

**FORMS RELATING TO THE NOTIFICATION OF A CONCENTRATION
BETWEEN UNDERTAKINGS**

FULL-FORM NOTIFICATION

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The notification comprises a total of _____ pages, excluding the annexed documentation, whose reference numbers are set out in Form F.	

If the information to be submitted, or any part of it, has already been submitted to the Antitrust Authority when making previous notifications of mergers and acquisitions, the notifying party may refer to any such information in the new notification. In this case, please indicate the form and section references in the previous notification to which to refer, indicating any changes that have occurred in the meantime.

NOTIFYING PARTY

DATE

PAGE

FORM A - BACKGROUND INFORMATION

SECTION I - NOTIFYING PARTIES AND OTHER PARTIES TO THE CONCENTRATION

This section must be completed **with reference to each of the notifying parties and to any other parties to the concentration**

A1. PARTY TO THE CONCENTRATION - Give a serial code number (P01, P02,) to be uniquely attributed to the undertaking (or natural person), to be used as a reference in all the other forms.

A2. GENERAL INFORMATION:

- (a) **NAME OF UNDERTAKING** - State the full company name (surname and given name in the case of natural persons) and any abbreviated form of it.
- (b) **LEGAL FORM** - State the type of undertaking (joint stock company, limited liability company, etc.) checking the relevant box.
- (c) **TAX CODE NUMBER** - Give the tax code number only for Italian-registered undertakings or natural persons with Italian nationality
- (d) **OFFICIAL REGISTRATION NUMBER** - Indicate here, but only for Italian-registered undertakings, the details of the registration in the Register of Companies, and the province and the registration number with the Chamber of Commerce, and indicate the Court with which the undertaking is registered.
- (e) **REGISTERED OFFICE** - In the case of individual concerns, indicate the principal's tax domicile. For undertakings having their registered office abroad, indicate the foreign address of the registered office, together with all the information needed to identify it.
- (f) **ADMINISTRATIVE OFFICE** - This refers to the place where the undertaking trades and where it has its main administrative offices.
- (g) **CONTACT PERSON** - Give the name, the function within the undertaking, address, telephone, telefax or telex number of the person to be contacted for any communications.
- (h) **ROLE (IN THE CONCENTRATION)** - Check the box to indicate the role played by the party in the concentration.
- (i) **ECONOMIC ACTIVITIES** - Describe the primary and secondary economic activities of the undertaking, specifying the level of the production or distribution chain (production, wholesale distribution, etc.).

* * *

FORM A - BACKGROUND INFORMATION

SECTION I - NOTIFYING PARTY AND OTHER PARTIES TO THE CONCENTRATION

A1. PARTY TO THE CONCENTRATION (serial number)

P		
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NOTIFYING PARTY

☐

OTHER PARTY

☐

(CHECK WHERE APPLICABLE)

A2. GENERAL INFORMATION

(a) UNDERTAKING NAME (surname and given name in the case of natural persons)

(b) LEGAL FORM

- | | | | |
|-----------------------------------|--------------------------|-----------------------------|--------------------------|
| i. civil partnership | <input type="checkbox"/> | iv. unlimited partnership | <input type="checkbox"/> |
| ii. partnership limited by shares | <input type="checkbox"/> | v. public limited company | <input type="checkbox"/> |
| iii. limited partnership | <input type="checkbox"/> | vi. private limited company | <input type="checkbox"/> |
| vii. other (specify) _____ | | | |

(c) TAX CODE NUMBER

(d) OFFICIAL REGISTRATION NUMBER

(e) REGISTERED OFFICE (ADDRESS)

(f) ADMINISTRATIVE OFFICE (ADDRESS)

(g) CONTACT PERSON

SURNAME

GIVEN_NAME

POST

ADDRESS

TELEPHONE

TELEX/TELEFAX

(h) ROLE (IN THE CONCENTRATION)

- | | | | |
|-------------------------------|--------------------------|--------------------------------|--------------------------|
| i. acquiring party | <input type="checkbox"/> | v. merged party | <input type="checkbox"/> |
| ii. acquired party | <input type="checkbox"/> | vi. party to the merger | <input type="checkbox"/> |
| iii. partially acquired party | <input type="checkbox"/> | vii. joint venture | <input type="checkbox"/> |
| iv. merging party | <input type="checkbox"/> | viii. party to a joint venture | <input type="checkbox"/> |
| ix. other (specify) _____ | | | |

(i) ECONOMIC ACTIVITIES

NOTIFYING PARTY

DATE

PAGE

FORM A - BACKGROUND INFORMATION

SECTION II - REPRESENTATIVES

This section must be completed whenever the notification is signed by the representatives of undertakings holding a special power of attorney to submit the notification. In this case the representatives are required to produce written evidence of their powers.

A3. REPRESENTATIVES:

- (a) **REPRESENTATIVE** - Check the box to indicate whether a joint representative has been appointed in the case of a joint notification, or otherwise indicate the name of the undertaking represented, indicated in point **A2(a)**.
- (b) **NAME OF REPRESENTATIVE** - Give the name, post, address, telephone and telefax or telex number of the representative.
- (c) **CONTACT PERSON** - Indicate the name, post, address, telephone and telefax or telex number of the contact person, if different from the one indicated under point **(b)**.

