

DECREE

No. 252/2009 Coll.

of 31 July 2009,

Stipulating details of a concentration notification

The Office for the Protection of Competition stipulates in accordance with Article 26 par. 1 of the Act No. 143/2001 Coll., on the Protection of Competition and on Amendment to Certain Acts (the Act on the Protection of Competition), as amended by the Act No. 340/2004 Coll., the Act No. 361/2005 Coll., the Act No. 71/2007 Coll. and the Act No. 155/2009 Coll. (hereinafter referred to as “the Act”) to the implementation of Article 15 par. 3 b) and Article 16a par. 1 of the Act:

Article 1

(1) Duly and completely filled Form for the approval of a concentration pursuant to Annex No. 1 of this Decree and a receipt of administrative fee payment shall be submitted as an obligatory part of a concentration notification (hereinafter referred to as “the notification”), unless provided otherwise.

(2) In case of notification which will be treated in the short procedure, duly and completely filled Short form for the approval of a concentration pursuant to Annex No. 2 of this Decree and a receipt of administrative fee payment shall be submitted as an obligatory part of the notification.

- (1) The notification shall be also accompanied by
 - (a) written authorizations granted to the representatives of all notifying parties, if the parties are represented in the concentration approval proceeding,
 - (b) extracts, not older than three months, from the Commercial Register, or other similar register, concerning all the undertakings concerned, which are under an obligation to be included in the Commercial Register or other similar register,
 - (c) documents which established or will establish the concentration or documents certifying the existence of the concentration; in case of concentration resulting from an acquisition of participating securities by means of takeover bid¹⁾, all undertakings concerned are under an obligation to submit these documents immediately after drawing them up,
 - (d) annual reports including the audit of yearly financial statements for the last finished accounting period of all the undertakings concerned, who are under an obligation to conduct the audit pursuant to special legal regulations,

¹⁾ Article 183a and Article 183b of the Commercial Code, as amended.

- (e) consolidated financial statements for the last finished accounting period of all the undertakings concerned which are under an obligation to compile consolidated financial statement pursuant to special legal regulations, and
- (f) the scheme and method of turnover calculation, the amount of which substantiates the submission of notification, and from which it is possible to follow the amount of net turnover (Article 14 of the Act) achieved in a given accounting period by:
 - 1. the undertakings concerned,
 - 2. the persons, who will control the undertakings concerned after the concentration, and persons controlled by the undertakings concerned,
 - 3. the persons controlled by the same person, who will control the undertakings concerned after the concentration,
 - 4. the persons controlled jointly by two or more persons referred to in (1) to (3) above.
- (g) analyses, reports, studies, surveys, and any comparable documents prepared for any member(s) of the board of directors, or the supervisory board, or the other person(s) exercising similar functions (or to whom such functions have been delegated or entrusted), or the shareholders' meeting, for the purpose of assessing or analysing the concentration with respect to competitive conditions, undertakings (actual and potential), the rationale of the concentration, potential for sales growth or expansion into other product or geographic markets, and/or general market conditions. For each of these documents, indicate (if not contained in the document itself) the date of preparation, the name and title of each individual who prepared each such document.

Article 2

(1) The notification, including all its parts and annexes, shall be submitted in Czech language. Translation into Czech language shall be submitted in case of documents in foreign languages, unless a special legal regulation or international agreement, by which the Czech Republic is bound, stipulates otherwise. The translation shall be accompanied by a declaration of the notifying party, declaring that the submitted translations of the original documents are true and complete.

(2) The documents may be represented by their originals or copies; in case of copies it is necessary to accompany the documents with a declaration of the notifying party declaring that the submitted copies of the originals are true and complete.

(3) It is also possible to accompany the documents with their copies on electronic data medium.

Article 3

If the submitted documents include facts, which are subject to business secrecy, they shall be annexed to the notification as special annexes. Any document of such nature must be marked "OBCHODNÍ TAJEMSTVÍ" (Business Secret).

Article 4

Any financial data shall be presented in Czech crowns (CZK). Financial data quoted in foreign currencies must be converted into CZK by an average rate of foreign exchange market announced by the Czech National Bank for the period to which the financial data is related.

Article 5

The Decree of the Office for the Protection of Competition No. 368/2001 Coll., Stipulating the details of a concentration notification, as amended, shall be repealed.

Article 6

The Decree shall enter into effect on the 1 September 2009.

Chairman
Petr Rafaj

Annex No. 1 to the Decree No. 252/2009 Coll.

