



EUROPEAN
COMMISSION

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ANNEX 3

ANNEX

to the

COMMUNICATION FROM THE COMMISSION

**Approval of the content of a draft for a Commission Regulation (EU) [No [X]/2023 of [X]
2023] implementing Council Regulation (EC) No 139/2004 on the control of concentrations
between undertakings**

ANNEX
SHORT FORM CO FOR THE NOTIFICATION OF A CONCENTRATION PURSUANT
TO COUNCIL REGULATION (EC) No 139/2004

(SHORT FORM CO)

DRAFT

1. INTRODUCTION

- (1) The Short Form CO specifies the information that must be provided by the notifying parties when submitting a notification to the European Commission of certain proposed concentrations that are eligible for review under the simplified procedure.
- (2) In completing this Short Form CO, your attention is drawn to Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings¹ (the ‘Merger Regulation’) and Commission Regulation (EU) [No [X]/2023 of [X] 2023] implementing Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings (the “Implementing Regulation”),² to which this Short Form CO is annexed. Your attention is also drawn to the Commission’s Notice on Simplified Procedure for treatment of certain concentrations.³
- (3) As a general rule, the Short Form CO may be used for the purpose of notifying concentrations where one of the following conditions are met:
 - (a) two or more undertakings acquire joint control of a joint venture, provided that the joint venture has no current or expected turnover within the territory of the European Economic Area (EEA)⁴, and the undertakings concerned have not planned to transfer any assets within the EEA to the joint venture at the time of notification;⁵
 - (b) two or more undertakings acquire joint control of a joint venture, provided that the joint venture has negligible activities in the EEA. This includes concentrations where all of the following conditions are fulfilled:⁶
 - i) the annual current turnover of the joint venture and/or the turnover of the contributed activities as well as the expected annual turnover is less than EUR 100 million in the EEA;
 - ii) the total value of asset transfers to the joint venture in the EEA planned at the time of notification is less than EUR 100 million;
 - (c) two or more undertakings merge, or one or more undertakings acquire sole or joint control of another undertaking, provided that none of the parties to the concentration are engaged in business activities in the same product and geographic

¹ Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (the ‘Merger Regulation’) (OJ L 24, 29.1.2004, p. 1).

² OJ L, [X], [X].[X].[X], p. [X].

³ Commission Notice on a simplified treatment of certain concentrations under Council Regulation (EC) No 139/2004 (OJ C [X], [X].[X].[X], p. [X]) (the ‘Notice on Simplified Procedure’).

⁴ The term “current turnover” refers to turnover generated by the joint venture at the time of notification. The turnover of the joint venture can be determined according to the most recent audited accounts of the parent companies, or the joint venture itself, depending on the availability of separate accounts for the resources combined in the joint venture. The term “expected turnover” refers to the turnover expected to be generated in the three years following notification.

⁵ Notice on Simplified Procedure, point 5(a).

⁶ Notice on Simplified Procedure, point 5(b).

market, or in a relevant product market which is upstream or downstream from a product market in which any other party to the concentration is engaged;⁷

- (d) two or more undertakings merge or one or more undertakings acquire sole or joint control of another undertaking and the conditions set out below are fulfilled under all plausible market definitions:⁸
 - i) the combined market share of all the parties to the concentration that are engaged in business activities in the same product and geographic market (horizontal overlap) meets at least one of the following conditions:
 - (aa) it is lower than 20 %;
 - (bb) it is lower than 50 % and the increment (delta) of the Herfindahl-Hirschman Index ('HHI') resulting from the concentration on this market is below 150;
 - ii) the individual and combined market shares of all the parties to the concentration that are engaged in business activities in a product market which is upstream or downstream from a product market in which any other party to the concentration is engaged (vertical relationship) meet at least one of the following conditions:
 - (aa) they are lower than 30 % on the upstream and the downstream markets;
 - (bb) they are lower than 30 % on the upstream market and parties to the concentration active in the downstream market hold a purchasing share of less than 30 % regarding upstream inputs;
 - (cc) they are lower than 50 % on both the upstream and downstream markets, the increment (delta) of the Herfindahl-Hirschman Index (HHI) resulting from the concentration is below 150 on both the upstream and downstream markets, and the smaller undertaking in terms of market share is the same in the upstream and downstream markets;
 - (e) a party is to acquire sole control of an undertaking over which it already has joint control.⁹
- (4) In addition, at the request of the notifying parties, the Commission may review under the simplified procedure and on the basis of a Short Form CO concentrations whereby two or more undertakings merge, or one or more undertakings acquire sole or joint control of another undertaking, provided that both the conditions set out below are fulfilled under all plausible market definitions¹⁰:
- (a) the combined market share of all the parties to the concentration whose activities give rise to a horizontal overlap remains below 25 %;
 - (b) the individual and combined market shares of all the parties to the concentration that are engaged in a vertical relationship meet at least one of the following conditions:
 - i) they are lower than 35 % in the upstream and downstream markets;

⁷ See Notice on Simplified Procedure, point 5(c).

⁸ See Notice on Simplified Procedure, point 5(d).

⁹ See Notice on Simplified Procedure, point 5(e).

¹⁰ See Notice on Simplified Procedure, point 8.

- ii) they are lower than 50 % in one market while the individual and combined market shares of all the parties to the concentration in all the other vertically related markets are less than 10 %.
- (5) In addition, at the request of the notifying parties, the Commission may review under the simplified procedure and on the basis of a Short Form CO concentrations whereby two or more undertakings acquire joint control of a joint venture, provided that:¹¹
 - (a) the annual current turnover of the joint venture, and/or the turnover of the contributed activities as well as the expected annual turnover is less than EUR 150 million in the EEA; and
 - (b) the total value of asset transfers to the joint venture in the EEA planned at the time of notification is less than EUR 150 million.
- (6) The Commission may always require a Form CO where it appears that the conditions for using the Short Form CO are not met, or, exceptionally where they are met, but the Commission determines, nonetheless, that a notification under Form CO is necessary for an adequate investigation of possible competition concerns.

2. HOW TO COMPLETE AND SUBMIT THE SHORT FORM CO

- (7) In the case of a merger within the meaning of Article 3(1), point (a), of the Merger Regulation or an acquisition of joint control within the meaning of Article 3(1), point (b), of the Merger Regulation, the Short Form CO must be completed jointly by the parties to the merger or by those acquiring joint control. In the case of an acquisition of sole control within the meaning of Article 3(1), point (b), of the Merger Regulation, the Short Form CO must be completed by the acquirer. In the case of a public bid to acquire an undertaking, the Short Form CO must be completed by the bidder.
- (8) Different sections of the Short Form CO must be completed, depending on characteristics of the concentration and the reasons why the concentration qualifies for simplified treatment:¹²
 - (a) Sections 1, 2, 3, 4, 5, 6, 13, 14, 15, and 16 must be completed in all cases;
 - (b) Section 8 must be completed if the concentration gives rise to horizontal overlaps between the parties' activities;
 - (c) Sections 9 and/or 10 must be completed if the concentration gives rise to vertical relationships between the parties' activities;
 - (d) Section 11 must be completed in all cases, except for concentrations falling under point 5(a) or 5(c) of the Notice on Simplified Procedure;
 - (e) Section 12 must be completed in the case of a joint venture.
- (9) Before formally submitting a notification under the simplified procedure, and regardless of the simplified category in which the concentration falls, the notifying parties must submit in all cases a case team allocation request. The request must indicate the type of transaction, the category of simplified case under which it falls and the expected date of notification.¹³ The notifying parties are invited to notify certain categories of simplified

¹¹ See Notice on Simplified Procedure, point 9.

