



FCCPC

FEDERAL COMPETITION AND CONSUMER PROTECTION COMMISSION

**AUTHORISATION, EXEMPTION AND GUIDANCE
REGULATIONS (NON-MERGER MATTERS), 2026**

2026

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In exercise of the powers conferred upon it by Sections 17(a), (b), and (e), 18(1)(g), 18(2), 59, 60, 72, 73, 75 and 163 of the Federal Competition and Consumer Protection Act, 2018 (“the Act”), and all other powers enabling it in that behalf, the Federal Competition and Consumer Protection Commission hereby makes the following Regulations—

PART I— SCOPE AND OBJECTIVES

1. Scope of the Regulations

- (1) These Regulations apply, in respect of non-merger matters, to—
 - (a) the grant of exemptions in respect of restrictive agreements under section 60 of the Act, whether by way of individual exemption or block exemption;
 - (b) matters relating to the application of statutory exceptions under section 68 of the Act.
 - (c) the treatment of conduct by dominant undertakings, including—
 - (i) the application of section 60 of the Act to agreement-based conduct by dominant undertakings; and
 - (ii) the provision of non-binding guidance in respect of unilateral conduct assessed under section 72 of the Act;
 - (d) the administrative confirmation of arrangements between affiliated or interconnected undertakings under section 73(2) of the Act.
- (2) These Regulations do not apply to mergers or acquisitions governed by Part XII of the Act.

2. Objectives and Applicability of the Regulations

- (1) The objectives of these Regulations are to—
 - (a) provide legal certainty and establish procedural and processual requirements for assessing and authorising applications for individual exemptions, block exemptions, and notifications for guidance in respect of restrictive agreements under Part VIII of the Act;
 - (b) provide legal certainty to undertakings by establishing clear substantive and procedural requirements for the assessment of applications under these Regulations;

- (c) establish transparent and predictable processes for submission, evaluation, and determination of applications, including specified timeframes for decision-making;
 - (d) specify compliance obligations for undertakings benefiting from exemptions, including conditions, reporting, and record-keeping requirements;
 - (e) clarify the relationship among exemption, guidance, statutory exceptions, administrative confirmation, and enforcement under Parts VIII and IX of the Act;
 - (f) promote consistency and coherence in the Commission's exercise of its powers under the Act.
- (2) These Regulations shall apply throughout the Federal Republic of Nigeria.
 - (3) These Regulations also apply to conduct or agreements entered into outside Nigeria where such conduct or agreements have, or are likely to have, direct and reasonably foreseeable effects within Nigeria's market in accordance with Section 2(1) and (3) of the Act.

PART II—AUTHORISATION AND EXEMPTION OF RESTRICTIVE AGREEMENTS

Division 1— Individual Exemption

3. Eligibility for Individual Exemption

- (1) A party to an agreement that restricts or is likely to restrict competition within the meaning of section 59 of the Act may apply to the Commission for an individual exemption under section 60 of the Act.
- (2) An application under sub-regulation (1) may be made where the applicant contends that the agreement, notwithstanding any restriction of competition, meets the conditions for exemption set out in section 60 of the Act, as further elaborated in Regulation 12(2) of the Restrictive Agreements and Trade Practices Regulations, 2022.
- (3) In assessing whether an agreement contributes to the improvement of production or distribution, or to the promotion of technical or economic progress, within the meaning of section 60(a) of the Act, the Commission may, among other relevant factors, have regard to whether, and to what extent, the agreement contributes to environmental sustainability or climate-change mitigation as part of such improvement or progress,

provided that any such contribution is substantiated by objective and verifiable evidence and is consistent with the objectives of the Act, including the promotion of the sustainable development of the Nigerian economy.

- (4) An agreement that contains hardcore restrictions of the kind described in section 59(2) of the Act is ordinarily unlikely to satisfy the conditions for exemption under section 60 of the Act, but the Commission shall not refuse an application solely on that ground and shall assess each application on its merits.
- (5) An application for exemption may be made in respect of any agreement that falls within the scope of section 59 of the Act, including but not limited to agreements—
 - (a) between suppliers of goods or services of a similar description, within the meaning of section 62 of the Act;
 - (b) that impose minimum resale prices, within the meaning of section 63 of the Act;
 - (c) that impose restrictive conditions relating to patented articles, within the meaning of section 64 of the Act; and
 - (d) that involve the withholding of supplies, within the meaning of sections 65 and 66 of the Act.
- (6) The Commission shall, in assessing an application in respect of an agreement of the kind described in sub-regulation (5), have regard to the particular statutory context of the relevant provision of Part VIII and to any guidance issued under the Restrictive Agreements and Trade Practices Regulations, 2022.

4. Burden and Standard of Proof

- (1) The burden of demonstrating that an agreement satisfies the conditions for exemption under section 60 of the Act shall rest on the applicant.
- (2) The standard of proof shall be the balance of probabilities.
- (3) The applicant shall substantiate any claim that the agreement gives rise to pro-competitive effects or efficiencies, as further elaborated in Regulations 11 and 14 of the Restrictive Agreements and Trade Practices Regulations, 2022, by providing—
 - (a) objective evidence of the nature and magnitude of the claimed efficiencies;
 - (b) evidence of a direct causal link between the agreement and the claimed efficiencies;

- (c) a detailed assessment of the likelihood and timing of the realisation of efficiencies; and
- (d) an explanation of how the claimed efficiencies offset any identified restriction of competition.

5. Application Requirements

- (1) An application for an individual exemption shall be submitted in the form prescribed in Schedule 1 and shall be accompanied by—
 - (a) proof of payment of the prescribed filing fee;
 - (b) a detailed description of the agreement, including its terms, parties, duration, and the relevant market or markets in which it operates;
 - (c) an economic analysis of its competitive effects and any efficiency claims, having regard to the analytical framework set out in the Restrictive Agreements and Trade Practices Regulations, 2022 and the Explanatory Guidelines for Authorisation, Exemption and Guidance Regulations (Non-Merger) 2026;
 - (d) supporting evidence demonstrating how the agreement satisfies each of the conditions set out in section 60 of the Act; and
 - (e) any other documentation that the Commission may reasonably require.
- (2) An application that does not comply with sub-regulation (1) shall not be treated as having been lodged until the deficiencies have been rectified in accordance with Regulation 6.

6. Completeness Check and Deemed Filing

- (1) The Commission shall, within five business days of receiving an application, conduct a preliminary assessment to verify whether the application is complete.
- (2) Where the Commission determines that the application is complete, it shall issue a written acknowledgement of receipt to the applicant within ten business days of receipt.
- (3) Where the application is incomplete, the Commission shall notify the applicant in writing within five business days, specifying the deficiencies, and the applicant shall have twenty business days from the date of such notification to rectify the deficiencies

- (4) An application shall be deemed to have been lodged on the date on which the Commission confirms that the application is complete.
- (5) Where the applicant fails to rectify the deficiencies within the period specified in sub-regulation (3), the Commission may declare the application invalid.

7. Information Requests

- (1) The Commission may, at any time after an application has been deemed lodged, request additional information from the applicant by written notice specifying—
 - (a) the information required;
 - (b) the reasons for the request; and
 - (c) a response deadline of not less than fifteen business days.
- (2) Where the applicant fails to comply with a request under sub-regulation (1) within the specified period, the Commission may—
 - (a) proceed to determine the application on the basis of the information available; or
 - (b) declare the application to have lapsed, provided that the applicant has been given written notice of that intention and a further period of not less than ten business days to respond.