Form for the approval of a concentration²

SECTION 1

1. Background information

1.1 NOTIFYING PARTIES

Specify details of:

- 1.1.1. business firm of all the notifying parties (if need be, business name, first and last name),
- 1.1.2. registered office of all the notifying parties (if need be, permanent residence and place of business, if there is no registered office of the undertaking),
- 1.1.3. scope of business of all the notifying parties (if need be, the activity, for the purpose of which they were established, if they are not entrepreneurs),
- 1.1.4. identification number of all the notifying parties,
- 1.1.5. information on the contact person, who may be represented by the statutory body or its member or other representative of the notifying parties (name, address, phone number, fax number, e-mail, function of given contact person),
- 1.1.6. address of each of the notifying parties for service of documents in case they do not have an authorized representative, or address of a data box for service.

1.2 AUTHORIZED REPRESENTATIVES

Give information on all representatives, empowered on the basis of an authorization to act on behalf of individual notifying parties:

- 1.2.1. first and last name of the representative (if need be, business name, business firm),
- 1.2.2. permanent residence or business place (if need be, the registered office) of the representative,

² Upon provision of data pursuant to the Form it is necessary to follow the structure and numeration of individual data according to the presented model. It is possible to contact the Office for the Protection of Competition in writing for further specification and explanation of required data before the initiation of an administrative proceeding. In the case that individual data is not and may not be known to the undertakings concerned, it is necessary to state and substantiate this fact.

- 1.2.3. phone number, fax number, e-mail of the representative,
- 1.2.4. address of the representative for service of documents, or address of a data box for service.

1.3 OTHER UNDERTAKINGS CONCERNED³

Specify details of:

- 1.3.1. business firm of all the other undertakings concerned (if need be, business name, first and last name),
- 1.3.2. registered office of all the other undertakings concerned (if need be, permanent residence, address of residence and place of business, if there is no registered office of the undertaking),
- 1.3.3. scope of business of all the other undertakings concerned (if need be, the activity, for the purpose of which they were established, if they are not entrepreneurs),
- 1.3.4. identification number of all the other undertakings concerned,
- 1.3.5. information on the contact person, who may be represented by the statutory body or its member or the representative of other undertakings concerned (name, address for service, phone number, fax number, e-mail, position of the given contact person).

SECTION 2

2. Details of the concentration

2.1. NATURE OF THE CONCENTRATION

- 2.1.1 Indicate the form of the concentration pursuant to Article 12 of the Act:
 - a) concentration by merger pursuant to Article 12, par. 1 of the Act,
 - b) concentration by acquisition of a company or its part on the basis of a contract, auction or by other means pursuant to Article 12, par. 2 of the Act,
 - c) concentration by acquisition of control (direct or indirect) pursuant to Article 12, par. 3 of the Act

³ Under this Form “Other undertakings concerned“ shall be deemed to mean, namely: a company or its part which shall be acquired due to the concentration on the part of notifying party(parties) (Article 12(2) of the Act), an undertaking which will be controlled due to the concentration by the notifying party(parties) (Article 12(3) of the Act), and an undertaking established under Article 12 (5) of the Act, that performs on a lasting basis all functions of an autonomous economic entity and is controlled by more undertakings.

- d) concentration by establishment of an undertaking which is jointly controlled by more undertakings and performs on a lasting basis all functions of an autonomous economic entity pursuant to Article 12, par. 5 of the Act, or
- e) other form of concentration subject to approval by the Office for the Protection of Competition (specify in detail the nature of such a concentration).

2.1.2 Indicate, whether the following are subject to the concentration:

- a) undertakings concerned as a whole, or
- b) parts of these undertakings (Article 14 par. 4 and 5 of the Act).

2.1.3. Describe the acts constituting concentration, with regard to economic and financial structure of a concentration of undertakings.

2.1.4. In case of concentration in the form of takeover bid for participating securities, please, specify, whether the takeover bid enjoys the support of the boards of representatives and supervisory boards of all the undertakings concerned.

2.1.5. Provide the structure of ownership and control of the undertakings concerned before the concentration and the proposed structure of ownership and control of the undertakings concerned after the concentration.

2.1.6. Indicate any financial or other support from a public source including authorities of Public Administration, received by any of the undertakings concerned over the last five years, with the following classification

- a) the source of this support,
- b) the form of this support,
- c) the title of this support and
- d) the amount of this support.

2.1.7. Please provide economic rationale for the transaction.

2.2 AFFECTED SECTORS

2.2.1. Provide the sectors, where the undertakings concerned operate.

2.2.2. Provide the sectors, where the following operate:

- a) all persons, who control the undertakings concerned,

- b) the persons controlled by the undertakings concerned,
- c) the persons controlled by the person, who will control the undertakings concerned after the concentration, and
- d) the persons controlled jointly by two or more persons referred to in a) to c) above.