* * *

FORM A - BACKGROUND INFORMATION

SECTION II - REPRESENTATIVES

A3. REPRESENTATIVES		
(a) REPRESENTATIVE		
i. joint <input type="checkbox"/> ii. undertaking _____		
(b) NAME OF REPRESENTATIVE		
SURNAME	FIRST NAME	POST
ADDRESS		TELEPHONE
		TELEX/TELEFAX
(c) CONTACT PERSON (if different from (b))		
SURNAME	FIRST NAME	POST
ADDRESS		TELEPHONE
		TELEX/TELEFAX

FORM B - CONCENTRATION DETAILS

SECTION I - OBLIGATION TO NOTIFY

This section must be completed for each concentration.

B1.CONCENTRATION - Give a serial code number (O01, O02 ...) to be associated uniquely with the operation, and refer to it on all the other forms.

B2.OBLIGATION TO NOTIFY:

(a) NATURE OF THE OPERATION - Check the relevant box for the nature of the concentration.

(b) STATUTORY INFORMATION REQUIRED

- i. Check the boxes provided to indicate the turnover threshold exceeded and the turnover which caused the threshold to be exceeded (indicate the financial year).
In order to calculate the turnover refer to the first part of the document (General conditions...), Section B (Obligation to notify...). More specifically, the turnover may be any one or more of the following:
 - turnover from sales of products produced by the undertaking: companies that perform work covering several years, paid for by the customer on a progress basis, calculate the turnover on the basis of the amount relating to the invoices raised during the financial year; for building construction companies, the turnover is the total amount referring to the buildings (or parts of buildings) sold during the financial year, even if they were completed in prior years; for undertakings whose main activity is the leasing of real estate, the turnover is the amount of the rents received;
 - turnover for work on behalf of third parties using raw materials and factored goods;
 - turnover from industrial work and services ordered by third parties;
 - turnover from sales of goods acquired on own behalf and sold without processing: this comprises income from commercial operations, which include the activity of non-commercial companies which occasionally resell raw materials and other materials without processing them;
 - income from commissions and other sales rights: this comprises any commissions or other percentage-based remuneration for the sale of goods for third parties; commissions and other rights paid to travel agents for the sale of rail, shipping or air tickets, for package tours organized by third parties; the full amount of commissions (cost and expenses or net income), excluding sales and purchase invoices, in the case of commission agents;
 - income from gross traffic revenues: these include the part of the income of shipping agents from any collateral transport activities;
 - income from the provision of service to third parties: this includes income from the hiring of machinery and other objects, consultancy services, design and planning and any other professional service; income of advertising agencies, travel agencies for travel and tours organized by them; gross income of hotels, restaurants, bars and similar (including the percentage gratuities), income from repairing vehicles and other consumer goods.
- ii. Notification must also be submitted to the Authority in relation to concentrations as a result of which "direct or indirect possession or control results, even in any one of the cinematographic distribution lead cities, a market share in excess of 25 per cent of the turnover from cinema distribution and at the same time 25 per cent of the number of motion picture theatres operating there", (Section 13[#] of Law No. 153 of 1 March, enacted with amendments by Decree Law No. 26 of 14 January 1994, providing emergency measures for motion picture industry).

(c) PUBLIC BID - Check the box to indicate whether or not a public bid has been made.

(d) FURTHER NOTIFICATION TO OTHER FOREIGN OR INTERNATIONAL CONTROLLING ENTITIES - Indicate the name of the foreign or international entity to which the operation has been notified (indicate the date of notification) or is required to be notified (indicate the date on which the notification is expected to be made). In this case the Parties are requested to authorize exchange of information with other competent authorities. It must be specified that same information shall only be transmitted when the competent authority undertakes to guarantee the same confidentiality treatment conceded by the Authority ⁽¹⁾.

⁽¹⁾ Introduced with Authority's resolution No. 21907

[#] Replaced by Article 26(1) of the Legislative Decree No.28 of 22 January 2004 [editor's note]

(e) CONCENTRATION OF COMMUNITY DIMENSION - A concentration has a Community dimension when a number of criteria are met in relation to the turnover of the undertakings concerned (Council Regulation (EEC) No. 4064/89, as amended by Council Regulation (EC) No. 13 10/97, adopted on 1 March 1998¹ (editor's note: lastly modified by Council Regulation (EC) No. 139/2004)).

Check the box to indicate the community threshold exceeded and the financial year. Whether at least one threshold is exceeded, and therefore even only one of the boxes a) and b) is not checked, check the box c) to indicate if the "two-third rule" applies (each of the undertakings concerned achieves more than two-thirds of its aggregate Community-wide turnover within one and the same Member State).

* * *

¹ a) threshold provided by Article 1(2) of the Council Regulation (EEC) No. 4064/89, as amended by Council Regulation (EC) No. 1310/97, lastly modified by Council Regulation (EC) No. 139/2004:

- the combined aggregate worldwide turnover of all the undertakings concerned is more than EUR 5,000 million; and
- the aggregate Community-wide turnover of each of at least two of the undertakings concerned is more than EUR 250 million;

b) threshold provided by Article 1(3) of the Council Regulation (EEC) No. 4064/89, as amended by Council Regulation (EC) No. 1310/97, lastly modified by Council Regulation (EC) No. 139/2004:

- the combined aggregate worldwide turnover of all the undertakings concerned is more than EUR 2,500 million;
- in each of at least three Member States, the combined aggregate turnover of all the undertakings concerned is more than EUR 100 million;
- in each of at least three Member States included for the purpose of point (b), the aggregate turnover of each of at least two of the undertakings concerned is more than EUR 25 million; and
- the aggregate Community-wide turnover of each of at least two of the undertakings concerned is more than EUR 100 million.

