

הודעה על מיזוג חברות

לפי חוק ההגבלים העסקיים, התשמ"ח-1988

בהתאם לסעיף 21(ב) לחוק ההגבלים העסקיים, התשמ"ח-1988, אני מודיעה על הסכמתי לאישור של המיזוגים בדלקמן:

מס'	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
7054	אי.אם.אס אלקטרוניקה בע"מ דיאון תעשיות אלקטרוניקה בע"מ	ייצור רכיבים אלקטרוניים
7053	ג'י.פי.אמ. מדריכי מתחתנים בע"מ מתחתנים הוצאה לאור בע"מ	פרסום עסקים
7030	STMicroelectronics N.V. Newco Intel Corporation Francisco Partners II (Cayman) L.P. Redwood Blocker S.A.R.L.	זיכרונות פלאש
7061	ג'י.פי.אמ. מדריכים מסווגים (ניהול ושיווק) בע"מ ווינהלפ אופרן שותפות מוגבלת - וין וין בע"מ	פרסום עסקים
7043	איי בי בי אל ספיריט בע"מ יקבי התבור החזקות בע"מ יקבי התבור (2005) בע"מ	שיווק יינות
7049	ישעיהו אופיר אחזקות בע"מ קבוצת לב אופיר בע"מ	מוצרי החשמל לתעשייה לבניין ולתשתיות, נדל"ן וציוד תקשורת
7044	מסופי ספנות בע"מ סוב שמלצר אחזקות (2001) בע"מ דוברטאור ישראל 1994 בע"מ קבוצת גולד בונד בע"מ	מסופי מטענים

המרשם של מיזוגי החברות פתוח לעיון הציבור במשרד רשות ההגבלים העסקיים, רח' כנפי נשרים 22, ירושלים, בשעות העבודה הרגילות ובאתר האינטרנט של הרשות: www.antitrust.gov.il.

כ"ד באב התשס"ז (9 בספטמבר 2007)
(חמ 2156-3)

רונית קן

הממונה על הגבלים עסקיים

¹ ס"ח התשמ"ח, עמ' 128.

הודעה על מיזוג חברות

לפי חוק ההגבלים העסקיים, התשמ"ח-1988

בהתאם לסעיף 21(ב) לחוק ההגבלים העסקיים, התשמ"ח-1988, אני מודיעה על הסכמתי לאישור של המיזוגים בין החברות בלהל:

מס'	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
6813	Owens Corning Compagnie de Saint-Gobain	פיברגלס פיברגלס

¹ ס"ח התשמ"ח, עמ' 128.

ילקוט הפרסומים 5750, י' בטבת התשס"ח, 19.12.2007

942

16 בספטמבר, 2007

"הארץ", עמוד 8



רשות ההגבלים העסקיים
הודעה על מיזוג חברות

למי חוק ההגבלים העסקיים התשמ"ח – 1988

בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים, התשמ"ח 1988¹ אני מודיעה על הסכמתי לאישור של המיזוגים כדלקמן:

מספר המיזוג	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
7054	אי.אס.אס אלקטרוניקה בע"מ דיאון תעשיות אלקטרוניקה בע"מ	ייצור רכיבים אלקטרוניים
7053	גיי.פי.אמ. מדריכי מתחתנים בע"מ מתחתנים הוצאה לאור בע"מ	פרסום עסקים
7030	STMicroelectronics N.V. Newco Intel Corporation Francisco Partners II (Cayman) L.P. Redwood Blocker S.A.R.L.	ויכרונות פלאש
7061	גיי.פי.אמ. מדריכים מסווגים (ניחול ושיווק) בע"מ ווינהלפ אופרן שותפות מוגבלת-וין וין בע"מ	פרסום עסקים
7043	איי בי בי אל ספיריט בע"מ יקבי התבור החזקות בע"מ יקבי התבור (2005) בע"מ	שיווק יינות
7049	ישעיהו אופיר אחזקות בע"מ קבוצת לב אופיר בע"מ	מוצרי החשמל לתעשייה לבנין ולתשתיות, נדל"ן וציוד תקשורת.
7044	מסופי ספנות בע"מ סוב שמלצר אחזקות (2001) בע"מ דוברטאור ישראל 1994 בע"מ קבוצת גולד בונד בע"מ	מסופי מטענים

