

הודעה על מיזוגי חברות

לפי חוק התחרות הכלכלית, התשמ"ח-1988

בהתאם לסעיף 21 (ב) לחוק התחרות הכלכלית, התשמ"ח-1988 –

א. אני מודיעה על הסכמתי לאישור המיזוגים כלהלן:

מס' מיזוג	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
2020-074471	Fiat Chrysler Automobiles N.V Peugeot S.A	ייצור, מכירה ושיווק של כלי רכב ייצור, מכירה ושיווק של כלי רכב
2020-076329	פורמולה מערכות (1985) בע"מ אופק צילומי אוויר (1987) בע"מ אופק מערכות צילום (1995) בע"מ אהוד ישעיהו פרידלנדר	שירותי ייעוץ תוכנה צילומי אוויר, מדידות ומידע גאוגרפי
2020-076407	עגש אחזקות והשקעות בע"מ תואם יבוא ויצוא אגש"ח בע"מ וי. איי משלחים בע"מ די.בי.אס. איי השקעות בע"מ בר.י.ן השקעות בע"מ	שילוח בין-לאומי שילוח בין-לאומי שילוח בין-לאומי
2020-076788	משקי הקיבוצים אגודה שיתופית חקלאית בע"מ גירון פיתוח ובניה בע"מ נכסי הדריס בע"מ	אחזקות נדל"ן מניב נדל"ן מניב
2020-076888	אלסמד פתרונות רפואיים בע"מ לביא מדטק בע"מ	מתן פתרונות מותאמים פרטנית לכל סוגי המיתקנים הרפואיים ייצוג חברות פארמה בישראל
2020-077899	סינודן בע"מ אלקטרוידן סחר בע"מ	ייבוא, שיווק והפצה של מוצרי חשמל ייבוא, שיווק והפצה של מוצרי חשמל
2020-078132	מאיר חברה למכונות ומשאיות בע"מ קווים תחבורה ציבורית בע"מ	תחומים שונים בעולם הרכב שירותי תחבורה ציבורית
2020-081591	תעשיות רדימיקס (ישראל) בע"מ בטון העמק שותפות כללית אחים שרבט תחבורה והובלה בע"מ	ייצור בטון ייצור בטון
2020-081752	ריט 1 בע"מ אלה ר. נכסים ואחזקות (1994) בע"מ איסתא מלונות בע"מ	נדל"ן מניב נדל"ן מניב תחום המלונאות

ב. אני מודיעה על הסכמתי לאישור המיזוג בתנאים כלהלן:

מס' מיזוג	שמות החברות המתמזגות	העיסוק העיקרי של החברות המתמזגות
2019-060337	Danaher Corporation General Electric Company GE Healthcare Life Sciences Biopharma	ייצור, שיווק והפצה של ציוד רפואי ותרופות ייצור, טכנולוגיה ושירותים במגוון תחומים

המיזוג אושר בכפוף למילוי התנאים שהטילה הנציבות האירופאית בעניין; במסגרת זו חלק מהפעילויות של החברה הנרכשת יימכרו לצד שלישי.

המרשם של מיזוגי החברות פתוח לעיון הציבור במשרדי רשות התחרות, רח' עם ועולמו 4, ירושלים, בשעות העבודה הרגילות ובאתר האינטרנט של הרשות: www.competition.gov.il.

י"א בניסן התש"ף (5 באפריל 2020)

(חמ 2156-3-101)

מיכל הלפרין

הממונה על התחרות

¹ ס"ח התשמ"ח, עמ' 128; התשע"ט, עמ' 246.

ירושלים, ב"ג אדר, תש"ף
19 מרץ, 2020

מזג: 060337-2019

בדוא"ל: teyal@fbclawyers.com
zschwartz@fbclawyers.com
sbrown@fbclawyers.com

לכבוד

עו"ד טל אייל-בוגר
עו"ד זיו שוורץ
עו"ד שני בראון
פישר בכר חן וול אוריון ושות'

הנדון: החלטה על מיזוג חברות

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

Danaher Corporation

General Electric Company

GE Healthcare Life Sciences Biopharma

בכבוד רב,

אנג'לה טטרוואשוילי
מנהלת לשכת הממונה

Danaher Corporation
General Electric Company
GE Healthcare Life Sciences Biopharma

החלטה בתיק מזג 2019-060337:

בהתאם לסעיף 20 (ב) לחוק התחרות הכלכלית, התשמ"ח – 1988, ולאחר התייעצות עם הועדה לפטורים ולמיזוגים, אני מודיעה על הסכמתי לאישור המיזוג בין החברות כמפורט להלן:

מספר התיק	שמות החברות המתמזגות
מזג 2019-060337	Danaher Corporation General Electric Company GE Healthcare Life Sciences Biopharma

