MISSION

The mission of the ICN Merger Working Group ("MWG") is to promote the adoption of best practices in the design and operation of merger review regimes in order to:
(i) Enhance the effectiveness of each jurisdiction's merger review mechanisms;
(ii) Facilitate procedural and substantive convergence; and
(iii) Reduce the public and private time and cost of multi-jurisdictional merger reviews.

ORGANISATION

During the period covered by this long-term planning document, the MWG will be chaired by three co-chairs. Each co-chair will serve a staggered three-year term, with one co-chair selected and another stepping down each year. The outgoing co-chair may, however, be selected for another term. For the 2013-14 ICN year, the MWG will be chaired by the Italian Competition Authority, the European Commission and the Competition Commission of India. Each year, the co-chairs of the MWG will agree on the organization of work and division of tasks for the coming year. The MWG includes representatives from 59 competition authorities from many geographic regions and stages of development. The MWG also includes representatives from the legal, economic, academic and business communities.

LONG TERM GOALS

In order to fulfil this mission, the MWG will seek to:
(i) Promote greater international cooperation and convergence in merger review standards;
(ii) Enable members to improve the quality of their merger review;
(iii) Assist members in finding ways to avoid imposing unnecessary burdens on agencies and business; and
(iv) Increase transparency in agency practice to minimise uncertainty and increase predictability in merger review.
2013-2016 STRATEGIC PLAN

When assessing future work over the next three years, the MWG will be guided by the following principles:

(i) the MWG will pursue work in new areas that are in demand by ICN members;
(ii) the MWG will take steps to ensure that its most highly valued and used work products are appropriately updated;
(iii) the MWG will place a high priority on promoting familiarity, implementation, and use of its work product; and
(iv) the MWG will prioritize each year a limited number of projects of great interest to its members, to avoid overburdening ICN members and NGAs participating in its work.

In prioritizing work each year, the MWG will endeavour to maintain a balance among different types of work. In the next three years, the MWG will place emphasis on new substantive areas of work in which ICN members have expressed particular interest, including:

(i) conducting new work on international cooperation in merger enforcement;
(ii) exploring the potential for updating the existing Recommended Practices ("RPs") for Merger Notification and Review Procedures and for Merger Analysis, as well as developing additional RPs (such as on the analysis of efficiencies or non-horizontal mergers);
(iii) maintaining and periodically updating the merger templates and web links;
(iv) conducting new work on investigative techniques, including work to supplement the Investigative Techniques Handbook;
(v) exploring potential updates to the Merger Guidelines Workbook; and
(vi) conducting new work on merger remedies issues, as well as new and emerging issues in merger review.

To promote familiarity, implementation and use of MWG work product over the next three years, the MWG will emphasize:

(i) ICN Merger Workshops, developed in coordination with host agencies;
(ii) teleseminars/webinars, including possible training series of webinars on a dedicated topic;
(iii) the MWG section of the ICN website;
(iv) the self-assessment tools developed for MWG members to analyse their level of use and implementation of MWG’s RPs for Merger Notification, RPs for Merger Analysis, and Merger Guidelines Workbook.

The MWG will continue its efforts to involve additional ICN members in MWG activities, and to provide participating ICN members with ample opportunities to contribute to its work. The MWG strives to produce work of interest to merger case handlers, economists, lawyers, and policy officials. The MWG will continue to involve NGAs in MWG activities, and continue its efforts to encourage ICN members to invite broad and diverse NGA participation in MWG work.
The above principles and priorities will guide the MWG’s selection of future projects, such as:

1. New work targeted to serving members’ interests and needs
   - Experience-sharing and/or developing practical guidance (in the form of guidelines, recommended practices or other work product) on cooperation among agencies in the review of multi-jurisdictional mergers.
   - Experience-sharing and/or developing practical guidance in other areas of merger review, such as the economic analysis of mergers, investigative techniques, the substantive analysis of mergers, and merger remedies. Potential outputs may include updates to the Investigative Techniques Handbook, the Merger Guidelines Workbook, and/or other materials. Alternatively new work product may be created in the form of practical guidance or reports.
   - Developing additional RPs for Merger Analysis. Topics to be considered could include remedies, efficiencies and evidence in merger cases.
   - Evaluating the use of the MWG merger templates and, as appropriate, encouraging members to maintain and periodically update their merger template and web links to ensure efficient access to key information on members’ merger review systems.

