *Chapter 2. Markets Work and Market Remedies*

### *i. Enhancing the CMA's markets work*

4. **Do you agree the existing market study and market investigation model should be replaced with a new single-phase market review tool? [Yes / No / Not sure] Please explain why.**
5. **Do you agree the statutory time-limit for market reviews should be 24 months, with a possibility to extend by a maximum of 6 months? [Yes / No / Not sure] Please explain why.**
6. **Do you agree there should be a single legal test for single-phase market reviews? [Yes / No / Not sure] Please explain why.**
7. **If so, should this be the adverse effect on consumers test? [Yes / No / Not sure] Please explain why.**

12. **Single-phase market review tool: Yes.** A single-phase market review tool would be a welcome reform. The current bifurcated system requires the CMA to choose its tool before having full access to compulsory information-gathering powers, creating a risk that the CMA either launches a market investigation when a study would have sufficed, or vice versa. The handover to a fresh Inquiry Group also generates delay and inefficiency. A unified tool that permits the CMA to calibrate its response as its understanding of the market develops is sound in principle.
13. But increased flexibility must not come at the expense of procedural rigour. The UK's markets regime is regarded internationally as among the most powerful in the world, precisely because it pairs robust remedial powers—including the ability to restructure entire markets and break up companies that have not broken any law—with a rigorous, multi-stage investigatory process. If the process is shortened and simplified, adequate safeguards must remain:
  - a. **Interim milestones in guidance.** The Consultation describes indicative milestones but does not propose to mandate them. For businesses subject to a market review—particularly those that may face structural remedies—uncertainty about when key decisions will be taken is problematic. We do not consider that milestones need to be specified in statute, which would risk excessive rigidity. Rather, they should be set out in published CMA guidance with sufficient clarity to allow businesses to manage expectations internally, understand the key touchpoints in the process, and assess the risks and potential costs to their organisation at each stage.
  - b. **Early narrowing of remedies.** One of the most unhelpful aspects of market investigations for business confidence is the prolonged period during which the most extreme remedies (divestiture, price caps) remain theoretically on the table. The CMA should be required, at defined points in the process, to indicate which categories of remedy it is no longer considering. For listed and

private equity-backed companies in particular, the overhang of potential structural remedies has a direct and measurable impact on capital allocation, investment decisions and share price.

- c. **Provision for mutually-agreed extensions.** In exceptional cases, 30 months may be insufficient. A mechanism for mutually-agreed extensions would guard against businesses being forced into disproportionate remedies because the process is about to time out.
14. **The adverse effect on consumers test: No.** We oppose the proposed move from an AEC test to an adverse effect on consumers test. This would represent a significant and unjustified expansion of the CMA’s already substantial interventionist powers.
- a. The existing AEC test is already exceptionally broad. The Consultation does not identify any case in which the AEC test has prevented the CMA from addressing a genuine harm to consumers arising from features of a market in general. Absent such evidence, the case for change has not been made.
  - b. If the Government wishes to adopt a single test, one option would be to use the adverse effect on consumers standard as the threshold for opening a market review—mirroring the role that the current market study test already plays—while requiring a finding of an AEC before the CMA can impose the remedies set out in Schedule 8 of the Enterprise Act 2002. This would preserve the existing discipline that the CMA’s strongest powers are available only where competition is impaired, while giving the CMA flexibility to investigate a broader range of concerns at the diagnostic stage.
  - c. Allowing the imposition of remedies following a finding of adverse effect on consumers (a lower threshold) would fundamentally alter the character of the regime. It would give the CMA the power to intervene whenever it considers that outcomes for consumers are “unfair”—even where competition is functioning well and absent any breach of consumer law and associated rights of defence. This would increase unpredictability and uncertainty of outcomes.
  - d. The link between the CMA’s remedial powers and a finding of an adverse effect on competition is an important discipline. The ability to restructure markets, break up companies, and impose behavioural remedies is justified by a finding that competition—the mechanism through which markets serve consumers—is impaired. Severing this link while retaining the full range of remedial powers would create a mismatch between the basis for intervention and the powers available.
  - e. The change is directly at odds with the Consultation’s stated objective of improving predictability. Competition analysis involves established economic methodologies; “consumer harm” is a far more nebulous concept. The CMA already has substantial new consumer enforcement powers under the DMCCA 2024, which are the appropriate instrument for addressing consumer harm that does not arise from impaired competition.

