



ר כנ
09-03-2017
רשות ההגבלים העסקיים

טופס זה מיועד למקרים המנויים בתקנה 4(ג) לתקנות ההגבלים העסקיים (מרשם, פרסום ודיווח על עסקאות), התשס"ד-2004.

- משמעות המונחים המופיעים בטופס זה תהיה כמשמעותם בחוק ההגבלים העסקיים, התשמ"ח - 1988 (להלן - "החוק" או "חוק ההגבלים העסקיים") ובכללי ההגבלים העסקיים (הוראות והגדרות כלליות), התשס"א - 2001 (להלן - "הכללים"), ככל שלא ניתנה להם הגדרה אחרת.

- "מגיש הודעת המיזוג" - לרבות אדם קשור לו.

- "אדם קשור למגיש הודעת המיזוג" - אדם השולט במגיש הודעת המיזוג, תאגיד הנשלט על-ידי מגיש הודעת המיזוג וכל תאגיד הנשלט בידי מי מהם.

- "שליטה" - כהגדרתה בסעיף 1 לחוק, למעט אם נאמר אחרת.

- כותרות הסעיפים בטופס זה הן לנוחות בלבד ולא ישמשו לפרשנות הטופס.

הוראות מילוי - מה צריך למלא בטופס?

אם עסקת המיזוג כוללת כובל הדורש פטור - יש למלא את פרק 2 חלף הגשת בקשת פטור נפקדת.

חברה המנהלת עסקים הן בישראל והן מחוץ לישראל מופנית להוראות סעיף 18 לחק.

מידע כללי על מגיש הודעת המיזוג					א
<input checked="" type="checkbox"/> הצד הרוכש במיזוג <input checked="" type="checkbox"/> הצד הנרכש במיזוג					(1) המגיש הוא
שם המגיש		מספר טלפון		מספר טלפון נוסף	(2) פרטי המגיש
Mitsui O.S.K. Lines, Ltd. ("MOL")		+81 3 3587 7148			
הרחוב / ת"ד		מספר הבית	שם היישוב	המיקוד	
1-1 Toranomom 2-Chome			Minato-ku Tokyo, Japan	105-8540	
שם המגיש		מספר טלפון		מספר טלפון נוסף	(3) פרטי איש הקשר
עוה"ד שי בקל, נאווה קרואני, אייל הכהן, איתי כהן, תדמור ושות' יובל לוי ושות', עורכי דין		03-6846000			
הרחוב / ת"ד		מספר הבית	שם היישוב	המיקוד	
דרך מנתס בגין מרכז עזריאלי 5, המגדל המרובע		132	תל-אביב	6701101	
Kawasaki Kisen Kaisha, Ltd. ("KL") Nippon Yusen Kabushiki Kaisha ("NYK")					(4) הצדדים האחרים לעסקת המיזוג
רשום מיהו בעל השליטה הסופי (Ultimate Controlling Owner) בתאגיד מגיש הודעת המיזוג. אין צורך לפרט את כל התאגידים דרכם מוחזק מגיש הודעת המיזוג. במקרה של קבוצת שליטה יש לרשום את כל החברים בה. לעניין זה, "שליטה" כמשמעה בכללי ההגבלים העסקיים (הוראות והגדרות כלליות), התשס"א-2001. לא רלוונטי. MOL היא חברה ציבורית ואינה נשלטת על ידי כל גורם.					(5) בעל השליטה הסופי במגיש הודעת המיזוג

ב עיסוקים ותחומי פעילות של המתמזגים	
הגדרות	
"מוצרי הצדדים" - טובין המיוצרים, משווקים, מופצים או מסופקים על-ידי מגיש הודעת המיזוג, אשר הם או טובין תחליפיים או משקים להם מיוצרים, משווקים, מופצים או מסופקים על-ידי צד אחר למיזוג או אדם קשור אליו.	
"טובין משקים" - טובין המשמשים תשומה בייצורם או בשיווקם של טובין אחרים.	
"טובין תחליפיים" - הקבוצה המצומצמת של טובין שהם תחליפים ישירים ומשמעותיים בעיני הצרכן, לרבות מן ההיבט הגיאוגרפי.	
(6) הגדרת שווקים	
השווקים הרלוונטיים לפעילות הצדדים למיזוג	תימוכין לבכונות הגדרת השוק (אופציונאלי, אין חובה למלא).
העסקה המוצעת נוגעת לאינטגרציה של העסקים הבינלאומיים בתחום קווי הובלת המכולות בים ועסקי שירותי מסופי המכולות של MOL, NYK ו-KL (ביחד, "הצדדים" וכל אחד בנפרד "אחד הצדדים") ("המיזם המשותף").	
לצדדים פעילות מצומצמת בישראל בתחומי הפעילות נשוא עסקת המיזוג.	

<p>מה חלקו של מגיש הודעת המיזוג במונחים כמותיים וכספיים בכל אחד מן השווקים הרלוונטיים, בהם מיוצרים, משווקים, מפיצים או מסופקים מוצרי הצדדים¹.</p> <p>לדוגמא: פירמה א' מוכרת נעלי עור, שעונים, ספרים ותקליטים. פירמה ב' מוכרת עורות, נייר, תקליטים וטלוויזיות. פירמה א' צריכה לדווח מה חלקה במונחים כמותיים וכספיים בשוק הרלוונטי למכירת נעלי עור (משום שפירמה ב' מספקת תשומה לייצור נעלי עור). בשוק הרלוונטי למכירת ספרים (משום שפירמה ב' מספקת תשומה לייצור ספרים) ובשוק הרלוונטי למכירת תקליטים (משום שפירמה ב' מוכרת תקליטים).</p> <p>כן יש לרשום מהו הבסיס להערכה הכמותית (סקר שוק, נתוני למ"ס, הערכה).</p> <p>ל-MOL פעילות בישראל בתחום קווי הובלת מכולות בים בהיקף שולי, במקטעים שלהלן:</p> <ul style="list-style-type: none"> • ייבוא לישראל: <ul style="list-style-type: none"> ○ מאוסטרלאסיה ואוקיאניה – כ-0.9%. ○ ממזרח אסיה – מתחת ל-0.4%. ○ מתת-היבשת ההודית – כ-0.2%. • ייצוא מישראל: <ul style="list-style-type: none"> ○ לאוסטרלאסיה ואוקיאניה – זניח (קרוב ל-0%). ○ למזרח אסיה – זניח (קרוב ל-0%). ○ לאגן הים התיכון – זניח (קרוב ל-0%). <p>הנתונים לעיל הם בגדר הערכות המבוססות על המידע הזמין העדכני ביותר.</p>	<p>(7) חלקו של מגיש הודעת המיזוג הפעילות נשוא המיזוג</p>
<p>פרט את שמות המתחרים העיקריים של מגיש הודעת המיזוג בכל אחת מן הפעילויות נשוא עסקת המיזוג.</p> <p><u>ייבוא לישראל:</u></p> <p>מאוסטרלאסיה ואוקיאניה –</p> <ol style="list-style-type: none"> 1. Maersk 2. MSC (Mediterranean Shipping Company) 3. COSCO <p>ממזרח אסיה –</p> <ol style="list-style-type: none"> 1. Maersk 2. MSC (Mediterranean Shipping Company) 3. ZIM (ZIM Integrated Shipping Services) <p>מתת-היבשת ההודית –</p> <ol style="list-style-type: none"> 1. Maersk 2. MSC (Mediterranean Shipping Company) 3. ZIM (ZIM Integrated Shipping Services) 	<p>(8) מתחרים</p>

¹ למען הסר ספק, כל התייחסות במכתב זה למוצרים, פעילויות או שווקים אינה מהווה הגדרת שוק רלוונטי.

ייצוא מישראל:

לאוסטרלאסיה ואוקיאניה –

1. Maersk
2. MSC (Mediterranean Shipping Company)
3. COSCO

למזרח אסיה –

1. Maersk
2. MSC (Mediterranean Shipping Company)
3. ZIM (ZIM Integrated Shipping Services)

לאגן הים התיכון –

1. Maersk
2. MSC (Mediterranean Shipping Company)
3. ZIM (ZIM Integrated Shipping Services)

בקשת פטור בגין כבילות נלווית למיזוג חלף הגשה של בקשת פטור נפרדת

פרק זה ימולא רק על-ידי מי שעסקת המיזוג שלו כוללת כבילות נלוות

(14)
הסדרים
כובלים
שלהם
מתבקש
פטור

1. תאר בקצרה את ההסדרים הכובלים בעבורם מתבקש פטור מאישור הסדר כובל.

(א) ככל שקיימים צדדים להסדר הכובל שאינם צד לעסקת המיזוג, יש לציין את שמם, כתובתם, כתובת למסירת דואר, כתובת אתר האינטרנט, פרטי איש קשר מטעמם ומספרי טלפון רלוונטיים:
לא קיימים.

(ב) הכבילות שבהסדר:

בהתאם להסכם בעלי המניות בין הצדדים, בכפוף למספר חריגים, הצדדים והחברות הבנות שלהם יהיו מנועים מלהפעיל או מלהיות קשורים בעסק שמציע או מספק קווי הובלת מכולות בים ושירותי מסוף מכולות ללקוחות ברחבי העולם, בתחרות עם המיזם המשותף, למשך קיומו של המיזם המשותף ולמשך שלוש שנים מהמועד בו אחד הצדדים חדל להיות בעל מניות במיזם המשותף ("תניית אי-התחרות").

(ג) הטובין / השירותים שאליהם קשור ההסדר:

קווי הובלת מכולות בים, שירותי מסוף מכולות ושירותים קשורים ללקוחות ברחבי העולם.

(ד) תקופת ההסדר (כולל אופציות להארכת ההסדר):

משך קיומו של המיזם המשותף בין הצדדים ולמשך שלוש שנים מהמועד בו אחד הצדדים חדל להיות בעל מניות במיזם המשותף.

2. פרט את מהות הכבילות ונחיצותן:

תניית אי-התחרות בין הצדדים היא סטנדרטית בהסכמים מסוג ובהיקף שכזה. בהוצאת העסקה המוצעת אל הפועל, הצדדים לוקחים על עצמם השקעה עצומה, הכוללת מיזוג פעילויות עסקיות חובקות עולם בסקטור בעל מידה גבוהה של מורכבות ותחרותיות. כל אחד מהצדדים הוא חלק אינטגרלי והכרחי למיזם המשותף.

תניית אי-התחרות הכרחית להגשמת התכלית העיקרית של העסקה המוצעת, הכבילות הכלולות בה אינן מגבילות את התחרות בחלק ניכר משוק המושפע מההסדר ותכלית ההסדר אינה בהפחתת התחרות או במניעתה.

3. אם נעשה הסדר בכתב יש לצרף את המסמכים הקובעים את ההסדר:

מצ"ב הסכם בעלי המניות.

ח	הצהרה
(15) הצהרה	<p>הצהרת מגיש הודעת המיזוג והתחייבות בדבר מסירת מידע נכון, מלא ועדכני:</p> <p>אני, החתום מטה, המשמש בתפקיד General Manager, General Affairs Division of Mitsui O.S.K Lines, Ltd. אצל מגיש הודעת המיזוג, מצהיר בזה כלהלן:</p> <ol style="list-style-type: none"> הוסמכתי למסור את כל המידע הנדרש לרשות ההגבלים העסקיים במסגרת הודעת המיזוג. לא הוטלה עלי כל מגבלה במסירת מידע מלא ונכון כנדרש בטופס הודעת המיזוג. כל הפרטים בהודעת המיזוג נכונים, מלאים ועדכניים, לרבות האמור בפרק יד לעיל. המסמכים המצורפים להודעת המיזוג הם נכונים ומלאים ואינם חסרים כל פרט מהותי או נספח (כולל מכתבי ליואי והבנות כלשהן בכתב או בעל-פה). ידוע לי כי המידע הכלול בהודעה ובנספחים לה משמש את הממונה על הגבלים עסקיים בהחלטתו בדבר אישור המיזוג נשוא ההודעה, וידועה ומובנת לנו חובתי למסור לרשות ההגבלים העסקיים מידע נכון, מלא ועדכני. <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>שם החברה: Mitsui O.S.K. Lines, Ltd</p> <p>חתימת החברה: [חתימה]</p> </div> <div style="width: 45%;"> <p>תאריך: 3 במרץ 2017</p> <p>שם מורשה החתימה ותפקידו: Toshikai Takeda General Manager, General Affairs Division</p> </div> </div>

*התרגום נכון ונאמן למקור


 אייל הכהן, ע"י
 Ayal Hacoheh, Adv.
 מ.ר. 53733 license No.

10881 2157
10882 1107

ABBREVIATED NOTICE OF MERGER

דואר פקס

09-03-2017

שירות ההגבלים העסקיים

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.

A

General Information Concerning the Person Filing the Notice of Merger

1)	The filing Person is	<input checked="" type="checkbox"/> The acquiring party in the merger <input checked="" type="checkbox"/> The acquired party in the merger			
2)	Details concerning the filing person	Name of the Filing Person Nippon Yusen Kabushiki Kaisha ("NYK")		Telephone Number +81 3 3284 5151	Additional Telephone Number
		Street / P.O. Box Yusen Building, 3-2 Marunouchi 2-Chome	House Number 8005 SW	City Chiyoda-ku, Tokyo Japan	Zip Code 100-0005
3)	Contact person information	Name of Contact Person Mr. Shai Bakal, Ms. Nava Karavany, Mr. Ayal HaCohen, Mr. Itai Cohen, Tadmor & Co. Yuval Levy & Co, Attorneys-at-Law		Telephone Number 03-6846000	Additional Telephone Number
		Fax Number 03-6846001		Email Address shai@tadmor-levy.com; nava@tadmor-levy.com; ayal@tadmor-levy.com; itaic@tadmor-levy.com	
		Street / P.O. Box (if different than above) 5 Azrieli Center, The Square Tower, Floor 34, Begin Road	House Number 132	City Tel Aviv	Zip Code 6701101
4)	Other parties to the merger transaction	Kawasaki Kisen Kaisha, Ltd. ("KL") Mitsui O.S.K. Lines, Ltd. ("MOL")			
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. Not applicable. NYK is a publicly traded entity and is not controlled by any undertaking or person.			

B

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

Definitions	<p>"Parties' Products" - Goods manufactured, marketed, distributed or supplied by the person filing the Notice of Merger, that are or that their substitutes or tangential goods are manufactured, marketed, distributed or supplied by another party to the merger or a related person.</p> <p>"Supply" - Sales of any sort, including to wholesalers.</p> <p>"Tangential Goods" - Goods that are components in the manufacture or marketing of other goods.</p>
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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)
		For example: A. Shoe Soles Market	A. ...
		B. Shoe Lace Market	B. Decision of the Commissioner in the Matter of ...
		C. Marketing Chains Market	C. Judgment of the Tribunal in file no. ...
		<p>The proposed transaction concerns an integration of the globally-operated container liner shipping businesses and container terminal services businesses of each of NYK, MOL and KL (together, the "Parties" and each a "Party") (the "JV").</p> <p>The Parties have limited activities in Israel in the areas of activity subject of the merger.</p>	

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.¹</p> <p>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).</p> <p>State also the basis for estimates of quantities (market surveys, Central Bureau of Statistics data, estimate).</p> <p>NYK's container liner shipping activities in Israel and very limited.</p> <p>NYK has minor container liner shipping activities in Israel in the following segments, in which its share according to recent available data in each such segment is estimated at below 0.5%:</p> <ul style="list-style-type: none"> • Import to Israel from: East Asia; India Sub-Continent; and Mediterranean. • Export from Israel to: Australasia and Oceania; and East Asia.

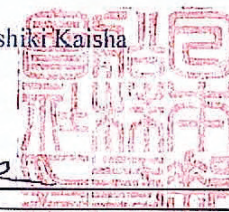


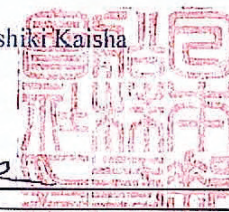

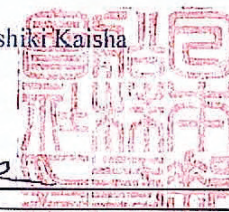
8)	Competitors	<p>List the names of the principal competitors of the person filing the Notice of Merger in each of the activities of the merging company that are the subject of the merger transaction.</p> <p>NYK has very limited container liner shipping activities in Israel and has limited information regarding competitors in the segments mentioned above. The following are general principal competitors of NYK in the activities subject of the merger:</p> <ol style="list-style-type: none"> 1. ZIM 2. MSC 3. Maersk 4. COSCO 5. EMC 6. YML

¹ For the avoidance of doubt, any reference to products, activities or markets shall not be deemed a relevant market definition

E		Prior Mergers of the Person Filing the Notice of Merger
12)	Prior mergers requiring the approval of the Commissioner	<p>List all mergers requiring the approval of the Antitrust Commissioner to which the person filing the Notice of Merger was a party in the last three years.</p> <p>None.</p>

F		Attached Documents
13)	Documents that must be attached	<ol style="list-style-type: none">1. Merger Agreement and its appendices.2. 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.3. Prospectuses filed by the person filing the Notice of Merger during the last five fiscal years.4. Other documents relevant to considering the competitive effects of the merger.5. A person filing a Notice of Merger who requests approval of a restrictive arrangement in the context of this Notice of Merger shall attach documents that are relevant to considering the competitive effects of the restrictive arrangement.

G	<p>Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption</p> <p>This part should be completed only by someone whose merger transaction includes ancillary restraints</p>
<p>14) Restrictive arrangements for which an exemption is sought</p>	<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>None</p> <p>(b) The restraints in the arrangement:</p> <p>Pursuant to a Shareholders Agreement between the Parties, subject to a number of exceptions, the Parties and their respective subsidiaries will be prevented from operating or being engaged in a business that offers or provides container liner shipping and container terminal services to customers worldwide in competition with the JV for the duration of the JV and for three years from the date on which a Party ceases to be a shareholder of the JV (the "Non-Compete Clause").</p> <p>(c) The goods/services to which the arrangement relates:</p> <p>Container liner shipping, container terminal services and related services to customers worldwide.</p> <p>(d) The term of the arrangement (including options to extend the term of the arrangement):</p> <p>The duration of the JV between the Parties and for three years from the date on which a Party ceases to be a shareholder of the JV.</p> <p>2. Describe the nature of the arrangements and the need for them:</p> <p>The Non-Compete Clause between the Parties is standard in agreements of this kind and magnitude. In implementing the proposed transaction, the Parties undertake a massive investment, which involves merging business activities around the globe in a highly complex and competitive sector. Each Party is an integral and essential part of the JV.</p> <p>The Non-Compete Clause is essential for the realization of the main purpose of the proposed transaction, its restrictions do not limit the competition in a considerable share of a market affected by the arrangement and the objective of the arrangement is not to reduce or eliminate competition</p> <p>3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.</p> <p>Please see the attached Shareholders Agreement.</p>

H	Declaration				
15) Declaration	<p>Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information:</p> <p>I the undersigned, who serves in the position of <u>Corporate Officer</u> of the person filing the Notice of Merger, hereby declare as follows:</p> <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 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. <table border="0" data-bbox="406 724 1364 945"><tr><td data-bbox="406 724 876 808">Date 16, February, 2017</td><td data-bbox="876 724 1364 808">Name of the Company Nippon Yusen Kabushiki Kaisha</td></tr><tr><td data-bbox="406 808 876 945">Name and Title of Authorized Signatory Hiroki Harada / Corporate Officer</td><td data-bbox="876 808 1364 945">Company Signature </td></tr></table>	Date 16, February, 2017	Name of the Company Nippon Yusen Kabushiki Kaisha	Name and Title of Authorized Signatory Hiroki Harada / Corporate Officer	Company Signature  
Date 16, February, 2017	Name of the Company Nippon Yusen Kabushiki Kaisha				
Name and Title of Authorized Signatory Hiroki Harada / Corporate Officer	Company Signature  				

ABBREVIATED NOTICE OF MERGER

דואר נכנס

09-03-2017

רשות ההגבלים העסקיים

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.

A

General Information Concerning the Person Filing the Notice of Merger

1)	The filing Person is	<input checked="" type="checkbox"/> The acquiring party in the merger <input checked="" type="checkbox"/> The acquired party in the merger			
2)	Details concerning the filing person	Name of the Filing Person Kawasaki Kisen Kaisha, Ltd. ("KL")		Telephone Number +81-3-3595-5000	Additional Telephone Number
		Street / P.O. Box Iino Building 1-1, Uchisaiwaicho 2-Chome	House Number	City Chiyoda-ku Tokyo, Japan	Zip Code 100-8540
3)	Contact person information	Name of Contact Person Mr. Shai Bakal, Ms. Nava Karavany, Mr. Ayal HaCohen, Mr. Itai Cohen, Tadmor & Co. Yuval Levy & Co, Attorneys-at-Law		Telephone Number 03-6846000	Additional Telephone Number
		Fax Number 03-6846001		Email Address shai@tadmor-levy.com; nava@tadmor-levy.com; ayal@tadmor-levy.com; itaic@tadmor-levy.com	
		Street / P.O. Box (if different than above) 5 Azrieli Center, The Square Tower, Floor 34, Begin Road	House Number 132	City Tel Aviv	Zip Code 6701101
4)	Other parties to the merger transaction	Nippon Yusen Kabushiki Kaisha ("NYK") Mitsui O.S.K. Lines, Ltd. ("MOL")			
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. Not applicable. KL is a publicly traded entity and is not controlled by any undertaking or person.			

B

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

Definitions	<p>"Parties' Products" - Goods manufactured, marketed, distributed or supplied by the person filing the Notice of Merger, that are or that their substitutes or tangential goods are manufactured, marketed, distributed or supplied by another party to the merger or a related person.</p> <p>"Supply" - Sales of any sort, including to wholesalers.</p> <p>"Tangential Goods" - Goods that are components in the manufacture or marketing of other goods.</p>
6) Definitions of	<p>Markets Relevant to the Activities of the Parties to the</p> <p>Support for Correctness of Market Definition (Optional,</p>

markets	Merger	no obligation to complete)
	For example: A. Shoe Soles Market	A. ...
	B. Shoe Lace Market	B. Decision of the Commissioner in the Matter of ...
	C. Marketing Chains Market	C. Judgment of the Tribunal in file no. ...
	<p>The proposed transaction concerns an integration of the globally-operated container liner shipping businesses and container terminal services businesses of each of NYK, MOL and KL (together, the "Parties" and each a "Party") (the "JV").</p> <p>The Parties have limited activities in Israel in the areas of activity subject of the merger.</p>	

7)	<p>Share of the person filing the Notice of Merger in activities that are the subject of the merger</p>	<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.¹</p> <p>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).</p> <p>State also the basis for estimates of quantities (market surveys, Central Bureau of Statistics data, estimate).</p> <p>KL is active in container liner shipping in Israel in the following segments:</p> <ul style="list-style-type: none"> • Import to Israel from: <ul style="list-style-type: none"> ○ Australasia and Oceania – below 1% ○ East Asia – below 10% ○ India Sub-Continent – approx. 1% ○ Mediterranean – below 0.1% • Export from Israel to: <ul style="list-style-type: none"> ○ Australasia and Oceania – approx. 4% ○ East Asia – between 11-13% ○ Mediterranean – below 0.5% <p>The above are estimates based on the most recent available data.</p>
8)	<p>Competitors</p>	<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><u>Import to Israel from:</u></p> <p>Australasia and Oceania –</p> <ol style="list-style-type: none"> 1. YML 2. Evergreen 3. Maersk Line <p>East Asia –</p> <ol style="list-style-type: none"> 1. YML 2. Evergreen 3. OOCL <p>India Sub-Continent –</p> <ol style="list-style-type: none"> 1. YML 2. MSC 3. Maersk Line <p>Mediterranean –</p> <ol style="list-style-type: none"> 1. Sea-GO 2. MSC 3. ZIM

¹ For the avoidance of doubt, any reference to products, activities or markets shall not be deemed a relevant market definition

Export from Israel to:

Australasia and Oceania –

1. YML
2. Evergreen
3. Maersk Line

East Asia –

1. YML
2. Evergreen
3. OOCL

Mediterranean –

1. Sea-Go
2. MSC
3. ZIM

G

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

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:

None

(b) The restraints in the arrangement:

Pursuant to a Shareholders Agreement between the Parties, subject to a number of exceptions, the Parties and their respective subsidiaries will be prevented from operating or being engaged in a business that offers or provides container liner shipping and container terminal services to customers worldwide in competition with the JV for the duration of the JV and for three years from the date on which a Party ceases to be a shareholder of the JV (the "**Non-Compete Clause**").

(c) The goods/services to which the arrangement relates:

Container liner shipping, container terminal services and related services to customers worldwide.

(d) The term of the arrangement (including options to extend the term of the arrangement):

The duration of the JV between the Parties and for three years from the date on which a Party ceases to be a shareholder of the JV.

2. Describe the nature of the arrangements and the need for them:

The Non-Compete Clause between the Parties is standard in agreements of this kind and magnitude. In implementing the proposed transaction, the Parties undertake a massive investment, which involves merging business activities around the globe in a highly complex and competitive sector. Each Party is an integral and essential part of the JV.

The Non-Compete Clause is essential for the realization of the main purpose of the proposed transaction, its restrictions do not limit the competition in a considerable share of a market affected by the arrangement and the objective of the arrangement is not to reduce or eliminate competition

3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.

Please see the attached Shareholders Agreement.

ABBREVIATED NOTICE OF MERGER

דואר נכנס

09-03-2017

רשות ההגבלים העסקיים

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.

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



A

General Information Concerning the Person Filing the Notice of Merger

1) The filing Person is	<input checked="" type="checkbox"/> The acquiring party in the merger <input checked="" type="checkbox"/> The acquired party in the merger			
2) Details concerning the filing person	Name of the Filing Person	Telephone Number		Additional Telephone Number
	Mitsui O.S.K. Lines, Ltd. ("MOL")	+81 3 3587 7148		
	Street / P.O. Box	House Number	City	Zip Code
	1-1 Toranomom 2-Chome		Minato-ku Tokyo, Japan	105-8688
3) Contact person information	Name of Contact Person	Telephone Number		Additional Telephone Number
	Mr. Shai Bakal, Ms. Nava Karavany, Mr. Ayal HaCohen, Mr. Itai Cohen, Tadmor & Co. Yuval Levy & Co, Attorneys-at-Law	03-6846000		
	Fax Number	Email Address		
	03-6846001	shai@tadmor-levy.com; nava@tadmor-levy.com; ayal@tadmor-levy.com; itaic@tadmor-levy.com		
	Street / P.O. Box (if different than above)	House Number	City	Zip Code
	5 Azrieli Center, The Square Tower, Floor 34, Begin Road	132	Tel Aviv	6701101
4) Other parties to the merger transaction	Kawasaki Kisen Kaisha, Ltd. ("KL") Nippon Yusen Kabushiki Kaisha ("NYK")			
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. Not applicable. MOL is a publicly traded entity and is not controlled by any undertaking or person.			

B

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

Definitions	<p>"Parties' Products" - Goods manufactured, marketed, distributed or supplied by the person filing the Notice of Merger, that are or that their substitutes or tangential goods are manufactured, marketed, distributed or supplied by another party to the merger or a related person.</p> <p>"Supply" - Sales of any sort, including to wholesalers.</p> <p>"Tangential Goods" - Goods that are components in the manufacture or marketing of other goods.</p>
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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)
		For example: A. Shoe Sales Market	A. ...
		B. Shoe Lace Market	B. Decision of the Commissioner in the Matter of ...
		C. Marketing Chains Market	C. Judgment of the Tribunal in file no. ...
		<p>The proposed transaction concerns an integration of the globally-operated container liner shipping businesses and container terminal services businesses of each of NYK, MOL and KL (together, the "Parties" and each a "Party") (the "JV").</p> <p>The Parties have limited activities in Israel in the areas of activity subject of the merger.</p>	

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.¹</p> <p>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).</p> <p>State also the basis for estimates of quantities (market surveys, Central Bureau of Statistics data, estimate).</p> <p>MOL has minor container liner shipping activities in Israel in the following segments:</p> <ul style="list-style-type: none"> • Import to Israel from: <ul style="list-style-type: none"> ○ Australasia and Oceania – approx. 9% ○ East Asia – below 4% ○ India Sub-Continent – approx. 0.2% • Export from Israel to: <ul style="list-style-type: none"> ○ Australasia and Oceania – negligible (close to 0%) ○ East Asia – negligible (close to 0%) ○ Mediterranean – negligible (close to 0%) <p>The above are estimates based on the most recent available data.</p>
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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> <p><u>Import to Israel from:</u></p> <p>Australasia and Oceania –</p> <ol style="list-style-type: none"> 1. Maersk 2. MSC (Mediterranean Shipping Company) 3. COSCO <p>East Asia –</p> <ol style="list-style-type: none"> 1. Maersk 2. MSC (Mediterranean Shipping Company) 3. ZIM (ZIM Integrated Shipping Services) <p>India Sub-Continent –</p> <ol style="list-style-type: none"> 1. Maersk 2. MSC (Mediterranean Shipping Company) 3. ZIM (ZIM Integrated Shipping Services) <p><u>Export from Israel to:</u></p> <p>Australasia and Oceania –</p> <ol style="list-style-type: none"> 1. Maersk 2. MSC (Mediterranean Shipping Company)
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¹ For the avoidance of doubt, any reference to products, activities or markets shall not be deemed a relevant market definition

3. COSCO

East Asia –

1. Maersk
2. MSC (Mediterranean Shipping Company)
3. ZIM (ZIM Integrated Shipping Services)

Mediterranean –

1. Maersk
2. MSC (Mediterranean Shipping Company)
3. ZIM (ZIM Integrated Shipping Services)

G

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

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:

None

(b) The restraints in the arrangement:

Pursuant to a Shareholders Agreement between the Parties, subject to a number of exceptions, the Parties and their respective subsidiaries will be prevented from operating or being engaged in a business that offers or provides container liner shipping and container terminal services to customers worldwide in competition with the JV for the duration of the JV and for three years from the date on which a Party ceases to be a shareholder of the JV (the "**Non-Compete Clause**").

(c) The goods/services to which the arrangement relates:

Container liner shipping, container terminal services and related services to customers worldwide.

(d) The term of the arrangement (including options to extend the term of the arrangement):

The duration of the JV between the Parties and for three years from the date on which a Party ceases to be a shareholder of the JV.


2. Describe the nature of the arrangements and the need for them:

The Non-Compete Clause between the Parties is standard in agreements of this kind and magnitude. In implementing the proposed transaction, the Parties undertake a massive investment, which involves merging business activities around the globe in a highly complex and competitive sector. Each Party is an integral and essential part of the JV.

The Non-Compete Clause is essential for the realization of the main purpose of the proposed transaction, its restrictions do not limit the competition in a considerable share of a market affected by the arrangement and the objective of the arrangement is not to reduce or eliminate competition

3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.

Please see the attached Shareholders Agreement.

H	Declaration
15) Declaration	<p>Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information:</p> <p>I the undersigned, who serves in the position of General Manager, General Affairs Division of Mitsui O.S.K. Lines, Ltd. of the person filing the Notice of Merger, hereby declare as follows:</p> <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 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. <p>Date <u>3 March, 2017</u> Name of the Company Mitsui O.S.K. Lines, Ltd</p> <p>Name and Title of Authorized Signatory Company Signature Toshiaki Takeda General Manager, General Affairs Division </p>