

**294/2016 Coll.**

**DECREE**

of 8 September 2016,

**stipulating details of the justification of a concentration notification and documents certifying facts decisive for a concentration**

The Office for the Protection of Competition stipulates pursuant to Article 26 (1) of Act No. 143/2001 Coll., on the Protection of Competition and on Amendment to Certain Acts (Act on the Protection of Competition), as amended by Act No. 340/2004 Coll., Act No. 361/2005 Coll., Act No. 71/2007 Coll., Act No. 155/2009 Coll. and Act No. 293/2016 Coll., (hereinafter referred to as the "Act"):

Article 1

(1) A mandatory part of a concentration notification (hereinafter referred to as "the notification") is a duly and completely filled concentration notification questionnaire pursuant to Annex 1 of this Decree.

(2) Where it is a notification to be discussed in a simplified procedure, a mandatory part of the notification is a duly and completely filled simplified concentration notification questionnaire pursuant to Annex 2 of this Decree.

(3) The following documents shall be attached to the notification

a) extracts from the Commercial Register or any other similar register, not older than 3 months, covering all undertakings concerned, who are required to be registered in the Commercial Register or a similar register;

b) documents, on the basis of which the concentration occurred or should occur, or documents certifying the existence of the concentration; in the case of concentration consisting of the acquisition of securities in a public takeover offer, all undertakings concerned are required to submit such documents immediately after they are drafted;

c) annual reports, including the audit of annual financial statements for the last completed accounting period of all undertakings concerned, who are required to perform the audit in accordance with special legislation;

d) consolidated financial statements for the last completed accounting period of all undertakings concerned, who are required to prepare consolidated financial statements in accordance with special legislation;

e) the scheme and method of calculating turnover, the amount of which justifies the submission of the notification and where it is clear what the net turnover (Article 14 of the Act) was achieved in the relevant accounting period by

1. the undertakings concerned;

2. persons, who will control the undertakings concerned after the implementation of the given concentration, and persons controlled by the undertakings concerned;

3. persons controlled by the person, who will control the undertakings concerned after the implementation of the concentration;

4. persons controlled jointly by two or more persons referred to in items 1-3;

f) analyses, reports, studies, surveys, and any comparable documents prepared for any member(s) of the Supervisory Board, a statutory body or any other person, who performs a similar function or who has been authorised to perform a similar function or to whom such a function was entrusted, or for the General Meeting for the purpose of assessing or analysing the concentration with respect to the conditions of competition, both actual and potential competitors, justification of the concentration, potential for business growth or expansion into other product and geographic markets, and general market conditions. Unless specified in the document itself, the date of preparation, name and position of each person, who prepared the document, shall be indicated for each of these documents.

#### Article 2

Financial data shall be stated in Czech Koruna (CZK). Financial data in foreign currencies shall be converted into Czech Koruna using the average exchange rate announced by the Czech National Bank for the period to which such financial data relates.

#### Article 3

##### **Transitory Provisions**

Any notifications submitted before the entry into force of this Decree shall be assessed in accordance with the hitherto legislation.

#### Article 4

##### **Repealing Provisions**

The Decree No. 252/2009 Coll., stipulating details of a concentration notification shall be repealed.

#### Article 5

##### **Entry into force**

This Decree shall entry into force on the thirtieth day after its publication.

Chairman:

Ing. Rafaj m.p.

**Annex 1**  
**Concentration Notification Questionnaire**

**SECTION 1**

**1. Basic Information**

1.1. Notifying parties

Indicate

1.1.1. company name of all notifying parties, or title, name, as the case may be;

1.1.2. registered office of all notifying parties, or permanent residence and place of business, as the case may be, if the undertaking does not have a registered office;

1.1.3. scope of business of all notifying parties, or activities, for the purposes of which they were established, if the notifying parties are not entrepreneurs;

1.1.4. identification numbers of all notifying parties;

1.1.5. details of the contact person, who may be the statutory body or its member or a representative of the notifying parties (name, address, phone number, fax number, e-mail address, job title of the relevant contact person);

1.1.6. address, to which documents are to be delivered to individual notifying parties if they do not have an authorised representative, or address of the databox, to which documents should be delivered.

1.2. AUTHORISED REPRESENTATIVES

Indicate the details of all representatives who have been authorised under a power of attorney to act on behalf of the individual notifying parties:

1.2.1. name of the representative, or title, company name, as the case may be;

1.2.2. permanent residence, place of business or registered office of the representative;

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

1.2.4. address, to which the documents are to be delivered to representatives, or address of the databox, to which documents should be delivered.

1.3. OTHER UNDERTAKINGS CONCERNED<sup>1)</sup>

Indicate

1.3.1. company name of all other undertakings concerned, or title, name, as the case may be;

1.3.2. registered office of all undertakings concerned, or permanent residence, address of residence and place of business, as the case may be, if the undertakings do not have a registered office;

1.3.3. scope of business of all other undertakings concerned, or activities, for the purposes of which they were established, if the notifying parties are not entrepreneurs;

1.3.4. identification number of all other undertakings concerned;

1.3.5. details of the contact person, who may be the statutory body or its member or a representative of other undertakings concerned (name, mailing address, phone number, fax number, e-mail address, job title of the relevant 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 (1) of the Act;
- b) concentration by acquisition of control (direct or indirect) over an undertaking or its part pursuant to Article 12 (2) of the Act;
- c) concentration by establishing an undertaking which is jointly controlled by more undertakings and performs all functions of an autonomous economic entity pursuant to Article 12 (5) of the Act on a lasting basis; or
- d) any other form of concentration subject to approval by the Office (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 (4) of the Act).

2.1.3. Describe the acts constituting the concentration, taking into account the economic and financial structure of the concentration.

2.1.4. If it is a concentration based on a public takeover offer, indicate whether the public takeover offer has the support of boards of directors and supervisory boards of all the undertakings concerned.

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

2.1.6. Indicate any financial or other aid from public sources, including public authorities, received by any undertaking concerned in the last 5 years, with the following classification:

- a) the source of the aid;

- b) the form of the aid;
- c) the title of the aid; and
- d) the amount of the aid.

2.1.7. Provide an economic justification of the transaction.

## 2.2. SECTORS AFFECTED

2.2.1. Indicate the sectors, in which the undertakings concerned operate.

2.2.2. Indicate the sectors, in which the following persons operate:

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

## 2.3. INFORMATION RELEVANT FOR THE CONCENTRATION APPROVAL

2.3.1. Indicate the turnover (calculated in accordance with Article 14 of the Act) of all undertakings concerned for the last accounting period achieved in the market of the Czech Republic, with the following classification:

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

2.3.2. Indicate the worldwide turnover (calculated in accordance with Article 14 of the Act) of all undertakings concerned for the last accounting period, with the following classification:

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

after the implementation of the given concentration;

e) turnover of each person, who is controlled jointly by the persons referred to in items a) to d).

### **SECTION 3**

#### **3. Ownership and Control**

##### **GROUPS OF INDIVIDUAL UNDERTAKINGS CONCERNED**

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

3.2. Provide a list of all persons who are directly or indirectly controlled:

3.2.1. by the undertakings concerned;

3.2.2. by any person referred to in item 3.1.;

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

3.3. For each person referred to in items 3.1. and 3.2., indicate

a) company name, or title, name of the person, as the case may be;

b) registered office, or permanent residence and place of business, as the case may be, if the person does not have a registered office;

c) scope of business or activities, for the purposes of which the person was established, if it is not an entrepreneur; and

d) nature and method of control.

The data referred to in this section may be illustrated by tables or diagrams to show the structure of ownership and control of the undertakings.

### **SECTION 4**

#### **4. Relevant Markets**

4.1. Indicate all types of goods (products or services) forming the scope of business of the undertakings concerned, including the persons referred to in Section 3 (or activities, for the purposes of which they were established, if it is not an entrepreneur), together with the reasoning, what goods are identical, comparable or mutually interchangeable in terms of their characteristics, price and intended use.

4.2. Indicate all the territories, where the undertakings concerned operate, including the persons referred to in Section 3, together with the reasoning, which territories are sufficiently homogeneous and clearly distinguishable from other territories with respect to the competitive conditions.

4.3 Define the relevant markets in the Czech Republic based on items 4.1. and 4.2., where the undertakings concerned operate, including the persons referred to in Section 3.

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

#### 4.5. Affected markets

List individual relevant markets defined in paragraph 4.3., where it is possible that the undertakings concerned, including the persons referred to in Section 3, reach a market share of 15% or more after the horizontal concentration, or where the undertakings concerned, including the persons referred to in Section 3, jointly or individually reach a market share of 25% or more after the vertical concentration, and estimate the position of the undertakings concerned, including the persons referred to in Section 3, in these markets.

#### 4.6. Potentially affected markets

List the relevant markets defined in paragraph 4.3., which are not affected markets listed in paragraph 4.5. and where the notified concentration could have a major impact, in cases where

a) any of the undertakings concerned, including the persons referred to in Section 3, has a market share greater than 25% and where any other undertaking concerned, including the persons referred to in Section 3, is a potential competitor in the relevant market. An undertaking may be considered a potential competitor especially if it plans to enter the market or if it has prepared or pursued such a plan in the last 2 years;

b) any of the undertakings concerned, including the persons referred to in Section 3, has a market share greater than 25% and any other undertaking concerned, including the persons referred to in Section 3, is a holder of intellectual property rights important for the relevant market;

c) any undertaking concerned, including the persons referred to in Section 3, is present in the product market, which is a neighbouring market closely related to the product market, where any other undertaking concerned, including the persons referred to in Section 3, operates and the individual or joint market shares of the undertakings concerned, including the persons referred to in Section 3, in any of these markets reach 25% or more. Product markets are closely related neighbouring markets only if the products are complementary,<sup>2)</sup> or if they belong to the same range of products, which is usually purchased by the same set of customers for the same end use; 3)

if the markets cover the whole or a part of the Czech Republic. At the same time, estimate the positions of the undertakings concerned, including the persons referred to in Section 3, in these markets.

## SECTION 5

### 5. Personnel Connections and Previous Concentrations

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

5.1. Provide a list of all other undertakings operating in the relevant markets, in which the undertakings concerned, including the persons referred to in Section 3, own individually or jointly at least 10% of the voting rights. For each undertaking in this list, list the owner and share in voting rights;

5.2. With respect to the individual undertakings, provide:

5.2.1. a list of persons, who are statutory bodies or members of statutory bodies of the undertakings concerned, who are also statutory bodies, their members or members of the supervisory boards of any other undertaking that operates in the same relevant markets as defined in paragraph 4.3.; and

5.2.2. a list of members of supervisory bodies of the undertakings concerned, who are also statutory bodies, their members or members of the supervisory boards of any other undertaking that operates in the same relevant markets as defined in paragraph 4.3.

5.3. Indicate all concentrations over the last 3 years for the relevant markets, in which the undertakings concerned, including the persons referred to in Section 3, operate, where one of the parties to the concentration was any of the undertakings concerned or including the persons referred to in Section 3.

The data referred to in this section may be illustrated by organisational tables or diagrams of individual undertakings concerned.

## **SECTION 6**

### **6. Information on Relevant Markets**

#### 6.1. Information on affected markets

For individual affected markets defined in paragraph 4.5., indicate data for the last 3 years preceding the concentration, with the following classification

a) the territory of the Czech Republic; and

b) the territory which is, in the opinion of the notifying parties, distinguishable from the territory of the Czech Republic with regard to paragraph 4.2.

6.1.1. The estimate of the overall size of individual affected markets in terms of the turnover (in Czech Koruna) and the quantity (volume units of goods). Indicate the basis and sources for the calculations and submit documents to confirm these calculations;

6.1.2. The turnover expressed as a figure and quantity as well as the estimated market shares of each of the undertakings concerned, including the persons referred to in Section 3;

6.1.3. The estimated market shares in terms of the turnover figure (and quantity where possible) of all undertakings, including importers, who have a market share of at least 10% of the defined affected market. Provide documents to confirm the calculations of these market shares and indicate the company name, or title, registered office or permanent residence and place of business, as the case may be, and the phone and fax numbers and the relevant contact person of these undertakings;

6.1.4. Estimated value of the total turnover of imports, total imported quantities and sources of imports, and indicate

a) the share of imports that come from groups, which include the undertakings concerned, including the persons referred to in Section 3, expressed as a turnover figure (in Czech Koruna) and quantity



(volume units of goods);

b) an estimate to what extent these imports are affected by quotas, tariffs or non-tariff barriers to trade; and

c) an estimate to what extent these imports are affected by transport and other costs;

6.1.5. An estimate to what extent the affected markets are affected by

a) transport and other costs; and

b) other non-tariff barriers to trade;

6.1.6. The manner, in which the undertakings concerned, including the persons referred to in Section 3, produce and sell the goods, for example, whether they produce locally or sell through a local distribution network;

6.1.7. A comparison of price levels in the Czech Republic of individual undertaking concerned, including the persons referred to in Section 3, and a detailed comparison of price levels with other regions where these goods are produced or sold;

6.1.8. The nature and extent of the vertical integration of all undertakings concerned, 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 paragraph 4.6. exist, submit information according to paragraph 6.1. also in relation to such markets.

## **SECTION 7**

### **7. General Conditions in Relevant Markets**

#### 7.1. General conditions in affected markets

The structure of supply in affected markets

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

7.1.2. List the distribution networks and service networks that exist within the means of distribution in the affected markets. Take into account the following:

a) the methods of distribution prevailing in the market and their importance in these markets; to what extent is distribution performed by third parties and to what extent by undertakings that belong to the same group as the person referred to in Section 3;

b) services prevailing in the market (such as maintenance and repairs), their importance in these markets and the method of their provision (such as through independent providers or exclusive

distributors), to what extent these services are performed by third parties and to what extent by undertakings, who belong to the same group as the persons referred to in Section 3.

7.1.3. Provide an estimate of the total capacity of the individual affected markets in the Czech Republic for the past 3 years and the share, which is accounted for individual undertakings concerned, including the persons referred to in Section 3, during this period; furthermore, indicate the actual capacity utilisation of the relevant market in this period.

7.1.4. Specify other relevant data on the supply, if such exists in the opinion of the notifying parties.

The 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 individual affected markets and their individual shares in the total goods turnover of the undertakings concerned (indicate the company name or name, registered office, permanent residence or place of business, phone number, fax number and the relevant contact person of all these customers).

7.1.6. Explain the structure of demand in terms of

a) market phases (such as start, expansion, maturity and decline, and the expected growth rate of demand);

b) importance of consumer preferences in terms of brand loyalty, product differentiation and the provision of a full range of goods;

c) degree of concentration or dispersion of consumers;

d) segmentation of consumers into different groups, and describe the "typical consumer" of each group;

e) importance of exclusive distribution agreements and other types of long-term contracts; and

f) questions regarding what part of the total demand consists of inquiries of public administration, government agencies, state enterprises and other similar entities.

Market entry

7.1.7. Indicate whether there has been any significant entry into any affected markets in the past five years.

If so, indicate the company name or name, registered office, permanent residence or place of business, and the estimated current market shares in individual affected markets.

7.1.8. List those undertakings, who are likely to enter individual affected markets (including those who currently operate only in markets outside the Czech Republic).

If there are any, indicate their company name or name, registered office, permanent residence or place of business, and the estimated date of such entry.

7.1.9. Describe the various factors that affect the entry into individual affected markets and

explore the possibility of entry both in terms of geography and in terms of types of products. Take into account the following:

- a) total costs of entry (research and development, establishment of distribution networks and service networks, promotion, advertising, servicing, etc.) to the extent corresponding to the costs of a potential competitor capable of competing;
- b) any legal barriers to entry such as government authorisations or standardisation in any form;
- c) any restrictions arising from the existence of industrial or other intellectual property rights in the affected markets and any restrictions arising from licensing agreements regarding the subjects of such rights;
- d) the extent, to which the undertakings concerned are licensees or licensors in relation to the subjects of the industrial or other intellectual property rights;
- e) importance of economies of scale in production in the affected markets; and
- f) access to sources of supply necessary for operating in the affected markets, such as availability of raw materials.

#### Research and development

7.1.10. Explain the importance of research and development for the long-term competitiveness of undertakings operating in individual affected markets. Explain the nature of research and development in the affected markets carried out by the undertakings concerned.

Take into account the following:

- a) intensity and dynamics of research and development in individual affected markets and the corresponding intensity and dynamics of research and development of the undertakings concerned;
- b) course of the technological development characteristic for individual affected markets (including development of products, production processes, distribution systems, etc.);
- c) major innovations that occurred in individual affected markets and the undertakings that implemented them; and
- d) innovation cycle in individual affected markets and part of the cycle, where the parties are.

#### Cooperation agreements

7.1.11. Indicate to what extent there are horizontal or vertical cooperation agreements in the individual affected markets.

7.1.12. Provide details of the most important cooperation agreements concluded by the parties to the concentration in individual affected markets, such as research and development agreements, licensing agreements, joint production, specialisation, distribution, long-term supply and information exchange agreements.

## Associations of undertakings

### 7.1.13. Indicate

- a) association of undertakings operating in individual affected markets (associations, unions, societies, chambers, etc.), mark those whose members are the undertakings concerned;
- b) the most important associations of undertakings, whose members are customers, consumers or suppliers of the undertakings concerned..

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

### 7.2. General conditions in potentially affected markets

If there are relevant markets as defined in paragraph 4.6, provide information in accordance with paragraph 7.1 also in relation to those 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, operates in markets other than the relevant markets referred to in paragraphs 4.5. and 4.6., provide

8.1.1. Descriptions of these individual relevant markets with the reasons why certain goods are included in such markets (and why other goods are excluded) due to their properties, prices and intended use;

8.1.2. An estimate of the market shares of these undertakings concerned, including the persons referred to in Section 3, in the individual relevant markets referred to in paragraph 8.1. for the last calendar year, with the following classification

- a) the territory of the Czech Republic; and
- b) the territory which is, in the opinion of the notifying parties, distinguishable from the territory of the Czech Republic with regard to paragraph 4.2.

#### 8.2. Expected consequences of the concentration

Describe how the concentration is likely to affect the interests of suppliers, customers and end consumers and how it will contribute to promoting technical or economic development.

#### 8.3. Commitments in favour of maintaining effective competition

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

#### 8.4. Supplemental restrictions

In case the undertakings concerned intend to submit to restrictions directly related to the concentration and necessary for its implementation (such as a non-competition clause), specify them and explain their effect on the final shape of the concentration of undertakings.

#### 8.5. Benefits of the concentration

List all justified and probable benefits resulting from the concentration, where it is possible to counteract the effects on competition, and in particular the potential harm to consumers that might otherwise arise due to the concentration.

### SECTION 9

#### 9. Information Relevant to the Assessment of the EU Dimension

9.1. Indicate the total turnover of the undertakings concerned for each of the EU Member States calculated according to Article 5 of Council Regulation (EC) No. 139/2004 of 20 January 2004 on the control of concentrations of undertakings.<sup>4)</sup> In this context, indicate in which EU Member States the concentration is subject to approval.

9.2. Indicate the total turnover of the undertakings concerned in the European Union calculated according to Article 5 of Council Regulation (EC) No. 139/2004 of 20 January 2004 on the control of concentrations between undertakings.

### SECTION 10

#### 10. Declaration

Notifying party .....,

Represented by .....,

Declares that all information provided in this questionnaire is correct and complete.

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

**Annex 2**  
**Simplified Concentration Notification Questionnaire**

**SECTION 1**

**1. Basic Information**

1.1. Notifying parties

Indicate

1.1.1. company name of all notifying parties, or title, name, as the case may be;

1.1.2. registered office of all notifying parties, or permanent residence and place of business, as the case may be, if the undertaking does not have a registered office;

1.1.3. scope of business of all notifying parties, or activities, for the purposes of which they were established, if the notifying parties are not entrepreneurs;

1.1.4. identification numbers of all notifying parties;

1.1.5. details of the contact person, which may be the statutory body or its member or a representative of the notifying parties (name, address, phone number, fax number, e-mail address, job title of the relevant contact person);

1.1.6. address, to which documents are to be delivered to individual notifying parties if they do not have an authorised representative, or the address of the databox, to which documents should be delivered.

1.2. AUTHORISED REPRESENTATIVES

Indicate the details of all representatives who are authorised under a power of attorney to act on behalf of individual notifying parties:

1.2.1. name of the representative, or title, company name, as the case may be;

1.2.2. permanent residence, place of business or registered office of the representative;

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

1.2.4. address, to which documents are to be delivered to representatives, or address of the databox, to which documents should be delivered.

1.3. OTHER UNDERTAKINGS CONCERNED<sup>5)</sup>

Indicate

1.3.1. company name of all other undertakings concerned, or title, name, as the case may be;

1.3.2. registered office of all undertakings concerned, or permanent residence, address of residence and place of business, as the case may be, if the undertakings do not have a registered office;

1.3.3. scope of business of all other undertakings concerned, or activities, for the purposes of which they were established, if the notifying parties are not entrepreneurs;

1.3.4. identification number of all other undertakings concerned;

1.3.5. details of the contact person, who may be the statutory body or its member or a representative of other undertakings concerned (name, mailing address, phone number, fax number, e-mail address, job title of the relevant contact person).

## **SECTION 2**

### **2. Details of the Concentration**

Indicate which of the conditions stipulated in Article 16a of the Act the notified concentration fulfils.

#### **2.1. NATURE OF THE CONCENTRATION**

2.1.1. Indicate what form of the concentration pursuant to Article 12 of the Act it is

a) concentration by merger pursuant to Article 12 (1) of the Act;

b) concentration by acquisition of control (direct or indirect) over an undertaking or its part pursuant to Article 12 (2) of the Act;

c) concentration by establishing an undertaking which is jointly controlled by more undertakings and performs all functions of an autonomous economic entity pursuant to Article 12 (5) of the Act on a lasting basis; or

d) any other form of concentration subject to approval by the Office (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 (4) of the Act).

2.1.3. Describe the acts constituting the concentration, taking into account the economic and financial structure of the concentration.

2.1.4. If it is a concentration based on a public takeover offer, indicate whether the takeover offer has the support of the boards of directors and supervisory boards of all the undertakings concerned.

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

2.1.6. Indicate any financial or other aid from public sources, including public authorities, received by any undertaking concerned in the last 5 years, with the following classification:

- a) the source of the aid;
- b) the form of the aid;
- c) the title of the aid; and
- d) the amount of the aid.

2.1.7. Provide an economic justification of the transaction.

## 2.2. SECTORS AFFECTED

2.2.1. Indicate the sectors, in which the undertakings concerned operate.

2.2.2. Indicate the sectors, in which the following persons operate

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

## 2.3. INFORMATION RELEVANT FOR THE CONCENTRATION APPROVAL

2.3.1. Indicate the turnover (calculated in accordance with Article 14 of the Act) of all undertakings concerned for the last accounting period achieved in the market of the Czech Republic, with the following classification:

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

2.3.2. Indicate the worldwide turnover (calculated in accordance with Article 14 of the Act) of all undertakings concerned for the last accounting period, with the following classification:

- a) turnover of each of the undertakings concerned;
- b) turnover of each person who will control the undertakings concerned after the implementation of the concentration;
- c) turnover of each of the persons who are controlled by the undertakings concerned;



d) turnover of each of the persons controlled by the person, who will control the undertakings concerned after the implementation of the given concentration;

e) turnover of each of the persons, who are controlled jointly by persons referred to in items a) to d).

### **SECTION 3**

#### **3. Ownership and Control**

##### GROUPS OF INDIVIDUAL UNDERTAKINGS CONCERNED

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

3.2. Provide a list of all persons who are directly or indirectly controlled by

3.2.1. the undertakings concerned;

3.2.2. any of the persons referred to in item 3.1.;

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

3.3. For each person referred to in items 3.1. and 3.2., indicate

a) company name, or title, name of the person, as the case may be;

b) registered office, or permanent residence and place of business, as the case may be, if the person does not have a registered office;

c) scope of business or activities, for the purposes of which the person was established, if it is not an entrepreneur; and

d) nature and method of control.

The data referred to in this section may be illustrated by tables or diagrams to show the structure of ownership and control of the undertakings.

### **SECTION 4**

#### **4. Relevant Markets**

4.1. Indicate all types of goods (products or services) forming the scope of business of the undertakings concerned, including the persons referred to in Section 3 (or activities, for the purposes of which they were established, if it is not an entrepreneur), together with the reasoning, what goods are identical, comparable or mutually interchangeable in terms of their characteristics, price and intended use.

4.2. Indicate all the territories, where the undertakings concerned operate, including the persons referred to in Section 3, together with the reasoning, which territories are sufficiently homogeneous and clearly distinguishable from other territories with respect to the competitive conditions.

4.3. Define the relevant markets in the Czech Republic based on items 4.1. and 4.2., where the undertakings concerned operate, including the persons referred to in Section 3.