15. The legal test that must be met before imposing remedies should remain unchanged and refer to an adverse effect on competition.

*ii. CMA market remedies*

8. **Do you agree the CMA should consider sunset clauses when designing remedies? [Yes / No / Not sure] Please explain why.**
9. **Do you agree the CMA should review market remedies at least once every 10 years? [Yes / No / Not sure] Please explain why.**
10. **Should the CMA be able to delay reviews beyond 10 years in exceptional circumstances, providing it publishes its reasons for doing so? [Yes / No / Not sure] Please explain why.**

16. **Sunset clauses: Yes.** The proposed requirement for the CMA to consider sunset clauses when designing remedies is a valuable codification of best practice and an important discipline to ensure that remedies keep pace with evolving competitive dynamics.
17. **Ten-year review cycle: Needs improvement.** A ten-year review cadence is too infrequent for industries that evolve rapidly, particularly digital and technology markets. The CMA should be required to consider on a case-by-case basis at the point of imposing remedies whether a shorter review period would be appropriate. At a minimum, the first review should take place within five years, with the option to defer subsequent reviews to ten-year intervals if the market is sufficiently stable.
18. **Delay in exceptional circumstances: Yes, with safeguards.** The CMA should be permitted to delay reviews in exceptional circumstances, provided it notifies affected businesses in advance, provides an opportunity for representations, and publishes a notice setting out the exceptional circumstances, the revised review date and its reasoning. Any reform should also preserve businesses' existing ability to request a review at any time.

*iii. Concurrency*

11. **Should sector regulators be able to oversee market remedies imposed or accepted by the CMA? [Yes / No / Not sure] Please explain why.**
12. **Do you support the proposed consultative approach, where the CMA must consider undertaking a single-phase review following a request from sector regulators? [Yes / No / Not sure] Please explain why.**
13. **We welcome any other views or evidence on improving the concurrency framework.**

19. Both proposals are positive. Permitting sector regulators to oversee CMA-imposed market remedies by mutual consent is a sensible rationalisation that should reduce regulatory duplication. Replacing the current mandatory referral mechanism with a consultative approach is consistent with the CMA's need to prioritise its

resources effectively and aligns with the framework already in place for digital markets.

### Chapter 3. Mergers

#### *i. Increasing predictability in merger control*

14. **Should share of supply be revised to a closed list of criteria, for both the share of supply and hybrid jurisdictional tests? [Yes / No / Not sure] Please explain why.**
15. **Do you support the proposed criteria for inclusion? [Yes / No / Not sure] Please explain why.**
16. **Are there any additional criteria that should be included? [Yes / No / Not sure] Please explain why.**
17. **Would the proposed reform for the share of supply test improve predictability for businesses? [Yes / No / Not sure] Please explain why.**
18. **Should the material influence and de-facto control tests be revised to a closed list of statutory factors? [Yes / No / Not sure] Please explain why.**
19. **Do you support the factors proposed for inclusion? [Yes / No / Not sure] Please explain why.**
20. **Are there any additional factors that should be included? [Yes / No / Not sure] Please explain why.**
21. **Would the proposed reform for the material influence test improve predictability for businesses? [Yes / No / Not sure] Please explain why.**