2.3 INFORMATION RELEVANT FOR THE APPROVAL OF A CONCENTRATION

2.3.1. Indicate the turnover (calculated pursuant to Article 14 of the Act) of all the undertakings concerned achieved in the market of the Czech Republic during the last financial period, with the following classification

- a) turnover of each of the undertakings concerned,
- b) turnover of each of the persons, who will control the undertakings concerned after the concentration,
- c) turnover of each of the persons controlled by the undertakings concerned,
- d) turnover of each of the persons controlled by the person, who will control the undertakings concerned after the concentration,
- e) turnover of each of the persons jointly controlled by the persons referred to in a) to d) above.

2.3.2. Provide the world-wide turnover (calculated pursuant to Article 14 of the Act) of all the undertakings concerned achieved during the last financial period, with the following classification

- a) turnover of each of the undertakings concerned,
- b) turnover of each of the persons, who will control the undertakings concerned after the concentration,
- c) turnover of each of the persons controlled by the undertakings concerned
- d) turnover of each of the persons controlled by the person, who will control the undertakings concerned after the concentration,
- e) turnover of each of the persons jointly controlled by the persons referred to in a) to d) above.

SECTION 3

3. Ownership and control

GROUPS OF INDIVIDUAL UNDERTAKINGS CONCERNED

3.1 Please provide a list of all persons directly or indirectly controlling the undertakings concerned.

3.2 Provide a list of all persons directly or indirectly controlled

3.2.1. by the undertakings concerned,

3.2.2. by any person referred to in 3.1.,

3.2.3. jointly by two and more persons referred to in 3.1., 3.2.1. and 3.2.2.

For each individual person referred to in 3.1. and 3.2, provide the following:

- a) business firm (if need be, business name, first and last name of the person),
- b) registered office (if need be, permanent residence or place of business, if there is no registered office of the person),
- c) scope of business (if need be, the activity, for the purpose of which the person was established, if it is not an entrepreneur) and
- d) nature and method of control pursuant to Article 12 par. 3 of the Act.

The data identified in this section may be illustrated by the use of organization charts or diagrams to show the structure of ownership and control of the undertakings.

SECTION 4

4. Relevant markets

4.1 Provide all types of goods (products or services), representing the scope of business of the undertakings concerned including the persons referred to in Section 3 (if need be, the activity, for the purpose of which they were established, if they are not entrepreneurs), along with the substantiation of which goods are identical, comparable or mutually interchangeable from the point of view of their characteristics, price and their intended use.

4.2. Indicate all areas, where the undertakings concerned, including the persons referred to in Section 3, operate, along with the reasoning which areas are, with respect to competition conditions, sufficiently homogenous and which can be clearly distinguished from other areas.

4.3. Try to define, on the basis of 4.1. and 4.2., relevant markets in the territory of the Czech Republic, where the undertakings concerned, including the persons referred to in Section 3, operate.

4.4. Indicate the degree of vertical integration (if there is any) of the individual undertakings concerned, including the persons referred to in Section 3.

4.5. Affected markets

Provide the individual relevant markets defined in 4.3., in which the undertakings concerned, including the persons referred to in Section 3, may achieve a combined market share of 15 % or more after the concentration, in case of a horizontal concentration, or in which the undertakings concerned, including the persons referred to in Section 3, may achieve an individual or combined market share of 25 % or more after the concentration, in case of a vertical concentration. Please try to estimate the position of the undertakings concerned, including the persons referred to in Section 3, in the markets.

4.6. Potentially affected markets

Provide the relevant markets defined in 4.3., other than the affected markets referred to in 4.5., in which the notified concentration may have a significant impact, in case where:

- a) any undertaking concerned, including the persons referred to in Section 3, has a market share larger than 25 % and any other undertaking concerned, including the persons referred to in Section 3, is a potential competitor into that market. An undertaking may be considered a potential competitor, in particular where it is planning to enter the market, or has developed or pursued such plans in the past two years,
- b) any undertaking concerned, including the persons referred to in Section 3, has a market share larger than 25 % and any other undertaking concerned, including the persons referred to in Section 3, holds important intellectual property rights for that market,
- c) any undertaking concerned, including the persons referred to in Section 3, is present in a product market which is the adjacent market closely related to the product market in which any other undertaking concerned, including the persons referred to in Section 3, is engaged, and the individual or combined market shares of the undertakings concerned, including the persons referred to in Section 3, in any of these markets is 25 % or more. Product markets are closely related to adjacent markets when the products are complementary to each other⁴ or when they belong to a range of products that is generally purchased by the same set of customers for the same end use⁵,

⁴ Products or services are called complementary when, for example, the use (or consumption) of one product essentially implies the use (or consumption) of the other product, such as for staple machines and staples, and printers and printer cartridges.