הסכמתי למיזוג ניתנת בכפוף לתנאים להלן:

1. בתנאים אלה יהיו למונחים הבאים המשמעות המופיעה בצידם:

"החברות המתמזגות" – Danaher Corporation, General Electric Company ו- GE Healthcare Life Sciences Biopharma;
"הממונה" – הממונה על התחרות;

¹ אישור זה לבקשת המיזוג, ניתן על-פי הנתונים שהוגשו לממונה ואין בו משום מתן הכשר או אישור, מבחינת דיני התחרות, 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 כדיון, ואין בו כדי למנוע מהממונה על התחרות (להלן הממונה) לנקוט בכל הליך כנגד צד כאמור, על פי החוק.

האישור ניתן על בסיס ההנחה כי הצדדים למיזוג הביאו לידיעת רשות התחרות 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 התחרות הכלכלית, התשמ"ח-1988, או מכל תנאי, הוראה, צו או חיוב אחר שחל על מי מהצדדים למיזוג מכוח דיני התחרות.

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 עיתונים יומיים. הגשת ערר על עצם ההחלטה או הגשת ערר על תנאי מתנאיה משמעה שבית הדין רשאי לאשר את החלטה הממונה, לבטלה או לשנותה.

"ההתחייבויות" – Case M.9331 – Commitments to the European Commission

— **Danaher/GE Healthcare Life Sciences Biopharma** מיום 10.12.2019, שצורפו להחלטת ה-European Commission בעניין החברות המתמזגות מיום 18.12.2019 ואשר מצורפות להחלטה זאת כנספח א'.

2. החברות המתמזגות יקיימו במלואן את ההתחייבויות.
3. על אף האמור בסעיף 2, שינוי בהתחייבויות שאינו מהותי לא ידרוש את אישור הממונה מראש, בכפוף לאמור להלן:
 - א. החברות המתמזגות יודיעו לממונה על השינוי מראש ובכתב.
 - ב. יחלוף שבוע ימים מיום הודעת החברות המתמזגות לממונה כאמור בסעיף קטן א. לעיל והממונה לא תודיע עד לאותו מועד כי נדרש אישורה לשינוי.
4. התעורר ספק בדבר תחולת התנאים פרשנותם או דרך יישומם, יובא הדבר להכרעת הממונה.

מיכל הלפרין
הממונה על התחרות

ירושלים, כ"ג אדר, תש"ף

19 במרץ, 2020

הוועדה לפטורים ולמיזוגים

המלצות

מועד הדיון: 22.01.2020

מקום הדיון: רשות התחרות, רח' עם ועולמו 4, ירושלים

בקשת מיזוג במסלול צהוב

בפני חברי הוועדה הוצגה בקשת מיזוג וחוות הדעת של מחלקת שווקים בדלקמן:

מס' תיק	הצדדים למיזוג
2019-070901	כרמל פרנקל אינד בע"מ קרטוניץ מערכות אריזה בע"מ

החלטה:

חברי הוועדה ממליצים לאשר את בקשת המיזוג על סמך חוות הדעת של מחלקת שווקים.

בקשות מיזוג במסלול ירוק

בפני חברי הוועדה הוצגו בקשות מיזוג וחוות הדעת של מחלקת שווקים בדלקמן:

מס' תיק	הצדדים למיזוג
2019-060337	Danaher Corporation General Electric Company
2019-073179	א.ג. גילרו בע"מ גרין לנטרן, 5 שותפות מוגבלת
2020-073397	עוף טוב (שאן) בע"מ עוף פנדי בע"מ משמר העמק אגש"ח בע"מ
2020-073686	"דלק" חברת הדלק הישראלית בע"מ קורז גז חיפה בע"מ

החלטה:

חברי הוועדה ממליצים לאשר את בקשות המיזוג על סמך חוות הדעת של מחלקת שווקים.

בקשת פטור

בפני חברי הוועדה הוצגה בקשת פטור של מחלקת שווקים כדלקמן:

מס' תיק	הצדדים להסדר כובל
2019-073128	נובל אנרג'י מדיטרניאן לימיטד דלק קידוחים-שותפות מוגבלת ישראלמקו נגב 2 שותפות מוגבלת דור חיפוש גז-שותפות מוגבלת תמר פטרוליום בע"מ אוורסט תשתיות שותפות מוגבלת או. פי. סי חדרה בע"מ
2019-073132	נובל אנרג'י מדיטרניאן לימיטד דלק קידוחים-שותפות מוגבלת ישראלמקו נגב 2 שותפות מוגבלת דור חיפוש גז-שותפות מוגבלת תמר פטרוליום בע"מ אוורסט תשתיות שותפות מוגבלת או. פי. סי רותם בע"מ

החלטה:

חברי הוועדה ממליצים ליתן פטור על סמך טיוטת הפטור של מחלקת שווקים.

