

**NOTIFICATION FORM
for the notification of a concentration
pursuant to Article 24 of
Act LVII of 1996 on the Prohibition of
Unfair and Restrictive Market Practices**

**To be used for concentrations established on or after 15
January 2017 and submitted as from 1 January 2018**

Please complete the notification form in Hungarian – the Hungarian Competition Authority only considers notification forms completed in Hungarian as notification forms duly completed pursuant to Article 43/J(1) of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices.

Before completing the notification form, please consult the *Guide to the notification form for the notification of a concentration pursuant to Article 24 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices* available on the website of the Hungarian Competition Authority (in Hungarian only).

Attention must be drawn to the fact that pursuant to Article 43/L(1) of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices a pre-notification contact may be requested from the Hungarian Competition Authority in order to clarify the scope of the data and documents that must be submitted when notifying a concentration. **Any derogation from the questions of this form or any deviation from the questions contained in the form is only possible after a pre-notification contact.** We kindly ask you to gather information about the possibilities of pre-notification contact before completing this form and submitting it.

The rules of the pre-notification contact are to be found in Notice No. 9/2017 of the President of the Hungarian Competition Authority and the Chair of the Competition Council of the Hungarian Competition Authority on pre-notifications in connection with investigations regarding concentrations, which is accessible on the homepage of the Hungarian Competition Authority (in Hungarian only).

Notification

With the submission of the present form [Name, registered office, postal address (if different from the registered office) of the party(ies) notifying the concentration] as party(ies) notifying the concentration, through the (legal) representative [name and postal address of the legal representative] pursuant to Article 24(1)/ Article 24(4) and Article 28 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices

I / we hereby notify the Hungarian Competition Authority

of the concentration described in Chapter I. below.

Besides submitting the notification I / we hereby declare that all data and information provided in this form and its annexes and in all other documents that have been submitted are authentic, current and accurate and that they are provided to the best of my / our knowledge.

[Date and place]

[signature]

I. Subject of the notification of a concentration

- I.1. Provide a brief description of the salient features of the concentration specifying the participants, the type of concentration as it is contained in Article 23 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices (hereinafter referred to as Competition Act) the areas of operation and markets of the participants, identifying in particular the relevant markets affected by the concentration. Give a brief description of the expected organisational and market consequences of the concentration on the major markets, highlighting the effects on competition concerning the Hungarian markets. Furthermore, please complete the following table.

Legal basis of notification	<input type="checkbox"/> Article 24(1) of the Competition Act <input type="checkbox"/> Article 24(1) and (2) of the Competition Act <input type="checkbox"/> Article 24(4) of the Competition Act	
Nature of transaction	<input type="checkbox"/> Single transaction, considered as a concentration <input type="checkbox"/> Several transactions which when taken separately can also be considered as a concentration, but which in fact form a single concentration ¹ <input type="checkbox"/> Several concentrations that can be assessed in a single proceeding ²	
Date of contract(s) the transaction is based on		
Type of concentration	<input type="checkbox"/> Article 23(1)(a) <input type="checkbox"/> Article 23(1)(b) <input type="checkbox"/> Article 23(1)(c)	
Type of control acquired	<input type="checkbox"/> Article 23(2)(a) <input type="checkbox"/> Article 23(2)(b) <input type="checkbox"/> Article 23(2)(c) <input type="checkbox"/> Article 23(2)(d)	
Will there be any restriction of competition for the period after the completion of the transaction?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Turnover of the group of undertakings acquiring control³		
Turnover of the group of undertakings of the target undertaking / part of the undertaking⁴		
Community-wide concentration	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Application of two-thirds rule	<input type="checkbox"/> Yes	<input type="checkbox"/> No

¹ In this case please refer to the appropriate point of Notice No. 6/2017 of the President of the Hungarian Competition Authority and the Chair of the Competition Council of the Hungarian Competition Authority on certain questions regarding proceedings on investigating concentrations (hereinafter referred to as Notice No. 6/2017.).

² In this case please refer to the appropriate point of Notice No. 6/2017.

³ This line is multipliable in case of more than one group of undertakings

⁴ This line is multipliable in case of more than one group of undertakings

Notification to competition authority of another country	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If yes, which one(s)		
Substantial effect on competition related to the concentration	<input type="checkbox"/> Horizontal <input type="checkbox"/> Vertical <input type="checkbox"/> Portfolio	
Can significantly overlapping markets be identified?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Can related relevant market(s) be identified?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Authorisation(s) of (a) proxy(s) for the service of process is / are attached?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is contract attached?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is / are document(s) confirming market share attached?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Has the administrative fee been paid?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

- I.2.** Provide a summary (not exceeding 500 words) of the information covered in Point I.1. without disclosing any business secrets, which the GVH may publish on its website pursuant to Article 43/J (2) of the Competition Act or use in its contacts with market players.

The GVH communicates the summary without modifications; therefore, the description of the transaction has to be entire and comprehensible in itself. Please, do not use abbreviations!

II. Participants of the concentration

Please answer the questions in this chapter *separately for each undertaking or group of undertakings*.

If, due to the specialities of the concentration in question, you consider the provision of an answer to one or several of the questions of this form or the attachment of one or several of the documents prescribed by this form to be either totally or in the requested manner unnecessary, impossible or not applicable, it is possible to not provide an answer or answers or to not attach a requested document or documents.

In such a case a thorough justification must be given as to why the information in question is unnecessary regarding the question or part of it, or why the question is not applicable regarding the concentration. Declare whether this notification includes all necessary facts or data without this information, or present other evidence that is not mentioned in the questions of this form.

