ICN MERGER NOTIFICATION AND PROCEDURES TEMPLATE

Merger Working Group

National Competition Agency

[Date]

IMPORTANT NOTE: This template is intended to provide background on ICN jurisdiction's merger notification and review procedures.

Reading the template is not a substitute for consulting the referenced statutes and regulations.

[Please include, where applicable, any references to relevant statutory provisions, regulations, or policies as well as references to publicly accessible sources, if any.][1]

1. Merger notification and review materials [references to publicly accessible sources (homepage address) and indication of the languages in which these materials are available]	
	Statutory Laws
A. Notification provisions[2]	ECONOMIC COMPETITION LAW, 5748-1988 (the "ECL"), Chapter III, Sections 1, 17-20. (https://www.gov.il/en/departments/legalInfo/competitionlaw) Restrictive Trade Practices Regulations (Registration, Publication and Reporting of Transactions), 5754-2004. (the "Regulations"). The

[1] Editor's note: all the comments in [square brackets] are intended to assist the agency when answering this template but will be removed once the completed template is made public.

[2] This document is not intended to serve as legal

	Regulations, including the notification forms are available at: (https://www.nevo.co.il/law_html/law01/999_318.htm)
B. Substantive merger review Provisions	Section 21 (a) of the ECL.
C. Implementing regulations	The Regulations ("Form 2 and Form 3").
D. Notification forms or information requirements	The Regulations ("Form 2 and Form 3").

Interpretative Guidelines and Notices

E. Guidance on Merger Notification Process [e.g., information on calculation of thresholds, etc.]	Public Statement 1/08, the Guidelines of the Director General of the Israel Antitrust Authority For Reporting and Evaluating Mergers Pursuant to the Restrictive Trade Practices Law, 1988 (hereinafter: the "**Merger Guidelines**"). **(https://www.gov.il/en/departments/legalInfo/mergerguidelines)** It should be noted that some of the information in the Merger Guidelines is outdated, specifically in connection with the aggregate and consolidated sales turnover threshold, which changed from 150 million NIS to 360 million NIS.
F. Guidance on Substantive Assessment in Merger Review [Please include reference separately, if applicable]	Public Statement 1/11 Regarding Instructions on Competitive Analysis of Horizontal Mergers ("The Horizontal Merger Guidelines"): (https://www.gov.il/he/departments/policies/mergerguidlines)

G. Has your agency published guidelines or directives on notification of mergers involving specific sectors (e.g., digital economy)? [If affirmative, please provide references and languages available]	No.
H. Other relevant notices, policy statements, interpretations, rules, or guidance on aspects of merger review or the agency's decision-making process	Yes. 1. Merger Question Examples: https://www.gov.il/he/departments/general/mergerexamples 2. Frequently Asked Questions Merger Review: https://www.gov.il/he/departments/faq/faqmerger 3. Public Statement 2/12 instructions on remedies for mergers which raise significant competitive concerns: https://www.gov.il/he/departments/policies/remediesguidline 4. Public Statement 1/10 Failing Firm Doctrine Guidelines: https://www.gov.il/he/Departments/legalInfo/opinion110

2. Agency (or Agencies) responsible for merger enforcement.	
A. Name of the Agency which reviews mergers. If there is more than one agency, please describe the allocation of responsibilities.	Israel Competition Authority.
B. Contact details of the agency [address and telephone including the country code, email,	Address: 4, Am V'Olamo, St., P.O.B. 34281 Jerusalem 9134102 Israel Email: lishka@competition.gov.il Telephone service: +972-2-5458000

website address and languages available on the website]	Website: https://www.gov.il/en/departments/competition
C. Is agency staff available for jurisdiction/filing guidance? [If yes, please provide contact points for questions on merger filing requirements and/or consultations]	The ICA does not provide legal advice. Requests or queries relevant to filings of mergers, which do not amount to legal advice, can be sent to the Mergers Unit: Head of Merger Unit – Adv. Yarden Mizrahi: Yardenmi@competition.gov.il +972-2-5458549. Adv. Yuval David Hananel: Yuvaldh@competition.gov.il +972-2-5458730.

3. Covered transactions	
A. Thorough definition of potentially covered transactions [i.e., share acquisitions, asset acquisitions, mergers, de-mergers, consolidations, consortia, amalgamations, joint ventures or other forms of contractual relationships, such as partnerships and alliance agreements]	The ECL defines a "Merger" as including one or more of the following: a) the acquisition of the essential assets of a company by another company or b) the acquisition of shares of a company by another company that confers on the purchasing company more than one quarter of the nominal value of the share capital issued at that time, or of the voting rights or c) the right to appoint more than one quarter of the board of directors or d) the right to participate in more than one quarter of the profits of the company; Whether the acquisition is direct or indirect or by means of contractual rights and including transactions with similar results. The ICA interprets the definition as to include all transactions

	that are likely to establish an affinity or to significantly reinforce an affinity between the mechanisms for making business decisions of two or more bodies (hereinafter for the purpose of this document: "**Merger**").
B. What is the geographic scope of transactions covered?	As a general rule, a Merger applies to a foreign company, if one of the following alternatives is met: (1) The foreign company is registered in Israel – in such cases, the question of nexus does not arise, since the definition of a corporate merger set fourth under the ECL expressly applies to a registered foreign company. ; (2) The foreign company is not registered in Israel but it has previously acquired an Israeli company – in such a case, the merger transaction creates a corporate merger, indirectly, between two Israeli companies held by the same foreign company. The rule therefore is that when a foreign company holds more than a quarter of an Israeli company (or if a different acquisition-type of link exists between it and an Israeli company),[3] the Israeli company is to be seen as the appropriate party in any merger transaction in which the foreign company is involved. This is also the case when the foreign party holds negative control of the Israeli company, for example through the existence of broad veto rights or of another ability to block decisions, due to the structure of the board of directors, etc;

[3] Either directly or indirectly, either alone or together with others, either in potential or in practice. This link does not necessarily result from property ownership but can also arise as a result of contractual rights granted to the foreign company.

	(3) The foreign company is not registered in Israel, and does not have a merger connection with an Israeli company, but it has a place of business in Israel – in such a case, the foreign company is treated as a registered foreign company. The reason is obvious: a foreign company that maintains a place of business is required to register pursuant to the Companies Law. A refusal to apply the Law to companies that were required by law to register and which did not do so provides a negative incentive with respect to the registration of companies and encourages the violation of the Companies Law. A purposive interpretation of the Law requires that a situation in which the wrongdoer benefits must be prevented. In these circumstances, the registration requirement is to be viewed as if it had been fulfilled, or in other words, the company is to be treated in accordance with the rules of equity which – with regard to the imposition of obligation – consider that which was supposed to have been done and was not done (in this case, the registration as a foreign company) as having been done. A foreign company will be considered to be maintaining a place of business in Israel when it has substantial influence over the activity of a local representative. In this context, the ICA checks as to whether the foreign company has been given – either through an arrangement or in practice – the ability to determine on behalf of the Israeli representative (whether referred to as an agent, distributor, representative or by any other term) the level of prices or size of inventory, the character of the presentation and

	other aspects of the business' conduct.[4] To the extent that the foreign company has powers and rights of this type, the tendency will be stronger to view it as having a presence in Israel and as conducting business there, through a long-arm presence and any merger to which it is a party will be subject to the Law. More in this regard, as set fourth under the ECL and in the Merger Guidlines, Chapter D.3. A foreign company that does not meet the "place of bussiness in Israel", or the first and second alternatives, and is making a first acquisition of rights in an Israeli company – is not required to file a merger notice.
C. If change of control is a determining factor, how is control defined and interpreted in practice?	The definition of control in the in the ECL is a general one, and is not applicable to merger control purposes. "control" is defined in Section .1 of the ECL as – "holding more than half of one of the following means of control: (1) voting rights at the general meeting of the company or in a corresponding body of another corporation; (2) the right to appoint directors of the corporation; "
D. Are partial (less than 100%) stock acquisitions/minority shareholdings covered? At what levels? Are acquisitions of assets ever	**Yes**. See the above definition of a Merger in Sec. 3.A above. The phrase "company's main assets" refers to the substantive-economic aspect: the issue is whether the transaction effectively transfers an asset that

[4] It is not necessary for the foreign company to determine all the said aspects on behalf of the local representative. What is needed is an analysis of the substance of the relationship between the foreign company and the local representative, the subject of which is the measurement of the nature and depth of the influence given to the foreign company with respect to the local representative.

covered? If so, do the assets have to form a free-standing business or can the combination of the assets with the business of the acquirer be considered in order to have jurisdiction? Does the authority have jurisdiction over "bare" asset purchases, e.g. where the assets purchased do not relate to the acquirer's existing business?	constitutes a significant element in the selling corporation's competitive ability in the examined line of business.

4. Thresholds for notification	
A. What are the general thresholds for notification? **[If the thresholds are subject to adjustment, state on what basis and how frequently (e.g., for inflation, annually)]**	Each Merging Party is required to submit a merger notification, if a Merger (see in Sec. 3.A above) occurs and any of the following alternatives are met (herein **Notifiable Merger)**:[5] (1) As a result of the merger the merging companies will become a monopolist, within the meaning thereof in Section 26(a)(1) of the ECL.[6] or lower market share as the Minister shall determine with respect to a monopoly, pursuant to Section 26(c); (2) The combined sales turnover of the merging companies, in the fiscal year preceding the merger, exceeded 360 million NIS and the sales

[5] Each of the companies intending to merge shall give the General Director notice thereof, providing such details as shall be determined by the regulations. Thus, the duty to provide the notice to the General Director is imposed on each of the merging companies. The definition of a Merging Party according to the regulation includes "a related person" – a person controlling a party to the merger, an enterprise controlled by a party to the merger and any enterprise controlled by any thereof (herein **Merging Parties**).

[6] A monopoly under the ECL is defined either as "A person whose share of the total supply of assets or the total purchase thereof, or the total provision of services or the total purchase thereof, exceeds half;" in Section 26(a)(1) of the ECL or "A person who holds significant market power with regard to supply of assets or purchase thereof or with regard to the total provision of services or purchase thereof." in Section 26(a)(2) of the ECL.

	turnover of at least 2 merging parties exceeds 10 million NIS; the Minister may, with the ratification of the Knesset's Economic Affairs Committee, amend the above amount; (3) One of the merging companies is a monopoly within the definition of the term in Section 26(a)(1) of the ECL (hereinafter: the " **Monopoly Threshold"**). The amount mentioned in alternative (2) shall be updated annually on January 1, according to the rate of the increase in the Index compared to the Base Index, provided that the aforementioned rate of increase of Index exceeds 10 percent. (Section. 17(b)(1) of the ECL).
B. To which entities do the merger notification thresholds apply, i.e., which entities are included in determining relevant undertakings/firms for threshold purposes? If based on control, how is control determined?	The ECL and Regulations apply to the merging parties and all entities that are linked to them through controlling interests, as defined above (sec.3C). Practically, this encompasses all firms controlled by the ultimate controlling owner of the person party filing the notice. Under certain circumstances, a related company's turnover may also be included, in accordance with acceptable accounting rules, even if the definition of control under the Regulation is not met.
C. How is the nexus to the jurisdiction determined (e.g., sales or assets in the jurisdiction)? If based on an "effects doctrine", please describe how this is applied in practice. If national sales are relevant, how are they	See 3.B above.

allocated geographically (e.g., location of customer, location of seller)?"	
D. Can a single party trigger the notification threshold (e.g., one party's sales, assets, or market share)?	Under the Monopoly Threshold, it is sufficient that only one party to the merger holds a Monopoly in order to trigger the notification requirement.
E. Are any sectors excluded from notification requirements? If so, which sectors? To what period(s) of time do the thresholds relate (e.g., most recent calendar year, fiscal year; for assets-based tests, calendar year-end, fiscal year-end, other)?	**No.**
F. Are there special threshold calculations for specific sectors (e.g., banking, airlines, media, digital markets) or specific types of transactions (e.g., joint ventures, partnerships, financial investments)? If yes, for which sectors and types of transactions?	No. However, in the financial sector, the calculation may include the income turnover from daily operations (commission fees, management fees, premiums), since insurance companies, investment firms and holding companies do not necessarily engage in sales.
G. Are there special rules or exceptions/exemptions regarding jurisdictional thresholds for transactions in which both the	No. In the case of a merger with a company conducting business both in Israel and overseas, the provisions of the ECL concerning mergers shall apply solely with respect to the sales turnover of the company within

acquiring and acquired parties are foreign (foreign-to-foreign transactions)? [Describe the methodology for identifying and calculating any values necessary to determine if notification is required, including the value of the transaction, the relevant sales or turnover, and/or the relevant assets]	Israel and with respect to the company's market share in Israel in the production, sale, purchase and marketing of an asset or the provision or receipt of a service. (Section. 18 of the ECL)
H. Does the agency have the authority to review transactions that fall below the thresholds or otherwise do not meet notification requirements? If so, what is the procedure to initiate a review? [Describe methodology for calculating exchange rates]	The Merger chapter of the ECL does not apply to transactions that fall below the thresholds. However, certain transactions which do not constitute a notifiable merger, may fall within the scope of the Restrictive Arrangements chapter of the ECL.
I. Are current notification criteria catching relevant transactions related to digital markets?	Yes. There is no unique criteria for digital markets notifications.

Calculation Guidance and related issues

J. If thresholds are based on any of the following values, please describe how they are identified and calculated to determine if notification is required: **i) the value of the transaction;** **ii) the relevant sales or turnover;** **iii) the relevant assets;**	The thresholds set in section 17 of The ECL are based on either the relevant sales turnover (or other applicable turnover) of the parties to the merger or their market share. (ii) The turnover of each of the merging parties includes the value of its sales according to its audited financial statement, but does not include purchase tax or VAT. If a merging party has holding companies or

iv) market shares; **v) other (please describe).**	subsidiary companies, its turnover will be determined by their consolidated financial statements. (iv) Guidance on the subject of relevant markets and market share calculation can be found at Public Statement 1/11 regarding the Competitive Analysis of Horizontal Mergers, (January 23, 2011), Competition Authority 5001710 Hebrew Version at: https://www.gov.il/he/departments/policies/mergerguidlines
K. Which entities are included in determining relevant investment funds for threshold purposes? If based on control, is the definition of control in these cases any different from the definition of control in general (question 3C)? If yes, how?	The ECL and Regulations apply to the merging parties and all entities that are linked to them through controlling interests, as defined above (sec.3C). In the practical sense, this encompasses all firms controlled by the ultimate controlling owner of the person party filing the notice
L. In case an investment fund is part of a transaction, are its controllers required to present turnover information related to other funds under same manager (general partner) control? Are those other funds considered as part of the transaction for turnover purposes?	**Yes.**

