

- (3) | הוועדה המחוזית לתכנון ולבניה מחוז הצפון, קרית הממשלה, ת"ד 595, נצרת עילית 17105, טל' 04-6508508, פקס' 04-6508560-04;
- (4) הוועדה המקומית לתכנון ובניה גליל עליון, ת"ד 90000, ראש פינה 12100, טל' 04-6816373, פקס' 04-6816695;
- (5) הוועדה המחוזית לתכנון ולבניה מחוז ירושלים, רח' שלומציון המלכה 1, בניין ג'נרלי, ירושלים, טל' 02-6290203, פקס' 02-6290293;
- (6) הוועדה המחוזית לתכנון ולבניה מחוז מרכז, רח' הרצל 91, קרית הממשלה, קומה ג', רמלה, טל' 08-9788444, פקס' 08-9788418;
- (7) הוועדה המחוזית לתכנון ולבניה מחוז דרום, קרית הממשלה, רח' התקוה 4, ת"ד 68, באר שבע, טל' 08-6263791, פקס' 08-6263797;
- (8) הוועדה המחוזית לתכנון ולבניה מחוז חיפה, שד' פל ים 15, קרית הממשלה, חיפה, טל' 04-8633427, פקס' 04-8633432;
- (9) הוועדה המחוזית לתכנון ולבניה מחוז תל אביב, דרך מנחם בגין 125, תל אביב 67012, טל' 03-7632580, פקס' 03-7632581.
- כ"ה בסיוון התש"ע (7 ביוני 2010)
(חמ 697-3)

גבריאל מימון

המנהל הכללי של משרד הפנים

יושב ראש הוועדה הארצית לתכנון ולבניה של תשתיות לאומיות

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 כלהלן:

מס'	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
8058	דימר בע"מ	ייצור ושיווק כלים לעיבוד עץ ואלומיניום לתעשייה
	מנוסה - כלי חיתוך תעשייתיים בע"מ	ייבוא ושיווק כלים לעיבוד עץ ואלומיניום לתעשייה
8094	אם.איי.טי (מנפאואר אינפורמיישן טכנולוגי) בע"מ	השמה ומיקור חוץ של עובדים
	פסיפיק תוכנה אר אנד די בע"מ	מיקור חוץ של עובדים
	ת. גרון השקעות ואחזקות בע"מ	החזקות
	בלו ווייב ונצ'רס בע"מ	החזקות
8095	ALSTOM Holdings Schneider Electric Industries SAS Areva T&D Holding SA	תחנות כוח, תשתיות לתחום הרכבה
		חלוקת חשמל
		הולכת חשמל וחלוקת חשמל
8098	זאפ מחשוב בע"מ	אתר אינטרנט להשוואת מחירים
	אדירה (2008) בע"מ	אתר אינטרנט בנושא עיצוב פנים
8103	דור אלון אנרגיה בישראל (1988) בע"מ	שיווק מוצרי דלק ומוצרי סיכה לרכב ולתעשייה
	נ.צ.מ סחר בע"מ	מוצרי סיכה לרכב ולתעשייה
8108	נס א.ט בע"מ	מערכות מידע
	גילון תוכנה עסקית בע"מ	בינה עסקית
8115	חילן טק בע"מ	ניהול מערכות שחר, שירותי מידע עסקי ותוכנה
	נט אינטרנט בע"מ	בינה עסקית
	אס.פי.דאטה בע"מ	אחזקת זיכיון לתוכנת בינה עסקית
	יואל סלע	
	יוגב פלג	

' ס"ח התשמ"ח. עמ' 128.

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מס'	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
8119	כור תעשיות בע"מ אפסילון בית השקעות בע"מ	חברת אחזקות בית השקעות
8122	הנקל סוד בע"מ גדעון קוסמטיקס בע"מ	שיווק דטרגנטים, מוצרי קוסמטיקה ודבקים שיווק והפצה של מוצרי טיפוח לשוער

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"א באייר התש"ע (5 במאי 2010)
(חמ 2156-3)

רונית קן
הממונה על הגבלים עסקיים

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 שלהלן:

מס'	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
8106	שירותי בריאות כללית פ.ח.ח.מ. בע"מ	שירותי רפואה בית מרקחת
8112	F. Hoffmann-La Roche Ltd Medingo Ltd	פיתוח וייצור תרופות וציוד רפואי פיתוח משאבות אינסולין
8118	קריסטל מכונות ומוצרי חשמל בע"מ אקייט אלקטרוניקס בע"מ	ייבוא ושיווק של מוצרי חשמל ייבוא ושיווק של מוצרי חשמל
8124	ארו/רפכ בע"מ Arrow Electronics Inc PCG Parent Corp Arrow Enterprise Computing Solutions Ltd PCG Trading LLC	הפצת רכיבים אלקטרוניים ואביזרי מחשב הפצת רכיבים אלקטרוניים ואביזרי מחשב הפצת רכיבים אלקטרוניים ואביזרי מחשב הפצת רכיבים אלקטרוניים ואביזרי מחשב הפצת רכיבים אלקטרוניים ואביזרי מחשב
8125	הנגב והערבה - חברה להובלה בע"מ דהאן את עמר הובלות בקירור בע"מ	שירותי הובלה שירותי הובלה בקירור
8127	אזורי שוער בע"מ כונס הנכסים של זכויות יעקב (ג'קי) קאופמן בע"מ	אחזקה והפעלה של מרכזי מסחר וקניונים אחזקה והפעלה של קניון בפתח תקוה
8128	די.סי.אל.בי.אי השקעות בע"מ חילן טק בע"מ	שירותי ניהול ניהול מערכות שכר, שירותי מידע עסקי ומכירת מוצרי תוכנה
8133	טיוב פאונדיישן בע"מ לגין טובופלסט בע"מ	חברת אחזקות ייצור ושיווק שפופרות
8138	מרכזי מסחר (אזו-ריט) בע"מ מ.ל.א. הנגב יזמות בע"מ	אחזקה והפעלה של מרכזי מסחר, קניונים ונכסי נדל"ן חברת אחזקות המקימה קניון בבאר שבע
8147	ספיר ד.ג. קמעונאות בע"מ מ.מ.ש. אור שיווק בע"מ	מכירה קמעונאית של מזון ומוצרי מכולת מכירה קמעונאית של מזון ומוצרי מכולת

¹ ס"ח התשמ"ח, עמ' 128.



سلطة القيود التجارية اعلان حول دمج شركات بموجب قانون القيود التجارية لسنة 1988

بموجب بند 21 (ب) من لقانون القيود التجارية، لسنة 1988 اعلن
موافقتي على المصادقة على الدمج كما يلي:

رقم الدمج	اسماء الشركات المندمجة مع بعضها	العمل الاساسي للشركات المندمجة مع بعضها
8058	ديم.م.ض. منوساه- ادوات قص صناعية م.ض.	انتاج وتسويق ادوات لتصنيع الخشب والالومنيوم للصناعة انتاج وتسويق ادوات لتصنيع الخشب والالومنيوم للصناعة
8094	ام.اي.طي (مانياور اينفورميشين تكنولوجي) م.ض. بيسيفيك برنامج ار اند دي م.ض. ح.جرون استثمارات وصيانة م.ض. بلو قايب فنتشرز م.ض.	تخمين واستعانة بمصادر خارجية للعمال استعانة بمصادر خارجية للعمال صيانة صيانة
8095	ALSTOM Holdings Schneider Electric Industries SAS Areva T&D Holding SA	محطات قوة، بني تحتية بمجال القطار توزيع كهرباء توصيل كهرباء وتوزيع كهرباء
8098	زاب حوسبة م.ض. اديرا (2008) م.ض.	موقع انترنت لمقارنة الاسعار موقع انترنت بموضوع التصميم الداخلي
8103	دور القون للطاقة في اسرائيل (1988) م.ض. ن.ص.م. للتجارة م.ض.	تسويق منتجات وقود ومنتجات تشحيم للسيارة والصناعة منتجات تشحيم للسيارة والصناعة
8108	نس.ا.ط.م.ض. جيلون ادراك صناعي م.ض.	اجهزة معلومات ادراك صناعي
8115	حيلان ملك م.ض. نت انترنت م.ض. اس في داتا م.ض. يوزال سيلع يوجان فلد	ادارة شبكات اجور، خدمات معلومات عملية وبرامج ادراك عملي صيانة حقوق لبرنامج ادراك عملي
8119	كور صناعات م.ض. افيسلون بيت استثمارات م.ض.	شركة صيانة بيت استثمارات
8122	هنكل سود م.ض. جدةون كوسميتيكس م.ض.	تسويق دهر جمنيم، منتجات كوسميتكا وتلصيق تسويق وتوزيع منتجات غذائية بالشعر

سجل دمج الشركات مفتوح لاطلاع الجمهور في مكتب سلطة القيود التجارية، شارع كنفي نشريم 22، القدس، في ساعات العمل الاعتيادية وفي
موقع الانترنت التابع للسلطة: www.antitrust.gov.il
القدس

رونيت كن
المفوضة على القيود التجارية

5/5/2010

1 س"ح 1988، ص 128

7 במאי 2010
כ"ג באייר התש"ע

"הארץ", עמוד 24



רשות ההגבלים העסקיים
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 שלהלן:

מס' מיזוג	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
8058	דימר בע"מ	ייצור ושיווק כלים לעיבוד עץ ואלומיניום לתעשייה
	מנוסה - כלי חיתוך תעשייתיים בע"מ	ייבוא ושיווק כלים לעיבוד עץ ואלומיניום לתעשייה
8094	אם.איי.טי (מנפאואר אינפורמיישן טכנולוגי) בע"מ	השמה ומיקור חוץ של עובדים
	פסיפיק תוכנה אר אנד די בע"מ	מיקור חוץ של עובדים
	ח. גרון השקעות ואחזקות בע"מ	החזקות
	בלו וייב ונצ'רס בע"מ	החזקות
8095	ALSTOM Holdings Schneider Electric Industries SAS Areva T&D Holding SA	תחנות כוח, תשתיות לתחום הרכבת חלוקת חשמל
		הולכת חשמל וחלוקת חשמל
8098	זאפ מחשוב בע"מ	אתר אינטרנט להשוואת מחירים
	אדירה (2008) בע"מ	אתר אינטרנט בנושא עיצוב פנים
8103	דור אלון אנרגיה בישראל (1988) בע"מ	שיווק מוצרי דלק ומוצרי סיכה לרכב ולתעשייה
	נ.צ.מ סחר בע"מ	מוצרי סיכה לרכב ולתעשייה
8108	נס א.ט. בע"מ	מערכות מידע
	גילון תובנה עסקית בע"מ	בינה עסקית
8115	חילן טק בע"מ	ניהול מערכות שחר, שירותי מידע
	נט אינטנט בע"מ	עסקי ותוכנה
	אס.פי. דאטה בע"מ	בינה עסקית
	יואל סלע	אחזקת זיכיון לתוכנת בינה עסקית
	יונג פלד	
8119	כור תעשיות בע"מ	חברת אחזקות
	אפסילון בית השקעות בע"מ	בית השקעות
8122	הנקל סוד בע"מ	שיווק דטרגנטים, מוצרי קוסמטיקה
	גדעון קוסמטיקס בע"מ	ודבקים
		שיווק והפצה של מוצרי טיפוח לשיער

המדרש 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
חמונה על הגבלים עסקיים

כ"א באייר התש"ע
5 במאי 2010



רשות ההגבלים העסקיים

הודעה על מיזוג חברות

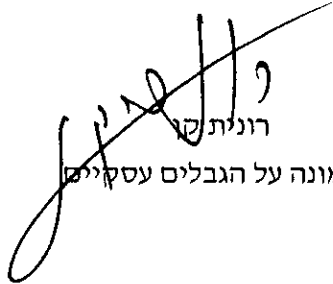
לפי חוק ההגבלים העסקיים התשמ"ח-1988

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

מס' מיזוג	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
8058	דימר בע"מ מנוסה - כלי חיתוך תעשייתיים בע"מ	ייצור ושיווק כלים לעיבוד עץ ואלומיניום לתעשייה ייבוא ושיווק כלים לעיבוד עץ ואלומיניום לתעשייה
8094	אם.איי.טי (מנפאואר אינפורמיישן טכנולוגי) בע"מ פסיפיק תוכנה אר אנד די בע"מ ח. גרון השקעות ואחזקות בע"מ בלו וייב ונצ'רס בע"מ	השמה ומיקור חוץ של עובדים מיקור חוץ של עובדים החזקות החזקות
8095	ALSTOM Holdings Schneider Electric Industries SAS Areva T&D Holding SA	תחנות כוח, תשתיות לתחום הרכבת חלוקת חשמל הולכת חשמל וחלוקת חשמל
8098	זאפ מחשוב בע"מ אדירה (2008) בע"מ	אתר אינטרנט להשוואת מחירים אתר אינטרנט בנושא עיצוב פנים
8103	דור אלון אנרגיה בישראל (1988) בע"מ נ.צ.מ סחר בע"מ	שיווק מוצרי דלק ומוצרי סיכה לרכב ולתעשייה מוצרי סיכה לרכב ולתעשייה
8108	נס א.ט בע"מ גילון תובנה עסקית בע"מ	מערכות מידע בינה עסקית
8115	חילן טק בע"מ נט אינטנט בע"מ אס.פי. דאטה בע"מ יואל סלע יוגב פלד	ניהול מערכות שכר, שירותי מידע עסקי ותוכנה בינה עסקית אחזקת זיכיון לתוכנת בינה עסקית
8119	כור תעשיות בע"מ אפסילון בית השקעות בע"מ	חברת אחזקות בית השקעות
8122	הנקל סוד בע"מ גדעון קוסמטיקס בע"מ	שיווק דטרגנטים, מוצרי קוסמטיקה ודבקים שיווק והפצה של מוצרי טיפוח לשיער

¹ ס"ח התשמ"ח, עמ' 128

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


רונית קון
הממונה על הגבלים עסקיים

כ"א באייר התש"ע

5 במאי 2010



רשות ההגבלים העסקיים

ירושלים, י"ט אייר, תש"ע

3 מאי, 2010

מזג : 8095

בפקס : 09-9516002

074-7157778

03-6091116

לכבוד	לכבוד	לכבוד
טל אייל בוגר, עו"ד	אייל שגיא, עו"ד	אורן שפיזר, עו"ד
שירה גילת, עו"ד	עמר, רייטר ז'אן שגיא כהן ושות'	ברנע ושות'
פישר, בכר, חן, וול, אוריון ושות'	רח' אבא הלל סילבר 14א'	רח' החושלים 6
רח' דניאל פריש 3	<u>רמת גן 52506</u>	ת.ד. 12385
<u>תל אביב 64731</u>		<u>הרצליה פיתוח 46724</u>