20. The CMA possesses one of the most flexible statutory mechanisms to review mergers of any competition authority in the world. The UK's voluntary notification regime, combined with the open-ended share of supply test and the broad material influence threshold for control, means that the CMA can, in practice, assert jurisdiction over almost any transaction with even a tenuous UK nexus. This has often led to significant uncertainty on whether any given transaction can be called in for review. This uncertainty has real consequences for deal planning, transaction timetables, and the pricing of acquisition finance.
21. Some of the ways in which the material influence and share of supply tests have been flexed to assert jurisdiction—particularly in the context of global technology transactions—have decreased business confidence in the predictability and fairness of UK merger control. It is right that these tests should be made more certain. But the Consultation's proposals, while directionally correct, do not go far enough to achieve a meaningful improvement.
22. **Share of supply: Closing the list is welcome, but the proposed criteria need refinement.** Removing the residual category of “or some other criterion, of whatever nature” is a positive step. However, two of the proposed criteria should be removed:
  - a. **Number of workers employed.** This criterion fails to reflect the nature of competition in many markets where the largest competitors in the UK may

have the majority of their staff located elsewhere, meaning that the number of employees is not a measure of market power in the UK. It is also counterproductive to the Government's growth agenda. It creates a nexus to UK merger jurisdiction based on UK headcount, which disincentivises businesses from having staff in the UK. A company considering whether to locate employees in the UK would need to weigh the risk that doing so might bring a future acquisition within the CMA's jurisdictional reach.

- b. **Price.** This criterion is inherently unclear. It is no different from "value" or "cost" in this context, and its retention adds ambiguity rather than predictability.

- 23. **Material influence: The proposals do not go far enough.** The Consultation proposes to codify in statute the factors that the CMA already considers in practice. While the principle of statutory codification is welcome, this proposal achieves no change to the underlying jurisdictional assessment and therefore would not improve predictability. It is essentially a legislative restatement of the status quo. Instead, we recommend that a clear minimum threshold is introduced. The Enterprise Act 2002 should require the acquisition of at least a 25% shareholding or voting rights before material influence can be found. This would provide a safe harbour for minority investments below that level. The presence of other factors (such as board representation or information rights) should not, on their own, be sufficient to establish material influence. This approach would align more closely with the thresholds used in the National Security and Investment regime and SMS merger reporting regime, and would provide businesses with a bright-line rule that significantly improves predictability.

*ii. Providing more time to agree remedies at Phase 1*

**22. Should the timeframe for submitting and considering Phase 1 remedies be extended from up to ten to up to twenty working days? [Yes / No / Not sure]  
Please explain why.**

- 24. **Yes.** The existing five-day window for merger parties to submit remedy proposals at Phase 1 is often insufficient, particularly for complex transactions. The proposal to increase the timeframe for submitting and considering Phase 1 remedies to up to twenty working days is a practical and proportionate reform that could avoid costly and lengthy Phase 2 investigations.
- 25. Two elements are important to the effectiveness of this reform:
  - a. **Proactive CMA engagement.** Any extension must be accompanied by an obligation on the CMA to engage constructively and iteratively with the parties throughout the remedy period, not only in the initial period during which the parties submit a remedies proposal. An extended period without active dialogue would achieve no meaningful improvement.
  - b. **Preservation of the Phase 2 option.** The extended remedy period should not prevent parties from electing to proceed to Phase 2 where it becomes clear that Phase 1 remedies will not be achievable, so that the extension does not

become a mechanism for unnecessarily prolonging the overall merger review process.

#### *Chapter 4. Further cross-cutting changes*

##### *i. Stronger investigative powers for algorithms*

**23. Should the CMA be granted enhanced powers to investigate algorithms in its competition and consumer protection functions? [Yes / No / Not sure] Please explain your reasoning**

