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PUBLIC VERSION

In the published version of this decision, some information has been omitted pursuant to Article 17(2) of Council Regulation (EC) No 139/2004 concerning non-disclosure of business secrets and other confidential information. The omissions are shown thus […]. Where possible the information omitted has been replaced by ranges of figures or a general description.

MYT Netherlands Parent B.V.
Einsteinring 9
85609 Aschheim b. München
Germany

Subject: **Case M.11793 – MYTHERESA / YNAP**
Commission decision pursuant to Article 6(1)(b) of Council Regulation No 139/2004 ([1]) and Article 57 of the Agreement on the European Economic Area ([2])

Dear Sir or Madam,

(1) On 10 March 2025, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which MYT Netherlands Parent B.V. ("**Mytheresa**" or the "**Notifying Party**") will acquire sole control over YOOX Net-A-Porter Group S.p.A. ("**YNAP**" or the "**Target**") within the meaning of Article 3(1)(b) of the Merger Regulation (the "**Transaction**"). ([3]) Mytheresa and YNAP are hereinafter referred to as the "**Parties**" or post-Transaction, the "**Merged Entity**".

([1]) OJ L 24, 29.1.2004, p. 1 (the 'Merger Regulation'). With effect from 1 December 2009, the Treaty on the Functioning of the European Union ('TFEU') has introduced certain changes, such as the replacement of 'Community' by 'Union' and 'common market' by 'internal market'. The terminology of the TFEU will be used throughout this decision.
([2]) OJ L 1, 3.1.1994, p. 3 (the 'EEA Agreement').
([3]) OJ C, C/2025/1712, 18.3.2025.

1. THE PARTIES

(2) **Mytheresa** is a luxury fashion e-commerce platform which is headquartered in Germany and listed on the New York Stock Exchange. ([4]) Mytheresa offers a curated edit of personal luxury multi-brand goods such as apparel, footwear, leather goods and jewellery to customers in over 130 countries globally. Brands offered by Mytheresa include Bottega Veneta, Brunello Cucinelli, Dolce&Gabbana, Gucci, Loewe, Loro Piana, Moncler, Prada, Saint Laurent, The Row and Valentino. Mytheresa's offering also includes a selection of luxury kids wear and home goods. Mytheresa conducts the majority of its business under a 1P/wholesale distribution model (in contrast to the 3P/e-concessions model). ([5])

(3) **YNAP** is an online retailer of luxury and fashion goods headquartered in Italy and is wholly owned by Compagnie Financière Richemont S.A. ("**Richemont**"), a Swiss-based publicly listed luxury goods company. YNAP supplies customers located in 180 countries around the world. YNAP is active in the retail of luxury goods through its following four multi-brand online stores which predominantly operate on a 1P model ([6]):

(a) Net-A-Porter ("**NAP**") is an online retailer offering an assortment of luxury products targeting women from exclusive designer brands;

(b) Mr Porter ("**MRP**") is an online retailer which provides a curated luxury product offering targeting men;

(c) **YOOX** is an online retailer for fashion, design and art. It offers a wide selection of clothing and accessories for men and women, from prestigious designers as well as more affordable options, in addition to kids wear, home design objects and art pieces. YOOX's concept is to buy up overstocked or unsold items from previous seasons in from renowned fashion houses as well as manufacturers and authorized dealers and sell them online at discounted outlet prices; and

(d) The Outnet ("**TON**") is an online luxury discount store offering end-of-season items and limited-edition exclusives from designer fashion brands for men and women at discounted prices. ([7])

(4) To a lesser extent, YNAP also provides white-label e-commerce services to luxury brands through its Online Flagship Store division. In addition, YNAP owns a small number of own label brands (mainly Iris & Ink, 8 by YOOX, MRP, Porte & Paire and 42 Suns), which are sold only through YNAP's online stores.

2. THE OPERATION

Following the share and purchase agreement entered into between Mytheresa and Richemont on 7 October 2024, Mytheresa will acquire the entire issued share capital of YNAP. In return, Richemont will acquire a non-controlling minority stake of 33% (on a fully diluted basis) in Mytheresa representing a value of

([4]) MYT Holding LLC holds 77.9% of Mytheresa's shares, with the remaining 22.1% of the shares listed on the New York Stock Exchange. The ownership of the publicly traded shares is fragmented.

([5]) Under the 1P (or wholesale) model, the luxury brands sell inventory to retailers which take ownership of the stock before reselling the goods to consumers. Under the 3P (or e-concessions) model, a retailer acts as an intermediary to, e.g., brands without purchasing inventory or bearing inventory risk on the products (Form CO, paragraph 131).

([6]) Form CO, paragraph 37.

([7]) Form CO, paragraph 34.

EUR 352 million based on Mytheresa's closing share price as of 11 October 2024. Upon closing, Mytheresa will acquire sole control over YNAP.([8])

3. UNION DIMENSION

(5) The Parties' combined aggregate world-wide turnover is more than EUR 2 500 million ([9]) (Mytheresa: 897 million and YNAP: EUR […] million). In each of at least three Member States, the Parties' combined aggregate turnover exceeds EUR 100 million, and in each of these Member States, the aggregate turnover of each of the Party is more than EUR 25 million. ([10]). The aggregate Union-wide turnover of each of the Parties is more than EUR 100 million (Mytheresa: EUR […] million and YNAP: EUR […] million) and neither of them achieves more than two-thirds of its aggregate EU-wide turnover within one and the same Member State. The Transaction therefore has a Union dimension pursuant to Article 1(3) of the Merger Regulation.

4. DISTRIBUTION MODELS AND INDUSTRY TRENDS

4.1. Distribution models for personal luxury goods

(6) Personal luxury goods can be sold through various distribution channels and models, namely:

(a) **Direct-to-consumers** ("**DTC**"): brands sell their products directly to consumers through their network of physical stores and online mono-brand stores (i.e., brand.com).

(b) **1P/wholesale model:** luxury brands sell inventory to retailers, which take ownership of the stock (and thus inventory risk) before reselling the goods to their customers.

(c) **3P model**: this model is based on the "concession" model, and used by both physical and online retailers that act as an intermediary on behalf of a brand or boutique. Under this model, the brand or boutique retains ownership of the stock and the sale to the customer is made directly from the brand or boutique. The brand or boutique retains control over pricing, marketing, product catalogue, shop design and sales staff. The marketplace/retailer is remunerated through a fixed fee and a variable element (commission) calculated as a percentage of the sales by the brand within the retailer. Online e-concessions follow the same principles in the digital world.

(d) **Hybrid 3P/1P model**: There are a range of models that sit on a spectrum between 1P and 3P (e.g., dropship, which allows the retailer to sell the products with the brand then fulfilling the order), or which combine the two models. By way of illustration, department stores often employ a mix of 1P

([8]) It was initially planned that Farfetch Limited ("**Farfetch**", another luxury online retailer) would acquire joint control over YNAP together with Richemont. This transaction was notified to and unconditionally cleared by the Commission on 20 October 2023 (M.10926 *Farfetch / Richemont / YNAP*). Ultimately, the parties abandoned the transaction as Farfetch was acquired by Coupang, Inc., a South Korean e-commerce company.

([9]) Turnover calculated in accordance with Article 5 of the Merger Regulation.

([10]) The Parties' combined aggregate turnover exceeds EUR 100 million in France (Mytheresa: EUR […] million and YNAP: EUR […] million), Germany (Mytheresa: EUR […] million and YNAP: EUR […] million) and Italy (Mytheresa: EUR […] million and YNAP: EUR […] million). See Form CO, Table 9.

and 3P: certain products are owned/sold by the department stores under a 1P/wholesale model and other products are sold on the basis of a 3P concession model.

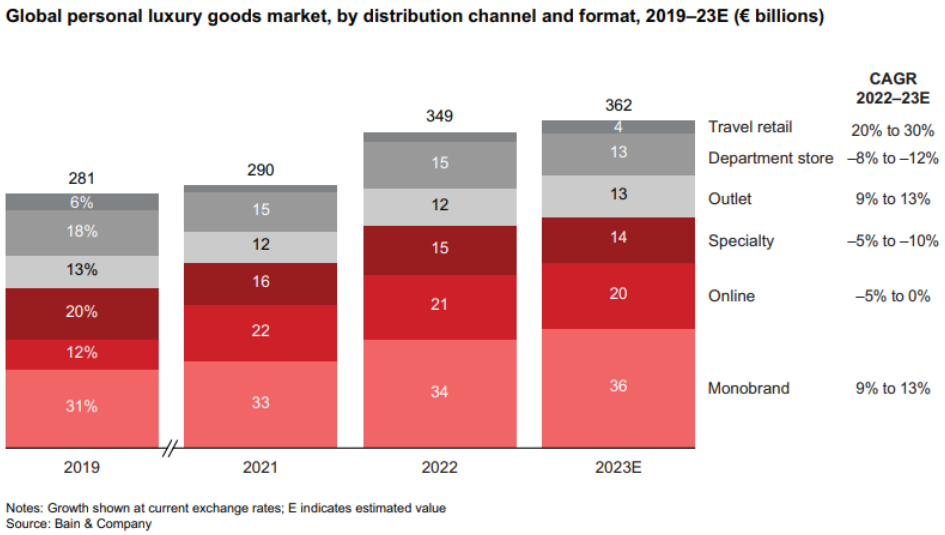
(7) Mytheresa primarily operates on a 1P/wholesale distribution model. In the EEA in 2023, [70-90]% of Mytheresa's Gross Merchandise Value ("**GMV**") ([11]) was generated via a 1P/wholesale model and the remaining [10-30]% via a third party ("3P") online / e-concessions model. ([12])

(8) Also, YNAP predominantly operates on a 1P/wholesale model. However, there are two exceptions to this: (i) YOOX previously had a small marketplace offering (the YOOX Marketplace) which was closed down on 11 February 2025; and (ii) […]. Sales via these 3P models generated only approximately [10-20]% of YNAP's GMV (excluding YNAP's e-commerce services GMV) in the EEA in 2024. ([13])

4.2. Industry trends

(9) As a result of the Covid 19-pandemic, there was a sharp rise in online sales of luxury goods from 2019 to 2022 as evidenced by the below figure:

Figure 1: Global personal luxury goods market, by channel (€ billions)



Source: Bain-Altagamma report, Long Live Luxury: Converge to Expand through Turbulence (January 2024)

(10) The increase in online purchasing behaviour resulted in many brands and retailers expanding their online presence. For example, the Commission's market investigation results indicated that the vast majority of brands responding to the investigation currently have their own online DTC channel. ([14]) One brand of luxury goods explained that "*online expansion has been a recent focus for the*

([11]) GMV is the total monetary value of orders processed excluding returns, cancellations, allowances and net of discounts. It is a standard metric in the industry and, unlike revenues earned, allows for a meaningful comparison of the position of competitors with different business models (e.g., 1P and 3P). See Form CO, footnote 169 and Annex 26.

([12]) Form CO, paragraph 29.

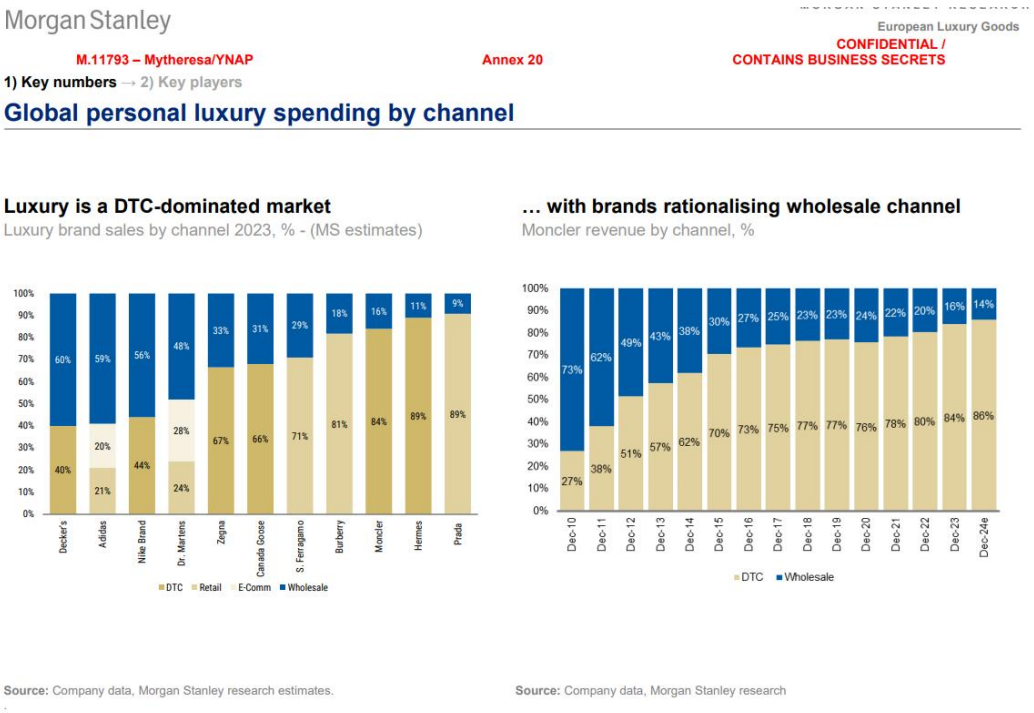
([13]) Form CO, paragraph 37.

([14]) Questionnaire to Brands, question E.1.

brand over the past five to six years, with Covid being the turning point". ([15]) According to a retailer, "[b]*rands' own online stores (i.e. the direct-to-consumer "DTC" channel) have in the past years become more prominent competitors to multi-brand sites […].*" ([16])

(11) More generally, luxury brands are found to exert more control over their distribution, with DTC channels (both online and offline) increasing their importance in contrast to multi-brand retailers. ([17]) As evidenced by the below figure, the luxury market is considered to be a DTC-dominated market with the DTC sales presenting a significant portion of the sales of the selected luxury brands:

Figure 2: Global personal luxury spending by channel



Source: Form CO, Annex 20 (Morgan Stanley Research Report, Sector teach-in: European Luxury Goods).

(12) After a sharp rise in online sales of luxury goods between 2019 and 2022, the trend has begun to stabilise, with physical stores regaining relevance. ([18]) Overall, following the peak in online sales during the Covid-19 pandemic, luxury e-commerce has seen a decline worldwide, and the industry is facing economic pressures. ([19])

([15]) Minutes of call with a brand, 10 March 2025, paragraph 8. See also Minutes of call with a competitor, 10 February 2025, paragraph 7.

([16]) Minutes of call with a competitor, 4 February 2025, paragraph 6.

([17]) For example, Form CO, Annex 12 (*Bain_Altagamma_Luxury Goods Worldwide Market Study (Fall 2023 – 22nd Edition*); and Bain-Altagamma report, Long Live Luxury: Converge to Expand through Turbulence (January 2024), p. 16. Available at: https://www.bain.com/globalassets/noindex/2024/bain_report_long_live_luxury_converge_to_expand_through_turbulence.pdf. See also paragraph 182 below on the received market feedback from brands.

([18]) Bain-Altagamma report, Long Live Luxury: Converge to Expand through Turbulence (January 2024), p. 16; and Minutes of call with a brand, 10 March 2025, paragraph 18.

([19]) Minutes of call with a competitor, 4 February 2025, paragraph 14; and Minutes of call with a brand, 5 March 2025, paragraph 14.

(13) Furthermore, following a tendency to execute an omnichannel strategy, the luxury goods market is said to be witnessing the blurring of boundaries of online and offline channels. ([20]) This was also supported by the feedback received from the market. For example, as explained by a brand: "[s]*ales of personal luxury goods through brand websites are competing closely with brick-and-mortar stores because omnichannel strategies have blurred the lines between online and offline experiences. Consumers expect seamless interactions across both channels, using digital platforms for discovery, personalization, and convenience while still valuing in-store experiences for exclusivity and service.*" ([21]) A retailer also described that "[a]*s a company we have a clear omnichannel approach. We see the needs of our customers holistically and believe that there is a close competition between both* [online and offline] *sales channels. Customers and products/brands overlap quite a lot. If a customer decides to buy a product in a brick and mortar store, the sale is "lost" for the online shop and vice versa*." ([22])

5. RELEVANT MARKETS

5.1. Online retail supply of luxury goods

(14) Both Mytheresa and YNAP (through its online stores NAP, MRP, YOOX and TON) are active in the online retail supply of luxury goods.

