

Summary of the Proposed Transaction under Regulation 13.1B of the Combination Regulations

1. Name of the parties –

The parties to the proposed combination are Schulke & Mayr GmbH (“**Schulke Germany**”) and Ethicon, Inc. (“**Ethicon**”, and together with Schulke Germany, “**Parties**”).

2. Type of combination –

The proposed combination is a business transfer, by which Schulke Germany proposes to acquire the Healthcare Antisepsis Solutions (HAS) business (“**Business**”) of Ethicon (“**Proposed Combination**”). As part of the Proposed Combination, in India, Schulke India Private Limited (“**Schulke India**”) proposes to acquire the HAS business of Johnson & Johnson Private Limited (“**JJPL**”) relating to products manufactured and sold under the brand names “Microshield” and “Ioprep”, and assets comprising the manufacturing agreement, licensing agreements, customer and distribution agreements, inventory and employees fully related to the aforementioned business from JJPL.

The transaction was entered into by the Parties by way of an Asset Purchase Agreement dated 25 March 2015. In India, the transaction is proposed to be implemented through the Country Transfer Agreement signed between Schulke India and JJPL on 11 September 2015.

3. Area of activity of the Parties –

Schulke Germany

Schulke Germany directly conducts only one line of business in India, i.e. the Special Additive International (SAI) business. The SAI business is directly managed by Schulke Germany through its dedicated distributors. Schulke Germany, as part of its SAI business in India, sells preservative / technical biocide products for market segments like personal care, metal working fluids, oil exploration and concrete admixtures. The SAI business is not related to the HAS business being acquired by Schulke Germany as part of the Proposed Combination in any manner.

Schulke India is currently involved in the business of sale, purchase, development and trade of ‘Schulke & Mayr’ products, which are mainly comprised of, but not limited to, various kinds of chemicals, drugs, compounds, household and commercial disinfectants, antiseptics, medical and surgical devices, medical instrument cleaning and sterilization agents and chemicals, stabilizing and preserving chemicals etc.

Ethicon

Ethicon does not conduct any activities in India, either directly or through any subsidiary. Ethicon's products are sold in India through JJPL. JJPL is involved in the trading of Johnson & Johnson's products in India, as well as in Sri Lanka, Nepal, Bangladesh, Maldives and Bhutan. JJPL is engaged in the business of manufacturing, marketing, distribution and sales of various healthcare and baby care products through its three business divisions - consumer healthcare, medical devices and diagnostics, and pharmaceuticals. The Business, which is to be sold to Schulke Germany, currently forms part of the medical devices segment.

4. Relevant markets –

The Proposed Combination relates to the market for human antiseptics and disinfection products in India.