We hereby draw your attention to the point that in such cases it is recommended to request a pre-notification contact with the GVH on the topic. With a pre-notification contact the chance of a competition supervision proceeding being initiated pursuant to Article 67 (4) (b) of the Competition Act due to an improperly filled form can be reduced. The rules of the pre-notification contact are to be found in Notice No. 9/2017 of the President of the Hungarian Competition Authority and the Chair of the Competition Council of the Hungarian Competition Authority on pre-notifications in connection with investigations regarding concentrations (hereinafter referred to as Notice No. 9/2017).

II.1. The parties to the competition supervision proceeding initiated upon the notification of the concentration

Pursuant to Article 52(a)(aa) of the Competition Act parties to the competition supervision proceeding for the investigation of a concentration initiated upon the notification of a concentration are

- a) the party notifying the concentration,
- b) the direct participant of the concentration,
- c) – in the case of the acquisition of a part of an undertaking pursuant to Article 23(1)(a) of the Competition Act – the undertaking of which the merging part of an undertaking was part of before the merger.

The following party is / parties are to be considered as direct participant(s) pursuant to Article 26(2) of the Competition Act:

- the acquiring and acquired undertakings, in the case of an acquisition of an undertaking,
- the merging undertakings, in the case of a merger,
- the part of an undertaking and the undertaking, of which the previous one becomes part of, in the case of an acquisition of a part of an undertaking,
- the undertaking(s) acquiring direct control, the undertaking controlling such undertaking jointly with one or more members of another group of undertakings by acquiring indirect joint control pursuant to Article 23(1) (b), as well as the undertaking over which control is acquired,
- the undertakings setting up a joint venture, in the case of a newly established joint venture.

By completing the tables below, please provide the following data separately for each undertaking that would qualify as a party pursuant to Article 52(a)(aa) of the Competition Act if upon the notification of the concentration an investigation of the concentration would be ordered pursuant to Article 67(4) of the Competition Act:

- a) the undertaking's name, registered office, mailing address (if different from the registered office), telephone number, and e-mail address;
- b) name, address, telephone number, fax number, and e-mail address of the representative of the undertaking; furthermore, in the case of a legal representative, the title or position of the representative, and in the case of an authorised representative, the fact that he/she acts in such a capacity;

- c) if the undertaking has no registered office, no postal address for the purposes of this procedure or no representative in Hungary, the name of the agent for the purposes of this procedure and his/her postal address in Hungary;
- d) in the case of direct participants the legal basis of direct participation.

Notifier	
Name of undertaking	
Seat of undertaking	
Mailing address	
Phone number	
E-mail address	
Proxy or agent for the service of process of the party notifying the concentration	
Name	
Mailing address	
Phone number	
E-mail address	

Direct participants	
1. Undertaking	
Name of undertaking⁵	
legal basis of direct participation ⁶	
Seat of undertaking	
Mailing address	
Phone number	
E-mail address	
1. Proxy or agent for the service of process of 1. Undertaking	
Name	
Mailing address	
Phone number	
E-mail address	
2. Undertaking	
Name of undertaking	
legal basis of direct participation	
Seat of undertaking	
Mailing address	
Phone number	
E-mail address	
Proxy or agent for the service of process of 2. Undertaking	
Name	
Mailing address	
Phone number	
E-mail address	

II.2. Groups of undertakings participating in the concentration

Pursuant to Article 23(2) of the Competition Act direct control is exercised by a sole undertaking, or more than one undertaking jointly, which

⁵ In the case of a part of an undertaking, the name of the undertaking that the part of the undertaking was part of prior to the concentration (for example y branch of x undertaking) must also be indicated, and subsequently information about this undertaking must be provided.

⁶ If it is the direct participant that has notified the concentration, then the table does not need to be completed repeatedly.

- a) has, or have, the ownership of the businesses or shares of another undertaking entitling it or them to exercise majority voting rights, or is or are holders of more than fifty per cent of the voting rights; or
- b) is, or are, entitled to appoint, elect or recall the majority of the executive officers of another undertaking; or
- c) is, or are, entitled by contracts to exercise decisive influence on the decisions of another undertaking; or
- d) acquires, or acquire, the actual ability to exercise decisive influence over the decisions of another undertaking.

Pursuant to Article 23(3) of the Competition Act an undertaking shall have indirect right of control over another undertaking which

- a) is directly controlled, whether jointly with such undertaking or solely, by an undertaking under its direct control;
- b) is directly controlled jointly by undertakings under its direct control;
- c) is controlled in accordance with paragraph (2) or point (a) or (b) by undertakings under its indirect control pursuant to point (a) or (b); or
- d) is controlled in accordance with points (a) to (c) by undertakings under its indirect control pursuant to points (a) to (c).

Pursuant to Article 15(2) of the Competition Act an undertaking belongs to the same group of undertakings together with those undertakings which

- a) are under its sole direct or indirect control pursuant to the above mentioned
- b) exercise control over it, as referred to in point (a);
- c) are under the control, as referred to in point (a) above, of the undertakings referred to in point (b);
- d) are under the joint control of two or more of the undertakings referred to in points (a) to (c) and the undertaking concerned.

The contract or other document on which the control exercised by a sole undertaking or more than one undertaking jointly is based on, must be demonstrated explicitly in each case, and the point of the contract or document must also be marked precisely on which the right of control is based on.