NOTICE OF MERGER

Form 2

Regulations 3(a) and 4(a) and (b)

Terms appearing in this form shall bear the definitions contained in the Restrictive Trade Practices Law, 5748-1988 (hereinafter "**the Law**" or the "**Restrictive Trade Practices Law**") and in the Restrictive Trade Practices Regulations (General Instructions and Definitions), 5761-2001¹ (hereinafter – the "**Regulations**"), unless defined otherwise.

- **Definitions of terms in this form:**

- **"Person filing the Notice of Merger"** – including person related to him.
- **"Person related to person filing the Notice of Merger"** – Person who controls the person filing the notice of merger, entity controlled by the person filing the Notice of Merger and every entity controlled by any of them.
- **"Control"** – as defined in section 1 of the Law.
- **"Firm"** – including person related to the firm.
- **"A merger with horizontal aspects"** – a merger of firms that manufacture, market, distribute or supply substitute goods as defined in the Regulations (hereinafter also – horizontal merger).
- **"A merger with vertical aspects"** – a merger of firms that operate on different levels of the chain of the manufacture, marketing and sale of goods (hereinafter also – vertical merger).
- **"Conglomerate merger"** – a merger that does not have a horizontal or vertical aspect.
- Section headings in this form are for convenience only and shall not be used in the interpretation of this form.

¹Regulations, 5761, p. 658.

**INSTRUCTIONS FOR COMPLETION
WHAT IS REQUIRED TO COMPLETE THE FORM?**

This notice of merger form contains different requests for information depending on the type of merger for which the notice is being filed:

- If the merger transaction has horizontal aspects, complete Parts A through G, I, K through M.
- If the merger transaction has vertical aspects, complete Parts A through F, H and I, K through M.
- If the merger is conglomerative, complete Parts A through D, J through M.
- If the merger has horizontal and vertical aspects, complete parts relevant to both types of mergers.

One may refer to a prior notice if it was filed during the last twelve months and if the particulars provided in that notice are correct as of the time of the filing of this notice. Make the reference by completing the annexed declaration appearing on page 10.

If the merger transaction includes a restrictive arrangement that requires an exemption – complete Part N instead of filing a separate request for an exemption.

If the information required does not fit the space provided in the form, attach response pages that refer clearly to the corresponding parts and sections.

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

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. <input checked="" type="checkbox"/> The acquired party in the merger.			
2) Details concerning the filing person	Filing Person: General Electric Company ("GE")			
	Telephone Number: +44 207 302 6200			
	Additional Telephone Number:			
	Address:			
	Street/P.O. Box Farnsworth Street	House Number 41	City Boston, USA	Zip Code Massachusetts 02210
3) Address for delivery of papers	Street/P.O. Box Ahad Ha'am	House Number 31	City Tel-Aviv	Zip Code 6520204
4) Contact person on behalf of person filing the notice (attorney, accountant or any other person filling the role)	Name: Mr. Hagai Doron, Adv. S. Horowitz & Co.			
	Position: Representing GE as its local counsel for the purpose of this filing.			
	Telephone Number: 03-5670700			
	Fax Number: 03-5660974			
	Email address: hagaid@s-horowitz.com			
	Address (if different than above):			
	Street/P.O. Box	House Number	City	Zip Code
5) Other parties to the merger transaction	The acquiring party: Danaher Corporation (" DHR ") (together with GE Healthcare Life Sciences Biopharma (" GE BioPharma ") ² : the " Parties ").			

² GE BioPharma is the GE line of business acquired by DHR.

B	The Reason for Filing the Notice of Merger
6) The reasons by virtue of which the transaction is a “merger of companies”	<p>Mark all of the reasons by virtue of which the transaction is a “merger of companies” pursuant to section 1 of the Law.</p> <ul style="list-style-type: none"> <input type="checkbox"/> The principle assets of the company are being acquired in the transaction <input checked="" type="checkbox"/> The acquiring company is acquiring shares worth more than one-quarter of the capital value of the issuer in the transaction <input checked="" type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction <input checked="" type="checkbox"/> The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction <input checked="" type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction <input type="checkbox"/> Due to another transaction, the extent of holdings will pass the level established in the Law <input type="checkbox"/> Another reason, specify: <hr/> <hr/>
7) The reasons giving rise to the obligation to file a “notice of merger”	<p>Mark all the reasons set out in section 17(a) of the Law giving rise to the obligation to file a notice of merger.</p> <ul style="list-style-type: none"> <input type="checkbox"/> After the merger, the share of the merging companies, including related persons, will exceed one-half of: <ul style="list-style-type: none"> <input type="checkbox"/> The sale of an asset or service <input type="checkbox"/> The purchase of an asset or service <p>Said asset/service is: <hr/> </p> <ul style="list-style-type: none"> <input checked="" type="checkbox"/> The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 360 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS) <input type="checkbox"/> One of the merging companies (or a person controlling or controlled by it) is a monopolist as defined in the Restrictive Trade Practices Law <p>The name of the monopolist is:</p>