¹² See Notice on Simplified Procedure, point 9.

¹³ The case team allocation request can be found at: https://ec.europa.eu/competition-policy/mergers/practical-information_en.

cases directly with no or very short pre-notification contacts.¹⁴ In those cases, the case team allocation request must be submitted at least one week before their expected date of notification. In cases giving rise to horizontal overlaps or non-horizontal relationships between the activities of the parties to the concentration, pre-notification contacts should be initiated by submitting the case team allocation request at least two weeks before the expected date of notification.

- (10) Any personal data submitted in the Short Form CO will be processed in compliance with Regulation (EU) 2018/1725 of the European Parliament and of the Council of 23 October 2018 on the protection of natural persons with regard to the processing of personal data by the Union institutions, bodies, offices and agencies and on the free movement of such data, and repealing Regulation (EC) No 45/2001 and Decision No 1247/2002/EC.¹⁵
- (11) The Short Form CO must be signed by persons authorised by law to act on behalf of each notifying party or by one or more authorised external representatives of the notifying party or parties. The corresponding power of attorney documents must be attached to the Short Form CO. The technical specifications and instructions for signatures will be published from time to time in the *Official Journal of the European Union*.

3. DEFINITIONS FOR THE PURPOSES OF THIS SHORT FORM CO

- (12) For the purposes of this Short Form, the following definitions apply:
 - (a) ‘Party/parties to the concentration’ or ‘party/parties: both the acquiring party/parties and the acquired party/parties, or the merging parties, including all undertakings in which a controlling interest is being acquired or which is the subject of a public bid. Unless otherwise specified, the terms ‘notifying party/parties’ and ‘party/parties to the concentration’ include all the undertakings which belong to the same groups as those parties.
 - (b) ‘Year’: calendar year, unless otherwise stated. All information requested in the Short Form CO must, unless otherwise specified, relate to the year preceding that of the notification.

4. REQUIREMENT FOR A CORRECT AND COMPLETE NOTIFICATION

- (13) All information required by the Short Form CO must be correct and complete. The information required must be supplied in the appropriate Section of the Short Form CO. Each party completing the notification is responsible for the accuracy of the information it provides. In particular, you should note that:
 - (a) Under Article 10(1) of the Merger Regulation and Article 5(2) and (4) of the Implementing Regulation, the time limits laid down in the Merger Regulation with regard to the notification will not start until all the information that must be supplied with the notification has been received by the Commission. This requirement ensures that the Commission is able to assess the notified concentration within the strict time limits provided by the Merger Regulation. If a notification is incomplete, the Commission will inform the notifying parties or their representatives in writing and without delay.

¹⁴ In particular, transactions falling under point 5(a) of the Notice on Simplified Procedure and all cases where no horizontal overlaps or non-horizontal relationships exist between the merging parties’ activities (including pipeline products) (see Notice on Simplified Procedure, point 27).

¹⁵ OJ L 295, 21.11.2018, p. 39. See also a privacy statement relating to Merger investigations at https://ec.europa.eu/competition-policy/index/privacy-policy-competition-investigations_en.

- (b) The notifying party/parties must check, when preparing their notification, that contact names, numbers and in particular email addresses, sent to the Commission are accurate, relevant and up-to-date.
- (c) In accordance with Article 5(4) of the Implementing Regulation, incorrect or misleading information in the notification will be considered to be incomplete information.
- (d) Requested contact details must be provided in the format prescribed by the Directorate-General for Competition ('DG Competition') on its website.¹⁶ For a proper investigatory process, it is essential that the contact details are accurate. To this end, you must ensure that the email addresses provided are personalised and attributed to specific contact persons and that they are not general company mailboxes (e.g., info@, hello@). The Commission may declare the notification incomplete based on inappropriate contact details.
- (e) Under Article 14(1), point (a) of the Merger Regulation, notifying parties who, either intentionally or negligently, supply incorrect or misleading information, may be liable to fines of up to 1% of the aggregate turnover of the undertaking concerned. In addition, under Article 6(3), point (a), and Article 8(6), point (a), of the Merger Regulation, the Commission may revoke its decision on the compatibility of a concentration when that decision is based on incorrect information for which one of the parties to the concentration is responsible.
- (f) You can write to the Commission asking it to accept the notification as complete despite the failure to provide information required by the Short Form CO, if the information is not reasonably available to you in part or in whole (for example because information on a target was unavailable during a contested bid). The Commission will consider such a request, if you give reasons why the information was unavailable, and provide your best estimates for the missing data together with the sources for those estimates. Where possible, you should indicate where the Commission could obtain the requested information that is unavailable to you.
- (g) Under Article 4(2) of the Implementing Regulation, the Commission may dispense with the obligation to provide any particular information in the notification where the Commission considers that compliance with those obligations or requirements is not necessary for the examination of the case. Therefore, you may, in pre-notification, submit a written request asking the Commission to waive your obligation to provide certain information that you consider unnecessary for the Commission to examine the case. Such waiver requests should be sent at the same time as the draft Short Form CO in pre-notification. Waiver requests should be made in a separate email addressed to the responsible case team. The Commission will consider waiver requests as long as they sufficiently justify why the information in question is not necessary to examine the case. In accordance with DG Competition's 'Best Practices on the conduct of EC merger control proceedings', DG Competition would normally require five working days before responding to waiver requests. For the avoidance of doubt, you should note that just because the Commission may have accepted that certain information requested by Short Form CO was not necessary to complete the notification of a concentration, does not prevent the Commission from requesting that information at any time (before or after the notification), for example through a request for information under Article 11 of the Merger Regulation.

¹⁶ See https://ec.europa.eu/competition-policy/mergers/practical-information_en.