2. Work to promote familiarity, implementation, and use of MWG work product
   - Organizing periodic workshops and teleseminars/webinars aimed at the staff level to facilitate inter-agency relationships, the exchange of experience and best practices, and to promote familiarity, use, and implementation of MWG work product.
   - Assessing the level of use and implementation of MWG work product, with a particular focus on the RPs for Merger Notification and Review Procedures and the RPs for Merger Analysis.
   - Exploring ways in which the MWG can assist members in removing barriers to use and implementation of MWG work product.

3. Promote broad member and NGA involvement
   - Targeting projects that attract expanded ICN members’ participation in the MWG, including from economist and non-economist case handlers.
   - Stimulating increased NGA participation in MWG activities, and encouraging members to invite broad and diverse NGA participation.
Merger Working Group
2013-2014 Projects

Pursuant to its Mission and 2013-2016 workplan, the MWG will seek to achieve the following specific goals and outcomes in the 2013-2014 ICN year, in order of priority:

1. **Project on Economic Analysis in Merger Review**: The objective of this project is to finalize and, if necessary, complement Chapter 4 of the *ICN Investigative Techniques Handbook for Merger Review* on "The Role of Economics and Economic Evidence in Merger Analysis", as well as to promote its use among members of the MWG. During 2012-13, the MWG held a Workshop on "The Role of Economic Evidence in Merger Analysis", hosted by the Colombian SIC on 8-9 November in Bogotá, Colombia. Building on the Workshop discussions, a drafting team composed of the German Bundeskartellamt, the UK OFT, the Taiwan FTC, the US FTC, the Canada Competition Bureau, the Italian Antitrust Authority, the European Commission and the South Africa Competition Commission developed an update of Chapter 4 on "The Role of Economics and Economic Evidence in Merger Analysis". The main objective of the updated work product is to identify and explain common practices in economic analysis in merger review in a useful manner for both economist and non-economist merger case handlers. In 2013-2014, the MWG will finalize the revised chapter as well as evaluate how the revised chapter is received and used by MWG members. The MWG will also conduct one or more (as appropriate) teleseminar/webinar to promote this revised chapter.

2. **International Merger Enforcement Cooperation**: During 2012-13, the MWG reviewed its existing work product related to merger enforcement cooperation. The MWG also devoted a plenary session to this topic at the Workshop in Colombia and will again discuss it at the 2013 Annual Conference in Warsaw, Poland. In addition, in 2012, a Framework for Merger Review Cooperation among interested member agencies was established. The voluntary Framework is intended to facilitate effective and efficient cooperation between and among ICN member agencies reviewing the same mergers. The Framework provides agency liaison officers and facilitates information exchange among agency case teams. The Japan Fair Trade Commission administers the Framework. In early 2013, the MWG conducted a survey about the use of the Framework. The MWG continues to encourage its members to participate in the Framework and is evaluating potential ways to improve and further develop the Framework.

The MWG intends to develop guidance (in the form of guidelines, recommended practices or other work product) on cooperation in the merger context, in line with the impending recommendations of and in coordination with the ICN Steering Group, by building on:

- the review of the existing work product related to merger enforcement cooperation;
- the discussions during the plenaries help on this topic at the Merger Workshop in Colombia and the Annual Conference in Poland;
- the participating agencies’ feedback on the use of the Framework for Merger Review Cooperation; and
- the results of the joint OECD-ICN Questionnaire on International Enforcement Cooperation.
3. **Work to Promote Familiarity, Use, and Implementation of MWG Work Product:**

For 2013-14, the MWG will prioritise the following work:

a. Conduct a number of teleseminars/webinars (i) to discuss current merger topics, (ii) to assess the need for future/additional MWG work, and (iii) to promote familiarity, use and implementation of the MWG’s work product. Potential topics will include a presentation/refresher by the co-chairs of the existing MWG work product, in particular the RPs, as well as discussions on merger remedies and other topical merger review issues. In addition, the MWG will reflect on the suitability and feasibility of holding joint teleseminars/webinars with other ICN Working Groups on issues that could be of joint interest to other Working Groups.

b. Continue efforts to assess the level of use and implementation of the MWG's work product, in particular both sets of RPs, by using the RP self-assessment tools. The MWG will identify common challenges and particularly successful uses of work product. The outcome of this assessment will be presented during a teleseminar/webinar and/or in a written report.

c. Continue to improve the MWG’s web-based tools: The MWG will evaluate the use and usefulness of MWG templates and consider revisions based on comments and feedback. As appropriate, the MWG will encourage each member agency to update its merger template and each new member agency to complete a merger template. The contact details listed on the templates should correspond to the contact details provided in the context of the Framework for Merger Review Cooperation. The MWG will also continue to update and improve the MWG's page on the ICN website, including adding more materials from ICN Merger Workshops and teleseminars.