C	The Merger Transaction
8) Highlights of the merger transaction	<p>Summarize the nature of the business process involved in the merger transaction. Provide a general picture of the transaction and its goals (for example, entering into a new area of operation by acquiring a majority/minority holding in an existing company, acquiring operations that will complement existing operations, expanding operations in a particular market, etc.). Also note the means of the acquisition (cash, exchange of shares, combination).</p> <p>On February 25, 2019, DHR and GE entered into an Equity and Asset Purchase Agreement under the terms of which DHR will acquire GE BioPharma for approximately USD 21.4 billion (the “Proposed Transaction”).</p>

D	Business and Areas of Activity that are the Subject of the Merger Transaction³
9) The business activity	<p>Describe briefly the lines of business that are the subject of the merger transaction. You should provide a summary description of the areas of activity that are being acquired/sold in the framework of the merger. For example: manufacture and sales of CDs, book publishing, movie production.</p> <p>GE BioPharma supplies instruments, consumables, and software that support the research, discovery, process development and manufacturing workflows of biopharmaceutical drugs. <i>Inter alia</i>, GE BioPharma operates in Israel in the following fields of activity:</p> <ol style="list-style-type: none"> 1. Cell Culture; <ol style="list-style-type: none"> a. Cell culture sera; b. Cell culture media; 2. Microcarriers; 3. Single Use Technologies (“SUT”): <ol style="list-style-type: none"> a. SUT Connectors; b. SUT Rocking bioreactors; c. SUT Stirred tank bioreactors; 4. Chromatography; <ol style="list-style-type: none"> a. Skids/Columns; <ol style="list-style-type: none"> i. Conventional Low-Pressure Liquid Chromatography (“LPLC”) (non-SUT) Skids (“Conventional Skids”); ii. Conventional LPLC (non-SUT, non-prepacked) Columns (“Conventional Columns”); iii. LPLC pre-packed columns (“Pre-packed Columns”); b. Resins; <ol style="list-style-type: none"> i. Protein A resin; ii. Affinity resin; iii. Ion-exchange resin; iv. Mixed mode resin; 5. Tangential Flow Filtration (“TFF”); <ol style="list-style-type: none"> a. TFF consumables (hollow fiber only); b. TFF systems; 6. Laboratory Filtration (“Lab Filtration”) <ol style="list-style-type: none"> a. Filter Media; b. Disposable Devices/Media Encapsulation; c. Accessories; 7. Molecular characterization; 8. High-Content Screening (“HCS”) - Widefield-based HCS.
10) Location of the business activities	<p>The activity that is the subject of the merger transaction</p> <p><input type="checkbox"/> Is conducted in specific geographical areas. The areas are:</p> <p><input checked="" type="checkbox"/> Nationwide (worldwide)</p>

³ The areas of business activity of the Parties do not constitute product market definitions or geographical market definitions and will not be interpreted as such. All market shares are estimates.