הנדון : החלטה על מיזוג חברות

מצ"ב החלטת הממונה על הגבלים עסקיים בהתאם לסעיף 20 (ב) לחוק ההגבלים העסקיים
התשמ"ח - 1988, בדבר המיזוג בין החברות הבאות :

ALSTOM Holdings

Areva T&D Holding SA

Schneider Electric Industries SAS

בברכה,

אורי בן-לכר

/ אליאס עזאם, כלכלן
רשות ההגבלים העסקיים



רשות ההגבלים העסקיים

החלטה בתיק מזג 8095 : ALSTOM Holdings

Areva T&D Holding SA

Schneider Electric Industries SAS

בהתאם לסעיף 20 (ב) לחוק ההגבלים העסקיים התשמ"ח 1988 (להלן - "החוק"), ולאחר התייעצות עם הועדה לפטורים ולמיוזגים, אני מודיעה על הסכמתי לאישור המיוזג בין החברות כמפורט להלן¹:

מספר התיק	שמות החברות המתמזגות
מזג 8095	ALSTOM Holdings Areva T&D Holding SA Schneider Electric Industries SAS

רונית קן
הממונה על הגבלים עסקיים

ירושלים, י"ט אייר, תש"ע

3 מאי, 2010

¹ אישור זה לבקשת המיוזג, ניתן על-פי הנתונים שהוגשו לממונה ואין בו משום מתן הכשר או אישור, מבחינת דיני ההגבלים העסקיים, לכל פעולה אחרת זולת ביצוע המיוזג לבדו, על-פי הבקשה כאמור. כמו כן, אין באישור זה משום מתן אישור או הכשר לכל מיוזג קודם שבתצו - אם בתצו - בין צד למיוזג 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 למיוזג הביאו לידיעת רשות ההגבלים העסקיים את הנתונים הנכונים והמלאים הקשורים בעסקת המיוזג, הן במישרין והן בעקיפין, לרבות כל המידע בדבר ההסדרים הקיימים בין הצדדים למיוזג, גופים השולטים במי מהם, גופים בשליטת מי מהם או כל גוף קשור אחר, או בין מי מאלה לבין גופים בתחרות עם צד למיוזג או גוף אחר כאמור.

כל תבנה, 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 למיוזג לתנאים שנקבעו, אשר תעמוד בתוקפה גם לאחר אישור המיוזג.

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

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

אין באישור זה כדי לשנות או לגרוע מתוראות חוק ההגבלים העסקיים, התשמ"ח-1988, או מכל תנאי, הוראה, צו, או חיוב אחר שחל על מי מהצדדים למיוזג מכוח דיני ההגבלים העסקיים.

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



רשות ההגבלים העסקיים

הועדה לפטורים ולמיזוגים

המלצות

מועד הדיון: 21 באפריל 2010 בשעה 10:00

מקום הדיון: משרד רשות ההגבלים העסקיים, כנפי נשרים 22 ירושלים ק' ג', 6556111 - 02

בקשות מיזוג במסלול הירוק

בפני חברי הועדה הוצגו בקשות המיזוג, חוות הדעת של המחלקה הכלכלית בבקשות כדלקמן:

מס' תיק	הצדדים למיזוג	כלכלנית
8058	דימר בע"מ מנוסה - כלי חיתוך תעשייתיים בע"מ	טל קליין
8094	אס.איי.טי (מנפאור אינפורמיישן טכנולוגי) בע"מ פסיפיק תוכנה אר אנד די בע"מ - ח. גרון השקעות ואחזקות בע"מ - בלו וייב ונצ'רס בע"מ	גיא גולדברג
8095	ALSTOM Holdings - Schneider Electric Industries SAS Areva T&D Holding SA	אורי שרף
8101	יוניברסל מקקאן ישראל בע"מ קומפיוקול שיווק באינטרנט בע"מ	רועי רוזנברג
8103	דור אלון אנרגיה בישראל (1988) בע"מ נ.צ.מ סחר בע"מ	אורי שרף
8108	נס א.ט בע"מ גילון תובנה עסקית בע"מ	רועי רוזנברג

החלטה

חברי הועדה ממליצים בפני הממונה לאשר את בקשות המיזוג הנ"ל, בהתאם לאמור בחוות הדעת הכלכלית. מר אשר בלאס לא השתתף בדיון על המיזוגים 8058, 8103.

בקשות מיזוג

בפני חברי הועדה הוצגה בקשת המיזוג, וחוות הדעת של המחלקה הכלכלית כדלקמן:

מס' תיק	הצדדים למיזוג	כלכלנית
8098	זאפ מחשוב בע"מ אדירה (2008) בע"מ	אלה בודמן

החלטה

חברי הועדה ממליצים בפני הממונה לאשר את בקשת המיזוג בהתאם לאמור בחוות הדעת הכלכלית.

בקשת פטור נלווה למיזוג

בפני חברי הועדה הוצגה בקשת הפטור וחוות הדעת של המחלקה המשפטית כדלקמן:

מס' תיק	הצדדים להסדר	עו"ד
8025	מקסימה המרכז להפרדת אוויר בע"מ און הצפון (וינגרטן) בע"מ	אבי גרוסמן

החלטה

חברי הועדה ממליצים בפני הממונה לתת פטור בבקשה הנ"ל, בהתאם לאמור בחוות הדעת של המחלקה המשפטית. מר אשר בלאס לא השתתף בדיון על בקשה זו.

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), 5761-2001¹ (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.

11/11/2007
28-80-87

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 <input type="checkbox"/> The acquired party in the merger			
2) Details concerning the filing person	Filing Person ALSTOM Holdings ("ALSTOM")	Telephone Number Emmanuelle Petrovic Adv.: +33 1 41 49 36 44	Additional Telephone Number	
	Street/P.O. Box Le Sextant Avenue André Malraux	House Number 3	City Levallois-Perret France	Zip Code 92300
3) Address for delivery of papers	Street/P.O. Box Barnea & Co., Law Offices Hachoshlim St.	House Number 6	City Herzliya Pituach	Zip Code 46724
4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filing the role)	Name Mr. Oren Speiser	Position Legal counsel	Telephone Number +972 9 9.600.700	
	Fax Number +972 9 9.516.002	Email Address ospeiser@barlaw.co.il		
	Street/P.O. Box (if different than above) Barnea & Co., Law Offices As Above	House Number	City	Zip Code
5) Other parties to the merger transaction	1. Areva S.A ("Areva") , the parent company of Areva T&D Holding S.A. ("Areva T&D")			

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 type="checkbox"/> The principle assets of the company are being acquired in the transaction <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"	Mark all the reasons set out in section 17(a) of the Law giving rise to the obligation to file a notice of merger. <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>

C	The Merger Transaction
8) Highlights of the merger transaction	<p>Summarize the nature of the business process involved in the merger transaction</p> <p>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>ALSTOM intends to incorporate the transmission business of Areva T&D within its group as a third pillar independent from its existing pillars of power and transport thereby capitalizing on the synergies between all three businesses.</p> <p>ALSTOM will invest in research and development, manpower and emerging markets to develop the transmission business. In particular, ALSTOM intends to develop a commercial position in China and strengthen the competitive position in North America. The focus of ALSTOM's plans for the transmission business will be to develop the renewables, power electronics and automation segments in order to capitalize on trends in the energy markets towards energy efficiency and greater environmental protection through smarter grids and greater use of carbon friendly technologies.</p> <p>The means of the acquisition is through cash.</p>

D	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>The lines of business that are the subject of the merger transaction are all the transmission/high voltage (HV - above 52kV) activities of Areva T&D, in addition to a distribution and traction transformers production site in France (Petit Quevilly) and the distribution activities of Areva T&D in Australia (Brisbane) and Russia.</p> <p>Areva T&D is currently engaged in the following lines of business in Israel:</p> <p>(i) High voltage products in transmission networks (above 52kV);</p> <p>ALSTOM is currently engaged in the following lines of business in Israel:</p> <p>(i) the supply of components and systems for turnkey gas and steam power plants and air pollution control systems;</p> <p>(ii) Shareholder of the concessionaire (20%) of the Jerusalem Light Rail Train ("Jerusalem LRT"), and a subcontractor of the concessionaire for the engineering, procurement and construction of the Jerusalem LRT (through its wholly owned subsidiary Citadis Ltd).</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>ALSTOM is not currently active in the business and areas of activity that are the subject of the merger transaction and accordingly does not have any market share therein.</p> <p>ALSTOM's market share in Major Systems for;</p> <p>Steam Power Plants : 20%</p> <p>Gas Power Plants: 20%.</p> <p>(both financially and in terms of quantity)</p> <p>However, ALSTOM has made no material sales in this area since 2006.</p>

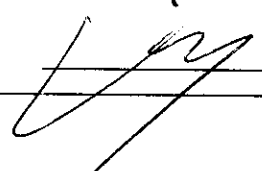
	The Jerusalem LRT is a mono project.
12) Competitors	<p>List the names of the principal competitors of the person filing the Notice of Merger in each of the activities of the merging company that are the subject of the merger transaction.</p> <p>ALSTOM's competitors in its transport activities are: Competitors in the BOT tender for the Jerusalem LRT were Bombardier and Siemens.</p> <p>ALSTOM's competitors in its power plant activities are:</p> <ol style="list-style-type: none">1. Siemens2. General Electric3. Doosan Heavy Industry4. ABB5. Babcock Borsig Service

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

33) Restrictive arrangements for which an exemption is sought

1. Describe in short the restrictive arrangements for which an exemption from obtaining approval of a restrictive arrangement is sought.
 - (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.

