

## 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 כלהלן:

| מס' המיזוג | שמות החברות המתמזגות       | העיסוק העיקרי של החברות המתמזגות |
|------------|----------------------------|----------------------------------|
| 7474       | רוטקס (1980) בע"מ          | מוצרי הלבשה                      |
|            | גילון הלבשת ספורט בע"מ     | מוצרי הלבשת ספורט                |
|            | גבור ספורט אקטיב וויר בע"מ | מוצרי הלבשת ספורט                |

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](http://www.antitrust.gov.il).

י' באלול התשס"ח (10 בספטמבר 2008)

(חמ 2156-3)

בועז גולן

ממלא מקום הממונה על הגבלים עסקיים

<sup>1</sup> ס"ח התשמ"ח, עמ' 128.

## הודעה על מיזוג חברות

לפי חוק ההגבלים העסקיים, התשמ"ח-1988

בהתאם לסעיף 21(ב) לחוק ההגבלים העסקיים, התשמ"ח-1988, אני מודיעה על:

(1) הסכמתי לאישור של המיזוגים שלהלן:

| מס' המיזוג | שמות החברות המתמזגות   | העיסוק העיקרי של החברות המתמזגות |
|------------|--|----------------------------------|
| 7484       | מבשלות בירה ישראל בע"מ   | בירה ומשקאות חריפים וקלים        |
|            | גת גבעת חיים, אגודה שיתופית לשימורי תוצרת חקלאית בע"מ                    | נקטרים                           |
|            | פריגת ניהול 2001 בע"מ  | משקאות בטעם פרי                  |
| 7488       | נספרסו ישראל בע"מ  | קפה                              |
|            | פי.סי.אס פרמיום קופיסרוויס בע"מ  | מכונות קפה                       |
| 7489       | דיאסורין בע"מ  | ציוד רפואי                       |
|            | פארמטרייד בע"מ   | פעילות בתחום אלייזה              |
|            | פארמטוב בע"מ   | פעילות בתחום אלייזה              |
| 7498       | אמפא קפיטל קאר לים בע"מ  | ליסינג מימוני לרכבים             |
|            | מטיס קפיטל ליסינג שותפות רשומה   | השכרת רכב בהסכמי ליסינג          |
| 7499       | שניב תעשיות נייר בע"מ  | נייר ומוצריו                     |
|            | הגביע מוצרים לשימוש חד-פעמי בע"מ   | כלים חד-פעמיים                   |
| 7501       | תדיראן טלקום שרותי תקשורת בישראל שותפות מוגבלת                           | תקשורת                           |
|            | אפקון תעשיות בע"מ  | מערכות חשמל בקרה ותוכנה          |
| 7505       | Invitrogen Corporation<br>Applied Biosystems Inc-Atom<br>Acquisition LLC | ביוטכנולוגיה<br>ביוטכנולוגיה     |
| 7508       | מגדל ניהול השקעות 2001 בע"מ  | ביטוח                            |
|            | מגדל שוקי הון (1965) בע"מ  | קרנות נאמנות וקופות גמל          |

<sup>1</sup> ס"ח התשמ"ח, עמ' 128.

| מס' המיזוג | שמות החברות המתמזגות                | העיסוק העיקרי של החברות המתמזגות |
|------------|-------------------------------------|----------------------------------|
| 7509       | פסגות בית השקעות בע"מ               | קופות גמל                        |
|            | מגן חברה לניהול קרנות פנסיה בע"מ    | קן פנסיה וקופות גמל              |
| 7511       | דיסקונט ישראל שוקי הון והשקעות בע"מ | ניהול קרנות הון סיכון            |
|            | מניף שירותים פיננסיים בע"מ          | מימון פרויקטים לבניה             |
| 7517       | אמיליה פיתוח בע"מ                   | דטרגנטים                         |
|            | אינרום תעשיות בע"מ                  | חברת אחזקות                      |

2. הסכמתי לתיקון תנאי של המיזוג כלהלן:

| מס' המיזוג | שמות החברות המתמזגות        | העיסוק העיקרי של החברות המתמזגות |
|------------|-----------------------------|----------------------------------|
| 7158       | טרפלס קומפאונדס (1994) בע"מ | ייצור תערובות PVC                |
|            | כפרית תעשיות (1993) בע"מ    | ייצור תרכיבים ותערובות PVC       |

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](http://www.antitrust.gov.il).  
כ"ה באלול התשס"ח (25 בספטמבר 2008)  
(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 מודיע על הסכמתי לאישור של המיזוגים שלהלן:

| מס' המיזוג | שמות החברות המתמזגות              | העיסוק העיקרי של החברות המתמזגות |
|------------|-----------------------------------|----------------------------------|
| 7506       | גלר-נסיס שירותי שיווק ופרסום בע"מ | פרסום                            |
|            | פרסום פובליסיס אריאלי 2000 בע"מ   | פרסום                            |

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](http://www.antitrust.gov.il).  
כ"ה באלול התשס"ח (25 בספטמבר 2008)  
(חמ 2156-3)

בועז גולן  
ממלא מקום הממונה על הגבלים עסקיים

<sup>1</sup> ס"ח התשמ"ח, עמ' 128.

### הודעה על פטור מאישור הסדר כובל

לפי חוק ההגבלים העסקיים, התשמ"ח-1988

בתוקף סמכותי לפי סעיף 14 לחוק ההגבלים העסקיים, התשמ"ח-1988 (להלן – החוק), ולאחר התייעצות עם הוועדה לפטורים ולמיזוגים, אני מודיעה כי ביום כ"ח בסיוון התשס"ח (1 ביולי 2008) החלטתי לפטור את הצדדים להסדר מהחובה לקבל את אישור בית הדין להסדרים כובלים שפרטיהם כלהלן:

<sup>1</sup> ס"ח התשמ"ח, עמ' 128; התש"ס, עמ' 113.