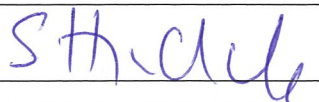
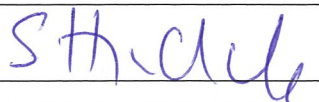
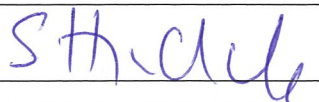
11) The share of the person filing the Notice of Merger in the overall activities that are the subject of the merger transaction	<p>What is the share of the person filing the Notice of Merger in the overall sales, in quantity and financial terms, in each of the activities that is the subject of the merger transaction? For example: The shares of the person filing the Notice of Merger and related persons in activities that were listed above are: CDs – 20% (financial), 25% (quantity); book publishing – 18% (financial), 15% (quantity); movie production – 80% (financial), 60% (quantity).</p> <p>Note also the basis for the quantitative estimates (market survey, Central Bureau of Statistics data, estimation).</p> <p>Please see below for GE BioPharma's market shares worldwide in the fields relevant to the merger transaction in Israel based on GE BioPharma's 2018 revenues and the best estimates of the relevant total markets.</p> <ol style="list-style-type: none"> 1. Cell Culture: <ol style="list-style-type: none"> a. Cell culture sera: 28.45%; b. Cell culture media: 14.5%; 2. Microcarriers: 67%; 3. SUT: <ol style="list-style-type: none"> a. SUT Connectors: 5%; b. SUT Rocking bioreactors: 36.5%; c. SUT Stirred tank bioreactor: 28%; 4. Chromatography: <ol style="list-style-type: none"> a. Skids/Columns: <ol style="list-style-type: none"> i. Conventional Skids : 30% ; ii. Conventional Columns: 40%; iii. Pre-packed Columns: no data available; b. Resins: <ol style="list-style-type: none"> i. Protein A resin: 57%-67%; ii. Affinity resin 65%-73%; iii. Ion-exchange resin: 57%-65%; iv. Mixed mode resin: 56%-64%; 5. TFF: <ol style="list-style-type: none"> a. TFF consumables overall: 11.9%⁴; b. TFF systems: 8.9%; 6. Lab Filtration: <ol style="list-style-type: none"> a. Filter Media: 2.9%; b. Disposable Devices/Media Encapsulation: 5.4%; c. Accessories: 1.4%; 7. Molecular Characterization (label-free detection; biotech customers/large molecules): 41%; 8. Widefield-based HCS: 8%.
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>The competitors provided below are worldwide competitors.</p> <ol style="list-style-type: none"> 1. Cell Culture: <ol style="list-style-type: none"> a. Cell culture sera: Thermo Fisher, Corning, Lonza, Merck, Avantor, Fujifilm Irvine Scientific, Repligen, Sartorius and others; b. Cell culture media: Thermo Fisher, Merck, Corning, Lonza, Fujifilm Irvine, Sartorius and others; 2. Microcarriers: Corning, Percell, Fujifilm, Global Cell Solutions, Advanced Biomatrix and others; 3. SUT: <ol style="list-style-type: none"> a. SUT Connectors: Sartorius, Merck, Colder, Saint-Gobain, Refine Technology, and others; b. SUT Rocking bioreactors: Sartorius, Eppendorf, Applikon, Thermo Fisher and others; c. SUT Stirred tank bioreactor: Sartorius, Thermo Fisher, Eppendorf, Merck, ABEC, and others; 4. Chromatography: <ol style="list-style-type: none"> a. Skids/Columns:

⁴ This information is provided for the sake of caution only, as GE BioPharma is only active in Israel in TFF hollow fiber, while Danaher is active only in TFF flat sheet.

	<ul style="list-style-type: none"> <ul style="list-style-type: none"> i. Conventional Skids: Merck, LEWA, Novasep, Engineering companies (the most prominent engineering companies offering skids are ABEC, Bilfinger, Boccard and Cotter Brothers), Verdot and others; ii. Conventional Columns: Millipore, Novasep and others; iii. Pre-packed Columns: Bio-Rad, Merck, Repligen, ProMetic; b. Resins: <ul style="list-style-type: none"> i. Protein A resin: Millipore, Tosoh, JSR, Thermo Fisher, Purolite and others; ii. Affinity resin: Millipore, BioRad, Tosoh, Thermo Fisher, Prometic Bioseparations and others; iii. Ion-exchange resin: Merck, BioRad, Thermo Fisher, Tosoh and others; iv. Mixed mode resin: BioRad, Merck, Tosoh and others; 5. TFF: <ul style="list-style-type: none"> a. TFF consumables overall: Merck, Repligen, Sartorius and others (including Asahi Kasei, Watersep, Novasep, and Parker Hannifin) ⁵ b. TFF systems: Millipore, Sartorius and others; 6. Lab Filtration: Merck, Sartorius, Machery-Nagel, Cobetter, Thermo Fisher 7. Molecular Characterization (label-free detection; biotech customers/large molecules): Nanotemper, Malvern Microcal, Bruker Sierra Sensors, Reichert, Catterra, Dynamic Biosensors and others; 8. Widefield-based HCS: ThermoFisher, PerkinElmer Inc., Keyence Corporation, Olympus, Sartorius, BioTek, Syntec and others.
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⁵ This information is provided for the sake of caution only, as GE BioPharma is only active in Israel in TFF hollow fiber, while Danaher is active only in TFF flat sheet.