5.1.1. Product market definition

5.1.1.1. The Commission's past practice

(15) The Commission has recently considered the market for online retail supply of luxury goods in 2023 in case M.10926 *Farfetch / Richemont / YNAP*. In that case, the relevant product market was considered to be the online retail supply of multi-brand, multi-product personal luxury goods (excluding pre-owned personal luxury goods). This conclusion was based on the findings, supported by previous case practice, that (i) personal luxury goods are separate from mass-market goods, (ii) online is likely a separate channel from offline sales, (iii) brands' DTC sales are likely separate from multi-brand retail sales, and (iv) new personal luxury goods are likely separate from pre-owned (i.e., second-hand) luxury goods. The Commission left open whether the market should be further segmented by product categories and conducted its assessment considering all categories together. ([23])

5.1.1.2. The Notifying Party's views

(16) The Notifying Party submits that the relevant product market should be the retail of personal luxury goods as a whole, including online and offline channels and mono- and multi-brand retailers across all product categories. However, it considers that the market definition can be left open, as the Transaction does not

([20]) For example, Bain-Altagamma report, Renaissance in Uncertainty: Luxury Builds on Its Rebound (January 2023). Available at: https://www.bain.com/globalassets/noindex/2023/bain_digest_renaissance-in-uncertainty-luxury-builds-on-its-rebound.pdf.
([21]) Questionnaire to Brands, question C.2.1.
([22]) Questionnaire to Retailers, question C.2.1.
([23]) M.10926 *Farfetch / Richemont / YNAP*, paragraphs 108-109.

raise competition concerns even when adopting the Commission's more conservative and narrow approach from M.10926 *Farfetch/Richemont/YNAP*. ([24])

5.1.1.3. The Commission's assessment

(17) The Commission's market investigation results were in line with its findings in case M.10926 *Farfetch / Richemont / YNAP*, *i.e.*, that there is a plausible separate product market for the online retail supply of multi-brand, multi-product personal luxury goods (excl. pre-owned goods). ([25]) The reasons for this are explained in the following sub-sections.

(18) Nevertheless, the market investigation results indicate that there is at least some level of competition between online and offline sales of personal luxury goods, brands' DTC channels and third-party retailers, new and pre-owned personal luxury goods, as well as multi-product and mono-product websites. ([26]) Competitive pressure exerted by these channels and products will be considered in Section 6.2.7 below.

5.1.1.3.1. Luxury goods *vs.* mass-market goods

(19) Luxury goods have been consistently distinguished from mass-market goods given that they are characterised by relatively high prices, rich creative content and are marketed under a prestige trademark. However, in its past practice, the Commission has recognised the difficulty in setting the boundaries of what constitutes "luxury". ([27])

(20) The market investigation results confirm the distinction between luxury goods and mass-market goods, with the majority of respondents agreeing that these markets should be separated. ([28]) The Commission's market investigation did not provide any element suggesting that the Commission should depart from its past decisional practice with respect to the distinction between luxury and mass-market goods.

(21) Therefore, the Commission considers that luxury goods form a separate market from mass-market goods and will consequently conduct its competitive assessment on a separate retail market for luxury goods (excluding mass-market goods).

5.1.1.3.2. Online *vs.* offline retailers

(22) The Commission has previously considered, on a conservative basis, that online and offline retail of luxury goods may form separate markets because: (i) online retailers predominantly monitor other online players and may not compete closely with offline players, (ii) brands do not consider online and offline channels substitutable, and (iii) consumers use online and offline for different purposes. ([29])

([24]) Form CO, paragraph 191.
([25]) Minutes of calls with competitors and brands; Questionnaire to Retailers, questions C.1-C.13; and Questionnaire to Brands, C.1-13.
([26]) Questionnaire to Retailers, questions C.2-C.13; Questionnaire to Brands, questions C.2-C.11.
([27]) See, e.g., M.10926 *Farfetch/Richemont/YNAP*, paragraphs 61 *et seq*., M.6212 *LVMH/Bulgari*, paragraph 15; M.9695 *LVMH/Tiffany*, Commission decision of 3 June 2021, paragraphs 10 and 19. See also Case C-230/16 *Coty Germany GmbH v Parfümerie Akzente GmbH*, judgment of 6 December 2017, EU:C:2017:941, recital 25.
([28]) Questionnaire to Retailers, question C.1; Questionnaire to Brands, question C.1.
([29]) M.10926 *Farfetch/Richemont/YNAP*, paragraphs 78-82 and 108.

(23) The Commission's market investigation indicates that online retailers of luxury goods compete, at least to some extent, with brick-and-mortar retailers. ([30]) In particular, several respondents noted that omni-channel strategies have blurred the lines between online and offline sales, and that customers typically use both channels. ([31]) On the other hand, some respondents explained that the online and offline channels are complementary rather than substitutes and highlighted that there is a difference in the customer experience depending on whether the purchase is made online or in a physical store. ([32]) Also, the feedback indicated that the competitive pressure posed by offline channels may be somewhat limited, e.g., because online multi-brand retailers, including the Parties, mainly consider other online players as their direct competitors. ([33]) Whilst the majority of market investigation respondents found that prices are broadly the same online and offline, their responses were more mixed regarding the online *vs.* offline selection of product offering and the difference between their customers. ([34])

(24) For the purposes of this decision, the exact product market definition can be left open, as the Transaction does not give rise to competition concerns even on a conservative, narrower online retail market for luxury goods (excluding offline channels). Competitive constraints posed by offline retailers are taken into account in the competitive assessment (see Section 6.2.7) below.

5.1.1.3.3. 1P *vs.* 3P distribution models

(25) The Commission has in the past not considered a distinction between retailers operating a 1P vs 3P distribution model for the purpose of defining the relevant market for the online retail supply of personal luxury goods. ([35])

(26) The Commission's market investigation in this case indicates that (i) consumers view retailers operating a 1P model as competing closely with retailers operating a 3P model; (ii) most brands generally work with both 1P and 3P distribution models, as they present complementary advantages; (iii) several retailers (including the Parties) are capable of offering (and actually offer) both 1P and 3P models; and (iv) brands and retailers usually decide together which model to use, taking factors such as brand strategy, operational costs and stock management preferences into account. ([36]) While some brands may prefer a 3P distribution model compared to a 1P, as it provides them with more control on product selection, pricing, and brand image, ([37]) one respondent explained that "[t]*he decision is typically the result of a business negotiation between parties, aimed at aligning with the strategic objectives and profitability goals of both*. […] *Each model offers different advantages, and the choice depends on what best supports*

([30]) Minutes of a call with a competitor, 4 February 2025, paragraph 13 and minutes of a call with a brand, 10 March 2025; Questionnaire to Retailers, question C.2; Questionnaire to Brands, question C.2.

([31]) Questionnaire to Retailers, question C.2.1; Questionnaire to Brands, question C.2.1.

([32]) Questionnaire to Retailers, question C.2.1; Questionnaire to Brands, question C.2.1.

([33]) Minutes of a call with a competitor, 12 February 2025, paragraphs 14 and 16. This is also evidenced by the Parties' internal documents […].

([34]) Questionnaire to Retailers, questions C.3-C.5; Questionnaire to Brand, questions C.3-C.5.

([35]) See Commission's decision in M.10926 *Farfetch / Richemont / YNAP*.

([36]) Questionnaire to Retailers, questions B.6, C.11-C.12; Questionnaire to Brands, questions C.12-C.13.

([37]) Minutes of call with a competitor, 12 February 2025, paragraphs 6-7; Questionnaire to Brands, question C.12.1.

the mutual business interests and long-term partnership goals of both the retailer and the brand." ([38])

(27) Consequently, the Commission considers that, for the purposes of this decision, there is no need to distinguish between online retailers operating a 1P model and those operating a 3P model in the context of the online retail supply of personal luxury goods.

5.1.1.3.4. Multi-brand *vs.* mono-brand retailers

(28) The Commission has in the past concluded, on a conservative basis, that multi-brand and mono-brand (i.e., brands' DTC) channels form distinct markets. This is because, e.g., brands view multi-brand retailers as additional distribution channels rather than direct competitors and multi-brand retailers often consider that DTC channels are not close substitutes to their websites. ([39])

(29) The Commission's market investigation broadly confirms this view. ([40]) Whilst the majority of market investigation respondents found that these channels compete at least to some extent, the responses were inconclusive in whether they compete closely. ([41]) According to the majority of brands providing views, consumers consider multi-product and DTC online channels as substitutes but not as close substitutes. ([42])

(30) Further, the majority of respondents found that the prices on both channels are broadly the same, but that they cater to somewhat different customers. ([43]) As explained by one brand, the substitutability between mono-brand and multi-brand websites "*depends on whether* [the consumers] *know already what they want (speficic* [sic] *product / brand) - in which case they would probably go directly to the website of a specific brand, or whether they would prefer to browse and compare the offering of multiple brands*". ([44])

(31) For the purposes of this decision, the exact product market definition can be left open, as the Transaction does not give rise to competition concerns even on a narrower market for online multi-brand retail of luxury goods (excluding mono-brand/DTC channels). Competitive constraints posed by mono-brand retailers' online sales are taken into account in the competitive assessment (see Section 6.2.7) below.

5.1.1.3.5. Multi-product *vs.* specialised (mono-product) retailers

(32) The Commission has previously considered that the substitutability between multi-product retailers and specialised retailers who only sell one product category (e.g., cosmetics or leather goods) appears to be low, since they compete

([38]) Questionnaire to Retailers, question C.12.
([39]) M.10926 *Farfetch/Richemont/YNAP*, paragraphs 91-101.
([40]) Minutes of a call with a competitor, 4 February 2025, paragraphs 6-7, minutes of a call with a brand, 5 March 2025 and minutes of a call with a brand, 10 March 2025. Also, the Parties' internal documents show that they appear to mainly benchmark their performance and competitive offering against other online multi-brand competitors rather than against brands ([…]; Questionnaire to Retailers, questions C.6-C.8; Questionnaire to Brands, questions C.6-C.9.
([41]) Questionnaire to Retailers, question C.6; Questionnaire to Brands, question C.9.
([42]) Questionnaire to Retailers, question C.6; Questionnaire to Brands, questions C.6 and C.9.
([43]) Questionnaire to Retailers, questions C.7-C.8 ; Questionnaire to Brands, questions C.7-C.8.
([44]) Questionnaire to Brands, question C.9.1.

only in one of the many product categories offered by the multi-product retailers. However, the definition in this respect has been left ultimately open. ([45])

(33) The results of the market investigation in this respect were inconclusive. Whilst almost all responding retailers consider that multi-product and mono-product online retailers compete, at least to some extent (with the majority considering that they compete closely), the majority of brands providing a response found that consumers do not view them as substitutes. ([46]) Also, the Parties' internal documents show that they tend to foremostly consider other multi-product players as their direct competitors. ([47])

(34) For the purposes of this decision, the exact product market definition can be left open, as the Transaction does not give rise to competition concerns even on a narrower online, multi-brand, multi-product retail market for luxury goods (excluding mono-product/specialised channels). Competitive constraints posed by mono-product online retailers are taken into account in the competitive assessment (see Section 6.2.7) below.

5.1.1.3.6. New *vs.* pre-owned luxury goods

(35) The market for new luxury goods has previously been considered as potentially distinct from the market for pre-owned (i.e., second-hand) items, ([48]) although the Commission has noted that this may depend on the price difference between the new and pre-owned item. ([49])

(36) The Commission's investigation confirms that pre-owned luxury goods pose a limited constraint on new luxury goods, as the majority of market investigation respondents found that they compete somewhat but not closely or only in some cases. ([50]) The market feedback indicates that the level of competition between pre-owned and new products depends on the brand, product category and price difference. ([51])

(37) For the purposes of this decision, the exact product market definition can be left open, as the Transaction does not give rise to competition concerns even on a narrower online, multi-brand, multi-product retail market for new luxury goods (excluding pre-owned goods). Competitive constraints posed by retailers of pre-owned goods are taken into account in the competitive assessment (see Section 6.2.7) below.

5.1.1.4. Conclusion on the relevant product market

(38) For the reasons explained above, the Commission considers that luxury goods form a separate market from mass-market goods. As regards the other parameters examined above, the exact product market definition can be left open for the purposes of this decision, since the Transaction does not give rise to competition concerns even under the narrowest plausible market definition, i.e., the product

([45]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 66.
([46]) Questionnaire to Retailers, question C.9, Questionnaire to Brands, question C.10.
([47]) […].
([48]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 107.
([49]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 104.
([50]) Minutes of a call with a competitor, 10 February 2025; Questionnaire to Retailers, question 10; Questionnaire to Brands, question 11.
([51]) Questionnaire to Retailers, question C.10.1; Questionnaire to Brands, question C.11.1.

market for the online retail supply of multi-brand, multi-product personal luxury goods (excluding pre-owned goods).

(39) The Commission will take into account the above-mentioned channels (i.e., offline, mono-brand/DTC and mono-product channels) and products (i.e., pre-owned goods) as out-of-market constraints in its competitive assessment, as described in Section 6.2.7 below.

5.1.2. Geographic market definition

5.1.2.1. The Commission's past practice

(40) The Commission has recently considered the market for multi-brand, multi-product personal luxury goods in Case M.10926 *Farfetch / Richemont / YNAP*, where it assessed separately the geographic market for the consumer-facing and the business-facing side of the market. For the consumer-facing side, the Commission left open whether the geographic market is national or EEA-wide. ([52]) For the business-facing side, factors including the geographic scope (typically at least EEA-wide) of distribution contracts between brands and online retailers and platforms led the Commission to conclude that the market is EEA-wide. ([53])

5.1.2.2. The Notifying Party's views

(41) The Notifying Party submits that the geographic market for the retail supply of luxury goods is at least EEA-wide, mainly due to product and price homogeneity, legislative harmonisation, and immaterial differences in delivery costs and times across the EEA. ([54]) Other factors listed by the Notifying Party to support a geographic market definition that is at least EEA-wide include: (i) at least EEA-wide product supply and shipping options offered by most retailers and brands, (ii) similar customer preferences across the EEA, (iii) the offer of multi-lingual options on online platforms, indicating a wider-than-national targeted customer base, (iv) a homogenous competitive landscape across the EEA, (v) advertising and marketing campaigns that are not country-specific, and (vi) high cross-border tourist spend on luxury goods in physical stores in the EEA. ([55])

5.1.2.3. The Commission's assessment

(42) Based on the Commission's market investigation, there appear to be certain differences in the competitive conditions with regard to the geographic market on the consumer- and business-facing sides of the market. Therefore, and in line with its previous decisional practice in Case M.10926 - *Farfetch / Richemont / YNAP* ([56]), the Commission will separately assess the geographic market definition for the consumer-facing side and for the business-facing side of retail supply of luxury goods.

5.1.2.3.1. Consumer-facing side

(43) In its market investigation, the Commission found that the majority of brands and online retailers considers the product offering of luxury goods sold on their

([52]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 143.
([53]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 148.
([54]) Form CO, paragraph 227.
([55]) Form CO, paragraph 226.
([56]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 113.

websites to be generally the same or similar across the EEA. ([57]) According to one respondent, "*brands do not differentiate their luxury products based on differences in customers' preferences across EEA countries. Large brands tend to develop a coherent approach globally even to achieve a homogenised perception.*" ([58])

(44) In terms of customer preferences for personal luxury goods, the results of the Commission's market investigation were inconclusive. On one hand, the majority of retailers considered customer preferences to differ to some extent across the EEA. For example, according to a retailer, "*Customers' preferences differ between markets for a variety of reasons, such as the weather, fashion trends, different seasonality of products in a particular country and the popularity of particular brands. We see differences in products being sold for instance in Poland, Romania or Italy.*" ([59]) Another respondent concluded that "[…] *while the overall desire for luxury may be consistent, the specific expressions of that desire - styles, categories, or brands - can vary significantly across the EEA.*" ([60]) On the other hand, the majority of brands considered customer preferences to be largely the same across the EEA, ([61]) although brands also recognise that there may be some variety across the EEA as, for example, explained by one brand: "*customer preferences for personal luxury goods can differ across the EEA. While we maintain a unified product offering across the region, variations in demand arise due to geographic, cultural and lifestyle differences, as well as factors such as climate and local fashion trends*." ([62])

(45) The Commission's investigation indicated that prices, shipping times and delivery costs for luxury goods are broadly the same across the EEA. The majority of brands and retailers considers the prices of luxury goods to be generally the same or very similar across the EEA. ([63]) The majority of retailers also considers shipment costs and delivery times generally the same or similar across the EEA, although some respondents pointed to retailers' warehouses and distribution centres in different EEA countries as a factor affecting delivery times. ([64])

(46) The Commission has further assessed the Parties' claim that most retailers supply across the EEA and that the list of competitors is generally the same in EEA countries. ([65]) Based on an assessment provided by the Notifying Party, a significant number of retailers deliver in all EEA countries or at least in a notable proportion of the EEA countries. ([66]) The Commission's market investigation also confirmed that a localised website or warehouse is not necessarily required to be active in a specific national market, although this may be a competitive advantage. ([67])

(47) While the Commission's market investigation indicates that numerous retailers are present across the EEA, its investigation shows that there are differences in

([57]) Questionnaire to Retailers, questions D.4-D.4.1., Questionnaire to Brands, questions D.4-D.4.1.
([58]) Questionnaire to Retailers, question D.4.1.
([59]) Questionnaire to Retailers, question D.7.1.
([60]) Questionnaire to Retailers, question D.7.1.
([61]) Questionnaire to Brands, question D.5.
([62]) Questionnaire to Brands, question D.5.1.
([63]) Questionnaire to Retailers, question D.3, Questionnaire to Brands, question D.3.
([64]) Questionnaire to Retailers, questions D.5 – D.6.1.
([65]) Form CO, paragraph 226(i).
([66]) Form CO, Annex 21. Also, supported by Questionnaire to Retailers, question D.1; and in terms of brands: Questionnaire to Brands D.1.
([67]) Questionnaire to Retailers, question D.1; and Questionnaire to Brands D.1

the competitive strength of online retailers across the EEA, thus indicating that the competitive conditions may vary per national market and hence pointing towards the market being narrower than EEA-wide. ([68]) Factors cited by brands and retailers as affecting market presence and competitive strength included brand recognition, resources invested in marketing, availability of a retailer's products through different channels, language accessibility (e.g. online shop and customer service in local language), willingness to invest in a geographic area, and logistics infrastructure to offer faster customer service. ([69]) According to a brand, "*the online retailers are able to ship in all countries in EEA. However, their strengh* [sic] *in each country depends of their marketing strategy to increase the traffic to their platforms (purchase of keywords, translation in local languages)*" ([70]), and as elaborated by another: "*some retailers may have a stronger presence in certain geographic areas* […] *as they offer products that are closer to the local customers' needs and aesthetic and are better known by consumers. Players' choice to invest in certain geographic areas is a strategic decision, as it requires marketing to become known in the market, as well as the purchase of keywords for online search. Consequently, some online players may choose to direct their resources to specific geographic areas, to maximise traffic to their website*." ([71])

(48) Based on the above factors, and for the purposes of this decision, the Commission considers that the question of whether the geographic dimension of the consumer-facing side of the market should be national or EEA-wide can ultimately be left open, as the Transaction does not raise serious doubts as to its compatibility with the internal market or the functioning of the EEA Agreement irrespective of the geographic market definition retained.