M. Describe the methodology applied for currency conversion [e.g. which exchange rates are used].	The relevant exchange rate would be determined according to customary accounting standards.
5. Pre-notification	
A. If applicable, please describe the pre-notification procedure and whether it can be mandatory or not [e.g., time limits, type of guidance given, etc.].	There is no pre-notification procedure.
B. If applicable, what information or documents are the parties required to submit to the agency during pre-notification?	Not applicable.

6. Notification requirements and timing of notification	
A. Is notification mandatory? [Please describe if notification is mandatory in pre-notification phase, post-merger or voluntary]	Yes. Executing a merger which requires notification to the ICA, prior to receiving the Director General's approval, is illegal.
B. If parties can make a voluntary merger filing when may they do so?	Parties may choose to notify a Merger in cases where they are uncertain whether notification of the transaction is required. In such instances, parties must submit to adhere to the ICA's decision regarding the Merger and not contest the ICA's authority over the Merger, pursuant to their rights of appeal as in any normal merger notification.

C. What is the earliest that a transaction can be notified (e.g., is a definitive agreement required; if so, when is an agreement considered definitive?)	Generally, parties should notify the ICA of a merger after a definitive agreement is signed. In practice: a) the ICA may be willing to start the investigation, in certain cases, before a signed agreement is delivered if it is convinced that there is high probability that the transaction will be carried out and a memorandum or a draft agreement are available (the statutory timeframe granted to conclude the merger review starts only after a definitive signed agreement is delivered). or b) in case of a purchase offer in the stock exchange, the ICA is willing to start investigating, on the basis of the purchaser notification alone. This procedure is only considered a pre-ruling and the statutory timeframe granted to conclude the merger review does not apply in such instances.
D. When must notification be made? If there is a triggering event, describe the triggering event (e.g., definitive agreement) and the deadline following the event. Do the deadline and triggering event depend on the structure of the transaction? Are there special rules for public takeover bids?	Merger notification can be submitted from the moment a signed definitive agreement between the merging parties is established. Under section 19 of the ECL, it is prohibited to take any action to execute the merger before the Director General's decision on the merger is issued. Public Takeover bids (usually hostile) can be submitted by only the purchasing party to the merger, pursuant to the necessity of such measure and coordination with the Merger Unit.
E. If there is a notification deadline, can parties request an extension for the notification	See 6.D. above.

deadline? If yes, please describe the procedure and whether there is a maximum length of time for the extension.	

7. Simplified Procedures	
A. Describe any special procedures for notifying transactions that do not raise competition concerns (e.g., short form, simplified procedures, advanced ruling certificates, discretion to waive certain information requirements, etc.).	The Merger Regulations (2004) constitute two notification forms: (1) A full form which expands upon the information submitted to the ICA at the initial notification of the transaction. But, in order to minimize the burden on parties, they are requested to classify the merger according to type (horizontal, vertical or conglomerate) and accordingly, complete the relevant chapters, as indicated therein; (2) A short form which may be filed by parties to merger transactions that meet certain conditions, as specified in the Regulations. The notification forms, are intended to be amended (amendments which have yet to be approved). Under such amendments, the full form would be revised and the short form would be cancelled. On May 2016, the ICA published a new special procedure for "Bright Green Mergers". This procedures states that in Mergers that do not raise competitive concerns, parties to the merger may submit merger notices with full disclosure of the details required by the ICA and apply for the

	bright green merger examination procedure. At the ICA's discretion, an accelerated review protocol, dubbed a "Bright Green" examination may take place. The time periods for such review are 2-5 days.
B. Describe the criteria adopted to consider a transaction under the simplified procedure.	A short form may be submitted if **all** of the following conditions apply to the merging parties: (1) The combined market share of the parties to the merger, including any related entity to them, in the relevant market to the merger does not exceed 30%. (2) The parties to the merger, or any related entity to them, do not hold a monopoly in an adjacent product market to the relevant market to the merger transaction. (3) The parties to the merger, or any related entity to them, do not have any arrangement with a third party which competes in the relevant market to the merger transaction.

8. Information and documents to be submitted with a notification	
A. Describe the types of documents that parties must submit with the notification (e.g., agreement, annual reports, market studies, transaction documents, internal documents).	The merger notification should be accompanied by: (1) Merger agreement and exhibits; (2) Audited financial statements of the person filing the Notice of Merger for the last two fiscal years;

	(3) A foreign company that files a merger notification may attach audited financial statements of entities through which it operates in Israel, instead of filing its financial statements; (4) Prospectuses filed by the person filing the merger notification during the last five fiscal years; (5) Other documents relevant to the merger.
B. Is there a distinction between tangible and intangible (e.g., customer portfolio, data on consumers, etc.) assets in the description of the transaction? [In respect to digital markets, state if the agency considers the amount of user data the companies have, and which will be passed on in the transaction]	No.
C. Are documents proving the efficiencies of the transaction required? [If applicable, please provide the type of documents normally required]	No.
D. What information is required in case the target company is experiencing financial insolvency?	None, unless a party to the merger wishes the merger to be examined under the failing firm doctrine. In such cases information pertaining to the conditions of the doctrine must be submit in order for the merger to be examined pursuant to the doctrine.

E. Is there a specific procedure for obtaining information from target companies in the case of hostile/ unsolicited bids?	No.
F. Are there any document legalization requirements (e.g., notarization or apostille)? What documents must be legalized?	The Merger forms must be signed by an authorized signatory organ of the company. Forms may be submitted and signed in the English language, pursuant to a submission of forms in Hebrew verified by an attorney representing the company.
G. What are the agency's rules and practice regarding exemptions from information requirements (e.g., information submitted or document legalization) for transactions in which the acquiring and acquired parties are foreign (foreign-to-foreign transaction)?	There is no separate set of rules for foreign entities, under Israeli merger regime.
H. Can the agency require third parties to submit information during the review process? Can third parties voluntarily submit information or otherwise contact the agency to intervene?	Yes. The ICA can require the submission information from third parties according to The ECL. Third parties may contact the ICA regarding merger examination.
I. Are parties allowed to submit information beyond what is required in the initial filing voluntarily (e.g., to help narrow or resolve potential competitive concerns)?	Yes.

J. Are there different forms for different types of transactions or sectors?	No.
K. With respect to investment funds: **i) Is it requested that an investment fund taking part in a transaction provide a statement that its controllers do not manage any other investment funds in the same relevant market?** **ii) Should an investment fund be controlled by an entity that is also responsible for other funds in the same relevant market, are such funds considered part of the transaction? Is it requested that the controlling entity provide market information (e.g., market share) related to the other funds it manages and which are in the same relevant market?** **iii) Should there be no classic concentration, is there any sort of**	(i) No. (ii) There is no specific turnover test for investment funds. The general turnover test applies. (iii) No.

exemption regarding presenting certain information requested in the form?	

9. Translation	
A. In what language(s) can the notification forms be submitted?	The documents mentioned in 7A above should be submitted to the ICA in Hebrew or Arabic. The ICA will usually permit the submission of the signed documents in English, given that the parties also submit an additional copy of the notification form in Hebrew which is certified as an authentic translation by an attorney representing the filing party.
B. Describe any requirements to submit translations of documents: **i) with the initial notification; and** **ii) later in response to requests for information.** **In addition:** **iii) what are the categories or types of documents for which translation is required;** **iv) what are the requirements for certification of the translation;**	Merger submissions should be submitted in their original language as well as Hebrew and if not possible then in English.

v) which language(s) is/are accepted; and **vi) are summaries or excerpts accepted in lieu of complete translations and in which languages are summaries accepted?**	

10. Review Periods	
A. Describe any applicable review periods following notification.	According to section 19 of the ECL, parties to a Notifiable Merger shall not merge unless notice of merger has first been given and the Director-General's consent to the merger has been obtained, and if the Director General's consent was conditional- in accordance with the conditions set by the Director General. According to Section 20(b) of the ECL, within thirty days from the date on which the General Director has received notice of merger from each of the companies which wish to merge, the Director-General shall inform them whether she consents to the merger or objects to it, or imposes conditions on it, which she shall state in her decision. Failure to furnish a decision within the aforesaid thirty days is tantamount to consenting, unless the date has been extended. Art 20(b1) of the ECL states that if the Director-General finds that examination of the notice of merger justifies an extension of the waiting period, she may extend it by two additional periods of thirty days each. If the Director-General has extended the period by sixty days, she may, after consultation with the Exemptions and Mergers Committee, extend the period by sixty further days.

	The Director-General shall inform the parties of such extension by reasoned notice in writing.
B. Are there different rules for public tenders (e.g., open market stock purchases or hostile bids)?	In exceptional cases and on the basis of a prior detailed request, the Director General may be willing to conduct a review of a merger transaction on the basis of a notice provided by only one parties to the merger. An example of such a case would be a merger carried out through a hostile tender offer. Nevertheless, the period of time after which the Director General must make a decision will not begin from the date of receipt of the merger notice from the purchasing party alone, but only from the date on which a merger notice was also received from the target company.
C. What are the procedures for an extension of the review periods, if any? Do requests for additional information suspend or re-start the review period?	See 10.A. Above. Requests for additional information do not suspend or re-start the review period.
D. Is there a statutory or other maximum duration for extensions?	See 10.A above.

E. Does the agency have the authority to suspend review periods? Does suspending a review period require the parties' consent?	Not without the consent of the merging parties.
F. What are the time periods for accelerated review of non-problematic transactions, if any?	See 7.A above. The time periods for such review are 2-5 days.
G. If remedies are offered, do they impact the timing of the review?	No.

11. Waiting periods / suspension obligations	
A. Describe any waiting periods/suspension obligations following notification (e.g., full suspension from implementation, restrictions on adopting specific measures) during any initial review period and/or further review period.	As described, during the waiting period there is an the absolute prohibition imposed on the parties to a Notifiable Merger against any consolidation whatsoever of their activities, and against any initiation of a merger act until the General Director's decision is issued, and against taking any action other than in accordance with that ruling.
B. Can parties request a derogation from waiting periods/suspension obligations? If so, under what circumstances?	In situations in which a delay in the injection of funds creates a solid and substantial risk that the sale of the company in liquidation will be hindered, a request may be addressed to the ICA in order to find an appropriate legal solution to the issue.

C. Are the applicable waiting periods/suspension obligations limited to aspects of the transaction that occur within the agency's jurisdiction (e.g., acquisition or merger of local undertakings/business units)? If not, to what extent can the parties implement the transaction outside the agency's jurisdiction prior to clearance (e.g., through derogation from suspension, hold separate arrangements)?	No.
D. Are parties allowed to close the transaction if no decision is issued within the statutory period?	Yes, unless the period has been extended as explained in 10.A. above.
E. Describe any provisions or procedures available to the enforcement agency, the parties and/or third parties to extend the waiting period/suspension obligation.	See 10.A. above.
F. Describe any procedures for obtaining early termination of the applicable waiting period/suspension obligation, and the criteria and timetable for deciding whether to grant early termination.	There are no such procedures.

G. Describe any provisions or procedures allowing the parties to close the transaction at their own risk before waiting periods expire or clearance is granted (e.g., allowing the transaction to close if no "irreversible measures" are taken).	There are no such procedures.

12. Responsibility for notification / representation	
A. Who is responsible for notifying – the acquiring company(ies), acquired company(ies), or both? Does each party have to make its own filing?	The duty to provide the notice to the General Director is imposed on every one of the acquiring companies intending to Merge (as per the ECL) and on the acquired companies (herein the **Merging Parties**). Each of the Merging Parties is required to inform the Director General in a separate merger notification form.
B. Do different rules apply to public tenders (e.g., open market stock purchases or hostile bids)?	Yes. See 6.C. and 6.D. above.
C. Are there any rules as to who can represent the notifying parties (e.g., must a lawyer representing the parties be a member of a local bar)?	No.

D. How does the validity of the representation need to be attested (e.g., power of attorney)? Are there special rules for foreign representatives or firms? Must a power of attorney be notarized, legalized, or apostilled?	With respect to acts reserved to advocates alone, the Chamber of Advocates Act, 5721- 1961, applies (Section. 20 and see exceptions in Section. 21 and 23). The Advocates Act determines Israeli residency as one of the admission conditions to the Israeli Bar Association (Section. 42).

13. Filing fees	
A. Are any filing fees assessed for notification? If so, in what amount and how is the amount determined (e.g., flat fee, fees for services, tiered fees based on complexity, tiered fees based on size of transaction)? [Please provide the amount in local currency and in USD as of December 31st, 2020]	No.
B. Who is responsible for payment?	Not applicable.
C. When is payment required?	Not applicable.
D. What are the procedures for making payments (e.g., accepted forms of payment, proof of payment required, wire transfer instructions)?	Not applicable.

14. Process for substantive analysis and decisions [Please give a brief summary and provide information on relevant Guidance papers]	
A. What are the key procedural stages in the substantive assessment (e.g., screening mergers, consulting third parties)?	Information of the examination process is available at part F of the Merger Guidelines.
B. What merger test does the agency apply (e.g., dominance test or substantial lessening of competition test)?	The Director General shall object to a merger or stipulate conditions for it, if the Director General believes that there is a reasonable risk that, as a result of the merger as proposed, the competition in the relevant sector would be significantly harmed or that the public would be injured in one of the following: (1) the price level of an asset or a service; (2) low quality of an asset or of a service; (3) the quantity of the asset or the scope of the service supplied, or the constancy and conditions of such supply.
C. What theories of harm does the agency consider in practice?	For theories of harm in horizontal merger see The Horizontal Mergers Guidelines (Hebrew). (https://www.gov.il/he/departments/policies/mergerguidlines).
D. What are the key stages in the substantive analysis? Does this differ depending on the type of transaction (e.g., joint venture)?	As mentioned above, there are no different stages for substantive analysis (and for any type of transaction).

E. Are non-competition issues ever considered (in practice or by law) by the agency? If so, can they override or displace a finding based on competition issues?	Non-competition issues are not part of the Director General's discretion.
F. What are the possible outcomes of the review (e.g., unconditional/conditional clearance, prohibition, etc.)?	The General Director can: approve the merger (Unconditionally); approve the merger subject to remedies; or, block the merger.
G. What types of remedies does the agency accept? Is there a preference on any particular type of remedies? How is the process initiated and conducted?	Generally, the ICA does not tend to apply behavioral remedies and prefers structural remedies. The ICA issued guidelines on the use of remedies in mergers that raise competitive concerns (Hebrew): **https://www.gov.il/he/departments/policies/remediesguidline**

15. Confidentiality	
A. To what extent, if any, does the agency make public the fact that a premerger notification filing was made or the contents of the notification? If applicable, when is this disclosure made?	As mentioned, there is not pre-notification stage under Israel merger regime. The ICA does not publish the fact that a notification was filed. Many times, the fact a merger has been notified may be revealed to third parties, in the course of ICA's merger examination, and as part of it. After a decision is given, a merger file is opened and made available to the public pursuant to redacting classified sections of the merger notification).

B. Do notifying parties have access to the agency's file? If so, under what circumstances can the right of access be exercised?	Parties which are entitled to appeal the Director General's decision may read the relevant documents. In addition, every person can file an application according to the Freedom of Information Act, 1998 which stipulates the circumstances in which a government agency may deny an application, what types of information it is not authorized to disclose and what types of information it is not obligated to disclose. The Protection of Privacy Law 5741-1981 sets the conditions under which information may be transferred between government agencies.
C. Can third parties or other government agencies obtain access to notification materials and any other information provided by the parties (including confidential and non-confidential information)? If so, under what circumstances?	See 15.b above
D. Are procedures available to request confidential treatment of the fact of notification and/or notification materials? If so, please describe.	In the event of a hostile purchase offer, the potential purchaser can ask the ICA to carry out a pre-ruling procedure based on documents it provides without disclosing the existence of a purchase offer. Also, see 15a above.

E. Can the agency deny a party's claim that certain information contained in notification materials is confidential? Are there procedures to challenge a decision that information is not confidential? If so, please describe.	No. The non-confidential sections of the merger notification forms, are not confidential and are thus part of the information that will be available to the public.
F. Does the agency have procedures to provide public and non-public versions of agency orders, decisions, and court filings? If so, what steps are taken to prevent or limit public disclosure of information designated as confidential that is contained in these documents?	The ICA publishes information only according to the ECL or its administrative obligation. All of the General Director's decisions are public. Most approval decisions do not contain the reasoning behind the decision in the published text. Blocking decisions, are reasoned, according to the Administration Organization Reform Act (Decisions and Reasoning) 1958, (unofficial translation); confidential information is redacted from the published copy.

16. Transparency	
A. Does the agency publish an annual report with information about mergers? Please provide the web address if available.	Yes. The annual report regarding the year 2019 was published and is available at: https://www.gov.il/he/departments/general/mergersdata
B. Does the agency publish press releases related to merger policy or investigations/reviews? If so, how can these be accessed (if available online, please provide a	The ICA generally publishes press releases regarding some of its decisions and public policy documents. The majority of the cases publications are made in Hebrew. Press Releases in English are available at: www.gov.il/en/departments/news/?OfficeId=51752c15-473a-4c15-959f-e719cb113529&skip=0&limit=10

link)? How often are they published (e.g., for each decision)?	
C. Does the agency publish decisions on why it challenged, blocked, or cleared a transaction? If available online, provide a link. If not available online, describe how one can obtain a copy of decisions.	All the Director General and the Courts' decisions are posted on the ICA's website: www.gov.il/he/departments/competition. see answer 15f above
E. Does the agency publish statistics or the number of annual notifications received, clearances, prohibitions, etc.? [if applicable, please provide a link for these figures]	Yes. See the 2019 Annual report of the ICA (ENG): https://www.gov.il/en/departments/publications/reports/annualreport2019

17. Cooperation	
A. Is the agency able to exchange information or documents with international counterparts?	Yes, depending on the type of information and its aggregation; waivers are customarily used, in appropriate cases.
B. Is the agency or government a party to any agreements that permit the exchange of information with foreign competition authorities? If so, with which foreign	See the agreement between the United States and Israel regarding the application of their competition laws (available at: https://www.justice.gov/atr/agreement-between-government-united-states-america-and-government-state-israel-regarding).

authorities? Are the agreements publicly available?	
C. Does the agency need consent from the parties who submitted confidential information to share such information with foreign competition authorities? If the agency has a model waiver, please provide a link to it here, or state whether the agency accepts the ICN's model waiver of confidentiality in merger investigations form.	Yes. The format of the waiver might vary depending on the circumstances of the request.
D. Is the agency able to exchange information or documents with other domestic regulators?	Yes. Depending on the information and its aggregation, a consent of the information giver may be needed.

18.Sanctions/penalties	
A. What are the sanctions/penalties for: **i) failure to file a notification;** **ii) incorrect/misleading information in a notification;** **iii) failure to comply with information requests;** **iv) failure to observe a waiting period/suspension obligation;** **v) breach of interim measures;**	The ECL specifies civil and criminal sanctions on the contravention of sections of the ECL which concern mergers. The criminal sanction is determined in section 47(a) of the ECL: "Any person committing one of the following: (3) Not giving notice of a corporate merger or performing an act tantamount to a full or partial merger, contrary to the provisions of Chapter III;... shall be liable to three years' imprisonment or a fine ten times the fine provided by Section 61(a)(4) of the Penal Law, 1977 (hereinafter, "the Penal Law") and an additional fine ten times the fine

vi) failure to observe or delay in implementation of remedies; **vii) implementation of transaction despite the prohibition from the agency?**	provided by Section 61(c) of the Penal Law (hereinafter, "Additional Fine") for each day that such offense persists, and, in the case of an offense as provided by paragraphs (1) or (3) – for each day such offense persists following delivery of the Director General's notice as provided by Section 43; in the case of a corporation, the fine or the additional fine, as applicable, shall be doubled. A civil sanction with respect to a contravention of the ECL concerning mergers is determined by Section 25(a) of the ECL: (a) In the case that, pursuant to an application of the Director General, the Tribunal believes that there is a reasonable likelihood that, as a result of a corporate merger made contrary to the provisions of this Law, competition in the relevant sector would be significantly harmed or that the public would be injured as provided in Section 21, it may order the divestiture of the merged companies. An additional civil sanction is determined in Section 50 of the ECL, according to which: An act of omission in contradiction to the provisions of the ECL is a wrong in pursuance to the Torts Ordinance [New Version].
B. Which party/ies (including natural persons) are potentially liable for each of A(i)-(vii)?	Whoever failed to comply with the ECL's provisions is liable. This includes The Merging Parties, as well as their executive offices in such parties.
C. Can the agency impose/order these sanctions/penalties directly, or is it required to bring judicial action against the infringing	The ICA is required to approach the Court in order to impose the aforementioned in criminal liability. Administrative fines may be imposed

party? If the latter, please describe the procedure and indicate how long this procedure can take.	by the Director General directly (such decision can be appealed to the Competition Tribunal).
D. Are there any recent or significant fining decisions?	A recent fine imposed by consent decree can be found at: TC 40448-09-19 The Competition Director General V Novolog (Pharm Ap 1966) INC.

19. Independence	
A. Is there possibility for any ministry or a cabinet of ministries to abrogate, challenge or change merger decisions issued by the agency or by a court? If yes, to which merger decisions does this apply (e.g., any decision, prohibitions, clearances, remedies)?	**No.**
B. What are the grounds for such ministerial intervention?	Not applicable.
C. Please provide any description or guidance regarding the ministerial intervention process and procedures [If applicable]	Not applicable.

20. Administrative and judicial processes/review	
A. Describe the timetable for judicial and administrative review related to merger transactions.	Not applicable.
B. Describe the procedures for protecting confidential information used in judicial proceedings or in an appeal/review of an agency decision.	The procedures regarding access to information of the Merger File are determined on a case by case basis. In light of the Economic Competition Tribunal's previous decisions, such access may be granted for example through signed confidentiality forms and in the framework of a data-room designated for access to the Merger File.
C. Are there any limitations on the time during which an appeal may be filed?	Yes. According to Section 22(A) of the ECL, the parties to a merger may appeal the decision 30 days after the decision was made. According to Section 22(B) of the ECL, third parties may appeal the Director General's decision 30 days after the decision was made public in two daily newspapers.

21. Additional filings	
A. Are any additional filings/clearances required for some types of transactions (e.g., sectoral or securities regulators or national security or foreign investment review)?	Sometimes clearance from other national agencies is required. The duty to obtain such clearance is not set by the ECL and the ICA is usually not involved in the process. However, the ICA is obligated to inform the relevant Ministry of any merger transaction which falls within its areas of

	responsibility. The Ministry may file an opinion with the ICA, however such an opinion does not bind the ICA's Director General in any way.

22. Closing Deadlines	
A. When a transaction is cleared or approved, is there a time period within which the parties must close for it to remain authorized? If yes, can the parties obtain an extension of the deadline to close?	The standard clearance form requires the transaction to be completed within one year. After that, the parties must re-obtain the Director General's approval.

22. Post Merger review of transactions	
A. Can the agency reopen an investigation of a transaction that it previously cleared or allowed to proceed with conditions? If so, are there any limitations, including a time limit on this authority?	In rare cases, a conditioned merger authorization may be re-examined. for instance, if significant changes to the circumstances on which the conditions to the mergers were based on, occurred.
B. Does the agency publish studies regarding ex-post analysis of reportable transactions which have been cleared by the agency? Are these studies publicly available? How does the agency obtain data for carrying out these studies?	Yes. The ICA publishes such studies on the ICA's website. Information for the purpose of such studies may be gathered from RFIs issued under Art 46(B) of the ECL.