

30/01/2006

הארץ, The Marker, עמ' 46

מיזוג מס':

6902

תיק עיון



רשות ההגבלים העסקיים
הודעה על מיזוג חברות

ההגבלים העסקיים התשמ"ח-1988

בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים, התשמ"ח 1988⁽¹⁾ אני מודיע על:
א. הסכמתי לאישור המיזוגים בין החברות שלהלן:

מספר	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
6279	קראופ ירושלים - רשת סופרמרקטים 1992 בע"מ סופר ספיר בע"מ	רשת מאזן רשת מאזן
6280	ראיט ניהול נכסים (ישראל) בע"מ נתון ניהול ושיווק נכסים (1998) בע"מ	חברת השקעות ניהול נכסי נדל"ן
6281	ברימאג דיגיטל אייג בע"מ ישפאר הום טק בע"מ ישפאר בע"מ	מוצרי חשמל ביתיים מוצרי חשמל ביתיים מוצרי חשמל ביתיים
6292	הוצאת עיתון הארץ בע"מ לוח הצעות עבודה בע"מ	פרסום פרסום
6304	הוצאת עיתון הארץ בע"מ לוח און ליין בע"מ	פרסום פרסום
7926	הראל השקעות בביטוח בע"מ הראל-וואן בע"מ	ביטוח ביטוח
6902	EQT IV Limited MTU Friedrichshafen GmbH	חברת השקעות מנועי דיזל תעשייתיים

ב. הסכמתי לאישור בתנאים של המיזוג בין החברות שלהלן:

6133	שופר סל בע"מ קלאב מרקט רשתות שיווק בע"מ	רשת מאזן רשת מאזן
תיקון		

הסכמתי לשינוי התנאים שנקבעו בחלטה מיום 31 באוגוסט 2005 לפיהם, בין היתר, הוארך המועד למכירת הסניפים המיועדים למכירה וכן הוארכה התקופה שבה מחויבת שופרסל להמשיך ולהפעיל את הסניפים "כעסק חי", לפי התנאים הקבועים באישור המיזוג.

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

www.anlitrust.gov.il

רונית קן
הממונה על הגבלים עסקיים

ירושלים, כ"ה טבת, תשס"ז
25 ינואר, 2006



רשות ההגבלים העסקיים

25.1.06, ירושלים

6302 מזג

אל: הממונה על חקיקת משנה, משרד המשפטים, ירושלים
מאת: רשמת הגבלים עסקיים

הנדון: הודעה על מיזוג חברות

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

אנא אשרו והעבירו לפרסום בהתאם.

בברכה,

צפורה נחמו, עו"ד
רשמת הגבלים עסקיים



רשות ההגבלים העסקיים

הודעה על מיזוג חברות

לפי חוק ההגבלים העסקיים התשמ"ח – 1988

בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים, התשמ"ח 1988¹ אני מודיעה על:

א. הסכמתי לאישור המיזוגים בין החברות כלהלן:

מספר	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
6279	קו-אופ ירושלים - רשת סופרמרקטים 1992 בע"מ סופר ספיר בע"מ	רשת מזון רשת מזון
6280	ראיט ניהול נכסים (ישראל) בע"מ נתון ניהול ושיווק נכסים (1998) בע"מ	חברת השקעות ניהול נכסי נדל"ן
6281	ברימאג דיגיטל אייג בע"מ ישפאר הום טק בע"מ ישפאר בע"מ	מוצרי חשמל ביתיים מוצרי חשמל ביתיים מוצרי חשמל ביתיים
6292	הוצאת עיתון הארץ בע"מ לוח הצעות עבודה בע"מ	פרסום פרסום
6304	הוצאת עיתון הארץ בע"מ לוח און ליין בע"מ	פרסום פרסום
6297	הראל השקעות בביטוח בע"מ הראל - וואן בע"מ	ביטוח ביטוח
6302	EQT IV Limited MTU Friedrichshafen GmbH	חברת השקעות מנועי דיזל תעשייתיים

¹ ס"ח התשמ"ח, עמ' 128

ב. הסכמתי לתיקון התנאים במיזוג בין החברות כלהלן:

רשת מזון	שופר סל בע"מ	6133
רשת מזון	קלאב מרקט רשתות שיווק בע"מ	תיקון

הסכמתי לשינוי התנאים שנקבעו בהחלטה מיום 31 באוגוסט 2005 לפיהם, בין היתר, הוארך המועד למכירת הסניפים המיועדים למכירה וכן הוארכה התקופה שבה מחויבת שופרסל להמשיך ולהפעיל את הסניפים "כעסק חי", לפי התנאים הקבועים באישור המיזוג.