5. REVERSION TO THE NORMAL PROCEDURE AND NOTIFICATION UNDER FORM CO

- (14) In assessing whether a concentration can be notified under the simplified procedure using the Short Form CO, the Commission will ensure that all relevant circumstances are sufficiently clearly established. In this respect, the responsibility to provide correct and complete information rests with the notifying parties.
- (15) If, after the concentration has been notified, the Commission considers that the case is not appropriate for notification under the simplified procedure, the Commission may require full, or where appropriate, partial, notification under the Form CO. This may be the case any of the following circumstances:
- (a) it appears that the conditions for using the Short Form CO are not met;
 - (b) despite the conditions for using the Short Form CO being met, a full or partial notification under the Form CO is needed for an appropriate investigation of possible competition concerns or to establish that the transaction is a concentration within the meaning of Article 3 of the Merger Regulation;
 - (c) the Short Form CO contains incorrect or misleading information;
 - (d) a Member State or an EFTA State expresses substantiated competition concerns about the notified concentration within 15 working days of receipt of the copy of the Short Form CO;
 - (e) a third party expresses substantiated competition concerns within the time limit laid down by the Commission for third-party comments.
- (16) In such cases, the notification may be treated as being incomplete in a material respect within the meaning of Article 5(2) of Implementing Regulation. The Commission will inform the notifying parties or their representatives of this in writing and without delay. The notification will only become effective on the date that all information required is received.

6. CONFIDENTIALITY

- (17) Article 339 of the Treaty on the Functioning of the European Union and Article 17(2) of the Merger Regulation as well as the corresponding provisions of the EEA Agreement require the Commission, the Member States, the EFTA Surveillance Authority and the EFTA States, their officials and other servants not to disclose information they have acquired through the application of that Regulation of the kind covered by the obligation of professional secrecy. The same principle must also apply to protect confidentiality between notifying parties.
- (18) 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 disclosed 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 disclosed or published.
- (19) In the case of mergers or joint acquisitions, or in other cases where the notification is completed by more than one of the parties, business secrets may be submitted under separate cover, and referred to in the notification as an annex. All such annexes must be attached to the notification so that it can be considered complete.

SECTION 1

GENERAL CASE INFORMATION

*Case number: M.	*Case name:	Language:
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* to be completed with information provided by the Merger Registry

Unless otherwise specified, references to Articles in the tables below should be read as references to the Articles of the Merger Regulation

Notification under simplified treatment: yes	Merger Regulation
Jurisdiction: <input type="checkbox"/> Article 1(2) <input type="checkbox"/> Article 1(3) <input type="checkbox"/> Article 4(5) <input type="checkbox"/> Article 22	Notification basis: <input type="checkbox"/> Article 4(1) <input type="checkbox"/> Article 4(4) <input type="checkbox"/> Article 4(5) <input type="checkbox"/> Article 22
Concentration : <input type="checkbox"/> Merger [Article 3(1), point (a)] ¹⁷ <input type="checkbox"/> Acquisition of sole control [Article 3(1), point (b)] <input type="checkbox"/> Acquisition of joint control [Article 3(1), point (b)] ¹⁸ <input type="checkbox"/> Acquisition of joint control of a greenfield joint venture [Article 3(4)] ¹⁹ <input type="checkbox"/> Acquisition of joint control in any other scenario (i.e. at least one previously	Category of case in accordance with the Notice on Simplified Procedure: <input type="checkbox"/> Point 5(a) of the Notice on Simplified Procedure <input type="checkbox"/> Point 5(e) of the Notice on Simplified Procedure <input type="checkbox"/> Point 5(b) of the Notice on Simplified Procedure <input type="checkbox"/> Point 5(c) of the Notice on Simplified Procedure

¹⁷ A merger occurs when two or more independent undertakings amalgamate into a new undertaking and cease to exist as separate legal entities. See points 9 and 10 of the Commission Consolidated Jurisdictional Notice ('Commission Consolidated Jurisdictional Notice') under Regulation (EC) No 139/2004 on the control of concentrations between undertakings for further information and guidance on jurisdictional aspects, OJ C 95, 16.04.2008, p. 1.

¹⁸ This scenario refers to acquisitions of joint control over target companies which were not previously controlled by any of the parties acquiring joint control (i.e. acquisition of control over an undertaking from an unrelated third party). See in particular Commission Consolidated Jurisdictional Notice, point 91.

¹⁹ This category refers to the creation of a greenfield joint venture to which the parent companies do not transfer an existing economic activity (i.e. a subsidiary or business with a market presence) or transfer only assets which do not constitute a business in themselves.

controlling shareholder remaining) [Article 3(1), point (b) and 3(4)] ²⁰	<input type="checkbox"/> Point 8 of the Notice on Simplified Procedure <input type="checkbox"/> Point 5(d) of the Notice on Simplified Procedure <input type="checkbox"/> Point 9 of the Notice on Simplified Procedure
Notification linked to a previous case (linked operation/parallel transaction/case aborted or withdrawn)? YES <input type="checkbox"/> NO <input type="checkbox"/> If yes, provide case number:	Notification linked with a consultation on the same concentration? YES <input type="checkbox"/> NO <input type="checkbox"/> If yes, provide consultation number:
Means of implementing the concentration: <input type="checkbox"/> Public bid announced on [DATE]. <input type="checkbox"/> Purchase of shares <input type="checkbox"/> Purchase of assets <input type="checkbox"/> Purchase of securities <input type="checkbox"/> Management contract or any other contractual means <input type="checkbox"/> Purchase of shares in a newly created undertaking constituting a joint venture	Value of the concentration in EUR:
Seat of the companies involved in the concentration: <input type="checkbox"/> Within the same Member State <input type="checkbox"/> Within the same third country <input type="checkbox"/> In different Member States <input type="checkbox"/> In different third countries	

²⁰ These cases include, among other things, (i) the creation of new full-function joint ventures when one or more parent companies transfer an existing business or economic activity and (ii) the entry or replacement of controlling shareholders of a joint venture. See in particular Commission Consolidated Jurisdictional Notice, point 92.

SECTION 2

COMPANIES INVOLVED IN THE CONCENTRATION AND THEIR TURNOVER

Undertakings concerned ²¹	Controlled by	Brief description of the business activities of the undertaking concerned

You should provide a chart of the structure of ownership and control of each of the undertakings concerned before and after the completion of the concentration:

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Undertakings concerned	Country of origin	Role ²²	Turnover (in million EUR) ²³		Year of turnover ²⁴
			World-wide	EU-wide	
Combined turnover of all undertakings concerned					
<input type="checkbox"/> Each of the undertakings concerned does not achieve more than two-thirds of its aggregate					

²¹ For a definition of undertakings concerned, please see Commission Consolidated Jurisdictional Notice, points 129-153.

²² A = Acquirer in the case of acquisition of sole or joint control (if more than one, define A1, A2, etc.).
 T = Target in the case of acquisition of sole control (if more than one, define T1, T2, etc.).
 JV = Joint venture in the case of acquisition of joint control (if more than one, define JV1, JV2, etc.).
 MP = Merging Party in the case of a merger (if more than one, define MP1, MP2, etc.).

²³ The turnover information must be provided in euro at the average exchange rates prevailing for the years or other periods in question.

²⁴ If the fiscal year does not fall together with the calendar year, indicate the end of the fiscal year in full date format (dd/mm/yyyy).

Union-wide turnover within one and the same Member State.