II.2.1. Provide separately the following information regarding each of the direct participants:

- a) its actual business activities, with copious details about the aspects of these activities that are either related to Hungary, or which may have an effect on the Hungarian markets;
- b) indirect participants [pursuant to Article 26(3) and (4) of the Competition Act] belonging, pursuant to Article 15 of the Competition Act, to the same group of undertakings as direct participants (illustrate the group structure and control relations before and after the concentration also in a diagram):
 - ba) regarding members of the group of undertakings related only to European markets but not to Hungarian markets, it is sufficient to indicate their enumeration, fields of their activities and in a diagram showing the control relations their role within the corporate group;
 - bb) regarding members of the group of undertakings related to Hungarian markets, in addition to indicating in a diagram showing the control relations a textual presentation of their control relations, a detailed demonstration of their business activities on the Hungarian markets is also needed;
 - bc) regarding members of the group of undertakings related neither to Hungarian nor to European markets, a diagram of the corporate group is sufficient.

II.2.2. Declare whether such undertakings exist that are not members in the groups of undertakings participating in the concentration pursuant to Article 15 of the Competition Act and which are jointly controlled by a member of one of the participating group of undertakings and an

independent undertaking. If yes, introduce all such undertakings that are relevant for the concentration:

- a) regarding jointly controlled undertakings that are not present on the Hungarian markets, it is sufficient to indicate their enumeration, fields of their activities and which of them exercise the control;
- b) regarding jointly controlled undertakings present on the Hungarian markets
 - ba) present the structure of their control, e.g. how and to what extent do the members of the group of undertakings participate in the jointly exercised control, as well as which group(s) of undertakings the other independent controlling undertaking(s) is / are part of, how they participate in the jointly exercised control and on what Hungarian markets are they present;
 - bb) demonstrate their business activities on the Hungarian markets in detail.

II.3. Declare whether relations existed prior to the proposed concentration – which did not result in control pursuant to the Competition Act – between the undertakings or groups of undertakings participating in the concentration and other undertaking(s) independent [Article 15(1) of the Competition Act] of the undertakings or groups participating in the concentration. If so, present the relations which are relevant from the point of view of the current concentration concerning the following aspects:

- a) minority interest in independent undertaking(s) (name of the undertakings, percentage of ownership);
- b) personnel overlaps (executive official positions held by the same person in other independent undertakings);
- c) other significant contractual economic relationships (significant economic relations between undertakings participating in the concentration and other undertakings independent of the participants or their groups that may have a decisive influence on the operation of other market actors);
- d) briefly indicate the activities of the undertakings mentioned above in points a)-c).

II.4. Related proceedings

Describe any closed or on-going M&A proceedings of the European Commission as competition authority or the competition authority of any country, conducted in the 2 years preceding the concentration, involving the groups of undertakings participating in the concentration (proceeding authority, ID number of proceedings, the undertakings involved as well as the outcome of the proceedings or the status of on-going proceedings).

III. Thresholds and jurisdiction

When completing the below table, the explanation provided for this part of the form in the Guide to the notification of concentrations pursuant to Article 24 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices (hereinafter referred to as Guide) may be of help.

Pursuant to Article 26(4) of the Competition Act those undertakings that either directly or indirectly control the undertaking marked as the direct participant of the concentration or a part thereof, as well as other undertakings (i.e. undertakings other than the direct participant) controlled directly or indirectly by these undertakings should not be taken into account in the case of the group of undertakings of the target undertaking or a part thereof.

III.1. In accordance with the table below, indicate the turnover figures of the participating groups of undertakings as defined in Articles 24 and 27 of the Competition Act.

I. Name of the group of undertakings	Net turnover achieved by the groups of undertakings participating in the concentration in Hungary in the preceding business year, in million HUF	
	II. pursuant to Articles 24 and 27(2)-(4) of the Competition Act	III. narrowed down pursuant to Article 27(1) of the Competition Act
1. The group of undertakings of the undertaking acquiring control		
2. The group of undertakings of the target undertaking ⁷		
3. The group of undertakings concerned in total:		

III.2. If the concentration is subject to notification due to the aggregation rule set out in Article 24(2) of the Competition Act, information must be provided in the table below on the concentrations which took place within the two-year period preceding the concentration concerned between the group of undertakings acquiring control (or expanding otherwise) and the group of undertakings the controlling powers of which are relinquished as a result of the concentration.

I. Date of the previous concentration	II. Name of the undertaking becoming part of the group of undertakings as a result of the previous concentration	III. Net turnover realised by the undertaking indicated in Point II. in the business year prior to the previous concentration (million HUF)	IV. Net turnover without sales of the other participants of the earlier concentration in the year prior to the previous concentration (million HUF)
1.			
2.			
...			

III.3. Declare whether the proposed concentration or any other transaction related to it

a) has been notified to the European Commission as Competition Authority or has been the subject of a case referral pursuant to Article 4 of Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings

⁷ Without the undertakings that lose control and the other undertakings controlled by them.

(hereinafter referred to as Council Regulation (EC) No 139/2004), or whether such notification is intended. If such notification neither has taken place nor is planned, explain why the concentration should not be deemed as a concentration with a Community dimension pursuant to Article 1(2) and (3) of Council Regulation (EC) No 139/2004.

