

FORM 1

INFORMATION REQUIRED FOR APPLICATION FOR GUIDANCE UNDER SECTIONS 47 OF THE COMPETITION ACT 2007

PART 1 INTRODUCTION

This Form lists the information and supporting documents which must be provided when making an application for guidance under sections 47 of the Competition Act 2007("Act").

If the enterprise submitting the application ("the Applicant") considers that the Competition Commission should treat any item of information submitted under this Form as confidential, the Applicant must provide a non-confidential version of this Form with that item of information removed. The non-confidential version should also contain an annex marked "confidential information" identifying each item of information which has been removed from the non-confidential version and providing a written explanation as to why the information should be treated as confidential. The same treatment should also be extended to supporting documents accompanying this Form containing any information that the Applicant considers should be treated as confidential.

FORM 1

GENERAL INFORMATION AND CONTACT DETAILS

1. Summary information regarding the Application

- 1.1. Please state if the notifying party (or parties) is an acquiring person, an acquired person, or both.
- 1.2. Please state if the proposed merger is a result of bankruptcy or insolvency of one of the merger parties.
- 1.3. Please state if the proposed merger is subject to filing requirements of a local or foreign authority other than the Competition Commission. If yes, please state the country and authority to which the filing is made/to be made, and all decisions and/or directions issued by the local or foreign authorities in respect of the proposed merger.

2. General contact information

- 2.1. For each enterprise making the application, all other merger parties¹, the joint representative of the merger parties (where appointed) in a joint application, and/or separate representatives for the merger parties (where appointed), please provide the following:
 - full name, address (by registered office, where appropriate, and principal place of business, if different), telephone and fax numbers, and e-mail address (where available) of the enterprise;
 - full name, address, telephone and fax numbers and email address of, and designation or position held by a contact person; and
 - address for service to which documents and, in particular, correspondences of the Competition Commission may be delivered, as well as the full name, telephone number and email address of a person at each address who is authorised to accept service.
- 2.2. For each Applicant and merger party:
 - indicate if each enterprise is a body corporate, partnership, sole proprietorship or other unincorporated body trading under a business name.

¹ This includes the target company in the case of a contested bid, in which case the details should be completed as far as possible.

- provide a brief description of the nature of each enterprise's business;
- provide the full name(s) and address(es) of the partners or proprietor(s) or director(s).

3. General information on the merger

3.1. Describe the nature of the notified merger. In doing so, state:

- the merger parties;
- the nature of the merger, for example, whether the merger is an anticipated merger, an acquisition of sole or joint control, a full-function joint venture or a contract or other means of conferring direct or indirect control;
- the value of the transaction (the purchase price or the value of all the assets involved, as the case may be);
- for each of the merger parties, the areas of activity and turnover worldwide and in Mauritius for the last financial year;
- whether the whole or parts of the business of parties are subject to the merger;
- the markets on which the merger will have an impact (including the main reportable markets as explained in section 6 of the Form);
- a brief explanation of the economic and financial structure of the merger;
- whether any public offer for the securities of one party by another party has the support of the former's supervisory boards of management or other bodies legally representing that party;
- the proposed, expected or past dates of major events designed to bring about the completion of the merger.

3.2. Describe the strategic and economic rationale of the merger and why the merger should be allowed to proceed.

4. Information on the groups to which merger parties belong

- 4.1. Please provide a list of all enterprises belonging to the same group to which each merger party belongs, specifying the nature and means of control for each enterprise (including any preferential or special rights). Enterprises belong to the same “group” when one enterprise controls another or when the enterprises concerned are under common control. Please refer to the Competition Act and the relevant paragraphs of the *CC Guidelines 5 on Mergers* on how control is defined. This list should include all enterprises or persons controlling or controlled by each of the merger parties, directly or indirectly.
- 4.2. The information sought in section 4.1 may be illustrated by the use of organisation charts or diagrams. Applicants who are unable to submit such information pertaining to the other merger parties, should provide reasons for the inability to do so.

5. Supporting Documents

- 5.1. Please ensure that the following documents (where relevant) are included in the application:
 - copies of the final or most recent version of all documents bringing about the merger, whether by agreement between the merger parties, acquisition of a controlling interest or a public bid;
 - copies of the most recent annual report and accounts (or equivalent for unincorporated bodies) for all the merger parties;
 - copies of all analyses, reports, studies, surveys, and any comparable documents prepared by or for any member(s) of the board of directors (or equivalent) or other person(s) exercising similar functions (or to whom such functions have been delegated or entrusted), or the shareholders’ meeting, for the purpose of assessing or analysing the merger with respect to market shares, competitive conditions, competitors (actual and potential), the rationale of the merger, potential for sales growth or expansion into other product or geographic markets, and/or general market conditions. For each of these documents, indicate (if not contained in the document itself) the date of preparation and the name and title of each individual who prepared the document; and
 - copies of all business plans for each merger party for the current year and the preceding 5 years.

PART 2B INFORMATION ON MARKETS

6. Market definition

6.1. Identify all “reportable markets”. Reportable markets consist of all relevant product and geographic markets, as well as plausible alternative relevant product and geographic markets, on the basis of which:

- two or more of the merger parties are engaged in business activities in the same relevant market (horizontal relationships); or
- one or more of the merger parties are engaged in business activities in a product market, which is upstream or downstream of a market in which any other merger party is engaged, regardless of whether there is or is not any existing supplier/customer relationship between the merger parties (vertical relationships).

7. Information on groups to which merger parties belong

7.1. Please provide a list of all enterprises active on each reportable market identified in section 6 above, that are controlled, directly or indirectly, by:

- each of the merger parties; and
- any other enterprise identified in section 4,

specifying the nature and means of control for each enterprise (including any preferential or special rights).

7.2. Information may be illustrated by the use of organisation charts or diagrams to give a better understanding.

8. Information on markets

8.1. Provide, for each reportable market:

- an estimate of the total size of the market in terms of sales value and volume (units²), for the preceding year. Indicate the basis and sources for the calculations and provide documents where available to confirm these calculations;

² The value and volume of a market should reflect output less exports plus imports for the geographic areas under consideration where possible.

- the sales in value and volume for the preceding year, as well as an estimate of the market shares, of each of the merger parties. Indicate if there have been significant changes to the sales and market shares for the last three years;
- an estimate of the market share that the merged entity is likely to have.
- estimates of the market shares in value (and where appropriate, volume) for the preceding year of the three largest competitors, suppliers and customers, including the basis for the estimates.

Any other information

8.2. Please provide any other information which may be relevant to the application. Supporting documents should be included where relevant.