FORM B - CONCENTRATION DETAILS

SECTION I - OBLIGATION TO NOTIFY

B1. CONCENTRATION (serial code number)

O

B2. OBLIGATION TO NOTIFY

(a) NATURE OF THE CONCENTRATION

- | | | | |
|---|--------------------------|---------------------------------|--------------------------|
| i. acquisition of sole control | <input type="checkbox"/> | iv. merger in the strict sense | <input type="checkbox"/> |
| ii. acquisition of joint control | <input type="checkbox"/> | v. merger through incorporation | <input type="checkbox"/> |
| iii. acquisition of a part of a company | <input type="checkbox"/> | vi. joint venture | <input type="checkbox"/> |
| vii. other (specify) _____ | | | |

(b) STATUTORY INFORMATION REQUIRED

YEAR - - - -

i. Law N°. 287/90, Section 16(1):

nationwide turnover in excess of the threshold for all the undertakings concerned ☐ _____ (thousand of €)
nationwide turnover in excess of the threshold for the target undertaking ☐ _____ (thousand of €)

ii. Law No. 153/94, Section 13 [*replaced by law No. 28/2004, Section 26*]:

market share in excess of the threshold in at least one of the main cities for motion picture distribution ☐

SHARE OF THEATRES %	SHARE OF TURNOVER %	CITY	SHARE OF THEATRE %	SHARE OF TURNOVER %	CITY
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

(c) PUBLIC ACQUISITION BIDS

☐ (check if a public bid has been notified)

(d) FURTHER NOTIFICATION TO OTHER FOREIGN OR INTERNATIONAL CONTROLLING AUTHORITIES

AUTHORITY

DATE

(e) COMMUNITY DIMENSION

YEAR - - - -

the concentration has not a Community dimension since (check the box, where appropriate):

- a) Article 1(2) thresholds C.R. (EEC) No. 4064/89, [*replaced by reg. (EC) No. 139/2004*] not exceeded: ☐
- b) Article 1(3) thresholds C.R. (EEC) No. 4064/89, [*replaced by reg. (EC) No. 139/2004*] not exceeded: ☐

whether both of the above boxes have not been checked, please verify the following condition:

- c) each of the undertakings concerned achieves more than two-thirds of its aggregate Community-wide turnover within one and the same Member State: ☐

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FORM B - CONCENTRATION DETAILS

SECTION II - OTHER INFORMATION

This section must be completed **for each concentration**.

B3. DESCRIPTION OF THE OPERATION - Provide a detailed description of the operation. In case of operations concerning commercial activities of "neighborhood", provide a detailed description of the goods to be sold. *(1)*

B4. OTHER FEATURES OF THE OPERATION:

(a) [Repealed]

(b) ECONOMIC FEATURES OF THE CONCENTRATION - Indicate in brief the purposes of the operation in economic terms, with reference to all the parties to the concentration.

(c) OWNERSHIP AND CONTROL STRUCTURE TO BE ESTABLISHED

(d) SPECIFIC CIRCUMSTANCES ON WHICH THE CONCENTRATION IS CONDITIONAL - Specify whether the concentration is subject to authorization from the authorities and indicate the stage in the proceedings already reached.

(e) RESTRICTIONS ANCILLARY TO THE CONCENTRATION - Indicate each of the restrictions ancillary set out in the agreements submitted with the notification which require appraisal jointly with the appraisal of the concentration itself, explaining why these are directly linked and necessary to the implementation of the concentration.

* * *

(1) First part, section A, paragraph 2d

FORM B - CONCENTRATION DETAILS

SECTION II - OTHER INFORMATION

CONCENTRATION				
serial code number (from B1)	<table><tr><td>O</td><td></td><td></td></tr></table>	O		
O				

B3. DESCRIPTION OF THE CONCENTRATION

B4. OTHER FEATURES OF THE CONCENTRATION:E
<p>(a) <i>[Repealed]</i></p> <p>(b) ECONOMIC FEATURES OF THE CONCENTRATION</p> <p>(c) OWNERSHIP AND CONTROL STRUCTURE TO BE ESTABLISHED</p> <p>(d) SPECIFIC CIRCUMSTANCES ON WHICH THE CONCENTRATION IS CONDITIONAL</p> <p>(e) RESTRICTIONS ANCILLARY TO THE CONCENTRATION</p>

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FORM B - CONCENTRATION DETAILS

SECTION III – SUMMARY INFORMATION FOR PUBLICATION OF THE NOTICE

The Authority publishes details on its website (www.agcm.it) of the notifications received pursuant to section 16 (1) of the Act for **each merger/acquisition** in which **both thresholds** are exceeded, rendering prior notification mandatory (see "*Communication regarding a number of procedural aspects referring to concentration is provided by Law No 287 of 10 October 1990*", published in the Bollettino no. 22 of 20 June 2005).

The parties are therefore required to supply the following information (B5 to B7), and give their prior consent to the publication of the notice (B8).

B5. PARTIES TO THE CONCENTRATION—Please indicate the names, registered office and the part played in the operation by the parties to it, as indicated in Table A.

B6. SHORT DESCRIPTION OF THE OPERATION—Please provide a brief description of the way the operation is to be implemented, based on the information in Table B, sections I and II.

B7. RELEVANT ECONOMIC SECTORS AND THE POSITION OF THE PARTIES—Please indicate the relevant economic factors at the position to each party at the operation.