5.1.2.3.2. Business-facing side

(49) The Commission's market investigation shows that brands primarily contract with online retailers on a at least EEA, but often global, basis. The majority of the responding brands have indicated that the typical geographic scope of distribution contracts negotiated with third-party online retailers is worldwide. ([72]) Based on the received feedback, the Commission understands that brands do not typically restrict the geographic scope, which therefore depends on the online retailers' distribution abilities. ([73])

(50) This is also reflected in the replies of the retailers. For instance, one online retailer indicated that "[t]*he distribution structure is determined by the manufacturers themselves; this is not a matter for the retailers but rather part of the respective distribution strategy of the individual brands*". Another retailer explained that "[we] *typically negotiat*[e] *EEA-wide and, in many cases, worldwide distribution contracts with luxury brands and manufacturers. The exact scope depends on the brand's distribution strategy* […]." ([74])

([68]) Questionnaire to Retailers, question D.8; Questionnaire to Brands, question D.6; minutes of a call with a brand, 10 March 2025, paragraph 24; and minutes of a call with a competitor, 4 February 2025, paragraph 10.
([69]) Questionnaire to Retailers, questions D.8-8.1, Questionnaire to Brands, questions D.6-6.1.
([70]) Questionnaire to Brands, question D.6.1.
([71]) Minutes of a call with a brand, 5 March 2025, paragraph 16.
([72]) Questionnaire to Brands, question D.2.
([73]) Questionnaire to Brands, question D.2.1.
([74]) Questionnaire to Retailers, question D.2.1.

(51) This is in line with the Commission's past decisional practice ([75]), and given that the Transaction does not raise serious doubts as to its compatibility with the internal market or the functioning of the EEA Agreement even at the narrowest plausible level (i.e., at EEA-wide level), the exact geographic market definition can be left open.

5.1.2.4. Conclusion on the relevant geographic market

(52) Based on the evidence considered above and in line with its previous decisional practice in case M.10926 *Farfetch / Richemont / YNAP*, the Commission concludes that for the purposes of the present decision, it can be left open whether the consumer-facing side of the geographic market for the retail supply of luxury goods is national or EEA-wide in scope, since the Transaction does not raise serious doubts as to its compatibility with the internal market or the functioning of the EEA Agreement, irrespective of the geographic market definition adopted. For the business-facing side, for the purpose of this decision and in line with its previous decisional practice, ([76]) the Commission will assess the Transaction on the narrowest plausible geographic market definition (i.e., at EEA-wide level).

5.2. Manufacture and wholesale supply of luxury goods

(53) YNAP is active to a limited extent in the manufacture of personal luxury goods as it manufactures a small selection of its own brands for sales exclusively through its own storefronts. ([77]) However, YNAP is not active in the wholesale supply of those goods given that it does not sell the goods it manufactures to third parties (see Section 6.3 below).

(54) Mytheresa is not active in the manufacturing and wholesale supply of personal luxury goods. ([78])

5.2.1. Product market definition

(55) Similarly to the online multi-brand, multi-product retail supply market discussed above, the Commission has in its previous decisional practice considered that the market for the manufacturing and the wholesale supply of luxury goods should be distinguished from mass-market products. This is because, e.g., luxury goods are characterised by high standards of craftsmanship, high standards of production to ensure high quality, high prices and rich creative content, and are marketed under a prestige trademark. ([79]) The Commission has also previously considered whether the relevant market should encompass all luxury products or be further

([75]) M.10926 *Farfetch/ Richemont / YNAP*, paragraph 147.
([76]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 148.
([77]) YNAP's own brands include 42 Suns, 8 by Yoox, Iris & Ink, Mr P., Mr Porter Grooming, Net-a-Porter, Net-a-Porter for The King's Foundation, Porte & Paire, and Yoox Net-a-Porter for The Prince's Foundation. See Form CO, paragraph 249. YNAP's activities are limited to the manufacture (i.e. not including the wholesale supply) of its own brands, each of which represent a negligible proportion of total sales. YNAP is not active in the wholesale market, as its own brands are only sold on YNAP's own websites.
([78]) Form CO, paragraphs 245 and 525.
([79]) Cases M.10926 *Farfetch/Richemont/YNAP*, Commission decision of 20 October 2023, paragraph 43; and M.6212 *LVMH/Bulgari*, Commission decision of 29 June 2011, paragraphs 3 and 15.

segmented between different product categories, but ultimately left this question open. ([80])

(56) The Commission's market investigation did not provide any element that would contradict the Commission's previous approach.

(57) Therefore, for the purposes of this decision, the exact product market definition can be left open, as the Transaction does not give rise to competition concerns, irrespective of whether the product market is further segmented according to different product categories of luxury goods, as assessed in Section 6.3.1 below ([81]).

5.2.2. Geographic market definition

(58) In its past practice, the Commission has left open whether the geographic market for the manufacture and wholesale supply of luxury goods is national, EEA-wide or wider in scope. ([82]) Most recently, the Commission considered in Case M.10926 *Farfetch/Richemont/YNAP* that the geographic market is likely to be EEA-wide or wider in scope, but ultimately left the definition open as the transaction did not raise any competition concerns irrespective of the market definition. ([83])

(59) The Commission's market investigation did not provide any element that would contradict the Commission's previous findings.

(60) Accordingly, for the purposes of this decision, the Commission considers that while the geographic market is likely to be EEA-wide or wider in scope, the relevant geographic market definition can be left open as the Transaction does not give rise to competition concerns, even at the narrowest plausible level (i.e., at EEA-wide level), as assessed in Section 6.3.1 below.

5.3. Supply of e-commerce services

(61) YNAP provides white-label e-commerce services to luxury brands through its Online Flagship Store ("OFS") division. Mytheresa is not active in the supply of e-commerce services. ([84])

5.3.1. Product market definition

(62) In its previous practice, the Commission considered that the relevant product market is likely the market for the supply of e-commerce services including front-end, back-end and additional services, but ultimately left the relevant market definition open. ([85])

([80]) Cases M.6212 *LVMH/Bulgari*, Commission decision of 29 June 2011, paragraph 17; M.9695 *LVMH/Tiffany*, paragraph 25; M.10926 *Farfetch/Richemont/YNAP*, paragraph 43. See also M.11288 *Tapestry/Capri*, Commission decision of 15 April 2024, paragraph 12, and paragraphs 32 and 37 in which the Commission considered whether 'accessible luxury' or 'premium' should be a distinct market to mass market products and to high-end or luxury products, however, ultimately left the market definition open.

([81]) See, in particular, footnote 281.

([82]) E.g., M.1780 *LVMH/Prada/Fendi*, Commission decision of 25 May 2000, paragraph 13, M.9695 *LVMH/Tiffany*, paragraph 72.

([83]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 51.

([84]) Form CO, paragraph 242.

([85]) M.10926 *Farfetch/Richemont/YNAP*, paragraphs 150 and 153.

(63) The Commission's market investigation did not provide any element that would contradict the Commission's previous findings.

(64) Therefore, for the purposes of this decision, the exact product market definition can be left open, as the Transaction does not give rise to competition concerns, irrespective of whether the product market is further segmented according to different types of e-commerce services , as assessed in Section 6.3.2 below.

5.3.2. Geographic market definition

(65) The Commission has previously considered that the relevant geographic market for the supply of e-commerce services is likely to be EEA-wide or wider in scope, but ultimately left the exact geographic scope of the market open. ([86])

(66) The Commission's market investigation did not provide any element that would contradict the Commission's previous findings.

(67) Therefore, for the purposes of this decision, the exact geographic market definition can be left open, as the Transaction does not give rise to competition concerns, even at the narrowest plausible level (i.e., at EEA-wide level), as assessed in Section 6.3.2 below.

6. COMPETITIVE ASSESSMENT

6.1. Legal framework

(68) Under Article 2(2) and (3) of the Merger Regulation, the Commission must assess whether a proposed concentration would significantly impede effective competition in the internal market or in a substantial part of it, in particular through the creation or strengthening of a dominant position. In this respect, a merger can entail horizontal (non-coordinated and/or coordinated) and/or non-horizontal effects.

(69) Horizontal effects are those deriving from a concentration where the undertakings concerned are actual or potential competitors of each other in one or more of the relevant markets concerned. The Commission assesses horizontal effects in accordance with the Horizontal Merger Guidelines. ([87]) According to paragraph 26 of the Horizontal Merger Guidelines, a non-exhaustive list of relevant factors needs to be assessed in order to determine whether significant non-coordinated effects are likely to result from a concentration. Accordingly, Sections 6.2.1 to 6.2.7 assess market shares, closeness of competition between the Parties, the alternatives to the Parties, possibility for brands and consumers to switch, entry and expansion barriers as well as out-of-market constraints. Based on all these factors considered together, conclusions on horizontal non-coordinated effects of the Transaction are drawn in Section 6.2.8.

(70) Non-horizontal effects relate to the foreclosure of competitors that can arise from vertical integration. In general, vertical integration is the consequence of the combination of products, services or businesses across different levels of the same supply chain. Pursuant to the Non-Horizontal Merger Guidelines ([88]), vertical

([86]) M.10926 *Farfetch/Richemont/YNAP*, paragraphs 156-157.

([87]) Guidelines on the assessment of horizontal mergers under the Council Regulation on the control of concentrations between undertakings ('Horizontal Merger Guidelines'), OJ C 31, 5.2.2014.

([88]) Guidelines on the assessment of non-horizontal mergers under the Council Regulation on the control of concentrations between undertakings. OJ C 265, 18.10.2008, p. 6.

integration may result in two forms of foreclosure: input foreclosure, where the concentration is likely to raise costs of downstream rivals by restricting access to an important input or deteriorating supply conditions, and customer foreclosure, where the concentration is likely to foreclose upstream rivals by restricting their access to a sufficient customer base. In assessing the likelihood of foreclosure scenarios, the Commission examines, first, whether the merged firm would have the ability to foreclose its rivals, second, whether it would have the economic incentive to do so and, third, whether a foreclosure strategy would have a significant detrimental effect on competition, thus causing harm to consumers. In practice, these factors are often examined together as they are closely intertwined. Eventually, for foreclosure to lead to consumer harm, it is not necessary that the Merged Entity's rivals are forced to exit the relevant market, but it is sufficient that their costs are increased in a way that is likely to lead to higher prices for consumers. The vertical effects of the Transaction are assessed in Section 6.3.

6.2. Horizontal non-coordinated effects

(71) Both Mytheresa and YNAP are active in online supply of personal luxury goods and more specifically in the product market for online multi-brand, multi-product supply of luxury goods as defined above (see Section 5.1). Following the conservative approach to market share estimates explained in Section 6.2.1 below, the Parties' activities give rise to 17 horizontally affected national markets in the following countries in the EEA: Belgium, Bulgaria, Croatia, Cyprus, Estonia, Greece, Iceland, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Portugal, Romania, Slovakia and Slovenia.

6.2.1. Market share methodology

(72) The Parties provide market shares estimates at both national and EEA level using data for 282 luxury brands from the third-party consultancy Bain as the primary source. ([89])([90]) The Parties apply high-level assumptions combining their own data and different data sources to estimate market sizes, the Parties' sales, and competitors' sales in each segment. ([91])

(73) In addition to the exclusions that follow directly from the definition of the narrowest plausible market, ([92]) following the Commission's methodology in M.10926 *Farfetch/Richemont/YNAP* and on a conservative basis, sales that the Parties were unable to allocate to any specific competitor are also excluded from

([89]) These market share estimates are primarily based on the Parties' own GMV and Bain's segment estimates. In addition, the Parties make use of other sources such as Statista to estimate total market and competitor sizes.

([90]) The Parties rely on *"Bain-Altagamma reports Luxury Goods Worldwide Market Study Fall 2021".* The key criteria that Bain uses to decide whether to include a brand within the luxury definition are price positioning, distribution model (e.g. retail vs wholesale), marketing/communication model (i.e. how the brand and its products are communicated) and size. Form CO, Annex 26. Section 2.3.1.

([91]) For instance, to exclude from competitors' sales product categories that are out of scope (i.e. lifestyle/homeware, luxury furniture, cars, yachts, private jets, fine art, fine wine, or gourmet food) and sales of non-luxury goods, the Parties assume a proportion of luxury sales adjusting competitors' GMV (see Form CO, Annex 26). These assumptions are primarily based on the proportion used in M.10926 *Farfetch/Richemont/YNAP* for the respective competitors. For example, it is estimated that 2.5% of the sales of Asos and Zalando can be attributed to the sale of luxury goods.

([92]) I.e., websites that specialise in one product category only (e.g., cosmetics) and sales in pre-owned goods.

the market share estimates (i.e., unnamed competitors). ([93]) However, in Section 6.2.2, separate share estimates are provided also including unnamed competitors.

(74) The Parties acknowledge that their estimates are less reliable at the national level compared to broader segments or the EEA level. This is due to the need to combine various aggregate data sources, which creates the necessity of making assumptions to refine the data for narrower markets than EEA. ([94]) In addition, the Parties argue that market shares in smaller countries might be even less reliable than those for narrow segments in larger countries, due to the manner in which data is recorded. ([95]) ([96])

(75) In light of the significant uncertainties around the national market sizes (involving the combination of various sources) as well as the fact that competitor share estimates at national level primarily rely on high-level business estimates, the Commission agrees with the Notifying Parties' assessment and considers the market shares for the EEA as more reliable than those presented for the individual countries.

6.2.2. Market shares

(76) This Section provides the market share estimates for the EEA-wide market and the affected national markets under the methodology outlined in Section 6.2.1. As noted in Section 6.2.1, share estimates are provided separately *including* unnamed competitors (i.e., sales that the Parties were unable to allocate to any specific competitor) and, on a conservative basis, *excluding* unnamed competitors.

6.2.2.1. EEA

(77) Table 1 below shows the EEA-wide market share estimates based on the methodology outlined in Section 6.2.1. It shows that at EEA-level the Parties' combined share in the online retail supply of multi-brand, multi-product personal luxury goods would remain at approx. [10-20]% when including unnamed competitors and approx. [10-20]% when excluding unnamed competitors. This provides an indication that the concentration is not liable to impede effective competition when considering an EEA-wide market.

([93]) The share of the market attributable to unnamed competitors is removed on a conservative basis because it is not possible to identify or confirm whether it includes specialist sites or sales coming from segments or channels that fall outside of the relevant product market.

([94]) Form CO, paragraph 384. See also M.10926 *Farfetch/Richemont/YNAP*, paragraph 177.

([95]) "*With the methodology above, we consider the estimated segment sizes and shares to be most reliable at the European level, and less so at the country level, particularly for smaller countries where third-party data providers have limited visibility on the market.*" Form CO, Annex 26: Market Share Methodology Note, Section 2.3.2.2.