4.4. For the individual relevant markets defined in paragraph 4.3., indicate the estimate of market shares in terms of the turnover figure (and quantities where possible) of all undertakings concerned, including the persons referred to in Section 3, and all importers over the last 3 years preceding the concentration, with the following classification

a) the territory of the Czech Republic; and

b) the territory which is, in the opinion of the notifying parties, distinguishable from the territory of the Czech Republic with regard to the definition in paragraph 4.2.

4.5. Indicate if there is any degree of vertical integration of individual undertakings concerned, including the persons referred to in Section 3. In addition, indicate whether and in what relevant markets as defined in paragraph 4.3. vertical integration between individual undertakings concerned, including the persons referred to in Section 3, will occur due to the concentration.

## **SECTION 5**

### **5. Personnel Connections and Previous Concentrations**

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

5.1. Provide a list of all other undertakings operating in the relevant markets, in which the undertakings concerned, including the persons referred to in Section 3, own individually or jointly at least 10% of the voting rights. For each undertaking in this list, list the owner and share in voting rights.

5.2. With respect to the individual undertakings provide:

5.2.1. list of persons, who are statutory bodies or members of statutory bodies of the undertakings concerned, who are also statutory bodies, their members or members of the supervisory boards of any other undertaking that operates in the same relevant markets as defined in paragraph 4.3.; and

5.2.2. a list of members of supervisory bodies of the undertakings concerned, who are also statutory bodies, their members or members of the supervisory boards of any other undertaking that operates in the same relevant markets as defined in paragraph 4.3.

5.3. Indicate all concentrations over the last 3 years for the relevant markets, in which the undertakings concerned, including the persons referred to in Section 3, operate, where one of the parties to the concentration was any of the undertakings concerned or including the persons referred to in Section 3.

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

## SECTION 6

### 6. General Information

#### 6.1. Supplemental restrictions

In case the undertakings concerned, including the persons referred to in Section 3, intend to submit to restrictions directly related to the concentration and necessary for the implementation of the concentration (such as a non-competition clause), specify them and explain their effect on the final shape of the relevant concentration of undertakings.

#### 6.2. Benefits of the concentration

List all justified and probable benefits resulting from the concentration, where it is possible to counteract the effects on competition, and in particular the potential harm to consumers that might otherwise arise due to the concentration.

## SECTION 7

### 7. Information Relevant to the Assessment of the EU Dimension

7.1. Indicate the total turnover of the undertakings concerned for each of the EU Member States calculated according to Article 5 of Council Regulation (EC) No. 139/2004 of 20 January 2004 on the control of concentrations of undertakings.<sup>6)</sup> In this context, indicate in which EU Member States the concentration is subject to approval.

7.2. Indicate the total turnover of the undertakings concerned in the European Union calculated according to Article 5 of 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 information provided in this questionnaire is correct and complete.

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

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1) Other undertakings concerned for the purposes of this questionnaire are undertakings or part thereof, the control of which is to be gained by the notifying party(parties) due to the concentration (Article 12 (2) of the Act), and undertakings established within the meaning of Article 12 (5) of the Act, who are jointly controlled by multiple undertakings and who have performed all functions of an autonomous economic entity on a lasting basis.

2) Products or services complement each other, if e.g. the use or consumption of one product essentially implies the use or consumption of another product, such as for example in the case of an office stapler and staples, and printers and ink cartridges.

3) Examples of such products are whiskey and gin sold to bars and restaurants, or different materials intended for packaging of certain identical or similar types of goods sold to producers of such goods.

4) The matters of turnover calculations are also regulated by the Consolidated Commission Communication on Jurisdictional Notice under Council Regulation (EC) No. 139/2004 on the control of concentrations between undertakings (2008/C 95/01), in Part C.

5) Other undertakings concerned for the purposes of this questionnaire are undertakings or part thereof, the control of which is to be gained by the notifying party(parties) due to the concentration (Article 12 (2) of the Act), and undertakings established within the meaning of Article 12 (5) of the Act, who are jointly controlled by multiple undertakings and who have performed all functions of an autonomous economic entity on a lasting basis.

6) The matters of turnover calculations are also regulated by the Consolidated Commission Communication on Jurisdictional Notice under Council Regulation (EC) No. 139/2004 on the control of concentrations between undertakings (2008/C 95/01), in Part C.