4. **Expanding Member and NGA Participation:** The MWG will continue to promote broad member and NGA involvement. The MWG will identify key projects for the involvement of new and recently joined MWG members and encourage them to become part of at least one project team according to their preferences, needs and available resources. The MWG will consider holding some teleseminars/webinars at different times to accommodate different time zones, when feasible. The MWG will also support the implementation at working-group level of the proposed "ICN Welcome Track" for agencies and NGAs that have recently joined the MWG.

5. **Potential Merger Workshop:** The MWG will evaluate the feasibility of organizing a workshop in late 2013 or early 2014. As was done for the 2012 Workshop on Economic Analysis, the MWG will endeavour to use such a workshop to complement ongoing and/or future work of the MWG.
POTENTIAL FUTURE PROJECTS

In addition to ongoing multi-year projects started in ICN years 2012-13 and 2013-14, the MWG will place emphasis on the following projects for the ICN years 2014-15 and 2015-16, in addition to continue holding teleseminars/webinars and workshops that will be used to support the below areas:

1. Assess the need to review, refresh and add to the Recommended Practices for Merger Analysis, the Recommended Practices for Merger Notification and Review Procedures and the Merger Guidelines Workbook. Topics to be considered could include remedies, efficiencies and evidence in merger cases.

2. Conduct new work on investigative techniques, including work to supplement the ICN Investigative Techniques Handbook for Merger Review. This could include updating other chapters of the Handbook, such as Chapter 3 on "Developing Reliable Evidence", in particular as regards issues in gathering and assessing digital evidence.

3. Delineate the need and scope for future work on specific topics such as (i) merger review in regulated sectors, (ii) the role of efficiencies in merger analysis, (iii) merger remedies (with a view to build on the 2005 Merger Remedies Review Report), and (iv) dealing with issues that arise relating to failures to notify, incomplete notifications or non-compliance with remedies.

4. Explore the demand and available resources for translating more MWG work product and adding them to the MWG’s website.

5. Promote the self-assessment tools, including (i) introducing both the Merger Analysis and Notifications and Procedures self-assessments on new member calls, (ii) coordinating with AIN to promote use of the self-assessment tools, (iii) identifying each year several volunteer members to take the self-assessments and discuss their findings in a webinar/teleseminar, (iv) using/discussing both self-assessments at a merger workshop, (v) assessing whether the N&P self-assessment could be updated.

6. Explore ways of promoting existing MWG work through cooperation with other organizations: The objective of this project would be to identify and explore opportunities of the MWG to work with other stakeholders interested in promoting the adoption of best practices in the design and operation of merger review regimes, so as to help ICN members improve the quality of their merger review. Potential stakeholders to engage with could include regional networks, aid agencies, NGOs, law firms, consultancies and specialist competition forums. The MWG could explore what support these organisations could provide, such as joint projects, training courses using MWG work product, funding/personnel for training courses and regional conferences, etc. A possible output of this project could be a MWG working paper identifying stakeholders that the MWG could successfully work with and the opportunities that the MWG could pursue with them.
## PROJECT 1

<table>
<thead>
<tr>
<th>Title</th>
<th>Economic Analysis in Merger Review</th>
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| **Description**        | - Monitor implementation of and satisfaction of ICN members with revised Chapter 4 of the Investigative Techniques; evaluate if need to develop Chapter 4 as a standalone product  
                        - Organize a teleseminar series linked to revised Chapter 4, for instance on (i) the assessment of transparency in coordinated effects, (ii) the assessment of closeness in differentiated goods markets, (iii) the assessment of capacity in homogeneous good markets, (iv) examples of good correlation analysis, (v) examples of good switching analysis, (vi) examples of good UPP computation. |
| **Outcome/output**     | - Organize teleseminar series linked to revised Chapter 4, for instance on: (i) assessment of transparency in coordinated effects, (ii) the assessment of closeness in differentiated good markets, (iii) the assessment of capacity in homogeneous good markets, examples of good correlation analysis, (iv) examples of good switching analysis, examples of good UPP computation.  
                        - Half a year after adoption of revised Chapter 4, carry out a short survey among ICN members on the degree of user satisfaction with the revised chapter  
                        - Use the teleseminar series and the survey to discuss further broadening the topics covered by Chapter 4 for the following years. |
| **Key Dates**          | Teleseminar series: throughout the ICN year  
                        Early November 2013: launch short survey on user satisfaction with revised Chapter 4  
                        Early December 2013: assessment of survey results  
                        April 2014 (ICN Annual Conference): presentation of survey results |
| **Entities/Persons Responsible** | Responsible Co-chairs: Italian Competition Authority, European Commission DG Competition  
                             Project leaders: Alessandra Tonazzi, Michele Pacillo, Andrea Amelio, Boryana Hristova  
                             Drafting team: Bundeskartellamt, US FTC, UK OFT, Taiwan FTC, Canada Competition Bureau, Italian Competition Authority, South Africa Competition Commission |
| **Assessment of multi-year project** | 2012-2013: Held workshop on economic analysis in merger review; drafted and finalized a revised Chapter 4 of the Investigative Techniques Handbook  
                             2013-2014: Evaluation use and satisfaction; develop additional sub-sections; organize teleseminar series  
                             2014-2015: Revise and/or expand Chapter 3 with more in-depth discussion and examples. |
| **Promotion and Implementation** | Survey + teleseminar series |
| **Implementation timing** | Depending on results of survey, a proposal for additional potential work on the Chapter 4 will be presented at the next ICN Annual Conference in 2014 |
| **Evaluation**          | Feedback survey to measure level of use and satisfaction, as well as evaluation for potential additional work in subsequent years |
## PROJECT 2