7505

## תיק עיון

|      |  |  |
|------|--|--|
| 7158 | טרפלקס קומפאונדס (1994) בע"מ<br>כפרית העשיות (1993) בע"מ | יצור הערבות PVC<br>יצור תרכובים הערבות PVC |
|------|--|--|

המרכז של מיוזי תחברת אותך לעיון הציבור במשרד רשות החבלים העסקים, רחוב כנפי נשרים 22, ירושלים, בשעות העבודה חוצלות ובאתר האינטרנט של הרשות: [www.antitrust.gov.il](http://www.antitrust.gov.il)

רונית קו  
הממונה על הנבלים עסקיים

ירושלים, בי"ח אלול, תשס"ח  
25 ספטמבר, 2008



## רשות ההגבלים העסקיים

### הודעה על מיזוג חברות

לפי חוק ההגבלים העסקיים התשמ"ח – 1988

בהתאם לסעיף 21 (ב) לחוק ההגבלים העסקיים, התשמ"ח 1988<sup>1</sup> אני מודיעה על:

א. הסכמתי לאישור של המיזוגים כלהלן:

| מס' מיזוג | שמות החברות המתמזגות  | העיסוק העיקרי של החברות המתמזגות                         |
|-----------|---|--|
| 7484      | מבשלות בירה ישראל בע"מ<br>גת גבעת חיים, אגודה שיתופית לשימורי תוצרת<br>חקלאית בע"מ<br>פריגת ניהול 2001 בע"מ | בירה ומשקאות חריפים וקלים<br>נקטרים<br>משקאות בטעם פרי   |
| 7488      | נספרסו ישראל בע"מ<br>פי.סי.אס פרמיום קופיסרוויס בע"מ  | קפה<br>מכונות קפה  |
| 7489      | דיאסורין בע"מ<br>פארמטרייד בע"מ<br>פארמטוב בע"מ   | ציוד רפואי<br>פעילות בתחום אלייזה<br>פעילות בתחום אלייזה |
| 7498      | אמפא קפיטל קאר לים בע"מ<br>מטיס קפיטל ליסינג שותפות רשומה   | ליסינג מימוני לרכבים<br>השכרת רכב בהסכמי ליסינג          |
| 7499      | שניב תעשיות נייר בע"מ<br>הגביע מוצרים לשימוש חד פעמי בע"מ   | נייר ומוצריו<br>כלים חד פעמיים                           |
| 7501      | תדיראן טלקום שרותי תקשורת בישראל שותפות<br>מוגבלת<br>אפקון תעשיות בע"מ                                      | תקשורת<br>מערכות חשמל בקרה ותוכנה                        |
| 7505      | Invitrogen Corporation<br>Applied Biosystems Inc - Atom<br>Acquisition LLC                                  | ביוטכנולוגיה<br>ביוטכנולוגיה                             |

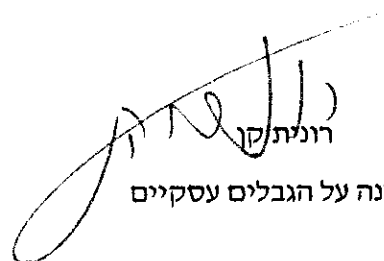
<sup>1</sup> ס"ח התשמ"ח, עמ' 128

|      |  |  |
|------|--|--|
| 7508 | מגדל ניהול השקעות 2001 בע"מ<br>מגדל שוקי הון (1965) בע"מ         | ביטוח<br>קרנות נאמנות וקופות גמל               |
| 7509 | פסגות בית השקעות בע"מ<br>מגן חברה לניהול קרנות פנסיה בע"מ        | קופות גמל<br>קרן פנסיה וקופות גמל              |
| 7511 | דיסקונט ישראל שוקי הון והשקעות בע"מ<br>מניף שרותים פיננסיים בע"מ | ניהול קרנות הון סיכון<br>מימון פרויקטים לבנייה |
| 7517 | אמיליה פיתוח בע"מ<br>אינרום תעשיות בע"מ                          | דטרגנטים<br>חברת אחזקות                        |

**ג. הסכמתי לתיקון תנאי של המיזוג כלהלן:**

|      |  |   |
|------|--|---|
| 7158 | טרפלקס קומפאונדס (1994) בע"מ<br>כפרית תעשיות (1993) בע"מ | ייצור תערובות PVC<br>ייצור תרכיזים ותערובות PVC |
|------|--|---|

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](http://www.antitrust.gov.il)

  
רונית קון  
הממונה על הגבלים עסקיים

ירושלים, כ"ה אלול, תשס"ח

25 ספטמבר, 2008



## רשות ההגבלים העסקיים

ירושלים, כ"ג אלול, תשס"ח

23 ספטמבר, 2008

מזג : 7505

בפקס : 03-7961320

בפקס : 03-6114220

לכבוד

בן ישראל, עו"ד

רחוב בגין 7

רמת גן 52681

לכבוד

מנחם פדר, עו"ד

שחר מילצין, עו"ד

כספי ושות'

רחוב יעבץ 33

תל אביב 65258

### הנדון : החלטה 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 :

Invitrogen Corporation

Applied Biosystems Inc

Atom Acquisition LLC

בברכה,

צפורה שחמו, עו"ד

רשות ההגבלים עסקיים



## רשות ההגבלים העסקיים

החלטה בתיק מזג 7505 : Invitrogen Corporation

Applied Biosystems Inc

Atom Acquisition LLC

בהתאם לסעיף 20 (ב) לחוק ההגבלים העסקיים התשמ"ח 1988 (להלן - "החוק"), ולאחר התייעצות עם הועדה לפטורים ולמיוזגים, אני מודיעה על הסכמתי לאישור המיזוג בין החברות כמפורט להלן<sup>1</sup>:

| מספר התיק | שמות החברות המתמזגות   |
|-----------|--|
| מזג 7505  | Invitrogen Corporation<br>Applied Biosystems Inc<br>Atom Acquisition LLC |

  
רונית של  
הממונה על הגבלים עסקיים

ירושלים, כ"ג אלול, תשס"ח

23 ספטמבר, 2008

<sup>1</sup> 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.