([96]) *"For example, in Luxembourg,* [the eCommerceDB data source] *lists only four multi-brand retailers (and does not even list the Parties) even though according to RFI 2 Annex 1, 40 multi-brand companies offer delivery options in that country. This results in a large share of the estimated market being allocated to "Unnamed competitors".*" Supplemental Market Share Note dated 11 March 2025, p. 4. Indeed, according to their websites, several multi-brand luxury retailers have an online store and/or deliver to Luxembourg, including 24S, LuisaViaRoma, Ssense and Breuninger (see also Form CO, Annex 21). Despite this, none of them are named in the data source used for the market share estimates, meaning that they do not feature as named competitors in the below market share tables (but are rather included in the unnamed competitors). Furthermore, retailers including 24S and Ssense deliver to all or all but one of the affected EEA countries but, due to these data collection limitations, do not feature as named competitors in the market share estimates used in this decision.

(78) Although the combined entity would be the largest player in the EEA, the Parties' combined share would remain moderate primarily because of the long tail of relatively smaller competitors active in this market. In particular, as shown in Table 1, there would remain five competitors with market shares between 5-10% (on the most conservative basis of excluding unnamed competitors). These competitors are Farfetch, Breuninger, Best Secret, Allegro and Zalando.

Table 1: EEA-wide market shares of the Parties and main competitors, 2023

Competitor	Including unnamed competitors		Excluding unnamed competitors	
	GMV ([97]) (EUR, million)	Share	GMV (EUR, million)	Share
Mytheresa	[…]	[5-10]%	[…]	[5-10]%
YNAP	[…]	[5-10]%	[…]	[10-20]%
Combined	***[…]***	***[10-20]%***	***[…]***	***[10-20]%***
Farfetch	[…]	[5-10]%	[…]	[10-20]%
Breuninger	[…]	[5-10]%	[…]	[5-10]%
Best Secret	[…]	[5-10]%	[…]	[5-10]%
Allegro	[…]	[0-5]%	[…]	[5-10]%
Zalando	[…]	[0-5]%	[…]	[5-10]%
Vente Privee	[…]	[0-5]%	[…]	[0-5]%
Peek-Cloppenburg	[…]	[0-5]%	[…]	[0-5]%
Others	[…]	[50-60]%	[…]	[30-40]%
Total	[…]	*100%*	[…]	*100%*

Source: Form CO, Annexes 32 and 33.

6.2.2.2. Country-by-country market shares

(79) Tables 2-18 below show the market share estimates, based on GMV, for the online multi-brand, multi-product supply of personal luxury goods in the affected national markets of Belgium, Bulgaria, Croatia, Cyprus, Estonia, Greece, Iceland, Ireland, Italy, Latvia, Lithuania, Luxembourg, Malta, Portugal, Romania, Slovakia and Slovenia.

Table 2: Market shares of the Parties and main competitors in Belgium, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[10-20]%	[10-20]%
YNAP	[10-20]%	[10-20]%
Combined	***[20-30]%***	***[20-30]%***
De Bijenkorf	[10-20]%	[10-20]%
Farfetch	[10-20]%	[10-20]%
Zalando	[10-20]%	[10-20]%
Vente Privee	[5-10]%	[5-10]%
Miinto	[0-5]%	[0-5]%

([97]) As explained in footnote 11 above, GMV refers to the Gross Merchandise Value which is the total monetary value of orders processed excluding returns, cancellations, allowances and net of discounts. It is a standard metric in the industry and, unlike revenues earned, allows for a meaningful comparison of the position of competitors with different business models (e.g., 1P and 3P).

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
LuisaViaRoma	[0-5]%	[0-5]%
Spartoo	[0-5]%	[0-5]%
Others	[10-20]%	[10-20]%
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 3: Market shares of the Parties and main competitors in Bulgaria, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[5-10]%	[10-20]%
YNAP	[5-10]%	[10-20]%
Combined	***[10-20]%***	***[20-30]%***
Farfetch	[20-30]%	[30-40]%
Answear	[5-10]%	[10-20]%
Modivo	[5-10]%	[10-20]%
Fashion Days	[0-5]%	[0-5]%
About You	[0-5]%	[0-5]%
MDL Shop	[0-5]%	[0-5]%
Others	*[40-50]%*	*[0-5]% ([98])*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 4: Market shares of the Parties and main competitors in Croatia, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[10-20]%	[30-40]%
YNAP	[5-10]%	[10-20]%
Combined	***[10-20]%***	***[40-50]%***
Farfetch	[5-10]%	[20-30]%
Answear	[0-5]%	[10-20]%
Modivo	[0-5]%	[5-10]%
About You	[0-5]%	[0-5]%
Zalando	[0-5]%	[0-5]%
Spartoo	[0-5]%	[0-5]%
Others	*[60-70]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

([98]) Market shares for Factcool and Asos rounded down to [0-5]%.

Table 5: Market shares of the Parties and main competitors in Cyprus, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[5-10]%	[10-20]%
YNAP	[5-10]%	[20-30]%
Combined	***[10-20]%***	***[30-40]%***
Farfetch	[20-30]%	[50-60]%
Answear	[0-5]%	[0-5]%
Asos	[0-5]%	[0-5]%
Spartoo	[0-5]%	[0-5]%
Others	*[50-60]%*	*[0-5]% ([99])*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 6: Market shares of the Parties and main competitors in Estonia, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[0-5]%	[20-30]%
YNAP	[5-10]%	[30-40]%
Combined	***[5-10]%***	***[50-60]%***
Farfetch	[5-10]%	[30-40]%
Zalando	[0-5]%	[0-5]%
About You	[0-5]%	[0-5]%
Factcool	[0-5]%	[0-5]%
Asos	[0-5]%	[0-5]%
Boozt	[0-5]%	[0-5]%
Others	*[80-90]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 7: Market shares of the Parties and main competitors in Greece, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[5-10]%	[5-10]%
YNAP	[10-20]%	[20-30]%
Combined	***[10-20]%***	***[20-30]%***
Attica	[10-20]%	[20-30]%
Kalogirou	[5-10]%	[10-20]%
Epapoutsia	[5-10]%	[10-20]%
Farfetch	[5-10]%	[10-20]%

([99]) Market share for About you rounded down to [0-5]%.

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Answear	[0-5]%	[5-10]%
Modivo	[0-5]%	[0-5]%
Notos	[0-5]%	[0-5]%
Others	*[40-50]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 8: Market shares of the Parties and main competitors in Iceland, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[5-10]%	[10-20]%
YNAP	[0-5]%	[10-20]%
Combined	***[5-10]%***	***[20-30]%***
Farfetch	[10-20]%	[40-50]%
Boozt	[5-10]%	[20-30]%
Asos	[0-5]%	[5-10]%
Others	*[70-80]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 9: Market shares of the Parties and main competitors in Ireland, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[5-10]%	[10-20]%
YNAP	[5-10]%	[10-20]%
Combined	***[10-20]%***	***[20-30]%***
Farfetch	[10-20]%	[20-30]%
Arnotts	[5-10]%	[10-20]%
Brown Thomas	[5-10]%	[10-20]%
Selfridges	[0-5]%	[5-10]%
Zalando	[0-5]%	[0-5]%
Asos	[0-5]%	[0-5]%
End	[0-5]%	[0-5]%
Others	*[60-70]%*	*[10-20]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 10: Market shares of the Parties and main competitors in Italy, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[0-5]%	[5-10]%
YNAP	[5-10]%	[30-40]%
Combined	***[5-10]%***	***[40-50]%***
Farfetch	[0-5]%	[10-20]%
LuisaViaRoma	[0-5]%	[5-10]%
Giglio	[0-5]%	[5-10]%
Zalando	[0-5]%	[0-5]%
La Rinascente	[0-5]%	[0-5]%
Privalia	[0-5]%	[0-5]%
Others	*[80-90]%*	*[10-20]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 11: Market shares of the Parties and main competitors in Latvia, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[0-5]%	[20-30]%
YNAP	[5-10]%	[30-40]%
Combined	***[5-10]%***	***[50-60]%***
Farfetch	[0-5]%	[20-30]%
About You	[0-5]%	[5-10]%
Modivo	[0-5]%	[0-5]%
Zalando	[0-5]%	[0-5]%
StockX	[0-5]%	[0-5]%
Asos	[0-5]%	[0-5]%
Others	*[80-90]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 12: Market shares of the Parties and main competitors in Lithuania, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[10-20]%	[10-20]%
YNAP	[10-20]%	[10-20]%
Combined	***[30-40]%***	***[30-40]%***
Farfetch	[20-30]%	[20-30]%
Eavalyne	[20-30]%	[20-30]%
Modivo	[5-10]%	[5-10]%

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
About You	[0-5]%	[0-5]%
Allegro	[0-5]%	[0-5]%
Zalando	[0-5]%	[0-5]%
StockX	[0-5]%	[0-5]%
Others	*[0-5]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 13: Market shares of the Parties and main competitors in Luxembourg, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[10-20]%	[20-30]%
YNAP	[10-20]%	[30-40]%
Combined	***[20-30]%***	[60-70]%
Farfetch	[10-20]%	[30-40]%
Vente Privee	[0-5]%	[0-5]%
About You	[0-5]%	[0-5]%
La Redoute	[0-5]%	[0-5]%
Others	*[60-70]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 14: Market shares of the Parties and main competitors in Malta, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[0-5]%	[10-20]%
YNAP	[0-5]%	[10-20]%
Combined	***[5-10]%***	***[20-30]%***
Farfetch	[10-20]%	[60-70]%
House of Fraser	[0-5]%	[5-10]%
Asos	[0-5]%	[0-5]%
Spartoo	[0-5]%	[0-5]%
Others	*[60-70]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 15: Market shares of the Parties and main competitors in Portugal, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[10-20]%	[10-20]%
YNAP	[10-20]%	[10-20]%
Combined	***[20-30]%***	***[20-30]%***
Farfetch	[40-50]%	[40-50]%
El Corte Ingles	[10-20]%	[10-20]%
Spartoo	[5-10]%	[5-10]%
Cettire	[5-10]%	[5-10]%
LuisaViaRoma	[0-5]%	[0-5]%
Esdemarca	[0-5]%	[0-5]%
StockX	[0-5]%	[0-5]%
Others	*[5-10]%*	*[5-10]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 16: Market shares of the Parties and main competitors in Romania, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[10-20]%	[10-20]%
YNAP	[10-20]%	[10-20]%
Combined	***[20-30]%***	***[20-30]%***
Farfetch	[20-30]%	[20-30]%
Epantofi	[10-20]%	[10-20]%
Modivo	[5-10]%	[5-10]%
Answear	[5-10]%	[5-10]%
Fashion Days	[5-10]%	[5-10]%
B-Mall	[0-5]%	[0-5]%
LuisaViaRoma	[0-5]%	[0-5]%
Others	*[5-10]%*	*[5-10]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 17: Market shares of the Parties and main competitors in Slovakia, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[10-20]%	[10-20]%
YNAP	[5-10]%	[5-10]%
Combined	***[20-30]%***	***[20-30]%***
Answear	[20-30]%	[20-30]%
Farfetch	[20-30]%	[20-30]%
Modivo	[5-10]%	[5-10]%

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Zalando	[5-10]%	[5-10]%
About You	[5-10]%	[5-10]%
Vivantis	[5-10]%	[5-10]%
Spartoo	[0-5]%	[0-5]%
Others	*[5-10]%*	*[5-10]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

Table 18: Market shares of the Parties and main competitors in Slovenia, 2023

Competitor	Market shares	
	Including unnamed competitors	Excluding unnamed competitors
Mytheresa	[5-10]%	[10-20]%
YNAP	[5-10]%	[10-20]%
Combined	***[10-20]%***	***[30-40]%***
Farfetch	[10-20]%	[20-30]%
Answear	[5-10]%	[10-20]%
About You	[0-5]%	[5-10]%
Modivo	[0-5]%	[5-10]%
Zalando	[0-5]%	[5-10]%
Spartoo	[0-5]%	[0-5]%
StockX	[0-5]%	[0-5]%
Others	*[40-50]%*	*[0-5]%*
Total	***100%***	***100%***

Source: Form CO, Annexes 32 and 33.

(80) As evidenced by the above Tables, the Parties would become the largest or second largest player in the affected national markets. However, the combined market share would remain relatively moderate at [5-40]% when including unnamed competitors. When excluding unnamed competitors, following the conservative approach explained in Section 6.2.1 above, the combined market share would be [20-50]% in most of the countries and exceed 50% only in a few Member States, namely Estonia, Latvia and Luxembourg.

(81) However, as noted in Section 6.2.1 above, the national market shares are subject to several uncertainties that may affect their reliability. This may be so particularly for smaller countries: for example, according to the Notifying Party, the third-party data provider's data available for Luxembourg (where the Parties' combined share exceeds 60% on the most conservative methodology) lists only four multi-brand retailers and does not include either of the Parties. ([100])

(82) The Commission acknowledges the actual competitive pressure likely falls somewhere between the inclusion and exclusion of these variables, suggesting that the above presented market shares, in particular when excluding unnamed competitors, may be overestimated. This is especially relevant given that the investigation found no evidence pointing to competition concerns or a lack of

([100]) See footnote 96 above.

credible market alternatives and identified significant out-of-market constraints (see Sections 6.2.3., 6.2.7 and 6.2.8 below).

(83) As shown in Tables 2-18, there would remain several important competitors in most of the affected EEA countries with shares above 10%, including Farfetch, de Bijenkorf, Answear, Zalando, Modivo, Boozt, Attica, Kalogirou, Epapoutsia, Arnott, Brown Thomas, Eavalyne, El Corte Ingles and Epantofi.

(84) While there seem to be regional differences, most of the global players are active across the EEA. ([101]) This seems to be confirmed in the internal documents of the Parties that do not only look at specific countries but also at the EEA overall. ([102])

6.2.3. Closeness of competition

(85) As the market for the online multi-brand, multi-product supply of luxury goods is highly differentiated, the following sections consider the closeness of competition between the Parties as well as how close other sites within this market compete with the Parties.

(86) Given that the market investigation has not revealed significant differences in terms of closeness of competition at the national level, the following sections apply equally at the EEA level as well as in each potential affected national market.

6.2.3.1. Closeness of competition between the Parties

6.2.3.1.1. The Notifying Party's view

(87) The Notifying Party submits that Mytheresa and YNAP operate differentiated business models. According to the Notifying Party, in particular the business model of YOOX and TON (which represent the majority of YNAP's market share ([103])) is notably different from Mytheresa's as YOOX and TON are predominantly engaged in off-price offering of items from previous seasons, whereas Mytheresa (as well as NAP and MRP) focus on full-price sales of in-season items. ([104]) YOOX and TON also offer a broader and unedited assortment compared to the curated offering of Mytheresa. Based on the information provided by the Notifying Party, YOOX alone has more than […] stock keeping units (SKUs) while Mytheresa has only around […] of that. ([105])

(88) The differences in the product offering are considered to impact the customer base. The Notifying Party finds that compared to Mytheresa, which mainly targets a "luxury consumer" who appreciates Mytheresa's curated luxury offering, YOOX's and TON's customers are generally more price sensitive and willing to spend more time finding a suitable piece. This difference is also reflected by the difference in the average order value which is notably higher for Mytheresa (EUR 703) compared to YOOX and TON (EUR […]). ([106])

([101]) Questionnaire to competitors, Q.D.1-1.
([102]) See, e.g., Annex 12_Appendix_027_Bain_Altagamma_Luxury Goods Worldwide Market Study (Fall 2022 – 21st Edition), Annex 12_Appendix_029_Morgan Stanley_Sector teach-in European Luxury Goods (17 October 2023), Annex 12_Appendix_031_Morgan Stanley_Sector teach-in European Luxury Goods (4 April 2024), and YNAP's internal […].
([103]) In 2023, YOOX and TON combined represented […]% of the total GMV for YNAP, with YOOX being […] (Form CO, paragraph 286).
([104]) Form CO, paragraphs 34 and 285 *et seq*.
([105]) Form CO, paragraph 301.
([106]) Form CO, paragraph 303.

(89) The Notifying Party considers that there is also a difference between the customer base of Mytheresa on one hand and NAP and MRP on the other. Firstly, MRP is dedicated to luxury menswear whereas Mytheresa primarily focuses on womenswear. Secondly, NAP targets "female fashion enthusiasts" therefore responding quickly to trends and updating its product selection. Mytheresa, by contrast, takes a more cautious approach to introducing new designers on its site. ([107])

(90) As evidence of the different customer bases between Mytheresa on one hand and NAP and MRP on the other, the Notifying Party has provided consumer cross-visitation analyses for Germany, France and Italy. Based on the provided analysis, the overall proportion of consumers visiting the Mytheresa website who also visit the NAP website is […]% in Germany and […]% in each France and Italy. For MRP, […]% of the total Mytheresa site visitors in Germany also visit the MRP website, while in France […]% and in Italy […]% do so. Of the MRP website visitors in all the three countries […]% cross-visit Mytheresa. For the NAP website visitors, the ratios are slightly higher, namely […]%. Based on the Notifying Party's analysis, in all the three countries there are other multi-brand retailers (i.e., Farfetch, LuisaViaRoma and Breuninger), which attract more cross-visitations from Mytheresa's website than from NAP or MRP illustrating that consumers view such other offerings as closer substitutes to Mytheresa. ([108])

(91) The Notifying Party also submits that the brand overlap between Mytheresa and MRP as well as between Mytheresa and NAP is limited (see Figures 3 and 4 below).