8. Third-Party Consultation

- (1) The Commission may, where it considers it appropriate for the proper assessment of an application, seek input from third parties or conduct a public consultation process.
- (2) Where the Commission seeks input from third parties under sub-regulation (1), the Commission shall—
 - (a) provide the applicant with a non-confidential summary of any submissions received; and
 - (b) afford the applicant not less than fifteen business days to respond to the substance of such submissions.

9. Preliminary Assessment and Hearing Rights

- (1) Where the Commission proposes to refuse an application for exemption, or to grant an exemption subject to conditions, it shall, before making a final decision, issue a preliminary assessment to the applicant setting out—

- (a) the Commission's provisional findings of fact;
 - (b) the reasons for the proposed refusal or the conditions under consideration; and
 - (c) a summary of the information on which the Commission intends to rely.
- (2) The applicant shall have twenty business days from receipt of the preliminary assessment to submit written representations.
 - (3) Where the applicant so requests in writing within the period specified in sub-regulation (2), the applicant shall be afforded the opportunity to make oral representations before the Commission.
 - (4) The Commission shall consider all representations received before making its final decision.

10. Final Decision

- (1) The Commission shall make its final decision on an application within a reasonable period, having regard to the complexity of the matter.
- (2) Where the Commission is satisfied that the agreement meets the conditions for exemption set out in section 60 of the Act, the Commission shall grant an individual exemption, specifying—
 - (a) the scope and duration of the exemption;
 - (b) any conditions or obligations to which the exemption is subject; and
 - (c) the circumstances under which the exemption may be reviewed, varied, or revoked.
- (3) An exemption granted under this Regulation shall apply exclusively to the activities and arrangements expressly identified in the exemption decision.
- (4) The final decision shall include written reasons and shall be served on the applicant.

11. Legal Effects of Exemption, Refusal, and Revocation

- (1) An agreement in respect of which an individual exemption has been granted shall, for the duration and to the extent of the exemption, not be treated as unlawful or void by reason of section 59(1) of the Act.
- (2) Where the Commission refuses an application for exemption, the agreement shall remain subject to the prohibition under section 59(1) of the Act.

- (3) Refusal of an exemption application shall not preclude the Commission from taking enforcement action under section 67 of the Act or from pursuing criminal proceedings under section 69 of the Act.
- (4) Where an exemption is revoked under Regulation 13, the agreement shall, from the date on which the revocation takes effect, be subject to the prohibition under section 59(1) of the Act.
- (5) An applicant whose application is refused, or whose exemption is revoked, may appeal to the Competition and Consumer Protection Tribunal in accordance with Regulation 41 of these Regulations.
- (6) Where an application for exemption is refused, or where an exemption is revoked or expires, the agreement shall, to the extent that it restricts competition within the meaning of section 59(1) of the Act, be deemed null and void, subject to the following—
 - (a) the nullity shall apply only to those provisions of the agreement that are incompatible with section 59(1), provided that such provisions are severable from the agreement as a whole; and
 - (b) the Commission may, in its decision refusing an exemption or revoking an exemption, indicate which provisions of the agreement it considers to be incompatible with section 59(1).
- (7) The refusal of an exemption, or the revocation or expiry of an exemption, shall not of itself constitute a finding that the agreement has infringed section 59 of the Act, but shall not preclude the Commission from—
 - (a) conducting an investigation under section 67 of the Act;
 - (b) taking enforcement action under Part VIII of the Act; or
 - (c) pursuing criminal proceedings under section 69 of the Act.

12. Conditions, Duration, and Renewal of Exemption

- (1) The Commission may grant an exemption subject to such conditions or obligations as it considers appropriate and proportionate.
- (2) An exemption shall be granted for a specified period, having regard to the nature of the agreement and the market conditions prevailing at the time of the decision.

- (3) The Commission may, on application by the holder of an exemption, renew the exemption where the holder demonstrates that the conditions for exemption under section 60 of the Act continue to be met.
- (4) An application for renewal shall be made not less than ninety days before the expiry of the current exemption and shall be accompanied by such updated information and evidence as the Commission may require.

13. Revocation and Variation of Individual Exemption

- (1) The Commission may revoke or vary an individual exemption where—
 - (a) there has been a material change in the circumstances on which the exemption was based;
 - (b) the agreement produces anti-competitive effects that outweigh the benefits on which the exemption was granted;
 - (c) the holder of the exemption has failed to comply with any condition or obligation attached to the exemption; or
 - (d) the exemption was granted on the basis of information that was incomplete, false, or misleading in a material respect.
- (2) Before revoking or varying an exemption, the Commission shall—
 - (a) provide written notice to the holder of the exemption, specifying the grounds on which revocation or variation is being considered;
 - (b) afford the holder not less than thirty days to make written and, where requested, oral representations; and
 - (c) issue a reasoned final determination within forty-five business days of the expiry of the period for representations.
- (3) A revocation shall take effect no earlier than fourteen days after the date on which the revocation decision is served on the holder, unless the Commission determines, with reasons, that immediate revocation is necessary to prevent serious harm to competition or to consumers.
- (4) Where the Commission confirms, after revoking an exemption under sub-regulation (1)(d), that the exemption was obtained by deception, the Commission may impose such sanctions as are provided under the Act, including referral for criminal prosecution under section 69 of the Act.

14. Interim Measures

- (1) Where the Commission has reasonable grounds to believe that the continued implementation of an agreement that is the subject of an application, or in respect of which an exemption has been granted, is causing or is likely to cause serious and irreparable harm to competition or to consumers, the Commission may, by written order, impose interim measures.
- (2) An order under sub-regulation (1) shall—
 - (a) set out the reasons for the interim measures;
 - (b) specify the duration of the measures, which shall not exceed ninety days without review; and
 - (c) be subject to the right of the affected party to make written representations within ten business days.
- (3) The Commission shall review any order made under this Regulation before the expiry of the period specified under sub-regulation (2)(b) and may extend, vary, or discharge the order.
- (4) An order under this Regulation may be appealed to the Tribunal in accordance with Regulation 41 of these Regulations.

Division 2—Block Exemption

15. Block Exemption Notices

- (1) The Commission may, by notice published in the Gazette, declare that the prohibition under section 59(1) of the Act shall not apply to a specified category of agreements that, in the opinion of the Commission, satisfies the conditions for exemption set out in section 60 of the Act.
- (2) A Block Exemption Notice issued under sub-regulation (1) shall specify—
 - (a) the category of agreements to which the notice applies;
 - (b) the conditions and obligations subject to which the block exemption operates;
 - (c) any restrictions that are excluded from the benefit of the block exemption; and
 - (d) the period for which the notice shall have effect.
- (3) A Block Exemption Notice operates on the presumption that agreements falling within its scope satisfy the conditions of section 60 of the Act, and parties to such agreements

are accordingly relieved of the requirement to make an individual application under Regulation 3 in respect of the matters covered by the block exemption

16. Notification of Reliance on Block Exemption

- (1) An undertaking that is a party to an agreement that it considers falls within a Block Exemption Notice may voluntarily notify the Commission of its reliance on the block exemption.
- (2) A notification under sub-regulation (1) shall be submitted in the form prescribed in Schedule 4 within thirty days of the date on which the undertaking first relies on the Block Exemption.
- (3) The Commission shall, within fifteen business days of receipt of a valid notification, issue a written acknowledgement confirming receipt.
- (4) A notification under this Regulation shall not constitute a determination by the Commission that the agreement falls within the Block Exemption Notice.
- (5) Failure to notify under this Regulation shall not affect the availability of the block exemption, provided the agreement falls within the scope of the relevant Block Exemption Notice.