המרשם של מיזוגי החברות פתוח לעיון הציבור במשרד רשות ההגבלים העסקיים, רחוב כנפי נשרים 22, ירושלים, בשעות העבודה הרגילות ובאתר האינטרנט של הרשות: www.antitrust.gov.il

רונית קן
הממונה על הגבלים עסקיים

ירושלים, כ"ד אב, תשס"ז
9 ספטמבר, 2007

¹ ס"ח התשמ"ח, עמ' 128

מיזוג מספר:

7030

תיק עיון



רשות ההגבלים העסקיים

הודעה על מיזוג חברות

לפי חוק ההגבלים העסקיים התשמ"ח – 1988

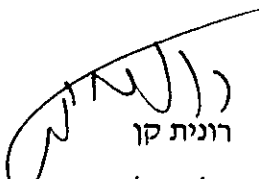
בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים, התשמ"ח 1988¹ אני מודיעה על הסכמתי לאישור של המיזוגים בדלקמן:

מספר המיזוג	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
7054	אי.אס.אס אלקטרוניקה בע"מ דיאון תעשיות אלקטרוניקה בע"מ	ייצור רכיבים אלקטרוניים
7053	גיי.פי.אמ. מדריכי מתחתנים בע"מ מתחתנים הוצאה לאור בע"מ	פרסום עסקים
7030	STMicroelectronics N.V. Newco Intel Corporation Francisco Partners II (Cayman) L.P. Redwood Blocker S.A.R.L.	זיכרונות פלאש
7061	גיי.פי.אמ. מדריכים מסווגים (ניהול ושיווק) בע"מ ווינהלפ אופרן שותפות מוגבלת-וין וין בע"מ	פרסום עסקים
7043	איי בי בי אל ספיריט בע"מ יקבי התבור החזקות בע"מ יקבי התבור (2005) בע"מ	שיווק יינות

¹ ס"ח התשמ"ח, עמ' 128

7049	ישעיהו אופיר אחזקות בע"מ קבוצת לב אופיר בע"מ	מוצרי החשמל לתעשייה לבנין ולתשתיות, נדל"ן וציוד תקשורת.
7044	מסופי ספנות בע"מ סוב שמלצר אחזקות (2001) בע"מ דוברטאור ישראל 1994 בע"מ קבוצת גולד בונד בע"מ	מסופי מטענים

המרשם של מיזוגי החברות פתוח לעיון הציבור במשרד רשות ההגבלים העסקיים, רחוב כנפי
נשרים 22, ירושלים, בשעות העבודה הרגילות ובאתר האינטרנט של הרשות:
www.antitrust.gov.il


רונית קון

הממונה על הגבלים עסקיים

ירושלים, כ"ד אב, תשס"ז

9 ספטמבר, 2007



רשות ההגבלים העסקיים

ירושלים, טו' אלול תשס"ז

29 אוגוסט 2007

מזג: 7030

בפקס: 03-6941116

לכבוד

גב' טל אייל בוגר, עו"ד

גב' נחמי קצנלסון, עו"ד

פישר בכר חן ושות'

רחוב 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, בדבר המיזוג בין החברות הבאות:

1. STMicroelectronics N.V.

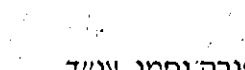
2. Newco

3. Intel Corporation

4. Francisco Partners II (Cayman) L.P.

5. Redwood Blocker S.A.R.L.

בברכה,


צפורה נחמו, עו"ד
רשמת הגבלים עסקיים

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

lishka@antitrust.gov.il

343945 /7030



רשות ההגבלים העסקיים

החלטה בתיק מזג 7030 : STMicroelectronics N.V

Newco

Intel Corporation

Francisco Partners II (Cayman) L.P.

Redwood Blocker S.A.R.L.

בהתאם לסעיף 20 (ב) לחוק ההגבלים העסקיים התשמ"ח 1988 (להלן - "החוק"), אני מודיעה על הסכמתי לאישור המיזוג בין החברות כמפורט להלן¹:

מספר התיק	שמות החברות המתמזגות
מזג 7030	STMicroelectronics N.V
	Newco
	Intel Corporation
	Francisco Partners II (Cayman) L.P.
	Redwood Blocker S.A.R.L.

רונית קן

הממונה על הגבלים עסקיים

ירושלים, טו' אלול תשס"ז

29 אוגוסט 2007

¹ 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 שבתע - אם בוצע - בין צד למיזוג זה לבין צד שלישי, ללא אישור כדון, 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 החלטה או הגשת ערר על תנאי מתנאיה משמעה שבית הדין רשאי לאשר את החלטת הממונה, לבטלה או לשנותה.

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

כתובתנו באינטרנט: www.antitrust.gov.il

343944 / 7030



רשות ההגבלים העסקיים

הועדה לפטורים ולמיזוגים

החלטות

מועד הועדה: 29.8.07 יום רביעי בשעה 14:30

מקום הדיון: משרד הרשות בירושלים, כנפי נשרים 22, קומה ג' 6556103 – 02

מניעות: חנינא ברנדס מנוע במיזוג 7030 : אינטל ואח'
תמר הקר מנועה בפטור 6909 : הפניקס חברה לביטוח בע"מ - מדנס מבואות בע"מ

בקשות מיזוג במסלול הירוק

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

מס' תיק	הצדדים למיזוג	כלכלן/ית
7054	אי.אם.אס אלקטרוניקה בע"מ דיאון תעשיות אלקטרוניקה בע"מ	ארז רפאלי
7053	ג'י.פי.אמ. מדריכי מתחתנים בע"מ מתחתנים הוצאה לאור בע"מ	ארז רפאלי
7030	STMicroelectronics N.V - Newco - Intel Corporation - Francisco Partners II (Cayman) L.P. - Redwood Blocker S.A.R.L.	ארז רפאלי
7061	ג'י.פי.אמ. מדריכים מסווגים (ניהול ושיווק) בע"מ ווינהלפ-אופרן שותפות מוגבלת-וין וין בע"מ	ארז רפאלי
7043	איי בי בי אל ספיריט בע"מ יקבי התבור החזקות בע"מ יקבי התבור (2005) בע"מ	אליאס עזאם
7049	ישעיהו אופיר אחזקות בע"מ מקבוצת לב אופיר בע"מ	אלה בודמן
7058	גנדן הולדינגס בע"מ אי די בי חברה לאחזקות בע"מ	אלה בודמן
7044	מסופי ספנות בע"מ סוב שמלצר אחזקות (2001) בע"מ דוברטאור ישראל 1994 בע"מ קבוצת גולד בונד בע"מ	אלינור כליפזאדה

החלטה

חברי הועדה ממליצים לאשר את כל בקשות המיזוג הנ"ל

תיקון תנאי מיזוג

בפני חברי הועדה הוצגה הבקשה לשינוי תנאי המיזוג וחוות הדעת של המחלקה הכלכלית בבקשה כלהלן:

מס' תיק	הצדדים למיזוג	כלכלן / עו"ד
6531	מז חברת נפט בע"מ בית זיקוק לנפט - אשדוד בע"מ תיקון תנאים	קובי גולדברג

החלטה

חברי הועדה ממליצים לאשר את שינוי תנאי המיזוג בהחלטה מיום 27 בספטמבר 2006, בהתאם לאמור בחוות הדעת הכלכלית.

בקשות פטור

בפני חברי הועדה הוצגה הבקשה לתיקון תנאי הפטור וטיוטא של החלטת הממונה בבקשה כלהלן:

מס' תיק	מועד קבלה	הצדדים להסדר	ההסדר	עו"ד
6909	תיקון תנאים	הפניקס חברה לביטוח בע"מ מדנס מבואות בע"מ מדנס בריאות וסיעוד בע"מ	מיזם משותף להקמת חברת ביטוח בתחומי הבריאות והסיעוד	אבנר פינקלשטיין

החלטה

חברי הועדה ממליצים לאשר את התיקון בתנאי הפטור בהחלטה מיום 31 ביולי 2007, כאמור בטיוטא של החלטת הממונה.

General Information Concerning the Person Filing the Notice of Merger

1) The filing person is	<input type="checkbox"/> The acquiring party in the merger <input type="checkbox"/> The acquired party in the merger The parties to the merger intend to form a joint venture which will operate world-wide in the research and development, manufacture, marketing, and sale of flash memory².				
2) Details concerning the filing person	Filing Person: Intel Corporation ("Intel")		Telephone Number + 1 408 653 9040		Additional Telephone Number NA
	Street/P.O. Box Mission College Blvd.		House Number 2200	City Santa Clara, CA U.S.A	Zip Code 95054 - 1549
3) Address for delivery of papers	Street/P.O. Box Daniel Frisch Street		House Number 3	City Tel - Aviv	Zip Code 64731
4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role)	Name Ms. Tal Eyal-Boger, Adv. Ms. Nehami Katzenelson, Adv.		Position Representing Intel as its Israeli counsel for this Notice of Merger		Telephone Number 03 - 6944141
	Fax Number 03 - 6941116		Email Address teyal@fbclawyers.com nkatzenelson@fbclawyers.com		
	Street/P.O. Box (if different than above)	House Number	City	Zip Code	
5) Other parties to the merger transaction	1. "Newco" – A company which the parties desire to form under the laws of the Netherlands, on the terms and conditions set forth in the master agreement dated as of May 22 nd , 2007 (the "Master Agreement") 2. STMicroelectronics N.V. ("STM") 3. Francisco Partners II (Cayman) L.P. ("Francisco Partners") 4. Redwood Blocker S.A.R.L. (collectively with Francisco Partners - "FP")				

² Flash memory is a form of nonvolatile memory ("NVM"). NVM is a semiconductor memory that retains its contents when power to a device is turned off. NVM is distinguishable from volatile memory, such as dynamic random access memory ("DRAM") or static random access memory ("SRAM"), which can only retain its contents when powered. Flash memory is integrated into a broad range of electronic products, including mobile phones, consumer electronics, automotive electronics, networking and telecommunications equipment, personal computers and PC peripherals. Most electronic products use flash memory to store important program instructions, known as software code, as well as multimedia or other digital content, known as data. Flash memory is based on two different architectures, NOR and NAND.

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> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> The principle assets of the company are being acquired in the transaction. Note: on completion of the transaction, Intel will contribute to Newco all of its NOR flash memory and a significant portion of its phase change memory (PCM)³ assets and business. <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 <input checked="" type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction <input checked="" 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 <input checked="" type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction <input type="checkbox"/> Due to another transaction, the extent of holdings will pass the level established in the Law <input type="checkbox"/> Another reason, specify: _____
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> <ul style="list-style-type: none"> <input type="checkbox"/> After the merger, the share of the merging companies, including related persons, will exceed one-half of: <ul style="list-style-type: none"> <input type="checkbox"/> The manufacture of an asset or service <input type="checkbox"/> The sale of an asset or service <input type="checkbox"/> The purchase of an asset or service <input type="checkbox"/> The marketing of an asset or service Said asset/service is: - _____ <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). <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>The name of the monopolist is - _____</p>

³ PCM - a future new type of nonvolatile memory.

The Merger Transaction

8) Highlights of the merger transaction

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).

The transaction consists of the creation of a joint venture which will operate world-wide in the research and development, manufacture, marketing, and sale of flash memory:

The Parties

STM is a French-Italian group active in the semiconductor industry. In particular, STM produces one of the industry's broadest ranges of semiconductor products, from discrete diodes and transistors through complex System-on-Chip (SoC) devices, to complete platform solutions. Further information on STM can be found at www.st.com.

Intel is a US-based company that designs, develops, manufactures and markets microprocessors, chipsets, and other semiconductor components, as well as platform solutions for data processing and communications devices. Additional information about Intel is available at www.intel.com.

FP is a leading global private equity firm focused exclusively on investments in technology and technology-enabled services businesses. For additional information, please visit www.franciscopartners.com.

The Transaction

The joint venture will be created through a newly constituted company under the laws of the Netherlands ("Newco"). The Master Agreement, the Asset Transfer Agreement between Intel and Newco, the Asset Contribution Agreement between STM and Newco, and the Share Purchase Agreement between STM, Intel, FP and Newco (the "Agreements") contemplate that, on completion, Intel will contribute to Newco all of its NOR Flash Memory and a significant portion of its PCM assets and business.

It should be noted that, according to the Agreements and subject to receipt of the necessary governmental authorizations, on completion Intel will cause Intel Electronic Ltd., a wholly-owned subsidiary in Israel, to lease to Newco its plant at Qiryat Gat, Lachish (FAB 18), including a sublease to the Lachish Facility Buildings and related real property. In addition, Intel will cause Intel Electronic Ltd. to sell certain assets – principally, tools and equipment used in the manufacture of flash memory – to Newco. Lastly, Intel has preliminarily determined that approximately 1,350 employees in Israel have job assignments that are closely aligned with the assets that Intel Electronic Ltd. would contribute to Newco. Intel anticipates that most of these employees will receive offers of employment by Newco.

STM will contribute to Newco all of its flash memory and most of its PCM assets and business

FP, the financial investor, will invest USD 150 million in cash in Newco.

In consideration, Intel and STM will each receive Ordinary Shares in Newco, together with cash payments of USD 432 million and USD 468 million, respectively. FP will receive Preferred Shares in Newco.

The Shareholders' Agreement contemplates that, on completion, Intel will own 45.1% of the stock of Newco, STM will own 48.6% of the stock, with FP owning the remaining 6.3% of the stock of Newco.

Rationale of the transaction

The purpose of the transaction is to achieve significant cost saving and enable Intel and STM to continue to invest in manufacturing technologies that will enable the combined entity to compete more effectively against rivals. The transaction will also enable Intel and STM to combine their research and development ("R&D") efforts to enhance the effectiveness of their R&D and accelerate time to market.

Business and Areas of Activity that are the Subject of the Merger Transaction

9) The business activity	<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>1. Flash Memory - research and development, manufacturing, distribution and sales.</p> <p>2. PCM (a future type of NVM) - research and development.</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 type="checkbox"/> Nationwide</p> <p>The activities are worldwide.</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>Flash Memory ⁴ (worldwide) - 10.4% (financial) (estimation); 8.8% (quantity)⁵ (Total available market source: World Semiconductor Trade Statistics)</p> <p>For the sake of completeness, Intel notes that it does not have any specific date about its share of supply of flash memory products to customers in Israel.</p>

Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption

This part should be completed only by someone whose merger transaction includes ancillary restraints - **N/A**

33) Restrictive arrangements for which an exemption is sought	<p>1. Describe in short the restrictive arrangements for which an exemption from obtaining approval of a restrictive arrangement is sought.</p> <p>(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:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>(b) The restraints in the arrangement:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>(c) The goods/services to which the arrangement relates:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>(d) The term of the arrangement (including options to extend the term of the arrangement):</p> <p>_____</p> <p>2. Describe the nature of the arrangements and the need for them:</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.</p>
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Declaration

34) Declaration

Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information:

I the undersigned, who serves in the position of Associate General Counsel – Intel Legal and Corporate Affairs of the person filing the Notice of Merger, hereby declare as follows:

1. I have been authorized to submit all required information to the Antitrust Authority in the framework of a Notice of Merger.
2. No limitation has been imposed on me in providing complete and accurate information as required in the form of Notice of Merger.
3. All of the information contained in the Notice of Merger is correct, complete and current, including the contents of Part N, above.
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).
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.

Date

Name of the
Company

Intel Corporation

Name and Title of
Authorized Signatory

James A. Murray
Associate General
Counsel – Intel Legal &
Corporate Affairs

Company
Signature

James A. Murray

General Information Concerning the Person Filing the Notice of Merger

1) The filing person is	<input type="checkbox"/> The acquiring party in the merger <input type="checkbox"/> The acquired party in the merger The parties to the merger intend to form a joint venture which will operate world-wide in the research and development, manufacture, marketing, and sale of flash memory².			
2) Details concerning the filing person	Filing Person STMicroelectronics N.V. ("STM")	Telephone Number + 41 22 929 58 76		Additional Telephone Number
	Street/P.O. Box Chemin du Champ des Filles 1228 Plan- Les-Quates	House Number 39	City Geneva	Zip Code
3) Address for delivery of papers	Street/P.O. Box Daniel Frisch Street	House Number 3	City Tel - Aviv	Zip Code 64731
4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role)	Name Ms. Tal Eyal-Boger, Adv. Ms. Nehami Katzenelson, Adv.	Position Representing STM as its Israeli counsel for this Notice of Merger		Telephone Number 03 - 6944141
	Fax Number 03 - 6941116	Email Address teyal@fbclawyers.com nkatzenelson@fbclawyers.com		
	Street/P.O. Box (if different than above)	House Number	City	Zip Code
5) Other parties to the merger transaction	<ol style="list-style-type: none"> "Newco" – A company which the parties desire to form under the laws of the Netherlands, on the terms and conditions set forth in the master agreement dated as of May 22nd, 2007 (the "Master Agreement") Intel Corporation ("Intel") Francisco Partners II (Cayman) L.P. ("Francisco Partners") Redwood Blocker S.A.R.L. (Redwood Blocker S.A.R.L. Together being Francisco Partners - "FP") 			