If the merger is notified on the basis of Article 1(3) of the Merger Regulation, you should also fill in the following table. You should include information on all the Member States that fulfil the criteria laid down in Article 1(3), points (b) and (c) and add rows to the table, if needed:

Name of relevant Member State for the purposes of Article 1(3) point (b) and (c) of the Merger Regulation	Combined turnover of all undertakings concerned in this Member State (in million EUR)	Name of relevant undertakings concerned for the purposes of Article 1(3), point (c) of the Merger Regulation	Turnover of the undertaking concerned in this Member State (in EUR million)

☐ Each of the undertakings concerned does not achieve more than two-thirds of its aggregate Union-wide turnover within one and the same Member State.

Turnover in the territory of EFTA States ²⁵	
The combined turnover of the undertakings concerned in the territory of the EFTA States equals 25% or more of their total turnover in the territory of the European Economic Area (EEA).	YES <input type="checkbox"/> NO <input type="checkbox"/>
Each of at least two of the undertakings concerned has a turnover exceeding EUR 250 million in the territory of the EFTA States.	YES <input type="checkbox"/> NO <input type="checkbox"/>
The proposed concentration could be a candidate for referral to an EFTA State because it gives rise to affected market(s), within the territory of any of the EFTA States that presents all the characteristics of a distinct market.	YES <input type="checkbox"/> NO <input type="checkbox"/>

²⁵ The EFTA States include Iceland, Liechtenstein and Norway.

SECTION 3

NAME OF THE PRODUCT(S) CONCERNED²⁶ ACCORDING TO NACE²⁷

Name of product(s)	NACE

SECTION 4

SUMMARY DESCRIPTION OF THE CONCENTRATION

Provide a non-confidential description of the concentration for publication in the Official Journal of the European Union (up to 250 words)

Example (please delete for notification)

This notification concerns the following undertakings:

[Full name of Company A] ([Short name of company A], [Country of origin of Company A], controlled by [Company X]

[Full name of Company B] ([Short name of company B], [Country of origin of Company B], controlled by [Company Y]

[Company A] acquires, within the meaning of Article 3(1), point (b) of the Merger Regulation sole control of (the whole/part) of [Company B] OR

[Company A] enters into a full merger within the meaning of Article 3(1), point (a) of the Merger Regulation, with [Company B] OR

[Company A] and [Company B] acquire, within the meaning of Article 3(1), point (b) and Article 3(4) of the Merger Regulation, joint control of [Company C].

²⁶ You should include only the NACE codes of the products that lead to any horizontal overlaps and/or non-horizontal relationships. For cases without horizontal overlaps or non-horizontal relationships, you should include the NACE codes of the main products of the target.

²⁷ Regulation (EC) No 1893/2006 of the European Parliament and of the Council of 20 December 2006 establishing the statistical classification of economic activities NACE Revision 2 and amending Council Regulation (EEC) No 3037/90 as well as certain EC Regulations on specific statistical domains (OJ L 393, 30.12.2006, p. 1).

The concentration is accomplished by [Means of implementing the concentration, e.g. way of purchase of shares/assets, etc.]).

The business activities of the undertakings concerned are:

- a. for [Company A]: [Brief description of activity, e.g., diversified chemicals with primary activities in agricultural sciences, performance plastics and chemicals, and hydrocarbon and energy products and services].*
- b. for [Company B]: [Brief description of activity, e.g., silicone-based technology and innovation with primary activities in development and production of polymers and other materials based on silicone chemistry].*

SECTION 5

RATIONALE OF THE CONCENTRATION AND TIMING

Rationale of the concentration You should provide a summary description of rationale for the proposed concentration.	
Timing You should provide a summary description of the timing of the proposed concentration (including a legally binding date for closing, if applicable).	

SECTION 6

JURISDICTION²⁸

6.1. Brief description of the concentration and change of control (up to 250 words)

Example 1 (please delete for notification)

Pursuant to a share sale and purchase agreement signed on X.X.XX, [Company A] will acquire shares representing 75% of the total voting rights of [Company B]. The remaining 25% of [Company B] voting rights will be held by [the Minority Shareholder M]. As decisions in relation to [Company B]’s commercial strategy will be adopted by simple majority, [Company A] holding a majority of shares and votes will exercise decisive influence over [Company B]. [Company B]

²⁸ You should refer to the Commission Consolidated Jurisdictional Notice.

will therefore be solely controlled by [Company A].

Example 2 (please delete for notification)

Pursuant to a share sale and purchase agreement signed on X.X.XX, [Company A] will acquire shares representing 40% of the total voting rights of [Company B]. The remaining 60% of [Company B]'s voting rights will be held by [Company C]. The board will be composed of seven members, and [Company A] will appoint three of them. [Company A] will have veto rights on the appointment of senior management, the budget, and the business plan. [Company B] will therefore be jointly controlled by [Company A] and [Company C].

6.2. Acquisition of control

☐ Acquisition of sole control

The acquirer acquires sole control over the target(s) within the meaning of Article 3(2) of the Merger Regulation. You should specify the means of the acquisition of sole control by ticking the relevant boxes:

☐ [Undertaking 1] acquires positive sole control, i.e. majority of the voting rights over the target(s) (de jure sole control)

☐ [Undertaking 1] acquires negative sole control over the target(s), i.e. the possibility to exercise sole veto rights on strategic decisions (de jure sole control). You should explain what those strategic decisions are:

☐ [Undertaking 1] acquires de facto sole control over the target(s) with its [you should indicate exact shareholding and voting rights] % as it is highly likely to achieve a majority at (the target's) shareholders' meetings. You should also indicate which of the following elements are present in the concentration:

- ☐ The voting patterns of the shareholder meetings of the target(s) in the past five years are the following: [you should provide information on the attendance rate at these meetings for each year]. With its shareholding, [Undertaking 1] would have had a majority at the shareholder meetings of years [you should indicate which meetings].
- ☐ The remaining shares are widely dispersed.
- ☐ Other important shareholders have structural, economic or family links with [Undertaking 1]. You should explain those links: [...].
- ☐ Other shareholders have purely financial interest in (the target).

☐ Acquisition of joint control

☐ [Undertaking 1], [Undertaking 2] and [Undertaking 3] (add others as necessary) acquire joint control over the target(s) within the meaning of Article 3(2) of the Merger Regulation through equality in voting rights or appointment to decision-making bodies or veto rights (points 64-73 of the Commission Consolidated Jurisdictional Notice).