17. Review and Withdrawal of Block Exemption

- (1) The Commission may, in respect of a particular agreement, withdraw the benefit of a Block Exemption Notice where it determines that—
 - (a) the agreement does not, on the facts of the particular case, satisfy the conditions for exemption under section 60 of the Act;
 - (b) the agreement produces anti-competitive effects that outweigh its pro-competitive benefits; or
 - (c) the self-assessment conducted by the parties was based on information that was false, misleading, or materially incomplete.
- (2) Before withdrawing the benefit of a Block Exemption under sub-regulation (1), the Commission shall—
 - (a) provide written notice to the affected party, specifying the grounds for the proposed withdrawal;
 - (b) afford the party not less than thirty days to make written representations and to submit additional evidence; and

- (c) issue a reasoned final determination within forty-five business days of the expiry of the period for representations.
- (3) Where the Commission withdraws the benefit of a Block Exemption in respect of a particular agreement—
 - (a) the agreement shall, from the date specified in the withdrawal decision, be subject to the prohibition under section 59(1) of the Act;
 - (b) the affected party may apply for an individual exemption under Regulation 3; and
 - (c) the withdrawal shall not, of itself, constitute a finding that the agreement has infringed section 59 of the Act.
- (4) A withdrawal decision under this Regulation may be appealed to the Tribunal in accordance with Regulation 41 of these Regulations.

Division 3—Guidance, Enforcement Interface and Ancillary Provisions

18. Notification for Guidance in Respect of Contemplated Agreements

- (1) A party to a contemplated agreement or decision who is of the opinion that the agreement or decision may restrict competition within the meaning of section 59 of the Act may apply to the Commission for guidance as to whether the agreement or decision is likely to infringe any provision of Part VIII of the Act.
- (2) An application for guidance under sub-regulation (1) shall be submitted in writing and shall be accompanied by—
 - (a) a copy of the contemplated agreement or, where the agreement has not been reduced to writing, full particulars of the proposed terms;
 - (b) a description of the relevant market or markets;
 - (c) such supporting information as the Commission may reasonably require; and
 - (d) proof of payment of the prescribed fee.
- (3) The Commission shall, within forty business days of receiving a complete application under this Regulation, provide the applicant with guidance in writing as to whether, in the opinion of the Commission, the contemplated agreement is likely to infringe Part VIII of the Act.

- (4) Where the Commission considers that the contemplated agreement is likely to infringe Part VIII, the Commission may indicate in its guidance whether the agreement may be capable of satisfying the conditions for exemption under section 60 of the Act.
- (5) Guidance issued under this Regulation shall not constitute a binding determination and shall not prevent the Commission from taking enforcement action in respect of the agreement if it is subsequently implemented.
- (6) Where the Commission provides guidance that a contemplated agreement is unlikely to infringe Part VIII of the Act, the Commission shall not take any further steps in respect of the agreement unless—
 - (a) it has reasonable grounds for believing that there has been a material change of circumstance since the guidance was issued;
 - (b) it has reasonable grounds for suspecting that the information on which the guidance was based was incomplete, false, or misleading in a material respect;
 - (c) one of the parties to the agreement applies for an exemption under Regulation 3; or
 - (d) a complaint about the agreement has been made to the Commission by a person who is not a party to the agreement.
- (7) This Regulation applies only to contemplated agreements that have not yet been implemented. It does not extend to agreements that are already in operation.

19. Relationship between Exemption and Enforcement

- (1) An application for exemption under Division 1, or a notification under Division 2, shall not prevent or suspend the exercise by the Commission of any power of investigation or enforcement under Part VIII of the Act, including under section 67 of the Act.
- (2) Where the Commission is conducting an investigation under Part VIII of the Act in respect of an agreement that is the subject of a pending application for exemption, the Commission shall notify the applicant of the investigation and may, where appropriate, consider the application and the investigation concurrently.
- (3) For the avoidance of doubt, the grant of an exemption under these Regulations does not affect the liability of any party in respect of conduct that took place before the date on which the exemption was granted.

20. Leniency

- (1) Nothing in these Regulations shall affect the operation of the Federal Competition and Consumer Protection Leniency Rules, 2022, or any rules made in substitution thereof.
- (2) A party to an agreement who has applied for or been granted leniency under the Leniency Rules may also apply for an individual exemption under Regulation 3, but the grant of leniency shall not be treated as satisfying the conditions for exemption under section 60 of the Act.
- (3) Information provided to the Commission in connection with a leniency application shall be treated in accordance with the confidentiality provisions of the Leniency Rules and shall not, without the consent of the applicant, be used in the determination of an application for exemption under these Regulations.

21. Exclusionary provisions under section 61

- (1) Section 61 of the Act establishes a prohibition in respect of exclusionary conduct involving requests to refuse to supply to, or purchase from, particular persons or classes of persons.
- (2) For the purposes of these Regulations, section 61 of the Act shall be treated as a distinct prohibition under Part VIII and shall be read together with section 59 of the Act.
- (3) For the avoidance of doubt—
 - (a) section 60 of the Act is the provision under Part VIII pursuant to which the Commission may grant an exemption in respect of an agreement to which section 59 or section 61 of the Act applies;
 - (b) section 61 of the Act does not establish a separate exemption regime; and
 - (c) nothing in section 61 of the Act shall be taken to limit the application of section 60 of the Act.
- (4) Where an application for exemption under Part II relates to conduct falling within section 61 of the Act, the Commission shall assess the application in accordance with section 60 of the Act, and shall have particular regard to—
 - (a) the exclusionary character of the conduct and its capacity to foreclose the competitive opportunities of other undertakings;
 - (b) whether the restriction is indispensable to the attainment of the efficiencies relied upon; and
 - (c) the availability of less restrictive means of achieving those efficiencies.

- (5) Nothing in this regulation affects the Commission's powers of investigation or enforcement under the Act.

22. Statutory exceptions under section 68

- (1) Nothing in Part VIII of the Act applies to agreements, arrangements, or conduct to the extent provided in section 68 of the Act.
- (2) Where an agreement, arrangement, or conduct falls within section 68 of the Act, it is not subject to section 59 of the Act to that extent and does not require an exemption under section 60 of the Act.
- (3) The burden of establishing that section 68 of the Act applies rests on the party asserting the exception.
- (4) A party relying on section 68 of the Act shall demonstrate that the agreement, arrangement, or conduct falls squarely within the categories and circumstances specified in that section and only to the extent there provided.
- (5) Section 68 of the Act shall be construed strictly and shall not be extended beyond the categories and circumstances expressly provided in that section.
- (6) The Commission may, on its own initiative or upon application, consider whether section 68 of the Act applies to a particular agreement, arrangement, or conduct.
- (7) Where there is uncertainty as to the application of section 68 of the Act, a party may seek guidance from the Commission in accordance with these Regulations.

23. Publication and Transparency

- (1) The Commission shall publish, in such manner as it considers appropriate—
 - (a) a summary of each exemption granted under Division 1, including the parties, the nature of the agreement, and the conditions attached;
 - (b) a summary of each Block Exemption Notice issued, varied, or revoked under Division 2;
 - (c) any general guidance issued by the Commission under these Regulations;
 - (d) determinations issued under Regulation 22; and
 - (e) guidance issued under Regulation 18, where the Commission considers publication to be in the public interest.

- (2) The Commission shall not, in any publication under sub-regulation (1), disclose information that is the subject of a claim of confidentiality that the Commission has accepted.