B8. CONSENT TO PUBLISH THE NOTICE—Please tick the relevant box to signify consent to publication of the notice on the Authority's web site (www.agcm.it), giving reasons if consent is withheld.

FORM B – CONCENTRATION DETAILS

SECTION III – SUMMARY INFORMATION FOR PUBLICATION OF THE NOTICE

CONCENTRATION

serial code number
(from B1)

O		
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B5. PARTIES TO THE CONCENTRATION

NAME, REGISTERED OFFICE AND ROLE IN THE OPERATION

B6. BRIEF DESCRIPTION OF THE INTENDED PROCEDURE

B7. RELEVANT ECONOMIC SECTORS, AND THE PARTIES' MARKET SHARES.

B8. CONSENT TO PUBLICATION OF THE NOTICE

☐

GRANTED

☐

REFUSED (*state reasons*)

NOTIFYING PARTY

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~~SECTION IV—STATUTORY FILING FEE: PAYMENT~~

The filing fee is no longer required since 1 January 2013 pursuant to section 5-bis of decree-law 1/2012 as converted, with modifications, from Law n. 27, of 24 March 2012, that repeal section 7-bis of the Law

~~This section must be completed for each merger.~~

~~B9. FILING FEE~~

~~(a) AMOUNT PAID—State the amount (in euros) of the fee paid. A copy of the receipt for payment must be annexed to this form.~~

~~(b) PAYMENT DETAILS—Indicate the bank transfer details: Name of bank effecting payment, IBAN, date, object of the payment and CRO (‘Codice Riferimento Operazione’) number of the transfer.~~

~~B10. VALUE OF THE TRANSACTION~~

~~(a) VALUE OF THE TRANSACTION—State the value (in euros) of the transaction, computed using of the "Instructions for the payment of filing fees, pursuant to section 10(7-bis) of Law No 287 of 10 October 1990, payable by undertakings submitting notice of an acquisition or merger"~~

~~(b) DESCRIPTION OF THE METHOD USED TO COMPUTE THE VALUE—Provide a detailed description of the method used to compute the value of the operation, and annex any documentation showing the amounts agreed upon to proceed with the operation.~~

~~B11. CORRECTION FACTOR OF THE VALUE OF THE TRANSACTION~~

~~(a) NATIONWIDE TURNOVER OF THE UNDERTAKINGS BEING ACQUIRED—State the value (in euros)~~

~~(b) WORLDWIDE TURNOVER OF THE UNDERTAKINGS BEING ACQUIRED—State the value (in euros)~~

~~(c) CORRECTION FACTOR—Compute the ratio between the turnover of the point (a) and (b)~~

FORM B – CONCENTRATION DETAILS

SECTION IV – STATUTORY FILING FEE: PAYMENT

CONCENTRATION				
serial code (from B1)	<table><tr><td>0</td><td></td><td></td></tr></table>	0		
0				
B9. FILING FEE				
(a) AMOUNT PAID (euro)				
(b) PAYMENT DETAILS				
B10. VALUE OF THE TRANSACTION				
(a) VALUE OF THE TRANSACTION (euro)				
(b) DESCRIPTION OF THE METHOD USED TO COMPUTE THE VALUE				
B11. CORRECTION FACTOR OF THE VALUE OF THE TRANSACTION				
(a) NATIONWIDE TURNOVER OF THE UNDERTAKINGS BEING ACQUIRED (euro)				
(b) WORLDWIDE TURNOVER OF THE UNDERTAKINGS BEING ACQUIRED (euro)				
(c) CORRECTION FACTOR (ratio between (a) and (b))				

FORM C - PARTIES TO THE CONCENTRATION

SECTION I - UNDERTAKINGS OR PERSONS CONTROLLING THE PARTY TO THE CONCENTRATION

This section must be completed **for each party to the concentration**.

C1. PARTY TO THE CONCENTRATION - State the serial code number (as shown in **A1**) and the name of the undertaking (as shown in **A2(a)**).

C2. UNDERTAKINGS OR PERSONS DIRECTLY OR INDIRECTLY CONTROLLING THE PARTY TO THE CONCENTRATION - Indicate each party that exercises control over the party to the concentration stated to in paragraph **C1** at the top of the controlling hierarchy. If no party, individually or jointly with other parties, is considered to exercise a decisive influence on the undertaking's activities, provide the list of the 10 largest shareholders or at least those who, directly or indirectly, including through trust companies, own more than 10 per cent of the share capital of the participating undertaking, indicating the share held. In respect of each of these parties state:

(a) THE UNDERTAKING NAME (NAME AND SURNAME IN THE CASE OF NATURAL PERSONS), **REGISTERED OFFICE**.

(b) TAX CODE NUMBER (only for Italian-registered undertakings and Italian nationals).

* * *

FORM C - PARTIES TO THE CONCENTRATION

SECTION I - UNDERTAKINGS OR PERSONS CONTROLLING THE PARTY TO THE CONCENTRATION

C1. PARTY TO THE CONCENTRATION				
serial code number (from A1)	<table border="1"><tr><td>P</td><td></td><td></td></tr></table> <div>UNDERTAKING NAME (from A2 (a)) <div></div></div>	P		
P				
C2. UNDERTAKINGS OR PERSONS DIRECTLY OR INDIRECTLY CONTROLLING THE PARTY TO THE CONCENTRATION				
<input type="checkbox"/> (check the box if no undertaking or person, individually or jointly with the other parties, has a decisive influence over the party to the concentration (*))				
(a) UNDERTAKING NAME - REGISTERED OFFICE (Surname and given name in the case of natural persons)	(b) TAX CODE NUMBER			
<div></div>	<div></div>			

(*) In this case, provide a list of the ten largest shareholders, or at all events give the names of the parties which directly or indirectly, including through trust companies, own more than 10 per cent of the share capital of the party to the concentration, specifying the share in each case.

