

SIMPLIFIED NOTIFICATION OF CONCENTRATIONS

Rules adopted by the General Assembly of the Competition Council on 8th June 2007

1) Introduction

Article 9 § 3 of the act on the protection of economic competition, consolidated on 15th September 2006 (hereafter APEC) determines that the General Assembly of the Council of Competition can set out further rules for a simplified notification for a concentration.

Article 61 APEC (Section 6.-Investigation and decision during simplified concentration procedures of chapter IV- procedures) contains procedural rules for a simplified handling of concentrations.

2. These further rules for a simplified notification of concentrations explain for which categories of concentrations the simplified notification can be applied.

At the same time you get a review of the procedural rules which are typical for a simplified notification.

The simplified notification is meant for concentrations that should normally be approved without a thorough examination.

A concentration must be declared permissible when the undertakings concerned control together less than 25% of any relevant market for the transactions, whether it concerns horizontal or vertical relationship (art.58 §2, first clause, 2° APEC)

In general it concerns concentrations which in normal circumstances, do not result in a significant obstacle to effective competition being created in the Belgian market or in a substantial part of that market, shall be declared permissible (art.8 §3 APEC).

When a concentration belongs to one of the hereafter mentioned categories and there are no exceptional circumstances, the competition prosecutor shall authorise the concentration on the basis of a simplified notification and with a simplified procedure, within 20 working days from the date of notification.(article 61, §6 APEC)

In exceptional circumstances which are further defined hereafter, an approval with a simplified notification may not be possible. In these circumstances the ordinary (not-simplified) notification procedure, mentioned in art. 55 to 59 of the APEC must be applied.

3.The Competition Council and the Corps of Rapporteurs established by the act on the protection of economic competition consolidated on 1st July 1999 (which was abrogated by the present APEC on 1st October 2006) issued a joint notice concerning the simplified procedure for the treatment of certain concentrations (Belgian Official Gazette 11 December 2002)

As a transitional provision the Competition Council and the Corps of Rapporteurs announced on the 15th September 2006 stated that the conditions for a simplified procedure defined in the joint notice would continue to apply for reasons of legal security, till the general assembly of the Competition Council determined further rules.

The joint notice aimed at the speeding up of the handling of concentrations provided there were no objections from the point of view of the competition law. The administrative burdens for the undertakings were limited, and the scarce means of the Belgian Competition Authority could be used more effectively.

The simplified notification is now incorporated in the APEC.

The General Assembly of the Competition Council expresses the wish for a quick and efficient handling of the concentrations which are eligible for such a procedure in the interest of the undertakings and in order to promote of an efficient use of the means of the Belgian Competition Authority.

4. These further rules replace a foresaid joint notice of 2002. They are issued following the notice of the Commission concerning the simplified handling of certain concentrations pursuant to regulation (EC) nr.139/2004 of the Council.

II Categories of concentrations which are eligible for the use of the simplified procedure

1. Categories of concentrations

a) Two or more undertakings acquire joint control over a joint venture on condition that the joint venture is not or to a small degree active on the Belgian Market. That case occurs when:

i) the turnover of the joint venture and/or the turnover of the brought in activities in Belgium are less than 40 million Euro.

ii) the total value of the transfer in assets to the joint venture in Belgium is less than 40 million EURO, or

b) two or more undertakings merge, or one or more undertakings acquire sol or joint control over another undertaking, on condition that none of the parties to the concentration exercise company activities on the same product market and geographic market, or on a product market situated upstream or downstream of a product market on which one or more parties to the concentration are active, or

c) two or more undertakings merge, or one or more undertakings acquire the sol or joint control over another undertaking and:

i) two or more of the parties to the concentration exercise company activities on the same product market and geographic market (horizontal relationship) on condition that their joint market share is less than 25%; or

ii) one or more parties to the concentration exercise company activities on a product market situated stream upwards or stream downwards of a product market on which another party to the concentration exercise company activities (vertical relationship) on condition that their individual or joint market shares are less than 25%, or

d) a party acquires sol control over an undertaking over which she already exercises joint control.

2. Explanations for category a)

2.1 The turnover of the joint venture must be determined on the basis of the most recent controlled annual accounts of the parent company or of the joint venture itself, dependant on the fact whether or not separate annual accounts are available for the activities combined in the joint venture.

2.2 In the first cumulative condition of category a), that is to say the turnover of the joint venture and/or the turnover of brought in activities in Belgium are less than 40 million Euro, the words “and/or” are aiming at the following situations:

-On the joined takeover of an existing undertaking is the turnover to take into consideration of that undertaking of which the takeover is contemplated.