PART III—CONDUCT BY DOMINANT UNDERTAKINGS

Division 1—Agreement-Based Conduct by Dominant Undertakings

24. Application of Part II to Agreement-Based Conduct

- (1) Where conduct by a dominant undertaking that may constitute an abuse of dominant position under section 72 of the Act is given effect in whole or in material part through an agreement, decision, or concerted practice between undertakings within the meaning of section 59, the agreement may be the subject of an application for exemption under Part II of these Regulations.
- (2) The following categories of conduct are ordinarily given effect through agreements and may accordingly be assessed under Part II—
 - (a) exclusive dealing arrangements within the meaning of section 72(2)(d)(i), 167(1) of the Act and regulation 14 of the Abuse of Dominance Regulations, 2022;
 - (b) contractual tying or bundling arrangements within the meaning of section 72(2)(d)(iii) of the Act, insofar as they are implemented through contractual terms; and
 - (c) arrangements for the supply of scarce goods within the meaning of section 72(2)(d)(ii) of the Act, insofar as they are structured through contractual exclusivity obligations.
- (3) An application under this Regulation shall comply with the requirements of Part II and shall, in addition, include—
 - (a) a statement as to whether the applicant is, or may be, dominant in the relevant market, accompanied by evidence of its market position;
 - (b) identification of the category of conduct under section 72(2) of the Act to which the arrangement relates; and
 - (c) an assessment of the anti-competitive effects of the arrangement, having regard to the applicable provisions of the Abuse of Dominance Regulations, 2022.

- (4) Nothing in this Regulation prevents a non-dominant undertaking from applying for exemption of an agreement under Part II, whether or not another party to the agreement is dominant.
- (5) The fact that conduct is capable of being assessed under this Regulation shall not preclude the Commission from assessing the same conduct under Part IX of the Act where appropriate.

25. Effect of Exemption on Assessment under Section 72

- (1) An exemption granted under Part II in respect of an agreement to which Regulation 24 applies constitutes the Commission's determination that the agreement satisfies the conditions in section 60 of the Act, subject to any conditions attached to the exemption.
- (2) An exemption under sub-regulation (1) does not of itself constitute—
 - (a) a determination that the conduct satisfies section 72(3) of the Act;
 - (b) an authorisation, clearance, immunity, or defence in respect of abuse of dominance under Part IX of the Act; or
 - (c) a limitation on the Commission's powers of investigation, monitoring, or enforcement under Part IX.
- (3) Where the same facts that are the subject of a section 60 exemption also fall to be considered under section 72, the Commission shall, where appropriate, have regard to any findings made in the section 60 assessment concerning—
 - (a) efficiencies;
 - (b) indispensability;
 - (c) consumer benefit; and
 - (d) the preservation of competition.
- (4) Where the Commission proposes to take enforcement action under Part IX in respect of conduct that is the subject of an exemption under Part II, the Commission shall provide written reasons explaining why the exemption is not considered dispositive of the section 72(3) assessment.
- (5) Upon revocation, variation, or expiry of an exemption, the Commission may assess the conduct under section 72(3) on the basis of the facts and circumstances then prevailing.

Division 2—Non-Binding Guidance on Unilateral Conduct

26. Scope and Legal Effect

- (1) This Division establishes a non-binding framework under which the Commission may provide preliminary guidance concerning proposed conduct by a dominant undertaking that does not involve an agreement, decision, or concerted practice within the meaning of section 59 of the Act.
- (2) The non-binding guidance framework established under this Division is issued pursuant to the Commission's functions and powers under sections 17 and 18 of the Act, including its powers to—
 - (a) administer and enforce the provisions of the Act (section 17(a));
 - (b) initiate broad-based policies and review economic activities to identify anti-competitive practices (section 17(b));
 - (c) carry out investigations or inquiries considered necessary or desirable in connection with any matter falling within the purview of the Act (section 17(e)); and
 - (d) make general information available to persons engaged in economic activities with respect to their rights and obligations under the Act (section 18(2)).
- (3) Guidance issued under this Division is informational and advisory in nature and does not constitute an authorisation, exemption, approval, or determination under the Act.
- (4) Nothing in this Division—
 - (a) confers a right to obtain authorisation, exemption, clearance, or immunity in respect of conduct under section 72;
 - (b) limits or qualifies the Commission's powers under Part IX of the Act; or
 - (c) creates any legal right, defence, estoppel, or legitimate expectation.
- (5) Conduct falling within this Division will not ordinarily be eligible for exemption under section 60 because it does not involve an agreement within the meaning of section 59.
- (6) The Commission may decline to consider a request under this Division where—
 - (a) the conduct is already under investigation;
 - (b) the request concerns implemented conduct raising serious competitive concerns;
 - (c) the request is incomplete or does not disclose sufficient information; or

- (d) the Commission considers the matter is more appropriately dealt with through its enforcement powers.

27. Request for Non-Binding Guidance

- (1) A dominant undertaking, or an undertaking that considers that it may be dominant, may submit a written request for non-binding guidance in respect of proposed unilateral conduct, in the form prescribed in Schedule 5.
- (2) A request shall—
 - (a) describe the conduct, including its nature, scope, intended duration, and commercial rationale;
 - (b) provide information on the undertaking's market position, including market share data;
 - (c) identify the provisions of section 72 that may be relevant; and
 - (d) set out any efficiency justifications relied upon.
- (3) The submission of a request shall not constitute an admission that the undertaking is dominant or that its conduct is or may be abusive.

28. Commission's Response

- (1) Where the Commission accepts a request under Regulation 27, it shall use reasonable endeavours to issue a written response within ninety business days of receiving a complete request.
- (2) A response issued under this Regulation—
 - (a) is preliminary and non-binding;
 - (b) does not constitute a decision, determination, authorisation, or exemption;
 - (c) does not bind the Commission in any subsequent proceeding;
 - (d) may be revised or withdrawn where the facts were incomplete, inaccurate, or have materially changed; and
 - (e) shall not of itself constitute a defence, immunity, or proof of compliance in any proceeding.

Division 3—Administrative Confirmation under Section 73(2)

29. Scope and Application

- (1) Section 73(2) of the Act provides that section 73 shall not apply to exclusive dealing arrangements or market restrictions between or among affiliated or interconnected undertakings.
- (2) For the purposes of this Division—
 - (a) “affiliated” has the meaning given by section 167(4) of the Act;
 - (b) “exclusive dealing” has the meaning given by section 167 of the Act; and
 - (c) interconnected” shall be construed in accordance with the Act, having regard to any relevant guidance issued by the Commission.
- (3) For the purposes of section 73(2) of the Act, the expression “market restrictions” shall be construed as referring only to restrictions of the same general character as exclusive dealing arrangements, being restrictions that—
 - (a) govern the terms on which affiliated or interconnected undertakings supply, distribute, or acquire goods or services as between themselves;
 - (b) restrict the freedom of one or more affiliated or interconnected undertakings to deal with third parties in respect of specified goods, services, territories, or customers; or
 - (c) impose vertical restraints within a corporate group governing access to markets, supply channels, or distribution networks.
- (4) Without limiting the generality of sub-regulation (3), the following categories of arrangement are ordinarily capable of constituting a "market restriction" within the meaning of section 73(2)—
 - (a) territorial restrictions confining an affiliated undertaking to a specified geographic area for the supply or acquisition of goods or services;
 - (b) customer allocation arrangements restricting an affiliated undertaking to dealing with specified classes of customers;
 - (c) non-compete obligations restricting an affiliated undertaking from competing with another member of the corporate group in a specified product or geographic market; and