⁵ Examples of products belonging to such a range would be whisky and gin sold to bars and restaurants, and different materials for packaging a certain category of goods sold to producers of such goods.

where such markets include the whole Czech Republic or its part. Please also try to estimate the position of the undertakings concerned, including the persons referred to in Section 3, in the markets.

SECTION 5

5. Personal links and previous concentrations

With respect to the undertakings concerned, including the individual persons referred to in Section 3

- 5.1. Provide a list all other undertakings which are active in affected markets in which the undertakings concerned, including the persons referred to in Section 3, hold individually or collectively at least 10% of the voting rights. Identify the holder and state the percentage held in the voting rights for each of the listed undertakings.
- 5.2. With respect to the individual undertakings, provide:
 - 5.2.1. a list of persons who belong to the boards of management or are the members of the boards of management of the undertakings concerned, who are also the boards of management or their members or the members of the supervisory boards of any other undertaking which is active in the same affected markets referred to in 4.3., and
 - 5.2.2. a list of members of the supervisory boards of the undertakings concerned, which are also the boards of management or their members or members of the supervisory boards of any other undertaking which is active in the same affected markets referred to in 4.3.
- 5.3. For the relevant markets where the undertakings concerned, including the persons referred to in Section 3, are active, give details of all concentrations carried out during the last three years, where one of the parties to the concentration was any of the undertakings concerned or persons referred to in Section 3.

The data identified in this section may be illustrated by the use of organization charts or diagrams of the individual undertakings concerned.

SECTION 6

6. Information on relevant markets

- 6.1. Information on affected markets

For each affected market defined in 4.5., provide the following data for the last three years prior to the concentration, in classification for

- a) the territory of the Czech Republic and

- b) the territory, which can be in the opinion of the notifying parties, with respect to 4.2., distinguished from the territory of the Czech Republic,

6.1.1. an estimate of the total size of the individual affected markets in terms of turnover value (in CZK) and volume (volume units of goods). Indicate the basis and sources for the calculations and provide documents where available to confirm these calculations,

6.1.2 the turnover in value and volume, as well as an estimate of the market shares of each of the undertakings concerned including the persons referred to in Section 3,

6.1.3. an estimate of the market shares in terms of turnover value (and where appropriate, volume) of all undertakings including importers having at least 10 % of the geographic market under consideration. Where available, provide documents to confirm calculations of these market shares and indicate the business firm or business name, registered office or permanent residence and place of business, phone and fax number and competent contact person of the undertakings,

6.1.4. an estimate of the total value and volume and source of imports and identify:

- (a) the proportion of such imports that are derived from the groups to which the parties to the concentration belong, including the persons referred to in Section 3, in terms of turnover value (in CZK) and volume (volume units of goods),

- (b) an estimate of the extent to which any quotas, tariffs or non-tariff barriers to trade affect these imports; and

- (c) an estimate of the extent to which transportation and other costs affect these imports;

6.1.5. an estimate of the extent to which affected markets are affected by:

- (a) transportation and other costs; and

- (b) other non-tariff barriers to trade;

6.1.6. the manner in which the parties to the concentration including the persons referred to in Section 3 produce and sell the goods; for example, whether they manufacture locally, or sell through local distribution facilities;

6.1.7. a comparison of price levels in the Czech Republic of each party to the concentration, including the persons referred to in Section 3, and a similar comparison of price levels between other areas where these goods are produced or sold,

6.1.8. the nature and extent of vertical integration of each party to the concentration, including the persons referred to in Section 3, compared with their largest competitors.

6.2. Information on potentially affected markets

If the relevant markets defined in 4.6. exist, provide the information pursuant to 6.1. also in relation to such markets.

SECTION 7

7. General conditions in relevant markets

7.1. General conditions in affected markets

Structure of supply in relevant markets

7.1.1. Identify the five largest independent suppliers to the parties to the concentration, including the persons referred to in Section 3, in the individual affected markets and their individual shares in the total supplies of the undertakings concerned (provide the business firm or business name, registered office, permanent residence or place of business, phone and fax number and competent contact person of the suppliers).

