

*Unofficial translation*

Pursuant to the sixth paragraph of Article 43 of the Prevention of Restriction of Competition Act (Uradni list RS (Official Gazette of the Republic of Slovenia) No 36/08), the Government of the Republic of Slovenia hereby issues the following

## DECREE

defining the contents of the concentration of companies notification form  
*(Only the Slovenian version shall be deemed authentic)*

### Article 1

This Decree lays down the contents of the concentration of companies notification form (hereinafter referred to as: the form) that undertakings must submit to the Competition Protection Office of the Republic of Slovenia (hereinafter referred to as: the Office), notifying concentration when the conditions referred to in Article 42 of the Prevention of Restriction of Competition Act (Uradni list RS (Official Gazette of the Republic of Slovenia) No. 36/08; hereinafter: the Act) are met.

### Article 2

Undertakings must notify the Office of concentration by means of the form given in the Annex that forms an integral part of this Decree.

### Article 3

The information given on the form by notifying undertakings must be true and complete. Where information required by the form is not available to the undertakings and remains unavailable in spite of their efforts to provide it, this must be stated on the form, together with a statement of where the Office can obtain the information.

### Article 4

In cases referred to in the previous article, the Office may require notifying parties to provide their own estimates for missing data and to substantiate the estimates in writing.

#### Article 5

On notification, the notifying undertakings may request from the Office permission not to complete all the points on the form if they consider that the data required under certain points are not necessary for a correct and complete notification of concentration or for its assessment.

#### Article 6

Annexes to individual points in the form must be appropriately indicated and the number of pages of an enclosed document stated. An indication of an enclosed document and the number of pages shall also be stated in individual points of the form.

#### Article 7

This Decree shall enter into force 15 days after its publication in Uradni list RS (Official Gazette of the Republic of Slovenia).

No. 00713-13/2009/4  
Ljubljana, 30 April 2009  
EVA 2009-2111-0012

Government of the Republic of Slovenia

Borut Pahor  
PRIME MINISTER

**CONCENTRATION NOTIFICATION FORM**

**1. PARTIES TO THE CONCENTRATION**

1.1 Undertaking or undertakings which must notify concentration (hereinafter: the notifying party) must indicate:

Information on each notifying party:

- 1.1.1 name or enterprise;
- 1.1.2 registration number;
- 1.1.3 address or registered office (street, house number, postal code and place),
- 1.1.4 telephone number and fax number;
- 1.1.5 economic areas in which it is active;
- 1.1.6 contact person (name, position, telephone number, fax number and e-mail address);
- 1.1.7 representative (name, position, enterprise, address, telephone number, fax number and e-mail address);
- 1.1.8 authorised agent (name, address, telephone number, fax number and e-mail address).

The representative and/or agent of the notifying party must produce written proof that they are authorised to act.

1.2 Undertakings taken over:

For each undertaking taken over:

- 1.2.1 name or company;
- 1.1.2 registration number;
- 1.2.3 address or business address (street, house number, postal code, place);
- 1.2.4 telephone and fax numbers;
- 1.2.5 economic areas in which it is active;
- 1.2.6 contact person (name, position, telephone number, fax number and e-mail address);
- 1.2.7 representative (name, position, enterprise, address, telephone number, fax number and e-mail address);

### 1.3 Joint notification

Has a joint representative or authorised person been appointed in the joint notification?

If yes, please give the following details:

1.3.1. name of joint representative and/or authorised person;

1.3.2 address of joint representative and/or authorised person;

1.3.3 name of the contact person (and address, if different from 1.3.2.);

## 2 DETAILS OF THE CONCENTRATION

2.1 In order to notify a concentration, tax must be paid in accordance with the act governing administrative taxes. Tax shall be paid to transaction account number 0110-1000350460, reference 11 21210-7111231.