- (d) supply or purchasing obligations requiring an affiliated undertaking to source goods or services exclusively or predominantly from within the corporate group.
- (5) An arrangement shall not be treated as a market restriction within the meaning of section 73(2) of the Act merely because it restricts competition, unless it is of the same general character as the restrictions described in sub-regulations (3) and (4), namely a restriction that organises the terms of dealing within an affiliated or interconnected group rather than one whose principal object or effect is directed at third parties.
- (6) In applying sub-regulation (7), the Commission shall have regard to the substance and economic effect of the arrangement, and not merely to its form or characterisation by the parties.
- (7) Without limiting sub-regulation (5), and subject to sub-regulation (6), the following arrangements do not, without more, constitute market restrictions for the purposes of section 73(2) of the Act—
 - (a) transfer pricing or internal accounting arrangements, to the extent that they do not determine or constrain the terms on which any party supplies goods or services to, or acquires goods or services from, third parties;
 - (b) internal information-sharing arrangements confined to reporting, compliance, or operational management, which do not facilitate the coordination of commercial conduct in relation to third parties or impose constraints on the competitive behaviour of any party; and
 - (c) arrangements directed principally at the foreclosure or restriction of the competitive opportunities of third parties in a downstream, upstream, or adjacent market, rather than at the organisation of the terms of dealing within the group; and
 - (d) arrangements having as their principal object or effect the extension or leveraging of a dominant position held by one or more undertakings within the group into a market in which the group does not hold a dominant position, including through bundling, tying, cross-subsidisation, or conditional supply.
- (8) In assessing whether an arrangement is directed at third parties within the meaning of sub-regulation (7)(c), the Commission may have regard to the extent of foreclosure in the relevant market, and a significant level of foreclosure may give rise to a rebuttable inference that the arrangement is not of the character contemplated by section 73(2) of the Act.
- (9) A confirmation issued under this Division—

- (a) applies only for the purposes of section 73 of the Act;
 - (b) does not constitute a determination that the arrangement is lawful under any other provision of the Act; and
 - (c) does not affect the Commission's powers under Part VIII or Part IX of the Act, including its power to assess the arrangement under sections 59 or 72.
- (10) This Division establishes a procedure by which a person may request an administrative confirmation as to whether an arrangement appears, on the facts disclosed, to fall within section 73(2) of the Act.
- (11) A confirmation issued under this Division—
- (a) is limited to the facts disclosed; and
 - (b) may be withdrawn or revised where those facts are incomplete, inaccurate, or materially changed.

30. Requirements for a Request

- (1) A person may request from the Commission an administrative confirmation as to whether an arrangement appears, on the facts presented, to fall within section 73(2) of the Act.
- (2) A request under sub-regulation (1) shall—
- (a) be made in the form prescribed in Schedule 6;
 - (b) include a description of the arrangement, including the parties to it, the markets affected, and the restrictive features;
 - (c) provide copies of documents relevant to the arrangement;
 - (d) contain a statement identifying whether the arrangement constitutes an exclusive dealing arrangement or a market restriction, or both, for the purposes of section 73(2), and where it is said to constitute a market restriction, identify the specific category under Regulation 29(3) within which the arrangement is said to fall;
 - (e) where the request concerns a market restriction, include—
 - (i) an explanation of the nature and scope of the restriction;
 - (ii) identification of the genus of the restriction by reference to the categories set out in Regulation 29(2) and (3), including reasons why the restriction is of the same character as an exclusive dealing arrangement;

- (iii) a statement addressing why the restriction does not fall within any of the categories excluded under Regulation 29(5); and
- (iv) the basis on which the arrangement is said to fall within section 73(2) of the Act.

Division 4—Common Provisions

31. Dual Classification of Conduct

- (1) Conduct by a dominant undertaking that may constitute an abuse of dominant position under section 72 of the Act may, depending on the facts, be capable of assessment under Division 1, Division 2, or both.
- (2) Where such conduct is given effect through an agreement, decision, or concerted practice within the meaning of section 59 of the Act, it may be considered under Division 1, notwithstanding that the same conduct may also be capable of classification as unilateral conduct under section 72 of the Act.
- (3) Where such conduct is purely unilateral in nature and is not given effect through an agreement, decision, or concerted practice, it shall be considered under Division 2.
- (4) Where an undertaking is uncertain whether its conduct is agreement-based or unilateral, it may seek guidance from the Commission through the pre-notification consultation process under Part VI, and the Commission shall direct the undertaking to the appropriate Division.
- (5) The Commission may, in its assessment of any application or request under this Part, reclassify the conduct and direct the undertaking to the Division that the Commission considers appropriate, having regard to the substance and effect of the conduct rather than its form.

32. Relevance of Prior Engagement to Remedial Measures under Section 75

- (1) Nothing in this Part affects the operation of section 75 of the Act, under which an undertaking that has received a directive under section 73(1)(b) may submit to the Commission proposed measures to cease the abusive practice and a timetable for giving effect to those measures.
- (2) Where an undertaking has, prior to the issuance of a directive under section 73(1)(b), engaged with the Commission under Division 1, Division 2, or Division 3 of this Part, the Commission may have regard to—

- (a) the nature and extent of the undertaking's prior engagement;
 - (b) whether the undertaking acted in good faith and in reliance on any guidance or confirmation received; and
 - (c) the extent to which the undertaking's conduct was consistent with any guidance or confirmation issued, in determining whether to accept the measures proposed under section 75 of the Act.
- (3) Sub-regulation (2) does not create a right, defence, or legitimate expectation, and the Commission retains full discretion in its assessment of measures submitted under section 75.

33. Safe Harbour for Information Submitted

- (1) Where the Commission subsequently commences an investigation under Part IX in respect of conduct that was the subject of a request or application under this Part, the Commission shall not rely upon information submitted solely in connection with that request or application as the basis for initiating the investigation.
- (2) Sub-regulation (1) does not prevent the Commission from relying upon such information where it is independently obtained or corroborated through the Commission's investigatory powers under the Act.
- (3) Nothing in this Regulation limits the Commission's powers under the Act.

34. Preservation of Enforcement Powers

- (1) The Commission retains full power to investigate and take enforcement action under Part IX in respect of any conduct, whether or not—
 - (a) a request for guidance has been submitted or a response issued under Division 2;
 - (b) an application for exemption has been made or granted under Division 1; or
 - (c) a confirmation has been issued under Division 3.
- (2) The failure of an undertaking to seek guidance, to apply for exemption, or to request a confirmation under this Part shall not, of itself, be treated as an aggravating factor in any enforcement proceeding under Part IX.

35. Publication and Transparency

- (1) The Commission may publish, in non-confidential form—
 - (a) responses issued under Division 2;
 - (b) summaries of exemptions granted under Division 1 insofar as they relate to dominant-firm conduct;
 - (c) confirmations issued under Division 3; and
 - (d) any general guidance on the application of this Part, for the purposes of transparency, legal certainty, and the development of competition law and policy.
- (2) Before publishing any material under sub-regulation (1), the Commission shall—
 - (a) have regard to the protection of confidential and commercially sensitive information; and
 - (b) afford the applicant not less than ten business days' written notice of the proposed publication and an opportunity to make representations.
- (3) Publication under this Regulation does not cause any response, summary, or confirmation to become binding precedent or create any legal right, defence, or legitimate expectation.

PART IV—DECISION TIMELINES AND COMPLIANCE OBLIGATIONS

36. Decision Timelines

- (1) The Commission shall issue its decision on an application for exemption or authorisation within thirty business days of the commencement of a substantive review, unless extended for justified reasons, which shall be communicated in writing to the applicant.
- (2) Notwithstanding sub-regulation (1), the Commission may extend this period for up to ninety business days from the commencement of the substantive review if justified by the complexity of the issues.
- (3) Where the Commission requests additional information from the applicant under Regulation 7(1), the time period shall be suspended from the date of the request until the date on which the applicant provides the requested information in full.
- (4) The Commission shall notify the applicant in writing of any suspension and resumption of the time period.

- (5) Where the applicant fails to provide requested information within forty business days, the Commission may treat the application as withdrawn.

