

ANNEXURE 30

Summary of the Proposed Combination in terms of Regulation 13(1A) of the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Regulations, 2011 as amended by the Competition Commission of India (Procedure in regard to transaction of business relating to combinations) Amendment Regulations, 2019.

A. Name of the parties to the combination

1. The parties to the Proposed Combination are:

i. Amazon Asia-Pacific Resources Private Limited ("Acquirer")

ii. Prione Business Services Private Limited ("Prione/Target")

iii. Cloudtail India Private Limited, the wholly owned subsidiary of the Target ("CT")

B. The nature and purpose of the Proposed Combination

2. The Proposed Combination comprises the acquisition of Seventy-Six percent (76%) of the equity shares of Prione by the Acquirer.

3. Prione is an Indian owned and controlled company, and is controlled by Hober Mallow Trust ("Hober Mallow"). Seventy Six percent (76%) of the share capital of Prione is held by Hober Mallow. Acquirer already owns Twenty three percent (23%) of the share capital of Prione, and Amazon Eurasia Holdings S.a.r.l. owns One percent (1%) of the share capital of Prione.

4. The Acquirer is purchasing the shareholding of Hober Mallow in Prione ("Proposed Combination").

C. The products, services and business(es) of the parties to the combination

5. Acquirer is an indirect wholly owned subsidiary of Amazon.com, Inc. ("ACI"), which is the ultimate parent entity of the Amazon group. The Acquirer does not undertake any business activity in India. However, ACI, the ultimate parent company of the Acquirer, has certain indirect subsidiaries either registered in India or having business operations in India ("Acquirer Affiliates").

6. Prione offers a variety of services tailored to help small and medium businesses ("SMBs") run their online businesses efficiently, *inter alia*, including digital cataloguing, advertising, training and consulting, advisory and value-added services, adopting digital payments, and other overall enablement services.

7. Prione has a wholly owned subsidiary CT. CT is engaged in B2C retail business in India, and currently offers for sale products to customers on the online marketplace, www.amazon.in operated by Amazon Seller Services Private Limited ("Amazon Marketplace"). CT is also engaged in wholesale (B2B) trading of products through online and offline channels, although the wholesale (B2B) sales undertaken by CT constitute a miniscule portion of CT's total revenue.

D. Relevant Market to which the Proposed Combination relates

8. The Acquirer Affiliates and CT undertake overlapping activities in the overall retail market in India ("Indian Retail Market") and the market for wholesale (B2B) sales in India. The Proposed Combination will not lead to any change in the competitive landscape or cause any appreciable adverse effect on competition in India, irrespective of the manner in which the relevant markets are defined.

9. Therefore, consistent with the previous decisional practice of the Hon'ble Commission, for purposes of the Proposed Combination, it is not necessary to adopt strict product or geographic market definitions and the precise market definitions can be left open as irrespective of the manner in which the markets are defined, the Proposed Combination is not likely to cause an appreciable adverse effect on competition ("AAEC") in India. Without prejudice to the above, the 'Indian Retail Market, and 'Wholesale (B2B) sales in India' are the only plausible relevant markets for the purposes of the present Notification.