-On the formation of a joint venture in which the parent companies bring in their company activities, the turnover to consider is the one of the brought in company activities;

-When a undertaking that didn't belong to the group, joins the other undertakings which have control over an existing joint venture, the turnover of the joint venture and the turnover of the brought in company activities by the new parent company (if such a contribution happens) must be taken into consideration.

2.3 In the second cumulative condition of category a) that is to say the total value of the transferred assets to the joint venture in Belgium is less than 40 million EURO, may neither the value of the assets, nor the turnover be more than 40 million EURO if these transferred assets realize turnover.

3. Guaranties and exclusions

3.1. To check whether a concentration belongs to one of the above-mentioned categories, the competition prosecutor must make certain that all relevant conditions are met. The relevant product market and the geographical market will usually play an important role, in particular we need to check if the threshold of 25% is not reached in the case of horizontal or vertical relationships.

From the parties is expected that they provide, in the phase preceding the notification (see below point III.1) all information to define all markets which qualify, among other things, eventually more restricted than nationally defined geographic markets.

It is up to the competition prosecutor to define the market, on the basis of his investigation of the facts of the case.

If the relevant markets or the market shares of the parties cannot be clearly defined the simplified procedure shall not be applied.

Usually the same applies for concentrations to which new legal aspects of general interest are linked.

3.2. In general we may take for granted that the before-mentioned categories of concentrations do not result in hampering an active competition on the Belgian market or a significant part of it in a significant way, nevertheless in special circumstances a thorough investigation can be necessary, so the simplified procedure can not be applied but the ordinary procedure (non simplified) must be applied.

Hereinafter some examples of concentrations to illustrate how the simplified procedure could be ruled out.

Certain concentrations can increase the market power of the parties, for example because technological, financial or other means were brought together, even when the parties to the concentration are not active at the same market.

Even concentrations where at least two parties to the concentration are involved in conglomerate markets, could be unfit for a simplified procedure, especially when one or more parties to the concentration have an individual market share of at least 25% on a product market where horizontal or vertical relationships do not exist between the parties, but this one

is a conglomerate market of a market on which another party is active. Product markets are considered as conglomerate markets when the products are interchangeable, or when they belong to a range of products which are purchased by the same kind of customers for final use.

In other cases it is perhaps not possible to determine the exact market shares of the parties. This is often the case when parties are active on new or less developed markets.

Concentrations concerning markets with high barriers to entry, with a high degree of concentration or with other known competition problems could be unsuited for simplified procedure.

In case of a change from joint to sol control a further investigation can exceptionally be necessary. Particular competition difficulties can occur when the former joint venture is integrated in the group or the network of her only remaining shareholder with sol control. The strategic market position of this undertaking can be reinforced through the los of disciplinary limitations which derive from various interests of several share holders with control.

Simplified procedure is neither recommended if the earlier acquisition of joint control over the joint venture concerned has not yet been examined.

The simplified procedure does not apply if problems could arise through coordination, as referred to in article 8, § 5 APEC.

III. Procedural regulations

1. Prior contacts to the notification

Contacts between the notifying parties and the College of Competition Prosecutors, prior to the notification, appear to be useful and are certainly recommended. Experience shows that difficult questions could arise even in case of concentrations which qualify for a simplified notification, for instance, concerning the definition of the market, which should be resolved preferably prior to the notification. Prior to the notification the competition prosecutor can also clarify which information he expects from the parties.

It is therefore recommended to contact the College of Competition Prosecutors at least two weeks before notification

2. The form for notification.

In the case of a simplified notification the notifying parties must give information with regard to the following sections and questions of the form CONC C/C concerning the notification of a concentration pursuant to article 9 of the act on the protection of economic competition, consolidated on 15 September 2006, decreed by Royal Decree of 31 October 2006 concerning the notification of concentrations of undertakings referred to in article 9 of the act on the protection of economic competition, consolidated on 15 September 2006, and added as annexe to the Royal Decree:

Section 1 Description of the concentration

Section 2 Information about the parties

Section 3 Information concerning the concentration

Section 4 Ownership and control

-4.1.

Section 5 Supporting documents to be annexed to the notification

-5.1.

-5.2.

-5.3.

-5.4.

-5.5.

Section 6 Market definitions

-6.1.