7.1.2. Explain the distribution channels and service networks that exist within the form of distribution in the affected markets. In so doing, take account of the following:

(a) the distribution systems prevailing in the market and their importance in these markets. To what extent is distribution performed by third parties and/or undertakings belonging to the same group as the parties identified in Section 3,

(b) the services prevailing in the market (for example, maintenance and repair), their importance in these markets and the manner of their provision (for example by independent providers or sole distributors). To what extent are such services performed by third parties and/or undertakings belonging to the same group as the parties identified in Section 3.

7.1.3. Provide an estimate of the total capacity of the individual affected markets in the Czech Republic for the last three years and the proportion of this capacity to be accounted for each party to the concentration, including the persons referred to in Section 3. Please specify respective rates of capacity utilization of the relevant market in this period.

7.1.4. Specify other relevant supply-side information, if such information exists in the opinion of the notifying parties.

Structure of demand in affected markets

7.1.5. Identify the five largest independent customers of the undertakings concerned, including the persons referred to in Section 3, in each affected market and their individual share of total sales for such goods of the undertakings concerned (provide the business firm, the first and last name or the business name, registered office,

permanent residence or the place of business, phone and fax number and the competent contact persons of all the customers).

7.1.6. Explain the structure of demand in terms of:

- (a) the phases of the markets (for example, take-off, expansion, maturity and decline, and a forecast of the growth rate of demand);
- (b) the importance of customer preferences, for example in terms of brand loyalty, product differentiation and the provision of a full range of products,
- (c) the degree of concentration or dispersion of customers;
- (d) segmentation of customers into different groups with a description of the 'typical customer' of each group;
- (e) the importance of exclusive distribution contracts and other types of long-term contracts; and
- (h) the extent to which public authorities, government agencies, State enterprises or similar bodies are important as a source of demand.

Market Entry

7.1.7. Please state whether there has been any significant entry into any affected markets over the last five years.

If so, provide the business firm, first and last name or the business name, registered office, permanent residence or the place of business and an estimate of the current market shares in the individual affected markets.

7.1.8. Please identify the undertakings that are likely to enter the individual affected markets (including those currently operating only outside the Czech Republic).

If there are such undertakings, provide their business firm, first and last name or business name, registered office, permanent residence or the place of business and provide an estimate of the time within which such entry is likely to occur.

7.1.9. Describe various factors influencing entry into affected markets, examining entry from both geographical and product viewpoint. In so doing, take account of the following where appropriate:

- (a) the total cost of entry (research and development, establishing distribution systems and service networks, promotion, advertising, servicing, and so forth) on a scale equivalent to the cost of a potential viable undertaking,
- (b) any legal barriers to entry, such as government authorization or standard setting in any form

- (c) any restrictions created by the existence of industrial or other intellectual property rights in these markets and any restrictions resulting from license agreements to the objects of these rights,
- (d) the extent to which each of the parties to the concentration is licensees or licensors of the objects of industrial or other intellectual property,
- (e) the importance of economies of scale for the production in the affected markets; and
- (f) the access to sources of supply indispensable for operation in the affected markets, such as availability of raw materials.

Research and development

8.11. Give an account of the importance of research and development in the ability of undertakings operating in the individual affected markets to compete in the long term. Explain the nature of the research and development in affected markets carried out by the undertakings concerned.

In so doing, take account of the following

- (a) the intensity and dynamics of research and development in individual affected markets and corresponding intensity and dynamics of research and development of the undertakings concerned,
- (b) the course of technological development characteristic for these markets (including developments in products, production processes, distribution systems, and so on),
- (c) the major innovations that have been made in these markets and the undertakings responsible for these innovations, and
- (d) the cycle of innovation in these markets and where the parties are in this cycle of innovation.

Cooperative Agreements

7.1.11. Specify to what extent horizontal or vertical cooperative agreements exist in the individual affected markets.

7.1.12. Give details of the most important cooperative agreements engaged in by the parties to the concentration in the affected markets, such as research and development, licensing, joint production, specialization, distribution, long term supply and exchange of information agreements.

Associations of undertakings

7.1.13. Indicate the associations of undertakings operating in individual affected markets (associations, unions, pools, chambers etc.) and

(a) identify those of which the parties to the concentration are members

(b) identify the most important associations of undertakings to which the customers, consumers and suppliers of the parties to the concentration belong.

7.1.14. Provide the name or designation, contact address, phone and fax number and competent contact persons of all the above mentioned associations of undertakings.

7.2. General conditions in the potentially affected markets

If the relevant markets defined in 4.6. exist, provide the information pursuant to 7.1. also in relation to such markets.

