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EXPEDITED REVIEW NOTIFICATION FORM

INFORMATION REQUIRED – This form provides a framework for supplying to the Philippine Competition Commission (“PCC”) the information required under Section 17 of the Philippine Competition Act, Rule 4 of the Implementing Rules and Regulations (“IRR”), and the Rules on Expedited Merger Review. This Expedited Review Notification Form (“Form”) should be completed separately by each party to the proposed transaction. Forms that fail to comply with the formal requirements under Section 3.3 of the Rules on Expedited Merger Review shall not be received by the PCC.

1. GENERAL INFORMATION			
1.1. Ultimate Parent Entity (UPE)	Name: Mailing address of head office: Web site: Email address: Telephone number: Fax number:		
1.2. The filing UPE is:	<input type="checkbox"/> an acquiring party <input type="checkbox"/> an acquired party <input type="checkbox"/> both		
1.3. The filing UPE is:	<input type="checkbox"/> a corporation <input type="checkbox"/> an unincorporated entity <input type="checkbox"/> a natural person <input type="checkbox"/> other (specify) Click or tap here to enter text.		
1.4. Acquiring or Acquired Entity (if different from UPE)	Name: Mailing address: Website:	<input type="checkbox"/> Not applicable	
1.5. Is this Form being filed on behalf of the UPE by another entity within its Notifying Group? If Yes, attach to this Form the original copy of the authorization from the UPE. <input type="checkbox"/> Yes <input type="checkbox"/> No			
1.6. Entity Filing Notification (if different from UPE)	Name: Mailing address:	<input type="checkbox"/> Not applicable	
1.9. Did the parties avail of a pre-notification consultation? <input type="checkbox"/> Yes <input type="checkbox"/> No If Yes, provide the dates of the consultation in the next column	Click or tap to enter a date. Click or tap to enter a date. Click or tap to enter a date.		
IDENTIFICATION OF PERSONS TO CONTACT REGARDING THIS FORM			
1.10. Individual to Contact		1.11. Alternate Individual to Contact	
Name: Title: Mailing address: Telephone number: Fax number: Email address:		Name: Title: Mailing address: Telephone number: Fax number: Email address:	
1.12. Is this Form being filed on behalf of a foreign UPE? <input type="checkbox"/> Yes <input type="checkbox"/> No If yes, provide contact information of an individual located in the Philippines authorized to receive communications on behalf of the UPE regarding this notification and related proceedings.		<input type="checkbox"/> Not applicable	
1.13. Is the notifying party being assisted by external counsel? If Yes, attach to this Form the original copy of the authorization from the UPE or his designee (indicated in section 1.7 of this Form) and provide details of counsel below. <input type="checkbox"/> Yes <input type="checkbox"/> No			
Name: Title: Mailing address:		Name: Title: Mailing address:	

Telephone number: _____ Fax number: _____ Email address: _____	Telephone number: _____ Fax number: _____ Email address: _____
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FEE INFORMATION

1.14. Official receipt for fee payment should be issued to:

2. THE PARTIES TO THE TRANSACTION

	Name:	Mailing address:	UPE(s):
2.1. Name, address, and UPE(s) of entity(s) making the acquisition	(1)		
	(2)		
2.2. Name, address, and UPE(s) of entity(s) whose assets, voting securities, or non-corporate interests are being acquired	(1)		
	(2)		

Please attach appendices where applicable. Indicate the appendix number and the number of pages of each appendix in the appropriate column corresponding to the section. Clearly indicate the appendix number on the upper right corner of the first page of the appendix, which should correspond to the Section of the Form it addresses.

Appendix Reference Number	No. of Pages	M.A.O. Use
2.3. Name and address of each entity directly or indirectly controlled by the filing UPE.		
2.4. Description of the domestic and international operations of the Notifying Group [identified in 2.3] and the amount of total sales of the Notifying Group in the most recent year (identify the year).		
2.5. Diagram or chart showing the entire Notifying Group <u>before</u> the transaction and the relationship among the UPE, the Acquiring/Acquired Entity (if different from the UPE), and each entity identified in 2.3. Show the percentage owned by the UPE in each entity within the Notifying Group pre-transaction.		
2.6. Diagram or chart showing the entire Notifying Group <u>after</u> the transaction and the relationship among the UPE, the Acquiring/Acquired Entity (if different from the UPE), and each entity identified in 2.3. Show the percentage owned by the UPE in each entity within the Notifying Group post-transaction.		

3. THE PROPOSED TRANSACTION SUBJECT TO THE NOTIFICATION

3.1. Type of proposed transaction (put an "X" in all the boxes that apply):

- | | |
|---|--|
| <input type="checkbox"/> Acquisition of assets | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Acquisition of shares | <input type="checkbox"/> Joint venture |
| <input type="checkbox"/> Acquisition of an interest in a non-corporate entity | <input type="checkbox"/> Other (describe) Click or tap here to enter text. |

VALUE OF THE PROPOSED TRANSACTION AS DETERMINED IN THE MANNER PRESCRIBED IN THE REGULATIONS
SIZE OF PARTY

3.2. Gross revenues from sales in, into or from the Philippines of the UPE's entire Notifying Group: ₱ _____	3.3. Aggregate value of assets in the Philippines owned by the UPE's entire Notifying Group: ₱ _____
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ACQUISITION OF ASSETS

3.4. For a proposed merger or acquisition of assets in the Philippines, the aggregate value of assets in the Philippines to be acquired: ₱ _____	3.5. Gross revenues generated in or into the Philippines by assets to be acquired in the Philippines: ₱ _____
3.6. For a proposed merger or acquisition of assets outside the Philippines, the aggregate value of assets in the Philippines of the acquiring entity and entities it controls: ₱ _____	3.7. Gross revenues generated in or into the Philippines by those assets acquired outside the Philippines: ₱ _____
3.8. For a proposed merger or acquisition of assets inside and outside the Philippines, the aggregate value of assets in the Philippines of the acquiring entity and entities it controls: ₱ _____	3.9. Gross revenues generated in or into the Philippines by those assets acquired in and outside the Philippines: ₱ _____
ACQUISITION OF SHARES	
3.10. Aggregate value of assets in the Philippines owned by the entity to be acquired and entities it controls: ₱ _____	3.11. Gross revenues from sales in, into, or from the Philippines of the Acquired Entity and entities it controls: ₱ _____
3.12. Percentage of voting shares already held (including voting shares that were already purchased but not yet transferred in their name): _____ %	3.13. Total percentage of voting shares to be held as a result of the acquisition: _____ %
ACQUISITION OF AN INTEREST IN A NON-CORPORATE ENTITY	
3.14. Aggregate value of assets in the Philippines owned by the non-corporate target entity and entities it controls: ₱ _____	3.15. Gross revenues from sales in, into or from the Philippines of the non-corporate target entity and entities it controls: ₱ _____
3.16. Percentage of non-corporate interests already held (including voting shares that were already purchased but not yet transferred in their name): _____ %	3.17. Total percentage of non-corporate interests to be held as a result of the acquisition: _____ %
JOINT VENTURES	
3.18. Aggregate value of assets to be combined or contributed to the proposed joint venture by the filing Acquiring or Acquired Entity: ₱ _____	3.19. Gross revenues generated in the Philippines by assets of the filing Acquiring or Acquired Entity referred to 3.18: ₱ _____

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4. DETAILS OF THE PROPOSED TRANSACTION			
4.1. Provide a summary of the proposed transaction, including the parties to the transaction, the nature of the transaction (<i>i.e.</i> merger, acquisition, or joint venture), the lines of business the parties are engaged in, the product and geographic markets on which the			

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transaction will have an impact, and the strategic and economic rationale for the transaction.			
4.2. Explain whether the proposed transaction is: a) a full merger ¹ ; b) an acquisition of sole or joint control ² ; c) a contract or other means of conferring direct or indirect control; d) the acquisition of joint control in a full-function joint venture. ³			
4.3. Explain how the transaction will be implemented and indicate the expected date of any major events designed to bring about the completion of the transaction.			
4.4. Provide a diagram describing the relationships between the filing UPE, and each Acquired or Acquiring entity(s) that have assets in or earn revenues from sales in, from, or into the Philippines after the completion of the transaction.			
4.5. State the consideration for the transaction (<i>i.e.</i> the purchase price, or the value of all the assets involved, as the case may be), and specify whether this is in the form of equity, cash, or other assets.			
4.6. Identify each other country or jurisdiction in which a notification of the proposed transaction has been or, to the best of the knowledge of the party supplying this notice, will be filed. When applicable, provide the date on which each country or jurisdiction was notified.			
5. USE OF THE EXPEDITED REVIEW NOTIFICATION FORM			
<i>Parties must provide information required by the ground which makes their transaction eligible for Expedited Review, referring to the specific documentary requirements per ground as prescribed in the Annex to this Form.</i>			
6. DOCUMENTS TO BE SUBMITTED			
6.1. A copy of the signed definitive agreement. Also, submit certified true copies of all non-compete agreements.			
6.2. The Articles of incorporation, By-laws, and the General Information Sheet of the filing UPE and the Acquiring or Acquired Entity.			
6.3. Studies, surveys, analyses and reports that were prepared or received by an officer or director of any of the entities in the Notifying Group—or in the case of an unincorporated entity, an individual who serves in a similar capacity—for the purpose of evaluating or analyzing the proposed transaction with respect to market shares, competition, competitors, markets, potential for sales growth or expansion into new products/services or geographic regions. For each document, provide the date on which the document was prepared.			
6.4. Confidential information memoranda, bankers' books and other third-party consultant materials and synergy documents related to the sale of the target or assets. For each document, provide the date on which the document was prepared.			
6.5. A copy of the most recent annual report of the filing UPE, the Acquired Entity (if different from the UPE), and each entity identified in Section 5 (or, if the annual report is not available or if the financial statements are different from those contained in the report, audited financial statements relating to the principal businesses of the entity for its most recently completed fiscal year).			
7. OATHS AND SOLEMN AFFIRMATIONS			
7.1. Original copy of an affidavit attesting to the fact that a definitive agreement has been signed and that the filing UPE and the Acquiring or Acquired Entity have a good faith intention of completing the proposed transaction.			
7.2. Original copy of the authorization in favor of the person signing this Form who must be a general partner of a partnership, an officer or director of a corporation, or a natural			

¹ See Rule 2 (k), Rules and Regulations to Implement the Provisions of Republic Act No. 10667 ("PCA IRR").

² See Rule 2 (f), PCA IRR; Section 3, Merger Review Guidelines.

³ See Section 2.1 (b), PCC Guidelines on the Notification of Joint Ventures.

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person (or such natural person's legal representative). The Authorization to be submitted in response hereto must observe the requirements under Rule 4, Section 5 of the IRR and Section 3 of the Rules on Expedited Merger Review.			
8. MISCELLANEOUS			
8.1. Does this Form come with an electronic storage device which contains electronic copies of this Form and its appendices? <input type="checkbox"/> Yes <input type="checkbox"/> No			
8.2. (For the Acquiring Group only) Submit an abstract of the proposed transaction along with a description of the parties, which will be posted in the Commission's website within five (5) working days from receipt of the Expedited Review Notification Form.			

Draft

CERTIFICATION

This **EXPEDITED REVIEW NOTIFICATION FORM**, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Philippine Competition Commission. The information and data provided herein are complete, true and correct to the best of my knowledge and/or based on authentic records.

NAME	TITLE
SIGNATURE	DATE

SUBSCRIBED AND SWORN to before me this ___ day of _____ at _____, with the affiant/s exhibiting to me their identification documents as follows:

NAME	Competent Evidence of Identity	DATE and PLACE ISSUED

NOTARY PUBLIC

Doc. No. _____;
 Page No. _____;
 Book No. _____;
 Series of 20__.

ANNEX: SPECIFIC DOCUMENTS TO BE PROVIDED UNDER EACH GROUND FOR EXPEDITED REVIEW

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5.1. NO HORIZONTAL, VERTICAL, OR COMPLEMENTARY RELATIONSHIP EXISTS BETWEEN THE NOTIFYING GROUPS			
5.1.1. Identify and describe each line of business in which the UPE and all entities it controls operated in the most recent year (identifying the year).			
5.1.2. Identify and describe each product and service offered for each line of business.			
5.1.3. Describe previous, existing, and future business activities of the acquired entity. Provide written plans of the acquired entity and entities it controls.			
5.1.4. Provide the estimated market share of the acquired entity for each product or service offered.			
5.1.5. Describe and illustrate the supply chain of the acquiring or acquired entity for each product and service offered.			
5.1.6. Provide the Top 10 competitors of the acquired entity for each product or service offered with their contact information.			
5.1.7. Provide the Top 10 customers of the acquired entity for each product or service offered with their contact information (name, address, contact person, telephone number for the contact person, and email address).			
5.1.8. Provide the Top 10 suppliers of the acquired entity for each input to production with their contact information (name, address, contact person, telephone number for the contact person, and email address).			
5.1.9. Explain why the filing UPE considers that the proposed transaction does not give rise to any reportable market [Reportable markets consist of all plausible relevant product and geographic markets, where the Notifying Groups of both parties may have horizontal or vertical relationships].			

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5.2. GLOBAL MERGER BETWEEN PARENTS WHOSE PHILIPPINE SUBSIDIARIES ACT MERELY AS MANUFACTURERS OR ASSEMBLERS OF PRODUCTS PURELY FOR EXPORT			
5.2.1. Identify and describe each line of business in which Philippine subsidiaries and all entities it controls operated in the most recent year (identifying the year).			
5.2.2. Identify and describe each product and service offered for each line of business.			
5.2.3. Describe and illustrate the supply chain of the Philippine subsidiaries for each product and service offered.			
5.2.4. Provide the percentage of revenue contributed by the Philippine entity to the parent vis-à-vis the revenue recorded by the parent in the most recent year.			
5.2.5. Provide the Top 10 competitors of the acquired entity for each product or service offered.			
5.2.6. Provide the Top 10 customers of the acquired entity for each product or service offered with their contact information (name, address, contact person, telephone number for the contact person, and email address), and the volume and value, separately, of sales to each customer in the most recent year.			
5.2.7. Provide the Top 10 suppliers of the acquired entity for each input to production with their contact information (name, address, contact person, telephone number for the contact person, and email address), and the volume and value, separately, of purchases from each supplier in the most recent year.			

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5.3. RELEVANT GEOGRAPHIC MARKET IS GLOBAL AND THE ACQUIRING AND ACQUIRED ENTITIES HAVE NEGLIGIBLE OR LIMITED PRESENCE IN THE PHILIPPINES			
5.3.1. List the lines of businesses or markets where any entity within the Acquiring Entity's Notifying Group and any entity within the Acquired Entity's Notifying Group are operating or will be operating in any part of the Philippines. a) List the entities that are engaged in the identified overlapping lines of businesses or markets (both the Acquiring and Acquired Notifying Groups)			
5.3.2. Identify and describe each product and service offered for each horizontal and vertical relationship.			
5.3.3. Provide estimated market share(s) of each party to the transaction for each product or service			
5.3.4. Provide the estimate(s) of the gross revenues for each product or service.			
5.3.5. Provide the Top 10 competitors for each product or service offered and the estimated market share of each.			
5.3.6. Provide diagram(s) of the supply chain(s) of the filing Notifying Group for each product or service, accounting for how the product/service reaches the consumer.			
5.3.7. Provide marketing and strategic plan(s) for the last three (3) years for each product or service.			
5.3.8. Submit all studies, surveys, analyses and reports prepared by or procured by the filing Notifying Group for the purpose of evaluating or analyzing each product or service.			
5.3.9. Identify the provinces or cities in the Philippines where the products or services are supplied.			
5.3.10. Provide the Top 10 customers of the acquired entity for each product and service offered with their contact information (name, address, contact person, telephone number for the contact person, and email address), and the volume and value, separately, of sales to each customer in the most recent year.			
5.3.11. Provide the Top 10 suppliers of the acquired entity for each input to production with their contact information, and the volume and value, separately, of purchases from each supplier in the most recent year.			
5.3.12. Identify prior acquisitions over the past five (5) years. For each prior acquisition, provide: the name of the acquired entity (i.e. entity whose voting shares, non-corporate interests, or assets were or are being acquired); the office address of such acquired entity prior to the acquisition; description of how the voting shares, non-corporate interests or assets were or are to be acquired; the consummation date of the acquisition; and the lines of business of the acquired entity.			

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5.4. MERGER WILL RESULT IN THE ACQUIRING ENTITY ACQUIRING SOLE CONTROL OF AN ENTITY OVER WHICH IT HAS JOINT CONTROL			
5.4.1. Provide evidence (shareholders agreements, voting trust agreements, attendance and minutes in shareholder meetings, among others) showing joint control over the acquired entity			
5.4.2. Identify and describe each line of business in which the UPE, the acquiring and acquired entities operated in the most recent year (identifying the year), a list of all product(s) and service(s) in each line of business, and state the revenues derived in each product or service in the Philippines in the most recent year.			
5.4.3. Describe the provinces or cities within the Philippines in which the entities operate for each product and service offered, if smaller than the Philippines. For each product or service, identify the entity(s) or business unit that generated the reported revenues.			
5.4.4. Provide the estimated market share of the acquired entity for each product or service offered.			
5.4.5. Provide the Top 10 competitors of the acquired entity for each product or service offered.			
5.4.6. Provide the Top 10 customers of the acquired entity for each product or service offered with their contact information (name, address, contact person, telephone number for the contact person, and email address).			
5.4.7. Provide the Top 10 suppliers of the acquired entity for each input to production with their contact information.			

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5.5. JOINT VENTURES FORMED PURELY FOR THE CONSTRUCTION AND DEVELOPMENT OF A RESIDENTIAL AND/OR COMMERCIAL REAL ESTATE DEVELOPMENT PROJECT			
5.5.1. Identify and describe each line of business in which the UPE, the acquiring and acquired entities operated in the most recent year (identifying the year), a list of all product(s) and service(s) in each line of business, and state the revenues derived in each product or service in the Philippines in the most recent year.			
5.5.2. Identify and describe each line of business and location in which the Joint Venture will operate in, and all product(s) and service(s) in each line of business.			
5.5.3. Provide estimated market share(s) of each party to the transaction for each product or service offered that is in a horizontal or vertical relationship with the product or service of the Joint Venture.			
5.5.4. Provide the Top 10 competitors for each product or service identified in 5.5.3 and the estimated market share of each.			
5.5.5. Identify the provinces or cities in the Philippines where the products or services identified in 5.5.3 are supplied.			