

SCHEDULE III

[Sections 12(1) and (2), 14, 15, 17, 23(2)(a), 27(2)(a), 29(1)(a)]

INFORMATION REQUIRED TO BE INCLUDED IN THE NOTIFICATION OF A CONCENTRATION

1. The person who has the obligation for notification–

- (a) The person who has the obligation for notification shall state in relation to every participating undertaking–
 - (i) the name and address of the undertaking,
 - (ii) the nature of the commercial activity in which the undertaking is engaged,
 - (iii) the name, address, telephone number and fax number of the person through whom one may communicate with this undertaking and the position the said person holds in it.
- (b) When one or more representatives (whether those referred to in subparagraph (a)(iii) above or other persons) have been authorised to sign the notification on behalf of one or more of the participating undertakings, the notification must be accompanied by the relevant receipt and each one of the representatives shall be identified by his name, address, telephone number and fax number and the passport or ID number as follows:

AUTHORISATION

“I, the undersigned [Full name], citizen of [State], with Passport No. [number], or with ID number [number] on behalf of [name of natural or legal person who has the obligation for notification], hereby authorise Mr/Ms [full name] citizen of [State], with Passport No. [number] or with ID number [number], address [address], telephone number [telephone number], and fax number [fax number] in order to:

1. Proceed and sign the Final Declaration of the Notification of Concentration [Title of Notification of Concentration] in accordance with section 14 and Schedule III of the Control of Concentrations Between Undertakings Law.
2. The contact person with the Commission for the Protection of Competition Law of the Republic of Cyprus in relation to the above mentioned Notification of Concentration, is [name of the person who has the obligation for notification].”

[Place of Signing], [Date]

(Signature)

[Name and position of the signing person concerning the person who has the obligation for notification].”

2. Supporting Documents–

- (a) The completed notification must be accompanied by the following:
 - (i) copies of the final or most recent documents bringing about the concentration, whether by agreement or following a public announcement of the intention or final decision of acquisition proposal,
 - (ii) in the case of final decision of acquisition proposal, a copy of the public announcement and of the offer document, if this is available, and in the case of a public bid, a copy of the public announcement of the intention of a bid. If those documents are not available at the time of notification, then, copies of those documents should be submitted as soon as possible and, in any case, not later than when they are posted to those to whom they must be sent,
 - (iii) copies of the most recent annual reports and audited financial statements of all the parties to the concentration,

- (iv) copies of reports or analyses prepared for the purposes of the concentration from which information has been acquired for the fulfilment of the conditions of paragraphs 3 to 6 below,
 - (v) a list and a short description of the contents of all the other analyses, reports, studies and surveys prepared by or for any of those who have the obligation for notification for the purpose of assessing or analysing the proposed concentration with respect to the conditions of competition, the competitors (actual and potential) and the market conditions. Each document in the list must include the name and position held by its author.
- (b) The notification shall be submitted in one of the official languages of the Republic. The supporting documents may also be submitted in English. If these documents have been written in original language other than these languages, the document shall be submitted both in the original language as well as in translation into one of the official languages of the Republic. The supporting documents may be originals or copies of the originals. In the latter case, the notifying party shall confirm that the said copies are true and complete.
- (c) The person who has the obligation for notification must submit to the offices of the Commission in print (two (2) copies) and in electronic form all the documents of the notification.
- (d) The copy of the agreement required for the purposes of this Law shall be stamped, unless the agreement was concluded in a country where the national legislation does not require the stamping of agreements.

3. Details of the concentration:

- (a) The nature and scope of the concentration must be described summarily, including details of the following:
 - (i) which of the instances referred to in sections 3 and 6 of the

Law created the circumstances from which the concentration arose,

- (ii) whether the whole or parts of the undertakings are subject to the concentration,
- (iii) in the case of a public tender, whether the tender for the shares of one party by another party has the support of the administrative board or of the legal representative of the former party.

(b) Explanation of the purpose of the concentration.

(c) To be stated whether the concentration has been notified to other Competition Authorities of the member states. If yes, to which, when, and whether it has received approval.

(d) The financial and structural details of the concentration must be described, including–

- (i) any financial or other support received from any source (including public authorities) by any of the participants in the concentration,
- (ii) the proposed structure of ownership and control after the completion of the concentration,
- (iii) the proposed or expected date of appearance of any major events designed to bring about the completion of the concentration.

(e) The person who has the obligation for notification–

- (i) provides details for each of the undertakings regarding the turnover in the Republic and world-wide turnover, in accordance with the provisions of Schedule II;
- (ii) provides details for every participant in the concentration regarding profits before the deduction of taxes and the number of persons employed within and outside the Republic.

4. Ownership and control

For each of the parties to the concentration referred to in paragraph 3 above, details must be given about all undertakings belonging to the same group in any of the ways referred to in subparagraphs (b) to (e) of paragraph 4 of Schedule II, mentioning in each case the nature of the controlling interest and the ways in which it has been acquired. In such a case, the relevant undertakings must collectively hereinafter be referred to as "groups of undertakings".