SECTION 8

8. General information

8.1. Information on other relevant markets

If any of the undertakings concerned including the persons referred to in Section 3, is active in other than relevant markets defined in 4.5. and 4.6., provide

8.1.1. description of individual relevant markets along with the reasoning why certain goods are included into these markets (and why some other are excluded) by reason of the goods' characteristics, their prices and their intended use,

8.1.2. an estimate of the market shares of each of the parties to the concentration, including the persons referred to in Section 3, in the individual relevant markets defined in 8.1. for the last calendar year, with the following classification

(a) the territory of the Czech Republic and

(b) the territory which, in the opinion of the notifying parties with respect to 4.2., can be distinguished from the territory of the Czech Republic

8.2. Projected results of the concentration

Describe how the proposed concentration is likely to affect the interests of suppliers, customers and end consumers and in what way it will promote the development of technical and economic progress.

8.3. Commitments in favour of maintaining effective competition

In case the notifying parties intend to accept commitments in favour of maintaining effective competition, describe the commitments and explain how the acceptance of such measures may be reflected in reduction of negative impacts on effective competition after the implementation of the concentration.

8.4. Additional remedies

In case that the undertakings concerned intend to submit to any direct remedies necessary for implementation of the concentration (for example competitive clause), specify the remedies and explain their impact on the final form of the given concentration of undertakings.

8.5. Benefits of the concentration

Provide all reasoned and likely benefits resulting from the concentration which may outweigh negative impacts on competition, namely potential detriment suffered by consumers which could otherwise result from the concentration.

SECTION 9

9. Information relevant for the assessment of Community Dimension

9.1. Provide the total turnover of the undertakings concerned for each Member State of the European Communities calculated pursuant to Article 5 of the Council Regulation (EC) No. 139/2004 of 20 January 2004 on the control of concentrations between undertakings.⁶

9.2. Provide the total turnover of the undertakings concerned within the European Communities calculated pursuant to Article 5 of the Council Regulation (EC) No. 139/2004 of 20 January 2004 on the control of concentrations between undertakings.

⁶ The Council Regulation (EC) is further implemented by the Commission Consolidated Jurisdictional Notice under Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings (2008/C 95/01), issues of turnover calculation are elaborated in Section C.

SECTION 10

10. Declaration

Notifying party... ..,

Represented by.....,

declares that all the information provided in this Form are true and complete.

(The Form must be signed by all the notifying parties or their authorised representatives).

Annex No. 2 to the Decree No. 252/2009 Coll.

Short form for the approval of a concentration⁷

SECTION 1

1. Background information

1.1. NOTIFYING PARTIES

Specify details of:

- 1.1.1. business firm of all the notifying parties (if need be, business name, first and last name),
- 1.1.2. registered office of all the notifying parties (if need be, permanent residence and place of business, if there is no registered office of the undertaking),
- 1.1.3. scope of business of all the notifying parties (if need be, the activity, for the purpose of which they were established, if they are not entrepreneurs),
- 1.1.4. identification number of all the notifying parties,
- 1.1.5. information on the contact person, which may be represented by the statutory body or its member or other representative of the notifying parties (name, address, phone number, fax number, e-mail, function of the given contact person),
- 1.1.6. address of the individual notifying parties for service of documents in case they do not have an authorized representative, or address of a data box for service.

1.2. AUTHORIZED REPRESENTATIVES

Give information on all representatives, empowered on the basis of an authorization to act on behalf of the individual notifying parties:

- 1.2.1. first and last name of the representative (if need be, business name, business firm),

⁷ Upon provision of data pursuant to the Short form it is necessary to follow the structure and numeration of individual data according to the presented model. It is possible to contact the Office for the Protection of Competition in writing for further specification and explanation of meaning of required data before the initiation of an administrative proceeding. In case that individual data is not and may not be known to the undertakings concerned, it is necessary to state and substantiate this fact.

1.2.2. permanent residence or business place (if need be, the registered office) of the representative,

1.2.3. phone number, fax number, e-mail of the representative,

1.2.4. address of the representative for service of documents, or address of a data box for service.

1.3. OTHER UNDERTAKINGS CONCERNED⁸

Specify details of:

1.3.1. business firm of all the other undertakings concerned (if need be, business name, first and last name),

1.3.2. registered office of all the other undertakings concerned (if need be, permanent residence, address of residence and place of business, if there is no registered office of the undertaking),

1.3.3. scope of business of all the other undertakings concerned (if need be, the activity, for the purpose of which they were established, if they are not entrepreneurs),

1.3.4. identification number of all the other undertakings concerned,

1.3.5. information on the contact person, who may be represented by the statutory body or its member or the representative of other undertakings concerned (name, address for service, phone number, fax number, e-mail, position of the given contact person).

