C/2026/2645

8.5.2026

Final Report of the Hearing Officer ([1])

Case M.11956 – UMG / DOWNTOWN

(C/2026/2645)

1. On 16 June 2025, following a referral pursuant to Article 22 of the Merger Regulation ([2]), the Commission received a notification of a proposed transaction pursuant to Article 4 of the Merger Regulation by which Universal Music Group N.V. (the 'Notifying Party') intends to acquire within the meaning of Article 3(1)(b) of the Merger Regulation sole control of the whole of Downtown Music Holdings LLC (together the 'Parties').

2. On 22 July 2025, the Commission adopted a decision initiating proceedings pursuant to Article 6(1)(c) of the Merger Regulation and finding that the proposed transaction raised serious doubts as to its compatibility with the internal market and with the functioning of the EEA Agreement. On 20 August 2025, the Notifying Party submitted written comments on the Article 6(1)(c) decision.

3. On 24 July 2025, the deadline was extended by 10 working days in accordance with Article 10(3) second subparagraph, first sentence of the Merger Regulation.

4. On 3 September 2025, the Commission issued two decisions, on the basis of Article 11(3) of the Merger Regulation, to each Party suspending the time limit referred to in Article 10(3) of the Merger Regulation from 2 September 2025. The time limit resumed on 20 October 2025.

5. On 24 November 2025, the Commission issued a statement of objections ('SO') concluding on a preliminary basis that the proposed transaction would significantly impede effective competition in a substantial part of the internal market.

6. On 8 December 2025, the Notifying Party submitted written comments in response to the SO. They did not ask for an Oral Hearing.

7. Access to file was first provided on 24 November 2025 in connection with the issue of the SO. Subsequent access to file was provided on 25 November 2025, 19 December 2025, 23 December 2025, 30 January 2026 and 4 February 2026. I have not received any complaints or requests concerning access to file.

8. Throughout the proceedings, I admitted two interested third persons, pursuant to Article 5 of Decision 2011/695/EU. DG Competition informed the interested third persons about the nature and subject matter of the procedure, in accordance with Article 16(1) of the Merger Implementing Regulation ([3]), by providing them with a non-confidential version of the SO. A third application to be admitted as interested third person became obsolete after exchanges with the team of the Hearing Officer, clarifying the purpose pursued by the application and re-directing the applicant to pertinent contact points.

9. On 11 December 2025, the Parties submitted a first set of commitments with a view to rendering the concentration compatible with the internal market pursuant to Article 8(2) of the Merger Regulation (the 'Initial Commitments'). The Commission launched a market test of the Initial Commitments on 12 December 2025.

([1]) Pursuant to Articles 16 and 17 of Decision 2011/695/EU of the President of the European Commission of 13 October 2011 on the function and terms of reference of the hearing officer in certain competition proceedings (OJ L 275, 20.10.2011, p. 29) ('Decision 2011/695/EU').

([2]) Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (OJ L 24, 29.1.2004, p. 1) ('the Merger Regulation').

([3]) Commission Implementing Regulation (EU) 2023/914 of 20 April 2023 implementing Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings and repealing Commission Regulation (EC) No 802/2004 (OJ L 119, 5.5.2023, p. 22) (the 'Merger Implementing Regulation').

10. The Commission gave the Parties detailed feedback on the outcome of the market test on 22 December 2025.

11. On 15 January 2026, the Parties submitted a revised and final set of commitments (the 'Final Commitments').

12. The draft decision declares the proposed transaction compatible with the internal market and the EEA Agreement, subject to compliance with the Final Commitments.

13. I have reviewed the draft decision pursuant to Article 16(1) of Decision 2011/695/EU and I conclude that it deals only with objections in respect of which the Parties have been afforded the opportunity of making their views known.

14. Overall, I consider that the effective exercise of the Parties' procedural rights has been respected.

Brussels, 5 February 2026.

Dorothe DALHEIMER