

# Competition and Consumer (Notification of Acquisitions) Determination 2025

[Exposure draft published 28 March 2025]

# Division 2—Notification of proposed acquisition: short form

**Note:** See section @6-1.

## Australian Government

### Australian Competition and Consumer Commission

## Notification of proposed acquisition: short form

**Note 1:** A notifying party must give the Commission enough information to determine that the acquisition may be put into effect or must not be put into effect. In making a determination, the Commission must have regard to the object of the Competition and Consumer Act 2010 and all relevant matters, including the interests of consumers.

**Note 2:** A notifying party should consider consulting with the Commission before making a notification to discuss the scope and range of information and documents needed in the context of the particular proposed acquisition to which the notification relates and for guidance about whether the short form or long form is appropriate for the notification of the acquisition.

**Note 3:** Guidance material is available at <https://www.accc.gov.au/>.

## Parties to the acquisition

1. Provide the information in the table below for each party to the acquisition:

	Party	Legal representative (if any)
<b>Name</b>	Party name (including business or trading name, if different):  Identifying number, if applicable (e.g. ACN, ABN or international equivalent):	Law firm name:
<b>Contact details</b>	Contact person:  Phone:  Email:  Address for service of documents?* [Y/N]	Contact person:  Phone:  Email:  Address for service of documents?* [Y/N]
<b>Role in the acquisition</b>	[Principal party / Target / Other]	N/A
<b>Notifying party</b>	[Y/N]	N/A

\* A party may tick 'yes' in response to either the party's or the legal representative's email address. By doing this, the party is agreeing to accept service of documents from the Commission in relation to this matter at the email address specified. If the response is 'no' to both options, the party must provide the Commission with an alternative email or other address for service.

## Details of acquisition

**2. Provide a non-confidential plain language summary of the acquisition (up to 500 words), including the following:**

- (a) a description of the parties, (including their legal and, if different, their business or trading names);
- (b) a brief description of the products or services (including relevant brands) supplied by the parties, focussing on the products and services most relevant to the acquisition;
- (c) a description of what will be acquired and the process or transaction structure by which it will occur.

**Example:** A full or partial acquisition of particular shares, or acquisition of particular assets, by way of scheme of arrangement, market or off-market takeover bid.

**Note:** The non-confidential summary may be published on the acquisitions register.

**3. Provide the following details in relation to the acquisition:**

- (a) any further information needed to respond to question 2 that could not be provided due to the word limit, or due to the information being confidential;
- (b) the commercial rationale for the acquisition;
- (c) the consideration payable in Australian dollars (A\$), including its form and amount;
- (d) if applicable, the transaction value calculated for the purposes of the transaction value test;
- (e) if the acquisition has, or will have, related filings in other foreign countries, details of each country, the related filings and the date notified (if applicable).

**Note:** For paragraph (e)—if you consent to give a confidentiality waiver in relation to those other countries, upload signed confidentiality waiver document(s).

**4. For each party to the acquisition (including connected entities of each party (if, and where, relevant)), complete for each of the 3 12-month periods before the day this notification is made (in A\$), detailing the months covered for each 12 month period:**

<b>Entity</b> (including relationship to a party)	<b>12-month period</b> (including months and years covered)	<b>GST turnover</b>

**Note 1:** If the acquisition is of an asset, state the turnover attributable to the asset.

**Note 2:** Monetary figures must be stated in A\$. If figures are also provided in other currencies, those currencies must be clearly identified.

## Past relevant acquisitions

**5. List any acquisitions put into effect by the parties during the 3 12-month periods prior to the date this notification is made. Exclude transactions under A\$2 million:**

Party	Entity acquired	Shares or assets acquired	Date acquisition was put into effect	GST turnover

**Note 1:** For a period before 1 July 2025, include any transaction that would be an acquisition to which the acquisitions provisions of the Act would apply under section 51ABB of the Act if the Act were in force at that time.

**Note 2:** Monetary figures must be stated in A\$. If figures are also provided in other currencies, those currencies must be clearly identified.

**Note 3:** If the acquisition is of an asset, state the turnover attributable to the asset.

## Competitive effects of acquisition

### 6. For each relevant product or service supplied or potentially supplied by the parties to the acquisition:

- (a) describe the product or service and the geographic areas in Australia where it is supplied; and
- (b) identify other key suppliers in Australia; and
- (c) provide the class code and title for the party, by reference to the Australian and New Zealand Standard Industrial Classification; and
- (d) provide a relevant market definition or definitions, in which the parties carry on business, together with a statement of the parties' reasons for identifying those definitions.