N	<p>Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption</p> <p>This part should be completed only by someone whose merger transaction includes ancillary restraints.</p> <p>This chapter is not relevant to the present merger.</p>
<p>33) Restrictive arrangements for which an exemption is sought</p>	<p>1. Describe in short the restrictive arrangements for which an exemption from obtaining approval of a restrictive arrangement is sought.</p> <p>(a) If there are any parties to the restrictive arrangement who are not parties to the merger transaction, provide their names, mailing addresses, websites, details of their contact persons and relevant telephone numbers:</p> <hr/> <hr/> <hr/> <hr/> <p>(b) The restraints in the arrangement:</p> <hr/> <hr/> <hr/> <hr/> <p>(c) The goods/services to which the arrangement relates:</p> <hr/> <hr/> <hr/> <hr/> <p>(d) The term of the arrangement (including options to extend the term of the arrangement):</p> <hr/> <hr/>
	<p>2. Describe the nature of the arrangements and the need for them:</p> <hr/> <hr/> <hr/> <hr/>
	<p>3. If the restrictive arrangement was created in writing, attach all documents establishing the arrangement.</p>

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, - <u>Susan Hinchliffe</u> - who serves in the position of - <u>Global Executive Counsel, Competition Law & Policy</u> - of the person filing the Notice of Merger, hereby declare as follows:</p> <p>I have been authorized to submit all required information to the Antitrust Authority in the framework of a Notice of Merger.</p> <p>No limitation has been imposed on me in providing complete and accurate information as required in the form of Notice of Merger.</p> <p>All of the information contained in the Notice of Merger is correct, complete and current, including the contents of Part N, above.</p> <p>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).</p> <p>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> <table border="0"><tr><td>Date</td><td>_____</td><td>Name of the Company</td><td><u>General Electric Company</u></td></tr><tr><td>Name and Title of Authorized Signatory</td><td><u>Susan Hinchliffe</u></td><td>Company Signature</td><td><u></u></td></tr></table>	Date	_____	Name of the Company	<u>General Electric Company</u>	Name and Title of Authorized Signatory	<u>Susan Hinchliffe</u>	Company Signature	<u></u>
Date	_____	Name of the Company	<u>General Electric Company</u>						
Name and Title of Authorized Signatory	<u>Susan Hinchliffe</u>	Company Signature	<u></u>						

NOTICE OF MERGER

Form 2
Regulations 3(a)
and 4(a) and (b)

Terms appearing in this form shall bear the definitions contained in the Restrictive Trade Practices Law, 5748-1988 (hereinafter "**the Law**" or the "**Restrictive Trade Practices Law**") and in the Restrictive Trade Practices Regulations (General Instructions and Definitions), 5761-2001¹ (hereinafter – the "**Regulations**"), unless defined otherwise.

[Seal of
the
Antitrust
Authority]

- **Definitions of terms in this form:**
 - **"Person filing the Notice of Merger"** – including person related to him.
 - **"Person related to person filing the Notice of Merger"** – Person who controls the person filing the notice of merger, entity controlled by the person filing the Notice of Merger and every entity controlled by any of them.
 - **"Control"** – as defined in section 1 of the Law.
 - **"Firm"** – including person related to the firm.
 - **"A merger with horizontal aspects"** – a merger of firms that manufacture, market, distribute or supply substitute goods as defined in the Regulations (hereinafter also – horizontal merger)
 - **"A merger with vertical aspects"** – a merger of firms that operate on different levels of the chain of the manufacture, marketing and sale of goods (hereinafter also – vertical merger)
 - **"Conglomerate merger"** – a merger that does not have a horizontal or vertical aspect.
- Section headings in this form are for convenience only and shall not be used in the interpretation of this form.

INSTRUCTIONS FOR COMPLETION WHAT IS REQUIRED TO COMPLETE THE FORM?

This notice of merger form contains different requests for information depending on the type of merger for which the notice is being filed:

- If the merger transaction has horizontal aspects, complete Parts A through G, I, K through M.
- If the merger transaction has vertical aspects, complete Parts A through F, H and I, K through M.
- If the merger is conglomerative, complete Parts A through D, J through M.
- If the merger has horizontal and vertical aspects, complete parts relevant to both types of mergers.

One may refer to a prior notice if it was filed during the last twelve months and if the particulars provided in that notice are correct as of the time of the filing of this notice. Make the reference by completing the annexed declaration appearing on page 10.

If the merger transaction includes a restrictive arrangement that requires an exemption – complete Part N instead of filing a separate request for an exemption.

If the information required does not fit the space provided in the form, attach response pages that refer clearly to the corresponding parts and sections.

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

¹ Regulations, 5761, p. 658.