SECTION 2

2. Details of the concentration

Specify which condition provided for in Article 16a of the Act is fulfilled by the notified concentration.

2.1. NATURE OF THE CONCENTRATION

2.1.1. Indicate the form of the concentration pursuant to Article 12 of the Act:

⁸ "Other undertakings concerned" shall be deemed to mean, under this Form, namely: a company or its part which shall be acquired due to the concentration on the part of the notifying party(parties) (Article 12(2) of the Act), an undertaking which will be controlled due to the concentration on the part of the notifying party(parties) (Article 12(3) of the Act), and an undertaking established under Article 12 (5) of the Act, that performs on a lasting basis all functions of an autonomous economic entity and is controlled by more undertakings.

- (a) concentration by merger pursuant to Article 12, par. 1 of the Act,
- (b) concentration by acquisition of a company or its part on the basis of a contract, auction or by other means pursuant to Article 12, par. 2 of the Act,
- (c) concentration by acquisition of control (direct or indirect) pursuant to Article 12, par. 3 of the Act
- (d) concentration by establishment of an undertaking which is jointly controlled by more undertakings and performs on a lasting basis all functions of an autonomous economic entity pursuant to Article 12, par. 5 of the Act, or
- (e) other form of concentration subject to approval by the Office for the Protection of Competition (specify in detail the nature of such a concentration).

2.1.2. Indicate, whether the following are subject to the concentration:

- (a) undertakings concerned as a whole, or
- (b) parts of these undertakings (Article 14 par. 4 and 5 of the Act).

2.1.3. Describe the acts constituting concentration, with regard to economic and financial structure of a concentration of undertakings.

2.1.4. In case of concentration in the form of takeover bid for participating securities, please, specify, whether the takeover bid enjoys the support of the boards of representatives and supervisory boards of all the undertakings concerned.

2.1.5. Specify the structure of ownership and control of the undertakings concerned before the concentration and proposed structure of ownership and control of the undertakings concerned after the concentration.

2.1.6. Indicate any financial or other support from a public source including authorities of Public Administration, received by any of the undertakings concerned over the last five years, with the following classification

- a) the source of this support,
- c) the form of this support,
- d) the title of this support and
- e) the amount of this support.

2.1.7. Please provide economic rationale for the transaction.

2.2. AFFECTED SECTORS

2.2.1. Provide the sectors, where the undertakings concerned operate.

2.2.2. Provide the sectors, where the following operate:

- a) all persons, who control the undertakings concerned,
- b) the persons controlled by the undertakings concerned,
- c) the persons controlled by the person, who will control the undertakings concerned after the concentration, and
- d) the persons controlled jointly by two or more persons referred to in a) to c) above.

2.3. INFORMATION RELEVANT FOR THE APPROVAL OF A CONCENTRATION

2.3.1. Indicate the turnover (calculated pursuant to Article 14 of the Act) of all the undertakings concerned achieved in the market of the Czech Republic during the last financial period, with the following classification

- a) turnover of each of the undertakings concerned,
- b) turnover of each of the persons, who will control the undertakings concerned after the concentration,
- c) turnover of each of the persons controlled by the undertakings concerned,
- d) turnover of each of the persons controlled by the person, who will control the undertakings concerned after the concentration,
- e) turnover of each of the persons jointly controlled by the persons referred to in a) to d) above.

2.3.2. Provide the world-wide turnover (calculated pursuant to Article 14 of the Act) of all the undertakings concerned achieved during the last financial period, with the following classification

- a) turnover of each of the undertakings concerned,
- b) turnover of each of the persons, who will control the undertakings concerned after the concentration,
- c) turnover of each of the persons controlled by the undertakings concerned,

- d) turnover of each of the persons controlled by the person, who will control the undertakings concerned after the concentration,
- e) turnover of each of the persons jointly controlled by the persons referred to in a) to d) above.

SECTION 3

3. Ownership and control

GROUPS OF INDIVIDUAL UNDERTAKINGS CONCERNED

- 3.1. Please provide a list of all persons directly or indirectly controlling the undertakings concerned.
- 3.2. Provide a list of all persons directly or indirectly controlled
 - 3.2.1. by the undertakings concerned,
 - 3.2.2. by any person referred to in 3.1.,
 - 3.2.3. jointly by two and more persons referred to in 3.1., 3.2.1. and 3.2.2.
- 3.3. For each individual person referred to in 3.1. and 3.2, provide the following:
 - a) business firm (if need be, the business name, first and last name of the person),
 - e) registered office (if need be, permanent residence or place of business, if there is no registered office of the person),
 - f) scope of business (if need be, the activity, for the purpose of which the person was established, if it is not an entrepreneur) and
 - g) nature and method of control pursuant to Article 12 par. 3 of the Act.