Figure 3: Notifying Party ready-to-wear menswear brand overlap analysis between MRP and Mytheresa

[…]

Source: Form CO, paragraph 305

Figure 4: Notifying Party ready-to-wear womenswear brand overlap analysis between NAP and Mytheresa

[…]

Source: Form CO, paragraph 308.

(92) Furthermore, the Notifying Party argues that Mytheresa on one side and NAP and MRP on the other have different geographical focuses, with Mytheresa focusing primarily on the European market (generating approximately [50-60]% of its revenues in the EEA) whereas NAP and MRP are more engaged in UK, APAC, and the US (generating [70-80]% of its revenues in these regions). ([109])

(93) More generally in terms of the competitive constraints faced by the Parties, the Notifying Party submits that the Parties face significant competitive constraints from a wide range of competitors across the EEA and in each affected national market. Such competitors identified by the Notifying Party include various online multi-brand retailers such as 24S, BestSecret, Breuninger, De Bijenkorf, Cettire,

([107]) Form CO, paragraph 304-310.
([108]) Form CO, paragraphs 293-300.
([109]) Form CO, paragraph 309.

El Corte Ingles, Galeries Lafayette, Farfetch, Harrods, Giglio, LuisaViaRoma, Miinto, Selfridges, Ssense, Veepee and Zalando. ([110])

6.2.3.1.2. The Commission's assessment

(94) While the Commission takes note of the differences between Mytheresa and YNAP as submitted by the Notifying Party and described above, the evidence available to the Commission indicates that the Parties, and in particular Mytheresa and NAP, are close competitors.

(95) *First*, the Parties' internal documents show that the Parties closely monitor each other ([111]). In particular, various internal documents show that YNAP is closely monitoring the product assortment and prices between NAP and Mytheresa. ([112]) However, regarding TON and YOOX, the internal documents suggest that these are less close competitors to Mytheresa. For example, Figure 5 shows a slide from a YNAP presentation from October 2023 in which Mytheresa is identified as a direct competitor to NAP and MRP, but not to TON and YOOX.

Figure 5: YNAP - Competitive intelligence slide deck

[…]

(96) Source: […]

(97) *Second*, contrary to the Notifying Party's views, the Commission finds that overlap in terms of the brands offered by Mytheresa and NAP and MRP is notable. ([113]) The Commission further notes that there is meaningful overlap also amongst the top 20 brands of Mytheresa and NAP both in terms of revenues and web traffic. ([114]) On the other hand, the overlap between Mytheresa's top brands and those of MRP, TON and YOOX, is more limited. ([115]) Limited weight can also be given to the consumer cross-visitation analyses provided by the Notifying Party, as this only covers three EEA countries (i.e., Germany, France and Italy) of which only Italy is an affected market.

(98) *Third*, the market feedback largely suggests that the Parties are competing closely with each other. Although the brands' views were inconclusive as to whether the Parties are "competing closely" or "competing somewhat" in the EEA, ([116]) the majority of retailers consider the Parties to be "competing closely" in the EEA. ([117]) Furthermore, several respondents (both brands and retailers) have explained that both Parties compete in the luxury space for high-end customers with a similar product and brand offering. For example, one retailer has stated that "*Mytheresa and YNAP compete closely in the online luxury retail sector across*

([110]) Form CO, paragraphs 323 *et seq*. According to the Notifying Party, the Parties also face strong competition from mono-brand competitors (Form CO, paragraphs 333-337), which is taken into consideration in the Commission's assessment as out-of-market constraints (see Section 6.2.7 below).

([111]) For example, […].

([112]) For example, YNAP's internal documents: […].

([113]) See also response to RFI 7, dated 11 March 2025, Annex 3.

([114]) […] out of the 20 top brands of Mytheresa are also amongst the top 20 brands of NAP both when looking at the top brands in terms of revenue and web traffic. Form CO, Annexes 16-19.

([115]) Form CO, Annexes 16-19. See also YNAP internal document […]which highlights differences between the product assortment of Mytheresa and MRP. For example: […] and […].

([116]) Questionnaire to Brands, question E.4. See also Questionnaire to Brands, question E.5, the responses of which indicate that brands generally consider the Parties as one of the three closest competitors to each other.

([117]) Questionnaire to Retailers, question E.2 and E.3.

the EEA, targeting the same high-net-worth customers, offering overlapping luxury brands, and providing a premium shopping experience." ([118]) A brand expressed similar views stating that the Parties "*both target high-end, affluent customers looking for luxury fashion and currently present a vast overlap in their brands assortment. They both offer personalized shopping experiences, VIP services, and exclusive product drops collaborating closely with the brands*". ([119])

(99) Notwithstanding the above, some market respondents have indicated that there are also differences between the Parties, for example, in terms of their geographical focus and product assortments. ([120]) In particular, respondents have highlighted differences between Mytheresa, on the one hand, and YOOX and TON, on the other. For example, one brand explained that "[w]*hile both platforms offer a premium online experience and compete for a share of the luxury consumer's wallet, their differing product focuses and target demographics create distinct market positions. Yoox and The Outnet are also totally separate off-price businesses*" and another that "*MyTheresa is a closer competitor to Net-A-Porter and Mr Porter, but does not compete directly with YOOX (given that YOOX is an off-price platform)*". ([121])

(100) In conclusion, the Commission's investigation shows that the Parties, and specifically Mytheresa and NAP, are competing closely with each other. This conclusion applies equally to the EEA overall as well as to all affected EEA countries.

(101) However, as described below, the Parties also closely compete with a range of other competitors, which will continue to constrain the Parties post-Transaction.

6.2.3.2. Other close competitors

(102) The Commission's investigation shows that in addition to competing closely against each other, the Parties also compete with a range of other online retailers of personal luxury goods, that can also be described as close competitors. "Close competitors" identified by the respondents to the Commission's market investigation include, for example, 24S, Farfetch, LuisaViaRoma and SSense. ([122]) In addition, market participants identified various department stores as close competitors to the Parties (see Section 6.2.3.3 below).

(103) The above is also supported by the Parties' internal documents which show that the Parties are monitoring, not only each other, but also other competitors such as […]. ([123])

(104) In addition, a brand overlap analysis carried out by the Notifying Party shows that while there is notable overlap between the top 20 brands supplied by Mytheresa (by revenue) and the brands supplied by the various YNAP storefronts, this is also the case between Mytheresa and several other retailers including […]. ([124]) Also,

([118]) Questionnaire to Retailers, question E.2.1.
([119]) Questionnaire to Brands, question E.4.1.
([120]) Questionnaire to Brands, question E.4.1 and Questionnaire to Retailers, question E.2.1. See also e.g. minutes of a call with a brand, 5 March 2025, paragraph 15.
([121]) Questionnaire to Brands, question E.4.1.
([122]) Questionnaire to Retailers, questions E.1 and E.3; and questionnaire to Brands, question E.5. See also, minutes of a call with a brand, 5 March 2025, paragraph 12.
([123]) See Figure 5 above. Also, for example YNAP's internal documents […].
([124]) For example, […]is supplying all of the top 20 brands of Mytheresa and NAP. […] are supplying all or all but one of the top 20 brands of Mytheresa and NAP. See response to RFI 7, dated 11 March 2025, Annex 3.

the market feedback further confirms that a comparable assortment of luxury products to the Parties is also offered by other retailers. ([125])

(105) The market investigation results did not indicate that the responses would be different when referring to a specific EEA country as the online retailers are generally active across the EEA (or at least in numerous EEA countries). For example, one retailer explicitly stated that "[t]*he competitive landscape is consistent across the EEA, as these platforms operate cross-border e-commerce businesses and serve customers throughout the region without major country-specific differentiation*." ([126])This is further supported by the fact that the identified "close competitors" such as Cettire, Farfetch, LuisaViaRoma, Moda Operandi and Ssense appear to be shipping across the EEA, with also several others active across several EEA countries. ([127])

(106) Furthermore, the market investigation results show that the Parties are in close competition with the websites of department stores (see Section 6.2.3.3) and to some extent with non-luxury focused online retailers such as Zalando (see Section 6.2.3.4).

(107) More broadly, the existence of numerous competitors is further evidenced by the fact that the majority of both retailers and brands have confirmed that there will continue to be sufficient credible alternatives to the Parties post-Transaction. ([128]) As explained by one retailer: "*Both Mytheresa and YNAP are facing stiff competition in the rapidly evolving luxury e-commerce space, with many players vying for the attention of wealthy consumers in the EEA*." ([129])

(108) In conclusion, the market investigation feedback as well as the Parties' internal documents confirm that there are a range of online retailers that supply personal luxury goods in the EEA against which the Parties will continue to compete closely post-Transaction.

6.2.3.3. Department stores

(109) In addition to the above described "pure" online retailers, the market investigation has showed that the Parties also compete against the websites of department stores selling luxury goods within the EEA.

(110) The majority of retailers that have responded to the Commission's market investigation consider the websites of department stores to be closely competing with "pure" online retailers such as the Parties. ([130]) The majority of brands also echo that "pure" online retailers are competing with the websites of department stores, although the majority consider the two to compete "somewhat", not closely. ([131]) The competition between "pure" online luxury retailers and department stores is also evidenced by the fact that department stores with online presence, such as Breuninger, El Corte Ingles, Galeries Lafayette, Harrods, and Printemps, have been identified as some of the closest competitors to the Parties alongside the "pure" online players. ([132]) This is also supported by the market

([125]) Questionnaire to Retailers, question E.3; minutes of a call with a competitor, 10 February 2025, paragraph 15; and minutes of a call with a brand, 5 March 2025, paragraph 12.
([126]) Questionnaire to Retailers, question E.3.
([127]) Form CO, Annex 21.
([128]) Questionnaire to Retailers, question F.2; and Questionnaire to Brands, question F.2.
([129]) Questionnaire to Retailers, question E.3.
([130]) Questionnaire to Retailers, question E.6.
([131]) Questionnaire to Brands, question E.8.
([132]) Questionnaire to Retailers, question E.3; and Questionnaire to Brands, question E.5.

feedback received during the pre-notification outreach which highlighted the competitive pressure between "pure" online luxury retailers and the websites of department stores. ([133]) This is further evidenced by the fact that in their internal documents, the Parties frequently monitor also department stores. ([134])

(111) As noted above, there appears to be notable overlap between the brand offering of the Parties and department stores such as Breuninger, Harrods and Selfridges. ([135]) This is also evidenced by the market feedback. For example, in its response to the market investigation, one retailer explained that "[w]*ebsites of department stores selling personal luxury goods typically have similar product offerings to the pure online retailers and they will be competing for the same or similar customers*." ([136])

(112) The most important department stores with an online offering of personal luxury goods identified by respondents to the market investigation include Breuninger, Brown Thomas, De Bijenkorf, El Corte Ingles, Galeries Lafayette,La Rinascente, KaDeWe, Printemps, and Stockmann. In addition, UK-based department stores with an online offering of personal luxury goods such as Harvey Nichols, Harrods and Selfridges were frequently mentioned and are considered to still play a key role in the European luxury market in view of their international shipping to the EEA. ([137])

(113) Although some of the department stores deliver across the EEA (or at least to numerous EEA countries) ([138]), the market investigation indicates that compared to "pure" online retailers, department stores tend to have a more national/local focus, and are typically, strongest in those countries in which they also have a physical presence. ([139]) This said, at the national level the department stores are considered to compete (closely) with the Parties, as explained for example by one retailer: "*At an individual EEA country level, department stores' websites compete very closely. For example, Le Bon Marché, Printemps and Galeries Lafayette compete closely in France, KaDeWe in Germany, El Corte Ingles in Spain, Breuninger in the DACHLI region, La Rinascente in Italy, and De Bijenkorf in the Netherlands and Belgium*." ([140])

(114) To conclude, the market investigation indicates that in addition to "pure" online retailers, the Parties are also competing against the websites of department stores which, similarly to the Parties, target a luxury customer base and offer similar products and brands.

6.2.3.4. Online retailers without luxury focus

(115) In addition to online retailers with a strong focus on luxury goods, as well as the websites of department stores, the market for the online multi-brand, multi-

([133]) Minutes of a call with a competitor, 4 February 2025, paragraph 13; and minutes of a call with a brand, 5 March 2025, paragraph 13.
([134]) For example, YNAP's internal […].
([135]) Response to RFI 7, dated 11 March 2025, Annex 3.
([136]) Questionnaire to Retailers, question E.6.1; and Questionnaire to Brands, question E.8.1. See also minutes of a call with a competitor, 10 February 2025, paragraph 3.
([137]) Questionnaire to Retailers, questions E.6 and E.7, and Questionnaire to Brands, question E.9.
([138]) Form CO, Annex 21.
([139]) Questionnaire to Retailers; questions E.6.1 and E.7; and Questionnaire to Brands, questions E.8.1 and E.9. Also, minutes of a call with a brand, 5 March 2025, paragraph 16; and minutes of a call with a retailer, 4 February 2025, paragraphs 10 and 13.
([140]) Questionnaire to Retailers, question E.3.

product supply of personal luxury goods also contains a range of online retailers that do not focus exclusively on selling luxury goods. ([141])

(116) The Commission notes that Asos, Zalando and other online retailers without luxury focus were generally not mentioned by respondents when asked to identify the closest competitors to the Parties. ([142]) Also, the feedback received during the pre-notification outreach indicates that Zalando and other non-luxury focused online retailers are typically not considered close competitors to the luxury retailers. ([143]) This is also supported by the fact that the brand overlap analysis submitted by the Notifying Party shows that there is relatively limited overlap between each of Mytheresa's and NAP's top 20 brands (by revenue) and the brands offered by non-luxury focused retailers such as […]. ([144]) This said, there is more overlap between the each of TON's and YOOX's top 20 brands (by revenue) and the brands available on, for example, […]. ([145])

(117) The Commission notes that a few brands did however consider Zalando as a close competitor to the Parties. ([146]) Also, the Parties' internal documents show that they are monitoring […] and […] (see, for example, Figure 5 above). ([147])

(118) Therefore, given that the competitive constraint exerted by online retailers without luxury focus (Asos, Zalando etc.) on online luxury retailers may be limited to the instances when their product offerings overlap, these sites appear less important competitors to the Parties than sites with a clear focus on personal luxury goods (e.g., Farfetch, LuisaViaRoma and others) as well as the websites of luxury department stores (e.g., Breuninger, Galeries Lafayette, Harrods and others).

6.2.3.5. Conclusions on the closeness of competition

(119) To conclude, while the Parties appear to compete closely in the EEA, there are also a range of other competitors active in this market that will continue to compete closely with the Parties post-Transaction. Such other close competitors include both "pure" online retailers such as 24S, Farfetch, LuisaViaRoma and Ssense as well as the websites of established department stores such as Breuninger, El Corte Ingles, Galeries Lafayette, Harrods and Selfridges. Furthermore, while sites without luxury focus (e.g., Asos, Zalando, and others) are less close competitors, the Parties will also continue to compete to some extent with such sites post-Transaction.

(120) With the exception of the websites of department stores, which tend to have a more national or regional focus, these conclusions apply equally to the potential EEA-wide market as well as in each of the potential affected national markets.

([141]) E.g. Form CO, paragraphs 326 and 379.
([142]) Questionnaire to Retailers, question E.3; and Questionnaire to Brands, question E.5.
([143]) Minutes of a call with a competitor, 4 February 2025, paragraph 13; and minutes of a call with a competitor, 12 February 2025, paragraph 14.
([144]) Out of Mytheresa's top 20 brands, […]is supplying 8 brands, and out of NAP's top 20 brands […]is supplying 4 brands (response to RFI 7, dated 11 March 2025, Annex 3).
([145]) Response to RFI 7, dated 11 March 2025, Annex 3.
([146]) Questionnaire to Brands, question E.5.
([147]) Also, for example, YNAP internal document (EC_42), which indicates […] as a competitor to TON in UK&EU as well as […] and […] as competitors to YOOX in UK&EU; as well as YNAP internal documents […]; and […].