NOTIFYING PARTY	DATE	PAGE
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FORM C - PARTIES TO THE CONCENTRATION

SECTION II - ECONOMIC ACTIVITIES AND OVERALL DIMENSION

This section must be completed **for each party to the concentration**.

When the party to the concentration is an acquiring party, an incorporating party or a party to a joint venture, the information required in paragraph **C3** (economic activities and overall dimension) refers to the parties stated in paragraph **C2** (parties directly or indirectly controlling the party to the concentration) and paragraph **C4** (subsidiaries). When control is exercised jointly by two or more parties (indicated in paragraph **C2**), the information must be given separately for each controlling party.

When the party to the concentration is the acquired party, the incorporated party or a joint venture, the information required in paragraph **C3** (economic activities and overall dimension) refers to the parties stated in paragraph **C1** (parties to the concentration) and paragraph **C4** (subsidiaries).

C3. ECONOMIC ACTIVITIES AND OVERALL DIMENSION:

(a) MAIN ECONOMIC ACTIVITIES - Indicate all the main economic activities performed by the parties indicated above.

(b) TURNOVER - State the turnover of the parties indicated above for each of the past three years (to calculate turnover see instructions in **B2(b)**), specifying:

- i. overall worldwide turnover;
- ii. turnover from sales in Italy;
- iii. turnover from sales in the EU;
- iv. turnover from sales to subsidiaries or parent companies.

For the data on the turnover referred to in i, ii, and iii above, state whether the amount is the consolidated value.

* * *

SECTION II - ECONOMIC ACTIVITIES AND OVERALL DIMENSION

(*) When the participating party is an acquiring party, an incorporating party or a party to a joint venture, state the activities of the parties named in paragraph C2 (parties directly or indirectly controlling the participating party) and their subsidiaries indicated in paragraph C4. When the participating party is the acquired party, the incorporated party or a joint venture, state the activities of the parties named in paragraph C1 (parties to the merger) and their subsidiaries indicated in paragraph C4.

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FORM C - PARTIES TO THE CONCENTRATION

SECTION III - OWNERSHIP AND CONTROL

This section must be completed **for each party to the concentration**.

When the participating party is an acquiring party, a merging party or a party to a joint venture, the information required in paragraph **C4** (subsidiaries) refers to the parties stated in paragraph **C2** (parties directly or indirectly controlling the participating party). When control is exercised jointly by two or more parties (indicated in paragraph **C2**), the information must be given separately for each controlling party.

When the participating party is the acquired party, the merged party or a joint venture, the information required in paragraph **C4** (subsidiaries) refers to the parties stated in paragraph **C1** (parties to the concentration). ☐☐☐

C4. SUBSIDIARIES:

(a) UNDERTAKING NAME, REGISTERED OFFICE, TAX CODE

(b) PRIMARY ECONOMIC ACTIVITY - Describe the primary economic activity, specifying the level in the production chain (production, wholesale distribution, etc.) and the activity code.

(c) PRESENCE ON THE AFFECTED MARKETS - State whether the undertaking referred to in **(a)** above operates on one or more of the markets affected by the concentration; if so, indicate the serial code number of the market stated in Form **E** under paragraph **E1**.

(d) CONTROL

- state direct or indirect equity ownership of the undertaking stated in **(a)** above;
- state whether the control is exercised directly (**D**) or indirectly (**I**);
- in the case of indirect control, name the party exercising direct control;
- state the date on which control was acquired.

(e) STOCK EXCHANGE LISTING - State whether the shares of the undertaking stated in **(a)** above are listed on the Italian stock exchanges.

Specify any acquisitions made in the past three years of undertakings operating on the affected markets as defined in Form **E** (using extra sheets if necessary).

Diagrams may be used to illustrate the information provided on this Form for a better understanding of the ownership structure.

* * *

FORM C - PARTIES TO THE CONCENTRATION

SECTION III - OWNERSHIP AND CONTROL

PARTY TO THE CONCENTRATION (from C1)						
serial code number		UNDERTAKING NAME				
C4. SUBSIDIARIES: (*)						
(a) UNDERTAKING NAME, REGISTERED OFFICE, TAX CODE	(b) MAIN ECONOMIC ACTIVITY (description and economic activity code)	(c) PRESENCE ON THE AFFECTED MARKETS		(d) CONTROL		(e) STOKE EXCHANGE LISTING (Y/N)
		Y/N	MARKET CODE	%	DIRECT OR INDIRECT	DATE OF ACQUISITION
					DIRECT CONTROLLING PARTY	

(*) When the participating party is an acquiring party, an incorporating party or a party to a joint venture, name the undertakings controlled by the parties stated in paragraph **C2** (parties directly or indirectly controlling the participating party). When the participating party is the acquired party, the incorporated party or a joint venture, name the undertakings controlled by the parties stated in paragraph **C1** (party to the concentration).

NOTIFYING PARTY	DATE	PAGE
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FORM D - FINANCIAL AND PERSONAL LINKS

SECTION I - FINANCIAL LINKS

This section must be completed for each of the parties named in Form C whenever, individually or jointly with others, they own not less than 10 per cent of the share capital or of the shares with voting rights (5 per cent in the case of listed companies) in undertakings (other than those indicated in paragraph C4 - Subsidiaries) operating in the markets affected by the concentration (indicated in Form E) or which control undertakings operating on those markets.

