

**Summary in terms of Regulation 13(1B) of the Competition Commission of
India (Procedure in regard to the Transaction of Business relating to
Combinations) Regulations, 2011 (as amended)**

A. Name of the Parties

1. The parties to the combination are:

- (a) Procter & Gamble Overseas India B.V. (“**Acquirer**”); and
- (b) Merck Limited (“**Target**”).

The Acquirer and Target are collectively referred to as the “**Parties**”.

B. Type of the Combination

2. Please find set out below a description of the proposed transaction:

- (a) Procter & Gamble Company (“**P&G**”) (the ultimate holding company of the Acquirer) proposes to acquire the consumer health business of Merck KGaA (“**Merck**”) (the ultimate holding company of the Target) globally (“**Global Transaction**”), pursuant to a Sale and Purchase Agreement dated 19 April 2018 (“**Global SAPA**”). As part of the Global SAPA, P&G also proposes to acquire the consumer health business of Merck Specialities Pvt. Ltd. (“**Merck Specialities Sale**”).
- (b) Separately, pursuant to another Sale and Purchase Agreement dated 19 April 2018 (“**India SAPA**”), the Acquirer proposes to acquire 51.80% shares in the Target. The execution of the India SAPA triggered a requirement to undertake an open offer in respect of 26% shares of the

Target. Accordingly, the Acquirer proposes to acquire up to 77.80% shareholding in the Target (“**Merck India Sale**”).

- (c) Additionally, the Parties propose to transfer the non-consumer health business of the Target to Merck Life Sciences Pvt. Ltd. and/or its affiliates, pursuant to a business transfer agreement (“**Non-CH Transfer**”).

(Global Transaction, Merck India Sale and Non-CH Transfer are collectively referred to as the “**Proposed Transaction**”)

- 3. While the Merck India Sale (the sole notifiable transaction of the Proposed Transaction) is structured as an acquisition of shares under Section 5(a) of the Competition Act, 2002, the ultimate intended effect in India, is the acquisition of the consumer health business of the Target by the Acquirer.

C. Area of Activity of the Parties to the combination

- 4. The Acquirer is an investment holding company, which is ultimately held by P&G; and is not directly engaged in providing any goods/services in India. It is present in India through its subsidiaries which provide consumer products (fabric care/home care products), health care products, personal hygiene products and hair/beauty care products.
- 5. The Target is a public listed company, engaged in the business of manufacturing, marketing, distribution, importing, and exporting of pharmaceutical and chemical products. The consumer health business of the Target includes a broad portfolio of products across vitamins/mineral supplements; pain and cold; and nerve care.

D. Relevant Markets

6. There is no necessity to delineate a relevant market as irrespective of the manner in which the market is defined, the Proposed Transaction will not cause an appreciable adverse effect on competition in India. However, in order to aid and assist the Hon'ble Competition Commission of India in its assessment, the relevant market may be defined as the *market for cold preparations in India*, based on the overlap between the products of Parties (based on the ATC classification).