6.2.4. Luxury brands hold significant bargaining power

6.2.4.1. The Notifying Party's view

(121) According to the Notifying Party, brands play a key role in the personal luxury goods industry, as they both create and satisfy the consumer demand for personal luxury goods. ([148]) Thereby, brands are found to be powerful and influential players in the industry that are able to exert considerable competitive pressure on retailers. ([149])

(122) The Notifying Party explains that luxury brands use a mix of distribution channels and are increasingly able to develop strong DTC offerings to serve customers online. ([150]) The Notifying Party explains that focus on the DTC channel is considered desirable because it: (i) allows brands to capture the full proceeds of sales of their products, (ii) gives brands full control over their online presence, distribution and the supply chain allowing the brand to control the "luxury" experience, and (iii) allows brands to build relationships with consumers. ([151]) Therefore, some brands such as Chanel, Delvaux, Fendi, Hermès and Louis Vuitton have decided to only sell through DTC channels, and others are increasingly prioritising their DTC sales by, for example, limiting access to certain best-selling items to their own DTC channels. ([152])

(123) In the Notifying Party's view, the Parties are not "must-have" distribution partners for luxury brands considering that most brands are present across multiple distribution channels (including their own DTC channels). Brands also have the ability to switch away from the Parties, should the Parties try to deteriorate any of the terms offered to their consumers. ([153]) The Notifying Party explains that brands are not contractually prevented from using alternative multi-brand online retailers as the Parties do not generally have exclusive agreements preventing the brands they are supplying from expanding (or changing) distribution to other retailers. ([154]) In view of the above, brands' revenues from any given multi-brand online retailer are considered to be relatively small allowing them to negotiate from a position of relative strength. ([155]) Therefore, brands have the possibility to leverage their power *vis-à-vis* the Parties and other multi-brand retailers which, according to the Notifying Party, will not change as a result of the Transaction. ([156])

6.2.4.2. The Commission's assessment

(124) As described above in Section 4.2, DTC channels have an increasingly important role in the retail of personal luxury goods. This is also evidenced by the fact that that in particular for the larger luxury brands, DTC sales make up the vast majority of their sales. ([157]) For example, some luxury brands may only rely on a DTC strategy i.e., limiting the supply of their products to their own DTC channels. However, the Commission understands that most luxury brands choose

([148]) Form CO, paragraph 155.
([149]) Form CO, paragraphs 127 and 338 et *seq*.
([150]) Form CO, paragraphs 345 and 339.
([151]) Form CO, paragraph 340.
([152]) Form CO, paragraphs 348-354.
([153]) Form CO, paragraph 346.
([154]) See e.g. Form CO, paragraphs 506, 515 and 520.
([155]) Form CO, paragraph 350.
([156]) Form CO, paragraphs 345-353.
([157]) See, for example, Figure 2 above.

to also use third-party distribution channels in order to access a wider customer base. ([158]) For example, the market investigation results indicate that most luxury brands are present across multiple channels, i.e., they are selling their products on their DTC channels (both online and brick-and-mortar) and through third party distributors including online retailers as well as department stores (both websites and physical stores). ([159])

(125) In any event, a variety of third-party distributors are, and will continue to be, available for brands. As explained above in Section 6.2.3.2, there are various other multi-product, multi-brand online retailers active in the EEA with whom luxury brands may contract with for the distribution of their products. In addition, brands have other channels (e.g. physical stores) to distribute their products and are not necessarily required to use the Parties or multi-brand online retailers in general to sell their products.

(126) Moreover, brands are not contractually prevented from using alternative multi-brand online retailers. The market investigation results show that luxury brands do not generally have exclusivity agreements with third-party online retailers preventing them from selling their products on the sites of other third-party retailers. As an exception to this, brands and retailers may from time-to-time negotiate exclusivity for a limited period of time for the launch of a new product or a limited capsule collection. ([160]) However, such collaborations are typically limited to individual products or collections and do not restrict the supply of a specific brand more broadly. ([161]) Furthermore, the Commission finds that the seasonality and short duration of contracts between brands and multi-brand online retailers such as the Parties also facilitates switching. For example, Mytheresa contracts with brands […]. ([162]) Similarly, YNAP […]. ([163])

(127) More generally, the lack of concerns and the feedback provided by the luxury brands during the market investigation indicates that brands do indeed typically have bargaining power *vis-à-vis* the retailers. ([164])

6.2.4.3. Conclusions on the significance of power held by luxury brands

(128) In light of the above, the Commission finds that luxury brands hold significant bargaining power in the industry and will continue to have numerous distribution channels to provide their products post-Transaction.

6.2.5. Consumers' ability to switch

6.2.5.1. The Notifying Party's view

(129) According to the Notifying Party, consumers' strong reliance on multi-homing, as well as their readiness to switch, will continue to constrain the Parties post-

([158]) Questionnaire to Brands, question E.1.2. See also Form CO, paragraph 361, which states that the number of brands relying only on DTC sales is limited.
([159]) Questionnaire to Brands, question E.1.
([160]) Capsule collections are joint marketing efforts by a brand and a retailer. For instance, they can be individual items that are made available prior to a broader product launch, particular colours of an item or a selection of bespoke items that are specifically ordered by the retailer from the brand and are co-developed by brand and retailer. See Form CO, paragraphs 509-510.
([161]) Questionnaire to Retailers, question E.13.1; and Questionnaire to Brands, question E.15.1. See also Form CO, paragraphs 507, 512 and 521.
([162]) Form CO, paragraph 506.
([163]) Form CO, paragraph 520.
([164]) See paragraphs 179 and 182 below.

Transaction. ([165]) In the Notifying Party's view, today's luxury customer is increasingly knowledgeable and less dependent on a specific retailer. Moreover, the Notifying Party considers that consumers have the possibility to switch to alternative suppliers of luxury goods without incurring any relevant switching costs as consumers will be able to find the same product available online across multiple retailers and for broadly the same price. ([166])

6.2.5.2. The Commission's assessment

(130) The Commission's market investigation has confirmed that there are no significant barriers for a consumer to switch between online suppliers of personal luxury goods. The Commission's market investigation has not indicated that there would be any significant differences in the consumers' ability to switch depending on the geographic market considered as the elements driving the ability to switch are similar in nature across the EEA and there are alternatives available in each EEA country.

(131) All of the brands and the majority of retailers who have expressed an opinion indicated that there are no barriers for a customer to switch from one online distributor of personal luxury goods to another. ([167]) For example, one retailer explained as follows: "*Customers can easily choose to purchase from another platform based on their personal preferences, trust, product availability, price, delivery options, or shopping experience*." ([168]) A brand has similarly elaborated that "*From a consumer perspective, switching between online distributors of personal luxury goods is generally frictionless, presenting minimal barriers. Luxury consumers are often digitally savvy and comfortable navigating different online platforms. Information about product availability and pricing is readily accessible, enabling quick comparisons and informed purchase decisions. While factors like loyalty programs, order history, and personalized recommendations on a particular platform might influence purchasing habits, these represent minor inconveniences rather than significant barriers*." ([169]) Such views are also in line with the feedback received during the pre-notification outreach. ([170])

(132) Moreover, as described above in Section 6.2.5, the Commission finds that there are various other players active on the market with a similar product offering to the Parties, allowing a consumer of luxury goods to find the same product online across multiple retailers. In addition, the prices of luxury goods are generally found to be broadly the same across the various retailers (and distribution channels). ([171]) Therefore, consumers are able to find the same product for a similar price from various suppliers.

(133) Finally, as discussed in Section 6.2.7 below, there is an appreciable level of substitutability across the various distribution channels allowing consumers to purchase the same luxury product not only from suppliers within the market, but also from various other distribution channels, such as the brands' own websites, without occurring any meaningful switching costs.

([165]) Form CO, paragraph 355.
([166]) Form CO, paragraphs 355-358.
([167]) Questionnaire to Retailers, question E.14.
([168]) Questionnaire to Retailers, question E.14.1.
([169]) Questionnaire to Brands, question E.17.1.
([170]) Minutes of a call with a competitor, 10 February 2025, paragraph 17.
([171]) Questionnaire to Retailers, questions C.7-C.7.1; and Questionnaire to Brands, questions C.7-C.7.1.

6.2.5.3. Conclusions on consumers' ability to switch

(134) The Commission's investigation indicates that there are no substantial barriers for a consumer to switch between multi-brand, multi-product online retailers of luxury goods.

6.2.6. Barriers to entry and expansion

6.2.6.1. The Notifying Party's view

(135) The Notifying Party submits that the retail luxury goods market (both at the EEA-level and nationally) is dynamic and generally characterised by low barriers to expansion and entry for all types of retailers. According to the Notifying Party, the main prerequisite for successful expansion/entry in the retail supply of luxury goods is establishing relationships with the luxury brands ([172]) as well as having a sophisticated e-commerce environment ([173]) and the necessary staff (i.e., sales/buying team, marketing team and customer services team). ([174])

(136) In terms of logistics, the Notifying Party explains that online retailers can externalise their logistics to shipping and delivery companies such as DHL and FedEx, and that international delivery companies can bridge the capability gap and reduce any barriers potentially stemming from international shipping and exchange rate handling. Similarly, access to warehouses and fulfilment centres can be provided by a large number of third-party providers. ([175]) The Notifying Party considers that low barriers to entry across the EEA are evidenced by the ease with which retailers supply consumers across EEA countries notwithstanding that they have only a very limited physical presence (e.g., offices, logistics hubs/warehouses, digital production facilities, etc.) and without the need for a national footprint. ([176])

6.2.6.2. The Commission's assessment

6.2.6.2.1. Entry by new players

(137) The results of the Commission's market investigation show that there are high entry barriers to the market for online multi-brand, multi-product supply of personal luxury goods. In particular, the majority of brands who expressed a view consider successful entry to be "difficult", ([177]) whereas the majority of retailers who expressed a view consider successful entry to be "very difficult". ([178])

(138) Especially establishing a relationship with luxury brands is considered a significant barrier for new entry. The majority of retailers have indicated that it is very difficult to establish relationships with luxury brands. ([179]) As explained by one retailer: "*Luxury brands are selective about distribution partners to protect brand equity. Gaining these partnerships often requires proven credibility, consistent premium service, and alignment with the brand's image, which can be challenging for a newcomer without a track record*." ([180]) This is also supported

([172]) Form CO, paragraphs 359-360.
([173]) Form CO, paragraphs 368-370.
([174]) Form CO, paragraphs 371-372.
([175]) Form CO, paragraphs 365-366.
([176]) Form CO, paragraph 367.
([177]) Questionnaire to Brands, question E.10.
([178]) Questionnaire to Retailers, question E.8.
([179]) Questionnaire to Retailers, questions E.8 and E.9.
([180]) Questionnaire to Retailers, question E.8.

by the responses of the brands, the majority of which have confirmed that building a relationship with luxury brands is difficult. ([181])

(139) In addition, the majority of both retailers and brands have indicated that developing brand awareness with customers is difficult. ([182]) More broadly, several respondents indicated that new entry would be difficult due the market being a "crowded space" with "established players" hence requiring significant (and costly) marketing for a new entrant to gain traction. ([183]) On the other hand, some respondents consider the rise of social media and other channels to allow new entrants to more easily reach customers and develop brand awareness. ([184])

(140) In terms of the logistics (shipping, warehouse etc.), the market investigation results confirm that there are indeed third-party providers to whom such activities could be outsourced. For example, one retailer explained that: "*Established third-party logistics providers and warehousing solutions make it relatively simple to handle shipping and inventory management. Partnering with specialized fulfillment services can further streamline these operations, allowing new entrants to focus on growth*." Nevertheless, the majority of retailers and brands find setting up logistics difficult for a new entrant. ([185]) Several respondents highlight that for luxury goods it is necessary to ensure careful handling and storage as well as swift delivery to meet customer expectations. ([186])

(141) As a final point, the Commission notes that the market investigation results were inconclusive as to whether developing a website is difficult or easy for a new entrant. ([187]) This said, the Commission understands that there are third-party e-commerce providers who have readily available IT solutions for online retailers ([188]) although again it was highlighted that the websites intended for the retail of personal luxury goods must be of high standard. ([189])

(142) The existence of high entry barriers is further evidenced by the fact that the majority of retailers and brands responding to the market investigation were not aware of any new entry into the EEA market over the last five years. The few companies listed as players who have entered or significantly expanded within the last five years included: 24S, Cettire, Miinto and TheDoubleF. ([190])

([181]) Questionnaire to Brands, question E.10. Also, Questionnaire to Brands, question E.1.2 showing that brands take into account several factors when choosing their distributors.

([182]) Questionnaire to Retailers, question E.8 and Questionnaire to Brands, question E.10.

([183]) For example, Questionnaire to Retailers, questions E.8-E.9; and Questionnaire to Brands, question E.10.

([184]) Questionnaire to Retailers, question E.8.

([185]) Questionnaire to Retailers, question E.8 and Questionnaire to Brands, question E.10.

([186]) Questionnaire to Retailers, question E.8 and Questionnaire to Brands, question E.10.

([187]) The responses of retailers were split relatively evenly between very easy and easy on one hand and difficult and very difficult on the other (Questionnaire to Retailers, question E.8). The majority of brands however indicated that developing a website would be easy (Questionnaire to Brands, question E.10).

([188]) Questionnaire to Retailers, question E.8.

([189]) Questionnarire to Brands, question E.10.

([190]) Questionnaire to Retailers, question E.12 and Questionnaire to Brands, question E.14.

6.2.6.2.2. Expansion across the EEA

(143) Notwithstanding the above, the market investigation results however indicate that for online retailers that are already supplying luxury goods in some EEA countries, the barriers to expansion into other EEA countries are limited. ([191])

(144) *First*, unlike players not yet active in the luxury retail segment, such retailers already have an established relation with luxury brands. As described in Section 5.1.2.3.2 above, the contracts between brands and retailers are typically global or EEA-wide, which means that retailers do not usually need to contract separately for each EEA country. A retailer described in the market investigation that "*the main prerequisite for successful entry/expansion in the retail supply of luxury goods is to establish relationships with the luxury brands and/or boutiques. Brands supply the same inventory across all EEA countries and contracts with the brands typically cover the whole of the EEA (or at least a large part of it). As such, generally there is no need for a retailer to contract with different brands in individual EEA countries.*" ([192])

(145) *Second*, the Commission's investigation indicates that it is not necessary to have physical local presence to be active in a specific country. For example, Mytheresa has […]. Similarly, YNAP also […]. ([193]) Based on the market investigation results this also appears to be the case for several of the Parties' competitors. ([194]) This is further confirmed by the descriptive responses. For example, one retailer noted that: "*Retailers can leverage their existing logistics and warehouses to sell across the EEA. Retailers do not require extensive infrastructure to serve consumers across the EEA and many key retailers do not need more than one or two physical locations*" ([195]).

(146) *Third*, players already active in online supply of luxury goods in some EEA countries will generally already have an established website and logistics partnerships which can typically be leveraged to expand into new EEA markets. ([196]) As explained by one retailer: "*The ready availability of multi-country logistics solutions facilitates entry/expansion in the retail supply of personal luxury goods across the EEA. Retailers generally rely on well-established, international shipping and delivery companies such as DHL, FedEx, or partner with e-commerce providers that offer logistics as part of an end-to-end technology and logistics solution, e.g. Shopify*." ([197])

(147) *Fourth*, several respondents have stated that the harmonised regulation further lowers barriers to entry/expansion within the EEA. For example, one retailer stated that "*The EEA's harmonized regulations, free movement of goods, and common e-commerce standards facilitate cross-border expansion*" and another that "*Regulations are also harmonised across the EEA and because there are no customs barriers, shipping and logistics are not a challenge either.*" ([198])

([191]) The majority of both retailers and brands have indicated that it is easy for an online retailer supplying personal luxury goods in some EEA countries to expand their supply into other EEA countries (Questionnaire to Retailers, question E.11 and Questionnaire to Brands, Question E.13).

([192]) Questionnaire to Retailers, Question E.11.1.

([193]) Form CO, paragraph 367.

([194]) Questionnaire to Retailers, question D.1.

([195]) Questionnaire to Retailers, Question E.11.1

([196]) Questionnaire to Retailers, Question E.11.1; and questionnaire to Brands, Question E.13.1.

([197]) Questionnaire to Retailers, Question E.8.

([198]) Questionnaire to Retailers Question E.11.1.

(148) *Finally*, localised websites in the local language are generally not considered mandatory, although respondents recognise that in particular in certain larger countries (such as France and Germany) this is a competitive advantage. This said, the market feedback indicated that customers are typically able to shop also in English. ([199])

(149) The above can be summarised by a statement provided by a retailer: "*Generally, there are no barriers to expansion within the EEA. Customer preferences and prices are similar across the region. It is also possible to operate with an English website. Furthermore, the whole region can be served from a small number of regional warehouses. Competitors already active in one Member State with existing brand relationships, would easily be able to expand into another EEA Member State*." ([200])

6.2.6.3. Conclusion on barriers to entry and expansion

(150) Considering the above, the Commission finds that entry into market for online multi-brand, multi-product supply of personal luxury goods is characterised by high barriers to entry. On the other hand, the Commission considers that the barriers to expansion to a new EEA country are relatively low and that competitors active in one Member State, with an already established relation with brands, would be able to expand in another Member State.

