

SCHEDULE IV
[Section 25(b)]
COMMITMENTS NOTIFICATION FORM
PURSUANT TO SECTION 25(b)

1. Introduction

This form specifies the information and documents to be simultaneously submitted by the participating undertakings when offering commitments pursuant to paragraph (b) of section 25 of this Law.

2. Description of the commitment

(a) Provide detailed information on :

- (i) The object of the commitments offered, and
- (ii) the conditions for their implementation.

(b) In cases where the commitments offered consist in the divestiture of a business there shall be prescribed in paragraph 5 of this Schedule the specific information required.

3. Suitability to remove competition concerns

Provide evidence proving the suitability of the commitments offered to remove the significant impediment of effective competition identified by the Commission.

4. Summary of commitments

Provide a non-confidential summary of the nature and scope of the commitments offered and why, in your view, they are suitable to remove any significant impediment to effective competition. The Commission may use this summary for the market test of the commitments offered with third parties.

5. Information on a business to be divested

In case the commitments offered consist in the divestiture of a business, please provide the following information and documents:

- (1) General information on the business to be divested.

There shall be required the following information as to the current operation of the business to be divested as well as changes already planned for the future:

(a) A description of the business to be divested, in general, including the entities belonging to it, their seat and place of management, other locations for production or provision of services, the general functional structure and any other relevant information relating to the administrative structure of the business to be divested.

(b) A report and description of any legal obstacles for the transfer of the business to be divested or the assets to be sold, including third party rights and administrative authorisations required.

(c) A list and description of the products manufactured or services provided, in particular their technical and other characteristics, the brand names involved, the turnover generated with each of these products or services, and any innovations or new products or services planned.

(d) A description of the level on which the essential functions of the business to be divested are operated if they are not operated on the level of the business to be divested itself, including such functions as research and development, production, marketing and sales, logistics, customers, suppliers, IT systems, etc. The description should contain the role performed by those other levels, the relations with the business to be divested and the resources (personnel, assets, financial resources, etc.) involved in the function.

(e) A description in detail of the links between the business to be divested and other undertakings controlled by the notifying parties (irrespective of the direction of the link), such as:

(i) supply, production, distribution, service or other contracts,

(ii) shared tangible or intangible assets,

(iii) shared or seconded personnel,

(iv) shared IT systems or other systems, and

(v) shared customers.

(f) A description, in general terms, of all relevant tangible and intangible assets used and/or owned by the business to be divested, including, in any case, IP rights and brand names.

(g) An organisational chart mentioning the number of personnel currently working in each of the functions of the business to be divested and a list of those employees who are indispensable for the operation of the business to be divested, describing their functions.

(h) A description of the customers of the business to be divested, including a list of customers, a description of the corresponding records available, provision of the total turnover generated by the business to be divested with each of these customers (in euro and as percentage of the total turnover of business to be divested).

(i) The financial data for the business to be divested, including the turnover and the Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) achieved in the last two years, and the forecast for the next two years.

(j) Identification and description of any changes that have occurred in the last two years, in the organisation of the business to be divested or in the links with other undertakings controlled by the notifying parties.

(k) Identification and description of any changes, planned for the next two years, in the organisation of the business to be divested or in the links with other undertakings controlled by the notifying parties.

(2) General information on the business to be divested as described in the commitments.

A description of the areas where the business to be divested as set out in the commitments offered differs from the nature and scope of the business as currently operated.

(3) Acquisition by a suitable purchaser.

Analysis of the reasons why, the business will be acquired by a suitable purchaser in

the time-frame proposed in the commitments offered.