



## MERGER NOTIFICATION FORM

This form provides a framework for supplying to the Fair Trading Commission the information required under Section 20 of the Fair Competition Act 2002-19. This form should be completed separately for each party to the proposed transaction, although only one party needs to supply a description of the proposed transaction. It is preferable that the parties submit their respective completed forms simultaneously, although they may be submitted separately.

Please note that the Commission will only communicate on this matter with authorised individuals.

Applications must be submitted in typed form on A4 paper. Any material that is considered properly confidential must be clearly marked and should be included in an annexure to the main submission.

Please provide the requested information for sections 1 and 5 on the form. Information for sections 2, 3, 4 and 6 should be contained in appendices identified by the corresponding section number used in the form.

### 1. GENERAL INFORMATION

The party supplying this information is

the acquiring party                       the acquired party                       other party to the proposed transaction

Name of the party to the transaction for which this information is supplied

Address of Head Office and Principal Offices of the party

Website Address

E-mail Address	Telephone Number	Fax Number
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<p>Payment of Prescribed Fee</p> <p><input type="checkbox"/> Included in full                      <input type="checkbox"/> Will be made in full by another party to the transaction</p> <p><input type="checkbox"/> Partly included, remaining payment to be remitted by another party to the transaction                      <input type="checkbox"/> Not included but will be remitted by the notifier</p> <p><input type="checkbox"/> Cheque                      <input type="checkbox"/> Wire Transfer                      Date expected: _____</p>	<p>Official Receipt for Fee Payment should be issued to:</p>
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Name of Authorised Individual	Other individual who may be contacted
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Title	Title
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Telephone Number	Fax Number	Telephone Number	Fax Number
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Address	Address
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<b>2. DESCRIPTION OF THE PROPOSED TRANSACTION</b>		<b>No of pages</b>
Please indicate the number of pages contained in each appendix in the appropriate column beside each section of this form.		
2.1	<p>Is the proposed transaction public at this time?</p> <p><input type="checkbox"/> Yes    <input type="checkbox"/> No</p> <p>If no, when will the Commission be able to commence its public inquiry/investigation.</p>	
2.2	<p>Describe briefly the merger proposal, the merging enterprises and the proposed arrangements by which they will merge. The information provided here should include details on:</p> <ul style="list-style-type: none"> <li>• the type of proposed transaction, for example; a) Acquisition of assets, b)Acquisition of shares, c)Amalgamation, d) Combination, e)Acquisition of an interest in a combination.</li> <li>• the consideration given and received by each of the parties (e.g. cash, assets, shares, interests).</li> <li>• which if any of the merging enterprises will cease to be distinct.</li> <li>• the reasons for the transaction.</li> </ul>	
2.3	Give details of any factors upon which completion of the merger is conditional.	
2.4	Supply copies of any agreements or any other contracts on which the merger is based.	
2.5	Please indicate the likely effective closing date for the merger and whether the offer has been recommended by the Board of the target company.	
2.6	Please provide a copy of any board of directors' resolutions with respect to the acceptance of the merger proposal, together with copies of the legal documents, or the most recent drafts thereof if the documents have not been executed that are to be used to implement the proposed transaction.	
<b>3. NOTICE TO REGULATORY AUTHORITIES</b>		
3.1	Are there any other jurisdictions in which the proposed merger falls under merger provisions? Please identify those countries and the respective authorities contacted.	
3.2	Please provide a list of all the other regulatory bodies with whom you are required to seek approval, and provide copies of the applications made to those bodies.	
3.3	Please ensure that if and when approval by the other regulatory bodies is granted, that copies of such are made available to the Commission.	
<b>4. INFORMATION REQUIRED FOR EACH PARTY</b>		
4.1	<p>Give the following details about each of the merging enterprises:</p> <ul style="list-style-type: none"> <li>• name and official addresses;</li> <li>• name and positions of senior officers;</li> <li>• ownership and control (e.g. distribution of shareholding, articles of association);</li> <li>• fully describe the nature of all relevant businesses conducted;</li> <li>• detail all relevant group relationships, associated companies, degrees of dependency and percentages of holdings;</li> <li>• where shares in another enterprise are to be acquired, give detail of the amount of the shareholding to be acquired and the total shareholding owned in it by the purchaser or any related company;</li> <li>• provide the total turnover for the last business year of: <ul style="list-style-type: none"> <li>- each enterprise engaged in the merger in Barbados; and</li> <li>- each relevant group of companies worldwide;</li> </ul> </li> <li>• provide gross worldwide assets of each of the enterprises engaged in the merger; and</li> <li>• if any person has taken a decision or entered into a commitment or undertaking to make significant changes in any business to which the proposed transaction relates provide a summary description or the description otherwise made available to shareholders.</li> </ul>	
4.2	Enclose a list of the notified mergers involving any of the merging enterprises in any other country during the last five years.	
4.3	Supply, for each of the merging enterprises, three copies of the most recent annual financial report, if any, and accounts.	
4.4	Describe in your view, each product or service market affected and whether the geographic markets are international, national, regional or local. Give reasons for your statements.	

4.5	<p>For the different relevant markets identified, give the following information. Refer to industry data where available. Use the most recent figures available, specify the period they cover and explain the basis for your estimates:</p> <ul style="list-style-type: none"> <li>• an estimate of the value, and volume of each market; if the affected market is not a national one, also give an estimate for the national market ;</li> <li>• turnover and market shares of the merging enterprises in each relevant market;</li> <li>• the names and market shares of all competitors (including overseas companies/importers) with over five per cent of a market.</li> </ul>	
4.6	<p>Describe any barriers or restrictions to new entry in the relevant markets. For example, any legal or regulatory requirements; economies of scale or scope; high sunk costs; restricted access to essential inputs; high levels of product differentiation or brand loyalty; probability of retaliatory action from powerful firms.</p> <p>Provide details of any firms that have entered, exited or merged in the relevant markets in the last 3 years.</p>	
4.7	<p>Give details of the nature and extent of any vertical links involving or between the merging enterprises in a relevant market.</p>	

**5. CERTIFICATION AND SIGNATURE**

I ..... have  
PRINT FULL NAME PRINT POSITION/TITLE

reviewed the matters reported in this application and appendices and certify that the information contained in these documents is complete, true and accurate.

*Under Section 42 of the Fair Competition Act 2002-19 it is an offence to give false or misleading information to the Commission.*

**6. OPTIONAL INFORMATION**

6.2	Any other information which the party considers relevant.	
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