34) Declaration	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 <u>CHAIRMAN + CEO</u> of the person filing the Notice of Merger, hereby declare as follows:	
	<ol style="list-style-type: none"> 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 <u>24-3-10</u> Name and Title of Authorized Signatory <u>HENRI POUPART-LAFARGE</u>	Name of the Company <u>ALSTOM HOLDINGS</u> Company Signature 

ANNEX

Regulation 4(b)

Declaration Accompanying Notice of Merger by Way of Cross-Reference

We, the undersigned, authorized managers of the Company _____ (hereinafter "**the Company**"), which seeks to merge with _____, hereby declare in writing as follows:

- 1) In an enforceable contract dated _____, the Company entered into a merger transaction with _____.
- 2) On the date _____, the Company filed a detailed Notice of Merger concerning ownership of and rights in the company and entities that control it and that are controlled by it, the areas of its business and their market shares – in merger file _____ which was considered by the Antitrust Authority and in which a decision was given on the date _____ (hereinafter "**the prior notice of merger**").
- 3) On the date _____, the Company entered into a merger agreement with _____ (hereinafter "**the new merger**").
- 4) Mark with a \checkmark and complete as necessary:
 - ☐ The prior notice of merger, including all of the information it contains, is correct, current and accurately reflects the status of the Company also as of today.
 - ☐ The details found in sections _____ of the prior notice of merger to which we have referred in this Notice of Merger are correct, current and accurately reflect the condition of the Company also as of today.

PLEASE NOTE!

The person filing the Notice of Merger must complete this form, including all of its sections, except for sections to which he has referred above.

- 5) We know that the Antitrust Commissioner relies on this declaration for purposes of his review and determination with respect to the new merger and that our obligation it is to refer to information that was provided in the prior notice of merger only if it is correct as of the time of the review of this Notice of Merger.
- 6) The following documents are attached to this declaration:
 - The merger agreement and its appendices.
 - Audited financial statements for the last two fiscal years of the person filing the Notice of Merger. A foreign company that files a Notice of Merger may attach audited financial statements of entities through which it operates in Israel, instead of filing its financial statements.
 - Prospectuses filed by the person filing the Notice of Merger during the last five fiscal years.
 - Other documents relevant to considering the competitive effects of the merger.

Signatures of the Managers

Date _____ Name _____ Signature _____

Date _____ Name _____ Signature _____

ABREVIATED NOTICE OF MERGER

Form 3
Regulations 3(a)
and 4(c)

This form is intended for the situations set out in Regulation 4(c) of the Restrictive Trade Practices Regulations (Registration, Publication and Reporting of Transactions), 5764 – 2004.

- 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 (hereinafter – the "Regulations"), unless defined otherwise.
- "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.

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?

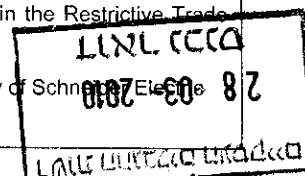
If the merger transaction includes a restrictive arrangement that requires an exemption – one should complete Part G rather than file a separate request for an exemption.

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

[Seal of the
Antitrust
Authority]

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			
2) Details concerning the filing person	Name of the Filing Person Schneider Electric Industries SAS ("Schneider Electric")		Telephone Number +33 (0)1 41 29 88 99	Additional Telephone Number
	Street/P.O. Box 35 rue Joseph Monier	House Number	City Rueil Malmaison France	Zip Code 92506
3) Contact person information	Name of Contact Person Ms. Tal Eyal Boger, Adv. Ms. Shira Gillat, Adv. FBC Lawyers & Co.		Telephone Number 03-6944141	Additional Telephone Number
	Street/P.O. Box (if different than above) Daniel Frisch	House Number 3	City Tel Aviv	Zip Code
4) Other parties to the merger transaction	1, Areva T&D Holdings SA ("Areva T&D") (acquired party). Areva T&D is a wholly owned subsidiary of Avera S.A. NB: Schneider Electric only acquires the Distribution business (the "D" business) of Areva T&D ; the Transmission business being acquired by Alstom.			
5) Ultimate controlling owner of the person filing the Notice	Identify the ultimate controlling owner of the entity that is filing the Notice of Merger. There is no need to list all entities through which the person filing the Notice of Merger is held. In the event of a control group, list all of its members. For these purposes, "control" – as provided in the Restrictive Trade Practices Regulations (General Instructions and Definitions), 5761-2001. Schneider Electric SA (Schneider Electric industries SAS is a 100% subsidiary of Schn... Ele... SA).			



