



Jordan
Reforms
Merger
Regime

Introduces
in its
Control

On 23 April 2026, Jordan enacted Law 8/2026 amending Jordanian Competition Law, Law 33/2024. The amendments entered into force on 23 May 2026. They broaden the concept of economic concentration, eliminates the previous market share based notification threshold, introduces a formal two-phase review process, strengthens the investigative and remedial powers of the Jordanian competition authority—the Competition Directorate, and significantly increases sanctions for non-compliance.

Expansion of the definition of economic concentration

The amendments significantly broadened the definition of "economic concentration" under Art. 9 Competition Law. Prior to the amendments, merger control focused primarily on transactions involving formal transfer of ownership or legal control.

The amended law adopts a broader concept based on direct or indirect control exercised on a lasting basis. The revised definition expressly includes mergers, acquisitions, joint ventures, and any arrangement enabling one undertaking to influence the strategic or operational decisions of another undertaking. Hence, the new definition explicitly catches arrangements that—while not involving transfer of ownership—may still result in the transfer of control or decisive influence. Hence, arrangements such as license or management agreements are now explicitly caught, provided they are concluded for a lasting basis. This was arguably already the case under the Jordanian regime prior to the amendments. Still, the position of the Competition Department was still unclear. Hence, the clarification provided by the amendments are welcome.

Amendment of notification threshold

The amendments abandoned the market share

notification thresholds in favor of the turnover based notification threshold introduced with the last major reform of the Jordanian merger control regime. Prior of the most recent amendment, the market share and the turnover notification thresholds applied in parallel. A transaction meeting either the 40 percent market share or one of the two turnover threshold alternatives—one party having Jordanian turnover of at least JOD 2 million (approx. USD 2.8 million), or two parties combined having Jordanian turnover of at least JOD 7 million (approx. USD 9.8 million)—had to make a filing.

The amendment abolished the market share threshold. Jurisdictional thresholds will now be determined solely based on turnover, with the applicable thresholds to be established by the Council of Ministers upon recommendation of the Minister of Industry and Trade. Until the new turnover thresholds are determined, the old turnover thresholds will continue to apply.

One point of criticism of the Jordanian merger control regime was the unclarity regarding whether the acquirer—or joint venture parents—alone could meet the thresholds. The statutes did not clarify this, and the Competition Directorate has so far not issued official guidelines that would shed light on their position. Current practice remained ambiguous. It remains to see whether the Decree to be issued by the Council of Ministers will clarify this matter either by requiring target turnover in Jordan for a transaction to meet the thresholds or introducing a different, explicit local effects criterion.

Distinction between phase 1 and 2 merger review

The old regime did not distinguish between phase 1 and 2 review processes. Transactions, regardless of their potential impact, were reviewed in one, comprehensive process. Consideration to the relevance of the transaction for the Jordanian economy and competition

therein was only given by the Competition Directorate by applying stricter standards to more relevant transactions and conducting a more streamlined review in non-problematic cases.

This distinction has now been formalized with the introduction of a phase 1 / phase 2 distinction. Under the amended regime, following submission, the Competition Directorate will conduct an initial review to assess whether the transaction raises relevant competition concerns. They have three business days to conclude this assessment. Where the authority concludes that the transaction poses no relevant competition concerns, the concentration will be reviewed in phase 1. Where relevant concerns arise, the Competition Directorate has an additional six business days to determine whether to review the transaction in phase 1 or conduct a more thorough, phase 2 review.

In addition, the amendments introduce a formal pre-notification consultation mechanism. This mechanism allows parties to engage with the Competition Directorate prior to filing to determine whether a transaction is notifiable and to clarify procedural requirements.

Third party consultation and market studies

Under the amended regime the Competition Directorate will make a public announcement of filings received. Going forward the Competition Directorate will publish a summary of the notification received in two daily newspapers and on the authority's official electronic platform. This publication serves to give affected third parties the opportunity to comment on the transaction notified. Comments may be submitted within 15 days from publication. This will allow competitors, customers, suppliers, and other stakeholders to take a more active role in merger review. It remains to be seen how actively the public will engage in this process. In any case, the publication poses challenges for parties involved

in commercially sensitive transactions, particularly where confidentiality or transaction timing concerns are particularly relevant.