6.2 and 6.3 are replaced by the following text :

Give on the basis of the above definitions a description of the scope of the product and geographic markets other than those referred to in 6.1., on which the notified operation may have a significant impact. For example where:

One of the parties to the concentration is present on a product market, which is a neighbouring market closely related to a product market in which another party (or several parties) to the concentration is engaged, and the individual or combined market shares of the parties in any one of these markets is 25% or more. Product markets are closely related neighbouring markets when the products are complementary to each other or when they belong to a range of products that is generally purchased by the same set of customers for the same end use.

Section 7 Information on affected markets

-7.1.

-7.2.

-7.3., except for the information about the HHI-index

-7.4

Section 8 General conditions on the affected markets

-8.1.

-8.6.

Section 10 the extent of cooperation in a joint venture

Section 11 Declaration

(Drop the referring to form CONC C/C and replace "Council" by "competition prosecutor" in the 5th clause)

2.2. You will find the form for simplified notification annexed to these further details

3. Notification

The simplified notification and its annexed documents shall be submitted in four copies, pursuant to article 3 §2 of the Royal Decree of 31 October 2006 with regard to the notification of concentrations of undertakings as referred to in article 9 of the act on the protection of economic competition, consolidated on 15th September 2006.

4. The publication of the notification of a simplified concentration

The notification of a concentration shall be published in the Belgian Official Gazette and on the website of the Competition Council (article 68, § 1 WBEM).

The publication includes:

- the names of the parties to the concentration
- a brief description of the concentration
- determine the economic sectors concerned
- determine that the concentration is, on the basis of the information given by the parties, eligible for a simplified notification, and
- an invitation to interested third parties to make remarks

5. Decision

5.1. If the competition prosecutor comes to the conclusion that all conditions are met to apply the simplified procedure and that the notified concentration give no occasion for objections, he stipulates that in a letter (article 61, § 3 APEC), which shall be considered for the purpose of the application of this act, as a decision of the Council within the meaning of article 58, §2, 1° (article 61, § 4 APEC).

The letter includes:

- information of the notified concentration, in particular the names of the parties to the concentration, the description of the concentration and the economic sectors,
- determine the category or categories, which are mentioned in these further details, to which the concentration belongs, with the conclusion that all conditions are met to apply the simplified notification procedure, and
- the decision that the concentration is permissible

The competition prosecutor sends the letter to the notifying parties, and a copy to the Competition Council for publication (article 61, § 3 APEC).

5.2. If the competition prosecutor comes to the conclusion that to his or her opinion the conditions to apply the simplified procedure are not met or that there are doubts about the permissibility of the concentration, he or she shall record his or her decision in a letter, setting out the reasons for his or her decision in summarised form to be sent to the notifying parties with a copy to the council (article 61, §5 first clause APEC). There is no separate right of appeal against this letter (article 61 §5, second clause APEC).

This letter from the competition prosecutor shall terminate the simplified procedure, and as a result articles 55 to 59 shall once again apply in full. The notification shall be considered as incomplete from the beginning within the meaning of article 55, § 1. The notification shall be deemed to be complete on the day after that the notifying parties supply the missing information mentioned in the competition prosecutor's letter. (article 61 § 5, third clause APEC)

Pursuant to article 3 § 2 of the Royal Decree of 31st October 2006 concerning the notification of concentrations of undertakings referred to in article 9 of the act on protection of economic competition, consolidated on 15th September 2006, the form for notification CONC C/C shall be submitted in eight copies.

The competition prosecutor shall initiate his or her investigation upon receipt of the complete information (article 55 §1 APEC). The time-limit of 25 working days in the case of a normal procedure, within which the report of the competition prosecutor must be submitted to the Competition Council, shall run from the day after the day when the complete information is received (article 55, §4 APEC).

5.3. The competition prosecutor sends a letter to the notifying parties within twenty working days with effect from the day after the day when the simplified notification is submitted (article 61, § 6 APEC. See article 55, § 4 APEC for the first day of the time period). The concentration shall be deemed to be approved if the competition prosecutor has not transmitted the said letter within the prescribed period of time.

6. Publication of the decision

The decision is published in the Official Belgian Gazette and on the website of the Competition Council. (Article 68, §2, first clause APEC)

IV. Restrictions which are directly associated with and necessarily for the realisation of the concentration.

The simplified procedure does not apply on concentrations in which the undertakings concerned request an explicit assessment of restrictions which are directly associated with and necessarily for the realisation of the concentration. If the undertakings concerned ask for an explicit assessment of these restrictions, than the ordinary (none simplified) notification procedure must be applied.

V. Publication and taking effect.

This notice will be published in the Official Belgian Gazette and on the website of the Competition Council.

