

Newsletter



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European Commission Revises Technology Transfer Rules Draft TTBER and Guidelines

On 11 September 2025, the European Commission published the *draft revised Technology Transfer Block Exemption Regulation (TTBER) and Guidelines*, inviting feedback until 23 October 2025. Final adoption is expected in Q1 2026, before the current rules expire on 30 April 2026.



Following its 2023–2024 evaluation, the Commission found that the framework continues to promote technology dissemination and innovation while safeguarding competition. However, updates are needed to address data licensing, technology pools, and market share thresholds.

Purpose

The TTBER is an EU competition law instrument that, under Article 101(3) TFEU, exempts certain technology transfer agreements (patent, know-how, software licences) from the general prohibition of restrictive agreements under Article 101(1) TFEU, provided specific conditions are met. Accompanied by detailed guidelines, it recognises that many licensing agreements benefit markets despite restrictions, though severe anti-competitive clauses remain prohibited.

Technology transfer agreements allow one party to authorise another to use particular technology rights or intellectual property. These typically take the form of licensing arrangements, for example, licences for patents, know-how, or software, enabling the licensee to apply the licensed technology or expertise in the production of goods or the provision of services. In general, such agreements are regarded as compatible with EU competition law, as they often promote innovation, knowledge sharing, and market access within the framework of Article 101 TFEU.

Key Proposed Changes to Improve Legal Certainty and Predictability

1. Market Share Thresholds and Grace Periods

- Thresholds remain unchanged. Thresholds determine when agreements automatically qualify for exemption under EU competition law.



- The grace period is extended to three years, allowing firms more time to adjust before losing exemption status.
- Clarified market-share calculation: Technologies with no product sales are deemed to have zero market share.
- Codifies existing guidance to enhance legal certainty.

2. Technology Pools – Enhanced Transparency

- Technology pools, involving multiple IP right holders, remain outside the TTBER, which applies only to bilateral agreements.
- The Guidelines refine the “safe harbour” as a set of qualitative conditions under which pools are presumed compliant with competition law, focusing on sound structure rather than market-share limits.
- The safe harbour now focuses on transparency, essentiality of IP, and fairness (avoiding double royalties or discrimination).

3. Licensing Negotiation Groups (LNGs)

- New guidance on joint licence negotiations between implementers and right holders.
- Distinguishes legitimate cooperation from anti-competitive buyer cartels.
- Introduces a soft safe harbour for LNGs meeting transparency and necessity conditions.

4. Data Licensing and Digitalisation

- For the first time, includes data licensing where data forms part of a copyrighted or database-protected work.
- Acknowledges the rising value of data and ensures consistency in assessing data-related licences.

Next Steps for Companies

The draft reform modernises EU competition rules for a data-driven economy while preserving predictability in technology licensing and R&D cooperation. Businesses should review contracts, assess data exposure, and evaluate involvement in technology pools or negotiation groups. Stakeholders can consult the draft revised TTBER and Guidelines on the European Commission’s competition policy website and submit observations via the public consultation portal by 23 October 2025.



Alexandra Agorastou
Lawyer | Chief of Corporate Culture
aagorastou@saranti-partners.com
T: +302120216569

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