6.2.7. Relevance of the out-of-market constraint

6.2.7.1. The Notifying Party's view

(151) The Notifying Party submits that the luxury retail space is fragmented and all sales channels of luxury goods, including online and offline and multi- and mono-brand channels, compete for the same consumers and exert strong competitive constraints on each other. ([201]) Therefore, should brands' DTC channels, offline channels and mono-product channels not be considered to form part of the same market with online multi-brand, multi-product retail channels of luxury goods, these should be accounted for as out-of-market constraints in line with the Commission's decision in M.10926 *Farfetch/Richemont/YNAP*. ([202])

(152) In more detail, the Notifying Party submits as follows:

(a) *Offline channels*: Consumers multi-home and are able and increasingly willing to switch between offline and online shopping and see the two channels as interchangeable, e.g., as prices are generally the same across sellers' online and offline channels. ([203])

(b) *DTC (mono-brand) channels*: Consumers perceive the DTC channel as a direct substitute to the multi-brand channel. Also, brands rely interchangeably on a range of channels including DTC and multi-brand retailers. ([204])

([199]) Minutes of a call with a competitor, 4 February 2025, paragraph 12; and minutes of a call with a competitor, 12 February 2025, paragraph 5.
([200]) Questionnaire to Retailers Question E.11.1.
([201]) Form CO, e.g., paragraphs 11, 193 *et seq.* and 323.
([202]) Form CO, e.g, paragraphs 263, 337 and 404.
([203]) Form CO, paragraphs 163, 193 *et seq*, and 263.
([204]) Form CO, paragraphs 193 and 211 *et seq*., see also paragraph 337.

(c) *Mono-product retailers*: Although most major online and offline luxury retailers including brands themselves are generally active across all product categories, mono-product retailers compete with Mytheresa the same way multi-product retailers do. Mytheresa does not distinguish between mono- and multi-product retailers, and tracks generally multi-product as well as mono-product retailers. ([205])

(d) *Pre-owned luxury goods*: The Parties note that price points for pre-owned and off-price goods are broadly comparable and that there is substitution between these products from the perspective of a consumer. ([206])

6.2.7.2. The Commission's assessment

(153) As explained in Section 5.1.1.3, for the purposes of this decision, the Commission has considered the narrowest plausible relevant product market to be that of online retail supply of multi-brand, multi-product personal luxury goods (excl. pre-owned goods). Under this conservative approach, the personal luxury goods sales made via other channels, such as luxury brands' websites and brick-and-mortal outlets, or supply of pre-owned luxury goods, are not considered part of the same market.

(154) However, the market investigation has confirmed that there are a wide range of options beyond online multi-brand, multi-product retailers that allow consumers to purchase the same luxury goods at similar prices and that will remain available post-Transaction. ([207]) These out-of-market constraints play an important role in the luxury goods retail space, as the Commission has found in its past practice. ([208])

(155) Indeed, the Commission has previously considered that, based on market size data from industry reports, only about 19% of total sales of personal luxury goods in the EEA in 2022 could be attributed to the online sales channel, with the remaining 81% of sales made via the offline channel. Further, of those 19% of total sales of personal luxury goods that are sold online, only about 53% can be attributed to the multi-brand, multi-product segment (i.e., only 10% of the total sales). ([209]) This means that most of the personal luxury goods purchased by consumers overall are purchased via distribution channels that are not part of the same market as the Parties. However, when making their strategic decisions (e.g., to increase prices or otherwise worsen terms), the Parties must take into account the potential diversion of their sales to these out-of-market distribution channels.

(156) The out-of-market constraints raised by the Notifying Party, i.e., (i) offline channels, (ii) DTC channels, (iii) mono-product retailers and (iv) pre-owned goods, are considered in turn below.

([205]) Form CO, paragraphs 188 and 219 *et seq*.

([206]) Form CO, paragraph 186.

([207]) Questionnaire to Retailers, questions C.2-C.10 and Questionnaire to Brands, questions C.2-C.11. See also, e.g., minutes of a call with a competitor, 4 February 2025, paragraph 13 explaining that "*the market for the sale of luxury goods to be extremely competitive and diverse*. [We] *compet*[e] *with a long list of brands (with both online and offline offerings), e-commerce retailers (e.g. YNAP, Mytheresa, Luisaviaroma and Cettire), department stores (with both online and offline offerings, although the competitive constraint from those players is more country-specific) and other multi-brand retailers (with both online and offline offerings).* [We are] *therefore also competing with its own sellers.*"

([208]) M.10926 *Farfetch/Richemont/YNAP*, Section 6.2.4.2.2.

([209]) M.10926 *Farfetch/Richemont/YNAP*, paragraph 243 and references therein.

6.2.7.2.1. Offline channels

(157) Overall, the market investigation supports the Notifying Party's argument that consumers multi-home and switch between offline and online channels when purchasing personal luxury goods. For instance, a retailer explained that: "[…] *there are no barriers for customers to switch between any retailers, whether they are mono-brand or multi-brand, offline or online. Customers frequently purchase across channels. In order to place an order online, a customer only needs to access a retailer's website / app and find the item it wants to purchase. Some retailers require pre-registration in order to place an order but such pre-registration can be done very easily and quickly by a customer.*" ([210]) A brand also noted that: "[w]*e assume there will be no significant obstacles for customers* [to switch between channels]*, as they have the flexibility to purchase through their preferred channels. In fact, it is common for customers to shop across multiple platforms, including brand e-commerce sites, and other online distributors*." ([211])

(158) The majority of online retailers providing views to the Commission's market investigation considered that their online sales compete at least somewhat with luxury goods sales made through brick-and-mortar channels, ([212]) and that prices and the selection of luxury goods are broadly the same online and offline. ([213]) The same views hold true for the majority of the luxury brands providing views, i.e., that their online sales compete at least somewhat with luxury goods sales made through brick-and-mortar channels, ([214]) and that prices and the selection of luxury goods are broadly the same online and offline. ([215]) However, the market investigation has indicated that the presence and strength of offline retailers, such as department stores, may differ from one EEA country to another. ([216]) This is also evidenced in the country-by-country market shares provided in Section 6.2.2.2.

(159) The respondents' views were inconclusive as regards whether the customers purchasing personal luxury goods online are broadly the same or somewhat different from those purchasing the goods offline. ([217]) However, one brand explained that customers "*typically shop both online and offline*" ([218]) and another that "*customers are aware of the many sales options available to them, including brand.com, online retailers, and brick-and-mortar stores. Therefore, it is important for* [the brand] *to meet customers where they are shopping*." ([219])

6.2.7.2.2. DTC/mono-brand channel

(160) As explained above (Section 4.2), the DTC/mono-brand channel is increasingly gaining importance in the sale of personal luxury goods. The majority of online retail competitors providing views considered that they compete closely or at least

([210]) Questionnaire to Retailers, question E.14.1.
([211]) Questionnaire to Brands, question E.17.1.
([212]) Questionnaire to Retailers, question C.2.
([213]) Questionnaire to Retailers, questions C.3 and C.4.
([214]) Questionnaire to Retailers, question C.2.
([215]) Questionnaire to Brands, questions C.2, C.3 and C.4. See also Minutes of a call with a brand, 10 March 2025, paragraph 22, explaining that "*there is no difference between* [our] *online and offline product offerings*.
([216]) Minutes of a call with a brand, 10 March 2025, paragraph 22.
([217]) Questionnaire to Retailers, question C.5, and Questionnaire to Brands, question C.5.
([218]) Minutes of a call with a competitor, 10 February 2025, paragraph 7.
([219]) Minutes of a call with a brand, 25 January 2023, paragraph 8.

somewhat with luxury brands' online DTC channels. ([220]) Similarly, the majority of brands responding to the Commission's market investigation view multi-brand luxury online retailers as both direct competitors and distribution channels. ([221]) The Parties' internal documents indicated that, in addition to multi-brand retailers, they also monitor luxury brands as their competitors. ([222])

(161) Respondents explained that DTC and multi-brand sales channels "*attract the same consumer*[s]" ([223]) given the overlap in product offering, meaning e.g., that DTC channels come up in search results along with multi-brand retailers when customers look up specific products. ([224]). An online retailer explained that "[w]*here we have the same or similar product offering as brands via their own DTC channels, we are competing* [with DTC] *for the sale of the same or similar product to a customer. A customer may be looking for a specific product and may shop across a number of websites to locate what they want, possibly looking for the best product at the best price*." ([225]) A brand also explained that "[c]*onsumers have a choice, they can buy from us via our own websites or from third parties*. […] *Customers have access to the same/similar products and are free to choose where and from whom they buy those products*." ([226])

(162) The Commission's investigation also indicated that product prices are broadly the same on multi-brand retailers' sites and the brands' websites. ([227])

(163) The majority of respondents considered that consumers view websites of personal luxury brands (i.e. the DTC channels) as substitutes to online multi-brand retailers of personal luxury goods. ([228]) However, the majority of online retailers and brands providing views considered that customers that purchase luxury goods on multi-brand retail sites are somewhat different from those that purchase from the brands' websites. ([229]) Some respondents explained that the customer profiles may differ somewhat in that those going to a DTC website might be generally looking for a specific product, whereas customers on multi-brand retailer sites may be more geared towards looking for a wider selection in one place. ([230])

6.2.7.2.3. Mono-product retailers

(164) The majority of online retailers responding to the Commission's market investigation indicated that, from the perspective of consumers, multi-product websites for personal luxury goods compete either closely or somewhat with mono-product websites. ([231]) Several respondents explained that customers tend to browse and switch between sales channels and online shops. One retailer explained that "*both* [mono- and multi-product retailers] *compete for the same consumer attention and spending*". ([232]) Another explained that "[c]*ustomers tend to shop around to find the best price, transport terms etc.* […], *customers do not*

([220]) Questionnaire to Retailers, question C.6. See also Questionnaire to Retailers, question E.3.
([221]) Questionnaire to Brands, question C.6. See also Questionnaire to Brands, question E.5.
([222]) See, e.g., YNAP's internal […] and […].
([223]) Questionnaire to Brands, question C.6.1.
([224]) Minutes of a call with a competitor, 10 February 2025, paragraph 8.
([225]) Questionnaire to Retailers, question C.6.1. See also minutes of a call with a competitor, 4 February 2025, paragraph 6.
([226]) Questionnaire to Brands, question C.6.1.
([227]) Questionnaire to Retailers, question C.7 and Questionnaire to Brands, question C.7.
([228]) Questionnaire to Brands, question C.9.
([229]) Questionnaire to Retailers, question C.8 and Questionnaire to Brands, question C.8.
([230]) Questionnaire to Retailers, question C.8.1 and Questionnaire to Brands, questions C.8.1 and C.9.1.
([231]) Questionnaire to Retailers, question C.9.
([232]) Questionnaire to Retailers, question C.9.1.

typically care whether the retailer offers products from various categories (i.e. a multi-product retailer) or only a certain category (i.e. a specialist/mono-product retailer)." ([233])

(165) However, this was different for luxury brands, the majority of which considered that mono-product websites for personal luxury goods are not viewed by consumers as substitutes with multi-product websites for personal luxury goods. ([234]) Respondents explained that these channels differ, e.g., in terms of "*shopping experience*" and "*customer's product and brand choice*" and because they "*perform different functions for customers*". ([235]) One brand explained that: [m]*ono-product websites offer a wider assortment of a single category whereas multi-product websites have a curated assortment across various luxury categories*." ([236]) However, some brands also noted that when the same product is offered on mono- and multi-product sites, they are substitutable for the consumer, e.g., "[c]*onsumers can find the same product (e.g. a fragrance by Dior) at the same price both on a mono-product website and on a multi-product website* [and] *[a]s a result, consumers view the two channels* [as] *interchangeable.*" ([237])

6.2.7.2.4. Pre-owned luxury goods

(166) The majority of both online retailers and brands providing views considered that new personal luxury goods compete somewhat with pre-owned personal luxury goods, although this might depend on product category or price difference. ([238]) One retailer explained that "*pre-owned luxury products are increasingly competing with new luxury products as consumers are more and more taking into consideration sustainability aspects*." ([239]) However, this seems to depend on the product category and may only be relevant for products like luxury watches, handbags and jewellery, as there is generally no second-hand market for pre-owned goods in categories such as cosmetic products (e.g., fragrances). ([240]) Furthermore, industry reports suggest that the market for pre-owned luxury goods has experienced significant growth in the past years, in particular watches and jewellery. ([241])

(167) Brands further explained that this depends on, e.g., the brand, price as well as the availability of the specific product. For instance: "[c]*ompetition* [between new and pre-owned] *exists to a certain extent but rather regarding certain segments than across all brands and products;*" ([242]) and "[w]*e only see competition with respect to very specific and top luxury items such as Hermes Birkin bag that is limited distributed and difficult to purchase.*" ([243]) One brand also explained that: [f]*rom the customers stand point, new luxury goods often target consumers seeking the latest trends, while pre-owned goods appeal to those looking for*

([233]) Minutes of a call with a competitor, 4 February 2025, paragraph 6. See also Questionnaire to Retailers, question C.9.1.
([234]) Questionnaire to Brands, question C.10.
([235]) Questionnaire to Brands, question C.10.1.
([236]) Questionnaire to Brands, question C.10.1.
([237]) Questionnaire to Brands, question C.10.1.
([238]) Questionnaire to Retailers, question C.10 and Questionnaire to Brands, question C.11.
([239]) Minutes of a call with a competitor, 4 February 2025, paragraph 8.
([240]) Questionnaire to Retailers, question C.10.1.
([241]) Form CO, Annex 12_Appendix_027_Bain_Altagamma_Luxury Goods Worldwide Market Study (Fall 2022 – 21st Edition), p. 32.
([242]) Questionnaire to Brands, question C.11.1.
([243]) Questionnaire to Brands, question C.11.1.

vintage, unique pieces, sustainability & circularity." ([244]) Another provided that: "[n]*ew personal luxury goods somewhat compete with pre-owned luxury items because both appeal to consumers seeking prestige, craftsmanship, and brand heritage. However, they are not direct substitutes, as new luxury goods offer exclusivity, the latest designs, and an untouched experience, while pre-owned items attract buyers through rarity, sustainability, and price accessibility. The two markets coexist, with some consumers engaging in both, but brand-new luxury retains a distinct appeal tied to status and innovation*." ([245])

6.2.7.3. Conclusion on the relevance of out-of-market constraints

(168) In light of the above evidence as well as the lack of barriers to switching between retailers (see Section 6.2.5), the Commission considers that, for the purposes of this decision, out-of-market constraints from the above-discussed sales channels and products currently exert and will continue post-Transaction to exert a certain level of competitive constraint on the Parties and other players active in the online retail of new multi-brand, multi-product personal luxury goods.

6.2.8. Likely impact of the Transaction

6.2.8.1. Likely impact on consumers

6.2.8.1.1. Observations on the likely impact of the Transaction on consumers

(169) Based on the evidence reviewed, the Commission considers that the Transaction is unlikely to have significant negative effects on consumers. This is primarily for the following reasons:

(a) Limited combined market shares: While the Parties are close competitors and will be the largest online retailer post-Transaction in the market for the multi-brand, multi-product online supply of personal luxury goods in the EEA, their combined market share remains moderate and, in any event, below 20% at the EEA level (see Section 6.2.2). At national level, while the Parties' will be the largest or second largest player in the affected EEA countries, their combined market share remains relatively moderate at [5-40]% when including unnamed competitors. When unnamed competitors are excluded, the Parties' combined share will be [20-50]% in most countries, and exceeds 50% in only a few Member States, namely Estonia, Latvia and Luxembourg. However, as explained in Sections 6.2.1 and 6.2.2, these market share estimates rely on a conservative approach that may overestimate the Parties' position.

(b) Many credible competitors: In addition, post-Transaction, a significant number of credible alternative online multi-brand, multi-product retailers will remain available to consumers in each of the affected potential national markets (and in the EEA more widely), including Farfetch, Breuninger, 24S, Best Secret, LuisaViaRoma, Vente Privee, Ssense, and Browns Fashion (see also paragraph 83 and Section 6.2.3.2). The constraint exerted on the Parties by their competitors is further elaborated on in Section 6.2.8.1.2 below.

([244]) Questionnaire to Brands, question C.11.1.
([245]) Questionnaire to Brands, question C.11.1.

(c) Significant out-of-market constraints: As outlined in Section 6.2.7 above, post-Transaction, consumers will continue to be able to purchase luxury goods from a range of options beyond online multi-brand multi-product retailers, including from the brands' websites and brick-and-mortar options such as department stores and the brands' physical stores. This option will be available to consumers in each of the affected potential national markets, as well as in the EEA more generally.

(d) Barriers to expansion are not high: As outlined in Section 6.2.6 above, barriers to geographical expansion are relatively low. Therefore, it appears unlikely that the Parties would be able to have significant market power as a result of their market position in any of the affected potential national markets, as any attempt to leverage this market power would likely result in entry or expansion of competitors that are already active in other EEA countries.

(e) Brands hold significant bargaining power: As outlined in Section 6.2.4, luxury brands typically have bargaining power *vis-à-vis* retailers given that, e.g., retailers depend on the brands' discretion to gain access to their products and brands are present across multiple sales channels and do not necessarily need to rely on multi-brand online retailers to distribute their products. They are also not contractually prevented from using multiple third-party retailers and in fact often use several. Therefore, the Parties would have very limited influence on the commercial terms of any agreement with luxury brands (see also Section 6.2.8.2 below). This applies for each affected potential national market as well as in the EEA more generally.

6.2.8.1.2. Results of the market investigation

(170) The market investigation overall did not reveal material concerns with regard to the likely impact of the Transaction on consumers.

(171) *First*, a large majority of brands expressing a view submit that the Transaction will have a neutral impact on end customers of luxury goods. ([246]) Respondents explained for instance that, from a consumer's perspective, "*the change will be minimally noticeable*" and that "[c]*ustomers have lots of choices to shop online*". ([247]) Some respondents even indicated that the Transaction could have a positive effect. For example, one brand cited better logistics solutions for consumers post-merger, and another stated that the Transaction "*could mean a wider selection of luxury goods and potentially more streamlined shopping experiences under one roof. Consumers might benefit from shared loyalty programs, faster shipping, and richer editorial content if the platforms integrate their services effectively.*" ([248])

(172) The views of retailers were more mixed between those expecting a neutral or a positive impact on consumers and others considering that, by removing one competitor, the Transaction could lead to reduced competition and less alternative luxury retailers. ([249]) One retailer explained that: "[t]*he merger may adversely*

([246]) Questionnaire to Brands, question F.1, and Questionnaire to Retailers, question F.1.
([247]) Questionnaire to Brands, question F.1-2.
([248]) Questionnaire to Brands, question F.1-2.
([249]) Questionnaire to Retailers, question F.1. See also, e.g., minutes of a call with a competitor, 10 February 2025, paragraph 20, who "*does not expect prices for consumers to change following the Transaction*."

affect competitors and thus may ultimately result in lower service levels, e.g. customer service levels, and reduced levels of discounting and sales, which will be detrimental to consumers." ([250]) Another considered that: "[t]*he overall impact may vary by country, depending on local competition levels, consumer habits, and brand preferences. Markets with strong local luxury retail ecosystems (e.g., France, Italy) may retain more diversity, while smaller EEA markets could become increasingly dependent on the merged entity for online luxury shopping.*" ([251]) On the other hand, one retailer expected the Transaction could result in "*lower prices on the* [Parties' websites]". ([252]) Another retailer explained that: "[e]*nd customers of luxury goods will continue to have a broad range of retailers to choose from and a sufficient level of competition will remain*." ([253]) One retailer also noted that *"YNAP has had financial difficulties and considers that the acquisition by Mytheresa may help it become more competitive*." ([254])

(173) *Second*, the large majority of both brands and retailer competitors expressing views considered that a sufficient number of credible alternative online retailers of personal luxury goods will remain post-Transaction for customers to purchase from. ([255])

(174) Respondents considered that there will continue to be a wide range of credible alternatives, including Farfetch, 24S and LuisaViaRoma, ensuring that "[p]*lenty of* […] *competition will exist post transaction*". ([256]) One respondent explained that "*post-transaction there will remain a robust set of credible alternative online retailers. The personal luxury goods market is highly competitive and dynamic, characterized by several established and emerging players*. *Key factors include: Diverse Market Landscape* […]. *Innovation and Customer Experience: Many alternative retailers continue to innovate through superior digital experiences, personalized services, and curated product selections, ensuring they remain attractive to luxury consumers. Local and Niche Players: The market also benefits from local and niche online retailers that cater to specific segments or regional tastes, further enhancing competitive diversity.*" ([257]) A brand explained that: "*there is strong competition in each EEA country, with some retailers also covering multiple countries. According to* […], *the Parties are the largest players in the EEA, but other players offer a comparable assortment of luxury products.*" ([258])

(175) *Third*, the market investigation confirmed that, as explained in Section 6.2.7 above, the Parties will continue to face competition from a range of personal luxury goods providers beyond multi-brand, multi-product online retailers, including luxury brands' DTC websites, but also the brands' and department stores' physical shops. One respondent explained that: "[t]*he personal luxury segment is competitive, with customers having multiple options of retailers (whether mono-brand and multi-brand, online / brick and mortar). This holds true*

([250]) Questionnaire to Retailers, question F.1-2.
([251]) Questionnaire to Retailers, question F.1-2.
([252]) Questionnaire to Retailers, question F.1-2.
([253]) Questionnaire to Retailers, question F.1-2.
([254]) Questionnaire to Retailers, question F.1-2.
([255]) Questionnaire to Brands, question F.2, and Questionnaire to Retailers, question F.2.
([256]) Questionnaire to Brands, question F.2.1, and Questionnaire to Retailers, question F.2.1.
([257]) Questionnaire to Retailers, question F.2.1.
([258]) Minutes of a call with a brand, 5 March 2025, paragraph 12.

across the EEA. The industry as a whole benefits from healthy players who create a positive competitive dynamic." ([259])

(176) *Fourth*, as explained in Section 6.2.6.2 above, the market investigation confirmed that while barriers to entry may be high, barriers to expansion to other EEA countries are not high.

6.2.8.2. Likely impact on business customers

6.2.8.2.1. Observations on the likely impact of the Transaction on business customers

(177) Based on the evidence reviewed, the Commission considers that the Transaction is also unlikely to have significant negative effects on the Parties' business customers, most notably brands. This is primarily for the following reasons:

(a) Availability of various other distribution channels for brands: As outlined in Section 6.2.4, various other distribution channels will remain available for brands post-Transaction, including the possibility to sell their products directly to consumers (both online and offline) ([260]) as well as via third-party brick-and-mortar stores (e.g., department stores). Therefore, a variety of distribution options will remain available to luxury brands post-Transaction.

(b) Brands have significant bargaining power: As outlined in Section 6.2.4 above and Section 6.2.8.2.2 below, luxury brands have substantial bargaining power *vis-à-vis* online retailers, including the option not to sell their products on these sites at all.

(c) The Parties only account for a relatively small proportion of the overall business of brands: According to the Commission's investigation, the share of sales made through the Parties' websites accounts for a relatively small proportion of all luxury sales in the EEA for the brands that provided views. ([261]) Therefore, the impact of the Transaction on brands is likely to be limited.

6.2.8.2.2. Results of the market investigation

(178) The market investigation overall also did not reveal material concerns regarding the likely impact of the Transaction on business customers.

(179) The majority of brands expressing a view submitted that the Transaction will have a neutral impact on their business and more generally on brands supplying personal luxury goods in the EEA. ([262]) One brand explained that also post-Transaction, "*there are credible alternative online retailers of personal luxury goods for brands*." ([263]) Some respondents even indicated that the Transaction could have a positive effect. For example, one brand explained that the Transaction may "*increase the efficiency of back-end operations of the Parties and their interactions with brands […], through the merging of IT systems, shipping and inventory*." ([264])

([259]) Questionnaire to Retailers, question F.2.1.
([260]) See, e.g., minutes of a call with a brand, 10 March 2025, paragraph 17.
([261]) Questionnaire to Brands, question E.2.
([262]) Questionnaire to Brands, question F.1.
([263]) Questionnaire to Brands, question F.2.1.
([264]) Minutes of a call with a brand, 5 March 2025, paragraph 17.

(180) As regards online retailers, the majority of those responding to the Commission's market investigation considered the impact of the Transaction to be neutral on their business but negative on online retailers of personal luxury goods active in the EEA more generally. ([265]) Some respondents explained this to result from an increase in the Parties' bargaining power that would allow them to secure better contractual terms with luxury brands. One respondent noted that "[the Parties] *will achieve a stronger market position and as a result be able to enter into more advantageous agreements with suppliers and exclude smaller players*." Another competitor considered that "*it seems likely that the Transaction will lead to a combined business with stronger bargaining power, able to secure better deals with the luxury brands, which we would anticipate will have a negative impact on other online retailers of personal luxury goods active in the same markets*." Further, one competitor explained that: "[t]*he purchasing power of the merged entities* [sic] *will increase, making it even more difficult to acquire high-end brands for our company*." ([266])

(181) When prompted, the majority of retails considered it likely or very likely that Mytheresa and/or YNAP will be able to negotiate lower wholesale prices and/or higher commissions with luxury brands as a result of the proposed Transaction. ([267]) Similarly, the majority considered it likely or very likely that the Transaction will enable the Parties to negotiate and enforce exclusivity clauses with luxury brands preventing the brands from selling their products on other online multi-brand retailers. ([268]) However, these concerns were not supported by the luxury brands responding to the Commission's market investigation.

(182) The large majority of brands providing views considered it either unlikely or very unlikely that, as a result of the proposed Transaction, Mytheresa and/or YNAP will be able to either negotiate lower wholesale prices and/or higher commissions or negotiate and enforce any exclusivity clauses with brands. ([269]) The brands providing views explained for instance that:

- "*the diversity of distribution options ensures that no single retailer, even one with increased market presence, could exert significant pressure on wholesale pricing or commission structures. We are confident that the luxury goods market may continue to operate in a way that preserves brands' ability to maintain their pricing integrity and value proposition across all channels;*" ([270])
- "*brands have robust direct channels and do not depend solely on one e-tailer; they can turn to many other retailers in Europe to distribute their products*;" ([271])
- "[the Parties/online retailers] *need to be vigilant on their relationships with brands now more than ever. There is always the alternative to not sell to them, and go directly DTC. Pushing for unreasonable terms will not be helpful to their business model*;" ([272])

([265]) Questionnaire to Brands, question F.1, and Questionnaire to Retailers, question F.1.
([266]) Questionnaire to Retailers, question F.2.1.
([267]) Questionnaire to Retailers, question F.3.
([268]) Questionnaire to Retailers, question F.4.
([269]) Questionnaire to Brands, questions F.3 and F.4.
([270]) Questionnaire to Brands, question F.3.1.
([271]) *Ibid.*
([272]) *Ibid.*

- "*Although the Transaction would strengthen the position of two of the most important online luxury platforms in the EEA market, it is unlikely that Mytheresa and YNAO* [sic] *will be able to deteriorate the commercial terms of the contracts with the brands. Indeed: (i) volumes sold by luxury brands on Mytheresa/YNAP are usually limited; and (ii) there is a wide range of alternative distribution channels. Therefore, we believe that the existing power dynamics between our brand and the parties will not change significantly post-transaction*"; ([273])
- "*Many luxury brands favor a multichannel approach to maximize reach and control their brand image. They typically prefer to distribute their products across multiple online and offline channels rather than commit exclusively to one distributor;*" ([274]) and
- "*luxury brands maintain significant leverage in distribution relationships due to their own direct-to-consumer channels, the diverse multi-brand online retail landscape, and their strong priority on controlling brand image and customer experience*." ([275])

(183) The strength of luxury brands is also supported by the evidence discussed in Section 6.2.4 above.

6.3. Vertical effects

(184) In addition to the above-described horizontal overlap, the Transaction gives rise to two vertical relationships, between:

(a) YNAP's *upstream* activities in the manufacturing of luxury goods and Mytheresa's *downstream* activities as an (online) retailer of personal luxury goods; and

(b) YNAP's *upstream* activities on the market for the supply of e-commerce services and Mytheresa's *downstream* activities as an online retailer/operator of an e-commerce platform.

6.3.1. Manufacturing of personal luxury goods – YNAP (upstream) / Online retail supply of luxury goods – Mytheresa (downstream)

(185) YNAP is a manufacturer of a small set of its own brands (42 Suns, 8 by Yoox, Iris & Ink, Mr P., Mr Porter Grooming, Net-a-Porter, Net-a-Porter for The King's Foundation, Porte & Paire, and Yoox Net-a-Porter for The Prince's Foundation.). ([276]) As described above, Mytheresa is active as a retailer of personal luxury goods. Therefore, the Transaction gives rise to a vertical relationship between YNAP as a manufacturer and wholesale supplier of personal luxury goods and Mytheresa as a retailer of personal luxury goods.

(186) The Notifying Party submits that, irrespective of the approach taken for the definition of the downstream retail market, vertical concerns can be clearly excluded, as YNAP's activities in this area are *de minimis* (EUR […] of YNAP's GMV is generated with respect to the distribution of its own labels), and already pre-Transaction its own labels are exclusively distributed via YNAP stores. ([277])

([273]) *Ibid.*
([274]) Questionnaire to Retailers, question F.4.1.
([275]) Questionnaire to Brands, question F.4.1.
([276]) Form CO, paragraph 249, footnote 124.
([277]) See Form CO, paragraph 246.

(187) The Commission considers that the Transaction does not raise concerns for input or customer foreclosure for the following reasons.

(188) *First*, the Merged Entity is unlikely to have the ability to engage in input foreclosure due to YNAP's marginal market share on an EEA-wide luxury goods wholesale market (estimated at less than [0-5]%). ([278]) Furthermore, YNAP's own labels cannot be considered an "important input" for downstream rivals, as already pre-Transaction such labels are sold exclusively on YNAP's own websites. ([279]) Moreover, considering the *de minimis* position of YNAP on the upstream market, any such strategy would not have an effect on competition.

(189) *Second*, the Merged Entity is unlikely to have the ability to engage in customer foreclosure. As explained above (in Section 5.1.2.3.2), the business-facing side of the market for multi-brand, multi-product online retailers is considered to be EEA-wide. At EEA-wide level, the Parties' combined market share remains below 20% (i.e., [10-20]%), indicating that the Merged Entity is unlikely to enjoy significant market power. In addition, as described in Section 6.2.4, brands typically have multiple channels to distribute their products further decreasing the significance of the Merged Entity as a distributor.

(190) The Commission further finds that the Merged Entity is unlikely to have the incentive to engage in customer foreclosure in light of the limited importance of the YNAP brands. The Commission considers it implausible that any gains with such brands would outweigh the loss that the Merged Entity would incur by ceasing to sell other brands.

(191) *Finally*, the above-described findings are further supported by the fact that no concerns were raised during the market investigation regarding this vertical relationship between the Parties.

(192) Based on the above, the Commission considers that the Transaction does not raise concerns for input or customer foreclosure with respect to the manufacturing of personal luxury goods.

6.3.2. Supply of e-commerce services – YNAP (upstream) – Online retail supply of luxury goods – Mytheresa (downstream)

(193) YNAP supplies e-commerce services through its OFS division, which could be an upstream input for Mytheresa's online retail services (operating an e-commerce platform) downstream, thereby giving rise to a potential vertical relationship between the Parties.

(194) The Notifying Party submits that YNAP does not provide e-commerce services to Mytheresa, and, in any event, vertical concerns are excluded from the outset as the OFS division at YNAP is currently being wound down. ([280])

(195) The Commission considers that the Transaction does not raise concerns for input or customer foreclosure for the following reasons:

([278]) As described in Section 5.2.2 above, the market for the manufacture of luxury goods is at least EEA-wide. See Form CO, paragraph 250. YNAP also confirms on a best-efforts basis that on any market or segment plausible defined for manufacturing and wholesale supply of luxury goods, its market share would not significantly deviate.

([279]) Form CO, paragraph 247 and 437.

([280]) See Form CO, paragraph 241.

(196) *First*, YNAP has a marginal market share not exceeding [0-5]% in the EEA-wide (and worldwide) market for the supply of e-commerce services. ([281])

(197) *Second*, Mytheresa's webstore was built and is operated in-house, meaning that Mytheresa does not source e-commerce services from third parties. ([282])

(198) *Third*, [confidential information about YNAP's OFS business]. ([283])

(199) *Finally*, the above-described findings are further supported by the fact that no concerns were raised during the market investigation regarding this vertical relationship between the Parties.

(200) Based on the above, the Commission considers that the Transaction does not raise concerns for input or customer foreclosure with respect to the supply of e-commerce services.

6.3.3. Overall conclusion on vertical effects

(201) In light of the considerations discussed in Sections 6.3.1 and 6.3.2, the Commission considers that the Transaction does not raise serious doubts as to its compatibility with the internal market or the functioning of the EEA Agreement in terms of its competition impact on the identified vertical relationships.

7. CONCLUSION

(202) For the above reasons, the European Commission has decided not to oppose the notified operation and to declare it compatible with the internal market and with the EEA Agreement. This decision is adopted in application of Article 6(1)(b) of the Merger Regulation and Article 57 of the EEA Agreement.

For the Commission

(Signed)
Teresa RIBERA
Executive Vice-President

([281]) As described in Section 5.3.2 above, the market for the supply of e-commerce services is at least EEA-wide. See Form CO, paragraph 244.

([282]) Form CO, paragraph 443.

([283]) See Form CO, paragraphs 38-40 and 445-448. [Confidential information about YNAP's OFS business].