She takes effect the day of publication in the Official Belgian Gazette.

On the same day the joint notice of the Competition Council and the Corps of Rapporteurs concerning the simplified procedure for the treatment of certain concentrations (Official Belgian Gazette 11th December 2002), prolonged by the notice of the Competition Council and the Corps of Rapporteurs of 15th September 2006 , is lifted.

ANNEX (1)

FORM CONC C/C V/S RELATING TO THE SIMPLIFIED NOTIFICATION OF A CONCENTRATION IN ACCORDANCE WITH ARTICLE 9 AND 61 OF THE ACT ON THE PROTECTION OF ECONOMIC COMPETITION, CONSOLIDATED ON 15th SEPTEMBER 2006.

1. INTRODUCTION

1.1. The purpose of this form

This form specifies the information that must be provided by the notifying parties when submitting a notification to the College of Competition Prosecutors of a proposed or agreed merger, acquisition or other concentration. The concentration control (system) is laid down in the act on the protection of economic competition, consolidated on 15th September 2006 (hereinafter: "the act") and in the royal decree of 31 October 2006 on the notification of concentrations of undertakings (hereinafter: "this decree") to which this form is annexed. The text of this act, as well as that of its implementing decrees, can be found on the "competition" page on the website of the FPS Economy, SMEs, Self-Employed and Energy: <http://www.economie.fgov.be> or on that of the Competition Council. You will also find on those sites the address of the registry of the College of Competition Prosecutors, to which you must submit the concentration notification form in 4 copies.

The notification of a concentration is only compulsory when the conditions of article 7 of the act are met. Parties that have implemented a concentration without giving prior notification are liable to a fine of 1% of their turnover (article 64, § 2 of the act).

If the competition prosecutor comes to the conclusion that the conditions to apply the simplified procedure are met and that the notified concentration gives no cause to objections he shall record his or her decision in a letter that he sends to the notifying parties within 20 working days. The competition prosecutor sends also a copy of this letter to the Council for publication. The concentration shall be deemed to be approved if the competition prosecutor has not transmitted the said letter within the prescribed period of time.

Taking into account this deadline and in order to ensure the efficiency of the merger control procedure, it is essential that the College of Competition Prosecutors receives, when appropriate, the information required to carry out the necessary investigation and to assess the impact of the concentration on the markets concerned. This requires that a certain amount of information be provided at the time of the notification unless such information is available from the Crossroads Bank for Enterprises. (Kruispuntenbank van de Ondernemingen)

If you consider that any particular information requested by this form is not indispensable for the examination of your case, you are encouraged to ask the College of Competition Prosecutors to release you from the obligation to provide such information ("exemption"). See section 1.3 g for more details.

Pre-notification contacts are particularly useful to both the notifying parties and the College of Competition Prosecutors in order to determine the precise amount of information required for the notification.

¹ **This is an unofficial translation in English of the official Dutch and French version. This translation is merely for your information..**

Ceci est une traduction officielle en anglais de la version officielle en néerlandais et français. Cette traduction est uniquement à titre d'information.

Dit is een officiële vertaling in het Engels van de officiële Nederlandse en Franse versie. Deze vertaling is enkel bedoeld als informatieve ondersteuning.

1.2. Who must notify?

In the case of a concentration within the meaning of article 6, § 1, 1°, of the act or in the case of the acquisition of joint control of an undertaking within the meaning of article 6, § 1, 2°, of the act, the notification shall be presented jointly by the parties to the concentration or by those acquiring joint control, as the case may be.

In the other cases, the party implementing the concentration must present the notification (article 9, § 2).

Each party completing the notification is responsible for the accuracy of the information which it provides. Any party providing, either intentionally or negligently, inaccurate or misleading information, may be liable to a fine.

For the purposes of this form, the parties include also the undertaking in which a participating interest is acquired or which is the subject of a takeover bid or public offer of exchange (target undertaking).

Pursuant to article 9 § 4, of the act, the undertakings concerned may not implement the concentration until the competition prosecutor has notified its decision on its admissibility.

The parties may also notify a proposed agreement provided that they declare explicitly their intention to conclude an agreement which does not differ significantly from the notified project with regard to all the relevant points of competition law.

In the case of a takeover bid for an undertaking, the bidder must complete the notification.

1.3. The requirement for a correct and complete notification

All the information required by this form must be correct and complete, and must be supplied in the appropriate section of this form.