Completing this table may be helpful in answering the questions (the criteria are cumulative, the concentration cannot be deemed to have a Community dimension if the two-thirds rule applies)		
Criteria	Yes	No
Article 1(2)		
a) the combined aggregate worldwide turnover of all the undertakings concerned is more than EUR 5000 million, and		
b) the aggregate Community-wide turnover of each of at least two of the undertakings concerned is more than EUR 250 million		
each of the undertakings concerned achieves more than two-thirds of its aggregate Community-wide turnover within one and the same Member State		
Article 1(3)		
a) the combined aggregate worldwide turnover of all the undertakings concerned is more than EUR 2500 million;		
b) in each of at least three Member States, the combined aggregate turnover of all the undertakings concerned is more than EUR 100 million;		
c) 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		
d) the aggregate Community-wide turnover of each of at least two of the undertakings concerned is more than EUR 100 million		
each of the undertakings concerned achieves more than two-thirds of its aggregate Community-wide turnover within one and the same Member State		

- b) has been notified to a competition authority of any other country or whether such notification is intended? If yes, when and to which competition authority such a notification has been filed or is planned to be filed, when the procedure of that competition authority is expected to be closed or if the procedure has already been closed at the time of this filing, and its outcome.

IV. Description of the concentration

If in your view, in light of the characteristics of the proposed concentration, it is not necessary to answer a particular question or to attach a document requested in the notification form, either in its entirety or in the depth required in the notification form, or if a question is not applicable to the concentration at hand, it is possible to not answer the question or to not attach the requested document.

In such a case please provide detailed justification that the information concerned need not be provided, or that the question is not applicable to the concentration concerned.

Declare that in the absence of such information the notification still contains all the facts and data necessary for the assessment of the notification, or present other evidence that is not mentioned in the questions of this form.

We hereby draw your attention to the point that in such cases in addition to the required justification it is recommended to request a pre-notification contact with the GVH on the issues concerned. With a pre-notification contact the probability of the initiation of a competition supervision proceeding pursuant to Article 67(4) of the Competition Act for having filed the notification inappropriately can be reduced. The rules of the pre-notification contact are to be found in Notice No. 4/2017.

IV.1. Describe the background and circumstances of the proposed concentration or transaction, detailing the following aspects:

- a) the commercial motivation of the proposed concentration (including its causes, purpose, timing, expected impacts, underlying market trends);
- b) form of initiation of the concentration process (e.g. public bid for purchase/sale, announcement of a public bid, competitive tender, etc.);
- c) whether the public bid made at the launch of the proposed concentration enjoys the support of the management, supervisory board or any other representative body of the group of undertakings to be acquired;
- d) the chronology of significant events of the bringing about and implementation of the concentration (e.g. the date of the conclusion of the single contracts, the planned closing date).

IV.2. Describe

- a) the content of the contract giving rise to the concentration and the other related documents attached thereto, and the way in which the controlling rights will be obtained and the control will then be exercised after the transaction; furthermore
- b) the proposed type of concentration in accordance with Article 23 of the Competition Act (merger, takeover, acquisition of sole or joint control or direct or indirect control, acquisition of a part of an undertaking, establishment of a joint venture, etc.);
- c) in the case of the acquisition of control [Article 23(2)(a)-(d)] the way in which the control will be obtained;
- d) in the case of the acquisition of a part of an undertaking the fulfilment of the definition of the part of an undertaking [Article 27(5) of the Competition Act];
- e) in the case of establishing a joint venture the fulfilment of the definition of the joint venture which is able to perform on a lasting basis all the functions of an independent undertaking [Article 23(1)(c) of the Competition Act].

- IV.3.** Describe – with references to the relevant sections of the contract – the following elements of the contract and of the other related documents giving rise to the concentration:
- a) the conditions of the entry into force of the contract, with special reference to the conditions which depend on the endorsement of persons independent from the contracting parties, and explain why the notification of the concentration cannot be considered premature with regard to Article 28(2) of the Competition Act;
 - b) the conditions restricting the competition for the period after the implementation of the concentration or any parts that may have such effect, and explain how will they comply with Article 30(7) of the Competition Act and the practice of the GVH (why can they be considered as restrictions necessary for the concentration and in this manner related to it).
- IV.4.** Provide information about whether the planned concentration or any other related transaction qualifies as a concentration pursuant to Article 171(1) of Act CLXXXV of 2010 on Media Services and Mass Media (hereinafter referred to as Mttv.), and if yes, whether the preliminary official approval of the Media Council of the National Media and Infocommunications Authority (Media Council) pursuant to Article 171(7) Mttv. has been obtained. If this preliminary official approval has not been obtained, declare your consent to the transmission of the notification form containing privileged information (business secrets) to the Media Council, in order to enable it to carry out the specialist authority proceeding.
- IV.5.** If, as a precondition of the implementation of the proposed concentration or of a part thereof, a Hungarian or an EU legal act requires the satisfaction of additional requirements, or if the notification of the proposed concentration to the GVH, as set out in the Competition Act, requires the application of rules different from the general rules, or if further special authorisations or other regulatory procedures are required, state in detail the special circumstances, the steps taken to satisfy the requirements of the special norms, and the expected additional procedural measures.

V. Overlapping or related markets

In this part, information must be provided on the overlapping or related activities performed in certain specific geographic areas by the (direct and indirect) participants of the concentration and by undertakings that are connected to them through joint control [range of goods produced or distributed or services supplied]. The purpose of this chapter is to identify overlapping and/or related markets in which the participants are, or may reasonably be, present. It also sets out to establish those markets in which the concentration would, with a sufficient level of certainty, not lead to the effective weakening of competition under any reasonable, potential definition of the product or geographical markets.

