PHILIPPINE COMPETITION COMMISSION
Ensuring businesses compete and consumers benefit

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PCC MEMORANDUM CIRCULAR NO. 26-001

SUBJECT: **ADJUSTMENT OF THE MERGER NOTIFICATION THRESHOLDS AND AMENDMENT OF SECTION 3 OF PCC MEMORANDUM CIRCULAR NO. 18-001 PURSUANT TO COMMISSION RESOLUTION NO. 02-2026**

WHEREAS, parties to a merger or acquisition with a transaction value that satisfies the thresholds under Section 17 of Republic Act No. 10667, otherwise known as the Philippine Competition Act ("**PCA**") and Rule 4, Section 3 of the Implementing Rules and Regulations of Republic Act No. 10667 ("**IRR**") are required to notify the Commission;

WHEREAS, pursuant to Sections 12(b) and 19 of the PCA, and in conjunction with Rule 4, Section 8 of the PCA IRR, the Commission has the power to determine the thresholds for notification under Section 17 of the PCA and to adopt and publish regulations accordingly;

WHEREAS, Section 17 of the PCA further provides that the Commission shall promulgate other criteria, including increased market share in the relevant market in excess of minimum thresholds, which criteria may be applied specifically to a sector, or across some or all sectors, in determining whether parties to a merger or acquisition shall notify the Commission;

WHEREAS, on 01 March 2018, PCC Memorandum Circular No. 18-001 was issued to adjust the initial notification thresholds under Rule 4, Section 3 of the PCA IRR, and to establish a regular adjustment mechanism to be implemented on March 1st of every year;

WHEREAS, based on the actual notifications received to date, the Commission recognizes the need to adjust the thresholds for notification and revisit the basis considered in adjusting the same, to reflect inflation, economic growth, and other material factors to ensure the efficient use of its limited resources;

NOW, THEREFORE, pursuant to Commission Resolution No. 02-2026, the merger notification thresholds are adjusted, and PCC Memorandum Circular ("**MC**") No. 18-001 is amended, as follows:

Section 1. Parties to a merger or acquisition shall be required to provide notification in compliance with Section 17 of the PCA when:

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a) The Size of Party exceeds Nine Billion One-Hundred Million Pesos (PhP 9,100,000,000.00);

and

b) The Size of Transaction [under Rule 4, Section 3(b), subsections (1), (2), (3) or (4), or Section 3(d) of the IRR, as the case may be] exceeds Three Billion Eight-Hundred Million Pesos (PhP 3,800,000,000.00).

The revised Size of Party and Size of Transaction shall also apply to joint venture transactions under Rule 4, Section 3(d) of the IRR.

Section 2. Section 3 of MC No. 18-001 is hereby amended to read as follows:

"Section 3. Unless otherwise modified or repealed by the Commission, the thresholds set out in Rule 4, Section 3 (a), (b) and (d) of the IRR as amended in Section 1 hereof shall be automatically adjusted commencing on March 1, 2019 and on March 1st of every succeeding year, using as index the nominal Gross Domestic Product growth of the previous calendar year derived from the Philippine Statistics Authority's official estimates, rounded up to the nearest hundred million (e.g., PhP 2.14 B shall be rounded up to PhP 2.2B), and such other factors that the Commission may deem relevant.

x x x"

Section 3. Amendments. This Memorandum Circular may be modified, amended, supplemented, or repealed as may be deemed necessary by the Commission, in accordance with the provisions of the PCA and other existing relevant laws, rules, and regulations.

Section 4. Separability. If any part or provision of this Memorandum Circular is declared unconstitutional, illegal or invalid by a court of competent jurisdiction, the other parts or provisions not otherwise affected shall remain valid.

Section 5. Effectivity. This Memorandum Circular shall take effect on 01 March 2026.

Quezon City, Philippines, 26 February 2026.

(Sgd.)
MICHAEL G. AGUINALDO
Chairperson

(Sgd.)
MARAH VICTORIA S. QUEROL
Commissioner

(Sgd.)
MICHAEL B. PELOTON
Commissioner

(Sgd.)
LOLIBETH RAMIT-MEDRANO
Commissioner

(Sgd.)
FERDINAND M. NEGRE
Commissioner