**SIMPLIFIED MERGER REVIEW REGULATION FORM**

**INFORMATION REQUIRED** – Merger Review Regulations. This form provides a framework for supplying to the Federal Competition and Consumer Protection Commission, the information required under part XII *of the Federal Competition and Consumer Protection Act*. This form should be completed jointly by parties to the proposed transaction. The requested information may be provided on the form or in appendices identified by the corresponding section number used in the form and should be bound together.

|  |  |  |  |
| --- | --- | --- | --- |
| To supply additional information, please attach appendices where applicable. Indicate the number of pages contained in each appendix in the appropriate column beside each section of this form. | | | **No. of pages** |
| **1. BACKGROUND INFORMATION** | | | |
| **Information on the notifying party (or parties)** | | | |
| 1.1 | Give details of:   1. the name and address of merger parties; 2. the nature of the merger parties's business; 3. the name, address, telephone number, fax number and electronic address of, and position held by, the appropriate contact person; and 4. an address for service of the notifying party (or each of the notifying parties) to which documents and, in particular, Commission decisions may be delivered.   (The name, telephone number and e-mail address of a person at this address who is authorised to accept service must be provided.) | |  |
| **Information on the other parties to the Merger** | |  | |
| 1.2 | For each party to the Merger (except the notifying party or parties) give details of:   1. the name and address of merger party; 2. the nature of merger party's business; 3. the name, address, telephone number, fax number and electronic address of, and position held by the appropriate contact person; 4. an address for service of the party (or each of the parties) to which documents and in particular, Commission Decisions may be delivered. The name, e-mail address and telephone number of a person at this address who is authorised to accept service must be provided. | |  |
| **Appointment of representatives** | | |  |
| 1.3 | Where representatives of the merger parties are appointed, such representatives must produce written proof that they are authorized to act. The written proof must contain the name and position of the persons granting such authority.  Provide the following contact details of any representatives who have been authorized to act for any of the parties to the merger, indicating whom they represent:   1. the name of the representative; 2. the address of the representative; 3. the name, address, telephone number, fax number and e-mail address of the person to be contacted; and 4. an address of the representative to which correspondence may be sent and documents delivered. (if different from above) | |  |
| 1. **GENERAL BACKGROUND AND DETAILS OF THE MERGER** | | |  |
| 2.1 | Describe the general background to the merger. In particular, give an overview of the main reasons for the transaction, including its economic and strategic rationale.  Provide an executive summary of the merger, specifying the parties to the merger, the nature of the merger (for example, merger, acquisition, or joint venture.), the areas of activity of the notifying parties, the markets on which the merger will have an impact (including the main affected markets ), and the strategic and economic rationale for the merger. | |  |
| 2.2 | Describe the legal nature of the transaction. In doing so, indicate:   1. whether the whole or parts of the parties are subject to the merger; 2. the proposed or expected date of any major events designed to bring about the completion of the merger; 3. the proposed structure of ownership and control after the completion of the merger; and 4. whether the proposed transaction is a merger within the meaning of Section 92 of the Federal Competition and Consumer Protection Act. | |  |
| 2.3 | List the economic sectors involved in the merger.  State the value of the transaction (the purchase price or the value of all the assets involved, as the case may be).  . | |  |
| 2.4 | Provide sufficient financial or other data to show that the merger meets OR does not meet the merger thresholds. | |  |
|  | **OWNERSHIP AND CONTROL** | |  |
| 3.1 | For each of the parties to the merger provide a list of all merger parties belonging to the same group. This list must include:   1. all merger parties or persons controlling these parties, directly or indirectly; 2. all merger parties active on any affected market that are controlled, directly or indirectly: (a) by these parties;   (b) by any other merger parties identified in 3.1(i) above.  For each entry listed above, the nature and means of control should be specified. The information sought in this section may be illustrated by the use of organization charts or diagrams to show the structure of ownership and control of the merging parties. | |  |
|  | **MARKET DEFINITIONS** | |  |
| 4.1. | The relevant product and geographic markets determine the scope within which the market power of the new entity resulting from the merger must be assessed. The notifying party or parties must provide the data requested having regard to the following definitions: | |  |
| A. | **Relevant product markets** | |  |
|  | A relevant product market comprises all those products and/or services which are regarded as interchangeable or substitutable by the consumer, by reason of the products' characteristics, their prices and their intended use. A relevant product market may in some cases be composed of a number of individual products and/or services which present largely identical physical or technical characteristics and are interchangeable.  Factors relevant to the assessment of the relevant product market include the analysis of why the products or services in these markets are included and why others are excluded by using the above definition, and having regard to, for example, substitutability, conditions of competition, prices, cross-price elasticity of demand or other factors relevant for the definition of the product markets (for example, supply-side substitutability in appropriate cases). | |  |
| B. | **Relevant geographic markets** | |  |
|  | The relevant geographic market comprises the area in which the undertakings concerned are involved in the supply and demand of relevant products or services, in which the conditions of competition are sufficiently homogeneous and which can be distinguished from neighbouring geographic areas because, in particular, conditions of competition are appreciably different in those areas.  Factors relevant to the assessment of the relevant geographic market include inter alia the nature and characteristics of the products or services concerned, the existence of entry barriers, consumer preferences, appreciable differences in the undertakings' market shares between neighbouring geographic areas, or substantial price differences. | |  |
| C. | **Affected Markets** | |  |
|  | For the purposes of the information required in this Form, affected markets consist of relevant product markets where, in Nigeria:  (a) two or more of the parties to the merger are engaged in business activities in the same product market and where the merger will lead to a combined market share of 15% or more. These are horizontal relationships;  (b) one or more of the parties to the merger are engaged in business activities in a product market, which is upstream or downstream of a product market in which any other party to the merger is engaged, and any of their individual or combined market shares at either level is 25% or more, regardless of whether there is or is not any existing supplier/customer relationship between the parties to the merger. These are vertical relationships. | |  |
| 4.2 | On the basis of the above definitions and market share thresholds, provide the following information:  Identify each affected market within the meaning of 4C above at the Nigerian level | |  |
| 4.3 | In addition, explain the notifying parties view as to the scope of the relevant geographic market within the meaning of 4B in relation to each affected market identified at 4.1 above. | |  |
|  | **INFORMATION ON AFFECTED MARKETS** | |  |
| 5.1 | For each affected relevant product market, for the last financial year where in the opinion of the notifying parties, the relevant geographic market is different; provide the following information:   1. an estimate of the total size of the market in terms of sales value (in Naira) and volume (units). 2. Indicate the basis and sources for the calculations and provide documents where available to confirm these calculations; 3. the sales in value and volume, as well as an estimate of the market shares, of each of the parties to the merger; 4. an estimate of the market share in value (and where appropriate volume) of all competitors (including importers) having at least 5 % of the geographic market under consideration; 5. On this basis, provide an estimate of the HHI index pre- and post-merger, and the difference between the two (the delta). Indicate the proportion of market shares used as a basis to calculate the HHI; 6. Identify the sources used to calculate these market shares and provide documents where available to confirm the calculation; 7. the five largest independent customers of the parties in each affected market and their individual share of total sales for such products accounted for by each of those customers; 8. the nature and extent of vertical integration of each of the parties to the merger compared with their largest competitors; 9. identify the five largest independent suppliers to the parties; | |  |
| 5.2 | Over the last five years, has there been any significant entry into any affected markets? In the opinion of the notifying parties are there undertakings (including those at present operating only in foreign markets) that are likely to enter the market? Please specify. | |  |
| 5.3 | To what extent do cooperative agreements (horizontal or vertical) exist in the affected markets? | |  |
| 5.4 | If the merger is a joint venture, do two or more parents retain to a significant extent activities in the same market as the joint venture or in a market which is downstream or upstream from that of the joint venture or in a neighbouring market closely related to this market? | |  |
| 5.5 | Describe the likely impact of the proposed merger on competition in the affected markets and how the proposed merger is likely to affect the interests of intermediate and ultimate consumers and the development of technical and economic progress. | |  |