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.
	<ul style="list-style-type: none"> <input checked="" type="checkbox"/> The principle assets of the company are being acquired in the transaction Note: on completion of the transaction, STM will contribute to Newco all of its flash memory and most of its phase change memory (PCM)³ assets and business. <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 <input checked="" type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction <input checked="" 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 <input checked="" type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction <input type="checkbox"/> Due to another transaction, the extent of holdings will pass the level established in the Law <input type="checkbox"/> Another reason, specify:

² Flash memory is a form of non volatile memory ("NVM"). NVM is a semiconductor memory that retains its contents when power to a device is turned off. NVM is distinguishable from volatile memory, such as dynamic random access memory ("DRAM") or static random access memory ("SRAM"), which can only retain its contents when powered. Flash memory is integrated into a broad range of electronic products, including mobile phones, consumer electronics, automotive electronics, networking and telecommunications equipment, personal computers and PC peripherals. Most electronic products use flash memory to store important program instructions, known as software code, as well as multimedia or other digital content, known as data. Flash memory is based on two different architectures, NOR and NAND.

³ Phase change memory ("PCM") - a future new type of nonvolatile memory.

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.

- ☐ After the merger, the share of the merging companies, including related persons, will exceed one-half of:
 - ☐ The manufacture of an asset or service
 - ☐ The sale of an asset or service
 - ☐ The purchase of an asset or service
 - ☐ The marketing of an asset or service

Said asset/service is: - _____

- ☒ 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).

- ☐ One of the merging companies (or a person controlling or controlled by it) is a monopolist as defined in the Restrictive Trade Practices Law
The name of the monopolist is - _____

The Merger Transaction

8) Highlights of the merger transaction	<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>The transaction consists of the creation of a joint venture which will operate world-wide in the research and development, manufacture, marketing, and sale of flash memory:</p> <p>The Parties</p> <p>STM is a French-Italian group active in the semiconductor industry. In particular, STM produces one of the industry's broadest ranges of semiconductor products, from discrete diodes and transistors through complex System-on-Chip (SoC) devices, to complete platform solutions. Further information on STM can be found at www.st.com.</p> <p>Intel is a US based company that designs, develops, manufactures and markets microprocessors, chipsets, and other semiconductor components, as well as platform solutions for data processing and communications devices. Additional information about Intel is available at www.intel.com.</p> <p>FP is a leading global private equity firm focused exclusively on investments in technology and technology-enabled services businesses. For additional information, please visit www.franciscopartners.com.</p> <p>The Transaction</p> <p>The joint venture will be created through a newly constituted company under the laws of the Netherlands ("Newco"). The Master Agreement, the Asset Transfer Agreement between Intel and Newco, the Asset Contribution Agreement between STM and Newco, and the Share Purchase Agreement between STM, Intel, FP and Newco (the "Agreements") contemplate that, on completion, Intel will contribute to Newco all of its NOR Flash Memory and a significant portion of its PCM assets and business.</p> <p>It should be noted that, according to the Agreements and subject to receipt of the necessary governmental authorizations, on completion Intel will cause Intel Electronic Ltd., a wholly-owned subsidiary in Israel, to lease to Newco its plant at Qiryat Gat, Lachish (FAB 18), including a sublease to the Lachish Facility Buildings and related real property. In addition, Intel will cause Intel Electronic Ltd. to sell certain assets – principally, tools and equipment used in the manufacture of flash memory – to Newco. Lastly, Intel has preliminarily determined that approximately 1,350 employees in Israel have job assignments that are closely aligned with the assets that Intel Electronic Ltd. would contribute to Newco. Intel anticipates that most of these employees will receive offers of employment by Newco.</p> <p>STM will contribute to Newco all of its flash memory and most of its PCM assets and business.</p> <p>FP, the financial investor, will invest USD 150 million in cash in Newco.</p>
	<p>In consideration, Intel and STM will each receive Ordinary Shares in Newco, together with USD 432 million and USD 468 million, respectively. FP will receive Preferred Shares in Newco.</p> <p>The Shareholders' Agreement contemplates that, on completion, Intel will own 45.1% of the stock of Newco, STM will own 48.6% of the stock, with FP owning the remaining 6.3% of the stock of Newco.</p> <p>Rationale of the transaction</p> <p>The purpose of the transaction is to achieve significant cost saving and enable Intel and STM to continue to invest in manufacturing technologies that will enable the combined entity to compete more effectively against rivals. The transaction will also enable Intel and STM to combine their research and development ("R&D") efforts to enhance the effectiveness of their R&D and accelerate time to market.</p>