Acquirers

	Undertaking 1	Undertaking 2	Undertaking 3
Share-holding in the joint venture (%)			
Voting rights (%)			
Number of representatives appointed in target's decision-making body ²⁹ / total number of members of decision-making body			
Management body representative has casting vote (yes/no)	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Veto rights on appointment of senior management (yes/no)	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Veto rights on adoption of business plan (yes/no)	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Veto rights on adoption of budget (yes/no)	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No
Veto rights on investment	<input type="checkbox"/> Yes <input type="checkbox"/> No Indicate in the cell below the level of investments and their frequency in the specific sector.	<input type="checkbox"/> Yes <input type="checkbox"/> No Indicate in the cell below the level of investments and their frequency in the specific sector.	<input type="checkbox"/> Yes <input type="checkbox"/> No Indicate in the cell below the level of investments and their frequency in the specific sector.
Other market-specific rights	<input type="checkbox"/> Yes <input type="checkbox"/> No Indicate in the cell below which veto rights.	<input type="checkbox"/> Yes <input type="checkbox"/> No Indicate in the cell below which veto rights.	<input type="checkbox"/> Yes <input type="checkbox"/> No Indicate in the cell below which veto rights.
<input type="checkbox"/> [Undertaking 1], [Undertaking 2] and [Undertaking 3] (add others as necessary) acquire joint control over the target(s) within the meaning of Article 3(2) of the Merger Regulation by other means (see points 74-80 of the Commission Consolidated Jurisdictional Notice), in particular: <ul style="list-style-type: none"> <input type="checkbox"/> [Undertaking 1], [Undertaking 2] and [Undertaking 3] (add others as necessary) acquire joint control over the target(s) by means of a pooling agreement, a holding company or any other legal mean. <input type="checkbox"/> [Undertaking 1], [Undertaking 2] and [Undertaking 3] (add others as necessary) acquire de facto joint control over the target(s) on the basis of a strong commonality of interests. You should explain such commonality of interests: [...] 			

6.3. Full-functionality (to be filled in only if the concentration falls under Article 3(4) or 3(1), point (b) in combination with 3(4) of the Merger Regulation)

☐ The joint venture is full function within the meaning of Article 3(4) of the Merger Regulation because the joint venture performs on a lasting basis all the functions of an autonomous economic

²⁹ You should complete taking into account the decision-making body that takes strategic decisions of the nature described in Commission Consolidated Jurisdictional Notice, Sections 3.1 and 3.2.

entity). More specifically:
<ul style="list-style-type: none"> <input type="checkbox"/> The joint venture will have sufficient resources to operate independently on the market, notably a dedicated management, sufficient financial resources, staff, and assets.
<ul style="list-style-type: none"> <input type="checkbox"/> The joint venture will have its own access to or presence on the market independent from its parent companies.
<ul style="list-style-type: none"> <input type="checkbox"/> The joint venture will achieve more than 50% of its sales to third parties on a lasting basis (i.e., beyond an initial period of three years).
OR
<ul style="list-style-type: none"> <input type="checkbox"/> The joint venture is intended to make more than 50% of its sales to the parent companies beyond an initial period, but these will be made based on market conditions, including on the same terms and conditions as sales to third parties.
<ul style="list-style-type: none"> <input type="checkbox"/> The joint venture is intended to operate on a lasting basis as it is not set up for a short limited duration and the duration of its activities will be [indicate the duration]. <input type="checkbox"/> There are no third party or external decisions pending that are central to starting the joint venture's business activity.
<ul style="list-style-type: none"> <input type="checkbox"/> Other: [explain]

SECTION 7

CATEGORY OF SIMPLIFIED TREATMENT (BY REFERENCE TO THE RELEVANT POINTS IN THE NOTICE ON SIMPLIFIED PROCEDURE)

(a) Point 5(a) of the Notice on Simplified Procedure ☐

<input type="checkbox"/> The joint venture is not active within the territory of the European Economic Area (EEA):
<ul style="list-style-type: none"> <input type="checkbox"/> The joint venture has no current (i.e. at the time of notification) or expected (over the next three years following notification) turnover within the EEA.
<ul style="list-style-type: none"> <input type="checkbox"/> The parent companies of the joint venture have not planned any asset transfers to the joint venture within the EEA at the time of notification³⁰.
If the concentration fulfils the criteria in point 5(a) of the Notice on Simplified Procedure, Sections 8, 9 and 11 below do not need to be completed.

AND/OR

(b) Point 5(b) of the Notice on Simplified Procedure ☐

<input type="checkbox"/> The joint venture has negligible current or expected activities within the EEA:
<ul style="list-style-type: none"> <input type="checkbox"/> The annual current turnover of the joint venture and/or the turnover of the contributed activities³¹ at the time of notification as well as the annual turnover expected over the three years following notification is less than EUR 100 million within the EEA.

³⁰ Any asset planned to be transferred to the joint venture at the time of notification should be considered, regardless of the date in which these assets will actually be transferred to the joint venture.

³¹ The expression 'and/or' refers to the variety of situations covered. These include:

- ☐ The total value of the asset transfers to the joint venture planned at the time of notification³² is less than EUR 100 million within the EEA.

AND/OR

(c) Point 5(c) of the Notice on Simplified Procedure³³ ☐

- ☐ None of the parties to the concentration are active in the same product and geographic market.
- ☐ None of the parties to the concentration are active in markets upstream or downstream of each other.

If the concentration fulfils the criteria of point 5(c) of the Notice on Simplified Procedure, Sections 8, 9 and 11 below do not need to be completed.

AND/OR

(d) Point 5(d) of the Notice on Simplified Procedure ☐

☐ Two or more undertakings merge, or one or more undertakings acquire sole or joint control of another undertaking and the conditions set out in points 5(d)(i) and 5(d)(ii) of the Notice on Simplified Procedure are fulfilled under all plausible market definitions³⁴.

☐ The combined market shares of all the parties to the concentration that are engaged in business activities in the same product and geographic market (horizontal overlaps) meet at least one of the following conditions:

- ☐ are lower than 20%;
- ☐ are lower than 50% and the increment (delta) of the Herfindahl-Hirschman Index (HHI) resulting from the concentration on these markets is below 150³⁵.

☐ The individual and combined market shares of all the parties to the concentration that are engaged in business activities in a product market which is upstream or downstream from a

- in the case of a joint acquisition of a target company, the turnover to be taken into account is the turnover of this target (the joint venture);
- in the case of the creation of a joint venture to which the parent companies contribute their activities, the turnover to be taken into account is that of the contributed activities;
- in the case of entry of a new controlling party into an existing joint venture, the turnover of the joint venture and the turnover of the activities contributed by the new parent company (if any) must be taken into account.

³² Any asset planned to be transferred to the joint venture at the time of notification should be considered, regardless of the date in which these assets will actually be transferred to the joint venture.

³³ The two boxes need be ticked for this category to apply.

³⁴ The thresholds for horizontal overlaps and vertical relationships apply to any plausible alternative product and geographic market definition that may have to be considered in a given case. It is important that the underlying market definitions set out in the notification are precise enough to justify the assessment that these thresholds are not met, and that all plausible alternative market definitions that may have to be considered are mentioned (including geographic markets narrower than national).