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<tr>
<th><strong>Title</strong></th>
<th>International Merger Enforcement Cooperation</th>
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<td><strong>Description</strong></td>
<td>Develop guidance work product on cooperation in the merger context. In the first year of the project (2013-14), relevant issues will be identified and discussed in the form of “sharing experience” teleseminars. The discussion will build on: (i) the review of the existing work product related to merger enforcement cooperation; (ii) the discussions during the plenaries at the Merger Workshop in Colombia and the Annual Conference in Poland; (iii) the participating agencies’ feedback on the use of the Framework for Merger Review Cooperation; and (iv) the results of the joint OECD-ICN Questionnaire on International Enforcement Cooperation. The first year work is aimed at providing solid foundations for developing a guidance work product in the second year (2014-2015).</td>
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| **Outcome/output** | - “Sharing experience” teleseminars.  
- Gather and systematise in a single document (“Compilation of Merger Cooperation Experiences”) the main take-away from the teleseminars and other activities on existing and new recommended practices on the practical implementation of international enforcement cooperation in the merger context, with the objective to build solid foundations for the ultimate guidance work product (in the 2014-2015 year).  
- Promote, improve or further develop the Framework for Merger Review Cooperation. |

| **Key Dates** | - June 2013: creation of a group of contributing agencies  
- July-December 2013: assessment of output of joint ICN/OECD questionnaire of relevance to this project; collection of examples of good practices by means of contacts between agencies with experience in international merger enforcement cooperation or additional ad-hoc survey (if needed); experience sharing teleseminars/webinars.  
- January 2014: presentation to MWG of outline proposal for the Compilation of Merger Cooperation Experiences  
- February-March 2014: develop the Compilation of Merger Cooperation Experiences  
- April 2014: report on status of the project at ICN Annual Conference |

| **Entities/Persons Responsible** | Responsible Co-chairs: European Commission DG Competition, Italian Competition Authority  
Project leaders: Johannes Lübking, Maria Despott, Alessandra Tonazzi  
Drafting team: TBD (5-6 agencies) |

| **Assessment of multi-year project** | 2012-2014: stock-taking of existing work product and need for further work + begin developing work product  
2014-2015: continue and finalize stock-taking and development of work product  
2015-2016: dissemination and promotion activities (teleseminars, dedicated space in ICN's web-page allowing to post examples of best practices on a continuous basis, possible surveys) |

| **Promotion and Implementation** | The project will promote the use of Recommended Practice nº X of the ICN MWG "Recommended practices for merger notification procedures" (2002) by developing practical guidance on how to implement it in practice  
Once the guidance is developed, the MWG will undertake specific dissemination and promotion activities, such as teleseminars, a |
<table>
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<tr>
<th>Implementation timing</th>
<th>2015-2016: promotion and dissemination efforts</th>
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<tr>
<td>Evaluation</td>
<td>Success indicators can include:</td>
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<td>- participation by members and NGAs in the elaboration of the work product and in dissemination activities that will follow</td>
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<td>- number of visits to dedicated subpage on ICN MWG webpage</td>
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## PROJECT 3

### Title
Promotion of Working Group Work Product

### Description
- Conduct teleseminars/webinars (i) to discuss current merger topics, (ii) to assess the need for future/additional MWG work, and (iii) to promote familiarity, use and implementation of the MWG’s work product
- Continue efforts to assess the level of use and implementation of the MWG’s work product, in particular the RPs, by gathering information through the use of the RP self-assessment tools
- Continue to improve the MWG’s web-based tools

