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*Why is the*  
CMS Guide to  
Merger Control in Europe 2014  
*relevant to you?*



# CMS Guide to Merger Control in Europe 2014

## What the CMS Guide provides:

- Covers 44 jurisdictions in 42 countries across Europe
- Comprises for each country the key rules of merger control in the respective jurisdictions in a consistent and thematic approach
- An e-Guide, a dedicated CMS platform complements the printed edition and offers you possibilities to browse, mark up and comment the Guide as well as share its content

## Your situation:

- You are planning a merger, joint venture or other form of transaction and need guidance in which jurisdictions merger clearance is required
- You need further clarification how merger clearance in the respective jurisdictions is achieved and a preliminary timeline



## Your benefits:

- Your key questions on all national merger control regimes including EU level are answered
- Easy to read and compare due to consistent approach for each country chapter
- Online edition makes the Guide available anywhere at anytime
- You can extend the content with your own mark-ups

 <p><b>Belgium</b></p> <p><b>Authority/Source</b> The Belgian Competition Authority (Autoriteit Belge de de concurrentie/Belgische mededingingsautoriteit) Book II of the Code of Economic Law, revised by the Decree of 4 April 2013</p> <p><b>Mandatory/voluntary</b> Mandatory</p> <p><b>When to notify?</b> Must be notified before implementation, and after either: — the conclusion of the agreement; or — the announcement of a public bid; or — the acquisition of a controlling interest.</p> <p><b>Thresholds</b> Transaction must be notified if: — the parties have a combined turnover in Belgium of more than EUR 100 million; and — each of at least two of the undertakings involved have a turnover in Belgium of at least EUR 40 million.</p> <p><b>Obligation on whom</b> By both parties in case of joint control of a joint venture.</p> <p><b>Consequences of failure to notify</b> Penalty of up to 1% of turnover in Belgium may be imposed.</p>	<p><b>Consequences of failure to notify</b> However, in practice the Belgian Competition Authority has only imposed limited fines where parties have failed to notify.</p> <p><b>Consequences of implementation of a transaction in spite of obligation to report and/or notify</b> — Fines of up to 1% of the annual group turnover in Belgium may be imposed on the transaction will be void. — Fines of up to 1% of average daily turnover in Belgium may be imposed. The transaction will be void.</p> <p><b>Shape</b> None</p> <p><b>Second stage – 00 days</b> Decision to clear or refer to second stage within 40 days of notification, failing which, the transaction is deemed admissible.</p> <p><b>First stage – 40 days</b> A 40-day period at the end of which the Competition Authority must reach its final decision.</p> <p><b>Foreign-to-foreign mergers caught?</b> Foreign-to-foreign mergers are caught by Belgian merger control where turnover thresholds are met.</p> <p><b>Treatment of JV's</b> Belgian merger control only applies to full-function joint ventures, in those which perform 'on a lasting basis all the functions of an autonomous economic entity'.</p> <p style="text-align: right;"><small>Up to date as of 2 January 2014</small></p>
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### Preview:

CMS Guide to Merger Control in Europe 2014

Scan to read the e-Guide

<http://eguides.cmslegal.com/mergercontrol>





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 <p><b>Belgium</b></p>		<p><i>Consequences of failure to notify</i></p> <p>However, in practice the Belgian Competition Authority has only imposed limited fines where parties have failed to notify</p>
<p><b>Authority/Source</b></p>	<p>The Belgian Competition Authority (Autorité belge de la concurrence/Belgische mededingingsautoriteit ) Book IV of the Code of Economic Law, inserted by the Statutes of 3 April 2013</p>	<p><i>Consequences of implementing a transaction despite obligation to suspend until clearance</i></p> <p>— Fines of up to 10% of the annual group turnover in Belgium may be imposed; — the transaction will be void</p>
<p><b>Mandatory/Optional</b></p>	<p>Mandatory</p>	<p><i>Consequences of putting transaction into effect despite prohibition</i></p> <p>— Fines of up to 1% of average daily turnover in Belgium may be imposed; — the transaction will be void</p>
<p><b>When to notify?</b></p>	<p>Must be notified before implementation, and after either: — the conclusion of the agreement; or — the announcement of a public bid; or — the acquisition of a controlling interest.</p>	<p><b>Stages</b></p> <p><b>First stage – 40 days</b> Decision to clear or refer to second stage within 40 days of notification, failing which the transaction is deemed admissible.</p> <p><b>Second stage – 60 days</b> A further 60 days at the end of which the Council must reach its final decision.</p>
<p><b>Threshold(s)</b></p>	<p>Transaction must be notified if: — the parties have a combined turnover in Belgium of more than EUR 100 million; <b>and</b> — each of at least two of the undertakings involved have a turnover in Belgium of at least EUR 40 million.</p>	<p><i>Foreign-to-foreign mergers caught?</i></p> <p>Belgian merger control where turnover thresholds are met.</p>
<p><b>Obligation on whom</b></p>	<p>By the acquirer.  By both parties in case of joint control of a joint venture.</p>	<p><i>Treatment of JVs</i></p> <p>Belgian merger control only applies to "full-function" joint ventures, i.e. those which perform "on a lasting basis all the functions of an autonomous economic entity".</p>
<p><b>Consequences of failure to notify</b></p>	<p>Fines of up to 1% of turnover in Belgium may be imposed.</p>	<p>Up to date as of 2 January 2014</p>
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## Preview:

### CMS Guide to Merger Control in Europe 2014

## Your access:

Please use this information request sheet or send us an e-mail to [guidetomergercontrol@cmslegal.com](mailto:guidetomergercontrol@cmslegal.com) if you are interested in the Guide:

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