37. Compliance Obligations for Exemptions

- (1) Parties granted an individual exemption under these Regulations shall, in addition to any conditions imposed under Regulation 12—
 - (a) comply with all conditions imposed by the Commission;
 - (b) submit periodic compliance reports in the form prescribed in Schedule 3 at intervals of not less than twelve months, or as otherwise required by the Commission;
 - (c) maintain accurate records of all relevant transactions, agreements, and supporting documentation for a minimum period of five years from the date of the relevant transaction; and
 - (d) notify the Commission of any material changes affecting the exemption or authorisation within thirty days of such changes occurring.
- (2) For the purposes of sub-regulation (1)(d), "material change" means any change that is reasonably likely to affect the Commission's assessment of whether the conditions for exemption continue to be satisfied, including a change in market share exceeding five percentage points, a change in the parties to the agreement, or a material amendment to the terms of the agreement.
- (3) The Commission may—
 - (a) conduct compliance audits to verify continued adherence to the exemption or authorisation conditions; and
 - (b) require the submission of additional reports where necessary.

38. Consequences of Non-Compliance

- (1) Failure to comply with the terms of an exemption or authorisation may result in—
 - (a) revocation of the exemption or authorisation under Regulation 13;
 - (b) imposition of administrative penalties as provided under the Act and the Administrative Penalties Regulations; or
 - (c) any other remedial action deemed appropriate by the Commission, including compliance orders.

PART V— APPLICATION FEES AND CLASSIFICATION OF UNDERTAKINGS

39. Application Fees

- (1) Fees for authorisation or exemption shall be paid in accordance with the amounts prescribed in Schedule 2.
- (2) An application for authorisation or exemption shall be accompanied by a non-refundable fee calculated in accordance with Schedule 2.
- (3) The applicable turnover shall be calculated based on the most recent audited financial statements submitted by the undertaking.
- (4) Where audited financials are unavailable, particularly in the case of micro or new undertakings, the Commission may accept certified management accounts or tax filings, subject to verification.
- (5) The Commission may issue further guidelines or thresholds to cap fees for micro and small enterprises to avoid disproportionate burden.

PART VI—PRE-NOTIFICATION CONSULTATION

40. Voluntary Pre-Consultation Service

- (1) The Commission provides a voluntary pre-notification consultation service to assist parties in preparing formal applications under these Regulations. The purpose of this service is to—
 - (a) determine whether an exemption application would be appropriate;
 - (b) clarify information requirements for applications; and
 - (c) reduce the scope of documentation or data required, where feasible, to streamline the formal process.
- (2) Parties uncertain about the eligibility of proposed conduct for exemption or authorisation are encouraged to request pre-consultation at least fourteen days before submitting a formal application.
- (3) Pre-consultations may be conducted through—
 - (a) in-person meetings at the Commission's offices;
 - (b) telephone or video conferences;
 - (c) digital platforms approved by the Commission; or

- (d) any other means the Commission deems appropriate.
- (4) The objectives of a pre-consultation include—
 - (a) clarifying the procedural requirements for the submission of an application;
 - (b) addressing substantive queries relating to—
 - (i) the nature and scope of the proposed conduct;
 - (ii) the applicability of sections 59 and 60 of the Act; and
 - (iii) the calculation of annual turnover, market shares, or filing fees;
 - (c) identifying—
 - (i) the documents required in support of the application; and
 - (ii) any appropriate waivers of non-essential documentation for the purpose of reducing administrative burden; and
 - (d) highlighting any issues likely to arise during the Commission's formal assessment.
- (5) Any guidance provided during a pre-consultation—
 - (a) shall be non-binding on the Commission; and
 - (b) shall not preclude the Commission from requesting additional information during the formal review process.
- (6) For the avoidance of doubt, a pre-consultation under this Regulation is informal in nature and is distinct from a notification for guidance under Regulation 18 of these Regulations, which constitutes a formal written application to which the Commission is required to respond within a specified period.

PART VII—REVIEW, APPEALS, AND MISCELLANEOUS PROVISIONS

41. Reviews and Appeals

- (1) Any person aggrieved by a decision of the Commission under these Regulations may appeal to the Competition and Consumer Protection Tribunal within thirty days of service of the decision.
- (2) An appeal shall be filed in writing and shall—
 - (a) identify the decision being appealed;

- (b) set out the grounds of appeal; and
 - (c) be accompanied by a copy of the decision and any supporting documentation.
- (3) The Tribunal shall have jurisdiction to review the merits of the Commission's decision and may confirm, vary, or set aside the decision.
- (4) The filing of an appeal shall not automatically suspend the operation of the Commission's decision unless the Tribunal grants a stay of execution upon application.

42. Confidentiality

- (1) Information submitted to the Commission in an application for authorisation or exemption shall be treated as confidential where the applicant demonstrates that disclosure:
- (a) would cause serious irreparable harm to its business interests; or
 - (b) relates to sensitive commercial strategies, trade secrets, or financial data.
- (2) The Commission shall determine any confidentiality claim within fifteen business days of receipt of the claim.
- (3) The Commission may disclose information where—
- (a) it is required by law;
 - (b) disclosure is necessary for public interest reasons; or
 - (c) the applicant has given prior consent.
- (4) Where the Commission proposes to disclose information that the applicant has designated as confidential, the Commission shall give the applicant not less than ten business days' written notice before disclosure and shall afford the applicant an opportunity to make representations.
- (5) An applicant aggrieved by a confidentiality determination may apply to the Tribunal for review.
- (6) All applications shall be accompanied by both a confidential and a non-confidential version of all submissions.

43. Definitions

In these Regulations, unless the context otherwise requires—

"Act" means the Federal Competition and Consumer Protection Act, 2018.

"Agreement" includes any formal or informal arrangement, whether written, oral, or implied, between undertakings concerning the supply, distribution, manufacture, pricing, or trading of goods or services, as contemplated by Part VIII of the Act.

"Applicant" means any person or undertaking applying for an authorisation or exemption under these Regulations.

"Block Exemption" means an exemption granted by the Commission in respect of a category of agreements pursuant to a Block Exemption Notice issued under Section 60 of the Act.

"Block Exemption Notice" means a notice issued by the Commission under Regulation 15 declaring that the prohibition under section 59(1) of the Act shall not apply to a specified category of agreements.

"Business day" means any day other than a Saturday, Sunday, or public holiday in the Federal Republic of Nigeria.

"Commission" means the Federal Competition and Consumer Protection Commission (FCCPC).

"Contemplated agreement" means an agreement that has not yet been implemented and in respect of which a party may seek guidance under Regulation 18.

"Efficiency gains" or **"pro-competitive effects"** means any technological, economic, or other competitive advantage resulting from an agreement or conduct that may be taken into account in assessing whether the conditions for exemption under Section 60 of the Act are satisfied.

"Exclusion order provision" has the meaning given by section 61 of the Act and refers to a provision in an agreement that has the purpose of preventing or limiting the supply of goods or services to, or the acquisition of goods or services from, any particular person or class of persons.

"Exemption" means a formal decision by the Commission granting relief from the prohibition of restrictive agreements under Section 60 of the Act.

"Gazette" means the Federal Government Gazette of the Federal Republic of Nigeria.

"Individual exemption" means an exemption granted by the Commission for a specific agreement that satisfies the conditions set out in Section 60 of the Act.

"Leniency Rules" means the Federal Competition and Consumer Protection Leniency Rules, 2022, or any rules made in substitution therefor.

"Material change" means any change that is reasonably likely to affect the Commission's assessment of whether the conditions for exemption continue to be satisfied, including a change in market share exceeding five percentage points, a change in the parties to the agreement, or a material amendment to the terms of the agreement.