2.2 Describe the nature of the concentration being notified. In doing so, state:

(a) whether the proposed concentration is a

- merger of two or more previously independent undertakings or parts of undertakings;
- acquisition of sole or joint control over the whole or parts of one or more undertakings by purchasing securities or property, by contract or in any other way;
- creation of a joint venture performing all the functions of an independent undertaking on a lasting basis as referred to in the third indent of the first paragraph of Article 10 of the Act (complete joint venture);

(b) whether the whole or individual parts of one or more undertakings are subject to the concentration;

(c) a brief explanation of the economic and financial structure of the concentration;

(d) whether the supervisory board, the board of directors or another body legally representing the undertaking taken over agrees to a public bid for the purchase of securities;

(e) the proposed or expected date of any major events designed to bring about completion of the concentration;

(f) the proposed structure of ownership and control after completion of the concentration;

(g) any financial or other support received from whatever source (including public authorities) by any of the parties to the concentration and the nature and amount of this support.

- 2.3 State the list of economic areas to which the concentration applies.
- 2.4 State the value of the transaction (purchase price or the value of property or resources).
- 2.5 For each party to the concentration and other undertakings in the group, state the annual turnover in the market of the Republic of Slovenia in the preceding financial year. Submit documents and parts of accounting statements or annual reports if not available in public records, from which the stated annual turnover derives. The term "undertakings belonging to the same group" is defined in point 5 of Article 3 of the Act.
- 2.6 Submit annual reports with audited financial statements of the parties to the concentration for at least the last three financial years if they are not available in public records. In the event that a participant is not obliged to audit accounting statements, regular accounting statements must be submitted.
- 2.7 Describe the economic justification for the concentration.

### **3 OWNERSHIP AND CONTROL**

For each of the parties to the concentration provide a list of all undertakings belonging to the same group.

This list must include:

- 3.1 all undertakings or persons controlling these undertakings, directly or indirectly (list of holding undertakings);
- 3.2 all undertakings active on any relevant markets (relevant markets are defined in point 6.) over which they have direct or indirect control (list of controlled undertakings):
  - (a) undertakings participating in the concentration;
  - (b) any other undertaking specified in point 3.1.

For each item listed above, the nature and means of control must be specified.

Information provided here may be illustrated by the use of organisation charts or diagrams.

### **4 PERSONAL AND FINANCIAL LINKS AND PREVIOUS ACQUISITIONS**

For each undertaking participating in the concentration and for all undertakings and persons identified pursuant to point 3, the following must be provided:

- 4.1 a list of all other undertakings which are active in any of the relevant markets (relevant markets are defined in point 6) in which the undertakings, or persons hold individually or collectively 10 % or more of the voting rights, issued share capital or other securities (in each case, identify the holder and state the percentage held);

- 4.2 a list of the members of the board of directors, management board, or any other body legally representing the undertaking and who are also members of the board of directors, management board, or any other body legally representing the undertaking or the supervisory board, of any other undertaking which is active in relevant markets; and for each undertaking, a list of the members of the supervisory board of the undertaking who are also members of the board of directors, management board or any other body legally representing any other undertaking which is active in relevant markets (in each case, identify the name of the other undertaking and the position held);
- 4.3 details of acquisitions made during the last three years by the undertakings active in relevant markets.

Information provided here may be illustrated by the use of organisation charts or diagrams.

## **5 SUPPORTING DOCUMENTS**

Notifying parties must provide the following:

- 5.1 certified copies of final or the most recent versions of all documents on the basis of which the concentration took place;
- 5.2 in a public bid, a copy of the bid document; if it is unavailable at the time of notification, it should be submitted as soon as possible and not later than when it is posted to shareholders;
- 5.3 copies of analyses, reports, studies, surveys and any comparable documents submitted or prepared by or for any member of the board of directors, supervisory board, management board or for any other person or by other person exercising similar functions or the shareholders' meeting with a view of assessing or analysing the concentration with respect to market shares, conditions of competition, competitors (actual and potential), the reasons for the concentration, potential for sales growth or expansion to other product or geographic markets, and/or general market conditions.

For each document, indicate (if not contained in the document itself) the date of preparation, the name and title of each individual who prepared the document.

