

**TEMPLATE RELATING TO THE OBLIGATION TO INFORM ABOUT A
CONCENTRATION PURSUANT TO ARTICLE 14 OF REGULATION (EU)
2022/1925 (Digital Markets Act)**

Date of last update: 13 July 2023

The Commission may regularly update this template to request further information which it expects gatekeepers to provide. Gatekeepers should therefore refer to the latest version of this template available on the Commission’s website for the Digital Markets Act.

INTRODUCTION

Pursuant to Article 14(1) of Regulation (EU) 2022/1925 of the European Parliament and of the Council of 14 September 2022 on contestable and fair markets in the digital sector (Digital Markets Act), designated gatekeepers are to inform the Commission “*of any intended concentration within the meaning of Article 3 of Regulation (EC) No 139/2004, where the merging entities or the target of concentration provide core platform services or any other services in the digital sector or enable the collection of data*”.

Pursuant to Article 14(2) of Regulation (EU) 2022/1925, the information to be provided by the gatekeeper shall at least describe the undertakings concerned by the concentration, their Union and worldwide annual turnovers, their fields of activity, including activities directly related to the concentration, and the transaction value of the agreement or an estimation thereof, along with a summary of the concentration, including its nature and rationale and a list of the Member States concerned by the concentration. That information shall also describe, for any relevant core platform services, their Union annual turnovers, their numbers of yearly active business users and their numbers of monthly active end users, respectively.

This template specifies, in the light of Article 14(2) of Regulation (EU) 2022/1925, the minimum information that the Commission requires gatekeepers to provide when submitting information to the Commission about a concentration pursuant to Article 14(1) of that Regulation.

SECTION 1

Summary of the concentration

- 1.1. Provide a summary of the concentration, including information on the undertakings concerned,¹ by clearly identifying their identity, the nature of the concentration (e.g., merger, acquisition of control, or creation of a full-function joint venture), the fields of activity of the undertakings concerned, and the rationale for the concentration.
- 1.2. Provide a non-confidential summary (up to 500 words) of the information provided under Section 1.1 for inclusion in the list of acquisitions by gatekeepers for the

¹ On the concept of ‘undertaking concerned’, see Commission Consolidated Jurisdictional Notice under Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings, paragraphs 129 and ff. (OJ C 95, 16.4.2008, p. 1).

purposes of its annual publication by the Commission on its website for the Digital Market Act pursuant to Article 14(4) of Regulation (EU) No 2022/1925.

SECTION 2

Information about the undertakings concerned

- 2.1. For each of the undertakings concerned provide the following information:
 - 2.1.1. name of undertaking;
 - 2.1.2. contact details:
 - 2.1.2.1. name, address, telephone number and e-mail address of, and position held by, the appropriate contact person. The address given must be an address for service to which documents may be notified and the contact person given must be deemed to be authorised to accept service;
 - 2.1.2.2. if one or more authorised external representatives of the undertaking are appointed; the name, address, telephone number and e-mail address of, and position held by, each representative to whom documents may be submitted. Provide also the original written proof that each representative is authorised to act (based on the model Power of Attorney available on the Commission's website);
 - 2.1.2.3 name, address, telephone number and e-mail address of the compliance officers composing the compliance function in accordance with Article 28(1) of Regulation (EU) No 2022/1925 within the gatekeeper(s) that participate in the concentration.
 - 2.1.3. a description of its structure of ownership and control² prior to the completion of the concentration;
 - 2.1.4. a description of its fields of activity that are directly related to the concentration; and
 - 2.1.5. its worldwide and Union turnover (aggregate and for each Member State) for the last financial year.³
- 2.2. For the target of the concentration or entities merging with the gatekeeper(s) concerned or entities becoming part of a full function joint venture with the gatekeeper(s) concerned, provide the following information:
 - 2.2.1. for each relevant category of core platform services listed in Article 2, point (2) of Regulation (EU) 2022/1925, a list and succinct description of any core platform services they provide.
 - 2.2.2. a list and succinct description of any other products or services in the digital sector they offer/provide and an indication of whether and how these products or services overlap with those of the gatekeeper(s).

² Within the meaning of Article 3(2) of Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings.

³ Turnover data must be provided in Euro at the average annual exchange rate prevailing for the years or other periods in question. As regards the calculation of turnover, see Commission Consolidated Jurisdictional Notice under Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings, paras. 157ff. (OJ C 95, 16.4.2008, p. 1).

- 2.2.3. a list and succinct description of the data whose collection will be enabled by the concentration and how these relate to the activities of the gatekeeper(s).
- 2.2.4. a list and succinct description of any other commercially relevant assets, including any IP rights.

SECTION 3

Information about the concentration

- 3.1. Explain why the transaction qualifies as a concentration within the meaning of Article 3 of Regulation (EU) 139/2004.
- 3.2. Indicate and specify which of the following has taken place at the time of submission:
 - (i) an agreement has been concluded,
 - (ii) a controlling interest has been acquired, or
 - (iii) (the intention to launch) a public bid has been announced.
- 3.3. Indicate the expected date of any major events designed to bring about the completion of the concentration.
- 3.4. Describe the strategic and economic rationale of the transaction.
- 3.5. State the value of the transaction or an estimation thereof (the purchase price or the value of all the assets⁴ involved and other monetary benefits, as the case may be; specify whether this is in the form of equity, cash, or other assets); and explain the basis for this valuation.
- 3.6. Provide a list of the Member States concerned⁵ by the concentration and a succinct explanation of why they are concerned.
- 3.7. Provide a list of all the jurisdictions within and outside the EEA where the concentration has been or ought to be notified (before or after the completion of the concentration) and/or is under investigation under the applicable merger control rules. For each jurisdiction, indicate the (actual or expected) date of notification and/or identify the current stage of the investigation.

SECTION 4

Information about any relevant core platform services

For the purpose of this Section, the relevant core platform services are: (i) the core platform services provided by the target of the concentration or the entities merging with the

⁴ Assets include all cash payments, the transfer of voting rights, securities, tangible assets and intangible assets. It also includes consideration that is contingent on certain conditions (e.g. earn-out clauses, future payments in relation to the transaction that are conditional on the achievement of certain targets or milestones, including licence fees).

⁵ A Member State should be deemed as “concerned” by a concentration if in that Member State, the undertakings concerned other than the gatekeepers have their headquarters or operational subsidiaries; or they generate turnover; or they own assets; or they have research and development activities; or they plan to start commercialising existing or pipeline products.

gatekeeper(s) concerned or the entities becoming part of a full function joint venture with the gatekeeper(s) concerned; and (ii) the core platform services provided by the gatekeeper(s) concerned, if any, which belong to the same category of core platform services listed in Article 2, point (2) of Regulation (EU) No 2022/1925 as the core platform services provided by the target of the concentration or the entities merging with the gatekeeper(s) concerned or the entities becoming part of a full function joint venture with the gatekeeper(s) concerned.

4.1. For each relevant core platform service as defined above, provide the following information:

- 4.1.1. its annual Union turnover;⁶
- 4.1.2. the number of monthly active end users established or located in the Union in each of the last three financial years, identified and calculated in accordance with the methodology and indicators set out in the Annex to Regulation (EU) No 2022/1925; and
- 4.1.3 the number of yearly active business users established in the Union in each of the last three financial years, identified and calculated in accordance with the methodology and indicators set out in the Annex to Regulation (EU) No 2022/1925.

SECTION 5

Declaration

The submission should conclude with the following declaration, which should be signed by or on behalf of all the gatekeepers concerned:

‘[Name of the undertaking], as a gatekeeper, declares that, to the best of its knowledge and belief, the information given in this submission is true, correct, and complete, that all estimates are identified as such and are its best estimates of the underlying facts, and that all the opinions expressed are sincere.’

For digitally signed forms, the following fields are for information purposes only. They should correspond to the metadata of the corresponding electronic signature(s).

Date:

[signatory 1] Name: Organisation: Position: Address: Phone number: E-mail: [“e-signed” / signature]	[signatory 2 if applicable] Name: Organisation: Position: Address: Phone number: E-mail: [“e-signed” / signature]
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⁶ Turnover data must be provided in Euro at the average annual exchange rate prevailing for the years or other periods in question. On the calculation of turnover, see Commission Consolidated Jurisdictional Notice under Council Regulation (EC) No 139/2004 on the control of concentrations between undertakings (OJ C 95, 16.4.2008, p. 1).