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


 רונית קון
 הממונה על הגבלים עסקיים

ירושלים, כ"ה טבת, תשס"ו
 25 ינואר, 2006



רשות ההגבלים העסקיים

ירושלים, י"ט טבת, תשס"ו

19 ינואר, 2006

מזג: 6302

בפקס: 03-5660974

לכבוד

עו"ד חגי דורון

ש. הורוביץ' ושות'

אחד העם 31

תל-אביב 65202

הנדון: הודעה על מיזוג חברות

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

1. EQT IV Limited

2. DaimlerChrysler AG

3. DaimlerChrysler North America Holding Corp

4. DaimlerChrysler UK Holding plc

5. DaimlerChrysler South Africa

בברכה,

צפורה נחמון-עו"ד

רשמת הגבלים עסקיים

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

lishka@antitrust.gov.il

320777 /6302



רשות ההגבלים העסקיים

החלטה בתיק מזג 6302 : EQT IV Limited

DaimlerChrysler AG

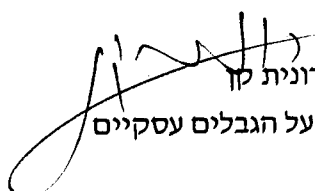
DaimlerChrysler North America Holding Corp

DaimlerChrysler UK Holding plc

DaimlerChrysler South Africa

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

מספר התיק	שמות החברות המתמזגות
מזג 6302	EQT IV Limited
	DaimlerChrysler AG
	DaimlerChrysler North America Holding Corp
	DaimlerChrysler UK Holding plc
	DaimlerChrysler South Africa


רונית כהן
הממונה על הגבלים עסקיים

ירושלים, י"ט טבת, תשס"ו

19 ינואר, 2006

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

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

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

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

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

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

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

כתובתנו באינטרנט: www.antitrust.gov.il

320773 /6302



רשות ההגבלים העסקיים

הועדה לפטורים ולמיזוגים

החלטות

מועד הדיון: 19.1.06 בשעה: 11:00

מניעות: רן קרול מנוע במיזוג 6133: קלאב מרקט

בקשות מיזוג במסלול ירוק

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

מס' תיק	הצדדים למיזוג	כלכלן
6279	קו-אופ ירושלים - רשת סופרמרקטים 1992 בע"מ סופר ספיר בע"מ	אלינור
6280	ראיט ניהול נכסים (ישראל) בע"מ Reit Asset Management Partnership	עוזי אללוף
6281	ברימאג דיגיטל אייג בע"מ ישפאר הוס טק בע"מ ישפאר בע"מ	זהר פרידמן
6292	הוצאת עיתון הארץ בע"מ לוח הצעות עבודה בע"מ	צחי מזרחי
6304	הוצאת עיתון הארץ בע"מ לוח און ליין בע"מ	צחי מזרחי
6297	הראל השקעות בביטוח בע"מ הראל - וואן בע"מ	טל פניני
6302	EQT IV Limited Friedrichshafen GmbH	יובל אליעז

החלטות:

חברי הועדה ממליצים בפני הממונה לאשר את כל בקשות המיזוג הנ"ל.

יחד עם זאת תורחב הבדיקה ביחס למיזוג 6281 : ברימאג דיגיטל – ישפאר. המיזוג יאושר במידה

והממצאים לא יהיו שונים מאלו שהוצגו בפני הועדה.

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

בקשת מיזוג

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

6133	שופר סל בע"מ	שי בקל
תיקון	קלאב מרקט רשתות שיווק בע"מ	

החלטה

חברי הועדה ממליצים בפני הממונה לאשר את תיקון התנאים שנקבעו בהחלטה מיום 31 באוגוסט 2005 כאמור בטיוטא של תיקון התנאים.

5764	שטיבל בע"מ	שירלי יקיש
	טחנת קמח דגן לישראל בע"מ	
	טחנת קמח גולן בע"מ	

החלטה

חברי הועדה ממליצים בפני הממונה להתנגד לבקשת המיזוג הנ"ל כאמור בחוות הדעת הכלכלית.

בקשת פטור

בפני חברי הועדה הוצגה בקשת הפטור וטיוטא של החלטת הממונה בבקשת הפטור כלהלן:

מס' תיק	הצדדים	בטיפול	הנכס / השירות
6142	התעשייה האווירית לישראל	קובי	מיזם משותף
	VIEWRITA LTD		בטחוני

החלטה

חברי הועדה ממליצים לאשר את בקשת הפטור הנ"ל, כמו כן ממליצים לתקן את נוסח המהות של תנית אי-התחרות.

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	Telephone Number	Additional Telephone Number	
	EQT IV Limited ("EQT")	+44-1481-715601	--	
	Street/P.O. Box	House Number	City	Zip Code
	P.O. Box 543			
	East Wing, Trafalgar Court	--	Guernsey, Channel Islands	GY1 6HJ
	Admiral Park, St Peter Port			
3) Address for delivery of papers	Street/P.O. Box	House Number	City	Zip Code
	Ahad Ha'am Street	31	Tel-Aviv	65202
4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role)	Name	Position	Telephone Number	
	Hagai Doron	Attorney S Horowitz & Co.	03 5670614	
	Fax number	Email address		
	03 5660974	<u>hagaid@s-horowitz.co.il</u>		
	Street/P.O. Box	House Number	City	Zip Code
	Ahad Ha'am Street	31	Tel-Aviv	65202
5) Other parties to the merger transaction	<ol style="list-style-type: none"> The Sellers in this transaction are: DaimlerChrysler AG ("DC"), DaimlerChrysler North America Holding Corp., DaimlerChrysler UK Holding plc., and DaimlerChrysler South Africa (Pty.) Ltd (all fully owned subsidiaries of DC). The formal purchasing entities are Camulos Vermögensverwaltung GmbH and Teutates Vermögensverwaltung GmbH, both were specifically incorporated for the purpose of the purchase and have no prior assets or activities. Both purchasers are fully owned and controlled by EQT fund IV, which is managed by EQT. Target is DC's Off-Highway business division comprised, inter alia, by MTU Friedrichshafen GmbH ("MTU-F"). 			

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.
- ☒ The principle assets of the company are being acquired in the transaction
 - ☒ The acquiring company is acquiring shares worth more than one-quarter of the capital value of the issuer in the transaction
 - ☒ More than one-quarter of the voting power in the acquired company is being acquired in the transaction
 - ☒ The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction
 - ☒ The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction
 - ☐ Due to another transaction, the extent of holdings will pass the level established in the Law
 - ☐ 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.
- ☐ After the merger, the share of the merging companies, including related persons, will exceed one-half of:
 - ☐ The manufacture of an asset or service
 - ☐ The sale of an asset or service
 - ☐ The purchase of an asset or service
 - ☐ The marketing of an asset or service

Said asset/service is:
 - ☒ The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 150 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS)
 - ☐ One of the merging companies (or a person controlling or controlled by it) is a monopolist as defined in the Restrictive Trade Practices Law
- The name of the monopolist is:

The Merger Transaction**8) Highlights of the merger transaction**

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).

On 27 December 2005, EQT and DC entered into an agreement (attached as Annex [A]) whereby EQT is to purchase the DC Off-Highway business. The transaction involves shares transfer and acquisition of certain assets which are all conditional on each other and form parts of the same transaction.

The DC Off-Highway business ("Target") to be globally acquired by EQT includes the following undertakings and activities:

- (i) 100% of the shares and voting rights of MTU-F Group²;**
- (ii) 100% of the shares and voting rights of certain subsidiaries of DC acting as distribution and marketing units for the MTU-F Group, i.e. MTU South Africa Pty Ltd, MTU Japan Co Ltd, MTU France SAS, MTU Detroit Diesel UK Ltd and MTU Drive Shafts LLC ("DC Sales Subsidiaries")³;**
- (iii) The off highway business activities of Detroit Diesel Corporation, including 100 % of the shares and votes of Detroit Diesel Distribution Centre B.V. NL and Detroit Diesel (Suisse) AG as well as certain assets, liabilities, obligations and commitments;**
- (iv) The sales and distribution organisation of CVD Off-Highway, including, the transfer of 25 employees, certain supply, service and other agreements relating to said activity.**

² MTU Australia Pty Ltd, a wholly owned subsidiary of MTU Friedrichshafen GmbH, will within the framework of the intended transaction increase its current shareholding in MTU DDA from 21% to 50% by purchasing these additional shares from DaimlerChrysler which will hold the remaining 50% of the shares.