A					General Information Concerning the Person Filing the Notice of Merger			
1) The filing person is		<input checked="" type="checkbox"/> The acquiring party in the merger. <input type="checkbox"/> The acquired party in the merger.						
2) Details concerning the filing person		Filing Person		Telephone Number		Additional Telephone Number		
		Danaher Corporation ("DHR")		+1-202.419.7642				
3) Address for delivery of papers		Street/P.O. Box		House Number		City		Zip Code
		Pennsylvania Ave. N.W		2200		Washington, D.C. USA		20037-1701
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
		Daniel Frisch St.		3		Tel-Aviv		6473104
		Name		Position		Telephone Number		
		Ms. Tal Eyal-Boger, Adv. Mr. Ziv Schwartz, Adv. Ms. Shani Brown, Adv. Fischer Behar Chen Well Orion & Co.		Representing DHR as its local counsel for the purpose of this filing		03-6944141		
		Fax Number		Email Address				
		03-6941351		teyal@fbclawyers.com zschwartz@fbclawyers.com sbrown@fbclawyers.com				
		Street/P.O. Box (if different than above)		House Number		City		Zip Code
5) Other parties to the merger transaction		The acquired party: GE Healthcare Life Sciences Biopharma ("GE BioPharma") ² from General Electric Company (together with DHR: the " Parties ").						

B		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 checked="" type="checkbox"/> More than one-quarter of the voting power in the acquired company is being acquired in the transaction</p> <p><input checked="" type="checkbox"/> The right to appoint more than one-quarter of the board of directors in the acquired company is being acquired in the transaction</p> <p><input checked="" type="checkbox"/> The right to participate in more than one-quarter of the acquired company's profits is being acquired in the transaction</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> <p>_____</p> <p>_____</p>	

² GE BioPharma is the GE line of business acquired by DHR.

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 style="margin-left: 20px;"> <input type="checkbox"/> The sale of an asset or service <input type="checkbox"/> The purchase of an asset or service Said asset/service is: - _____ </p> <p><input checked="" type="checkbox"/> The combined sales turnover of the merging companies, during the fiscal year preceding the merger, exceeds the amount specified in or pursuant to section 17(a)(2) of the Restrictive Trade Practices Law (that amount is currently 360 million NIS and the sales turnover of at least two of the merging companies is no less than 10 million NIS)</p> <p><input type="checkbox"/> One of the merging companies (or a person controlling or controlled by it) is a monopolist as defined in the Restrictive Trade Practices Law</p> <p style="margin-left: 40px;">The name of the monopolist is: _____</p>
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C	The Merger Transaction
8) Highlights of the merger transaction	<p>Summarize the nature of the business process involved in the merger transaction Provide a general picture of the transaction and its goals (for example, entering into a new area of operation by acquiring a majority/minority holding in an existing company, acquiring operations that will complement existing operations, expanding operations in a particular market, etc.). Also note the means of the acquisition (cash, exchange of shares, combination).</p> <p>On February 25, 2019, DHR and General Electric entered into an Equity and Asset Purchase Agreement under the terms of which DHR will acquire the GE Biopharma for approximately USD 21.4 billion (the “Proposed Transaction”).</p>

D	Business and Areas of Activity that are the Subject of the Merger Transaction³
9) The business activity	<p>Describe briefly the lines of business that are the subject of the merger transaction. You should provide a summary description of the areas of activity that are being acquired/sold in the framework of the merger. For example: manufacture and sales of CDs, book publishing, movie production.</p> <p>DHR supplies instruments, consumables, and software that support the research, discovery, process development and manufacturing workflows of biopharmaceutical drugs. <i>Inter alia</i>, DHR operates in Israel in the following fields of activity:</p> <ol style="list-style-type: none"> 1. Cell Culture Sera 2. Microcarriers 3. Single Use Technologies (“SUT”) Connectors 4. Chromatography <ol style="list-style-type: none"> a. Resins <ol style="list-style-type: none"> i. Ion-exchange resin ii. Mixed mode resin 5. Tangential Flow Filtration (“TFF”) consumables (Flat Sheet only) 6. Laboratory Filtration (“Lab Filtration”) <ol style="list-style-type: none"> a. Filter Media b. Disposable Devices/Media Encapsulation c. Accessories 7. Molecular Characterization (Label-free detection; biotech customers/large molecule) 8. High-Content Screening (“HCS”) - Widefield-based HCS
10) Location of the business activities	<p>The activity that is the subject of the merger transaction</p> <p><input type="checkbox"/> Is conducted in specific geographical areas. The areas are: _____</p> <p><input checked="" type="checkbox"/> Nationwide (worldwide)</p>

³ The areas of business activity of the Parties do not constitute product market definitions or geographical market definitions and will not be interpreted as such. All market shares are estimates.

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. For example: The shares of the person filing the Notice of Merger and related persons in activities that were listed above are: CDs – 20% (financial), 25% (quantity); book publishing – 18% (financial), 15% (quantity); movie production – 80% (financial), 60% (quantity). Note also the basis for the quantitative estimates (market survey, Central Bureau of Statistics data, estimation).</p> <p>Please see below for DHR's market shares worldwide in the fields relevant to the merger transaction in Israel based on DHR's 2018 revenues and the best estimates of the relevant total markets:</p> <ol style="list-style-type: none"> 1. Cell Culture Sera: 0.4% 2. Microcarriers : 5% 3. SUT Connectors: 23% 4. Chromatography; <ol style="list-style-type: none"> a. Resins; <ol style="list-style-type: none"> i. Ion-exchange resin: 2% ii. Mixed mode resin: 9-10% 5. TFF consumables overall: 11.5%⁴ 6. Lab Filtration <ol style="list-style-type: none"> a. Filter Media: 5.5% b. Disposable Devices/Media Encapsulation: 6.5% c. Accessories: 7.5%. 7. Molecular Characterization (Label-free detection; biotech customers/large molecule): 19% 8. Widefield-based HCS: 11%
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>The competitors provided below are worldwide competitors.</p> <ol style="list-style-type: none"> 1. Cell Culture sera: Thermo Fisher, Corning, Lonza, Merck, Avantor, Fujifilm Irvine Scientific, Repligen, Sartorius and others 2. Microcarriers: Corning, Percell, Fujifilm, Global Cell Solutions, Advanced Biomatrix and others 3. SUT Connectors: Sartorius, Merck, Colder, Saint-Gobain, Refine Technology, and others 4. Chromatography <ol style="list-style-type: none"> a. Ion-exchange resin: Merck, BioRad, Thermo Fisher, Tosoh and others b. Mixed mode resin: BioRad, Merck, Tosoh and others 5. TFF consumables overall: Merck, Sartorius, Cobetter, Repligen and Parker Hannifin⁵ 6. Lab Filtration: Merck, Sartorius, Machery-Nagel, Cobetter, Thermo Fisher 7. Molecular Characterization (Label-free detection; biotech customers/large molecules): Nanotemper, Malvern Microcal, Bruker Sierra Sensors, Reichert, Carterra, Dynamic Biosensors and others 8. Widefield-based HCS: ThermoFisher, PerkinElmer Inc., Keyence Corporation, Olympus, Sartorius, BioTek, Synentec and others

⁴ This information is provided for the sake of caution only, as DHR is active only active in Israel in TFF flat sheet, while GE BioPharma is only active in Israel in TFF hollow fiber.

⁵ This information is provided for the sake of caution only, as DHR is active only active in Israel in TFF flat sheet, while GE BioPharma is only active in Israel in TFF hollow fiber.

N

Request for an Exemption with Respect to Restraints Ancillary to the Merger in Lieu of Filing a Separate Request for an Exemption - This chapter is not relevant to the present merger.

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

33) Restrictive arrangements for which an exemption is sought

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

- (a) If there are any parties to the restrictive arrangement who are not parties to the merger transaction, provide their names, mailing addresses, websites, details of their contact persons and relevant telephone numbers:



- (b) The restraints in the arrangement:

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

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

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

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

34) Declaration	<p>Declaration of the person filing the Notice of Merger and obligation to provide correct, complete and current information:</p> <p>I the undersigned, <u>Daniel A. Raskas</u>, who serves in the position of <u>Senior Vice President, Corporate Development</u> of the person filing the Notice of Merger, hereby declare as follows:</p> <p>I have been authorized to submit all required information to the Antitrust Authority in the framework of a Notice of Merger.</p> <p>No limitation has been imposed on me in providing complete and accurate information as required in the form of Notice of Merger.</p> <p>All of the information contained in the Notice of Merger is correct, complete and current, including the contents of Part N, above.</p> <p>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).</p> <p>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> <table border="0" data-bbox="428 651 1421 873"><tr><td data-bbox="428 651 649 714">Date</td><td data-bbox="649 651 893 714"><u>04/30/19</u></td><td data-bbox="893 651 1055 714">Name of the Company</td><td data-bbox="1055 651 1421 714"><u>Danaher Corporation</u></td></tr><tr><td data-bbox="428 714 649 873">Name and Title of Authorized Signatory</td><td data-bbox="649 714 893 873"><u>Daniel A. Raskas</u> <u>Senior Vice President, Corporate Development</u></td><td data-bbox="893 714 1055 873">Company Signature</td><td data-bbox="1055 714 1421 873"></td></tr></table>	Date	<u>04/30/19</u>	Name of the Company	<u>Danaher Corporation</u>	Name and Title of Authorized Signatory	<u>Daniel A. Raskas</u> <u>Senior Vice President, Corporate Development</u>	Company Signature	
Date	<u>04/30/19</u>	Name of the Company	<u>Danaher Corporation</u>						
Name and Title of Authorized Signatory	<u>Daniel A. Raskas</u> <u>Senior Vice President, Corporate Development</u>	Company Signature	