Note: For the purposes of this chapter, the terms “overlapping market” and “related market” do not imply overlaps or related markets in respect of the definitive relevant markets within the meaning of competition law, to be used for the assessment of the transaction concerned (market definitions); instead, they refer to relevant markets that can be *reasonable* based on Article 14 of the Competition Act, which may serve as the starting point for the definition of the relevant market pursuant to Article 14 of the Competition Act. Furthermore, *product* shall mean any product manufactured or distributed or any service provided.

The activities of undertakings which pursuant to Article 15 of the Competition Act do not belong to the groups of undertakings participating in the concentration indicated in Point II.2. of this form, but which are connected to the latter through a relationship of joint control must also be taken into consideration when presenting the activities, calculating the market shares and analysing the effects on competition. The market shares of jointly controlled companies shall be taken into consideration in proportion to the number of joint controllers when analysing the criteria for a Phase II investigation (see point 23 of Notice No. 7/2017 of the President of the Hungarian Competition Authority and the Chair of the Competition Council of the Hungarian Competition Authority on the criteria of the obligation to notify a concentration, the initiation of a competition supervision proceeding and the condition on "being non-obvious" that applies if a full proceeding is ordered, hereinafter referred to as Notice No. 7/2017). In addition, market ownerships related to the joint control of companies shall be taken into account when evaluating theories of harm, incentives and the ownerships.

V.1. Activities of the participants of the concentration

V.1.1. Please specify the following for the undertakings directly or indirectly participating in the concentration, separately for each group of undertakings:

- a) all the products presented in Chapter II. of this form in connection with the groups of undertakings concerned and that are present or may reasonably appear in Hungary (including the products of undertakings that make purchases in Hungary);
- b) for each product specified under point a), the undertaking(s) participating directly or indirectly in the concentration that is/are producing or distributing the product concerned or pursuing an activity or providing a service in relation to the product concerned ;
- c) where applicable, for each product, the geographical location (country, town) of the three most significant locations (manufacturing plant, site, branch, etc. hereinafter referred to as site) per country of the group of undertakings manufacturing or distributing the product concerned or pursuing an activity or providing a service in relation to the product concerned.

The completion of tables similar to the one below for each group of undertakings may be helpful in answering the above questions.

Group of undertakings 1: ...

#	Product	Location
1.		
...		

V.1.2. Indicate the products among those specified in the point above for which the concentration would result in a change in the activities of the participants of the concentration.

V.2. Overlapping product markets

For the purposes of this chapter a market is considered to be *overlapping* if a horizontal overlap exists or may evolve between the activities of the participants to the concentration in a given geographical area.
 A market is also overlapping if only one of the participants is currently active in a market but in the case of an undertaking within the other group of undertakings participating in the concentration, the conditions for timely and sufficient market entry exist, i.e., they can be considered potential competitors.

V.2.1. List all the products in respect of which overlapping markets can be identified using some reasonable potential product market definition. Briefly describe the products in question (e.g. their typical use) and their possible segmentation or categorisation. If only a potential overlap can be identified, describe the circumstances on the basis of which an undertaking that is not yet active on the relevant market can be considered as a potential competitor. In addition, describe such undertaking's future development possibilities. Furthermore, outline the specifics and substitutability as well as the reproducibility of the know-how/innovation/technology/goodwill serving as a base for the undertakings' marketable value. For the purposes of this question, please focus exclusively on the product dimension, disregarding the geographical dimension for the time being.

V.2.2. Apropos of the description of the products and of the possible segmentation and grouping of the products, present the former practice and case law of the GVH and / or the European Commission with references to the case numbers.

V.2.3. For each product category identified in Point V.2.1., provide all of the reasonable, potential product market definitions that resulted in overlaps and provide justifications for them.

The completion of a table similar to the one below may assist in providing the answers and establishing the relevant product combinations.

#	Reasonable potential product market definition resulting in an overlap	Product(s) of an undertaking belonging to one group	Product(s) of an undertaking belonging to the other group
1.			
2.			
3.			
...			

V.3. Geographical dimension of overlapping market

V.3.1. Identify the reasonable potential geographical dimensions that can be associated with the various potential product market definitions resulting in an overlap as identified in Point V.2. and provide justifications for them (one possible product market definition often has several possible geographical market definitions associated).

The completion of tables similar to the one below for the possible product definitions identified in the previous point may be helpful in answering the questions above.

#	Reasonable potential geographical dimensions

	Reasonable potential product market definition identified	Version 1	Version 2	...
1.		Hungary		
2.		Hungary		
3.		Hungary		
...		...		

V.3.2. In connection with reasonable potential geographical dimensions, present the former practice and case law of the GVH and / or the European Commission with references to the case numbers.

V.4. Market shares on overlapping markets

V.4.1. Provide the (estimated) sizes (turnover, in million HUF) of the overlapping markets that can reasonably be considered (combinations of product and geographical market definitions resulting in overlaps) as resulting in actual or potential overlaps, both in terms of the product market definition and the geographical market definition, as identified in your answer to question V.3., as well as the turnover of the participants of the concentration generated by any given combination of the product and geographical market in the previous financial year and also the market shares calculated on these bases by completing the table below:

#	Reasonable potential product market definition resulting in an overlap	Reasonable potential geographical market definition resulting in an overlap	Size of market	Undertaking belonging to one group		Undertaking belonging to the other group		Market share of participants in aggregate (%)
				Turnover	Market share (%)	Turnover	Market share (%)	
1.								
2.								
3.								
...								