|  |  |
| --- | --- |
|  | **DECLARATION** |
|  | This Declaration must be signed by a duly authorised person or on behalf of each of the notifying parties:  *I declare that, to the best of my knowledge and belief, the information given in response to the questions in this Notice is true, correct, and complete in all material respects.*  *I understand that:*  *It is a criminal offence under section 112 of the Federal Competition and Consumer Protection Act, 2018 for a person knowingly to supply to the Commission information which is false or misleading in any material respect. This includes supplying such information to another person or any officer of the Commission knowing that the information is to be used for the purpose of supplying information to the Commission;*  *The Commission may reject any Notice if it is discovered that it contains information which is false or misleading in any material respect;*  *The Commission conducts both Phase 1 and Phase 2 investigations. In the event that the merger is referred for a Phase 2 investigation, information provided to the Commission during the course of the Phase 1 investigation will also be used for the Phase 2 investigation; and*  *The Commission will bring the merger described in this Notice, and the fact that the Notice has been given, as prescribed by the Act.*   |  | | --- | | *Signed:* | | *Name: (block letters)* | | *Position: (block letters)* | | *Date:* |   In addition to the above Declaration, the Declaration below should also be signed by a duly authorised person or on behalf of each of the notifying parties if the undertakings are appointing legal representatives:  *I confirm that the representative(s) (if any) named in reply to question 1.3 is/are authorised for the purposes of proceedings related to the arrangements described under question 2 to act on behalf of the merger parties respectively specified in response to question 1.3 of this Form/Guidance Note. I hereby specify the address of the representatives named in reply to question 1.3 as an address at which [name of notifying party] will accept service or take receipt of documents.*   |  | | --- | | *Signed:* | | *Name: (block letters)* | | *Position: (block letters)* | | *Date:* | |