No relief on review timeline

The key point of concern with Jordanian filings is the potentially long review period. The statutory review period is 100 days with no option for the authority to extend it. However, the Competition Directorate may stop the clock where they deem necessary. What the consequence of the clock running out without a decision of the Competition Directorate being issued is, is still unclear. All clearance decisions must be approved by the board of the Competition Directorate. This board approval may cause significant delay. The board meets only three times a year—so far, the meetings have been held at the end of each third. Hence, if the case team would submit their report on a transaction for approval to the board shortly after the last board meeting was held, there could be a substantial delay purely due to the parties having to wait for the next board meeting to be convened. *Ad hoc* meetings may be convened in urgent cases. However, the Competition Directorate has to date never convened such an *ad hoc* meeting and has not provided official guidance on what would cause them to do so. However, based on prior experience with the authority and unofficial guidance received we understand that an *ad hoc* board meeting would only be convened, if the Jordanian state has a specific interest in the transaction. Preferences or concerns of the parties do not appear relevant.

The amendments did not provide any relief. The review period, the review process, and the schedule for board meetings remain unchanged. Hence, Jordanian merger control review will continue to be a key timing consideration in deals.

Explicit power to impose remedies

The Competition Law prior to the amendments entering into force, did not explicitly grant the

Competition Directorate the authority to impose remedies. While general consensus was that the authority had this power, the amended law now explicitly provides the Competition Directorate may approve transactions subject to commitments, obligations, or remedial measures intended to eliminate or mitigate competition concerns identified during the review process. The wording of the provision grants the authority significant discretion to impose both structural and behavioral remedies depending on the circumstances of the transaction.

The amendments also strengthened post-clearance supervision. The authority may revoke an approval where it was obtained through inaccurate or misleading information, where parties fail to comply with remedies imposed, or where commitments are breached.

Strengthening of investigative and enforcement powers

The amendments significantly expanded the investigative and enforcement powers of the Competition Directorate in the context of merger control. Competition officials are granted broader authority to conduct inspections, review physical and electronic records, obtain documents and information, and investigate suspected violations. The amendments also strengthened the authority's ability to compel cooperation and pursue enforcement proceedings where parties fail to comply with procedural obligations or information requests.

Increased sanctions

The amendments materially increased sanctions for merger control violations. The law introduced administrative fines for gun jumping and failure to notify that may be imposed directly by the Competition Directorate. These range from JOD 10,000 (approx. USD 14,000) to JOD 50,000 (approx. USD 70,000). Repeat violations may

attract administrative fines ranging from JOD 40,000 (approx. USD 56,000) to JOD 90,000 (approx. USD 127,000). Furthermore, the amended law permits referral to the Public Prosecutor in certain circumstances. In these cases, fines of between 2 to 10 percent of annual revenue of the violating parties may be imposed.

Finally, the amended law explicitly introduced the power to order a transaction to be unwound. Transactions implemented without approval, completed prior to clearance, or carried out following revocation of approval may be deemed void, and the authorities may require restoration of the pre-transaction position.

Way forward

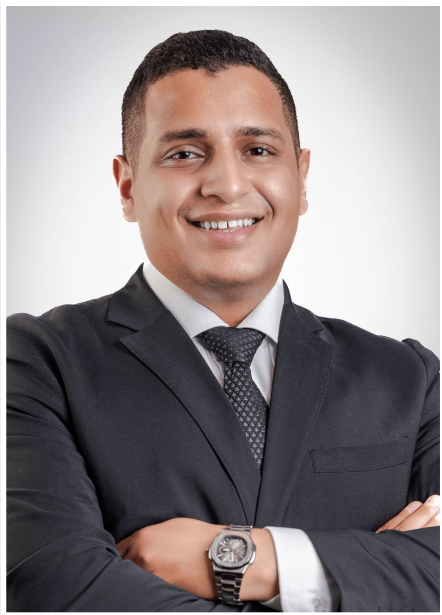
The amendments broaden the scope of notifiable transactions, formalize the merger review process, strengthen the powers of the Competition Directorate, and increase the consequences of non-compliance. Businesses engaging in transactions with connection to Jordan must pay increased attention to the new regime. Still, one of the key issues with the Jordanian merger control regime—the potentially very long review timelines—has not been addressed. Hence, Jordan does remain a considerable timeline risk.

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