

In case of any discrepancy between the original Danish text and the English translation of this Annex, the Danish text shall prevail.

Annex 2

Information for simplified notification of mergers

1. Description of the merger

- 1.1. Provide an executive summary of the merger, specifying the merging parties, the nature of the merger (e.g. an amalgamation between two or more previously independent undertakings, acquisition of sole or joint control or the creation of a full-function joint venture), and the areas of activity of the merging parties. Also, state the markets on which the merger will have an impact.
- 1.2. Provide a summary (up to 500 words) of the information above in a form suitable for publication, i.e. without confidential information or business secrets, cf. section 13 (4) of the Competition Act. The summary will form the basis of the Competition and Consumer Authority's publication of the merger at the time of notification.

2. Information about the parties

2.1. Information about the notifying party

State the following details for the notifying party or parties:

- a) Name and address of the undertaking.
- b) The nature of the undertaking's activities (i.e. the groups of products or services which are produced, purchased or sold by the undertaking). Areas of activity that are not part of the merger must also be stated.
- c) Name, position, address, telephone number and e-mail address of the contact person.
- d) The address to which documents can be sent, including decisions from the Competition and Consumer Authority.

2.2. Information about other parties to the merger

State the following details for each of the parties to the merger beside the notifying party:

- a) Name and address of the undertaking.
- b) The nature of the undertaking's activities (i.e. the groups of products or services which are produced, purchased or sold by the undertaking). Areas of activity that are not part of the merger must also be stated.
- c) Name, position, address, telephone number and e-mail address of the contact person.

2.3. Information about representatives

If the notification is signed by representatives of the undertakings, state name, address, telephone number and e-mail address of each representative, indicating which party to the merger the representative represents.

3. Notification to other competition authorities

If the merger has been notified or will be notified to other competition authorities, including the European Commission, state the names of these competition authorities and the name of any contact person.

4. Information about the merger itself

4.1. Describe the nature of the merger being notified with reference to the relevant criteria in the Competition Act and the Commission Consolidated Jurisdictional Notice:

- a) Identify the undertakings or persons solely or jointly controlling each of the undertakings concerned, directly or indirectly, and describe the structure of ownership and control of each of the undertakings concerned before the completion of the merger.
- b) Explain whether the proposed merger is:
 - i) An amalgamation between two or more previously independent undertakings, cf. section 12 a (1), no. 1 of the Competition Act, or
 - ii) an acquisition of sole or joint control, cf. section 12 a (1) no. 2 of the Competition Act, and if so, how control is acquired, or
 - iii) an acquisition of joint control of a full-function joint venture, cf. section 12 a (1) no. 2, cf. 12 a (2) of the Competition Act and if so, the reason for why the joint venture should be regarded as full-functioning.
- c) Explain how the merger will be implemented (e.g. by conclusion of an agreement, by the launch of a public takeover bid, etc.).
- d) Explain and document, with reference to section 12 b (1) of the Competition Act, that one of the following conditions applies at the time of notification:
 - i) An agreement has been concluded.
 - ii) A controlling interest has been acquired.
 - iii) A public takeover bid has been announced.
- e) State the planned or expected dates of important events designed to bring about the completion of the merger.

- f) Explain the direct or indirect structure of ownership and control after the completion of the merger.
- 4.2. State the value of the transaction (the purchase price or the value of all the assets involved).
- 4.3. State which sector codes (NACE codes) the merger involves.
- 4.4. Describe the strategic and economic rationale of the merger.
- 4.5. Explain why the merger in the opinion of the merging parties should be approved under a simplified notification procedure, cf. the criteria in section 12 c (7) of the Competition Act.

5. Financial information

- 5.1. For each of the undertakings concerned, state the following in DKK for the most recent financial year:
 - a) The turnover in Denmark.
 - b) The turnover in the EU.
 - c) The global turnover.
- 5.2. Explain why the merger is subject to notification to the Competition and Consumer Authority, including why the merger is not subject to notification to the European Commission.

6. Structure of ownership and control

For each of the merging parties provide a list of all undertakings belonging to the same group. This list must include:

- a) All undertakings or persons directly or indirectly controlling the merging parties.
- b) All undertakings that are active on any of the markets listed in section 7.1 below and that are directly or indirectly controlled by:
 - i) One or more of the merging parties.
 - ii) Any other undertaking identified in subsection a).

For each of the undertakings listed above, specify the type of control in question.

7. Markets

The relevant product and geographic markets serve to identify the scope within which the market power of the new entity resulting from the merger must be assessed.

The definition of the relevant market is set out in section 5 a of the Competition Act. Information about the relevant markets must be provided by the notifying party on the basis of the following definitions:

Relevant product markets

A relevant product market comprises all those products and/or services which are regarded as interchangeable and substitutable by the consumer, by reason of their characteristics, prices and intended use. A relevant product market may in some cases be composed of a number of individual products and/or services which present largely identical physical or technical characteristics and are interchangeable. Factors relevant to the assessment of the relevant product market include the analysis of why the products or services are considered part of this market and why others are not, having regard to, e.g. substitutability, conditions of competition, prices, cross-price elasticity of demand or other factors relevant to the definition of the product markets (e.g. supply-side substitutability).