## **6 RELEVANT MARKETS**

- 6.1 Relevant markets in which the concentration may have a significant impact
  - 6.1.1 Define all relevant product/service markets (the term relevant product/service markets is defined under item 7 of Article 3 of the Act), in which at least two undertakings participating in the concentration or other undertakings belonging to the same group are engaged in business activities whereby the concentration will lead to a combined market share of more than 15 percent (horizontal relations);
  - 6.1.2 Define all relevant product/service markets in which any of the parties to the concentration or other undertaking belonging to the same group are engaged and which are upstream or downstream of a market in which any other party to the concentration or other undertaking belonging to the same group is engaged, regardless of whether there is or is not any existing supplier/customer relationship

between them and the market share of an individual undertaking or combined market share in any vertically related markets is more than 25 percent (vertical relationships)

6.1.3 Provide the information on other product markets not defined under 6.1.1 or 6.1.2 which may be affected by the notified concentration, particularly where:

(a) any of the parties to the concentration or any other undertaking belonging to the same group has a market share larger than 25 percent and any other party to the concentration or other undertaking belonging to the same group is a potential competitor in this market. An undertaking may be considered a potential competitor, in particular, if it has plans to enter a market or has developed or pursued such plans in the past two years;

(b) any of the parties to the concentration or any other undertaking belonging to the same group have a market share larger than 25 percent and any other party to the concentration or any undertaking belonging to the same group holds significant intellectual property rights for that market.

(c) any of the parties to the concentration or any undertaking belonging to the same group are present in a product/service market which is a neighbouring market and closely related to a product/service market in which any other party to the concentration or any other undertaking belonging to the same group is engaged, and the individual or combined market shares of the parties in any one of these markets are more than 25 percent. Product/service markets are closely related to neighbouring markets when the products/services are complementary to each other (if the use of one product includes the use of the other) or when they belong to a range of products/services that is generally purchased by the same group of customers for the same end use (e.g. different kinds of drinks that are sold in restaurants).

6.1.4 For each of the relevant product/service markets defined under 6.1.1, 6.1.2 and 6.1.3, specify the scope of the relevant geographical market (the term of relevant geographical market is defined under point 8 of Article 3 of the Act).

## 6.2 Information on markets

When the relevant geographic markets are bigger than Slovenia, the information laid down in this point shall be provided for Slovenia and for the relevant geographic markets with which the participant who has to notify the concentration is familiar.

### 6.2.1. Size of the market

6.2.1.1 Provide an estimate of the size of individual markets referred to in points 6.1.1 and 6.1.2 above in terms of sales value (in euros) and volume (in units) for each of the preceding three years and an estimate of how the said markets will develop in the next three years.

6.2.1.2 Provide an estimate of the size of individual markets defined in point 6.1.3 above in terms of sales value (in euros) and volume (in units) of sales for each of the preceding three years and an estimate of how the said markets will develop compared to other markets referred to in 6.1.

- 6.2.1.3 Indicate the basis and sources for the calculations on which presented estimates are based. Provide copies of sources used where available, to confirm these calculations.
- 6.2.2 Sales value and volume and market shares
  - 6.2.2.1 Specify the sales value and volume of each of the parties to the concentration and other undertakings belonging to the same group and provide an estimate of their market shares in the markets referred to in 6.1.1 and 6.1.2, separately for each of the preceding three years.
  - 6.2.2.2 Provide an estimate of the market share of each of the parties to the concentration and other undertakings belonging to the same group referred to in 6.1.3, separately, for each of the preceding three years.
  - 6.2.2.3 Indicate a basis and sources used for the calculations on which presented estimates are based. Provide copies of sources used, where available, to confirm these calculations.
- 6.2.3. Main competitors
  - 6.2.3.1 Provide an estimate of the market shares in value (and where appropriate, volume) of all competitors (including importers) having at least 5 percent of the market share per individually defined relevant market under consideration. Information shall be sent separately for each of the last three years.
  - 6.2.3.2 Indicate the basis and sources for calculations on which the presented estimates are based. Provide copies of sources used, where available, to confirm these calculations.
  - 6.2.3.3 State the enterprise, address, telephone number, fax number and e-mail address of competitors referred to in 6.2.3.1.
  - 6.2.3.4 Describe the extent of vertical integration of the parties to the concentration and other undertakings belonging to the same group compared with their largest competitors.
- 6.2.4 The significance of imports and entry of the goods into the Republic of Slovenia from other EU Member States
  - 6.2.4.1 Provide an estimate of the value and the volume of imports and entry of goods into the Republic of Slovenia from other EU Member States and the sources of import and entry into the Republic of Slovenia and define:
    - (a) the proportion of such import and entry of goods into the Republic of Slovenia deriving from the parties to the concentration and other undertakings belonging to the same group;
    - (b) an estimate of the extent to which quotas, tariff rates, import duties and other tariff and non-tariff barriers to trade affect these imports;
    - (c) an estimate of the extent to which non-tariff barriers affect the entry;



