

1012  
5/13  
11/11

הפטור הנ"ל אישר בתארי 10.12.2003, לפי הצדדים. ולפיה יהיו מנועים מלהשתתף בפרויקט בכל דרך שהוא, אם הצעתם המשותפת לא חוכה במכרז תכסל.  
בהתאם לסעיף 5(א) לחוק, נחנה החלטתי זו לערר לפני אב בית הדין להגביל עסקים על ידי איגור עסקי. אגון צרכנים או כל אדם העלול להיפגע מההסדר הכולל שעליו ניתן הפטור.  
החלטת הפטור פורחה לעיון הציבור בחיק הפטור מס' 5149, במשרד רשות ההגבלים העסקיים, רח"י, כפי נשרים 22, ירושלים, בשעות העבודה הרגילות.  
1. בטבת התשס"ג (5 בפברואר 2003) (תמ 41-3)

רור שטרם  
המנונה על הגבלים עסקיים

### הודעה על אישור שינויים ציבוריים

לפי חוק רישום שינויים ציבוריים (הוראת שעה) התשכ"ד-1964

בתוקף סמכותי לפי סעיף 14 לחוק רישום שינויים ציבוריים (הוראת שעה) התשכ"ד-1964, אני מאשר כי בנתיים שהוקמו ברדי המדינה או מטעמה או ביחמה, או שנרכשו ברדי המדינה, ובנייתם החלה לפני כיש בטבת התשס"ד (1 בינואר 1995) או נכללו בחכמה שאושרה לפי חוק החכמה והכנה, התשכ"ד-1965, עד יום ייש בטבת התשס"ד (31 בדצמבר 1998) ובנייתם החלה לפני ה' בטבת התשס"א (31 בדצמבר 2000) על המקרקעין המפורטים להלן, המתוארים בצבע כחול בתשרים, הם שינויים ציבוריים:

המקום	גוש	חלקות בשלמות	חלקי חלקות	החכמה
עוספא	17142 17132	20	29, 28	2/15/4
חופה, אזור תעשייה	11637	29, 18		2/02/08
קציר	12175		5, 4	1/124/72
הור השרון	6657	118		
עפולה	16704	62		
תל אביב, תל אביב, כפר שלם	6147 6148 6149	22	72-67, 42	3/06/37
			130, 125, 124, 95, 93, 92, 161, 159-157, 155-152, 123, 96, 94, 160, 156, 151-148, 131, 164-162	
תל אביב, תל אביב, כפר שלם	7242	86		3/06/38
תל אביב, כפר שלם	6130		282, 46	3/06/39

התשרים מופקים באף המפורסמת במשרד הביני והשיכון וניתן לעיון בהם בימים ובשעות שהמשרד פתוח לקהל.  
1. ס"ח התשכ"ד, עמ' 52; התשס"ט, עמ' 147; י"פ התשנ"ד, עמ' 4651.  
2. ס"ח התשכ"ד, עמ' 307.  
3. (תמ 74-3)  
4. בשבט התשס"ג (12 בינואר 2003)  
5. נוסח חתום רישום שינויים  
מנהל מקרקעי ישראל

השרוני בתנאים שנקבעו בהחלטת המנונה מיום 30 בדצמבר 1999 ענינם בכך שבוק לא תפ, שבוה את האלה או ממחזרה של האלה בקיש לכל מוצר או שירות הניתן על ידי בוק ובו היא בעלת מונופולין. כמו כן וואלה לא כל מידע שאינו נגיש למי שמחזרתה.  
תשס"ג (7 בינואר 2003)

רור שטרם  
המנונה על הגבלים עסקיים

### הודעה על מניח חכמה

לפי חוק ההגבלים העסקיים, התשכ"ד-1964, אני מודיע -  
בכחמי לאשר את המניחים בין החברות כלהלן:

שמות החברות המתמונה	העיסוק העיקרי של החברות המתמונה
השמייה טכנולוגיות מניח בע"מ	שירותי מוקד אבטחה ומערכת מניח
שא.ש. שירותי אבטחה ושמייה (תשמי) בע"מ	שירותי מוקד אבטחה ומערכת מניח
עוף קור אגודה קלאית שיתופית בשער	משחטת עופות
הנג בע"מ	עוף קור משחטה לעופות בע"מ מקבוצת עוף
עוף קור משחטה לעופות בע"מ מקבוצת עוף	משחטת עופות
טנא תעשיות בע"מ	טנא תעשיות בע"מ

במתי לאשר בתנאים את המניח בין החברות כלהלן:

תרופות	PHARMACIA INC
תרופות	PRIZER INC

הנ"ל אישר בתנאי שעיניו קבלת תארו מניח כל עד למניח ולפי התחומים שפורטו בהודעה המנוה ופנים בפעלת החברות המתמונה בישראל הם התחומים התופים ו/או המשקים היחידים לערדים, לרבות כל בים.

רור שטרם  
המנונה על הגבלים עסקיים

### הודעה על פטור בתנאים מאושר הסדר כובל

לפי חוק ההגבלים העסקיים, התשכ"ד-1964

סמכותי לפי סעיף 14 לחוק ההגבלים העסקיים, התשכ"ד-1964 (להלן - החוק), אני מודיע כי ביום 26 בינואר 2002, החלטתי לפטור בתנאים את הצדדים להסדר מהחובה לקבל את אישור הסדר כובל שפורטו כלהלן:

שמות החברות המתמונה	סוג ההסדר	הענף
השמייה טכנולוגיות מניח בע"מ	שירותי מוקד אבטחה ומערכת מניח	תקשורת נתונים
שא.ש. שירותי אבטחה ושמייה (תשמי) בע"מ	שירותי מוקד אבטחה ומערכת מניח	תקשורת נתונים
עוף קור אגודה קלאית שיתופית בשער	משחטת עופות	תקשורת נתונים
הנג בע"מ	עוף קור משחטה לעופות בע"מ מקבוצת עוף	תקשורת נתונים
עוף קור משחטה לעופות בע"מ מקבוצת עוף	משחטת עופות	תקשורת נתונים
טנא תעשיות בע"מ	טנא תעשיות בע"מ	תקשורת נתונים


תשס"ד, עמ' 128; התש"ס, עמ' 113.