### Outcome/output
- Promote the use of the RP self-assessment tools by reaching out bilaterally to a number of MWG Members (5-6)
- Organize teleseminars/webinars, including a presentation/refresher by the co-chairs of the existing MWG work product, in particular the RPs; a presentation by NGAs for both newer and long-standing members promoting the application of the RPs, in particular those on notification and nexus; discussions on merger remedies and other topical merger review issues; a discussion on the lessons-learned from the self-assessment tool; and one joint teleseminar/webinar with other ICN Working Groups
- Develop improved merger template
- Develop a set of complete, updated merger templates for all MWG Members
- Upload more materials from ICN Merger Workshops and teleseminars on ICN MWG webpage and continue to comprehensively organise the MWG work product on the webpage

### Key Dates
- **June 2013**: MWG Members invited to review the merger template and provide feedback to the co-chairs on possible improvements
- **July-August 2013**: new merger template developed, if needed
- **September 2013-January 2014**: MWG Members invited to submit updated merger template for their agencies to the Co-chairs
- **March 2014**: all available templates uploaded on the MWG page
- **Self-assessment**: volunteer Members (5-6) to complete self-assessment by year-end 2013 and to present results in February 2014

### Entities/Persons Responsible
- **Self-assessment tool**: ACCC and US FTC
- **Merger Templates**: European Commission DG Competition, Italian Competition Authority + volunteer Members (2-4 agencies)
- **Teleseminars/webinars and webpage**: Competition Commission of India, Italian Competition Authority, European Commission DG Competition

### Assessment of multi-year project
- Members will be encouraged to use the self-assessment tools over the course of the years to come and discuss their findings during future teleseminars or workshops
- Webpage update and teleseminar/webinars will be continued during the ICN years 2014-15 and 2015-16 and on

### Promotion and Implementation
NA

### Implementation timing
NA

### Evaluation
- Success indicators can include:
  - Level of participation of Members during teleseminars/webinars
  - Number of agencies using the self-assessment tools
  - Number of visits to merger templates section and work product section on ICN MWG webpage
## PROJECT 4

<table>
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<tr>
<th>Title</th>
<th>Expanding Member and NGA Participation in the MWG</th>
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<tr>
<td>Description</td>
<td>Increase the involvement of Members and NGAs in the activities of the MWG. A particular emphasis will be put on reaching out to competition authorities in jurisdictions where merger control has been recently introduced.</td>
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| Outcome/output                 | - Active bilateral "outreach" to new MWG Members, via phone calls and emails  
- Encourage new Members to take active part in MWG projects alongside more experienced Members  
- Active use of the proposed "ICN Welcome Track" to assist new Members in merger control enforcement  
- Establish the Competition Commission of India (CCI) as a "nodal point" for sharing experience encountered when building up merger control regimes in new jurisdictions  
- Arrange teleseminars at different times where new Members may exchange views and experiences  
- Use NGA experience as stakeholders and "clients" of younger competition authorities  
- Use NGAs to reach out to new potential Members and NGAs via other forums (e.g. the IBA, Chambers of Commerce)  
- Widen the profile of MWG NGAs, e.g. by recruiting in-house lawyers and economists from private consultancies |
| Key Dates                      | By end 2013:  
- Set up the structure of a "nodal point" at the CCI.  
- Arrange some teleseminars at different times. First "outreach" teleseminar to serve as template for subsequent teleseminar(s) in other region(s)  
Before 2014 Annual Conference:  
- Brief report to be tabled at the conference |
| Entities/Persons Responsible   | Responsible Co-chair: The Competition Commission of India  
Project leaders: Shyamal Misra, Neha Raj |
| Assessment of multi-year project | Regional teleseminars, bilateral outreach, Welcome Track to be continued during the ICN years 2014-15 and 2015-16 and on. |
| Promotion and Implementation   | NA |
| Implementation timing          | NA |
| Evaluation                     | - Invite comments at Members' calls  
- Feedback from teleseminars  
- No dedicated survey but explore possibility to attach a limited number of questions to a general ICN survey |
Merger Working Group
2013-2014 Work Plan Time Line

- Project 1 (teleseminar series)
- Project 2
- Project 3 (merger templates)
- Project 1 (survey and additional drafting)
- Project 3 (teleseminars/webinars) (continues to 2014-15 and 2015-16)
- Project 4 (continues to 2014-15 and 2015-16)