D1. PARTY INDICATED IN FORM C - Give the undertaking name or the name of the natural person indicated in form C.

D2. SHAREHOLDINGS - Name all the undertakings operating on the markets affected by the concentration in which the party referred to in paragraph **D1** owns, individually or jointly with other parties, directly or indirectly, a share of not less than 10 per cent of the share capital or shares having voting rights (5 per cent in the case of companies listed on the stock exchange). For each undertaking specify **(a)** the affected market on which it operates, using the market serial code given in paragraph **E1**, **(b)** the undertaking name, registered office and, in the case of Italian-registered companies, the Italian tax code, and **(c)** the equity interest owned.

* * *

[illegible]

FORM D - FINANCIAL AND PERSONAL LINKS

SECTION II - PERSONAL LINKS

This section must be completed for each of the parties indicated in Form C whenever members of their management boards of the parties indicated above are also members of the management boards of any other undertakings (other than those indicated in paragraph C4 - Subsidiaries) operating on the markets affected by the merger (indicated in form E) and which control undertakings operating on those same markets.

D3. PARTY INDICATED IN FORM C - State the undertaking name or the name of the natural person indicated in form C.

D4. PERSONAL LINKS - Name all the undertakings operating on the market affected by the merger or which control undertakings operating on those markets, whose management boards include persons who are simultaneously members of the management boards of the undertaking referred to in paragraph D3 (excluding the subsidiary undertakings already named in paragraph C4). In each instance specify (a) the affected market on which the undertaking operates, using the serial code number given in E1, (b) the undertaking name, registered office and, for Italian-registered companies, the tax code number, (c) the name of the member of the management boards and (d) the office or post held in the undertaking operating on the affected market.

* * *

FORM D - FINANCIAL AND PERSONAL LINKS

SECTION II - PERSONAL LINKS

D3. PARTY INDICATED IN FORM C			
UNDERTAKING NAME (surname and given name of a natural person)			
<div></div>			
D4. PERSONAL LINKS			
(a) PRESENCE ON AFFECTED MARKETS	(b) UNDERTAKING NAME - REGISTERED OFFICE - TAX CODE	(c) NAME OF BOARD MEMBER	(d) OFFICE POST HELD
NOTIFYING PARTY		DATE	PAGE

FORM E - AFFECTED MARKETS

SECTION I - DEFINITION OF THE RELEVANT MARKET

This section must be completed **for each market affected by the concentration.**

E1. RELEVANT MARKET - Give a serial code number (M01, M02, ...) to be associated uniquely with each relevant market affected by the concentration, and refer to it on all the other forms.

E2. DEFINITION OF THE RELEVANT MARKET

- (a) **RELEVANT PRODUCT MARKET** - Describe the relevant market in terms of the products traded, taking account of the definitions provided in the first part (General conditions ...) in paragraph **C3**.
- (b) **RELEVANT GEOGRAPHIC MARKET** - Describe the relevant market in terms of its geographic extension, taking account of the definitions provided in the first part (General conditions ...) in paragraph **C4**.

* * *

FORM E - AFFECTED MARKETS

SECTION I - DEFINITION OF THE RELEVANT MARKET

E1. RELEVANT MARKET (serial code number)

M		
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E2. DEFINITION OF RELEVANT MARKET

(a) RELEVANT PRODUCT MARKET

(b) RELEVANT GEOGRAPHIC MARKET

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FORM E - AFFECTED MARKETS

SECTION II - SIZE OF THE MARKET

This section must be completed **for each market affected by the concentration**, taking account of the definitions provided in the first part (General conditions ...) in paragraph **C1**.

E3. OVERALL SIZE OF THE PRODUCT MARKET:

Please provide the information referred to in **(a)** and where possible **(b)**.

(a) SALES VALUE - For each of the last three financial years, indicate the sales value of the products sold on the relevant product market (as defined in **E2(a)**):

- i. on the relevant geographic market;
- ii. in Italy (if different from i.);

(b) SALES VOLUME - For each of the last three financial years, indicate the sales volume of the products sold on the relevant product market (as defined in **E2(a)**):

- i. on the relevant geographic market;
- ii. in Italy (if different from i.).

* * *

FORM E - AFFECTED MARKETS

SECTION II - SIZE OF THE MARKET

AFFECTED MARKET			
serial code number (from E1)	M		DESCRIPTION
E3. OVERALL SIZE OF THE PRODUCT MARKET:			
(a) SALES VALUE - thousand of euro			
		YEAR	
	----	----	----
i. on the relevant geographic market			
ii. in Italy (if different from i.)			
(b) SALES VOLUME - specify the unit of volume			
		YEAR	
	----	----	----
i. on the relevant geographic market			
ii. in Italy (if different from i.)			

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FORM E - AFFECTED MARKETS

SECTION III - MAIN TRADE MARKS

This section must be completed **for each market affected by the concentration.**

E4. MAIN TRADE MARKS - List the main trade marks of the products traded on the relevant market, stating:

- (a) the trade mark or brand name,
- (b) the proprietor or licensee of the mark/brand,
- (c) the share of sales of the mark/brand.