Business and areas of activity that are the subject of the merger transaction

Definitions	<ul style="list-style-type: none"> • "Parties' Products" – Goods manufactured, marketed, distributed or supplied by the person filing the Notice of Merger, that are, or their substitutes or tangential goods are, manufactured, marketed or distributed or supplied by another party to the merger or a related person. • "Supply" – Sales of any sort, including to wholesalers. • "Tangential Goods" – Goods that are components in the manufacture or marketing of other goods. 																
6) Definitions of markets	Markets Relevant to the Activities of the Parties to the Merger	Support for Correctness of Market Definition (Optional, no obligation to complete)															
	A. Medium Voltage products	<i>Decision of the European Commission Areva/Alstom T&D (COMP/M.3296) ("EC Decision")</i> , enclosed.															
	B. Distribution Systems	EC Decision NB: the EC Decision has identified a market for Transmission Systems and Distribution Systems. However, since Schneider Electric is not active in Transmission but only in Distribution, it may be considered for the purpose of the assessment of the notified transaction that the relevant activity at issue is that of Distribution Systems															
	C. Energy Automation and Information Systems	EC Decision.															
	F. Distribution Services	EC Decision NB: the EC Decision has identified a market for Transmission Systems and Distribution Services. However, since Schneider Electric is not active in Transmission but only in Distribution, it may be considered for the purpose of the assessment that the relevant activity at issue is that of Distribution Services.															
7) Share of the person filing the Notice of Merger in activities that are the subject of the merger	<p>What is the share of the person filing the Notice of Merger in quantitative and financial terms in each of the relevant markets in which it manufactures, markets, distributes or supplies the parties' products. For example: Firm A sells leather shoes, watches, books and records. Firm B sells leather, paper, records and televisions. Firm A must report its share in quantitative and financial terms of the relevant market for the sale of leather shoes (since Firm B supplies a raw material used in the manufacture of leather shoes), in the relevant market for the sale of books (since Firm B supplies a raw material used in the manufacture of books) and in the relevant market for the sale of records (since Firm B sells records). State also the basis for estimates of quantities (market surveys, Central Bureau of Statistics data, estimate)</p> <table border="1" data-bbox="449 1024 1458 1318"> <thead> <tr> <th>Markets</th><th>Market Share of Schneider Electric in Israel</th><th>Sales of Schneider Electric in Israel in m€</th></tr> </thead> <tbody> <tr> <td>A. Medium Voltage Products</td><td>6.7%</td><td>3</td></tr> <tr> <td>B. Distribution Systems</td><td>0%</td><td>0</td></tr> <tr> <td>C. Energy Automation and Information Systems</td><td>0.6%</td><td>0.06</td></tr> <tr> <td>D. Distribution Services</td><td>0%</td><td>0</td></tr> </tbody> </table>		Markets	Market Share of Schneider Electric in Israel	Sales of Schneider Electric in Israel in m€	A. Medium Voltage Products	6.7%	3	B. Distribution Systems	0%	0	C. Energy Automation and Information Systems	0.6%	0.06	D. Distribution Services	0%	0
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8) Competitors	<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> <table border="0" data-bbox="449 1486 1442 1717"> <tr> <td>1. ABB Ltd. (all activities quoted above)</td> <td>4. Areva T&D (MV products, Energy Automation and Information Systems)</td> </tr> <tr> <td>2. Siemens AG (all activities quoted above)</td> <td>5. _____</td> </tr> <tr> <td>3. Eaton Corp. (all activities quoted above)</td> <td>6. _____</td> </tr> </table>		1. ABB Ltd. (all activities quoted above)	4. Areva T&D (MV products, Energy Automation and Information Systems)	2. Siemens AG (all activities quoted above)	5. _____	3. Eaton Corp. (all activities quoted above)	6. _____									
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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

14) 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

15) 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 Chairman & CEO 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 G, 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

March 19, 2010

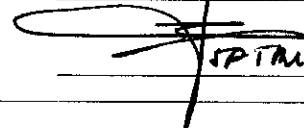
Name of the
Company

Schneider Electric Industries
SAS

Name and Title of
Authorized Signatory

Jean-Pascal TRICOMES

Company
Signature


JPTAUCOMES

28-03-2010

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), 5761-2001¹ (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.

¹ Regulations, 5761, p. 658.

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 checked="" type="checkbox"/> The acquired party in the merger			
2) Details concerning the filing person	Filing Person Areva T&D Holding SA	Telephone Number 0033134966242		Additional Telephone Number -
	Street/P.O. Box Place Jean Miller	House Number 1	City Paris	Zip Code 92084
3) Address for delivery of papers	Street/P.O. Box Aba Hillel Silver	House Number 14 A	City Ramat-Gan	Zip Code 52506
4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role)	Name Eyal Roy Sage	Position Lawyer		Telephone Number 0747157777
	Fax Number 0747157778	Email Address eyals@ayr.co.il		
	Street/P.O. Box (if different than above) Aba Hillel Silver	House Number 14 A	City Ramat-Gan	Zip Code 52506
5) Other parties to the merger transaction	1. <u>ALSTOM Holdings</u> 2. <u>Schneider Electric Industries S.A.S</u> 3. _____			

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 type="checkbox"/> <input checked="" type="checkbox"/> The principle assets of the company are being acquired in the transaction <input type="checkbox"/> <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 type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction <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 <input 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"	Mark all the reasons set out in section 17(a) of the Law giving rise to the obligation to file a notice of merger. <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 type="checkbox"/> <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 The name of the monopolist is - _____

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).

In September 2009 Areva S.A organized a tender for the sale of its subsidiary Areva T&D. While Alstom is interested in acquiring all of Areva T&D's transmission/high voltage activities (collectively the "T business"), Schneider is interested in acquiring Areva T&D's remaining distribution/medium voltage business (the "D business"). ALSTOM and Schneider submitted a joint bid to acquire 100% of the share capital through "ALSTOM Sextant 5" (a shell company initially set up by ALSTOM but which will be co-financed by ALSTOM and Schneider).

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

9) The business activity

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.

Products and services relating to the Transmission and distribution of electrical power.

10) Location of the business activities

The activity that is the subject of the merger transaction

- ☐ Is conducted in specific geographical areas. The areas are: _____
☐ Nationwide

The markets are global.

11) The share of the person filing the Notice of Merger in the overall activities that are the subject of the merger transaction

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).

Market definitions based on the Decision of the European Commission Areva/Alstom T&D (COMP/M. 3296):

2008	Markets	Market share	Orders in 000€
Medium voltage products	Primary distribution systems (PDS)	10-12%	1,340
	Secondary distribution systems (SDS)	9-11%	1,252
	Substation Automation system (SAS)	30-40%	273
High voltage products Average 2008/2009	Gas Insulated Switchgear (GIS)	80-100%	
	Circuit breaker switch (CBR)	20-40%	
	Disconnecter (DSC)	60-80%	
	Instrument transformers (ITR)	60-80%	

Note: Areva T&D conducts its business in Israel solely through an appointed sales representative and a distributor and is not itself active in the market. It is important to explain that the high market shares are a result of a small number of annual transactions.

	<p>On average, there is only 1 tender every 2-3 years per product type. Market shares can change drastically from one year to another. However, the ATD market share in Israel has remained on average close to 10-15% for the past five years.</p> <p>At a global level, the main providers of products and services for transmission and distribution are ABB, Siemens and Areva T&D. Areva T&D's worldwide market share for transmission and distribution is around 11%, whilst ABB holds a worldwide market share of around 21% and Siemens around 19%.</p>
12) Competitors	<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> <ol style="list-style-type: none"> 1. Siemens 2. ABB 3. Elco 4. GE

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

33) Restrictive arrangements for which an exemption is sought

1. Describe in short the restrictive arrangements for which an exemption from obtaining approval of a restrictive arrangement is sought.

- (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.

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 General Counsel 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 25/03/2010

Name of the Company

AREVA T&D Holding SA

Name and Title of Authorized Signatory

L AVANT DEVELLE

Company Signature

VP Legal a
General Counsel



ANNEX

Regulation 4(b)

Declaration Accompanying Notice of Merger by Way of Cross-Reference

We, the undersigned, authorized managers of the Company _____ (hereinafter "**the Company**"), which seeks to merge with _____, hereby declare in writing as follows:

- 1) In an enforceable contract dated _____, the Company entered into a merger transaction with _____.
- 2) On the date _____, the Company filed a detailed Notice of Merger concerning ownership of and rights in the company and entities that control it and that are controlled by it, the areas of its business and their market shares – in merger file _____ which was considered by the Antitrust Authority and in which a decision was given on the date _____ (hereinafter "**the prior notice of merger**").
- 3) On the date _____, the Company entered into a merger agreement with _____ (hereinafter "**the new merger**").
- 4) Mark with a ✓ and complete as necessary:
 - ☐ The prior notice of merger, including all of the information it contains, is correct, current and accurately reflects the status of the Company also as of today.
 - ☐ The details found in sections _____ of the prior notice of merger to which we have referred in this Notice of Merger are correct, current and accurately reflect the condition of the Company also as of today.

PLEASE NOTE!

The person filing the Notice of Merger must complete this form, including all of its sections, except for sections to which he has referred above.

- 5) We know that the Antitrust Commissioner relies on this declaration for purposes of his review and determination with respect to the new merger and that our obligation it is to refer to information that was provided in the prior notice of merger only if it is correct as of the time of the review of this Notice of Merger.
- 6) The following documents are attached to this declaration:
 - The merger agreement and its appendices.
 - Audited financial statements for the last two fiscal years of the person filing the Notice of Merger. A foreign company that files a Notice of Merger may attach audited financial statements of entities through which it operates in Israel, instead of filing its financial statements.
 - Prospectuses filed by the person filing the Notice of Merger during the last five fiscal years.
 - Other documents relevant to considering the competitive effects of the merger.

Signatures of the Managers

Date _____ Name _____ Signature _____

Date _____ Name _____ Signature _____