Note: If the participants do not consider the market share calculated on the basis of the turnover to be appropriate, together with the provision of sufficient justification, the data may be provided with another indicator (e.g. quantity of sold products, capacity, or other indicator considered by the participants of the concentration as being more appropriate for demonstrating the significance of the undertakings on the relevant market) in addition to the turnover-based market information, the provision of which is obligatory.

V.4.2. In relation to the data on the market size and market shares provided in the answer to question V.4.1., describe and/or identify the objective and verifiable source of the data and describe the method of estimation applied.

V.5. Related products

For the purposes of this chapter

1. a market pair is deemed to constitute *related markets* if
 - a) there is a vertical relationship between the activities of the participants of the concentration and one party is in a seller position and the other is in a buyer position on the given market. There is a vertical relationship, irrespective of whether the undertakings of the participants of the concentration have actual supplier relations or not, or
 - b) there is some other type of relationship between the markets that is relevant (e.g. the outputs of certain activities of the participating undertakings are complementary to each other or the products are typically purchased or used by the same scope of trading parties or consumers for the same purpose).
2. In order to duly complete Chapters V.5.-V.8. it is strongly recommended to consult the Guide, in particular the illustrative example in relation to Chapter V. of the notification form.

- V.5.1.** List all the products in respect of which related markets can be identified using some reasonable potential product market definition and name the related market pairs identified.
- V.5.2.** In relation to the products and the possible related markets, present the former practice and case law of the GVH and / or the European Commission with references to the case numbers and the relevant points of the decisions.
- V.5.3.** Describe, by market pairs, the type of relation between the products identified in Point V.5.1. [e.g. vertical relationship (where one product is an input to another product) or complementary relationship (where the products are closely related to each other, they are complementary products or they are products belonging to the same range of products), etc.]; and describe briefly the products and the technological, economic, distribution or other linkages between them.

V.6. Related product markets

For each of the products listed in Point V.5., together with justifications provide the reasonable potential product market definitions that result in relations as well as the markets that are related to them.

The completion of tables similar to the one below may be helpful in answering the questions above.

#	Product	Reasonable potential product market definition resulting in related market	Related seller and/or buyer market
1.			
2.			
3.			
...			

V.7. Geographical dimension of related markets

V.7.1. Identify and provide justifications for the reasonable potential geographical market definitions that can be associated with the various potential product market definitions resulting in a relation as identified in Chapter V.6. (one possible product market definition often has several possible geographical market definitions associated).

The completion of tables similar to the one below for the possible product definitions identified in the previous point may be helpful in answering the questions above.

#	Reasonable potential product market definition identified	Reasonable potential geographical dimensions		
		Version 1	Version 2	...
1.		Hungary		
2.		Hungary		
3.		Hungary		
...		...		

V.7.2. In connection with the reasonable potential geographic dimensions, present the former practice and case law of the GVH and / or the European Commission with references to the case numbers.

V.8. Market shares on related markets

V.8.1. Provide the (estimated) size of the product and geographical market definitions resulting in a relation between markets as identified in Chapter V.7. (turnover, in million HUF), as well as

- in the case of a vertical relation the turnover of the participants of the concentration on the seller side of the market concerned in the previous closed business year (in million HUF) as well as the purchase of the participants of the concentration on the buyer side of the market concerned in the previous closed business year (in million HUF);

- b) in the case of a complementary relationship the turnover of the participants of the concentration achieved in both markets concerned in the previous closed business year (in million HUF);

and their market shares calculated from the above data, by completing the table below.

#	Reasonable product market definition potentially resulting in a vertical relation	Reasonable geographical market definition potentially resulting in a vertical relation	Size of market	Undertaking(s) belonging to one group		Undertaking(s) belonging to the other group		Market share of participants in aggregate (%)
				Turnover/purchase ⁸	Market share (%)	Turnover/purchase ⁹	Market share (%)	
1.	Seller side							
	Buyer side							
2.	Seller side							
	Buyer side							
3.	Seller side							
	Buyer side							
...								
#	Reasonable related product markets potentially resulting in an additional relation	Reasonable geographical market definition potentially resulting in an additional relation	Size of market	Undertaking(s) belonging to one group		Undertaking(s) belonging to the other group		Market share of participants in aggregate (%)
				Turnover	Market share (%)	Turnover	Market share (%)	
1.	Market 1							
	Market 2							
2.	Market 1							
	Market 2							
3.	Market 1							
	Market 2							
...								

Note: (i) If the participants do not consider the market share calculated on the basis of the turnover to be appropriate, together with the provision of sufficient justification, the data may be provided with another indicator (e.g. quantity of sold products, capacity, or other indicator considered by the participants of the concentration as being more appropriate for demonstrating the significance of the undertakings on the relevant market) in addition to the turnover-based market information, the provision of which is obligatory. (ii) The relations of vertical and of complementary nature must be indicated in separate tables.

V.8.2. In relation to the data on the market size and market shares provided in the answer to question V.8.1., describe and/or identify the objective and verifiable source of the data and describe the method of estimation applied.¹⁰

⁸ Turnover in case of the seller, purchase in case of the buyer

⁹ Turnover in case of the seller, purchase in case of the buyer

¹⁰ For estimating the market shares of undertakings on the seller side and on the buyer side of the vertically related market pair, the use of the Guide may be helpful.

V.9. Qualitative aspects of the effects on competition (*optional questions*)

According to Notice No. 7/2017, in the course of the evaluation of whether the concentration clearly reduces competition in the relevant market consideration should be given first of all to the market shares evolving as a result of the implementation of the concentration.