* * *

FORM E - AFFECTED MARKETS

SECTION III - MAIN TRADE MARKS

AFFECTED MARKET		
serial code number (from E1)	M	DESCRIPTION
E4. MAIN TRADE MARKS		
(a) THE TRADE MARK OR BRAND NAME	(b) THE PROPRIETOR OR LICENSEE OF THE MARK	(c) THE SHARE OF SALES OF THE MARK (%)

NOTIFYING PARTY	DATE	PAGE
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FORM E - AFFECTED MARKETS

SECTION IV - MARKET SHARES OF THE PARTY TO THE CONCENTRATION

This section must be completed **for each market affected by the concentration and for each party to the concentration operating on that market.**

When the party to the concentration is an acquiring party, an incorporating party or a party to a joint venture, the market shares refer to the parties stated in paragraph **C2** (parties directly or indirectly controlling the party to the concentration) and the subsidiaries which they control (stated in paragraph **C4**).

When the participating party is the acquired party, the incorporated party or a joint venture, the market shares refer to the parties stated in paragraph **C1** (parties to the concentration) and the subsidiaries which they control (stated in paragraph **C4**).

In each instance, the market shares of these parties may be stated either as a whole, or separately for each, as appropriate.

E5. MARKET SHARES OF THE PARTY TO THE CONCENTRATION

Please provide the information required under **(a)** and if possible under **(b)**:

- (a) SALES VALUE** - Provide the value of the sales of products on the relevant product market (as defined in point **E2(a)**) for each of the last three financial years:
 - i. on the relevant geographic market;
 - ii. in Italy (if different from i.);
- (b) SALES VOLUME** - Provide the volume of the sales of products on the relevant product market (as defined in point **E2(a)**) for each of the last three financial years:
 - i. on the relevant geographic market;
 - ii. in Italy (if different from i.).

* * *

FORM E - AFFECTED MARKETS

SECTION IV - MARKET SHARES OF THE PARTY TO THE CONCENTRATION

AFFECTED MARKET			
serial code number (from E1)	M		DESCRIPTION
PARTY TO THE CONCENTRATION			
serial code number (from A1)	P		UNDERTAKING NAME (from A2 (a))
E5. MARKET SHARES OF THE PARTY TO THE CONCENTRATION(*)			
(a) SALES VALUE - thousand of euro			
YEAR			

i. sales value			
ii. market share (%)			
(b) SALES VOLUME - unit of measurement			
YEAR			

i. sales volume			
ii. market share (%)			

(*) When the party to the concentration is an acquiring party, an incorporating party or a party to a joint venture, the market shares refer to the parties stated in paragraph C2 (parties directly or indirectly controlling the party to the concentration) and the subsidiaries which they control (stated in paragraph C4).
 When the party to the concentration is the acquired party, the incorporated party or a joint venture, the market shares refer to the parties stated in paragraph C1 (parties to the concentration) and the subsidiaries which they control (stated in paragraph C4).
 In each instance, the market shares of these parties may be stated either as a whole, or separately for each, as appropriate.

NOTIFYING PARTY	DATE	PAGE
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FORM E - AFFECTED MARKETS

SECTION V - MAIN COMPETITORS

This section must be completed **for each market affected by the concentration.**

E6. MAIN COMPETITORS:

Please provide the following information on the five main competitors (including importers) and competitors with a market share of not less than 10 per cent:

(a) UNDERTAKING NAME AND REGISTERED OFFICE

(b) GROUP OF INDIVIDUALS OR UNDERTAKINGS EXERCISING THE CONTROL - Indicate briefly, where known, the names of the parties directly or indirectly controlling the undertaking referred to in **(a)**.

(c) MARKET SHARES - State the value and where possible the volume of sales and the shares of the relevant market for each of the past three financial years.

* * *

FORM E - AFFECTED MARKETS

SECTION V - MAIN COMPETITORS

AFFECTED MARKET							
serial code number (from E1)		M		DESCRIPTION			
E6. MAIN COMPETITORS:							
(a) UNDERTAKING NAME - REGISTERED OFFICE	(b) GROUP OF INDIVIDUALS OR UNDERTAKINGS EXERCISING CONTROL	YEAR (last 3)	(c) MARKET SHARES				
			VALUE		VOLUME		
			(Unit of measure : _____)				
			thousand of euro	%	volume	%	
NOTIFYING PARTY			DATE		PAGE		

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION I - STRUCTURE OF SUPPLY

- G1. STRUCTURE OF SUPPLY ON AFFECTED MARKETS** - Explain the distribution channels and service networks that exist on the affected markets. In so doing, take account of the following where appropriate:
- a) the distribution systems prevailing on the market and their importance;
 - b) the service networks (for example maintenance and repair) prevailing and their importance on these markets.

Provide an estimate of the total production capacity for the last three years. Over this period, what proportion of this capacity is accounted for by each of the parties to the concentration, and what have been their respective rates of capacity utilisation?

Identify the total value and volume of imports onto the relevant market and the main countries of origin of these imports, and the percentage of these imports coming from foreign affiliated undertakings of the undertakings parties to the concentration.

Identify the five largest suppliers to the notifying parties and their individual shares of purchases from each of these suppliers (raw materials, or goods used for the purposes of producing the relevant products).

* * *

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION I - STRUCTURE OF SUPPLY

G1. STRUCTURE OF SUPPLY ON AFFECTED MARKETS		
NOTIFYING PARTY	DATE	PAGE

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION II - STRUCTURE OF DEMAND

G2. STRUCTURE OF DEMAND ON THE AFFECTED MARKETS - Identify the five largest customers of the notifying parties for each affected market and their individual share of total sales for such products accounted for by each of those customers.