³ Certain of the DC Sales Subsidiaries will be subject to group internal restructuring measures, which will take place prior to closing, in order to enable the complete sale of all activities linked to the DC Off-highway business to take place. In particular Daimler Chrysler will sell and transfer the shares in MTU France SAS and MTU Japan Co Ltd to MTU-F Group prior to closing. MTU South Africa, MTU Detroit Diesel UK and MTU Drive Shafts LLC will remain separate from the MTU-F Group.

The acquisition is valued at approximately EUR 1.6 billion.

In Israel, Target's activities are carried out by a local subsidiary of MTU-F – MTU Detroit Diesel Israel Ltd. ("MTU DD Israel") – which acts as a distributor. MTU DD Israel handles the governmental sales for military programs (promoting sales for the Israel Shipyards Ltd. and Israel Aircraft Industries Ramda Division in BeerSheva, IMI tank export program).

Furthermore, MTU DD Israel co-ordinates the overall service business activities in Israel for commercial and military applications.

MTU DD Israel has a service dealer agreement with Diesel Engineering Ltd. (not part of Target), which provides services on behalf of MTU DD Israel for commercial applications and also sells engines for these applications.

For EQT, the transaction is a purely financial investment, which corresponds to its objectives as a private equity investment firm. The acquired business fits well into EQT's strategy to invest in high-quality companies with significant growth and development potential. For DC the divestiture of its Off-Highway business activities is part of its strategic to concentrate on its core competence in the on-highway markets.

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.</p> <p><i>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.</i></p> <p>The prime activity of the Target Business is the development, manufacturing and distribution of mid-sized and large high-speed diesel engines for off-highway applications such as marine, industrial, power generation⁴ and defense applications.</p> <p>The diesel engine business is also complemented, globally, by the manufacture and sale of propulsion systems, injection systems, fuel cells and electronic monitoring, control systems and drive shafts.⁵</p> <p>In Israel, DC's OFF-Highway business includes the sale and service of diesel engines for marine, power generation and industrial.</p> <p>Most diesel engines for commercial use are imported to Israel by OEMs and the military equipment via FMS (Foreign Military Sales from US). Within this equipment diesel engines from DC-Off-Highway business are sometimes installed but do not constitute any sales on the Israeli market.</p> <p>In 2004 no direct engine delivery into Israel was made by the Target. The Target only had activities with accessories, spare parts and services in Israel during 2004.</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.</p> <p>The areas are: _____</p> <p><input checked="" type="checkbox"/> Nationwide</p>

⁴ In addition to the sales of diesel engines for power generation applications, the Target also to a minor extent sells gas engines for power generation applications (the total worldwide sales for gas engines only amounted to around ERU 6 million). Gas engines are manufactured by the same components as diesel engines but are using another injection system due to the different fuel type.

⁵ The propulsion systems (which often include gas turbines, bought from third parties) and electronic monitoring and control systems are an integrated part of the diesel engines and not sold separately to third parties. The fuel cell activity is insignificant since it is a start-up product. The injection systems are both sold as an integrated part of the diesel engines and sold to third parties. Drive shafts are manufactured and sold to manufacturers of passenger cars and lightweight commercial vehicles. Neither injection systems nor drive shafts were sold to third parties in Israel during 2004.

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).

EQT is not active in OFF-Highway business in Israel or on a global level.

As indicated in section 10 above, in 2004 no direct engine delivery into Israel was made by the Target. Total engine sales (according to IESG - International Engine Statistics Group) in Israel during 2004 was 164 Engines.

The Israeli market share for Target is on the market for diesel engines 0 %. Also if one would consider different applications, i.e. Off-Highway diesel engines divided into marine, industrial, power generation and defense, the market share of Target would be 0 % for 2004.

12) Competitors

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.

N/A – EQT is not active in the Off-Highway business.

Target's largest competitors on the market for Off-Highway applications in Israel are: Caterpillar (70%); Deutz (10%); and Cummins (10%).

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.