In line with the thresholds prescribed in the Notice, the activities of the participants are significantly overlapping, if the joint market share of the market players on the overlapping product markets is over 20%.

A significant relation can be identified, where the sole market share of one of the groups of undertakings participating in the concentration either on the seller or on the buyer side of the market resulting in a vertical relation, or on at least one of the complementary markets, is at least 30%.

The question of a substantial lessening of competition depends not only on the market share thresholds, but also on the respective market shares of the single groups of undertakings concerned, and on the concentration of the relevant market [see point 21 (c) (d) of Notice No 7/2017], as well as on other qualitative aspects, which cannot be defined in advance and depend on the transaction in question and the market conditions (such as the intensity of the potential competition, the criteria for entering the market, the market power of competitors and customers, etc.) and which can exclude a substantial lessening of competition even at a market share way above the threshold mentioned above (see Point 25 of Notice No. 7/2017.). On the other hand, the potential overlap can also result in a substantial lessening of competition. This might be the case, if the group of undertakings having significant market power according to its actual presence on the relevant market (as a general rule significant market power is substantiated by the GVH where the actual market share exceeds 40% on the relevant market) is considering to implement a concentration with a group of undertakings having a small market share (or no market presence at all) on the relevant market, where due to verifiable circumstances (e.g. innovation, size of the future customer base) a significant future development (entry, expansion) can be regarded as realistic.

If the party notifying the concentration is of the view that the concentration will have no adverse effect on competition even if the above-mentioned 20% or 30% market share thresholds are met, or even if a start-up undertaking is acquired by a significant market player, the level of market-concentration as well as the argumentations based on qualitative aspects must also be presented in this respect (the possible aspects that may be referred to are contained in the detailed market analysis found in the Guide, out of which only those need to be demonstrated that are of relevance in relation to the theories of harm arising in connection with the given transaction).

We hereby draw your attention to the point that in addition to the justification that is required in such cases it is recommended to request a pre-notification contact with the GVH on the topic prior to the submission of the notification. With a pre-notification contact the chance of a competition supervision proceeding pursuant to Article 67(4)(a) of the Competition Act being initiated or a later request for data concerning this topic being issued can be reduced. The rules on the pre-notification contact are to be found in Notice No. 9/2017.

Where substantive overlaps and / or relations can be identified, or adverse effects on competition cannot be unambiguously excluded, and a competition supervision proceeding needs to be launched due to the fulfilment of the criteria of Notice No. 7/2017, the steps that will be taken in the investigation of the GVH can be predicted by the questions and demands of the detailed market analysis according to the Guide. The market player notifying the concentration can foresee that the GVH will primarily, but not exclusively, rely on these questions and principles during the investigation; consequently, the proceeding will be more effective and accelerated if the notification form contains those elements that are of relevance from the point of view of the detailed market analysis according to the Guide (in full proceedings the examination of every aspect of the detailed market analysis pursuant to the Guide and answering all of its questions may be necessary, which can mean that the request for a pre-notification contact regarding dispensable questions is also recommended).

- V.9.1.** ¹¹Where significant overlaps between and / or significant relations between the activities of the participants can be identified based on the answers given to questions V.4.1. and V.8.1., but in your opinion the concentration will obviously not result in any adverse effects on competition, describe the qualitative reasons – depending both on the transaction in question and on the market conditions – confirming this (based on e.g. the intensity of the potential competition, the criteria for entering the market, the market power of competitors and customers, or other relevant aspects of the detailed market analysis according to the Guide).
- V.9.2.** If as a result of the concentration an undertaking having considerable financial strength and significant market power on the relevant market acquires a start-up undertaking that is not present on the relevant market or that has a net turnover of less than 1 billion HUF, but which nevertheless has significant development possibilities, and you are of the opinion that such

¹¹ This question should be answered depending on the relevant circumstances of the transaction and on the objective of the party notifying the concentration

transaction will not result in adverse effects on competition, please present and justify this opinion using qualitative aspects (considering primarily the start-up's ability and development possibilities, characteristics, reproducibility and substitutability of the know-how/innovation/technology/goodwill establishing the undertaking's marketable value, as well as other relevant aspects of the detailed market analysis according to the Guide).

- V.9.3.** ¹²Where significant overlaps and / or relations can be identified or adverse effects on competition cannot be unambiguously excluded and the initiation of a competition supervision proceeding is necessary due to the fulfilment of the criteria of Notice No. 7/2017, you can provide a detailed statement about the markets related to the concentration and the likely effects on competition based on the aspects and questions of the detailed market analysis according to the Guide.

¹² This question should be answered depending on the relevant circumstances of the transaction and on the objective of the party notifying the concentration

VI. Appendices

For the notification of the concentration the documents supporting the facts and data disclosed in the notification must be attached to this form, in particular the contract(s) giving rise to the concentration or other document(s) serving as proof of the acquisition of control, and other documents directly related to the implementation of the concentration, as well as the annual accounts of the groups of undertakings concerned or of the top-level controlling undertaking of the group in respect of the closed business year preceding the concentration, if they are not available from a public Hungarian database. Documents or other files which are in the public domain or which must be included in a public register established by law shall not be required to be attached to the notification.

For the authorisation of a proxy or agent for the service of process, the authorisation needs to be attached in a format as provided for by the applicable rules, in original form or as a certified copy.

Parties without any home address or registered office in Hungary shall appoint an agent for the service of process if they have no representative with a home address or registered office in Hungary.