Describe the structure of market demand in terms of its current phase (take-off, expansion, maturity, decline).

Describe the structure of the demand in terms of:

- a) the forecast growth rate of the demand;
- b) the degree of concentration or dispersion of customers;
- c) the segmentation of customers into different groups, describing the typical customer of each group, and the size of each group and the factors making it possible to discriminate prices between groups;
- d) the existence of exclusive distribution contracts and other types of long-term contracts;
- e) the extent to which public authorities, government agencies, state enterprises or similar bodies are important participants as a source of demand.

* * *

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION II - STRUCTURE OF DEMAND

G2. STRUCTURE OF DEMAND ON THE AFFECTED MARKETS		
NOTIFYING PARTY	DATE	PAGE

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION III - MARKET ENTRY

- G3. MARKET ENTRY** - Over the past five years has there been any significant entry into any of the affected markets by any major competitors? State also whether, following a small but significant increase in prices on the relevant market following the concentration, the spare production capacity, or the production capacity to be used for other products would come onto the market, and when. Describe the various factors influencing entry into affected markets that exist in the present case, examining entry from both a geographic and product viewpoint. In particular take account, where appropriate, of the following factors:
- a) the total entry costs (R&D, establishing distribution systems, promotion, advertising, servicing) on a scale equivalent to a significant viable competitor, indicating the market share of such a competitor; indicate also the share of unrecoverable costs in the event of leaving the market after a short time following entry;
 - b) any statutory or regulatory barriers to entry, such as the requirement of government authorisation or standard-setting in any form;
 - c) any restrictions created by the existence of patents, know-how and other intellectual property rights on these markets, and any restrictions created by licensing such rights;
 - d) the extent to which each of the parties to the concentration are licensees or licensors of patents, know-how and other intellectual property rights on the relevant markets;
 - e) the importance of economies of scale and/or scope for the production of products on the affected markets;
 - f) access to sources of supply, such as the availability of raw materials; ☐☐☐
 - g) consumer preferences in terms of brand loyalty and product differentiation.

* * *

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION III - MARKET ENTRY

G3. MARKET ENTRY		
NOTIFYING PARTY	DATE	PAGE

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION IV - OTHER INFORMATION

G4. RESEARCH AND DEVELOPMENT - Give an account of the importance of research and development in the ability of a firm operating on the relevant market or markets to maintain a substantial competitive capacity in the long term.

G5. CO-OPERATIVE AGREEMENTS - To what extent do co-operative agreements (horizontal or vertical) exist on the affected markets. Give details of the most important co-operative agreements concluded between the parties to the concentration on the affected markets, such as research and development, licensing, joint production, specialisation, distribution, long-term supply and the exchange of information agreements.

G6. TRADE ASSOCIATIONS - With respect to the trade associations on the affected markets indicate:

- a) those of which the parties to the concentration are members;
- b) the most important trade associations to which the customers and suppliers of the parties to the concentration belong.

* * *

FORM G - GENERAL CONDITIONS ON THE AFFECTED MARKETS

SECTION IV - OTHER INFORMATION

G4. RESEARCH AND DEVELOPMENT		
G5. CO-OPERATIVE AGREEMENTS		
G6. TRADE ASSOCIATIONS		
NOTIFYING PARTY	DATE	PAGE

FORM F – SUPPORTING DOCUMENTATION

The notifying parties must provide the following documents, marking them with a serial number (the first part of the code is already printed on the form, to which it is sufficient to add a serial number), together with a description and an indication of the number of pages of which it is composed.

~~F1. RECEIPT FOR THE PAYMENT OF THE STATUTORY FEE~~ - ~~Copy of the filing fee payment receipt (one for each operation notified).~~

F2. DOCUMENTS RELATING TO THE CONCENTRATION - A copy of the final or most recent version of all documents referring to the concentration.

F3. COPY OF THE OFFER DOCUMENT - In the case of a public bid, a copy of the offer document; if this is not available at the time of notification, it must be submitted as soon as possible, and at all events no later than the date on which it is submitted to the shareholders

F4. ANNUAL REPORTS AND ACCOUNTS - A copy of the annual reports and accounts for each of the last three financial years of all the undertakings party to the concentration.

F5. OTHER DOCUMENTATION - When at least one affected market is identified, if considered necessary for the purposes of appraising the concentration, a copy of reports, analyses, studies and surveys submitted to or prepared for the members of the board of directors, the supervisory board or shareholders' meeting, for the purpose of appraising or analysing the concentration with respect to competitive conditions, competitors (actual and potential) and market conditions must be submitted.

FORM F – SUPPORTING DOCUMENTATION

F1 RECEIPT FOR THE PAYMENT OF THE STATUTORY FEE		
ANNEX N.	DESCRIPTION	PAGES
F1. __		
F1. __		
F2 DOCUMENTS RELATING TO THE CONCENTRATION		
ANNEX N	DESCRIPTION	PAGES
F2. __		
F2. __		
F2. __		
F3 COPY OF THE OFFER DOCUMENT		
ANNEX N	DESCRIPTION	PAGES
F3. __		
F4 ANNUAL REPORTS AND ACCOUNTS		
ANNEX N	DESCRIPTION	PAGES
F4. __		
F4. __		
F4. __		
F4. __		
F5 OTHER DOCUMENTATION		
ANNEX N.	DESCRIPTION	PAGES
F5. __		
F5. __		
F5. __		
F5. __		
F5. __		

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