"Market restriction" has the meaning given to it by section 73(2) of the Act, as interpreted by Regulation 29(3) to (6) of these Regulations, being a restriction of the same general character as an exclusive dealing arrangement that organises the terms of dealing within an affiliated or interconnected group.

"Market share" means the percentage of total sales, supply, or revenue controlled by an undertaking within a defined market.

"Person" includes a natural person, corporate entity, partnership, or any other legal entity.

"Restrictive agreement" has the meaning assigned to it in Section 59 of the Act and includes any agreement, decision, or concerted practice assessed under Part VIII of the Act and the Restrictive Agreements and Trade Practices Regulations, 2022.

"Self-assessment" means the process by which an undertaking independently evaluates whether an agreement qualifies for a block exemption under these Regulations.

"Statutory exception" means an agreement falling within one of the categories specified in section 68 of the Act, to which the prohibitions under Part VIII do not apply.

"Substantive review" means the detailed competitive assessment of an application for an exemption or authorisation, conducted by the Commission.

"Tribunal" means the Competition and Consumer Protection Tribunal established under Section 39 of the Act.

"Turnover" means the total revenue generated by an undertaking within a specified period, used as a metric for fee classification under Regulation 39.

44. Citation and Commencement

- (1) These Regulations may be cited as the Authorisation, Exemption and Guidance Regulations (Non-Merger Matters), 2026.
- (2) These Regulations shall come into force on the date of their publication in the Federal Government Gazette.

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SCHEDULES

SCHEDULE 1

Application for Individual Exemption under Section 60 of the Act

(Regulation 4(1) of the Authorisation, Exemption and Guidance Regulations (Non-Merger Matters), 2026)

This form is to be completed by or on behalf of an undertaking applying for an individual exemption of a restrictive agreement under section 60 of the Federal Competition and Consumer Protection Act, 2018. Where the agreement also involves a dominant undertaking and may raise issues under section 72 of the Act, the Supplementary Section at Part C below should also be completed (see Regulation 24 of the Regulations).

PART A — APPLICANT AND PARTIES

A.1 Applicant Details	
Full legal name of applicant	
Registered office address	
Telephone number	
Email address for service	
Contact person (name, position, email, telephone)	
Authorised external representative (if any) <i>To whom the Commission's correspondence and decisions may be notified</i>	
Description of business activities	
A.2 Other Parties to the Agreement	
Details of each other party <i>Full name, registered address, telephone, contact person, description of business activities</i>	
Persons on whose behalf exemption is sought <i>If the application is made on behalf of additional persons or classes of persons, provide details and evidence of authorisation</i>	

PART B — THE AGREEMENT AND COMPETITIVE ASSESSMENT

B.1 Description of the Agreement	
Nature and terms of the agreement <i>Attach a copy of the draft agreement or term sheet</i>	

Intended duration of the agreement	
Geographic scope	
Commercial rationale	
B.2 Market Information	
Relevant product market(s) <i>Describe the products or services supplied by the parties</i>	
Relevant geographic market(s) <i>Describe the geographic areas in which the parties operate</i>	
Overlapping and vertically related markets <i>Identify all products/services in which two or more parties overlap or have a vertical relationship</i>	
Industry description, supply chains, and manufacturing process	
B.3 Market Shares and Competitive Constraints	
Estimated market shares of each party <i>By reference to sales, volume, or capacity, where readily available</i>	
Existing competitors and their approximate shares	
Likelihood of entry by new competitors	
Countervailing buyer or supplier power	
Other relevant competitive factors	
B.4 Section 60 Efficiency Assessment	
Condition 1: Improvement of production, distribution, or technical/economic progress <i>Including, where applicable, contribution to environmental sustainability or climate-change mitigation (Regulation 3(2))</i>	
Condition 2: Fair share for consumers <i>How will consumers benefit from the efficiency gains?</i>	
Condition 3: Indispensability <i>Why is the restriction necessary? Could the same benefits be achieved by less restrictive means?</i>	
Condition 4: No elimination of competition	

<i>Demonstrate that the agreement does not eliminate competition in a substantial part of the relevant market</i>	
B.5 Supporting Documentation	
List of annexes <i>E.g. economic analysis, expert reports, financial models, market studies</i>	

PART C — SUPPLEMENTARY SECTION: AGREEMENT-BASED CONDUCT BY DOMINANT UNDERTAKINGS

Complete this Part only where the applicant is, or may be, a dominant undertaking in the relevant market and the agreement may also raise issues under section 72 of the Act. See Regulation 24.

C.1 Dominance Assessment	
Statement as to dominance <i>State whether the applicant considers that it is, or may be, dominant in the relevant market</i>	
Market position evidence <i>Market share data, assessment of competitive constraints, barriers to entry, buyer power</i>	
Prior Commission or judicial findings <i>Any prior determination or finding relating to the applicant’s market position</i>	
C.2 Section 72 Issues	
Section 72(2) category <i>Identify the specific category of conduct under section 72(2) to which the arrangement relates</i>	
Assessment against ADR 2022 <i>Assessed against the criteria in regulation 14 (exclusive dealing), regulation 12 (tying and bundling), or regulation 11 (scarce goods) of the Abuse of Dominance Regulations, 2022, as applicable</i>	
Efficiency justifications under section 72(3) <i>Set out the pro-competitive justifications relied upon, addressing each of the four cumulative conditions</i>	

DECLARATION

I/We declare that the information provided in this application is true, complete, and accurate to the best of my/our knowledge and belief. I/We understand that providing false or misleading

information may result in the revocation of any exemption granted and may give rise to penalties under the Act.

Name of signatory	
Position	
Date	
Signature	

CONFIDENTIALITY

All applications must be accompanied by both a confidential and a non-confidential version. Applicants claiming confidentiality over any information should clearly indicate the relevant sections and provide reasons in accordance with Regulation 43 of the Regulations.

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SCHEDULE 2

Application Fees and Classification of Undertakings

(Regulation 39 of the Authorisation, Exemption and Guidance Regulations (Non-Merger Matters), 2026)

1. Fee Schedule

The following fees are payable upon submission of an application or request under these Regulations. All fees are non-refundable.

Category	Annual Turnover (Naira)	Filing Fee (Naira)
Micro Enterprise	Less than ₦50,000,000	[.]
Small Enterprise	₦50,000,000 – ₦500,000,000	[.]
Medium Enterprise	₦500,000,001 – ₦5,000,000,000	[.]
Large Enterprise	₦5,000,000,001 – ₦50,000,000,000	[.]
Very Large Enterprise	Above ₦50,000,000,000	[.]

2. Supplementary Fees

Application / Request Type	Fee
Application for Individual Exemption (Schedule 1)	[.]
Application under Division 1 (agreement-based dominant firm conduct)	[.]
Request for Non-Binding Guidance under Division 2	[.]
Request for Administrative Confirmation under Division 3	[.]
Notification of Reliance on Block Exemption (Schedule 4)	[.]
Pre-Consultation Service (beyond 45 minutes)	[.]

3. Notes

- (a) Turnover shall be calculated based on the most recent audited financial statements. Where audited financials are unavailable, the Commission may accept certified management accounts or tax filings (Regulation 39(3)–(4)).
- (b) The Commission may issue further guidelines or thresholds to cap fees for micro and small enterprises (Regulation 39(5)).

SCHEDULE 3

Periodic Compliance Report

(Regulation 37(1)(b) of the Authorisation, Exemption and Guidance Regulations (Non-Merger Matters), 2026)

This report is to be submitted at intervals of not less than twelve months, or as otherwise required by the Commission, by undertakings granted an individual exemption under Part II of the Regulations.