In particular, you should note that:

a) The time limits of the concentrations simplified control procedure do not begin to run until all the information that has to be supplied with the notification has been received by College of Competition Prosecutors or the competition prosecutor with responsibility for the case (61 of the act).

b) The notifying parties must verify, when preparing their notification, that the contact names and numbers, and in particular the fax numbers and e-mail addresses, provided to the College of Competition Prosecutors are accurate, relevant and up-to-date.

c) Incorrect or misleading information shall be considered to be incomplete information.

d) If a notification is incomplete, the competition prosecutor shall inform the notifying parties or their representatives accordingly, in writing and without delay. The notification shall only become effective on the date when the complete and accurate information is received by the competition prosecutor.

e) In accordance with article 64 of the act, notifying parties that, either intentionally or negligently, supply incorrect or misleading information, may be liable to fines of up to 1% of the undertaking in question's turnover in Belgium and export turnover.

f) You may request in writing that the College of Competition Prosecutors considers that the notification is complete notwithstanding the fact that you didn't provide all the information required by this form, if such information is not reasonably available to you in part or in whole (for example, because of the unavailability of information on a target company during a hostile bid).

A competition prosecutor shall consider such a request, provided that you give reasons for the unavailability of such information and provide your best estimates for missing data, together with the sources for the estimates. Where possible, you should indicate where any of the requested information that is unavailable to you could be obtained by the competition prosecutor.

g) You may request in writing that the College of Competition Prosecutors considers that the notification is complete notwithstanding the fact that you didn't provide all the information required by this form, if you consider that any particular information required, as part of a detailed or simplified notification, is not necessary for the competition prosecutor's examination of your notification.

A competition prosecutor shall consider such a request, provided that you give adequate reasons why the information in question is not relevant and necessary to the examination of the operation notified. You should explain this during your pre-notification contacts with the College of Competition Prosecutors and ask it to release you from the obligation to provide that information.

1.4. The notification procedure

The notification must be completed in French or Dutch in accordance with article 93 of the act. This presentation language will thereafter be the language of the proceedings for all the notifying parties.

The information requested by this form must be presented using the section and paragraph numbers. You should then sign the declaration as provided in section 11 and annex the supporting documentation. When completing sections 7 to 9 of this form, the notifying parties are invited to consider whether, for purposes of clarity, these sections are best presented in numerical order, or whether they can be grouped together for each individual affected market (or group of affected markets).

For the sake of clarity, certain information may be put in annexes. However, it is essential that all key substantive pieces of information, in particular market share information of the parties and their largest competitors, are presented in the form CONC C/C-V/S itself. Annexes to this form should only be used to complete the information supplied in the form itself.

Contact details must be provided in the format provided by this form. For a proper investigatory process, it is essential that the contact details are accurate. Multiple instances of incorrect contact details may be a ground for declaring a notification incomplete.

The annexed documents are to be submitted in their original language; where this is not one of the national languages or English, they must be translated into the notification language.

Annexed documents may be originals or copies of the originals. In the latter case, the notifying party must confirm that they are true and complete.

The notification and its annexed documents shall be submitted in eight copies (one original and seven copies), at the attention of the College of Competition Prosecutors, to the address of the registry shown on the Competition Council's website, during the registry's business hours. In order to enable it to be registered on the same day, the notification must be delivered before 16:00.

1.5. Confidentiality

In accordance with articles 36 to 38 and 84 and 85 of the act, officials and other servants must not disclose information, acquired pursuant to the law, and which falls within the scope of the obligation of professional secrecy. The same principle shall also apply to protect confidentiality between the notifying parties.

If you believe that your interests would be harmed if any of the information you are asked to supply were to be published or otherwise divulged to other parties, you should submit this information separately with each page clearly marked “business secrets”. You should also give reasons why this information should not be divulged or published.

In the case of mergers or joint acquisitions, or when the notification is completed by more than one party, business secrets may be submitted under separate cover and referred to in the notification as an annex. All such annexes must be included in the submission in order for the notification to be considered complete.

1.6. Definitions and instructions for the purposes of this form

Parties to the concentration: these terms relate to both the acquiring and acquired parties, or to the merging parties, including all undertakings in which a controlling interest is being acquired or which is the subject of a takeover bid.

Unless stipulated otherwise, the terms “notifying party/parties” and “party/parties to the concentration” shall include all the undertakings which belong to the same groups as those parties.

Affected markets: section 6 of this form requires the notifying parties to define the relevant product markets and to indicate which of those markets are likely to be affected by the notified operation, irrespective of whether the relationship is horizontal or vertical, provided that the notifying parties have a market share of 25% or more.

This definition of affected markets is used as the basis for a certain number of other questions asked in this form. The markets thus defined by the notifying parties are referred to in this form as the “affected market(s)”. This term can refer to a relevant market made up of either products or of services.

Year: all references to the word “year” in this form should be understood to mean the calendar year, unless otherwise specified, and all the information requested relates to the year preceding that of the notification.

The financial data requested under points 3.3 to 3.5 must be given in euros, on the basis of the exchange rates prevailing for the year or other periods under consideration.

1.7. The provision of information to employees and their representatives

The College of Competition Prosecutors would like to draw attention to the obligations to which the parties to a concentration may be subject under national rules on the information and consultation of employees and/or their representatives with regard to concentration operations.

SECTION 1

Description of the concentration

1.1. Provide a summary of the concentration, specifying the parties to the operation, the nature of the concentration (for example, merger, acquisition or joint venture), the areas of activity of the notifying parties, the markets on which the concentration will have an impact (including the main affected markets ⁽²⁾, and the strategic and economic reasons for the concentration.

² Refer to la section 6, III for the definition of affected markets.

1.2. Provide a summary (up to 500 words) of the information provided under point 1.1. It is intended that this summary will be published on the Competition Council's website. It must be drafted so that it contains no confidential information or business secrets.

SECTION 2

Information about the parties

2.1. Information on the notifying party/parties.

Provide the following information:

2.1.1. the name, number and address of the undertaking;

2.1.2. the nature of the undertaking's business;

2.1.3. the name, address, telephone number, fax number and e-mail address, as well as the position of the appropriate contact person;

2.1.4. in the case of a joint notification, the name, address, telephone number, fax number and e-mail address of the joint representative referred to in article 2, § 3, of this decree of 31st October 2006 concerning the notification of concentrations of undertakings referred to in article 9 of the act on the protection of economic competition consolidated on 15th September 2006;

2.1.5. in other cases, an address in Belgium to which documents and, in particular, the Competition Council's decisions can be sent in accordance with article 2, § 4, of this decree. You should provide the name, telephone number and e-mail address of a person at that address who is authorised to accept service.

2.1.6. when notifications are signed by representatives of undertakings, the said representatives must provide written proof that they are duly authorised. The written proof must give the name and position of the persons granting such authorisation.

2.2. Information on other parties to the concentration

For each party to the concentration (except the notifying party or parties), give the following details:

2.2.1. the name, and address of the undertaking;

2.2.2. the nature of the undertaking's business;

2.2.3. the name, address, telephone number, fax number and e-mail address, as well as the position of the appropriate contact person;

2.2.4. if possible, an address in Belgium of the party (or of each of the parties) to which documents and, in particular, the Competition Council's decisions can be sent. You should provide the name, telephone number and e-mail address of a person at that address who is authorised to accept service.

SECTION 3

Information concerning the concentration

3.1. Describe the nature of the concentration being notified. In doing so, state:

a) whether it concerns a proposed concentration or a concentration. In the case of a concentration, state the date on which the change of control took place;

b) if the proposed concentration is a full legal merger, an acquisition of sole or joint control, a full-function joint venture within the meaning of article 6, § 2, of the act, or it results from a contract or other means of direct or indirect control within the meaning of article 6, § 3 of the act;

c) whether the concentration concerns all or parts of the undertakings in question;

d) a brief explanation of the economic and financial structure of the concentration;

- e) in the case of a public offer by one party for the shares of another party: this bid has the support of the supervisory or executive boards of the latter or of other bodies legally representing that party?
- f) the proposed or expected date of any important event in the completion of the concentration;
- g) the proposed ownership and control structure after the completion of the concentration;
- h) is there any financial or other support received from whatever source (including from public authorities) by any of the parties and the nature and amount of such support;
- i) determine the economic sectors concerned by the concentration, based on the NACE codification;
- j) determine the economic reasons underlying the concentration.

3.2. State the value of the transaction (purchase price or value of all the assets involved, as the case may be).

3.3. For each of the undertakings concerned by the concentration, provide the following information for the last financial year:

- 3.3.1. worldwide turnover;
- 3.3.2. turnover for the European Community as a whole;
- 3.3.3. turnover in Belgium.

SECTION 4

Ownership and control

4.1. For each of the parties to the concentration, provide a list of all undertakings belonging to the same group.

This list must include:

- 4.1.1. all undertakings or persons controlling these parties, directly or indirectly;
- 4.1.2. all undertakings active on any affected market that are controlled directly or indirectly:
 - a) by these parties;
 - b) by one of the undertakings identified in point 4.1.1.

For each undertaking or person listed above, the nature and means of control should be specified.

For a clear understanding, the information provided in this section may be illustrated by organisation charts or diagrams showing the ownership and control structure of the undertakings.

SECTION 5

Supporting documents to be annexed to the notification

The notifying parties must provide the following documents:

5.1. copies of the final or most recent versions of all documents constituting the concentration, whether by way of an agreement or proposed agreement between the parties to the concentration, the acquisition of controlling interests or a takeover bid;

5.2. in the case of a takeover bid, a copy of the offer document. If this document is unavailable at the time of notification, it must be submitted as soon as possible and no later than when it is sent to shareholders;

5.3. copies of the most recent articles of association, annual reports and accounts of all the parties to the concentration;

5.4. a document issued by the works council of each of the notifying parties certifying that the works council has been informed of the operation in accordance with Belgian regulations on the information to be provided to works councils;

5.5. a list of the representatives of the most representative employee organisations or the employee representatives, including their contact details, for each undertaking;

For each of these documents, indicate (if the information is not shown in the document itself), the date of preparation, as well as the name and title of each individual who prepared each such document.

SECTION 6

Market definitions

The relevant product and geographic market determine the scope within which the market power of the new entity resulting from the concentration must be assessed.

The notifying party or parties must provide the information required taking into account the following definitions.

I. Relevant product market

A relevant product market comprises all those products and/or services which are regarded as interchangeable or substitutable by the consumer, by reason of the products' characteristics, their prices and their intended use. A relevant product market may in some cases be composed of a number of individual products and/or services which have largely identical physical or technical characteristics and are interchangeable.

Factors relevant to the assessment of the relevant product market include in particular an analysis of why the products or services in these markets are included and why others are excluded by using the above definition, and taking into account in particular to their substitutability, conditions of competition, prices, cross-price elasticity of demand or other factors relevant for the definition of the product markets (for example, supply-side substitutability in appropriate cases).

II. Relevant geographic market

The relevant geographic market comprises the area in which the undertakings concerned are involved in the supply and demand of relevant products or services, in which the conditions of competition are sufficiently homogeneous and which can be distinguished from neighbouring geographic areas because, in particular, conditions of competition are appreciably different in those areas.

Factors relevant to the assessment of the relevant geographic market include in particular the nature and characteristics of the products or services concerned the existence of entry barriers, consumer preferences, appreciable differences in market shares between neighbouring geographic areas or substantial price differences.

III. Affected market

For the purposes of the information required in this form, "affected markets" are understood to mean relevant product markets, where in the relevant geographic markets:

a) two or more of the parties to the concentration are engaged in business activities in the same product market and where the concentration is likely to lead to a combined market share of 25 % or more. These are horizontal relationships;

b) one or more of the parties to the concentration are engaged in business activities in a product market, which is upstream or downstream of a product market in which another party is engaged, and where their individual or combined market shares at either level is 25 % or more, regardless of whether there is or is not any existing supplier/customer relationship between the parties to the concentration³. These are vertical relationships.

6.1. On the basis of the above definitions and market share thresholds, identify each affected market within the meaning of point III of this section. In addition, identify all the relevant markets where a horizontal or vertical threshold exists without the aforementioned market share thresholds being reached.

IV. Other markets on which the notified operation may have a significant impact

6.3. On the basis of the above definitions, describe the product and geographic scope of markets other than the affected markets identified under point 6.1. on which the notified operation may have a significant impact, for example, where:

c) one of the parties to the concentration is present in a product market, which is a neighbouring market closely related to a product market in which another party to the concentration is engaged, and the individual or combined market shares of the parties in any one of these markets is 25 % or more. Product markets are closely related neighbouring markets when the products are complementary⁴ to each other or when they belong to a range of products that is generally purchased by the same set of customers for the same end use⁵.

SECTION 7

Information on affected markets

For each relevant affected product market, for each of the last three financial years and for the relevant geographic markets, provide the following information:

7.1. an estimate of the total size of the market in terms of sales value (en euros) and volume (in units)⁶. Indicate the basis and sources for the calculations and provide documents where available to confirm these calculations;

7.2. sales in value and volume, as well as an estimate of the market shares of each of the parties to the concentration;

³ Thus, if a party to a concentration has a market share of 25% or more on a market upstream of a market in which the other party operates, the affected markets are both the upstream market and the downstream market. In the same way, if a vertically integrated undertaking merges with a party operating upstream, and if the merger results in a total downstream market share of 25% or more, the affected markets are both the upstream market and the downstream market

⁴ Products (or services) are considered as complementary when, for example, the use (or consumption) of a product supposes in principle the use (or consumption) of the other product, such as staplers and staples or printers and printing cartridges.