עמוד 16 85 10.1x13.5

גלובס - שוק ההון  
כתב-העיתון  
גלובס - שוק ההון 27/01/2003 עמ' 16

27/01/2003

לשם  
5173  
ה'תשס"ג

 <b>רשות ההגבלים העסקיים</b> <b>הודעה על מיזוג חברות</b> <b>לפי חוק ההגבלים העסקיים התשמ"ח-1988</b>		
<p>בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים, התשמ"ח 1988 (1)  <b>א. אני מודיע על הסכמתי לאישור המיזוגים בין החברות כלהלן:</b></p>		
<b>מספר</b>	<b>שמות החברות המתמזגות</b>	<b>העיסוק העיקרי של החברות המתמזגות</b>
5009	השמירה טכנולוגיות מינון (1971) בע"מ ש.א.ש. שרותי אבטחה ושמירה (תשמ"ו) בע"מ	שירותי מוקד אבטחה ומערכות מינון שירותי מוקד אבטחה ומערכות מינון
5232	עוף קור אגודה חקלאית שיתופית בשער הנגב בע"מ עוף קור משחטה לעופות בע"מ מקבוצת עוף טנא תעשיות בע"מ	משחטת עופות משחטת עופות
<p><b>ב. אני מודיע על הסכמתי לאשר בתנאים את המיזוג בין החברות כדלקמן:</b></p>		
5173	PHARMACIA INC PFIZER INC	תרופות תרופות
<p>המיזוג הנ"ל אושר בתנאי שעניינו קבלת תצהיר מטעם כל צד למיזוג לפיו התחומים שפורטו בהודעות המיזוג כתחומים חופפים בפעולת החברות המתמזגות בישראל הם התחומים החופפים ו/או המשיקים היחידים לצדדים, לרבות כל אדם קשור בהם.</p>		
<p><b>דיוור שטרות</b>  הממונה על הגבלים עסקיים  ירושלים, י"ט בשבט תשס"ג  22 בינואר 2003</p>		
<p>רח' כנפי נשרים 22, ת.ד. 34281 ירושלים 91341 טלפון: 02-6556111 פקס: 02-6515330  jerusalem@antitrust.gov.il</p>		

יפעת - תאגיד המידע הגדול בישראל לקוח: הרשות להגבלים עסקיים

23



## רשות ההגבלים העסקיים

22.1.03, ירושלים

5/73 מזג

אל: הממונה על חקיקת משנה, משרד המשפטים, ירושלים

מאת: רשמת הגבלים עסקיים

### הנדון: הודעה על מיזוג חברות

מצי"ב הודעה על מיזוג חברות החתומה ע"י הממונה על הגבלים עסקיים לצורך פרסום ברשומות בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים התשמ"ח - 1988.

אנא אשרו והעבירו לפרסום בהתאם.

בברכה,

  
צפורה נחמון, ע"ד

רשמת הגבלים עסקיים



## רשות ההגבלים העסקיים

### הודעה על מיזוג חברות

לפי חוק ההגבלים העסקיים התשמ"ח – 1988

בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים, התשמ"ח 1988(1)

א. אני מודיע על הסכמתי לאישור המיזוגים בין החברות כלהלן:

מספר	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
5009	השמירה טכנולוגיות מיגון (1971) בע"מ ש.א.ש. שרותי אבטחה ושמירה (תשמ"ו) בע"מ	שירותי מוקד אבטחה ומערכות מיגון שירותי מוקד אבטחה ומערכות מיגון
5232	עוף קור אגודה חקלאית שיתופית בשער הנגב בע"מ עוף קור משחטה לעופות בע"מ מקבוצת עוף טנא תעשיות בע"מ	משחטת עופות משחטת עופות

ב. אני מודיע על הסכמתי לאשר בתנאים את המיזוג בין החברות כדלקמן:

5173	PHARMACIA INC PFIZER INC	תרופות תרופות
------	-----------------------------	------------------

המיזוג הנ"ל אושר בתנאי שעניינו קבלת תצהיר מטעם כל צד למיזוג לפיו התחומים שפורטו בהודעות המיזוג כתחומים חופפים בפעולת החברות המתמזגות בישראל הם התחומים החופפים ואו המשיקים היחידים לצדדים, לרבות כל אדם קשור בהם.

  
דרור שחרון  
הממונה על הגבלים עסקיים

ירושלים, י"ט בשבט תשס"ג  
22 בינואר 2003

רח' כנפי נשרים 22, ת.ד. 34281 ירושלים 91341 טלפון: 02-6556111 פקס: 02-6515330

[jerusalem@antitrust.gov.il](mailto:jerusalem@antitrust.gov.il)

277558 /1361



## רשות ההגבלים העסקיים

ירושלים, ט"ז בשבט תשס"ג  
19 בינואר 2003

מזג: 5173  
בפקס: 03-6091116

לכבוד

מר ראובן בכר, עו"ד

פישר, בכר, חן ושות'

דניאל פריש 3

תל אביב 64731

הנדון: הודעה על מיזוג חברות

מצ"ב החלטת הממונה על ההגבלים העסקיים בהתאם לסעיף 20 (ב) לחוק ההגבלים העסקיים  
התשמ"ח - 1988 (1), למיזוג של החברות הבאות:

1. PHARMACIA INC

2. PFIZER INC

בברכה,

צפורה גבון, עו"ד  
רשמת הגבלים עסקיים



## רשות ההגבלים העסקיים

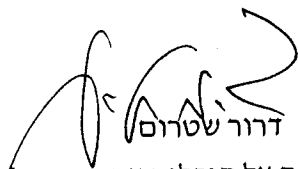
החלטה בתיק מזג 5173 : PHARMACIA INC  
PFIZER INC

בהתאם לסעיף 20 (ב) לחוק ההגבלים העסקיים התשמ"ח 1988 (להלן - "החוק"), אני מודיע על הסכמתי בתנאים למיזוג של החברות כמפורט להלן<sup>1</sup>:

מספר התיק	שמות החברות המתמזגות
	PHARMACIA INC
מזג 5173	PFIZER INC

### הסכמתי למיזוג ניתנת בתנאי כדלקמן, אשר מילוי יהא תנאי בל יעבור לה:

אישור המיזוג יכנס לתוקף רק עם קבלת תצהיר ערוך כדין, להנחת דעת הממונה, מטעם כל אחת מהחברות המתמזגות, לפיו התחומים שפורטו בהודעת המיזוג של PHARMACIA INC מיום 26 נובמבר 2002 ובהודעת המיזוג של PFIZER INC מיום 27 נובמבר 2002 כתחומים חופפים בפעולת החברות המתמזגות בישראל הם התחומים החופפים ו/או המשיקים היחידים לצדדים, לרבות כל אדם קשור בהם.

  
ד"ר שלום

הממונה על הגבלים עסקיים

ירושלים, ט"ז בשבט תשס"ג

19 ינואר 2003

<sup>1</sup> אישור זה לבקשת המיזוג, ניתן על-פי הנתונים שהוגשו לממונה ואין בו משום מתן הכשר או אישור, מבחינת דיני ההגבלים העסקיים, לכל פעולה אחרת זולת ביצוע המיזוג לבדו, על-פי הבקשה כאמור. כמו כן, אין באישור זה משום מתן אישור או הכשר לכל מיזוג קודם שבוצע - אם בוצע - בין צד למיזוג זה לבין צד שלישי, ללא אישור כדין, ואין בו כדי למנוע מהממונה לנקוט בכל הליך כנגד צד כאמור, על פי החוק.

האישור ניתן על בסיס ההנחה כי הצדדים למיזוג הביאו לידיעת רשות ההגבלים העסקיים את הנתונים הנכונים והמלאים הקשורים בעסקת המיזוג, הן במישרין והן בעקיפין, לרבות כל המידע בדבר ההסדרים הקיימים בין הצדדים למיזוג, גופים השולטים במי מהם, גופים בשליטת מי מהם או כל גוף קשור אחר, או בין מי מאלה לבין גופים בתחרות עם צד למיזוג או גוף אחר כאמור.

כל הבנה, מצג, או הסכמה, בכתב או בעל-פה, בין הצדדים לבין הממונה, שקדמו למתן אישור זה - בטלים, והאמור באישור זה ממצה את כל אשר הוסכם, ככל שהוסכם, בקשר למתן האישור; הכל - למעט הסכמה של צד או של צדדים למיזוג לתנאים שנקבעו, אשר תעמוד בתוקפה גם לאחר אישור המיזוג.

תוקף האישור לתקופה של עד שנה או עד להשלמת ביצוע העסקה, לפי המוקדם.

אין באישור זה משום היתר או מתן פטור לכל כבילה שבהסכם המיזוג, ואין בו היתר להפעלת כל אופציה או זכות דומה נוספת, אף אם מי מאלה כלולות בהסכם המיזוג, זולת ככל שצוין במפורש באישור.

החברות המתמזגות, כל אדם העלול להיפגע מן המיזוג, איגוד עסקי או ארגון צרכנים רשאים להגיש ערר על החלטה זו תוך 30 ימים מיום שהודעה על החלטה פורסמה בשני עתונים יומיים. הגשת ערר על עצם ההחלטה או הגשת ערר על תנאי מתנאיה משמעה שבית הדין רשאי לאשר את החלטת הממונה, לבטלה או לשנותה.



## רשות ההגבלים העסקיים

הועדה לפטורים ולמיזוגים  
החלטות

מועד הדיון: 2.1.03 יום חמישי בשעה: 10:00

מקום הדיון: משרדו של חנינא ברנדס, רחוב תובל 5 ת"א 6235000 - 03

מניעות: בועז שורץ - מנוע במיזוג 3412 : בזק - וואלה  
רן קרול - מנוע במיזוג 3412 : בזק - וואלה  
חנינא ברנדס - מנוע במיזוג 5199 : התבור - בית שאן חרוד  
תמר הקר - מנועה במיזוג 5199 : התבור - בית שאן חרוד

### בקשות מיזוג

בפני חברי הועדה הוצגו בקשות המיזוג וחוות הדעת של המחלקה הכלכלית בבקשות המיזוג כלהלן:

מספר	הצדדים למיזוג	כלכלן
5009	השמירה טכנולוגיות מיגון (1971) בע"מ ש.א.ש. שרותי אבטחה ושמירה (תשמ"ו) בע"מ	ליאת/ רונית
5173	PHARMACIA INC PFIZER INC	דורון
5199	התבור אגודה שתופית חקלאית של משקי עובדים לתובלה בע"מ בית שאן חרוד אגודה שתופית חקלאית של משקי עובדים לתובלה בע"מ	דורון
3412	בזק בינלאומי בע"מ וואלה ! תקשורת בע"מ	גל

27 18





**RESTRICTIVE TRADE PRACTICES LAW, 5748-1988**  
**MERGER NOTICE**

רשות ההגבלים העסקיים  
01-12-2002  
נתקבל אך טרם נבדק

Translated from Hebrew

According to Art. 17 of the Restrictive Trade Practices Law, 5748 - 1988 (the "Law"), we herewith present a Merger Notice as follows:

**1. Name of the notifying company:**

Name: **Pfizer Inc. ("Pfizer")**  
Address: 235 East 42<sup>nd</sup> Street,  
New York,  
New York 10017, USA

Address for serving documents: c/o Mr. Reuven Behar,  
Fischer, Behar, Chen & Co,  
3 Daniel Frisch Street,  
Tel Aviv 64731, Israel

**2. Other companies seeking to merge:**

Name: **Pharmacia Corp. ("Pharmacia")**  
Address: 100 Route 206 North,  
Peapack,  
New Jersey 07977, USA

Address for serving documents: c/o Mr. Reuven Behar,  
Fischer, Behar, Chen & Co,  
3 Daniel Frisch Street,  
Tel Aviv 64731, Israel

**3. The assets or services supplied by the notifying company:**

Pfizer Inc. ("Pfizer") is a research-based global pharmaceutical company dedicated to discovering, developing, manufacturing, marketing and selling innovative medicines for humans and animals. The number of Pfizer employees world-wide is approximately 90,000. Pfizer is active in the following areas:

- Pharmaceuticals: including the research, development, manufacture, marketing and sale of prescription pharmaceuticals for treating cardiovascular diseases,

Legally Privileged  
Contains Business Secrets

infectious diseases, central nervous system disorders, diabetes, erectile dysfunction, allergies, arthritis and other disorders.

- Consumer healthcare: including the research, development, manufacture, marketing and sale of over-the-counter healthcare products which cover a wide range of treatments including products for pain relief, eye care, skincare, cold preparations, antacids and sleeping problems.
- Animal health: including the research, development, manufacture, marketing and sale of antiparasitic, anti-infective and anti-inflammatory medicines, and vaccines for livestock, poultry and companion animals. Pfizer also sells pet-care products.
- Confectionery products<sup>1</sup> the principal products in this segment are chewing gums, bubble gums, breath mints and cough drops, which are manufactured, marketed and/or sold internationally. The company also sells speciality candies and mints.

In Israel, Pfizer is active principally in human pharmaceuticals and animal healthcare products. Animal healthcare products account for only a small amount of its overall business activities. Following the approach adopted by the European Commission in relation to market definition in the area of animal healthcare, none of the Parties' products sold in Israel would compete directly. Accordingly, this is not dealt with in depth in this Merger Notice. However, for information purposes only, Pfizer lists below the animal health products which it sells in Israel.

In Israel, Pfizer is active mainly in veterinary medicines, notably antimicrobials (also referred to as anti-infectives or antibiotics). In 2001, Pfizer sold the following antibiotics products in Israel: fluoroquinolone-based injectable antibiotics (Advocin 2.5%); penicillin-based injectable antibiotics (Synulox RTU); penicillin-based oral antibiotics for livestock (Clamoxyl SP); fluoroquinolone-based oral antibiotics for livestock (Advocin water soluble); penicillin-based oral antibiotics for pets (Synulox tablets and Synulox drops); penicillin-based topical mastitis treatment for lactating cow (Synulox LC). Total combined sales amounted to USD 430,000 in 2001, with sales for the treatment of livestock representing the majority of Pfizer's total antibiotics product sales.

In addition, Pfizer sold endectoparasiticides (Dectomax injectable and Stronghold, combined sales: USD 39,000); vaccines for pigs (Respisure: USD 7,000); vaccines for dogs (Vanguard Plus CPV/CV and Vanguard Plus CPV, combined sales: USD 37,000); and non-steroidal anti-inflammatory drugs for dogs (Rimadyl tablets and Rimadyl injectable, combined sales: USD 85,000).

Pharmacia is not active in any of these areas in Israel.

---

<sup>1</sup> Pfizer has announced that it is considering the strategic options available to it in relation to Adams, its confectionery branch.

Legally Privileged  
Contains Business Secrets

4. In the merger of the above mentioned companies, the following conditions exist:

The aggregate sales turnover of the merging companies, in the fiscal year preceding the merger exceeds the amount specified by Art. 17(a)(2) of the Law. In 2001, Pfizer had an aggregate worldwide turnover of USD 32 billion, and Pharmacia a worldwide turnover of USD 13.8 billion. In Israel, Pfizer realised sales of USD 34.1 million in 2001, and Pharmacia had Israeli sales of USD 8.3 million in the same period.

5. The merger agreement, which is the subject of this merger notice dated July 13, 2002, is attached to this notice as Exhibit A.

6. The financial statements of Pfizer for the two fiscal years prior to the merger (2000 and 2001) are attached to this notice as Exhibits B and C.

7. To the best knowledge of the notifying company, the merging companies' combined share in the total production, sale or purchase, is as follows:

There are relatively few overlaps between Pfizer's and Pharmacia's respective businesses in Israel. Rather, their businesses are highly complementary as will be shown below. The information in this Merger Notice is confined to the overlapping activities of the Parties in Israel where together they accounted for 15% or more of total sales in the period 2001/2002<sup>2</sup>. The Parties activities overlap in only five product categories in Israel. In three of these categories, the transaction will lead to only *de minimis* increments in sales share. In the remaining two product categories, the Parties' respective products do not compete directly for the reasons explained further below.

The Asset or Service: Human Pharmaceuticals

In determining the Parties' combined share of total sales in Israel, the Parties have applied the Anatomical Therapeutic Classification ("ATC") used by the European Pharmaceutical Marketing Research Association ("EphMRA")<sup>3</sup> and by Intercontinental Medical Statistics ("IMS").

The ATC classification has four levels, with the first level ("ATC-1") being the most general and the fourth level ("ATC-4") the most detailed. The third level of ATC classification in particular ("ATC-3"), allows medicines to be grouped in terms of their therapeutic indications (i.e. their intended use) and can therefore be used as an operational market definition. However, it may be necessary to analyse pharmaceutical products at a

<sup>2</sup> The IMS data upon which the Parties have conducted are not based upon a calendar year. The relevant time period is 12 months ending in June 2002.

<sup>3</sup> See <http://www.ephmra.org>.

.....  
Legally Privileged  
Contains Business Secrets

higher, lower or mixed level of ATC classification where this is necessary to arrive at an accurate assessment of all substitutable products for a particular product.

In this Merger Notice, therefore, the Parties have used the IMS ATC-3 classification as a starting point for the analysis of their human pharmaceutical products in Israel. The Parties have identified the product areas where they had overlapping sales and together accounted for 15% or more of total sales in Israel in the period 2001/2002. The Parties had overlapping sales in relation to only five product categories: C10A (cholesterol and triglyceride reducers); D3A (wound healing agents); G1C (gynaecological antibiotics); G4B (other urological preparations); and J1F (macrolides antibiotics and similar types).

### **C10A (Cholesterol and Triglyceride Reducers)**

C10A-pharmaceuticals are cholesterol lowering drugs. Pfizer's product, Lipitor (total sales: USD 5,151,000), is sold in Israel. It represents 32.4% of total sales in the C10A product category. Pharmacia's products are Colestid and Olbetam (combined sales: USD 25,000). Pharmacia's share of sales in Israel is *de minimis* (0.2%). In the light of Pharmacia's negligible sales, the competitive position will remain largely unchanged. The position of Pfizer post-merger will remain similar to its pre-merger situation. In addition, Pfizer will continue to face significant competition from major competitors including from Merck, with a comparable share of sales, Bristol-Myers Squibb and Novartis.

### **D3A (Wound Healing Agents)**

The products in this category include bio-engineered and living human skin equivalents; topical preparations for open wounds and ulcers; and skin regeneratives and stimulants. Pfizer's product in this ATC-3 class is Desitin (total sales: USD 148,000) and accounts for 17.2% of total Israeli sales. Pharmacia sells two products in this category, Debrisan and Gelfoam, both of which have limited sales in Israel (combined sales: USD 5,000). Debrisan and Gelfoam represented only 0.6% of total sales in the relevant period in Israel. Given Pharmacia's *de minimis* sales, the transaction does not give rise to competition concerns in this product category. In any event, post-merger the combined Pfizer/Pharmacia will continue to face intense competition from market leaders, Roche and Novartis, in Israel.

### **G1C (Gynaecological Antibiotics):**

The G1C category consists of antibiotics and sulphonamides, which are used for gynaecological conditions. It excludes general systemic antibiotics and sulphonamides, (which are classified in the J1 and J3 therapeutic areas) and products that are indicated for dermatological use. Pfizer's sales in this product category are modest. Its product, Terramycin, generated only USD 32,000 in sales, representing only 11.5% of total sales. Pharmacia's products, Dalacin and Dalacin Vag Ovule (together "Dalacin"), accounted for USD 247,000 (88.5%) of total sales. The transaction does not raise competition concerns in this product category for the reasons given below.

Legally Privileged  
Contains Business Secrets

Dalacin, sold in Israel in both a cream and ovule form, is the drug of choice for the treatment of bacterial vaginosis<sup>4</sup>. The Parties consider that the only direct competitor of Dalacin is Metronidazole. Nonetheless, Pfizer's product Terramycin is also sold under the G1C category in Israel. Unlike Dalacin, Terramycin is not indicated for the treatment of bacterial vaginosis<sup>5</sup>, which is the most frequent cause of vaginitis. Terramycin is an oxitetracycline sold in vaginal tablet form and is indicated for the local treatment of acute or chronic vaginitis due to one or more susceptible organisms. Systemic administration of Terramycin is indicated in the presence of deep infection.

Given the very different indications of Dalacin and Terramycin, the Parties consider that the two products do not directly compete. In addition, Terramycin is an old product with low sales, and is not marketed actively in Israel. It is also subject to generic competition from Auricularum which is produced by Trima. Therefore, the present transaction does not raise competition issues in the G1C category.

#### G4B (Other Urological Preparations)

The product category G4B broadly refers to "other urological preparations". The Parties consider a narrower definition, at the ATC-4 level more accurate, and therefore more appropriate than the ATC-3 level. The ATC-4 classifications in this area are (i) prostatic disease products (G4B2), (ii) erectile dysfunction products (G4B3), (iii) urinary incontinence products (G4B4) and (iv) all other urological products (G4B9). These different indications of the products grouped into the above-mentioned ATC-4 classifications clearly illustrate that they are not substitutable with each other and hence belong to different product markets.

Pharmacia's Detrusitol is used to treat urinary incontinence (G4B4), and generated USD 475,000 in sales. Urinary incontinence refers to the involuntary loss of urine due to an overactive bladder resulting from involuntary contractions of the bladder muscle and/or stress incontinence due to increased abdominal pressure and weak support muscles. Pfizer has no activities in this area.

Pharmacia's other product, Caverject, falls under the G4B3 category. It represented only USD 73,000 in sales. Pfizer's product under G4B3 is Viagra, which had total sales of USD 4,174,000 in this product category. Viagra enables men with erectile dysfunction to respond to sexual stimulation by increasing blood flow to the penis. Viagra is administered in tablet form and can, therefore, be swallowed. Pharmacia's product in this category, Caverject, differs fundamentally from Viagra or other products for treatment of erectile dysfunction.

<sup>4</sup> Pharmacia also sells Dalacin C under the J1F classification in Israel (see below). Dalacin C, unlike Dalacin, is sold in tablet form and is indicated for the treatment of a variety of bacterial infections such as skin and soft tissue infections, dental infections, gynecological infections and pelvic inflammatory disease. Only a minor amount of Dalacin C is used for the treatment of bacterial vaginosis, as local treatments (such as Dalacin cream or ovules) are the preferred method of treatment.

<sup>5</sup> In cases where a patient may have a mixed bacterial and fungal vaginal infection, physicians may prescribe Terramycin where other drugs have been ineffective.

-11/12

Legally Privileged  
Contains Business Secrets

From the user's perspective, Caverject is considerably more difficult and painful to administer. Caverject is applied by injection into the penis prior to sexual intercourse. The injection must be carried out under sterile conditions. The first injections must be given at the physician's office by medically trained personnel. Self-injection therapy by the patient can be started only after the patient is properly instructed and well-trained in the self-injection technique - the physician is advised to make a careful assessment of the patient's skills and competence with this procedure. Therefore, Caverject is generally used where Viagra is contra-indicated and/or does not produce results.

Given the very different method of administration of Viagra and Caverject, the Parties consider that the two products do not compete directly.

In the broad G4B product category, Detrusitol represents 6.5% of total sales. Viagra accounts for 56.8% of total sales, and Caverject for only 1%. However, the present transaction does not give rise to competition concerns in this area. Pfizer has no product that competes with Detrusitol, and Pfizer's Viagra does not compete directly with Caverject for the reasons explained above. Moreover, Viagra's current share is expected to decrease as competing products come onto the market.

#### **J1F (Macrolides and similar types)**

The ATC-2 class J1 comprises systemic antibiotics, which are used for the treatment of bacterial infections. In common with certain other antibiotics, such as broad-spectrum penicillins (J1C), cephalosporins (J1D) and fluoroquinolones (J1G), macrolides are typically used for a range of common infections, including throat, bronchitis, urinary tract infection, ear infection, sinusitis and pneumonia. The Parties consider that a market definition combining several relevant ATC-3 categories of antibiotics more accurately reflects the competitive environment in which their respective products are sold. Macrolides generally compete with other antibiotics since many bacterial infections can be treated by a range of antibiotics.

Even if a narrow J1F market definition were adopted, the transaction would not give rise to competition concerns given Pharmacia's modest sales in this product category (4.3%). Its product, Dalacin C, is an old product which is no longer actively marketed. It generated only USD 132,000 in Israeli sales<sup>6</sup>. Dalacin is sold mainly to adults; its pediatric sales are almost non-existent. Pharmacia's other product, E Mycin, has not been sold in Israel in the past two years. Pfizer sells Azenil in Israel (total sales: USD 1,471,000), which accounts for 47.9% in sales. Azenil capsules are available in generic form. Pfizer actively markets the pediatric, but not the adult, formulation in Israel and hence its adult sales are very low. For these reasons, the transaction does not raise competition concerns. Moreover, post-merger, the combined Pfizer/Pharmacia will continue to face competitive constraints from several major pharmaceutical companies, each with important sales shares, including Abbott, Aventis, Teva and Unipharm.

<sup>6</sup> As noted above, Dalacin C may, in limited cases, be used for the treatment of bacterial vaginosis.

Legally Privileged  
Contains Business Secrets

8. Names of the major competitors of the company submitting the Notice:

The Asset or Service: Human Pharmaceuticals

Competition in human pharmaceuticals is intense with several strong, effective competitors, including Abbott, Aventis, Bristol-Myers Squibb, Johnson & Johnson, Merck, Novartis and Roche.

9. Details regarding prior mergers during the past three years:

On 19 June 2000, Pfizer completed a merger with Warner-Lambert.

10. Names of the parent company and of subsidiaries of the company submitting the notice:

*Parent company:* None.

*Subsidiaries:* Pfizer has one subsidiary in Israel (Exhibit D).

Legally Privileged  
Contains Business Secrets

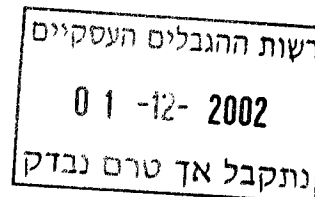
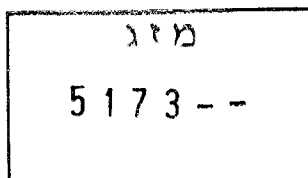
I hereby declare that all the above details are full and correct, that the attached documents  
are correct and that there are no other documents relating to the merger.

11/27/02  
Date

Kent Barner  
Name

[Signature]  
Signature





**RESTRICTIVE TRADE PRACTICES LAW, 5748-1988**  
**MERGER NOTICE**

Translated from Hebrew

According to Art. 17 of the Restrictive Trade Practices Law, 5748 – 1988 (the “Law”), we  
herewith present a Merger Notice as follows:

**1. Name of the notifying company:**

*Name:* Pharmacia Corp. (“Pharmacia”)

*Address:* 100 Route 206 North Peapack,  
New Jersey 07977, USA

*Address for serving documents:* c/o Mr. Reuven Behar,  
Fischer, Behar, Chen & Co,  
3 Daniel Frisch Street,  
Tel Aviv 64731, Israel

**2. Other companies seeking to merge:**

*Name:* Pfizer Inc. (“Pfizer”)

*Address:* 235 East 42<sup>nd</sup> Street,  
New York,  
New York 10017, USA

*Address for serving documents:* c/o Mr. Reuven Behar,  
Fischer, Behar, Chen & Co,  
3 Daniel Frisch Street,  
Tel Aviv 64731, Israel

**3. The assets or services supplied by the notifying company:**

Pharmacia is a global pharmaceutical company, with approximately 59,000 employees  
worldwide<sup>1</sup>, active in the development, manufacture and sale of products in the following  
areas:-

<sup>1</sup> This figure includes Monsanto (a subsidiary of Pharmacia) employees that are not being transferred as part of the transaction.

108

- Pharmaceuticals: including the research, development, manufacture, marketing and sale of prescription pharmaceuticals for primary care such as arthritis, overactive bladder, Parkinson's disease, oncology, ophthalmology and endocrine care.
- Consumer healthcare: including the research, development, manufacture, marketing and sale of over-the-counter healthcare products covering treatments such as smoking cessation, hair loss, and products such as vitamins, nasal sprays and anti-fungals.
- Animal health: including the research, development, manufacture, marketing and sale of pharmaceuticals and feed additives for livestock and pets.
- Speciality businesses: including diagnostic products such as complete blood test systems (Pharmacia Diagnostics), production of fine chemicals and contract manufacturing (Pharmacia CentreSource) and biopharmaceutical activities (SUGEN)<sup>2</sup>.

In Israel, Pharmacia is active principally in human pharmaceuticals and animal healthcare products. Animal healthcare products account for only a small amount of its overall business activities. On the basis of the approach adopted by the European Commission in relation to market definition in the area of animal healthcare, the Parties do not consider that their products compete directly with each other in Israel. Accordingly animal health products are not dealt with in this merger notice. However, for information, Pharmacia lists below those of its animal healthcare products which are sold in Israel.

In Israel Pharmacia animal health are active mainly in veterinary medicines, notably antimicrobials (also referred to as anti-infectives or antibiotics). In 2001, Pharmacia sold the following antibiotics products in Israel: cephalosporin-based injectable antibiotics (Excenel); and macrolides-based oral anti-biotics (Lincospectin 100). Total combined sales amounted to USD 144,000 in 2001. In addition, Pharmacia sold injectable corticosteroids for use in chronic conditions (Depo Medrol) with sales of USD 10,000; and controlled internal drug release (CIDR) hormones with sales of USD 75,000, which are used to increase the reproductive efficiency of livestock by regulating the productive cycle of the female. Pfizer is not active in any of these areas in Israel.

4. **In the merger of the above mentioned companies, the following conditions exist:**

The aggregate sales turnover of the merging companies, in the fiscal year preceding the merger exceeds the amount specified by Art. 17(a)(2) of the Law. In 2001, Pharmacia had

---

<sup>2</sup> Pharmacia completed the spin-off of its remaining shares of Monsanto to the holders of Pharmacia's common stock on 13 August 2002. As a result of the spin-off, the notified concentration will not lead to the addition of any agro-science products to Pfizer's range of products.

an aggregate worldwide turnover of USD 13.8 billion, and Pfizer a worldwide turnover of USD 32 billion. In Israel, Pharmacia realised sales of USD 8.3 million in 2001, and Pfizer had Israeli sales of USD 34.1 million in the same period.

5. The merger agreement, which is the subject of this merger notice dated July 13, 2002, is attached to this notice as Exhibit A.
6. The financial statements of Pharmacia for the two fiscal years prior to the merger (2000 and 2001) are attached to this notice as Exhibits B and C.
7. **To the best knowledge of the notifying company, the merging companies' combined share in the total production, sale or purchase, is as follows:**

There are relatively few overlaps between Pfizer's and Pharmacia's respective businesses in Israel. Rather, their businesses are highly complementary as will be shown below. The information in this Merger Notice is confined to the overlapping activities of the parties in Israel (The Parties activities overlap in only five product categories in Israel. In three of these categories, the transaction will lead to only *de minimis* increments in sales share. In the remaining two product categories, the Parties' respective products do not compete directly for the reasons explained further below).

#### **The Asset or Service: Human Pharmaceuticals**

In determining the Parties' combined share of total sales in Israel, the Parties have applied the Anatomical Therapeutic Classification ("ATC") used by the European Pharmaceutical Marketing Research Association ("EphMRA") and by Intercontinental Medical Statistics ("IMS").

The ATC classification has four levels, with the first level ("ATC-1") being the most general and the fourth level ("ATC-4") the most detailed. The third level of ATC classification, in particular ("ATC-3"), allows medicines to be grouped in terms of their therapeutic indications (i.e. their intended use) and can therefore be used as an operational market definition. However, it may be necessary to analyse pharmaceutical products at a higher, lower or mixed level of ATC classification where this is necessary to arrive at an accurate assessment of all substitutable products for a particular product.

For the purpose of this Merger Notice, therefore, the Parties have used the IMS ATC-3 classification as a starting point for the analysis of their human pharmaceutical products in Israel. The Parties have identified the product areas where they had overlapping sales in Israel in the period 2001/2002<sup>3</sup>. The Parties had overlapping sales in relation to only five product categories: C10A (cholesterol and triglyceride reducers); D3A (wound healing

---

<sup>3</sup> The IMS data upon which the Parties have conducted are not based upon a calendar year. The relevant time period is 12 months ending in June 2002.

agents); G1C (gynaecological antibiotics); G4B (other urological preparations); and J1F (macrolides antibiotics and similar types).

**Human pharmaceutical product categories where both Pfizer and Pharmacia are active in Israel;**

**C10A (Cholesterol and Triglyceride Reducers)**

C10A-pharmaceuticals are cholesterol lowering drugs. Pfizer's product, Lipitor (total sales: USD 5,151,000), is sold in Israel. It represents 32.4% of total sales in the C10A product category. Pharmacia's products are Colestid and Olbetam (combined sales: USD 25,000). Pharmacia's share of sales in Israel is *de minimis* (0.2%). In the light of Pharmacia's negligible sales, the competitive position will remain largely unchanged. The position of Pfizer post-merger will remain similar to its pre-merger situation. In addition, Pfizer will continue to face significant competition from major competitors including from Merck, with a comparable share of sales, Bristol-Myers Squibb and Novartis.

**D3A (Wound Healing Agents)**

The products in this category include bio-engineered and living human skin equivalents; topical preparations for open wounds and ulcers; and skin regeneratives and stimulants. Pfizer's product in this ATC-3 class is Desitin (total sales: USD 148,000) and accounts for 17.2% of total Israeli sales. Pharmacia sells two products in this category, Debrisan and Gelfoam, both of which have limited sales in Israel (combined sales: USD 5,000). Debrisan and Gelfoam represented only 0.6% of total sales in the relevant period in Israel. Given Pharmacia's *de minimis* sales, the transaction does not give rise to competition concerns in this product category. In any event, post-merger the combined Pfizer/Pharmacia will continue to face intense competition from market leaders, Roche and Novartis, in Israel.

**G1C (Gynaecological Antibiotics):**

The G1C category consists of antibiotics and sulphonamides, which are used for gynaecological conditions. It excludes general systemic antibiotics and sulphonamides, (which are classified in J1 and J3) and products that are indicated for dermatological use. Pfizer's sales in this product category are modest. Its product, Terramycin, generated only USD 32,000 in sales, representing only 11.5% of total sales. Pharmacia's products, Dalacin and Dalacin Vag Ovule, accounted for USD 247,000 (88.5%) of total sales. The transaction does not raise competition concerns in this product category for the reasons given below.

Dalacin, sold in Israel in both a cream and ovule (suppository) form, is the drug of choice for the treatment of bacterial vaginosis<sup>4</sup>. The Parties consider that the only direct competitor

---

<sup>4</sup> Pharmacia also sells Dalacin C under the J1F classification in Israel (see below). Dalacin C, unlike Dalacin and Dalacin Vag Ovule, is sold in tablet form and is indicated for the treatment of a variety of bacterial infections such as

of the Dalacin products is Metronidazole. Nonetheless, Pfizer's product Terramycin is also sold under the G1C category in Israel. Unlike the Dalacin products, Terramycin is not indicated for the treatment of bacterial vaginosis, which is the most frequent cause of vaginitis. Terramycin is an oxitetracycline sold in vaginal tablet form and is indicated for the local treatment of acute or chronic vaginitis due to one of more susceptible organisms. Systemic administration of Terramycin is indicated in the presence of deep infection to assist the action of other antibiotics.

There are instances, however, where physicians prescribe Terramycin for bacterial vaginosis. In cases where a patient may have a mixed bacterial and fungal vaginal infection, physicians may prescribe Terramycin where other drugs have been ineffective. Given the very different indications of the Dalacin products and Terramycin the Parties consider that the two products do not directly compete. In addition, Terramycin is not marketed actively and has low sales due to the fact that it is an old product. It is subject to generic competition from Auricularum which is produced by Trima. Therefore, the present transaction does not raise competition issues in the G1C category.

#### **G4B (Other Urological Preparations)**

The product category G4B broadly refers to "other urological preparations". The Parties consider a narrower definition, at the ATC-4 level more accurate, and therefore more appropriate than the ATC-3 level. The ATC-4 classifications in this area are (i) prostatic disease products (G4B2), (ii) erectile dysfunction products (G4B3), (iii) urinary incontinence products (G4B4) and (iv) all other urological products (G4B9). These different indications of the products grouped into the above-mentioned ATC-4 classifications clearly illustrate that they are not substitutable with each other and hence belong to different product markets.

Pharmacia's Detrusitol is used to treat urinary incontinence (G4B4), and generated USD 475,000 in sales. Urinary incontinence refers to the involuntary loss of urine due to an overactive bladder resulting from involuntary contractions of the bladder muscle and/or stress incontinence due to increased abdominal pressure and weak support muscles. Pfizer has no activities in this area.

Pharmacia's other product, Caverject, falls under the G4B3 category. It represented only USD 73,000 in sales. Pfizer's product under G4B3 is Viagra, which had total sales of USD 4,174,000 in this product category. Viagra enables men with erectile dysfunction to respond to sexual stimulation by increasing blood flow to the penis. Viagra is administrated in tablet form and can, therefore, be swallowed. Pharmacia's product in this category, Caverject, differs fundamentally from Viagra or other products for treatment of erectile dysfunction. Since it is applied by injection into the penis prior to sexual intercourse it is considerably

more difficult and painful to administer by the user. Therefore, Caverject is generally used where Viagra is contra-indicated and/or does not produce results.

Given the very different method of administration of Viagra and Caverject, the Parties consider that the two products do not compete directly. It follows that the present transaction does not give rise to competition concerns in this area. Moreover, Pharmacia's share of sales in G4B3 is very small and Viagra's current share is expected to decrease as competing products come onto the market.

#### **J1F (Macrolides and similar types)**

The ATC-2 class J1 comprises systemic antibiotics, which are used for the treatment of bacterial infections. In common with certain other antibiotics, such as broad-spectrum penicillins (J1C), cephalosporins (J1D) and fluoroquinolones (J1G), macrolides are typically used for a range of common infections, including throat, bronchitis, urinary tract infection, ear infection, sinusitis and pneumonia. The Parties consider that a market definition combining several relevant ATC-3 categories of antibiotics more accurately reflects the competitive environment in which their respective products are sold. Macrolides generally compete with other antibiotics since many bacterial infections can be treated by a range of antibiotics.

However, even if a narrow J1F market definition were adopted, the transaction would not give rise to competition concerns given Pharmacia's modest sales in this product category (4.3%). Its product, Dalacin C, is an old product which is no longer actively marketed and generated only USD 132,000 in Israeli sales<sup>5</sup>. Dalacin is used mainly for adults. Its pediatric sales are almost non-existent. Pharmacia's other product, E Mycin, has not been sold in Israel in the past two years. Pfizer sells Azenil in Israel (total sales: USD 1,471,000), which accounts for 47.9% in sales. Pfizer only actively markets the pediatric formulation of Azenil because Azenil capsules are available in generic form. Consequently sales of the adult formulation are very low. Azenil's main competitors are Augnemti and Moxypen (Amoxycillin). Dalacin C is not considered to be a competitor to Azenil. Post-merger, the combined Pfizer/Pharmacia will continue to face competitive constraints from several major pharmaceutical companies, each with important sales shares, including Abbott, Aventis, Teva and Unipharm.

#### **8. Names of the major competitors of the company submitting the Notice:**

##### **The Asset or Service: Human Pharmaceuticals**

Competition in human pharmaceuticals is intense with several strong, effective competitors, including Abbott, Aventis, Bristol-Myers Squibb, Johnson & Johnson, Merck, Novartis and Roche.

---

<sup>5</sup> As noted above, Dalacin C may, in limited cases, be used for the treatment of bacterial vaginosis.

**The Asset or Service: Animal Healthcare**

Competition in the animal healthcare industry is equally intense, with several strong, effective competitors. In animal healthcare, the Parties' main competitors include Bayer, Ceva, Elanco E. Lilly, Fort Dodge, Intervet, Merial, Novartis and Schering Plough. The Parties also face intense competition from generic products.

**9. Details regarding prior mergers during the past three years:**

In March 2001, Pharmacia completed the acquisition of Sensus Drug Development Corporation.

In March 2000, Pharmacia & Upjohn and Monsanto Company merged to form Pharmacia Corporation<sup>6</sup>.

**10. Names of the parent company and of subsidiaries of the company submitting the notice:**

*Parent company:* None.

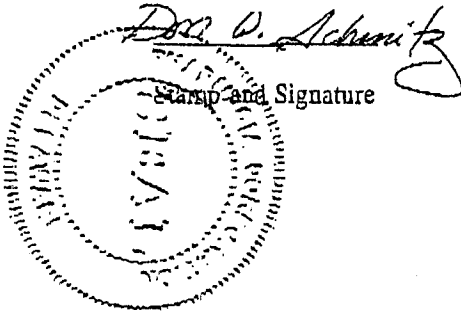
*Subsidiaries:* Pharmacia has no subsidiary, affiliate or branch office in Israel (**Exhibit D**).

---

<sup>6</sup> The merger was structured so that Pharmacia and Upjohn was merged into (and absorbed by) Monsanto. The legal entity surviving from that merger changed its name to Pharmacia Corporation and transferred all of its agricultural and crop protected business to a wholly-owned subsidiary named Monsanto.

I hereby declare that all the above details are full and correct,  
correct and that there are no other documents relating to the me.

attached documents are



Don W. Schmitz  
Name

26/02

A

B+C

D

711