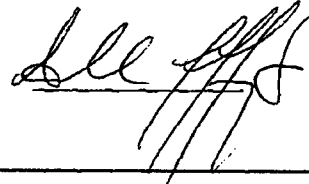
Declaration**34) Declaration**

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 director 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:

9. January 2016Name of the
company**EQT IV Limited.**Name and
Title of
Authorised
Signatory**David Jeffreys,
director**Company
Signature

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	Telephone Number		Additional Telephone Number
	MTU Friedrichshafen GmbH ("MTU-F")		+49 7541 90 2592 --	
	Street/P.O. Box	House Number	City	Zip Code
	Maybachplatz	1	Friedrichshafen, Germany	88045
3) Address for delivery of papers	Street/P.O. Box	House Number	City	Zip Code
	Ahad Ha'am Street	31	Tel-Aviv	65202
4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role)	Name	Position		Telephone Number
	Hagai Doron	Attorney S Horowitz & Co.		03 5670614
	Fax number	Email address		
	03 5660974	<u>hagaid@s-horowitz.co.il</u>		
	Street/P.O. Box	House Number	City	Zip Code
	Ahad Ha'am Street	31	Tel-Aviv	65202
5) Other parties to the merger transaction	<ol style="list-style-type: none"> The Sellers in this transaction are: DaimlerChrysler AG ("DC"), DaimlerChrysler North America Holding Corp., DaimlerChrysler UK Holding plc., and DaimlerChrysler South Africa (Pty.) Ltd (all fully owned subsidiaries of DC). The formal purchasing entities are Camulos Vermögensverwaltung GmbH and Teutates Vermögensverwaltung GmbH, both were specifically incorporated for the purpose of the purchase and have no prior assets or activities. Both purchasers are fully owned and controlled by EQT fund IV, which is managed by EQT IV Limited ("EQT"). Target is DC's Off-Highway business division comprised, inter alia, by MTU-F (which is also the person filing this merger notice). MTU-F is a fully owned subsidiary of DC. 			

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.
- ☒ The principle assets of the company are being acquired in the transaction
 - ☒ The acquiring company is acquiring shares worth more than one-quarter of the capital value of the issuer in the transaction
 - ☒ More than one-quarter of the voting power in the acquired company is being acquired in the transaction
 - ☒ The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction
 - ☒ The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction
 - ☐ Due to another transaction, the extent of holdings will pass the level established in the Law
 - ☐ 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.
- ☐ After the merger, the share of the merging companies, including related persons, will exceed one-half of:
 - ☐ The manufacture of an asset or service
 - ☐ The sale of an asset or service
 - ☐ The purchase of an asset or service
 - ☐ The marketing of an asset or service

Said asset/service is:
 - ☒ The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 150 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS)
 - ☐ One of the merging companies (or a person controlling or controlled by it) is a monopolist as defined in the Restrictive Trade Practices Law
- The name of the monopolist is:

The Merger Transaction**8) Highlights of the merger transaction**

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).

On 27 December 2005, EQT and DC entered into an agreement (attached as Annex [A]) whereby EQT is to purchase the DC Off-Highway business. The transaction involves shares transfer and acquisition of certain assets which are all conditional on each other and form parts of the same transaction.

The DC Off-Highway business ("Target") to be globally acquired by EQT includes the following undertakings and activities:

- (i) 100% of the shares and voting rights of MTU-F Group²;**
- (ii) 100% of the shares and voting rights of certain subsidiaries of DC acting as distribution and marketing units for the MTU-F Group, i.e. MTU South Africa Pty Ltd, MTU Japan Co Ltd, MTU France SAS, MTU Detroit Diesel UK Ltd and MTU Drive Shafts LLC ("DC Sales Subsidiaries")³;**
- (iii) The off highway business activities of Detroit Diesel Corporation, including 100 % of the shares and votes of Detroit Diesel Distribution Centre B.V. NL and Detroit Diesel (Suisse) AG as well as certain assets, liabilities, obligations and commitments;**
- (iv) The sales and distribution organisation of CVD Off-Highway, including, the transfer of 25 employees, certain supply, service and other agreements relating to said activity.**

² MTU Australia Pty Ltd, a wholly owned subsidiary of MTU Friedrichshafen GmbH, will within the framework of the intended transaction increase its current shareholding in MTU DDA from 21% to 50% by purchasing these additional shares from DaimlerChrysler which will hold the remaining 50% of the shares.

³ Certain of the DC Sales Subsidiaries will be subject to group internal restructuring measures, which will take place prior to closing, in order to enable the complete sale of all activities linked to the DC Off-highway business to take place. In particular Daimler Chrysler will sell and transfer the shares in MTU France SAS and MTU Japan Co Ltd to MTU-F Group prior to closing. MTU South Africa, MTU Detroit Diesel UK and MTU Drive Shafts LLC will remain separate from the MTU-F Group.

The acquisition is valued at approximately EUR 1.6 billion.