⁵ Examples of products belonging to the same range include whisky and gin sold in bars and restaurants or various packaging materials for a certain category of goods sold to the manufacturers of those goods.

⁶ The value and volume of a market must correspond to the production, plus imports and minus imports, for the geographic areas under consideration. If possible, provide detailed import and export data by country of origin and destination respectively.

7.3. an estimate of the market share in value (and, if applicable, in volume) of all competitors (including importers) having at least 5% of the geographic market under consideration.

7.4. the name, address, telephone number, fax number and e-mail address of the head of the legal department (or any other person exercising similar functions or, if there is no such person, of the chief executive) for the competitors identified under point 7.3.;

SECTION 8

General conditions in affected markets

8.1. Identify the five main independent suppliers⁷ of the parties to the concentration and the share of each of them in the purchases (of raw materials or goods used to produce the relevant products) of each of the parties. Give the name, address, telephone number, fax number and e-mail address of the head of the legal department (or another person exercising similar function or, where there is no such person, then the chief executive) for each of these suppliers.

The structure of demand in affected markets

8.6. Identify the five⁸ main independent customers of the parties in each affected market and their individual share of total sales of the affected products made by each of the parties to the concentration.

Indicate the name, address, telephone number, fax number and e-mail address of the head of the legal department (or any other person exercising similar functions or, if there is no such person, then the chief executive) for each of these customers.

SECTION 10

The extent of cooperation in a joint venture

10. For the purpose of article 8, § 5, of the act, answer the following questions:

a) Do two or more parent companies continue to carry on significant activities in the same market as the joint venture or in a market which is upstream or downstream from that of the joint venture or in a closely related neighbouring market?

If so, indicate for each of the markets in question:

- the turnover of each parent company for the previous financial year;
- the economic importance of the joint venture's activities in relation to that turnover;
- the market share of each parent company.

If not, state the grounds on which your answer is based.

b) If your answer to a) is affirmative and if you consider that the creation of the joint venture does not lead to coordination between independent undertakings likely to restrict competition within the meaning of article 2 of the act, give your reasons.

⁷ Excluding the subsidiaries or agents of the parties and undertakings belonging to the same group as one of the parties. Other than these five independent suppliers, the parties may, if they consider such is necessary for a clear understanding of the case, indicate the name of intra-group suppliers. The same applies for point 8.6. with regard to customers.

⁸ In the case of complex cases, more information on customers may be requested at the pre-notification phase for certain affected markets.

c) Irrespective of your answers to questions a) and b), and in order to enable the College of Competition Prosecutors to make a complete assessment, with full knowledge of the facts, indicate how, in your view, the criteria of article 2, § 3, of the act apply in this case.

This article stipulates that the provisions of article 2, § 1, of the law may be declared inapplicable where the joint venture:

- (i) contributes to improving the production or distribution of goods, or to promoting technical or economic progress, or enables small and medium-sized undertakings to assert their competitive position in the market concerned or internationally;
- (ii) while allowing consumers to benefit from a fair share of the resulting benefit;
- (iii) does not impose on the undertakings concerned restrictions which are not indispensable to achieve these objectives; and
- (iv) does not give such undertakings the possibility of eliminating competition in respect of a substantial part of the products in question.

SECTION 11

Declaration

Article 2, § 2, of this Royal Decree of 31st October 2006 concerning the notification of concentrations of undertakings referred to in article 9 of the act on the protection of economic competition, consolidated on 15th September 2006 is stipulated that where notifications are signed by representatives of undertakings, such representatives must produce written proof that they are authorized to represent the undertaking in question. This written authorization must be attached to the notification.

The notification must conclude with the following declaration which is to be signed by or on behalf of all the notifying parties:

The undersigned declare that the information given in this notification is true, correct and complete, that all the estimates are true and reliable, and that all the opinions expressed are sincere. Moreover, they declare that they have submitted true and complete copies of the documents required by form CONC-C/C-V/S.

They are aware of the provisions of article 64, § 1, of the act on the protection of economic competition.

The undersigned acknowledge that they cannot implement the concentration before the competition prosecutor has ruled on its admissibility, unless they have obtained a derogation, to be requested from the said Council pursuant to article 9, § 6, of the act.

Place and date:

Signature and capacity: