

EXPOSURE DRAFT

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Inserts for

Competition and Consumer (Notification of Acquisitions) Amendment (2025 Measures No. 1) Determination 2025: Amendments relating to notification waiver applications

@ At the end of Part 6

Add:

Division 5—Application for notification waiver

Note: See section 6-3.

AUSTRALIAN GOVERNMENT

AUSTRALIAN COMPETITION AND CONSUMER COMMISSION

APPLICATION FOR NOTIFICATION WAIVER: FORM

Note 1: Guidance material for completion of this form is available at <https://www.accc.gov.au/>.

Note 2: An application must be accompanied by the fee determined under subsection 7-50(1) of the *Competition and Consumer (Notification of Acquisitions) Determination 2025*.

PARTIES TO THE ACQUISITION

Note: In this form, a reference to a *party to the acquisition* is a reference to each principal party to the acquisition, the target of the acquisition, and each connected entity of the principal party and target.

1. Provide the information in the table below for each party to the acquisition:

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	Party	Legal representative (if any)
Name	Party name (including business or trading name, if different): Identifying number, if applicable (e.g. ABN, ACN or equivalent or unique identifier):	Law firm name:
Contact details	Contact person: Phone: Email: Address for service of documents?*[Y/N]	Contact person: Phone: Email: Address for service of documents?*[Y/N]
Role in the acquisition	[Principal party/ Target / Other]	N/A
Person making application	[Y/N]	N/A

* A party may select 'yes' in response to either the party's or the legal representative's email address. By doing this, the party is agreeing to accept service of documents from the Commission in relation to this matter at the email address specified. If the response is 'no' to both options, the party must provide the Commission with an alternative email or other address for service.

DETAILS OF ACQUISITION

2. Provide a non-confidential plain language summary of the acquisition, including:
 - (a) a description of the parties (including their legal and, if different, their business or trading names); and
 - (b) the class code and title for each of the parties to the acquisition, by reference to the ANZSIC; and
 - (c) a description of the goods or services (including relevant brands) supplied by the parties, focussing on the goods and services most relevant to the acquisition and any vertical relationships or other overlaps between the parties; and
 - (d) a description of the main industries in which the parties to the acquisition supply those goods and services; and
 - (e) a description of what will be acquired and the process or transaction structure by which it will occur.

Note 1: The non-confidential summary may be published on the acquisitions register.

Note 2: If the acquisition is a business input acquisition (see note 1 to question 3), such as vacant land, for the purposes of paragraph (c), focus on the goods or services that will be supplied by the principal party, and each connected entity of the principal party, in reliance on the acquired business input. Only a brief description of the goods and services supplied by the target is necessary in relation to a business input acquisition.

3. Provide the following details in relation to the acquisition:
 - (a) any further information required to give a complete response to question 2 that could *not* be provided due to it being a plain language summary, or due to the information being confidential;
 - (b) the type of acquisition (for example, horizontal, vertical, conglomerate or business input);
 - (c) the commercial rationale for the acquisition;
 - (d) the consideration received or receivable for all of the shares and assets being acquired as part of the contract, arrangement or understanding,

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pursuant to which the acquisition is to take place, in Australian dollars (A\$), including its form and amount;

- (e) if applicable, the transaction value calculated for the purposes of the transaction value test;
- (f) if the acquisition has, or will have, related filings in other foreign countries, details of each country, the related filings and the date notified (if applicable).

Note 1: For paragraph (b)—an acquisition is:

- (a) a **horizontal acquisition** if the parties to the acquisition are suppliers or buyers, or potential suppliers or buyers, of the same or similar goods or services in a market; and
- (b) a **vertical acquisition** if the parties to the acquisition engage, or potentially engage, in activities in relation to goods or services at different functional levels (upstream or downstream) of the same vertical supply chain; and
- (c) a **conglomerate acquisition** if the parties to the acquisition are suppliers or buyers, or potential suppliers or buyers, of adjacent goods or services; and
- (d) a **business input acquisition** if the parties to the acquisition are acquiring an asset that will be an input into their business activities (for example, purchasing or leasing land).

Note 2: For paragraph (f)—if you consent to give a confidentiality waiver in relation to the filings in those other countries, provide signed confidentiality waiver document(s).

BASIS FOR SEEKING NOTIFICATION WAIVER

- 4. Does the acquisition meet any specified threshold by which a circumstance has been wholly or partly determined under subsection 51ABP(1) of the Act for the purposes of paragraph 51ABO(a) of the Act? [Y/N/Unsure]

If yes, provide brief reasons.

If no or unsure, provide brief reasons with reference to each specified threshold, together with supporting information and evidence.

- 5. Is the acquisition in a class of acquisitions determined under subsection 51ABQ(1) of the Act for the purposes of paragraph 51ABO(b) of the Act? [Y/N/Unsure]

If yes, provide brief reasons.

If no or unsure, provide brief reasons with reference to the determined class, together with supporting information and evidence.

- 6. For each relevant good or service supplied or potentially supplied by the parties to the acquisition:
 - (a) describe the good or service and the geographic areas in Australia where it is supplied; and
 - (b) identify other key suppliers of the good or service in Australia; and
 - (c) provide a relevant market definition or definitions, for the good or service, together with a statement of the parties' reasons for identifying those definitions.

Note 1: A good or service is a relevant good or service in relation to an acquisition if the parties to the acquisition:

- (a) supply, or potentially supply, goods or services that are the same as, or are substitutable for, the good or service in the same or a similar geographic area; or
- (b) supply the good or service at different levels in the supply chain for that good or service; or

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- (c) supply other goods or services that are *not* in the same market or in the same supply chain as the good or service but are related in some other way to that good or service.

Example: Goods targeting similar customers or that may be purchased or supplied together.

Note 2: If the acquisition is a business input acquisition, such as vacant land, the relevant goods and services are the goods or services that will be supplied by the principal party, and each connected entity of the principal party, in reliance on the acquired business input.

Note 3: In determining the relevant market definition or definitions, parties should choose the definition or definitions that are most appropriate for the good or service having regard to the definition or definitions where the acquisition is likely to result in the largest market share or largest increment in market share based on the revenue, volume, or capacities of the parties.

7. For each relevant market definition, provide estimated market shares for each party to the acquisition and other key suppliers (calculated by reference to revenue) for the most recent completed 12 month financial reporting period prior to the date this application is given to the Commission. Provide details on how those estimates were made (including how revenue was calculated), including any assumptions made. Provide a machine-readable file containing the underlying data used in the calculations.

Market definition	Year	Supplier	Australian revenue (A\$)	Market share (by revenue (%))

Note: Monetary figures must be stated in A\$. If figures are also provided in other currencies, those currencies must be clearly identified.

DOCUMENTS REQUIRED

8. Provide final or most recent versions of all transaction documents, such as the sale and purchase agreement, heads of agreement, offer documents, and any other agreements between the parties related to the acquisition, including any supply or other ancillary agreements that are conditional on the acquisition.

DECLARATION

9. An authorised person of the applicant must complete the following declaration. If the applicant is not the principal party to the acquisition, or if there is more than one principal party, a separate declaration must be completed for the applicant and each principal party.

I declare that, to the best of my knowledge and belief, the information given in response to questions in this form is true, correct and complete, that all estimates are identified as such and are the best estimates based on the underlying facts, that all opinions expressed are genuinely held and that complete copies of documents required by this form have been supplied. I am aware that giving false or misleading information to the Commission is a serious offence and criminal penalties apply.

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Signature of authorised person