The data identified in this section may be illustrated by the use of organization charts or diagrams to show the structure of ownership and control of the undertakings.

SECTION 4

4. Relevant markets

- 4.1. Provide all types of goods (products or services), representing the scope of business of the undertakings concerned, including the persons referred to in Section 3 (if need be, the activity, for the purpose of which they were established, if they are not entrepreneurs), along with the substantiation of which goods are identical, comparable or mutually interchangeable from the point of view of their characteristics, price and their intended use.
- 4.2. Indicate all areas, where the undertakings concerned, including the persons referred to in Section 3, operate, along with the reasoning which areas are, with respect to competition conditions, sufficiently homogenous and which can be clearly distinguished from neighbouring areas.
- 4.3. Try to define, on the basis of 4.1. and 4.2., relevant markets in the territory of the Czech Republic, where the undertakings concerned are active, including the persons referred to in Section 3.
- 4.4. For each relevant market defined in 4.3., provide an estimate of the market shares in terms of turnover value (and where appropriate, volume) of all undertakings concerned, including the persons referred to in Section 3 and importers, for the last three years prior to concentration, with the following classification
 - (a) the territory of the Czech Republic and
 - (b) the territory, which can be in the opinion of the notifying parties, with respect to 4.2., distinguished from the territory of the Czech Republic.
- 4.5. Indicate the degree of vertical integration (if there is any) of the individual undertakings concerned, including the persons referred to in Section 3. Please indicate also whether or not and in which of the relevant markets defined in 4.3., vertical integration occurs due to the implementation of a concentration between the individual undertakings concerned, including the persons referred to in Section 3.

SECTION 5

5. Personal links and previous concentrations

With respect to the undertakings concerned, including the individual persons referred to in Section 3

- 5.1. Provide a list all other undertakings which are active in relevant markets in which the undertakings concerned, including the persons referred to in Section 3, hold

individually or collectively at least 10% of the voting rights. Identify the holder and state the percentage held in the voting rights for each of the listed undertakings.

5.2. With respect to the individual undertakings provide:

5.2.1. a list of persons who belong to the boards of management or are the members of the boards of management of the undertakings concerned, who are also the boards of management or their members or the members of the supervisory boards of any other undertaking which is active in the same relevant markets referred to in 4.3., and

5.2.2. a list of members of the supervisory boards of the undertakings concerned, which are also the boards of management or their members or members of the supervisory boards of any other undertaking which is active in the same relevant markets referred to in 4.3.

5.3. For the relevant markets where the undertakings concerned, including the persons referred to in Section 3, are active, provide details of all concentrations carried out during the last three years, where one of the parties to the concentration was any of the undertakings concerned or the persons referred to in Section 3.

The data identified in this section may be illustrated by the use of organization charts or diagrams of the individual undertakings concerned, including the persons referred to in Section 3.

SECTION 6

6. General information

6.1. Additional remedies

In case that the undertakings concerned, including the persons referred to in Section 3, intend to submit to any direct remedies necessary for implementation of the concentration (for example competitive clause), specify the remedies and explain their impact on the final form of a given concentration of undertakings.

6.2. Benefits of the concentration

Provide all reasoned and likely benefits resulting from the concentration which may outweigh negative impacts on competition, namely potential detriment suffered by consumers which could otherwise result from the concentration.

SECTION 7

7. Information relevant for the assessment of Community Dimension

7.1. Provide the total turnover of the undertakings concerned for each Member State of the European Communities calculated pursuant to Article 5 of the Council Regulation (EC) No. 139/2004 of 20 January 2004 on the control of concentrations between undertakings.⁹

7.2. Provide the total turnover of the undertakings concerned within the European Communities calculated pursuant to Article 5 of the Council Regulation (EC) No. 139/2004 of 20 January 2004 on the control of concentrations between undertakings.

SECTION 8

8. Declaration

Notifying party... ..,

Represented by.....,

declares that all the information provided in this Form are true and complete.

(The Form must be signed by all the notifying parties or their authorised representatives).

⁹ The Council Regulation (EC) is further implemented by the Commission Consolidated Jurisdictional Notice under Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings (2008/C 95/01), issues of turnover calculation are elaborated in Section C.