26. **No.** We oppose the extension of the CMA’s enhanced digital markets information-gathering powers to its wider competition and consumer protection functions. The proposed measures are disproportionately intrusive and are not justified by any demonstrated inadequacy in the CMA’s existing toolkit.
27. The specific powers proposed would allow the CMA to: (i) require businesses to obtain or generate information on algorithms, including requiring the production of simulated outputs or data not already held; (ii) require businesses to vary their usual conduct—for example, altering how services or digital content are presented to users—in order to demonstrate algorithmic behaviour; and (iii) require businesses to perform specified demonstrations or tests, allowing CMA experts to observe how an algorithm operates under specified conditions.
28. Each of these powers raises serious concerns:
- a. **Requiring businesses to generate information they do not hold** goes beyond any conventional information-gathering power. It would compel businesses to conduct research or analysis at the CMA’s direction, at their own expense, with no certainty about how the resulting information will be used. This would create an open-ended obligation that could be extremely costly and burdensome, particularly for smaller businesses.
  - b. **Requiring businesses to alter how their services are presented to users** is an extraordinary power that would allow the CMA to direct changes to live commercial operations. Altering how digital content or services are presented to real customers—even temporarily—risks degrading the user experience, creating customer confusion, and causing commercial harm that may be difficult to quantify or reverse. It also risks revealing proprietary algorithmic logic to the CMA (and, through the investigative process, potentially to competitors).
  - c. **Requiring businesses to perform specified tests** could involve significant engineering resources, disrupt normal business operations, and may require the creation of bespoke testing environments that have no commercial utility beyond satisfying the CMA’s request. The costs of compliance could be substantial and would fall entirely on the business.
29. The CMA already has robust information-gathering powers under the Competition Act 1998, the Enterprise Act 2002 and the DMCCA 2024, including the power to

require the production of documents and information. Where the CMA is investigating potential algorithmic collusion or other algorithm-related competition concerns, these existing powers are sufficient to obtain the information necessary to understand how an algorithm operates, what inputs it uses and what outputs it produces. The CMA's own recent investigation into hotel chains' use of a data analytics provider demonstrates that the existing toolkit is adequate for investigating algorithm-related competition concerns.

30. The enhanced powers were specifically designed for the digital markets regime, where designated firms with Strategic Market Status are subject to a bespoke regulatory framework with heightened obligations. Extending those powers to the CMA's general competition and consumer functions—which apply to every business in the UK economy, regardless of size or market position—represents a significant expansion that is neither proportionate nor necessary.

*ii. The Secretary of State's role in CMA guidance*

**24. Should the Secretary of State have a formal role in a wider range of key guidance documents? [Yes / No / Not sure] Which ones, and please explain why**

31. **Yes, subject to qualification.** We support the Secretary of State having a formal role in reviewing certain key guidance documents, such as guidance on jurisdictional criteria, where the Government has a legitimate interest in ensuring that the CMA's interpretation of statutory tests aligns with legislative intent. But this role should not extend to guidance on substantive assessment, such as the Merger Assessment Guidelines, for two reasons. First, guidance such as the Merger Assessment Guidelines reflect detailed economic methodologies and analytical frameworks developed through specialist competition law and economics expertise. Subjecting them to ministerial approval risks politicising technical assessments and allowing shifting political priorities to influence analytical frameworks that should be driven by economics and evidence, particularly since ministers and their civil service advisers rotate regularly. Second, requiring ministerial sign-off across a wide range of guidance documents would slow the CMA's ability to update its working practices in response to developments in case law, economic thinking and market conditions, and would disincentivise the CMA from producing the breadth of guidance on which businesses and their advisers rely for predictability.

*iii. Excluding the Christmas period from statutory time limits*

**25. Do you agree a longer Christmas period should be excluded from merger and markets statutory time-limits? [Yes / No / Not sure] Please explain why.**

**26. If so, what length should the pause be?**

32. **Yes.** Achieving meaningful progress during the Christmas period can be challenging. Businesses often operate with skeleton teams, and key personnel are unavailable. This can lead to submissions of lower quality, or delayed responses that can potentially result in penalties.

33. We suggest excluding the period from 24 December to 2 January (inclusive) from statutory time limits, broadly consistent with the European Commission's approach. This should be a legitimate hiatus for all parties: CMA deadlines for information requests and report responses should be calculated to exclude this period. An exclusion that merely stops the statutory clock while the CMA continues to issue requests would achieve no practical benefit for businesses subject to CMA investigations.