- (d) an estimate of the extent to which transportation and other costs affect these imports;

Information shall be sent for each of the preceding three years. Provide an estimate, if possible, of how quotas, tariff rates, import duties and other tariff and non-tariff barriers affect the imports or entry in the following (at least) three years.

- 6.2.4.2 Indicate the basis and sources for calculations on which the presented estimates are based. Provide copies of sources used, where available, to confirm these calculations.

#### 6.2.5 Business operations of undertakings

- 6.2.5.1 Provide a comparison of price levels attained by the parties to the concentration and other undertakings belonging to the same group in each country and/or in every area in which they do business.

- 6.2.5.2 Provide a comparison of price levels attained by the parties to the concentration and other undertakings belonging to the same group, on the one hand, and their largest competitors, on the other, in every defined relevant market.

#### 6.2.6 Most important customers and suppliers

- 6.2.6.1 Identify five most important customers not belonging to the same group of undertakings as the parties to the concentration in each of the relevant markets referred to in 6.1, share of purchases of each customer in sales revenues of each party to the concentration and other undertakings belonging to the same group. Information shall be sent for each of the preceding three years.

- 6.2.6.2 Identify five most important suppliers not belonging to the same group of undertakings as the parties to the concentration, in each of the relevant markets referred to in 6.1, and share of each supplier in the total purchase of each party to the concentration and other undertakings belonging to the same group. Information shall be sent for each of the preceding three years.

- 6.2.6.3 State the name of the enterprise, address, telephone number, fax number and e-mail address of customers and suppliers referred to in 6.2.6.1. and 6.2.6.2.

#### 6.2.7. Structure of demand and supply

- 6.2.7.1 Explain the distribution channels and service networks that exist in the relevant markets. In so doing, take account of the following, where appropriate:

- (a) the distribution systems prevailing in the market and their significance. To what extent is distribution performed by the parties to the concentration and other undertakings belonging to the same group and/or to what extent is distribution performed by third parties;

- (b) the service networks (for example, maintenance and repair) prevailing and their importance in these markets. To what extent are such services performed by parties to the concentration and other undertakings belonging to

the same group and/or to what extent are such services performed by third parties.

6.2.7.2 Provide an estimate of the total production capacity in relevant markets for the last three years. Indicate what proportion of this capacity is accounted for by each of the parties to the concentration and other undertakings belonging to the same group and what have been their respective rates of capacity utilization. Where appropriate, identify the location and capacity of the manufacturing facilities of each of the parties to the concentration and other undertakings belonging to the same group.

6.2.7.3 Indicate whether any of the parties to the concentration or any other undertaking belonging to the same group or any of the competitors have development products, products that are likely to be shortly on the market or plan to expand (or reduce) the volume of production or sales. If so, provide an estimate of the projected sales and market shares of the parties to the concentration or other undertakings belonging to the same group over the next three to five years.