In connection with the submission of the notification, provide information on all potential, plausibly affected product markets, including all potential, plausibly narrower or broader definitions of the relevant product markets upon which the merging parties operate.

Relevant geographic markets

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

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

In connection with the submission of the notification, provide information on the potential, plausibly affected geographic markets comprising Denmark or a part hereof upon which the merging parties operate.

7.1. State all relevant product and geographic markets in which

- a) two or more of the merging parties are engaged in business activities in the same market (horizontal connections); and/or
- b) one or more of the merging parties are engaged in business activities in a market, which is upstream or downstream of a market in which one or more of the other parties to the merger are engaged, regardless of whether there is a supplier/customer relationship between them or not (vertical connections).

8. Market information

- 8.1. For each of the markets listed in section 7.1 above, provide the following information for the financial year preceding the transaction:
- a) An estimate of the total size of the market in terms of sales value and volume, providing documentation of how these estimates have been calculated.
 - b) Each of the merging parties' turnover measured by value and volume, as well as each of the parties' estimated market share including a specification of whether there have been any significant changes of the sales and market shares the preceding three financial years, and an estimate of the three largest competitors' market share in terms of sales value and volume. Provide names, addresses, e-mail addresses and telephone numbers as well as contact persons for these competitors. Provide the information in excel format.

Value must be stated in Danish kroner (DKK) and volume must be stated in units. The value and volume of a market should be stated so that it reflects output minus exports plus imports in the relevant geographic markets.

- 8.2. Provide (in excel format) the names, addresses, e-mail addresses and telephone numbers as well as contact persons for each of the three largest customers and suppliers to the merging parties for each of the markets listed in section 7.1.

9. Coordination aspects related to joint ventures

If the merger constitutes a joint venture between two or more independent undertakings, cf. section 12 a (2) of the Competition Act, the following information must be provided:

- a) Whether two or more of the undertakings achieving control will retain, to a significant extent, activities in the same market as the joint venture or in a market, which is upstream or downstream from that of the joint venture or in a neighbouring market closely related to this.

If so, indicate for each of the markets:

- i) The turnover of each undertaking achieving control in the preceding financial year.
- ii) The economic significance of the activities of the joint venture in relation to this turnover.
- iii) The market share of each undertaking achieving control.

If the answer is negative, justify your answer.

- b) If the answer to section (a) is affirmative and the acquisition of the joint control in the opinion of the notifying party does not result in a coordination between independent undertakings that restricts competition within the meaning of section 6 (1) of the Competition Act and possibly of Article 101(1) of the TFEU, this must be justified.

- c) Irrespective of the answers to sections (a) and (b), explain how the criteria set out in section 8 (1) of the Competition Act and possibly Article 101 (3) of the TFEU apply.

The criteria for this are whether the transaction:

- i) contributes to improving the efficiency of the production or distribution of goods or services or to promoting technical or economic progress;
- ii) allows consumers a fair share of the resulting benefit;
- iii) does not impose on the undertakings restrictions that are not indispensable to the attainment of these objectives; and
- iv) does not afford the undertakings the possibility of eliminating competition in respect of a substantial part of the products or services in question.

10. Merger fee

At the same time as the notification is submitted, a fee of DKK 50,000 shall be transferred to the Competition and Consumer Authority's bank account in Danske Bank, registration no. 0216, account no. 4069045960.

11. Supporting documentation

The following must be enclosed with the notification:

- a) Copies of the most recently audited annual financial statements and annual reports for each of the merging parties. If business disposals or acquisitions have taken place since the end of the most recent financial year, documentation must be enclosed.
- b) Copies of the final or most recent versions of all documents concerning the merger, whether by agreement between the merging parties, acquisition of a controlling interest or a public takeover bid. In the case of a public takeover bid, provide a copy of the bidding document.
- c) Group overviews for each of the merging parties.
- d) A separate non-confidential version of the notification.
- e) Documentation for payment of the fee, cf. section 12 (e.g. a copy of the bank transfer to the Competition and Consumer Authority's bank account).

12. Declaration

Along with the information referred to in sections 1-10 above, a signed declaration must be submitted in which the notifying party declares:

- that the information stated in this notification is correct;
- that complete copies of the documents required in Annex 1 are enclosed; and
- that all statements have been made in good faith

If the declaration is made by someone other than the undertakings concerned, We/I, the undersigned guarantee that the information, etc. is submitted on behalf of all participating undertakings. We/I, the undersigned, and all the notifying parties are aware of the penalty provisions in sections 22 and 23 of the Competition Act, i.e. Consolidation Act No. 155 of 1 March 2018.

Place and date

Place and date

Signature

Signature