5. Personal and economic links

For each group of undertakings details must be given about any other undertakings which are active in the affected markets (as defined in Schedule I):

- (a) in which the group holds, either alone or together with other groups, at least ten per cent (10%) of the shares or voting rights,
- (b) which have as members of their boards of directors the members of the boards of directors of this group, mentioning in each case the names of the members concerned.

6. A description and analysis of all the relevant product markets and relevant geographic markets as well as of all the reasonable alternative definitions of relevant product and geographic markets concerning the concentration, in accordance with the definitions of Schedule I.

7. A description and analysis of the affected markets and other markets where the notified concentration might have significant implications, as defined in Schedule I.

On the basis of the definitions given for every affected market and for every other market where the notified concentration might have significant implications the person who has the obligation for notification shall take the following actions:

- (a) Mention or estimate, where necessary—
 - (i) the value of the turnover in the market and, when it is deemed expedient, the volume in production units (excluding exports

but including imports). The basis and the sources of calculations and, where available, documents for the confirmation of these calculations shall be mentioned,

- (ii) the expected development of demand,
 - (iii) the turnover of each group of undertakings,
 - (iv) the market share of each one of the competitors of each of the parties to the concentration and the name, address, telephone and fax numbers of each one of these competitors (where known),
 - (v) pursuant to subparagraph (iv), by estimation, the HHI index, before and after the concentration, and the difference between the two (Δ) and the percentage of the market shares used as a basis for the calculation of the HHI,
 - (vi) the value of the imports into this market and their origin, including the proportion of these imports which is effected by the groups referred to in subparagraph (iii),
 - (vii) the tariff and non-tariff barriers to imports,
 - (viii) the importance of economies of scale for the production or distribution of the products in the affected markets,
 - (ix) the way that the planned concentration might affect the interests of intermediate and ultimate consumers.
- (b)
- (i) State whether there has been any significant entry of any undertaking in the market in the last five (5) years and whether any such entry is likely in the following five (5) years,
 - (ii) describe the factors which affect the entry into the market, taking into account–
 - the cost of entry on a viable production scale,
 - the need for government authorization or compliance with specific legal or institutional standards or controls,
 - the access to raw materials, and

- the existence and importance of patents or agreements on technical know-how in the market.
- (c) Describe the importance of research and development to the extent that they affect the ability of the undertaking operating in the market to compete in the long term and explain the nature of the research and development in the market carried out by groups of undertakings, and–
- (i) estimate the cost of research and development as a percentage of the turnover,
 - (ii) describe the major innovations that have been resulted from the research and development in the last five (5) years and mention the undertakings which brought about these innovations in the market, and
 - (iii) describe the extent to which the groups of undertakings or the undertakings included therein are franchisers or holders of patents or participate in know-how agreements which affect the market.
- (d) Explain the distribution systems and the services networks that exist on the market, mentioning in particular any undertakings constituting part of the groups of undertakings mentioned in paragraph (d) above and providing distribution or maintenance services to a significant extent.
- (e) (i) Describe the structure of supply and demand mentioning in particular–
- any easily definable categories of suppliers or customers, and
 - the extent to which public authorities, government services or state undertakings are suppliers or customers,

- (ii) provide details of the five (5) largest suppliers of the parties to the concentration and of their individual shares as regards the supplies purchased by these parties,
- (iii) provide details of the five (5) largest customers of the parties to the concentration and of their individual shares as regards the sales of the parties to the concentration to these customers.

(f) Record the names, addresses and telephone and fax numbers of the main commercial contacts in the market.

8. Joint Venture:

(a) In case the notified act falls within the context of paragraph (b) of subsection (1) of section 6 of this Law, it must be answered whether two or more parent undertakings retain to a significant extent activities in the same market with the joint venture or in a market which is downstream or upstream from that of the joint venture or in a neighbouring market closely related to this market.

In case of an affirmative answer, please indicate for each one of the said markets:

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

If the answer is negative, please justify this answer.

(b) If the answer in subparagraph (a) is affirmative, it shall be justified why the creation of the joint venture does not lead to coordination between independent undertakings that restricts competition within the meaning of section 3 of the Protection of Competition Law, as from time to time amended or substituted.

(c) Without prejudice to subparagraphs (a) and (b) and in order for the Commission to be in position to conduct a complete appraisal of the case,

it must be explained why the criteria of section 4 of the Protection of Competition Law, as from time to time amended or substituted, are satisfied.

9. Confidentiality

Where any of the information included in the notification is considered as confidential or as a business secret by the parties concerned by the concentration because its disclosure will damage the undertakings concerned by the concentration, this must be clearly marked as confidential or as a business secret and the reasons justifying why this information should not be published or disclosed must be mentioned. Such information may, in exceptional cases, be submitted in a separate envelope and due reference must be made in the text of the notification.

10. Final statement

All the persons referred to in subparagraph (b) of paragraph (1) of this Schedule must attach to the notification a signed statement by them certifying that all the information included in this notification is to the best of their knowledge and belief true, that all estimates are the best that may be given and ascertained, that all the opinions expressed are sincere and that they are aware of the administrative sanctions imposed in accordance with section 40 of this Law.

11. Notification fees

(a) The notification shall be accepted subject to the payment of a fee of one thousand (1.000) euros.

(b) The full investigation proceedings will commence upon the payment to the Commission of a fee of six thousand (6.000) euros.