6.2.7.4 Explain the structure of demand in terms of:

(a) the phases of the markets (for example, take-off, expansion, maturity and decline) and a forecast of the growth rate of demand;

(b) the importance of customer preferences (for example, in terms of brand loyalty, the provision of pre- and after-sales services, the provision of a full range of products or network effects);

(c) the role of product differentiation in terms of attributes or quality, and the extent to which the products of the parties to the concentration and other undertakings belonging to the same group are close substitutes;

(d) The role of switching costs (in terms of time and expense) for customers when changing from one supplier to another;

e) the degree of concentration or dispersion of customers;

(f) segmentation of customers into different groups with a description of the 'typical customer' of each group;

(g) the importance of exclusive distribution contracts and other types of long-term contracts; and

(h) the importance of the public sector as a customer.

6.2.8 Entry into the market, withdrawal from the market and factors affecting this

6.2.8.1 Identify undertakings, if you know them, that entered the relevant markets or withdrew from them in the past five years. Provide the name, address, telephone number, fax number and e-mail address of undertakings that entered any relevant market and make an estimate of the current market share of each of these entrants. If any of the parties to the concentration or other undertakings belonging to the same group entered the relevant markets over the last five years, provide an analysis of barriers to entry.

- 6.2.8.2 Identify undertakings, if you know them that are likely to enter the relevant markets in the future. Provide the name, address, telephone number, fax number and e-mail address of these undertakings. Explain why such entry is likely and provide an estimate of the time within which such entry is likely to occur.
- 6.2.8.3 Describe the various factors influencing the entry or withdrawal from individual relevant markets taking into consideration both the geographical and product viewpoint.

In so doing, take account of the following, where appropriate:

- (a) the total costs of entry (R & D, production, establishing distribution systems, advertising, servicing, and so forth) on a scale equivalent to a significant viable competitor, indicating the market share of such a competitor;
- (b) any legal barriers to entry, such as government authorisation, standard setting, barriers resulting from product certification procedures, the need to have a proven track record, recommendations;
- (c) any restrictions created by the existence of patents, know-how and experience, as well as other intellectual property rights in these markets and any restrictions created by licensing such rights;

the extent to which each of the parties to the concentration and other undertakings belonging to the same group are licensees or licensors of patents, know-how and experience and other industrial property rights;

- e) the importance of the economies of scale for the production or distribution of products in the relevant markets;
- (f) access to sources of supply (such as availability of raw materials, appropriate technologies and necessary infrastructure).

#### 6.2.9 Research and development

Give an account of the importance of research and development in the ability of a firm operating the relevant market(s) to compete in the long term. Explain the nature of the research and development in relevant markets carried out by the parties to the concentration or other undertakings belonging to the same group. In so doing, take account of the following, where appropriate:

- (a) Trends and intensities of research and development (intensity of research and development is defined as a proportion of turnover of the parties to the concentration or undertakings belonging to the same group) in these markets for the parties to the concentration and undertakings belonging to the same group.
- (b) the course of technological development for these markets over an appropriate time period (including developments in products and/or services, production processes, distribution systems, etc.);
- (c) the major innovations that have been made in these markets and the undertakings responsible for these innovations;

- (d) the cycle of innovation in these markets and where the parties to the concentration and undertakings belonging to the same group are in this cycle of innovation.

#### 6.2.10 Cooperative Agreements

6.2.10.1 To what extent do cooperative agreements (horizontal, vertical or other) exist in the relevant markets?

6.2.10.2 Give details of the most important cooperative agreements engaged in by the parties to the concentration and other undertakings belonging to the same group in the relevant markets, such as research and development, licensing, joint production, specialisation, distribution, long term supply and exchange of information agreements.

#### 6.2.11. Trade associations

6.2.11.1 With respect to trade associations operating in the relevant markets, identify:

- (a) trade associations of which the parties to the concentration and other undertakings belonging to the same group are members; and
- (b) the most important trade associations to which the customers and suppliers of the parties to the concentration or other undertakings belonging to the same group belong.

Provide the name or undertaking, address, telephone number, fax number and e-mail address of these trade associations.

#### 6.2.12. Situation in the market and increase of efficiency

6.2.12.1 Describe how the proposed concentration is likely to affect the interests of intermediate and ultimate consumers and the development of technical and economic progress.