In Israel, Target's activities are carried out by a local subsidiary of MTU-F – MTU Detroit Diesel Israel Ltd. ("MTU DD Israel") – which acts as a distributor. MTU DD Israel handles the governmental sales for military programs (promoting sales for the Israel Shipyards Ltd. and Israel Aircraft Industries Ramda Division in BeerSheva, IMI tank export program).

Furthermore, MTU DD Israel co-ordinates the overall service business activities in Israel for commercial and military applications.

MTU DD Israel has a service dealer agreement with Diesel Engineering Ltd. (not part of Target), which provides services on behalf of MTU DD Israel for commercial applications and also sells engines for these applications.

For EQT, the transaction is a purely financial investment, which corresponds to its objectives as a private equity investment firm. The acquired business fits well into EQT's strategy to invest in high-quality companies with significant growth and development potential. For DC the divestiture of its Off-Highway business activities is part of its strategic to concentrate on its core competence in the on-highway markets.

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.

The prime activity of the Target Business is the development, manufacturing and distribution of mid-sized and large high-speed diesel engines for off-highway applications such as marine, industrial, power generation⁴ and defense applications.

The diesel engine business is also complemented, globally, by the manufacture and sale of propulsion systems, injection systems, fuel cells and electronic monitoring, control systems and drive shafts.⁵

In Israel, DC's OFF-Highway business includes the sale and service of diesel engines for marine, power generation and industrial.

Most diesel engines for commercial use are imported to Israel by OEMs and the military equipment via FMS (Foreign Military Sales from US). Within this equipment diesel engines from DC-Off-Highway business are sometimes installed but do not constitute any sales on the Israeli market.

In 2004 no direct engine delivery into Israel was made by the Target. The Target only had activities with accessories, spare parts and services in Israel during 2004.

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

⁴ In addition to the sales of diesel engines for power generation applications, the Target also to a minor extent sells gas engines for power generation applications (the total worldwide sales for gas engines only amounted to around ERU 6 million). Gas engines are manufactured by the same components as diesel engines but are using another injection system due to the different fuel type.

⁵ The propulsion systems (which often include gas turbines, bought from third parties) and electronic monitoring and control systems are an integrated part of the diesel engines and not sold separately to third parties. The fuel cell activity is insignificant since it is a start-up product. The injection systems are both sold as an integrated part of the diesel engines and sold to third parties. Drive shafts are manufactured and sold to manufacturers of passenger cars and lightweight commercial vehicles. Neither injection systems nor drive shafts were sold to third parties in Israel during 2004.

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><i>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).</i></p> <p><i>Note also the basis for the quantitative estimates (market survey, Central Bureau of Statistics data, estimation).</i></p> <p>EQT is not active in OFF-Highway business in Israel or on a global level.</p> <p>As indicated in section 10 above, in 2004 no direct engine delivery into Israel was made by the Target. Total engine sales (according to IESG - International Engine Statistics Group) in Israel during 2004 was 164 Engines.</p> <p>The Israeli market share for Target is on the market for diesel engines 0 %. Also if one would consider different applications, i.e. Off-Highway diesel engines divided into marine, industrial, power generation and defense, the market share of Target would be 0 % for 2004.</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> <p>N/A – EQT is not active in the Off-Highway business.</p> <p>Target's largest competitors on the market for Off-Highway applications in Israel are: Caterpillar (70%); Deutz (10%); and Cummins (10%).</p>

Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption**This part should be completed only by someone whose merger transaction includes ancillary restraints****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	<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 Vice President Corporate Development respectively Senior Manager Affiliates and Cooperation Management 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 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. <p>Date: <u>10.01.2006</u></p> <p>Name of the company: MTU Friedrichshafen GmbH.</p> <p><i>Jost Frank</i> Vice President Corporate Development</p> <p>MTU Friedrichshafen GmbH 88040 Friedrichshafen</p> <p>Name and Title of Authorised Signatory: Hubert M Schuh</p> <p>Company Signature: _____</p> <p><i>H. M. Schuh</i> Senior Manager Affiliates and Cooperation Management</p>

Regulation 4(b)

**Declaration Accompanying Notice of Merger by Way of Cross-Reference
– N/A.**

We, the undersigned, authorized managers of the Company AIR (hereinafter “**the Company**”), which seeks to merge with Koninklijke SKY NV, 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 [COMPLETE] (hereinafter “the new merger”).
4. Mark 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: _____