1. Identification	
Name of reporting undertaking	
FCCPC reference number of exemption	
Date of exemption decision	
Reporting period covered	
Date of this report	
2. Compliance with Conditions	
Conditions imposed by the Commission <i>List each condition and confirm compliance or explain any deviation</i>	
Steps taken to ensure compliance <i>Describe compliance measures, internal processes, or monitoring arrangements</i>	
3. Market Developments	
Changes in market share <i>Report any change in market share exceeding 5 percentage points since the last report (Regulation 37(2))</i>	
Changes to the agreement <i>Report any material amendment to the terms, parties, or scope of the agreement</i>	
Changes in market conditions <i>Including entry or exit of significant competitors, regulatory changes, or demand shifts</i>	
4. Efficiency Outcomes	
Realisation of claimed efficiencies <i>Report on whether the efficiency gains identified in the application have materialised</i>	
Consumer benefits <i>Describe the benefits passed on to consumers (e.g. price reductions, quality improvements, new products)</i>	
5. Material Changes Notified	
Material changes notified under Regulation 37(1)(d)	

List any material changes notified to the Commission since the last report

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6. Declaration

Name of signatory

--

Position

--

Date

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Signature

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SCHEDULE 4

Notification of Reliance on Block Exemption

(Regulation 18 of the Authorisation, Exemption and Guidance Regulations (Non-Merger Matters), 2026)

This notification is voluntary. It is to be submitted within thirty days of the undertaking's reliance on a Block Exemption Notice issued by the Commission. A notification does not constitute a determination by the Commission that the agreement falls within the Block Exemption (Regulation 18(4)).

1. Notifying Party	
Full legal name	
Registered office address	
Contact person (name, position, email, telephone)	
Description of business activities	
2. The Agreement	
Parties to the agreement <i>Names and addresses of all parties</i>	
Date of the agreement	
Description of the agreement <i>Nature, terms, scope, and duration</i>	
3. Block Exemption Relied Upon	
Applicable Block Exemption Notice <i>Identify the specific Block Exemption Notice by title and date</i>	
Basis for reliance <i>Explain why the agreement is considered to fall within the Block Exemption, including compliance with applicable market share thresholds</i>	
Self-assessment <i>Confirm that the undertaking has conducted a self-assessment of compliance with the conditions of the Block Exemption</i>	
4. Market Information	
Relevant product and geographic market(s)	
Estimated market shares of the parties	
5. Confirmation and Supporting Documents	
List of annexes <i>Attach a copy of the agreement and any supporting documentation</i>	
6. Declaration	

Name of signatory	
Position	
Date	
Signature	

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SCHEDULE 5

Request for Non-Binding Guidance on Unilateral Conduct by a Dominant Undertaking

(Part III, Division 2, Regulation 27 of the Authorisation, Exemption and Guidance Regulations (Non-Merger Matters), 2026)

IMPORTANT: A response issued by the Commission under Division 2 is preliminary and non-binding. It does not constitute an authorisation, exemption, determination, or defence. It does not bind the Commission in any subsequent proceeding and may be withdrawn or revised at any time. The submission of this request does not constitute an admission that the undertaking is dominant or that its conduct is or may be abusive (Regulation 27(3)).

1. Requesting Undertaking	
Full legal name	
Registered office address	
Contact person (name, position, email, telephone)	
Description of business activities	
2. Market Position	
Statement as to dominance <i>State whether the undertaking considers that it is, or may be, dominant in the relevant market</i>	
Market share data <i>Provide current market share data for the relevant market(s)</i>	
Assessment of competitive constraints <i>Describe existing competitors, barriers to entry, buyer power, and other relevant factors</i>	
3. Description of the Conduct	
Nature and scope of the conduct <i>Describe the proposed unilateral conduct in detail</i>	
Intended duration of the conduct	
Commercial rationale	
Section 72 provisions that may be relevant <i>E.g. section 72(2)(a) (excessive pricing), 72(2)(b) (essential facility), 72(2)(d)(iv) (predatory pricing), 72(2)(d)(v) (buying up scarce supply)</i>	
4. Efficiency Justifications	
Efficiency gains claimed <i>Describe the technical advancements, cost reductions, or consumer benefits relied upon</i>	

Indispensability <i>Explain why the conduct is necessary to achieve the claimed efficiencies</i>	
Consumer benefit <i>Explain how consumers will receive a fair share of the efficiency gains</i>	
Preservation of competition <i>Explain why the conduct does not eliminate competition in a substantial part of the relevant market</i>	
5. Supporting Documentation	
List of annexes <i>E.g. market studies, economic analysis, internal business documents, expert reports</i>	
6. Declaration	

I/We understand that any guidance issued by the Commission in response to this request is preliminary and non-binding, does not constitute an authorisation or exemption, and may be revised or withdrawn at any time. I/We declare that the information provided is true, complete, and accurate to the best of my/our knowledge and belief.

Name of signatory	
Position	
Date	
Signature	

SCHEDULE 6

Request for Administrative Confirmation under Section 73(2) of the Act

(Part III, Division 3, Regulations 29–30 of the Authorisation, Exemption and Guidance Regulations (Non-Merger Matters), 2026)

A confirmation issued under Division 3 is limited to the apparent application of section 73(2) on the facts disclosed. It does not constitute an exemption, authorisation, or determination of legality under any other provision of the Act. It may be withdrawn or revised where the facts were incomplete, inaccurate, or have materially changed (Regulation 29(7)–(8)).

1. Requesting Party	
Full legal name	
Registered office address	
Contact person (name, position, email, telephone)	
Description of business activities	
2. Affiliated or Interconnected Undertakings	
Details of all affiliated or interconnected undertakings party to the arrangement <i>Names, addresses, and description of each entity's activities</i>	
Basis of affiliation or interconnection <i>Describe the corporate relationship (e.g. parent-subsidiary, common ownership, interconnection as defined in the Act)</i>	
Supporting documents <i>E.g. corporate structure charts, shareholding certificates, annual returns</i>	
3. The Arrangement	
Description of the arrangement <i>Including parties, terms, scope, duration, and markets affected</i>	
Copies of relevant agreements or documents	

4. Classification of the Arrangement

Please indicate whether the arrangement is said to constitute:

- An exclusive dealing arrangement within the meaning of section 73(2)
- A market restriction within the meaning of section 73(2)
- Both an exclusive dealing arrangement and a market restriction

5. Market Restriction Analysis (if applicable)

Complete this section only where the arrangement is said to constitute a market restriction. See Regulation 29(2)–(5).

5.1 Genus Identification	
Category under Regulation 29(3) Identify the specific category: (a) territorial restrictions, (b) customer allocation, (c) non-compete obligations, or (d) intra-group sourcing obligations	
Genus under Regulation 29(2) Explain by reference to Regulation 29(2)(a)–(c) why the restriction is of the same character as an exclusive dealing arrangement	
5.2 — Regulation 29(5) Exclusions	
Statement addressing exclusions Confirm that the arrangement does not fall within any of the categories excluded under Regulation 29(5), namely: (a) pricing arrangements that do not restrict access to markets, supply channels, or distribution networks; (b) information-sharing arrangements that do not restrict the freedom of any party to deal with third parties; or (c) arrangements whose principal object or effect is to restrict competition with third parties rather than to organise intra-group dealing	
6. Basis for Section 73(2) Application	
Why section 73(2) applies Set out the legal and factual basis on which section 73(2) is said to apply to the arrangement	
Any other submissions Any further matters the applicant wishes to draw to the Commission’s attention	
7. Declaration	
Name of signatory	
Position	
Date	
Signature	

CONFIDENTIALITY

All requests must be accompanied by both a confidential and a non-confidential version. Parties claiming confidentiality should clearly indicate the relevant sections and provide reasons in accordance with Regulation 43 of the Regulations.