



Directors are not off the hook either: the Spanish Competition Authority clarifies how it will sanction individuals

New guidelines for calculating sanctions for companies and directors

The Spanish Competition Law (LDC) provides that individuals forming part of management bodies who have been involved in a competition infringement may be sanctioned up to €60,000. The Spanish Competition Authority (CNMC) has updated its guidelines for calculating such sanctions.

General criteria

The CNMC considers that the criteria for determining sanctions applicable to directors must be adapted to the individual position and conduct of each person. Thus, once their involvement in the infringement has been established, three main elements will be considered.

Seriousness, duration of the infringement and level of responsibility

First, the seriousness of the infringement. Not all conduct is assessed in the same way. This issue is particularly relevant in sectors such as life sciences, where anti-competitive conduct may harm public interests.

Second, the duration of the conduct. A distinction is made between isolated incidents and conducts maintained over time, which reinforces the importance of identifying and addressing potential risks at an early stage.

Third, the level of responsibility of the directors, taking into account their hierarchical position and decision-making capacity. Higher sanctions may therefore be expected for those in positions with greater influence over decision-making.

The importance of compliance programmes

The new guidelines consolidate the practice that the CNMC has been applying in recent years and strengthen legal certainty in an area where, until now, criteria had not been formally established.

Its publication comes at a time of particularly intense activity by the CNMC in competition infringements and sanctions. In mid-2025, as we discussed in a previous Capsulas, the CNMC directly applied for the first time the prohibition on contracting with the public sector for competition infringements. Subsequently, at the end of 2025, it launched a public consultation to update its Guide on compliance programmes. In this context, particularly relevant in sensitive sectors such as the pharmaceutical industry, it is essential to have effective, updated compliance systems that known throughout the organisation.

The new guidelines also remind that directors are not exempt: their participation in infringing conduct may result not only in reputational damage but also in individual financial sanctions depending on their involvement, position and the seriousness of the conduct. In this regard, the CNMC's ongoing review of its Guidance on compliance programmes highlights the need to strengthen technical, organisational and training measures, in line with Article 72.5 of the Law on Public Sector Contracts.

Companies should review and update compliance programmes about competition and reinforce internal training initiatives in order to prevent risks and demonstrate an effective compliance culture.



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