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

כל אדם העלול להיפגע מן המיזוג, איגוד עסקי או ארגון צרכנים רשאים להגיש ערר על החלטה זו תוך 30 ימים מיום שהודעה על ההחלטה 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  
החלטות

מועד ההתיעצות הטלפונית 23.9.08

מניעות: רונית קן מנועה במיזוג 7508: גלר-נסיס שירותי שיווק ופרסום בע"מ - פרסום

פובליסיס אריאלי 2000 בע"מ

בקשות מיזוג במסלול הירוק

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

| מס' תיק | הצדדים למיזוג  | כלכלן                             |
|---------|--|-----------------------------------|
| 7158    | טרפלס קומפאונדס (1994) בע"מ<br>כפרית תעשיות (1993) בע"מ  | קובי גולדברג<br>תיקון תנאי המיזוג |
| 7484    | מבשלות בירה ישראל בע"מ<br>גת גבעת חיים, אגודה שיתופית לשימורי תוצרת<br>חקלאית בע"מ פריגת ניהול 2001 בע"מ                                     | זהר פרידמן                        |
| 7488    | נספרסו ישראל בע"מ<br>פי.סי.אס פרמיום קופיסרוויס בע"מ   | אליאס עזם                         |
| 7489    | דיאסורין בע"מ<br>פארמטרייד בע"מ<br>פארמטוב בע"מ  | ארז רפאלי                         |
| 7498    | אמפא קפיטל קאר ליס בע"מ<br>מטיס קפיטל ליסינג שותפות רשומה  | אלי נור כליפזאדה                  |
| 7499    | שניב תעשיות נייר בע"מ<br>הגביע מוצרים לשימוש חד פעמי בע"מ  | רם עוזרי                          |
| 7501    | תדיראן טלקום שרותי תקשורת בישראל שותפות<br>מוגבלת<br>תדיראן טלקום שרותי תקשורת בישראל בע"מ<br>אפקון תעשיות בע"מ<br>רובומטיקס טכנולוגיות בע"מ | רועי רוזנברג                      |



|           |  |      |
|-----------|--|------|
|           | מן קפיטל השקעות בע"מ   |      |
| ארז רפאלי | Invitrogen Corporation<br>Applied Biosystems Inc - Atom Acquisition<br>LLC | 7505 |
| ארז רפאלי | גלר-נסיס שירותי שיווק ופרסום בע"מ<br>פרסום פובליסיס אריאלי 2000 בע"מ       | 7506 |
| אריה שטרן | מגדל ניהול השקעות 2001 בע"מ<br>מגדל שוקי הון (1965) בע"מ                   | 7508 |
| אלה בודמן | פסגות בית השקעות בע"מ<br>מגן חברה לניהול קרנות פנסיה בע"מ                  | 7509 |
| אריה שטרן | דיסקונט ישראל שוקי הון והשקעות בע"מ<br>מניף שירותים פיננסיים בע"מ          | 7511 |
| ארז רפאלי | אמיליה פיתוח בע"מ<br>אינרום תעשיות בע"מ                                    | 7517 |

#### החלטה

חברי הועדה ממליצים לאשר את בקשות המיזוג הנ"ל כאמור בחוות הדעת הכלכליות

#### בקשות פטור נלווה למיזוג

בפני חברי הועדה הוצגו בקשות הפטור וטיוטא של החלטות הממונה בבקשות כלהלן:

|             |   |      |
|-------------|---|------|
| סוריא בשארה | רוטקס (1980) בע"מ<br>גילון הלבשת ספורט בע"מ<br>גבור ספורט אקטיב וויר בע"מ | 7475 |
| אלכס נתנזון | שניב תעשיות נייר בע"מ<br>הגביע מוצרים לשימוש חד פעמי בע"מ                 | 7500 |

#### החלטה

חברי הועדה ממליצים לאשר את בקשות הפטור הנ"ל כאמור בחוות הדעת הכלכליות ובטיוטא של החלטות הממונה

בקשות פטור

בפני חברי הועדה הוצגו בקשות הפטור וטיוטא של החלטות הממונה בבקשות כלהלן:

|      |   |             |
|------|---|-------------|
| 7175 | טייר קלאב (ישראל) בע"מ<br>שמונים וששה בתי עסק לממכר צמיגים ולמתן<br>שירותים (לפי רשימה) | סוריא בשארה |
| 7435 | דגש גטר בע"מ<br>מוצרי דגש פלסטיקה בע"מ  | אלכס נתנזון |

החלטה

חברי הועדה ממליצים לאשר את בקשות הפטור הנ"ל כאמור בטיוטא של החלטות הממונה

| A General Information Concerning the Person Filing the Notice of Merger   |  |                               |              |                             |
|---|--|-------------------------------|--------------|-----------------------------|
| 1) The filing person is   | <input type="checkbox"/> The acquiring party in the merger<br><input checked="" type="checkbox"/> The acquired party in the merger |                               |              |                             |
| 2) Details concerning the filing person   | Filing Person  | Telephone Number              |              | Additional Telephone Number |
|   | Applied Biosystems Inc.  | +1 203 840 2900               |              | Not applicable              |
|   | Street/P.O. Box  | House Number                  | City         | Zip Code                    |
|   | Merritt 7  | 301                           | Norwalk, USA | CT 06851-1070               |
| 3) Address for delivery of papers   | Street/P.O. Box  | House Number                  | City         | Zip Code                    |
|   | Begin Street (21st Floor), Gibor Sport Tower   | 7                             | Ramat-Gan    | 52681                       |
| 4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role) | Name   | Position                      |              | Telephone Number            |
|   | Dalit Ben-Israel, Adv.   | Partner, Hermann, Makov & Co. |              | +972-3-611-4210             |
|   | Fax number   | Email address                 |              |                             |
|   | +972-3 611-4220  | dalit@hmlaw.co.il             |              |                             |
|   | Street/P.O. Box  | House Number                  | City         | Zip Code                    |
|   | Begin Street (21st Floor), Gibor Sport Tower   | 7                             | Ramat-Gan    | 52681                       |
| 5) Other parties to the merger transaction  | 1. Invitrogen Corporation ("Invitrogen")   |                               |              |                             |
|   | 2. Atom Acquisition LLC  |                               |              |                             |

| The Reason for Filing the Notice of Merger                                   |   |
|--|---|
| 6) The reasons by virtue of which the transaction is a "merger of companies" | <p>Mark all of the reasons by virtue of which the transaction is a "merger of companies" pursuant to section 1 of the Law.</p> <p><input type="checkbox"/> The principle assets of the company are being acquired in the transaction</p> <p><input checked="" type="checkbox"/> The acquiring company is acquiring shares worth more than one-quarter of the capital value of the issuer in the transaction</p> <p><input type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction</p> <p><input type="checkbox"/> The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction</p> <p><input type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction</p> <p><input type="checkbox"/> Due to another transaction, the extent of holdings will pass the level established in the Law</p> <p><input type="checkbox"/> Another reason, specify:</p>  |
| 7) The reasons giving rise to the obligation to file a "notice of merger"    | <p>Mark all the reasons set out in section 17(a) of the Law giving rise to the obligation to file a notice of merger.</p> <p><input type="checkbox"/> After the merger, the share of the merging companies, including related persons, will exceed one-half of:</p> <p><input type="checkbox"/> The manufacture of an asset or service</p> <p><input type="checkbox"/> The sale of an asset or service</p> <p><input type="checkbox"/> The purchase of an asset or service</p> <p><input type="checkbox"/> The marketing of an asset or service</p> <p>Said asset/service is:</p> <p><input type="checkbox"/> The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 150 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS)</p> <p><input checked="" 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: Applied Biosystems Inc. (ABI believes that its estimated share of sales in Israel may exceed 50% in relation to nucleic acid amplification instruments and DNA sequencers, short descriptions of which have been provided in Section D.9 below. There is no overlap in this market with the other party to the transaction, hence market share will not be affected by the merger).

ABI submits the relevant geographic market for the products concerned is not limited to Israel, as discussed below.

ABI is not sure that the manner of its sales in Israel amounts to local presence since the majority of sales are performed through a distributor and the remainder through its web site but for the avoidance of doubt the merger is notified.

C

## 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 11 June 2008, Applera Corporation (now known as Applied Biosystems, Inc.) entered into an Agreement and Plan of Merger with Invitrogen Corporation and Atom Acquisition, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Invitrogen whereby Applied Biosystems Inc. will merge with and into Atom Acquisition, LLC, with Atom Acquisition, LLC continuing as the surviving company and a direct wholly subsidiary of Invitrogen, and stockholders of Applied Biosystems Inc. will receive compensation for their shares of Applied Biosystems stock in the form of Invitrogen's common stock and cash.

Completion of the Transaction is conditional, inter alia, upon the approval of Invitrogen's and ABI's stockholders, and the receipt of relevant merger control approvals in, amongst other jurisdictions, the United States and the European Union. The US Hart-Scott-Rodino filing was made on 26 June 2008, and the statutory waiting period expired on 28 July 2008 at 11:59pm.

Invitrogen and ABI currently anticipate completion of the merger in October 2008.

Invitrogen produces and sells reagents used by academic and government research institutions and pharmaceutical and biotech companies worldwide in an effort to improve the human condition. The company supplies life science technologies for disease research, drug discovery and commercial bioproduction. Invitrogen's own research and development efforts are focused on innovation in all major areas of biological discovery including functional genomics, proteomics, stem cells and cell biology. Invitrogen was founded in 1987 and is headquartered in Carlsbad, California with a global turnover of USD 1.3 billion in 2007.

ABI is a global supplier of instrument-based systems, consumables, software, and services for academic research, the life science industry, and commercial markets. ABI commercialises innovative technology solutions for DNA, RNA, protein, and small molecule analysis. Customers across the disciplines of academic and clinical research, pharmaceutical research, and manufacturing, forensic DNA analysis, and agricultural biotechnology use ABI's products and services to accelerate scientific discovery, improve processes related to drug discovery and development, detect potentially pathogenic microorganisms, and identify individuals based on DNA sources. ABI has a comprehensive service and field applications support team for a global installed base of high-

performance genetic and protein analysis solutions. The Applied Biosystems business' principal operations are located in Foster City, California. ABI reported global sales of approximately Euro 1.6 billion during fiscal year 2007.

Both companies' products are supplied mainly to the life sciences research industry.

The Transaction will enable the merged entity to better compete in several rapidly growing areas such as applied markets and emerging geographies. The merged entity will also benefit from a broader and more extensive commercial organisation with talented and experienced employees and strong customer connections, enabling the merged entity to achieve an estimated global run rate of at least USD 50 million in annual operating income from revenue synergies through *inter alia* more effective sales operations by the third year of combination. The entity will also benefit from complementary R&D and new joint products. The Transaction is also expected to eliminate duplicate costs, generating a global run rate of approximately USD 125 million in reduced facility, overhead, R&D and raw material costs by the third year of the combination. These cost savings are expected to be realised through enhanced sourcing and logistic efficiencies; site rationalisation to achieve production scale; research and development optimisation and overhead synergies.

**D****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.*

**ABI's Activities in Israel**

ABI sells instruments, reagents and consumables for the biotechnology and genomic research fields and related services in Israel. These products can be further subdivided in:

**DNA sequencing instruments and reagents.** DNA sequencing is the process of determining the exact order of the base pairs (pairs of nucleotides) in a segment of DNA. In the classical sequencing method, sequencing is accomplished by isolating a piece of DNA, synthesizing partial copies of it such that each 'terminates' with a detectable label, arranging the partial copies by length, and then detecting the labels.

**Nucleic acid amplification reagents.** Nucleic acid amplification is the technology of amplifying (or copying) a segment of a nucleic acid (DNA or RNA), which is most commonly achieved through the use of the Polymerase Chain Reaction ("PCR"). There have been numerous extensions to this technique that each constitutes a next generation of the original PCR technique. The majority of the reagents used in the amplification process are standard, commoditized components and/or are widely licensed to a large number of competing suppliers.

**Nucleic acid amplification instruments.** Nucleic acid amplification instruments are generally called thermocyclers. They change and subsequently maintain the appropriate temperatures for each step of the amplification cycle. In some cases the instrument includes a camera that enables measurement of the amount of copies of the target sequence of the nucleic acid during the amplification process.

**Mass spectrometry.** Mass spectrometry is an analytical technique that identifies the chemical composition of a compound or sample on the basis of the mass-to-charge ratio of charged particles. The three essential functions of a mass spectrometer, and the associated components, are: (i) a small sample of compound is ionized, usually to cations (positively charged ions) by loss of an electron (the ion source); (ii) the ions are sorted and separated according to their mass and charge (the mass analyzer); and (iii) the separated ions are then detected and tallied, and the results are displayed on a chart (the detector).



**HID (human identification forensics) kits.** HID kits are pre-packaged set of reagents that allow researchers and lab technicians to perform identification studies for establishing paternity, identifying the remains of military personnel or accident victims, conducting anthropological research, establishing profiles for the purpose of a "criminals" databank, or conducting criminal investigations.

**Nucleic acid purification reagents.** Nucleic acid purification (isolation and purification) is the process of extracting pure DNA or RNA<sup>2</sup> material from a variety of sample types (blood, mammalian tissue, plant tissue, bacteria, etc.). Nucleic acid purification is the first step in many nucleic acid analyses, where DNA or RNA is extracted from the collected sample and prepared for downstream applications, including PCR (amplification), and DNA sequencing.

**Gene suppression/silencing reagents.** Gene silencing refers to RNA Interference ("RNAi") which is a mechanism that works by causing the degradation of transcripts for specific genes. RNAi is triggered in a cell by a complementary RNA molecule binding to the messenger RNA (mRNA) to cause degradation of the mRNA. In nature, these RNA molecules may come from viruses or may be part of the cell's own mechanism to inhibit the production of certain proteins at certain times. RNAi can also be artificially triggered by introducing double stranded RNA molecules where one strand is complementary to the mRNA target or by introducing a DNA vector that can produce complementary RNA molecules from within the cells. RNA interference is often used to study the function of genes. Again, different technologies exist to achieve gene suppression.

**Other products.** In addition to the above product categories, ABI supplies small quantities of several other products in Israel. These include 1) reagents for the study of microRNAs, RNA, and genotyping 2) consumables and instrument support for DNA and peptide synthesis, 3) assays for gene expression, and 4) various other instruments, reagents, and consumables related to life science research.

In Israel, ABI sells predominantly through a local distributor, Agentek. Agentek is only a buy/sell organization, which also distributes other manufacturers' products in Israel. On the rare occasion when an Israeli customer approaches ABI directly in the US or Europe (through ABI's web site), ABI sells directly to such customer in Israel.

**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

This is a worldwide transaction with limited effects in Israel.

<sup>2</sup> Deoxyribonucleic acid (DNA) is a nucleic acid that contains the genetic instructions used in the development and functioning of all known living organisms and some viruses. DNA is often compared to a set of blueprints or a recipe, since it contains the instructions needed to construct other components of cells, such as proteins and RNA molecules. The DNA segments that carry this genetic information are called genes. Ribonucleic acid (RNA) is very similar to DNA, but differs in a few important structural details. RNA is usually single stranded, while DNA is usually double stranded. RNA nucleotides contain ribose while DNA contains deoxyribose. There are multiple classes of RNA and their functions differ.

|   |  |
|---|--|
| <b>11) The share of the person filing the Notice of Merger in the overall activities that are the subject of the merger transaction</b> | <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>Based on ABI's insignificant sales in all of the overlap markets in Israel, ABI believes its share in each of nucleic acid purification and gene silencing reagent markets would be below 3% in Israel and its share in nucleic acid amplification reagents market would be ~10% in Israel, and that the Parties' combined shares in Israel would be below 25% in each such market.</p> <p>To facilitate the review of the proposed transaction by the present authority, ABI provides in Appendix 4 detailed information on the products (both overlap and non-overlap) that it supplies in Israel. This is a confidential Annex.</p> <p style="text-align: center;">•</p> |
| <b>12) Competitors</b>  | <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>Please see attached <u>Appendix 1</u> for a comprehensive list of competitors that ABI faces in each of the above product categories worldwide.</p>   |

| <b>N</b>   | <b>Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption</b><br><br>This part should be completed only by someone whose merger transaction includes ancillary restraints.   |
|--|---|
| <b>33) Restrictive arrangements for which an exemption is sought</b> | <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>(b) The restraints in the arrangement:</p> <p>(c) The goods/services to which the arrangement relates:</p> <p>(d) The term of the arrangement (including options to extend the term of the arrangement):</p> <p>Not applicable.</p> |
|  | <p>2. Describe the nature of the arrangements and the need for them:</p> <p>Not applicable.</p>   |
|  | <p>3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.</p> <p>Not applicable.</p>  |

## 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 Senior Vice President and 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: 10 September 2008

Name of the  
company

Applied Biosystems Inc.

Name and  
Title of  
Authorised  
Signatory

William B. Sawch  
Senior Vice President  
and General Counsel

Company  
Signature



**P****Regulation 4(b)****Declaration Accompanying Notice of Merger by Way of Cross Reference  
- N/A.**

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 [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

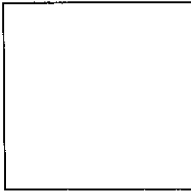
5. We know that the Antitrust Commissioner relies on this declaration for purposes of his review and determination with respect to the new merger and that our obligation it is to refer to information that was provided in the prior notice of merger only if it is correct as of the time of the review of 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: |

| General Information Concerning the Person Filing the Notice of Merger   |  |                         |   |                             |
|---|--|-------------------------|---|-----------------------------|
| 1) The filing person is   | <input type="checkbox"/> The acquiring party in the merger<br><input checked="" type="checkbox"/> The acquired party in the merger   |                         |   |                             |
| 2) Details concerning the filing person   | Filing Person  | Telephone Number        |   | Additional Telephone Number |
|   | Invitrogen Corporation ("Invitrogen")  | +1 760 603 7200         |   | Not applicable              |
| 3) Address for delivery of papers   | Street/P.O. Box  | House Number            | City                                    | Zip Code                    |
|   | Faraday Avenue<br>PO Box 6482  | 1600                    | Carlstad<br>California<br>United States | CA 92008                    |
| 4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role) | Street/P.O. Box  | House Number            | City                                    | Zip Code                    |
|   | Fountain Drive<br>Inchinnan Business Park  | Invitrogen Limited<br>3 | Paisley<br>Renfrewshire<br>Scotland     | PA4 9RF                     |
| 5) Other parties to the merger transaction  | Name   | Position                |   | Telephone Number            |
|   | Norman Menachem Feder<br>Caspi & Co.   | Partner                 |   | T: +972 3 796.1220          |
|   | Fax Number   | Email Address           |   |                             |
|   | F: +972 3 796.1320   | nmf@caspilaw.com        |   |                             |
| 6) The reasons by virtue of which the transaction is a "merger of companies"  | Street/P.O. Box (if different than above)  | House Number            | City                                    | Zip Code                    |
|   | 33 Yavetz Street   |                         | Tel Aviv, Israel                        | 65258                       |
| 7) The reasons giving rise to the obligation to file a "notice of merger"   | 1. <u>Applied Biosystems Inc ("ABI")</u>   |                         |   |                             |
|   | 2. <u>Atom Acquisition LLC (a vehicle created for the purpose of the transaction)</u>  |                         |   |                             |
|   | 3. <u>Ethrog Biotechnology Ltd. (an Israeli subsidiary of Invitrogen which engages in research and development activities as well as manufacturing activities in non-overlapping products market as described below)</u> |                         |   |                             |
|   |  |                         |   |                             |

| The Reason for Filing the Notice of Merger                                   |   |
|--|---|
| 6) The reasons by virtue of which the transaction is a "merger of companies" | <p>Mark all of the reasons by virtue of which the transaction is a "merger of companies" pursuant to section 1 of the Law.</p> <p> <input type="checkbox"/> The principle assets of the company are being acquired in the transaction<br/> <input checked="" type="checkbox"/> The acquiring company is acquiring shares worth more than one-quarter of the capital value of the issuer in the transaction<br/> <input type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction<br/> <input type="checkbox"/> The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction<br/> <input type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction<br/> <input type="checkbox"/> Due to another transaction, the extent of holdings will pass the level established in the Law<br/> <input type="checkbox"/> Another reason, specify:         </p>  |
| 7) The reasons giving rise to the obligation to file a "notice of merger"    | <p>Mark all the reasons set out in section 17(a) of the Law giving rise to the obligation to file a notice of merger.</p> <p> <input type="checkbox"/> After the merger, the share of the merging companies, including related persons, will exceed one-half of:           <ul style="list-style-type: none"> <li><input type="checkbox"/> The manufacture of an asset or service</li> <li><input type="checkbox"/> The sale of an asset or service</li> <li><input type="checkbox"/> The purchase of an asset or service</li> <li><input type="checkbox"/> The marketing of an asset or service</li> </ul>           Said asset/service is: -         </p> <p> <input type="checkbox"/> The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 150 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS)         </p> <p> <input checked="" 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 -

Applied Biosystems Inc (Invitrogen has been informed that ABI believes that its estimated share of sales in Israel may exceed 50% in relation to nucleic acid amplification instruments and DNA sequencers, short descriptions of which have been provided in Section D.9 below. There is no overlap in this market with Invitrogen, hence market share will not be affected by the merger).

Invitrogen submits the relevant geographic market for the products concerned is not limited to Israel, as discussed below.

|   | The Merger Transaction   |
|---|--|
| 8) Highlights of the merger transaction | <p>Summarize the nature of the business process involved in the merger transaction</p> <p><i>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).</i></p> <p>On 11 June 2008, Applera Corporation (now known as Applied Biosystems Inc.), a Delaware corporation ("ABI"), entered into an Agreement and Plan of Merger (the "<b>Merger Agreement</b>") with Invitrogen and Atom Acquisition LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Invitrogen. Under the Merger Agreement ABI will merge with and into Atom Acquisition LLC, with Atom Acquisition LLC as the surviving company and a direct wholly subsidiary of Invitrogen (the "<b>Transaction</b>"). Stockholders of Applied Biosystems Inc. will receive compensation for their shares of Applied Biosystems stock in the form of Invitrogen's common stock and cash.</p> <p>Completion of the Transaction is conditional, inter alia, upon the approval of Invitrogen's and ABI's stockholders, and the receipt of relevant merger control approvals in, amongst other jurisdictions, the United States and the European Union. The US Hart-Scott-Rodino filing was made on 26 June 2008, and the statutory waiting period expired on 28 July 2008 at 11:59pm.</p> <p>Invitrogen and ABI currently anticipate completion of the merger in October 2008.</p> <p>Invitrogen produces and sells reagents used by academic and government research institutions and pharmaceutical and biotech companies worldwide in an effort to improve the human condition. The company supplies life science technologies for disease research, drug discovery and commercial bioproduction. Invitrogen's own research and development efforts are focused on innovation in all major areas of biological discovery including functional genomics, proteomics, stem cells and cell biology. Invitrogen was founded in 1987 and is headquartered in Carlsbad, California with a global turnover of USD 1.3 billion in 2007.</p> <p>ABI is a global supplier of instrument-based systems, consumables, software, and services for academic research, the life science industry, and commercial markets. ABI commercialises innovative technology solutions for DNA, RNA, protein, and small molecule analysis. Customers across the disciplines of academic and clinical research, pharmaceutical research, and manufacturing, forensic DNA analysis, and agricultural biotechnology use ABI's products and services to accelerate scientific discovery, improve processes related to drug discover and development, detect potentially pathogenic microorganisms, and identify individuals based on DNA sources. ABI has a comprehensive service and field applications support team for a global installed base of high-performance genetic and protein analysis solutions. The Applied Biosystems business' principal operations are located in Foster City, California. ABI reported global sales of approximately Euro 1.6 billion during fiscal year 2007.</p> <p>Both companies' products are supplied mainly to the life sciences research industry.</p> <p>The Transaction will enable the merged entity to better compete in several rapidly growing areas such as applied markets and emerging geographies. The merged entity will also benefit</p> |



from a broader and more extensive commercial organisation with talented and experienced employees and strong customer connections, enabling the merged entity to achieve an estimated global run rate of at least USD 50 million in annual operating income from revenue synergies through *inter alia* more effective sales operations by the third year of combination. The entity will also benefit from complementary R&D and new joint products. The Transaction is also expected to eliminate duplicative costs, generating a global run rate of approximately USD125 million in reduced facility, overhead, R&D and raw material costs by the third year of the combination. These cost savings are expected to be realised through enhanced sourcing and logistic efficiencies; site rationalisation to achieve production scale; research and development optimisation; and overhead synergies.

#### **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.

Invitrogen will acquire all of ABI's business.

##### **ABI's Activities in Israel**

ABI sells instruments, reagents and consumables for the biotechnology and genomic research fields and related services in Israel. These products can be further subdivided in:

**DNA sequencing instruments and reagents.** DNA sequencing is the process of determining the exact order of the base pairs (pairs of nucleotides) in a segment of DNA. In the classical sequencing method, sequencing is accomplished by isolating a piece of DNA, synthesizing partial copies of it such that each 'terminates' with a detectable label, arranging the partial copies by length, and then detecting the labels.

**Nucleic acid amplification reagents.** Nucleic acid amplification is the technology of amplifying (or copying) a segment of a nucleic acid (DNA or RNA), which is most commonly achieved through the use of the Polymerase Chain Reaction ("PCR"). There have been numerous extensions to this technique that each constitutes a next generation of the original PCR technique. The majority of the reagents used in the amplification process are standard, commoditized components and/or are widely licensed to a large number of competing suppliers.

**Nucleic acid amplification instruments.** Nucleic acid amplification instruments are generally called thermocyclers. They change and subsequently maintain the appropriate temperatures for each step of the amplification cycle. In some cases the instrument includes a camera that enables measurement of the amount of copies of the target sequence of the nucleic acid during the amplification process.