**Note 1:** A product or service is a relevant product or service in relation to an acquisition if the parties to the acquisition supply, or potentially supply, similar products or services in the same or a similar geographic area, have a supply relationship, or where the products or services are related in some other way.

**Note 2:** In determining the relevant market definition or definitions, parties should choose the definition or definitions that are most appropriate for the product or service having regard to the definition or definitions where the acquisition is likely to result in the largest market share or largest increment in market share based on the turnover, volume or capacities of the parties as well as customer, product, geographic and functional dimensions.

**Note 3:** If the acquisition is an acquisition of vacant land, the relevant market definitions should have regard to the acquirer's potential use of the land.

### 7. For each relevant market definition, provide estimated market shares for each of the parties (including connected entities of the parties) and other key suppliers (calculated by reference to turnover, volume and if available, capacity) for each of the 3 12-month periods prior to the date this notification is made. Provide details on how those estimates were made (including how turnover, volume and capacity were calculated), including any assumptions made. Provide a machine-readable file containing the underlying data used in the calculations.

Market definition	Year	Supplier	Turnover (A\$)	Turnover (%)	Volume	Market share (by volume) (%)	Capacity	Market share (by capacity) (%)

**Note 1:** Monetary figures must be stated in A\$. If figures are also provided in other currencies, those currencies must be clearly identified.

**Note 2:** Capacity, for working out the market share of a producing unit or entity, means the maximum potential production of an output or group of outputs by the unit or entity.

## Competitor and customer contacts

**8. Provide contact details for the following competitors and customers for each relevant product or service supplied:**

- (a) the top 5 closest competitors based on estimated market shares;
- (b) the top 5 largest customers based on spend in the last financial year;
- (c) the 5 customers closest to the median spend of customers in the last financial year.

Details for each competitor or customer must include, to the extent possible, a specific contact person and full contact details including direct email address (for example, john.smith@xyz.com, not info@xyz.com) and direct telephone number (not a general contact number).

## Additional information

**9. Provide the following information (as applicable):**

(a) Does the acquisition meet the criteria in paragraph 51ABX(1)(d) of the Act? **[Y/N]**

(b) Does the contract, pursuant to which the acquisition is to take place, contain any goodwill protection provisions? **[Y/N]**

If yes, identify and provide details of the goodwill protection provisions, and describe why they are necessary for the protection of the purchaser in respect of the goodwill of the business.

(c) Do you intend to make a request under paragraph 51ABZZL(1)(d) of the Act for the Commission to apply section 51ABZZL of the Act (surprise hostile takeovers) to the notification, for a confidential review? **[Y/N]**

If yes, provide the details of the statements to be made under subsection 51ABZZL(2) of the Act.

(d) Is the acquisition, or part of the acquisition, a voluntary transfer of business (within the meaning of the Financial Sector (Transfer and Restructure) Act 1999)? **[Y/N]**

If yes, provide a copy of the certificate of transfer.

**10. Provide any other information or documents that would reasonably be considered by an objective third party to be relevant to the Commission's assessment of the acquisition.**

**Note:** Document means any record of information and includes (among other things) anything on which there is writing and anything on which there are marks, figures, symbols or perforations having a meaning for persons qualified to interpret them—see section 2B of the Acts Interpretation Act 1901.

## Documents required

- 11. Provide final or most recent versions of all transaction documents, such as the sale and purchase agreement, heads of agreement, offer documents, and any other agreements between the parties related to the acquisition.**
- 12. For each party to the acquisition, provide the most recent audited financial reports and income statements that relate to the supply of the relevant products or services.**
- 13. Provide an organisation chart or diagram that shows the structure of ownership and control of the parties to the acquisition and related bodies corporate involved in the supply of the relevant products or services. Include the full names and any applicable ACN/ABN/equivalent identifiers, director names, and identify the nature of the ownership or control arrangements (for example, 51% or 100% ownership of share capital).**

## Declaration

- 14. An authorised person of the notifying party must complete the following declaration. If there is more than one notifying party, a separate declaration must be completed for each notifying party.**

I declare that, to the best of my knowledge and belief, the information and documents given in response to questions in this form are true, correct and complete, that complete copies of documents required by this form have been supplied, that all estimates are identified as such and are the best estimates based the underlying facts, and that all opinions expressed are genuinely held. I am aware that giving false or misleading information to the Commission is a serious offence and criminal penalties apply.

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Signature of authorised person

# Ashurst