³⁵ The HHI is calculated by summing the squares of the individual market shares of all the firms in the market: see Commission guidelines on the assessment of horizontal mergers under the Council Regulation on the control of concentrations between undertakings (OJ C 31, 5.2.2004, p. 5), point 16. However, in order to calculate the HHI delta resulting from the concentration, it is sufficient to subtract from the square of the sum of the market shares of the parties to the concentration (in other words, the square of the merged entity's market share post-concentration) the sum of the squares of the parties' individual market shares (since the market shares of all other competitors in the market remain unchanged and thus do not influence the result of the equation).

product market in which any other party to the concentration is engaged (vertical relationships) meet at least one of the following conditions:

- ☐ are lower than 30% upstream and downstream;
- ☐ are lower than 30% in the upstream market and the purchasing share of the downstream entity of the upstream input is lower than 30%;
- ☐ are lower than 50% on both the upstream and downstream markets, the increment (delta) of the HHI resulting from the concentration is below 150 on both the upstream and downstream markets and the smaller undertaking in terms of market shares is the same in the upstream and downstream markets³⁶.

AND/OR

(e) Point 5(e) of the Notice on Simplified Procedure ☐

- ☐ The notifying party acquires sole control of an undertaking over which it already has joint control.

AND/OR

(f) Point 8 of the Notice on Simplified Procedure (flexibility cause) ☐

- | |
|---|
| <input type="checkbox"/> Under all plausible market definitions, (i) the parties' combined market shares remain below 25% on any relevant market where the parties' activities overlap and (ii) none of the special circumstances described in section II.C of the Notice on Simplified Procedure are present. |
| <input type="checkbox"/> Under all plausible market definitions, the parties' combined market shares remain below 25% on any relevant market where the parties' activities overlap, and although one or several of the special circumstances described in section II.C of the Notice on Simplified Procedure are present, the case does not raise any competition concerns for the reasons explained in Section 11. |
| <input type="checkbox"/> None of the circumstances described in section II.C on Simplified Procedure are present and the individual and combined market shares of all the parties to the concentration that are engaged in business activities in a market which is upstream or downstream from a market in which any other party to the concentration is engaged (vertical relationships) meet at least one of the following conditions: <ul style="list-style-type: none">• <input type="checkbox"/> are lower than 35% in the upstream and downstream markets;• <input type="checkbox"/> are lower than 50% in one market while the individual and combined market shares of all the parties to the concentration in all the other vertically related markets are lower than 10%. |
| <input type="checkbox"/> One or several of the circumstances described in section II.C of the Notice on Simplified |

³⁶ This category aims to capture small increments to a pre-existing vertical integration. For example, Company A, active upstream and downstream with market shares of 45% on both markets acquires Company B active upstream and downstream with a market share of 0.5%. This category does not capture situations in which the party with the smallest market share is not the same upstream and downstream, even if market shares are below 50% and the HHI delta is below 150. For example, it does not capture the following situation: Company A active upstream with a market share of 45% and downstream with a market share of 0.5% acquires Company B active upstream with a market share of 0.5% and downstream with a combined market share of 45%.

Procedure are present, the case does not raise any competition concerns for the reasons explained in Section 11 and the individual and combined market shares of all the parties to the concentration that are engaged in vertical relationships meet at least one of the following conditions:

- ☐ are lower than 35% in the upstream and downstream markets;
- ☐ are lower than 50% in one market while the individual and combined market shares of all the parties to the concentration in all the other vertically related markets are lower than 10%.

AND/OR

(g) Point 9 of the Notice on Simplified Procedure (flexibility cause) ☐

☐ The annual current turnover of the joint venture and/or the turnover of the contributed activities³⁷ at the time of notification as well as the turnover expected over the three years following notification is more than EUR 100 million, but less than EUR 150 million within the EEA.

☐ The total value of asset transfers to the joint venture planned at the time of notification is more than EUR 100 million, but less than EUR 150 million within the EEA.³⁸

☐ If the joint venture is active in the EEA and the concentration gives rise to horizontal overlaps and/or vertical relationships, you should complete respectively Section 8 and/or 9.

SECTION 8

HORIZONTAL OVERLAPS

You should complete the table below if the concentration leads to horizontal overlaps, including overlaps between (i) pipeline products and marketed products or (ii) pipeline products (i.e. pipeline to pipeline overlaps).³⁹ You should replicate the table as many times as required to cover all the plausible markets that you considered:

³⁷ See Footnote 31.

³⁸ See Footnote 32.

³⁹ In case of horizontal overlaps involving pipeline products, you should provide shares for the marketed products that compete in the plausible relevant market.

Horizontal overlaps – market shares and pipeline products										
Precedents (include a reference to the relevant paragraphs)	Plausible product market considered	Plausible geographic market considered	Supplier	Year X -2		Year X -1		Year X		Pipeline products ⁴⁰ (Name)
				Value	Volume	Value	Volume	Value	Volume	
			Undertaking concerned 1	%	%	%	%	%	%	
			Undertaking concerned 2	%	%	%	%	%	%	
			Undertaking concerned 3	%	%	%	%	%	%	
			Combined	%	%	%	%	%	%	
			Competitor 1	Do not complete				%	%	
			Competitor 2					%	%	
			Competitor 3					%	%	
			Others					%	%	
			Total	100%	100%	100%	100%	100%	100%	Do not complete.
			Market size	EUR		EUR		EUR		
Describe the parties' activities in this market:										
Provide further details here (in particular if there are no precedents, you should provide the parties' views on product/geographic market definition)]:										
Metrics, sources and methodology followed for market share calculation. If value and volume are not the most common metrics for market share calculation in the relevant markets, you should provide market shares based on alternative metrics and explain:										
If the case falls under point 5(d) (i) (bb) of the Notice on Simplified Procedure, you should provide delta HHI:										
Provide information on the parties' pipeline products and their competitors (including the stage of their development):										
Provide the contact details of Competitor 1, Competitor 2, and Competitor 3 in the prescribed format:										

⁴⁰ You should provide market shares for the parties and/or the competitors who offer marketed products. If there are no marketed products, you should identify at least three competitors developing rival pipeline products.

SECTION 9

VERTICAL RELATIONSHIPS

You should complete the table below if the concentration leads to vertical relationships,⁴¹ including between (i) pipeline products and marketed products or (ii) pipeline products (i.e. pipeline to pipeline vertical relations). You should replicate the table as many times as required to cover all the plausible markets that you considered:⁴²

⁴¹ Excluding vertical relationships falling under point 5(d)(ii)(bb) of the Notice on Simplified Procedure. For these vertical relationships, you should complete Section 10 below.

⁴² For example, if regarding the vertical relationship between upstream market U and downstream market D, you considered the plausible upstream market definitions U1 and U2, you should include two tables: (i) information on U1 and D, and (ii) information on U2 and D.