Business and Areas of Activity that are the Subject of the Merger Transaction

9) The business activity	<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> <ol style="list-style-type: none"> Flash Memory - research and development, manufacturing, distribution and sales. PCM (a future type of NVM) - research and development.
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 type="checkbox"/> Nationwide</p> <p>The activities are worldwide.</p>

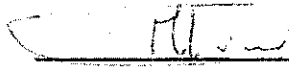
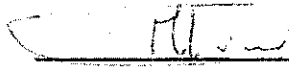
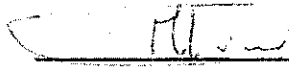
<p>11) The share of the person filing the Notice of Merger in the overall activities that are the subject of the merger transaction</p>	<p>What is the share of the person filing the Notice of Merger in the overall sales, in quantity and financial terms, in each of the activities that is the subject of the merger transaction. 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). Note also the basis for the quantitative estimates (market survey, Central Bureau of Statistics data, estimation).</p> <p>Flash Memory ⁴ (worldwide) - 7.5% (financial) (estimation); 14% (quantity)⁵ (Total available market source: World Semiconductor Trade Statistics)</p> <p>For the sake of completeness STM will note that it does not maintain specific data about its market share in the flash memory market in Israel.</p>
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Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption

This part should be completed only by someone whose merger transaction includes ancillary restraints - **Irrelevant**

33) Restrictive arrangements for which an exemption is sought	<ol style="list-style-type: none">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">(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: (b) The restraints in the arrangement: (c) The goods/services to which the arrangement relates: (d) The term of the arrangement (including options to extend the term of the arrangement): 2. Describe the nature of the arrangements and the need for them: 3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.
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3.0 Declaration	Declaration				
	Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information: <ol style="list-style-type: none">1. I the undersigned, who serves in the position of Corporate Vice-President and General Counsel of the person filing the Notice of Merger, hereby declare as follows:2. I have been authorized to submit all required information to the Antitrust Authority in the framework of a Notice of Merger.3. No limitation has been imposed on me in providing complete and accurate information as required in the form of Notice of Merger.4. All of the information contained in the Notice of Merger is correct, complete and current, including the contents of Part N, above.5. 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).6. 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.				
	<table><tr><td data-bbox="430 784 925 851">Date <u>July 2007</u></td><td data-bbox="925 784 1428 851">Name of the Company <u>STMicroelectronics NV</u></td></tr><tr><td data-bbox="430 851 925 972">Name and Title of Authorized Signatory <u>Mr. Pierre Olivier Corporate Vice- President and General Counsel</u></td><td data-bbox="925 851 1428 972">Company Signature <u></u></td></tr></table>	Date <u>July 2007</u>	Name of the Company <u>STMicroelectronics NV</u>	Name and Title of Authorized Signatory <u>Mr. Pierre Olivier Corporate Vice- President and General Counsel</u>	Company Signature <u></u>
Date <u>July 2007</u>	Name of the Company <u>STMicroelectronics NV</u>				
Name and Title of Authorized Signatory <u>Mr. Pierre Olivier Corporate Vice- President and General Counsel</u>	Company Signature <u></u>				