**Mass spectrometry.** Mass spectrometry is an analytical technique that identifies the chemical composition of a compound or sample on the basis of the mass-to-charge ratio of charged particles. The three essential functions of a mass spectrometer, and the associated components, are: (i) a small sample of compound is ionized, usually to cations (positively charged ions) by loss of an electron (the ion source); (ii) the ions are sorted and separated according to their

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|  | <p>mass and charge (the mass analyzer); and (iii) the separated ions are then detected and tallied, and the results are displayed on a chart (the detector).</p> <p><b>HID (human identification forensics) kits.</b> HID kits are pre-packaged set of reagents that allow researchers and lab technicians to perform identification studies for establishing paternity, identifying the remains of military personnel or accident victims, conducting anthropological research, establishing profiles for the purpose of a "criminals" databank, or conducting criminal investigations.</p> <p><b>Nucleic acid purification reagents.</b> Nucleic acid purification (isolation and purification) is the process of extracting pure DNA or RNA<sup>2</sup> material from a variety of sample types (blood, mammalian tissue, plant tissue, bacteria, etc.). Nucleic acid purification is the first step in many nucleic acid analyses, where DNA or RNA is extracted from the collected sample and prepared for downstream applications, including PCR (amplification), and DNA sequencing.</p> <p><b>Gene suppression/silencing reagents.</b> Gene silencing refers to RNA Interference ("RNAi") which is a mechanism that works by causing the degradation of transcripts for specific genes. RNAi is triggered in a cell by a complementary RNA molecule binding to the messenger RNA (mRNA) to cause degradation of the mRNA. In nature, these RNA molecules may come from viruses or may be part of the cell's own mechanism to inhibit the production of certain proteins at certain times. RNAi can also be artificially triggered by introducing double stranded RNA molecules where one strand is complementary to the mRNA target or by introducing a DNA vector that can produce complementary RNA molecules from within the cells. RNA interference is often used to study the function of genes. Again, different technologies exist to achieve gene suppression.</p> <p><b>Other products.</b> In addition to the above product categories, ABI supplies small quantities of several other products in Israel. These include: 1) reagents for the study of microRNAs, RNA, and genotyping 2) consumables and instrument support for DNA and peptide synthesis, 3) assays for gene expression, and 4) various other instruments, reagents, and consumables related to life science research.</p> |
| <b>10) Location of the business activities</b> | <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> <p>This is a worldwide transaction with limited effects in Israel.</p>  |

<sup>2</sup> Deoxyribonucleic acid (DNA) is a nucleic acid that contains the genetic instructions used in the development and functioning of all known living organisms and some viruses. DNA is often compared to a set of blueprints or a recipe, since it contains the instructions needed to construct other components of cells, such as proteins and RNA molecules. The DNA segments that carry this genetic information are called genes. Ribonucleic acid (RNA) is very similar to DNA, but differs in a few important structural details. RNA is usually single stranded, while DNA is usually double stranded. RNA nucleotides contain ribose while DNA contains deoxyribose. There are multiple classes of RNA and their functions differ

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| <p><b>11) The share of the person filing the Notice of Merger in the overall activities that are the subject of the merger transaction</b></p> | <p>What is the share of the person filing the Notice of Merger in the overall sales, in quantity and financial terms, in each of the activities that is the subject of the merger transaction.<br/> 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).<br/> <b>Note also the basis for the quantitative estimates (market survey, Central Bureau of Statistics data, estimation).</b></p> <p>Based on Invitrogen's insignificant sales in all of the overlap markets in Israel, Invitrogen believes its share in nucleic acid amplification reagents would be below 6% in Israel, its share in gene silencing reagent markets would be below 1% in Israel, and its share in nucleic acid amplification purification market would be below 5% in Israel, and that the Parties' combined shares in Israel would be below 25% in each such market.</p> <p>Invitrogen's FY 2007 turnover is attached as <u><b>Annex 3</b></u> (confidentiality treatment required)</p> <p>There is no market information on a quantitative basis available even on a worldwide basis. The reagents are sold in various quantities (1ml, 5ml, etc.), there is therefore no way of calculating shares on a quantitative basis.</p> |
| <p><b>12) Competitors</b></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>Please see attached <u><b>Annex 1</b></u> for a comprehensive list of competitors that Invitrogen faces in each of the above product categories worldwide.</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

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

**Declaration**

|  |   |                                |  |  |   |
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| <b>34) Declaration</b>   | <p><b>Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information:</b></p> <p>I the undersigned, who serves in the position of General Counsel for Europe of the person filing the Notice of Merger, hereby declare as follows:</p> <ol style="list-style-type: none"> <li>I have been authorized to submit all required information to the Antitrust Authority in the framework of a Notice of Merger.</li> <li>No limitation has been imposed on me in providing complete and accurate information as required in the form of Notice of Merger.</li> <li>All of the information contained in the Notice of Merger is correct, complete and current, including the contents of Part N, above.</li> <li>The documents annexed to the Notice of Merger are correct and complete and do not lack any material information or exhibit (including transmittal letters and any written or oral understandings).</li> <li>I know that the General Director will use the information contained in the Notice and in its exhibits in deciding whether to approve the merger that is the subject of the Notice and I know and understand my obligation to provide correct, complete and current information to the Antitrust Authority.</li> </ol> <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;">           Date <u>September 10, 2008</u> </td> <td style="width: 50%;">           Name of the Company <u>Invlitrogen Corporation</u> </td> </tr> <tr> <td>           Name and Title of Authorized Signatory <u>Genoffir MacLeod</u> </td> <td>           Company Signature <u>Genoffir MacLeod</u> </td> </tr> </table> | Date <u>September 10, 2008</u> | Name of the Company <u>Invlitrogen Corporation</u> | Name and Title of Authorized Signatory <u>Genoffir MacLeod</u> | Company Signature <u>Genoffir MacLeod</u> |
| Date <u>September 10, 2008</u>                                 | Name of the Company <u>Invlitrogen Corporation</u>  |                                |  |  |   |
| Name and Title of Authorized Signatory <u>Genoffir MacLeod</u> | Company Signature <u>Genoffir MacLeod</u>   |                                |  |  |   |

- Confidential - The information in this part is confidential and shall not be filed in the Registry

## 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 \_\_\_\_\_

- Confidential – The information in this part is confidential and shall not be filed in the Registry