6.2.12.2 If you refer to improvements in efficiency gains generated by the concentration, i.e. that the concentration is likely to enhance the ability and incentive of the new entity to act pro-competitively for the benefit of consumers, provide a description of, and supporting documents relating to, each improvement in efficiency (including cost savings, new product introductions, and service or product improvements which will result from the proposed concentration relating to any relevant product).

For each claimed improved efficiency provide:

- (a) a detailed explanation of how the proposed concentration will allow the new entity to achieve the efficiency. Specify the steps that the parties to the concentration anticipate taking to achieve the improved efficiency, the risks involved in achieving the improved efficiency and the time and costs required to achieve it;

- (b) where reasonably possible, a quantification of the improved efficiency and a detailed explanation of how the quantification was calculated. Where relevant, also provide an estimate of the significance of improved efficiencies related to new product introductions or quality improvements. For improved efficiencies that involve cost savings, state separately the one-time fixed cost savings, recurring fixed cost savings, and variable cost savings (in euros per unit and euros per year);
- (c) the extent to which customers are likely to benefit from the improved efficiency and a detailed explanation of how this conclusion is arrived at; and
- (d) the reason why the parties to the concentration could not achieve the improved efficiency to a similar extent by means other than through the concentration proposed, and in a manner that is not likely to raise competition concerns.

## **7 INDISPENSABLE ANCILLARY RESTRICTIONS IN CONCENTRATIONS**

Identify each ancillary restriction in the agreements provided with the notification for which you request an assessment in conjunction with the concentration and explain why these are indispensable for the implementation of the concentration.

## **8 JOINT VENTURE**

8.1 Do two or more parent companies creating a new joint venture 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 market?

If the answer is affirmative, indicate for each of the markets referred to here:

- (a) the turnover of each parent company creating a new joint venture in the preceding financial year;
- (b) the economic significance of the activities of the joint company in relation to this turnover;
- (c) the market share of each parent company creating a new joint venture.

If the answer is negative, justify it.

8.2 If the answer to 8.1 is affirmative and in your view the creation of the joint venture does not lead to coordination between independent undertakings that restricts competition within the meaning of the first paragraph of Article 6 of the Prevention of the Restriction of Competition Act (ZPOmK-1), give your reasons.

## **9 NOTIFICATION OF THE CONCENTRATION TO OTHER COMPETENT AUTHORITIES**

9.1 The notified concentration has no Community dimension since:

(a) the thresholds set out in the second paragraph of Article 1 of Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (OJ L No 24 of 29.01.2004, page 1, hereinafter: Regulation 139/2004/EC) were not met;

(b) the thresholds referred to in the third paragraph of Article 1 of Regulation 139/2004/EC were not met;

(c)

Despite the fact that the thresholds referred to in the first and third paragraphs of Article 1 of Regulation 139/2004/EC are met, each of the parties to the concentration achieves more than two thirds of its aggregate turnover in the Community market within one and the same Member State.

9.2 Indicate whether the notified concentration should be submitted to the Office in line with the fourth paragraph of Articles 4 and 9 of Regulation 139/2004/EC.

9.3 Specify authorities responsible for protection of competition in other countries and other competent Slovenian authorities to whom the participants have notified or will notify the concentration or authorities from whom the parties have requested permission or will request permission for the concentration. For each competent authority, provide the name, address, telephone number, fax number, date and/or the planned date for filing the notification, date and/or planned date for issuing the decision by the authority. If the procedures are completed, provide a copy of the decision in the original language together with a translation into Slovene.

## **10 OTHER INFORMATION IN CONNECTION WITH THE CONCENTRATION**

The parties to the concentration may also provide other information which they consider necessary for a comprehensive assessment of the concentration.

## **11 DECLARATION**

The notification must contain the following declaration:

The notifying party declares that the information given in this notification is true and that the copies of documents required in this form are authentic and complete. The notifying party further declares that the sent estimates are the best estimates possible made on the basis of information available.

Place and date:

Signature:

Name, surname and position held: