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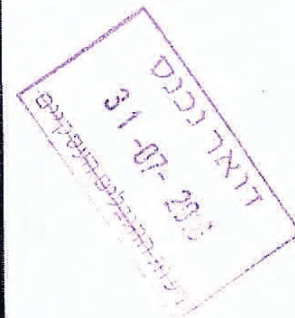
## NOTICE OF MERGER

Form 2  
Regulations 3(a)  
and 4(a) and (b)

Terms appearing in this form shall bear the definitions contained in the Restrictive Trade Practices Law, 5748-1988 (hereinafter "**the Law**") or the "**Restrictive Trade Practices Law**") and in the Restrictive Trade Practices Regulations (General Instructions and Definitions), 5761-2001<sup>1</sup> (hereinafter – the "**Regulations**"), unless defined otherwise.

[Seal of  
the  
Antitrust  
Authority]

- **Definitions of terms in this form:**
  - "**Person filing the Notice of Merger**" – including person related to him.
  - "**Person related to person filing the Notice of Merger**" – Person who controls the person filing the notice of merger, entity controlled by the person filing the Notice of Merger and every entity controlled by any of them.
  - "**Control**" – as defined in section 1 of the Law.
  - "**Firm**" – including person related to the firm.
  - "**A merger with horizontal aspects**" – a merger of firms that manufacture, market, distribute or supply substitute goods as defined in the Regulations (hereinafter also – horizontal merger)
  - "**A merger with vertical aspects**" – a merger of firms that operate on different levels of the chain of the manufacture, marketing and sale of goods (hereinafter also – vertical merger)
  - "**Conglomerate merger**" – a merger that does not have a horizontal or vertical aspect.
- Section headings in this form are for convenience only and shall not be used in the interpretation of this form.



### INSTRUCTIONS FOR COMPLETION WHAT IS REQUIRED TO COMPLETE THE FORM?

This notice of merger form contains different requests for information depending on the type of merger for which the notice is being filed:

- If the merger transaction has horizontal aspects, complete Parts A through G, I, K through M.
- If the merger transaction has vertical aspects, complete Parts A through F, H and I, K through M.
- If the merger is conglomerative, complete Parts A through D, J through M.
- If the merger has horizontal and vertical aspects, complete parts relevant to both types of mergers.

One may refer to a prior notice if it was filed during the last twelve months and if the particulars provided in that notice are correct as of the time of the filing of this notice. Make the reference by completing the annexed declaration appearing on page 10.

If the merger transaction includes a restrictive arrangement that requires an exemption – complete Part N instead of filing a separate request for an exemption.

If the information required does not fit the space provided in the form, attach response pages that refer clearly to the corresponding parts and sections.

A company that conducts business both in Israel and abroad is referred to section 18 of the Law.

<sup>1</sup> Regulations, 5761, p. 658.



| A   |  |  |   |  | General Information Concerning the Person Filing the Notice of Merger |  |                             |  |  |
|---|--|--|---|--|---|--|-----------------------------|--|--|
| 1) The filing person is   | <input checked="" type="checkbox"/> The acquiring party in the merger<br><input type="checkbox"/> The acquired party in the merger |  |   |  |   |  |                             |  |  |
|   | 2) Details concerning the filing person  |  | Filing Person<br>Abbott Laboratories ("Abbott") |  | Telephone Number<br>224 667-6100                                      |  | Additional Telephone Number |  |  |
| 3) Address for delivery of papers   | Street/P.O. Box<br>Abbott Park Road  |  | House No.<br>100                                |  | City, State,<br>Abbott Park, Illinois USA                             |  | Zip Code<br>60064-3500      |  |  |
|   | Street/P.O. Box<br>c/o Weinstock-Zecler & Co.<br>Azrieli Center  |  | House No.<br>5                                  |  | City<br>Tel-Aviv  |  | Zip Code<br>6702501         |  |  |
| 4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role) | Name<br>Niv Zecler, Adv.   |  | Position<br>Attorney                            |  | Telephone Number<br>03-6968333  |  |                             |  |  |
|   | Fax Number<br>03-6964222   |  | Email Address<br>Niv@w-z.co.il                  |  |   |  |                             |  |  |
|   | Street/P.O. Box (if different than above)<br>Weinstock-Zecler & Co.<br>Azrieli Center  |  | House No.<br>5                                  |  | City<br>Tel-Aviv  |  | Zip Code<br>6702501         |  |  |
| 5) Other parties to the merger transaction  | 1. <u>St. Jude Medical, Inc. ("SJM")</u>   |  |   |  |   |  |                             |  |  |
|   | 2. _____   |  |   |  |   |  |                             |  |  |
|   | 3. _____   |  |   |  |   |  |                             |  |  |
|   | 4. _____   |  |   |  |   |  |                             |  |  |

| B  |   | The Reason for Filing the Notice of Merger |  |
|--|---|--|--|
| 6) The reasons by virtue of which the transaction is a "merger of companies" | Mark all of the reasons by virtue of which the transaction is a "merger of companies" pursuant to section 1 of the Law.   |  |  |
|  | <input type="checkbox"/> The principle assets of the company are being acquired in the transaction<br><input checked="" type="checkbox"/> The acquiring company is acquiring shares worth more than one-quarter of the capital value of the issuer in the transaction<br><input type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction<br><input type="checkbox"/> The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction<br><input type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction<br><input type="checkbox"/> Due to another transaction, the extent of holdings will pass the level established in the Law<br><input type="checkbox"/> Another reason, specify: _____<br>_____<br>_____  |  |  |
| 7) The reasons giving rise to the obligation to file a "notice of merger"    | Mark all the reasons set out in section 17(a) of the Law giving rise to the obligation to file a notice of merger.  |  |  |
|  | <input type="checkbox"/> After the merger, the share of the merging companies, including related persons, will exceed one-half of:<br><input type="checkbox"/> The manufacture of an asset or service<br><input type="checkbox"/> The sale of an asset or service<br><input type="checkbox"/> The purchase of an asset or service<br><input type="checkbox"/> The marketing of an asset or service<br><br>Said asset/service is: - _____<br><input checked="" type="checkbox"/> The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 150 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS)<br><input type="checkbox"/> One of the merging companies (or a person controlling or controlled by it) is a monopolist as defined in the Restrictive Trade Practices Law<br>The name of the monopolist is - _____ |  |  |



|   |   |
|---|---|
| C   | <b>The Merger Transaction</b>   |
| <p><b>8) Highlights of the merger transaction</b></p> | <p>Summarize the nature of the business process involved in the merger transaction. Provide a general picture of the transaction and its goals (for example, entering into a new area of operation by acquiring a majority/minority holding in an existing company, acquiring operations that will complement existing operations, expanding operations in a particular market, etc.). Also note the means of the acquisition (cash, exchange of shares, combination).</p> <p>This notice is filed pursuant to a merger transaction between Abbott and SJM (the "Transaction").</p> <p>After consummation of the Transaction, Abbott (through a wholly owned subsidiary) will possess all the property, rights, privileges, immunities, powers and franchises of SJM and shall be subject to all obligations, liabilities and duties of SJM. The Transaction consideration consists of a combination of shares and cash.</p> <p>Abbott is a publicly listed global health care company that researches, develops, manufactures, and sells a diversified range of health care products. It has four principal businesses:</p> <p><u><b>Nutritional Products:</b></u> These products comprise pediatric and adult nutritional products manufactured, marketed, and sold worldwide. This business accounted for around 34% of Abbott's 2015 global revenues.</p> <p><u><b>Medical Devices:</b></u> These products comprise cardiovascular products, optical products, and diabetes care products. Cardiovascular products include coronary, endovascular, vessel closure, and structural heart devices. This business accounted for around 25% of Abbott's 2015 global revenues.</p> <p><u><b>Diagnostic Products:</b></u> These products comprise diagnostic systems and tests manufactured, marketed, and sold worldwide. This business accounted for around 23% of Abbott's 2015 global revenues.</p> <p><u><b>Established Pharmaceutical Products:</b></u> These products comprise branded generic pharmaceuticals that are marketed and sold in developing markets. This business accounted for around 18% of Abbott's 2015 global revenues.</p> <p>In Israel, Abbott operates through a local fully owned subsidiary (ABBOTT MEDICAL LABORATORIES LTD – אבוט מעבדות רפואיות בע"מ) ("Abbott Israel"). Abbott Israel's main activity is in the Nutritional Products segment ("Similac"). Abbott Israel markets and sells nutritional products and distributes them through a local distributor (Promedico), and markets and sells established pharmaceutical products through another local distributor (Novolog). The other two segments' products are sold by an Abbott affiliate in Europe to two Israeli local distributors: Levant Technologies Ltd. – לבנט טכנולוגיות בע"מ ("Levant") for medical devices; and Ilex Medical Ltd. – אילקס מדיקל בע"מ, for diagnostic products. These two local distributors import the relevant Abbott products and distribute these products in Israel.</p> <p>SJM is a global medical device company that researches, develops, manufactures, and sells cardiovascular medical devices. It has five principal businesses:</p> <p><u><b>Traditional Cardiac Rhythm Management Products:</b></u> These products include single and dual chamber pacemakers and implantable cardioverter defibrillators.</p> <p><u><b>Heart Failure Products:</b></u> These products include cardiac resynchronization devices, ventricular assist devices, and pulmonary artery pressure monitors.</p> <p><u><b>Cardiovascular Products:</b></u> These products include mechanical and tissue heart valves, patent foramen ovale closure devices, structural heart defect devices, vessel closure devices ("VCDs"), pressure measurement guidewires, diagnostic coronary imaging technology, diagnostic guidewires, percutaneous heart pumps, renal denervation technology, and vascular plugs.</p> <p><u><b>Atrial Fibrillation Products:</b></u> These products assist physicians in diagnosing and treating irregular heart rhythms. They include diagnostic and ablation catheters; recording, mapping, and navigation devices; and transeptal access devices.</p> <p><u><b>Neuromodulation Products:</b></u> These products provide neurostimulation therapy to treat chronic pain and movement disorders.</p> <p>The Transaction will expand the scope and breadth of Abbott's cardiovascular devices business. SJM's positions in heart failure devices, atrial fibrillation products, and cardiac rhythm management products complement Abbott's positions in coronary intervention and transcatheter mitral valve repair. Post-Transaction, Abbott will compete across the cardiovascular market. The combined portfolio will have the depth, breadth, and innovation to help patients restore their health, reduce costs, enhance competition, secure efficiencies, and deliver greater value to customers.</p> |

|  |   |
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| D                                      | <b>Business and Areas of Activity that are the Subject of the Merger Transaction</b>  |
| <p><b>9) The business activity</b></p> | <p>Describe briefly the lines of business that are the subject of the merger transaction. You should provide a summary description of the areas of activity that are being acquired/sold in the framework of the merger. For example: manufacture and sales of CDs, book publishing, movie production.</p> <hr/> <p>Abbott – Manufacture and sale of:</p> <ol style="list-style-type: none"> <li>1) Nutritional Products (these products comprise pediatric and adult nutritional products)</li> <li>2) Medical Devices (these products comprise vascular products, optical products, and diabetes care. Vascular products include coronary, endovascular, vessel closure and structural heart devices).</li> <li>3) Diagnostic Products (these products comprise diagnostic systems and tests).</li> <li>4) Established Pharmaceutical Products (these products comprise branded generic pharmaceuticals).</li> </ol> <p>SJM – Manufacture and sale of:</p> <ol style="list-style-type: none"> <li>1) Traditional Cardiac Rhythm Management Products (these products include single and dual chamber pacemakers and implantable cardioverter defibrillators).</li> </ol> |



- 2) Heart Failure Products (these products include cardiac resynchronization devices, ventricular assist devices, and pulmonary artery pressure monitors).
- 3) Cardiovascular Products (these products include mechanical and tissue heart valves, patent foramen ovale closure devices, structural heart defect devices, vascular closure devices, pressure measurement guidewires, diagnostic coronary imaging technology, diagnostic guidewires, percutaneous heart pumps, renal denervation technology, and vascular plugs).
- 4) Atrial Fibrillation Products (these products assist physicians in diagnosing and treating irregular heart rhythms. They include diagnostic and ablation catheters, recording and mapping devices, and transseptal access devices).
- 5) Neuromodulation Products (These products provide neurostimulation therapy to treat chronic pain and movement disorders).

In Israel, Abbott and SJM only overlap in small hole vessel closure.

With regard to vessel closure, certain issues are to be kept in mind. Certain minimally invasive cardiovascular diagnostic and interventional procedures result in a hole in the patient's blood vessel that must be closed to prevent uncontrolled bleeding. These holes can be small (up to 8 French (or around 2.64mm)) or large (over 8 French) and are closed using one of the following methods:

Manual compression is the application of pressure to the skin above the access site for several minutes until the hole begins to heal naturally.

Surgical suturing is a technique for closing larger holes that entails opening the skin, exposing the artery, and suturing the hole by hand.

Closure assist devices ("CADs") are devices that help achieve hole closure either by compressing an artery (e.g., a band) or by secreting medication that speeds up healing.

VCDs are devices inserted into or placed on the hole in the artery and used to close small and large holes (the hole size for which a particular VCD is suitable depends on its type and indications).

Both Abbott and SJM supply VCDs, although their respective products are different. There are two types of VCDs:

- Suture and clip-based devices (of the kind produced by Abbott) that mechanically cinch the hole shut; and
- Other devices (of the kind produced by SJM) that insert a plug into or a seal on top of the hole.

Vessel closure encompasses solutions used to close holes in patients' blood vessels (typically arteries) left by various interventional or diagnostic coronary or peripheral procedures, including manual compression, CADs, surgical suturing, and VCDs.

A distinction may be made between: (1) small hole vessel closure (up to and including 8 French), encompassing manual compression, CADs, and VCDs; and (2) large hole vessel closure (>8 French), including surgical suturing and VCDs. This distinction reflects the following considerations:

- A) Large and small hole closure methods are not demand-side substitutes.
  - (i) Products and methods used to close small holes are not generally used to close large holes, and vice versa. Plug-based small hole VCDs of the kind produced by SJM are designed for small holes and are not indicated to close large holes. By contrast, suture-based VCDs are generally indicated for large holes (Abbott's small hole suture-based device is an exception, and even for that device, large hole closure, for which it is almost only used in Israel today, requires a simultaneous deployment of two or three devices and a completely different closure method).
  - (ii) The procedures used in small and large hole closure are different.
  - (iii) Physician training in small and large hole closure is distinct.
  - (iv) Manual compression is not used to close large holes, and surgical suturing is not used to close small holes.
- B) Industry practice distinguishes between large and small hole closure methods.
- C) There is little supply-side substitutability. Technology currently used for small hole closure (typically plug, sealant, clip-mediated, and gel-based devices) is generally not used to produce large hole devices (which are currently only suture-mediated).

The Parties' activities overlap only in small hole vessel closure. Abbott is also active in large hole vessel closure (with its Prostar XL and Perclose ProGlide devices), but SJM is not. SJM's small hole VCDs are not indicated for use in large hole vessel closure, and to Abbott's knowledge it has no plans to enter large hole vessel closure.

VCDs are sold to Health Care Providers (HCPs) (קופות החולים), and hospitals in Israel. These HCPs have their own hospitals and they also fund medical procedures for their members in governmental and private hospitals. There are 22 hospitals in Israel, 7 of which are owned by HCPs. Major hospitals may purchase on their own, while others usually conduct joint purchasing through a company named Sa'el. HCPs in Israel have buyer power over suppliers. Clalit, the largest HCP in Israel, is one of the largest sole purchasers of medical supplies in the world.



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| 10) Location of the business activities  | <p>The activity that is the subject of the merger transaction</p> <p><input type="checkbox"/> Is conducted in specific geographical areas. The areas are: _____</p> <p><input checked="" type="checkbox"/> Nationwide</p>   |
| 11) The share of the person filing the Notice of Merger in the overall activities that are the subject of the merger transaction | <p>What is the share of the person filing the Notice of Merger in the overall sales, in quantity and financial terms, in each of the activities that is the subject of the merger transaction.</p> <p>For example: The shares of the person filing the Notice of Merger and related persons in activities that were listed above are: CDs – 20% (financial), 25% (quantity); book publishing – 18% (financial), 15% (quantity); movie production – 80% (financial), 60% (quantity).</p> <p>Note also the basis for the quantitative estimates (market survey, Central Bureau of Statistics data, estimation).</p> <p>Abbott's Market Shares in Israel (estimates):</p> <ol style="list-style-type: none"> <li>1) Established Pharmaceutical Products: ~0.3% (Israeli market for pharmaceutical products (generic and ethical) is estimated to be ~NIS 7-8 billion)</li> <li>2) Diagnostic Products: value-19%; volume – n/a. (based on Abbott Israel estimates)</li> <li>3) Nutritional Products: in pediatric nutrition ~40% (value) and ~37% (volume); in medical nutrition – n/a (based on Abbott Israel estimates).</li> <li>4) Medical Devices: n/a; in vascular products it is estimated at ~25% (based on Abbott Israel estimates).</li> </ol> |
|  | <p>List the names of the principal competitors of the person filing the Notice of Merger in each of the activities of the merging company that are the subject of the merger transaction.</p> <p>Abbott's competitors in Israel:</p> <ol style="list-style-type: none"> <li>1 Established Pharmaceutical Products: Sanofi Pasteur, GSK, Merck, Serono, Various Iron suppliers (OTC and food supplements) and others.</li> <li>2 Diagnostic Products: Siemens, Beckman Coulter, and Roche.</li> <li>3 Nutritional Products: in pediatric nutrition - Nestle (Materna), Teva (Nutrilon); in medical nutrition - Easy Line, and Megapharm.</li> <li>4 Medical Devices: Boston Scientific, and Medtronic. In the small hole vessel closure area discussed more fully in this Notice, Abbott's key competitors include SJM, and Cardinal Health, and, as explained above, manual compression and CADs.</li> </ol>  |



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**Classification of Business and Areas of Activity**

This part shall be completed by a party to horizontal or vertical merger

| <b>Definitions</b>   | <ul style="list-style-type: none"> <li>• <b>"Parties' Products"</b> – Goods manufactured, marketed, distributed or supplied by the person filing the Notice of Merger, that are or that their substitutes or tangential goods are manufactured, marketed, distributed or supplied by another party to the merger or a related person.</li> <li>• <b>"Tangential Goods"</b> – Goods that are components in the manufacture or marketing of others' goods.</li> <li>• <b>"Substitute Goods"</b> – The narrow group of goods that are direct and significant substitutes in the eyes of the consumer, including from a geographical point of view.</li> </ul> |                               |                |   |  |  |  |  |  |  |  |  |  |  |  |  |  |
|--|--|-------------------------------|----------------|---|--|--|--|--|--|--|--|--|--|--|--|--|--|
| <b>13) Describe the Parties' Products</b>  | Specify all products included in the definition "Parties' Products." The purpose of the itemization requirement is to discern competitive relationships or supplier-customer relationships between products that are supplied by the parties to the merger. In case of doubt concerning a specific activity, the parties may present to the Authority the classification of the activity according to the Standard Industrial Classification of All Economic Activities 1993 (Technical Publication Number 63).*   |                               |                |   |  |  |  |  |  |  |  |  |  |  |  |  |  |
| <table border="1" style="width: 100%;"> <tr> <th style="width: 50%;">Substitute (Horizontal) Goods</th> <th style="width: 50%;">Vertical Goods</th> </tr> <tr> <td>Small hole VCDs:<br/>StarClose SE<br/>Perclose ProGlide</td> <td></td> </tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </table> |  | Substitute (Horizontal) Goods | Vertical Goods | Small hole VCDs:<br>StarClose SE<br>Perclose ProGlide |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Substitute (Horizontal) Goods  | Vertical Goods   |                               |                |   |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Small hole VCDs:<br>StarClose SE<br>Perclose ProGlide  |  |                               |                |   |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |                               |                |   |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |                               |                |   |  |  |  |  |  |  |  |  |  |  |  |  |  |

**14) Itemize the products that are manufactured, marketed, distributed or supplied by the person filing the Notice of Merger that are not substitute or vertical and therefore were not listed in section 13 above:**

Established Pharmaceutical Products: for instance, Influvac, Creon, Ferograd Folic and more.  
Diagnostic Products: such as Prism HCV, Architect HCV, Architect Hbsag, and more.  
Nutritional Products: in pediatric nutrition – infant formula (ר"מ) Similac (in various presentations – Similac Advance+, Similac Mehadrin, Similac Comfort etc.); in medical nutrition- Ensure Plus (in various tastes), Osmolite, and more.  
Medical Devices: including vascular products such as large hole vessel closure –ProStar XL.

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\* One may obtain the Standard Industrial Classification of All Economic Activities 1993 (Technical Publication Number 63) at the offices of the Central Bureau of Statistics:

Jerusalem, 88 Canfei Nesharim Street, Givat Shaul P.O.B. 34525, zip code 91342, telephone 02-6592222, fax 02-6521340.  
Tel-Aviv, 86 Palach Tikvah Road, Leo Goldberg House, P.O.B 57207, zip code 61571, telephone 03-5681933, fax 03-5681940.  
Haifa, 15A Pal Yam Boulevard, P.O.B. 33551, zip code 31334, telephone 04-6632355, fax 04-6632370.  
Be'er Sheva, 21 Shazar Boulevard, Noam House, P.O.B. 5842, zip code 84158, telephone 06-6286226, fax 06-6232064.

**Scope of Activities in the Relevant Markets (including through arrangements)**

This part shall be completed only by someone who is a party to a horizontal or vertical merger in markets in which the share of the person filing the Notice of Merger, or the combined market share of the parties to the merger, is at least 25% of the market in financial or quantitative terms.

|  |   |                |                           |                |
|--|---|----------------|---------------------------|----------------|
| <b>Definitions</b>   | <ul style="list-style-type: none"> <li>• <b>"The Product Market"</b> – Goods of the sort manufactured, marketed, distributed or supplied by the person filing the Notice of Merger, including goods that are close, direct and significant substitutes for such goods.</li> <li>• <b>"Supply"</b> – Sales of any sort, including sales to wholesalers.</li> </ul> |                |                           |                |
| <b>15) Detail the scope of the sales of the person filing the Notice of Merger and his/her share in each of the markets for the parties' products listed in section 13 during the two years that preceded the Notice of Merger (in financial and quantitative terms).</b>  |   |                |                           |                |
| <b>Person Filing the Notice of Merger</b>  |   |                |                           |                |
|  | <b>Year 2014</b>  |                | <b>Year 2015</b>          |                |
|  | Sales-NIS   | Market Share-% | Sales-NIS                 | Market Share-% |
| In the local manufacture (revenues)  |   |                |                           |                |
| In the local manufacture (quantitative)  |   |                |                           |                |
| In supply (or purchase) in the local market (revenues)   | 210,600NIS<br>(54,000USD)   | *              | 234,000NIS<br>(60,000USD) | *              |
| In supply (or purchase) in the local market (quantitative)   | 450 units   | ~2%            | 500 units                 | ~2%            |
| <p>* Market share data is provided for all 5-8F femoral procedures in which a VCD could be used, including those closed with manual compression and/or CADs, based on Abbott's rough estimates. Abbott is unable to provide value-based share estimates for the small hole vessel closure market because this market includes manual compression, a closure method whose economic value cannot be readily estimated with any degree of precision for the following reasons:</p> <ul style="list-style-type: none"> <li>• First, hospitals do not record the costs of manual compression and subsequent bed time as procedure-specific cost-items;</li> <li>• Second, the costs of manual compression vary from hospital to hospital, depending on the type of labor available (e.g., whether nurses or residents conduct the compression), the cost of labor in a particular hospital, and the length of time</li> </ul> |   |                |                           |                |

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during which manual compression is applied (which varies from patient to patient); and

- Third, there is no industry-accepted method of quantifying the cost of manual compression.

Abbott considers that volume-based shares, based on the total number of procedures in which a VCD could be used, most accurately and completely capture the competitive dynamics in the small hole vessel closure market. Abbott's approach is conservative, because it excludes a broad range of small hole procedures in which other vessel closure methods, such as manual compression and CADs, can be used, but VCDs cannot. Value-based estimates may not accurately reflect the competitive dynamics in the small hole vessel closure segment, as they may overstate Abbott's competitive significance because its devices have a higher price than, for example, having a nurse apply manual compression.



**- CONFIDENTIAL -**

- 16) Parties to agreements and arrangements with the person filing the Notice of Merger  
For purposes of a correct and efficient analysis of horizontal and vertical mergers that is based on a complete picture of the relevant markets and reciprocal relationships between those who operate in them, the parties to the merger are requested to list in the notices of merger existing arrangements between any of them and competitors. The requirement is aimed at arrangements in the fields of activity relevant to the merger transaction, without detracting from the general itemization obligation to provide the Authority with complete and accurate information.

- "Agreement" or "Arrangement" – Including an *ad hoc* or specific agreement to cooperate, an arrangement that is merely financial (loan or other financing arrangements) and arrangements for joint purchase of raw materials.

Do agreements or arrangements between the person filing the notice of merger and a competitor (or a person related to him) in the areas of activity that are the subject of the merger transaction exist? (Nothing contained herein shall be deemed to indicate that this agreement or arrangement is a restrictive arrangement).

☒ Such an agreement or arrangement does not exist and never existed

- ☐ Such an agreement or arrangement existed during the last two years and it is no longer in effect  
☐ Such agreement or arrangement exists with \_\_\_\_\_ concerning \_\_\_\_\_  
The arrangement is scheduled to terminate on the following date \_\_\_\_\_.

| 17) Customers                      | With respect to all of the parties' products that are listed in section 15, list the types or groups of principal customers of the person filing the Notice of Merger. Note the type of customer: end customer (household), business consumer, public consumer (government, local authorities), foreign customers (export) or other.<br><br><table border="1"><thead><tr><th>Product</th><th>Type of Customers</th></tr></thead><tbody><tr><td>Small Hole Vessel Closure Products</td><td>Hospitals</td></tr><tr><td></td><td>Health Care Providers</td></tr><tr><td></td><td></td></tr><tr><td></td><td></td></tr></tbody></table> | Product | Type of Customers | Small Hole Vessel Closure Products | Hospitals |  | Health Care Providers |  |  |  |  |
|------------------------------------|---|---------|-------------------|------------------------------------|-----------|--|-----------------------|--|--|--|--|
| Product                            | Type of Customers   |         |                   |                                    |           |  |                       |  |  |  |  |
| Small Hole Vessel Closure Products | Hospitals   |         |                   |                                    |           |  |                       |  |  |  |  |
|                                    | Health Care Providers   |         |                   |                                    |           |  |                       |  |  |  |  |
|                                    |   |         |                   |                                    |           |  |                       |  |  |  |  |
|                                    |   |         |                   |                                    |           |  |                       |  |  |  |  |
| 18) Names of customers             | With respect to each of the parties' products listed in section 15, provide the full names of the three main customers for each type of customer, of the person filing the Notice of Merger (include contact persons and contact information).<br><br>Clalit – contact: Supply Directorate (מינהל אספקה) – Hila Abu, Tel: 03-6923672<br>Hadassa – contact: Purchasing Dep. - Anita, Tel: 02-6778698<br>Rambam – contact: Ilanit, Tel: 04-8542901<br>Soroka – contact: through Clalit (Supply Directorate (מינהל אספקה) – Hila Abu, Tel: 03-6923672<br><br>_____<br><br>_____<br><br>_____   |         |                   |                                    |           |  |                       |  |  |  |  |
| 19) Suppliers                      | With respect to each of the parties' products listed in section 15, provide the full names of the three main suppliers of the person filing the Notice of Merger and the types of inputs they supply (include contact persons and contact information).<br><br>Abbott vascular products distributor in Israel: Levant Technologies Ltd. – contact: Talma Diner-Kassif (tel. 09-9521666)<br><br>_____<br><br>_____   |         |                   |                                    |           |  |                       |  |  |  |  |

|   |                           |  |         |                                     |         |                        |         |
|---|---------------------------|--|---------|-------------------------------------|---------|------------------------|---------|
| <b>G</b>  |                           |  |         |                                     |         |                        |         |
| <b>Alternate Suppliers to the Parties to a Horizontal Mergers</b>             |                           |  |         |                                     |         |                        |         |
| This part shall be completed by someone who is a party to a horizontal merger |                           |  |         |                                     |         |                        |         |
| 20) Competitors   | The Good                  | Competitors of the Parties to the Merger |         |                                     |         |                        |         |
|   |                           | In Manufacture of the Goods              |         | In Supply of the Goods              |         | In Marketing the Goods |         |
|   |                           | Name                                     | Share-% | Name                                | Share-% | Name                   | Share-% |
|   | Small hole vessel closure |  |         | Cardinal Health-Exoseal, Mynx       | ~15%    |                        |         |
|   |                           |  |         | Manual Compression, CADs and others | ~54%    |                        |         |
|   |                           |  |         |                                     |         |                        |         |
|   |                           |  |         |                                     |         |                        |         |
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- Confidential – The information in this part is confidential and shall not be filed in the Registry



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| N  | <b>Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption</b><br>This part should be completed only by someone whose merger transaction includes ancillary restraints   |
| <b>33) Restrictive arrangements for which an exemption is sought</b> | <ol style="list-style-type: none"> <li>1. Describe in short the restrictive arrangements for which an exemption from obtaining approval of a restrictive arrangement is sought.           <ol style="list-style-type: none"> <li>(a) If there are any parties to the restrictive arrangement who are not parties to the merger transaction, provide their names, mailing addresses, websites, details of their contact persons and relevant telephone numbers:<br/> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> </li> <li>(b) The restraints in the arrangement:<br/> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> </li> <li>(c) The goods/services to which the arrangement relates:<br/> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> </li> <li>(d) The term of the arrangement (including options to extend the term of the arrangement):<br/> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> </li> </ol> </li> <li>2. Describe the nature of the arrangements and the need for them:<br/> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 2px;"></div> </li> <li>3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.</li> </ol> |

|                        |  |
|------------------------|--|
| O                      | <b>Declaration</b>   |
| <b>34) Declaration</b> | <p><b>Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information:</b></p> <p>I the undersigned, who serves in the position of Abbott Israel's CEO on behalf of the person filing the Notice of Merger, hereby declare as follows:</p> <ol style="list-style-type: none"> <li>1. I have been authorized to submit all required information to the Antitrust Authority in the framework of a Notice of Merger.</li> <li>2. No limitation has been imposed on me in providing complete and accurate information as required in the form of Notice of Merger.</li> <li>3. All of the information contained in the Notice of Merger is correct, complete and current, including the contents of Part N, above.</li> <li>4. The documents annexed to the Notice of Merger are correct and complete and do not lack any material information or exhibit (including transmittal letters and any written or oral understandings).</li> <li>5. I know that the General Director will use the information contained in the Notice and in its exhibits in deciding whether to approve the merger that is the subject of the Notice and I know and understand my obligation to provide correct, complete and current information to the Antitrust Authority.</li> </ol> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div style="width: 45%;"> <p>Date <u>31.7.16</u></p> <p>Name and Title of Authorized Signatory <u>Yael Ravhon, CEO</u><br/> <i>General Manager</i></p> </div> <div style="width: 45%;"> <p>Name of the Company <u>Abbott Medical Laboratories Ltd.</u></p> <p>Company Signature <u>Abbott Medical Laboratories Ltd.</u></p> </div> </div> |



10606

## NOTICE OF MERGER

Form 2  
Regulations 3(a)  
and 4(a) and (b)

Terms appearing in this form shall bear the definitions contained in the Restrictive Trade Practices Law, 5748-1988 (hereinafter "**the Law**" or the "**Restrictive Trade Practices Law**") and in the Restrictive Trade Practices Regulations (General Instructions and Definitions), 5761-2001<sup>1</sup> (hereinafter – the "**Regulations**"), unless defined otherwise.

[Seal of  
the  
Antitrust  
Authority]

- **Definitions of terms in this form:**
  - "**Person filing the Notice of Merger**" – including person related to him.
  - "**Person related to person filing the Notice of Merger**" – Person who controls the person filing the notice of merger, entity controlled by the person filing the Notice of Merger and every entity controlled by any of them.
  - "**Control**" – as defined in section 1 of the Law.
  - "**Firm**" – including person related to the firm.
  - "**A merger with horizontal aspects**" – a merger of firms that manufacture, market, distribute or supply substitute goods as defined in the Regulations (hereinafter also – horizontal merger)
  - "**A merger with vertical aspects**" – a merger of firms that operate on different levels of the chain of the manufacture, marketing and sale of goods (hereinafter also – vertical merger)
  - "**Conglomerate merger**" – a merger that does not have a horizontal or vertical aspect.
- Section headings in this form are for convenience only and shall not be used in the interpretation of this form.



### INSTRUCTIONS FOR COMPLETION WHAT IS REQUIRED TO COMPLETE THE FORM?

This notice of merger form contains different requests for information depending on the type of merger for which the notice is being filed:

- If the merger transaction has horizontal aspects, complete Parts A through G, I, K through M.
- If the merger transaction has vertical aspects, complete Parts A through F, H and I, K through M.
- If the merger is conglomerative, complete Parts A through D, J through M.
- If the merger has horizontal and vertical aspects, complete parts relevant to both types of mergers.

One may refer to a prior notice if it was filed during the last twelve months and if the particulars provided in that notice are correct as of the time of the filing of this notice. Make the reference by completing the annexed declaration appearing on page 10.

If the merger transaction includes a restrictive arrangement that requires an exemption – complete Part N instead of filing a separate request for an exemption.

If the information required does not fit the space provided in the form, attach response pages that refer clearly to the corresponding parts and sections.

A company that conducts business both in Israel and abroad is referred to section 18 of the Law.

<sup>1</sup> Regulations, 5761, p. 658.



| General Information Concerning the Person Filing the Notice of Merger   |  |                                     |  |                                |
|---|--|-------------------------------------|--|--------------------------------|
| 1) The filing person is   | <input checked="" type="checkbox"/> The acquiring party in the merger<br><input type="checkbox"/> The acquired party in the merger |                                     |  |                                |
| 2) Details concerning the filing person   | Filing Person<br>St. Jude Medical, Inc. ("SJM")  | Telephone Number<br>+1 651 756 4382 |  | Additional Telephone Number    |
|   | Street/P.O. Box<br>St. Jude Medical Drive  | House No.<br>1                      | City, State,<br>St. Paul, Minnesota, USA | Zip Code<br>5517               |
| 3) Address for delivery of papers   | Street/P.O. Box<br>c/o M. Firon and Co.  | House No.<br>3                      | City<br>Tel-Aviv                         | Zip Code<br>6706054            |
| 4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role) | Name<br>Mazor Matzkevich   | Position<br>Attorney                |  | Telephone Number<br>03-7548662 |
|   | Fax Number<br>077-2299635  | Email Address<br>mazorm@gmail.com   |  |                                |
|   | Street/P.O. Box (if different than above)  | House No.                           | City                                     | Zip Code                       |
| 5) Other parties to the merger transaction  | 1. <u>Abbott Laboratories ("Abbott")</u><br>2. _____<br>3. _____   |                                     |  |                                |

| The Reason for Filing the Notice of Merger                                   |  |
|--|--|
| 6) The reasons by virtue of which the transaction is a "merger of companies" | <p>Mark all of the reasons by virtue of which the transaction is a "merger of companies" pursuant to section 1 of the Law.</p> <p><input type="checkbox"/> The principle assets of the company are being acquired in the transaction</p> <p><input checked="" type="checkbox"/> The acquiring company is acquiring shares worth more than one-quarter of the capital value of the issuer in the transaction</p> <p><input type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction</p> <p><input type="checkbox"/> The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction</p> <p><input type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction</p> <p><input type="checkbox"/> Due to another transaction, the extent of holdings will pass the level established in the Law</p> <p><input type="checkbox"/> Another reason, specify: _____</p> <p>_____</p> <p>_____</p>   |
| 7) The reasons giving rise to the obligation to file a "notice of merger"    | <p>Mark all the reasons set out in section 17(a) of the Law giving rise to the obligation to file a notice of merger.</p> <p><input type="checkbox"/> After the merger, the share of the merging companies, including related persons, will exceed one-half of:</p> <p><input type="checkbox"/> The manufacture of an asset or service</p> <p><input type="checkbox"/> The sale of an asset or service</p> <p><input type="checkbox"/> The purchase of an asset or service</p> <p><input type="checkbox"/> The marketing of an asset or service</p> <p>Said asset/service is: - _____</p> <p><input checked="" type="checkbox"/> The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 150 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS)</p> <p><input type="checkbox"/> One of the merging companies (or a person controlling or controlled by it) is a monopolist as defined in the Restrictive Trade Practices Law</p> <p>The name of the monopolist is - _____</p> |



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|  | <p><b>The Merger Transaction</b></p> <p><b>8) Highlights of the merger transaction</b></p> <p>Summarize the nature of the business process involved in the merger transaction. Provide a general picture of the transaction and its goals (for example, entering into a new area of operation by acquiring a majority/minority holding in an existing company, acquiring operations that will complement existing operations, expanding operations in a particular market, etc.). Also note the means of the acquisition (cash, exchange of shares, combination).</p> <p>This notice is filed regarding a proposed acquisition of by Abbott of SJM ("the "Transaction"), according to an Agreement and Plan of Merger (attached herein as appendix "1"), signed between the parties on April 27, 2016. (see, press release: <a href="http://media.sjm.com/newsroom/news-releases/news-releases-details/2016/Abbott-to-Acquire-St-Jude-Medical/default.aspx">http://media.sjm.com/newsroom/news-releases/news-releases-details/2016/Abbott-to-Acquire-St-Jude-Medical/default.aspx</a>)</p> <p>After consummation of the Transaction Abbott (through a wholly owned subsidiary) will possess all the property, rights, privileges, immunities, powers and franchises of SJM and shall be subject to all obligations, liabilities and duties of SJM. The acquisition will be executed by means of cash and exchange of shares.</p> <p>Abbott is a publicly listed global health care company that researches, develops, manufactures, and sells a <u>diversified range of health care products</u>. SJM is a global medical device company that researches, develops, manufactures, and sells <u>cardiovascular medical devices</u>. Therefore, the parties businesses are largely complimentary.</p> <p>SJM has five principal businesses:</p> <p><u>Traditional Cardiac Rhythm Management Products</u>: These products include single and dual chamber pacemakers and implantable cardioverter defibrillators;<br/> <u>Heart Failure Products</u>: These products include cardiac resynchronization devices, ventricular assist devices, and pulmonary artery pressure monitors;<br/> <u>Cardiovascular Products</u>: These products include mechanical and tissue heart valves, patent foramen ovale closure devices, structural heart defect devices, vessel closure devices, pressure measurement guidewires, diagnostic coronary imaging technology, diagnostic guidewires, percutaneous heart pumps, renal denervation technology, and vascular plugs;<br/> <u>Atrial Fibrillation Products</u>: These products assist physicians in diagnosing and treating irregular heart rhythms. They include diagnostic and ablation catheters; recording, mapping, and navigation devices, and transseptal access devices; <u>Neuromodulation Products</u>: These products provide neurostimulation therapy to treat chronic pain and movement disorders.</p> <p>The Transaction will expand the scope and breadth of Abbott's cardiovascular devices business. SJM's positions in heart failure devices, atrial fibrillation, and cardiac rhythm management products complement Abbott's positions in coronary intervention and transcatheter mitral valve repair. Post-Transaction, Abbott will compete across the cardiovascular market. The combined portfolio will have the depth, breadth, and innovation to help patients restore their health, reduce costs, enhance competition, secure efficiencies, and deliver greater value to customers.</p> <p>Abbott's has four principal businesses:</p> <p><u>Nutritional Products</u>: These products comprise pediatric and adult nutritional products manufactured, marketed, and sold worldwide;<br/> <u>Medical Devices</u>: These products comprise cardiovascular products, optical products, and diabetes care products. Cardiovascular products include coronary, endovascular, vessel closure, and structural heart devices;<br/> <u>Diagnostic Products</u>: These products comprise diagnostic systems and tests manufactured, marketed, and sold worldwide.<br/> <u>Established Pharmaceutical Products</u>: These products comprise branded generic pharmaceuticals that are marketed and sold in developing markets.</p> |
| <p><b>9) The business activity</b></p> | <p><b>Business and Areas of Activity that are the Subject of the Merger Transaction</b></p> <p>Describe briefly the lines of business that are the subject of the merger transaction. You should provide a summary description of the areas of activity that are being acquired/sold in the framework of the merger. For example: manufacture and sales of CDs, book publishing, movie production.</p> <p>SJM activity is being acquired in its entirety, that includes the research, development, manufacture and sale of:</p> <ol style="list-style-type: none"> <li>1) Heart Failure Products</li> <li>2) Atrial Fibrillation Products</li> <li>3) Neuromodulation Products</li> <li>4) Traditional Cardiac Rhythm Management Products</li> <li>5) Cardiovascular Products (These include heart valves, percutaneous intervention optimization devices, vessel closure devices, patent foramen ovale closure devices and percutaneous heart pumps).</li> </ol> <p><u>In Israel, the only overlapping business of Abbott and SJM is that of small hole vessel closure – part of the fifth activity listed above - where both parties are active.</u></p> <p>Important information regarding vessel closure:<br/>         Certain minimally invasive cardiovascular diagnostic and interventional procedures result in a hole in the patient's blood vessel that must be closed to prevent uncontrolled bleeding. These holes can be small (up to 8 French (or around 2.64mm)) or large (over 8 French) and are closed using one of the</p>  |



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|  | <p>following methods:</p> <p><u>Manual compression</u> is the application of pressure to the skin above the access site for several minutes until the hole begins to heal naturally;</p> <p><u>Surgical suturing</u> is a technique for closing larger holes that entails opening the skin, exposing the artery, and suturing the hole by hand;</p> <p><u>Closure assist devices ("CADs")</u> are devices that help achieve hole closure either by compressing an artery (e.g., a band) or by secreting medication that speeds up healing;</p> <p><u>Vessel closure devices ("VCDs")</u> are devices inserted into or placed on the hole in the artery and used to close small and large holes (the hole size for which a particular VCD is suitable depends on its type and indications).</p> <p>Both Abbott and SJM supply VCDs, although their respective products are different. There are two types of VCDs:</p> <ul style="list-style-type: none"> <li>• Suture and clip-based devices (of the kind produced by Abbott) that mechanically cinch the hole shut; and</li> <li>• Other devices (of the kind produced by SJM) that insert a plug into the hole or seal the hole from the top.</li> </ul> <p>A distinction may be made between: (1) small hole (up to and including 8 French) vessel closure, encompassing manual compression, CADs, and VCDs; and (2) large hole (&gt;8 French) vessel closure, including surgical suturing and VCDs. This distinction reflects the following considerations:</p> <p>A) Large and small hole closure methods are not demand-side substitutes.</p> <p>(i) Products and methods used to close small holes are not generally used to close large holes, and vice versa. Plug-based small hole VCDs of the kind produced by SJM are designed for a small holes and are not indicated to close large holes. By contrast, suture-based VCDs are generally indicated for large holes (Abbott's small hole suture-based device is an exception, and even for that device, large hole closure, for which it is mainly used today, requires a simultaneous deployment of two or three devices and a completely different closure method).</p> <p>(ii) The procedures used in small and large hole closure are different.</p> <p>(iii) Physician training in small and large hole closure is distinct.</p> <p>(iv) Manual compression is not used to close large holes, and surgical suturing is not used to close small holes.</p> <p>(B) Industry practice distinguishes between large and small hole closure methods.</p> <p>(C) There is little supply-side substitutability. Technology currently used for small hole closure (typically plug, sealant, clip-mediated, and gel-based devices) is generally not used to produce large hole devices (which are currently only suture-mediated).</p> <p>As mentioned above, the Parties' activities overlap only in small hole vessel closure.</p> <p>Unlike Abbott <u>SJM is not active in large hole vessel closure</u> - SJM's small hole VCDs are not indicated for use in large hole vessel closure, and it has no plans to enter large hole vessel closure.</p> <p>The vessel closure market encompasses solutions used to close holes in patients' blood vessels (arteries) left by various interventional or diagnostic coronary or peripheral procedures, including manual compression, CADs (SJM also sells CADs), surgical suturing, and VCDs.</p> <p>SJM sole customer for VCDs and Cads in Israel is GAMIDA Ltd. (details below).</p> |
| 10) Location of the business activities  | <p>The activity that is the subject of the merger transaction</p> <p><input type="checkbox"/> Is conducted in specific geographical areas. The areas are: _____</p> <p><input checked="" type="checkbox"/> Nationwide</p>   |
| 11) The share of the person filing the Notice of Merger in the overall activities that are the subject of the merger transaction | <p>What is the share of the person filing the Notice of Merger in the overall sales, in quantity and financial terms, in each of the activities that is the subject of the merger transaction.</p> <p>For example: The shares of the person filing the Notice of Merger and related persons in activities that were listed above are: CDs – 20% (financial), 25% (quantity); book publishing – 18% (financial), 15% (quantity); movie production – 80% (financial), 60% (quantity).</p> <p>Note also the basis for the quantitative estimates (market survey, Central Bureau of Statistics data, estimation).</p> <p>SJM is unable to provide specific-to-Israel information regarding its share for each of the listed areas of activities. However we note that the competition in those areas of activities takes place in the global level, and SJM has no reason to believe that its market share in any of these areas is 50% or more.</p> <ol style="list-style-type: none"> <li>1) Heart Failure Products</li> <li>2) Atrial Fibrillation Products</li> <li>3) Neuromodulation Products</li> <li>4) Traditional Cardiac Rhythm Management Products</li> <li>5) Cardiovascular Products (These include heart valves, percutaneous intervention optimization devices, vessel closure devices, patent foramen ovale closure devices and percutaneous heart</li> </ol>  |



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|  | pumps).   |
|  | <p>List the names of the principal competitors of the person filing the Notice of Merger in each of the activities of the merging company that are the subject of the merger transaction.</p> <p>Since competition takes place at the global level. SJM lists below its competitors in each of the areas. SJM has no information about whether and to which extent those competitors are active in Israel.</p> <p><b>a. Heart Failure Products</b><br/> Products for example: CardioMEMS, cardiac resynchronization therapy defibrillators, and mechanical circulatory support devices<br/> Competitors: MDT, BSX, Biotronik, Sorin, HeartWare (acquired by MDT)</p> <p><b>b. Atrial Fibrillation Products</b><br/> Products for example: Diagnostic catheters, recording workstation, 3D mapping device, ablation catheters, transseptal steerable sheaths, etc.<br/> Competitors: MDT, BSX, JNJ BSW</p> <p><b>c. Neuromodulation Products</b><br/> Products for example: Radiofrequency therapy, dorsal root ganglion therapy, spinal cord stimulation products<br/> Competitors: MDT, BSX, Nevro</p> <p><b>d. Traditional Cardiac Rhythm Management Products</b><br/> Products for example: Pacemakers, leads, implantable cardioverter-defibrillators, etc.<br/> Competitors: MDT, BSX, Biotronik, Sorin</p> <p><b>e. Cardiovascular Products (These include heart valves, percutaneous intervention optimization products)</b><br/> Products for example: devices, vessel closure devices, patent foramen oval closure devices and percutaneous heart pumps).<br/> Competitors: MDT, BSX, Edwards, ABT</p> |



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| <b>33) Restrictive arrangements for which an exemption is sought</b> | 1. Describe in short the restrictive arrangements for which an exemption from obtaining approval of a restrictive arrangement is sought.<br>(a) If there are any parties to the restrictive arrangement who are not parties to the merger transaction, provide their names, mailing addresses, websites, details of their contact persons and relevant telephone numbers: |
|  | <hr/> <hr/> <hr/> <hr/>   |
|  | (b) The restraints in the arrangement:  |
|  | <hr/> <hr/> <hr/> <hr/>   |
|  | (c) The goods/services to which the arrangement relates:  |
|  | <hr/> <hr/> <hr/> <hr/>   |
|  | (d) The term of the arrangement (including options to extend the term of the arrangement):  |
|  | <hr/> <hr/> <hr/> <hr/>   |
|  | 2. Describe the nature of the arrangements and the need for them:   |
|  | <hr/> <hr/> <hr/> <hr/>   |
|  | 3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.  |



| Declaration            |  |
|------------------------|--|
| <b>34) Declaration</b> | <p><b>Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information:</b></p> <p>I the undersigned, who serves in the position of <u>Deputy General Counsel</u> of the person filing the Notice of Merger, hereby declare as follows:</p> <ol style="list-style-type: none"> <li>1. I have been authorized to submit all required information to the Antitrust Authority in the framework of a Notice of Merger.</li> <li>2. No limitation has been imposed on me in providing complete and accurate information as required in the form of Notice of Merger.</li> <li>3. All of the information contained in the Notice of Merger is correct, complete and current, including the contents of Part N, above.</li> <li>4. The documents annexed to the Notice of Merger are correct and complete and do not lack any material information or exhibit (including transmittal letters and any written or oral understandings).</li> <li>5. I know that the General Director will use the information contained in the Notice and in its exhibits in deciding whether to approve the merger that is the subject of the Notice and I know and understand my obligation to provide correct, complete and current information to the Antitrust Authority.</li> </ol> <p> Date <u>August 8 2016</u>      Name of the Company <u>St. Jude Medical Inc.</u><br/> Name and Title of Authorized Signatory <u>Deputy General Counsel</u>      Company Signature <u>[Signature]</u> </p> |