Vertical relationships – market shares and pipeline products										
UPSTREAM										
Precedents (include a reference to the relevant paragraphs)	Plausible product market considered	Plausible geographic market considered	Supplier	Year X -2		Year X -1		Year X		Pipeline products (Name) ⁴³
				Value	Volume	Value	Volume	Value	Volume	
			Undertaking concerned 1	%	%	%	%	%	%	
			Undertaking concerned 2	%	%	%	%	%	%	
			Undertaking concerned 3	%	%	%	%	%	%	
			Combined	%	%	%	%	%	%	
			Competitor 1	Do not complete.				%	%	
			Competitor 2					%	%	
			Competitor 3					%	%	
			Others					%	%	
			Total	100%	100%	100%	100%	100%	100%	Do not complete.
			Market size	EUR		EUR		EUR		
Describe the parties' activities in this market:										
Provide further details here (in particular if there are no precedents, you should provide the parties' views on product/geographic market definition):										
Metrics, sources and methodology followed for market share calculation. If value and volume are not the most common metrics for market share calculation in the relevant markets, you should provide market shares based on alternative metrics and explain:										
If the case falls under point 5(d)(ii)(cc) of the Notice on Simplified Procedure, you should provide delta HHI (value and volume for three years):										
Provide information on the parties' pipeline products and their competitors (including the stage of their development):										
Provide the contact details of Competitor 1, Competitor 2, and Competitor 3 in the prescribed format:										

⁴³ You should provide market shares for the parties and/or the competitors who offer marketed products. If there are no marketed products, you should identify at least three competitors developing rival pipeline products.

DOWNSTREAM										
Precedents (include a reference to relevant paragraphs)	Plausible product market considered)	Plausible geographic market considered	Supplier	Year X -2		Year X -1		Year X		Pipeline products (Name) ⁴⁴
				Value	Volume	Value	Volume	Value	Volume	
			Undertaking concerned 1	%	%	%	%	%	%	
			Undertaking concerned 2	%	%	%	%	%	%	
			Undertaking concerned 3	%	%	%	%	%	%	
			Combined	%	%	%	%	%	%	
			Competitor 1	Do not complete.				%	%	
			Competitor 2					%	%	
			Competitor 3					%	%	
			Others					%	%	
			Total	100%	100%	100%	100%	100%	100%	Do not complete.
			Size of the market	EUR		EUR		EUR		
Describe the parties activities in this market:										
Provide further details here (in particular if there are no precedents, you should provide the parties' views on product/geographic market definition)]:										
Metrics, sources and methodology followed for market share calculation. If value and volume are not the most common metrics for market share calculation in the relevant markets, you should provide market shares based on alternative metrics and explain:										
If the case falls under point 5(d)(ii)(cc) of the Notice on Simplified Procedure, you should provide delta HHI (value and volume for three years):										
Provide information on the parties' pipeline products and their competitors (including the stage of their development):										
Provide contact details of Competitor 1, Competitor 2, and Competitor 3 in the prescribed format:										

⁴⁴ You should provide market shares for the parties and/or the competitors who offer marketed products. If there are no marketed products, you should identify at least three competitors developing rival pipeline products.

SECTION 10

VERTICAL RELATIONSHIPS FALLING UNDER POINT 5(D)(II)(BB) OF THE NOTICE ON SIMPLIFIED PROCEDURE

You should complete the tables below if the concentration leads to vertical relationships falling under point 5(d)(ii)(bb) of the Notice on Simplified Procedure, including between (i) pipeline products and marketed products or (ii) pipeline products (i.e. pipeline to pipeline vertical relations). You should replicate the table as many times as required to cover all the plausible markets that you consider⁴⁵:

⁴⁵ For example, if regarding the vertical relationship between upstream market U and downstream market D, you considered the plausible upstream market definitions U1 and U2, you should include two tables: (i) information on U1 and D, and (ii) information on U2 and D.

Vertical relationships under point 5(d)(ii)(bb) of the Notice on Simplified Procedure– market shares and pipeline products																
UPSTREAM																
Precedents (include a reference to relevant paragraphs)	Plausible product market considered	Plausible geographic market considered	Supply of products in upstream markets (Market shares)								Purchasing of products in upstream markets (Purchasing shares)					
			Entity	Year X -2		Year X -1		Year X		Pipeline products (Name) ⁴⁶	Year X -2		Year X -1		Year X	
				Value	Volume	Value	Volume	Value	Volume		Value	Volume	Value	Volume	Value	Volume
			Undertaking concerned 1	%	%	%	%	%	%							
			Undertaking concerned 2	%	%	%	%	%	%							
			Undertaking concerned 3	%	%	%	%	%	%							
			Combined	%	%	%	%	%	%							
			Competitor 1	Do not complete					%	%		Do not complete				
			Competitor 2						%	%						
			Competitor 3						%	%						
			Others						%	%						
			Total	100%	100%	100%	100%	100%	100%	Do not complete	Do not complete					
			Market size	EUR		EUR		EUR			Do not complete					

⁴⁶ You should provide market shares for the parties and/or the competitors who offer marketed products. If there are no marketed products, you should identify at least three competitors developing rival pipeline products.

Describe the parties' activities in this market:
Provide further details here (in particular if there are no precedents, please provide the parties' views on product/geographic market definition):
Metrics, sources and methodology followed for market share calculation. If value and volume are not the most common metrics for market share calculation in the relevant markets, you should provide market shares based on alternative metrics and explain:
Provide information on the parties' pipeline products and their competitors (including the stage of their development):
Explain whether one or more of the undertakings concerned purchased the upstream input product from one or more other undertakings concerned in Year X; Year X-1; or Year X-2, indicating the percentage of those purchases for the total purchases of the undertaking concerned:
Provide contact details of Competitor 1, Competitor 2, and Competitor 3 in the prescribed format:

DOWNSTREAM										
Precedents (include a reference to relevant paragraphs)	Plausible product market considered	Plausible geographic market considered	Supplier	Year X -2		Year X -1		Year X		Pipeline products (Name) ⁴⁷
				Value	Volume	Value	Volume	Value	Volume	
			Undertaking concerned 1	%	%	%	%	%	%	
			Undertaking concerned 2	%	%	%	%	%	%	
			Undertaking concerned 3	%	%	%	%	%	%	
			Combined	%	%	%	%	%	%	
			Competitor 1	Do not complete.				%	%	
			Competitor 2					%	%	
			Competitor 3					%	%	
			Others					%	%	
			Total	100%	100%	100%	100%	100%	100%	Do not complete.
			Size of the market	EUR		EUR		EUR		
Describe the parties' activities in this market:										
Provide further details here (in particular if there are no precedents, you should provide the parties' views on product/geographic market definition):										
Metrics, sources and methodology followed for market share calculation. If value and volume are not the most common metrics for market share calculation in the relevant markets, you should provide market shares based on alternative metrics and explain:										
Provide information on parties' pipeline products and their competitors, including the stage of their development:										
Provide contact details of Competitor 1, Competitor 2, and Competitor 3 in the prescribed format:										
Estimate what percentage of total demand for the upstream input is represented by the downstream market in Year X, X-1, and X-2. You should also identify the different industries, sectors, and end-applications where the upstream input can be used other than the downstream market, including the percentage of total demand for the upstream product of each industry, sector and/or end-application. If this information is not available for all the market, you should indicate the proportion of sales made by the party active in the upstream market to its 10 main customers (including the other parties, if applicable):										

⁴⁷ You should provide market shares for the parties and/or the competitors who offer marketed products. If there are no marketed products, you should identify at least three competitors developing rival pipeline products.

SECTION 11

SAFEGUARDS AND EXCLUSIONS⁴⁸

Any of the parties to the concentration has significant non-controlling shareholdings (i.e. above 10%) or cross-directorships in companies active in the same markets as any of the other parties or in vertically related markets (e.g. the acquiring undertaking has a non-controlling minority shareholding or common directors in an undertaking active in the same market as the target).	<input type="checkbox"/> Yes <input type="checkbox"/> No
One or more of the parties' customers or competitors have a significant non-controlling shareholding (i.e. above 10%) in any of the undertakings concerned. If yes: indicate the shareholding %: indicate the rights attached to the shareholding:	<input type="checkbox"/> Yes <input type="checkbox"/> No
The parties own or control important technological, financial or competitively valuable assets, such as raw materials, intellectual property rights, patents, data or infrastructure	<input type="checkbox"/> Yes <input type="checkbox"/> No
The parties are active in closely neighbouring markets and any of the Parties individually holds a market share of 30% or more in any of these markets under any plausible market definition	<input type="checkbox"/> Yes <input type="checkbox"/> No
The parties have a significant user base and/or commercially valuable data inventories	<input type="checkbox"/> Yes <input type="checkbox"/> No
The concentration will allow the merged entity to gain access to commercially sensitive information regarding the upstream or downstream activities of rivals.	<input type="checkbox"/> Yes <input type="checkbox"/> No
There will remain fewer than three competitors with market shares above 5% in any of the markets giving rise to horizontal overlaps or vertical relationships under any plausible market definition.	<input type="checkbox"/> Yes <input type="checkbox"/> No
The relevant market share thresholds are exceeded in terms of capacity or production under any plausible market definition ⁴⁹ .	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A
The parties (or one of them) are recent entrants in the overlapping markets (i.e. entered the market in the last three years)	<input type="checkbox"/> Yes <input type="checkbox"/> No
The parties' activities overlap or have a vertical relationship in highly differentiated products. Indicate if: brand recognition is important in any of the overlapping markets;	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No

⁴⁸ Complete only one table for all markets falling under any of the categories of the Notice on Simplified Procedure for which none of the safeguards/exclusions apply (i.e., the answer to all questions in Section 11 is "No"). For each market falling under any of the categories of the Notice on Simplified Procedure for which the answer to at least one question is "Yes", you should provide a separate table.

⁴⁹ Tick N/A if these metrics are not relevant for the markets concerned.

branch or store locations are important in any of the overlapping markets.	<input type="checkbox"/> Yes <input type="checkbox"/> No
Technical specifications, quality or level of service is important in any of the overlapping markets.	<input type="checkbox"/> Yes <input type="checkbox"/> No
Advertising is important in any of the overlapping markets.	<input type="checkbox"/> Yes <input type="checkbox"/> No
The parties are important innovators in the overlapping markets.	<input type="checkbox"/> Yes <input type="checkbox"/> No
The parties have brought to the market an important pipeline product within the last 5 years.	<input type="checkbox"/> Yes <input type="checkbox"/> No
The main activity of one or more companies focuses on R&D.	<input type="checkbox"/> Yes <input type="checkbox"/> No
Expenditure in terms of R&D: <i>[open text – you should provide the figure in EUR million]</i> .	
The concentration gives raise to pipeline-to-pipeline or pipeline-to-marketed product overlaps.	<input type="checkbox"/> Yes <input type="checkbox"/> No
One of the parties has plans to expand into product markets and/or geographic markets in which the other party is active or which are in a vertical relation with products in which the other party is active.	<input type="checkbox"/> Yes <input type="checkbox"/> No
Explain the products or services concerned by such plans and their timing: <i>[open text]</i> .	
In production chains with more than two levels, individual or combined market shares of the parties exceed 30% in any of the levels of the value chain (in terms of value, volume, production or capacity).	<input type="checkbox"/> Yes <input type="checkbox"/> No
If you answered “yes” to any of the questions above, explain why you think that the case should be treated under the Simplified Procedure Notice and provide all relevant details: <i>[open text]</i> .	

SECTION 12

COOPERATIVE EFFECTS OF A JOINT VENTURE

Do two or more parents retain activities in the same market as the joint venture or in a market that is upstream or downstream from that of the joint venture or in a neighbouring market closely related to this market?			<input type="checkbox"/> Yes	<input type="checkbox"/> No
Parent	Market	Turnover	Market share	

Joint venture	Market	Turnover	Market share
Explain if the criteria laid down in Articles 101(1) and 101(3) of the Treaty on the Functioning of the European Union and, where applicable the corresponding provisions of the EEA Agreement, are met in this case.			

SECTION 13

CONTACT DETAILS

Notifying party	Notifying party 2 (if applicable)
Name	Name
Address	Address
Phone number	Phone number
Email	Email
Website	Website
Target	Phone number
Name	Email
Address	Website
Authorised representative of notifying party	Authorised representative of notifying party 2
Name	Name
Organisation	Organisation
Address	Address
Phone number	Phone number
Email	Email

SECTION 14

ANNEXES

<input checked="" type="checkbox"/> Documents bringing about the concentration	Provisions establishing change in control:
	Provisions establishing full functionality:
<input type="checkbox"/> Original power of attorney (from the notifying party or parties)	
<input type="checkbox"/> Turnover data – EEA breakdown	
<input type="checkbox"/> Last annual report of undertakings concerned	Links

<input type="checkbox"/> Market shares methodology (this annex is compulsory)	
<input type="checkbox"/> Only in cases where the concentration gives rise to one or more horizontal overlaps and/or vertical links in the EEA, you should provide:	
<ul style="list-style-type: none"> - Copies of all presentations prepared by or for or received by any members of the board of management, or the board of directors, or the supervisory board, in the light of the corporate governance structure, or the other person(s) exercising similar functions (or to whom such functions have been delegated or entrusted), or the shareholders' meeting to analyse the notified concentration. - An indication of the internet address, if any, where the most recent annual reports and accounts of all the parties to the concentration are available, or if no such internet address exists, copies of the most recent annual reports and accounts of the parties to the concentration. 	
<input type="checkbox"/> Others	Describe

SECTION 15

OTHER JURISDICTIONS

Is the concentration notifiable in other jurisdictions?

☐ Yes

☐ No

If yes, list them here:

SECTION 16

DECLARATION

☐ The notifying party or parties declare that, to the best of their knowledge and belief, the information included in this form is true, correct, and complete, that true and complete copies of relevant documents have been supplied, that all estimates are identified as such and are their best estimates of the underlying facts, and that all the opinions expressed are sincere.

☐ The notifying party or parties are aware of Article 14(1), point (a), Merger Regulation.

For digitally signed forms, the following fields are for information only. They should correspond to the metadata of the corresponding electronic signature(s).

Date:

[signatory 1] Name: Organisation: Position: Address: Phone number: Email: ['e-signed' / signature]	[signatory 2, if applicable] Name: Organisation: Position: Address: Phone number: Email: ['e-signed' / signature]
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