Other documents, including the contract giving rise to the concentration or other documents serving as proof of the acquisition of control may be submitted in a simple copy, but the copy must be complete and of good quality.

With regard to Article 53/B (2) of the Competition Act, documents drawn up in English, may be submitted in the original language. In this case the case handler or the competition council proceeding in the case may, acting ex officio or upon the other parties' request, require the submission of a Hungarian summary or a Hungarian translation of the document.

If the documents are drawn up in languages other than English, the Hungarian translation of the parts of the documents relevant to support the data and information provided in the notification form must also be attached. The Hungarian translation of the authorisation of the proxy or agent for the service of process must be attached even if they were issued in English.

If during its proceedings the GVH considers that the certified Hungarian translation or a summary of the documents or certain parts of the documents is necessary, it will ask for the translation in its request for further information once the investigation of the concentration has been ordered. In order to avoid that a competition supervision proceeding is launched exclusively because of the need of a translation, it is recommended to request a pre-notification contact regarding this question before the submission of the notification.

In this chapter the list of documents must be supplied, allocating serial numbers F/1, F/2, ..., F/n to the documents. Provide the serial numbers of the documents attached in the breakdown set out below as well as a brief description of their content (in a few words).

Attaching the documents listed in Point VI.2.4. is only obligatory in the case of identifying significantly overlapping markets/significantly related markets.

If in your view, in light of the characteristics of the proposed concentration, it is not necessary to answer a particular question or to attach a document requested in the notification form, either in its entirety or in the depth required in the notification form, or if a question is not applicable to the concentration at hand, please state which questions or parts of questions fall into this category. Please provide detailed justification that the information concerned need not be provided, or that the question is not applicable to the concentration concerned, and demonstrate that in the absence of such information the notification still contains all the facts and data necessary for the assessment of the notification.

VI.1. Authorisation of proxies or agents for the service of process

- VI.1.1. Document(s) certifying the authorisation of the representative(s) of the party/parties notifying the concentration to act as proxy:
- VI.1.2. Document(s) certifying the authorisation of the representative(s) of other direct participant(s) who are not considered participant to act as proxy:
- VI.1.3. Authorisation of the agent for the service of process:

VI.2. Documents relating to the implementation of the concentration

- VI.2.1. The contract(s) giving rise to the concentration:
- VI.2.2. Other document(s) certifying the acquisition of control:
- VI.2.3. Other documents directly related to the implementation of the concentration:

VI.2.4. Documents relating to the preparation of the concentration, especially the minutes made during sessions of the governing boards of the concerned undertakings when the resolution and preparation of the transaction was on the agenda; furthermore, the presentations, analyses, reports and studies drawn up in relation to the transaction (obligatory if significantly related/overlapping markets are identified):

VI.3. Documents to substantiate the turnover data and other information supplied in the notification form

VI.3.1. The annual accounts or simplified annual accounts adopted for the last business year with an audited annual report available at the date when the notification is submitted pursuant to Article 27(6) of the Competition Act of the direct participant groups of undertakings (or their top-level controlling undertaking) (if they are not available from a public Hungarian database) [see Article 27(7) of the Competition Act]:

VI.3.2. Other documents to substantiate information supplied in the notification form (e.g. preliminary official approval of the Media Council):

VII. Statement on the data to be treated as a business or private secret in the notification of the concentration or in the attached documents

The files relating to the notification proceeding may only be accessed by the party notifying the concentration and by the undertaking mentioned in Article 52(a)(aa) of the Competition Act at any stage of the proceeding, and by other persons only after the proceeding has been closed, under the condition that restricted access data may only be disclosed if the person requesting access to the file can demonstrate that the special conditions set forth in the separate act governing the protection of the data concerned are fulfilled.

If the notification or any attached documents contain data which qualify as a business secret or a private secret (hereinafter: business secret), pursuant to Article 55/A(2) and (4) of the Competition Act, the GVH can only restrict access to the files, the making of copies and the taking of notes - if the data to be treated as a business or a private secret and the justification for such treatment, in particular the interest to be protected which would be harmed if the data were released to unauthorised persons, are clearly specified separately for every single piece of data when the documents are supplied.

To fulfil these requirements easily, please – using the sample declaration below – indicate the relevant point(s) of the form or the serial number(s) of the attached document(s) according to Chapter VI, as well as the information sufficient for the identification of the data or information to be treated as business secrets and the justification for such treatment of the data or information respectively, thus especially the interest to be protected that would be harmed in case of access by an unauthorised person. (In respect of data or information in the form to be treated as business secrets it is sufficient to {put in curly brackets} and to refer to that fact in the same section(s) and to provide sufficient justification).

If the undertaking submitting the notification is not the owner of the data stated as a business secret, then it is also required to state the owner of the data and its contacts and to demonstrate the fact that the data were lawfully obtained and treated according to the obligation to keep the data confidential.

Sample :

The notification and the attached documents contain data to be treated as a business or a private secret according to the following:

Data to be treated as a business secret	Justification for the treatment as a business secret	The owner of the data	Recommended summary (the text which should appear in the fully accessible version) ¹³
[Identification and description of the data, indication of the parts of documents containing the data]	[The interest to be protected which would be harmed if the data were released to unauthorised persons]	[Name and address of the owner]	

¹³ With regard to the hand-out of the Hungarian Competition Authority on statements on business secrets or private secrets and on the submission of documents containing no business secrets or private secrets, which is accessible here: gvh.hu/data/cms1035571/szakmai_felhasznaloknak_ut_tajekoztato_2017_01_13.pdf (only in Hungarian)