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<b>Annex 1 to the Regulation on the safety assessment of investments, mergers and acquisitions</b>	
Notification form Wet veiligheidstoets investeringen, fusies en overnames (Stb 2022, 215), part of Article 5 of the Regeling veiligheidstoets investeringen, fusies en overnames, Stcrt 2023, 14781.	
<b>A.</b>	<b>Previous notifications</b>
<p><i>*If you previously submitted a notification to ACM in the context of merger control pursuant to Chapter 5 of the Competition Act, you can suffice with regard to that information in the notification by referring to the previous notification to ACM. This concerns the data and documents referred to in Article 8 of the Regulation on the provision of data on the Competition Act and in paragraph 4 of ACM's 'Concentration Notification Form', provided that ACM has the most recent version of these data and documents.</i></p> <p><b>In this case, you do not have to send this data and documents again.</b></p> <p><i>*If you have provided information in the past 5 (five) years on the basis of the Wet veiligheidstoets investeringen, fusies en overnames (hereinafter: <b>Vifo Act</b>), you can suffice by simply answering the questions below insofar as the requested information has changed compared to the information previously provided.</i></p>	
<b>B.</b>	<b>New notifications</b>
<b>1.</b>	<b>Description of the acquisition activity</b>
1.1.	Resume
	<p>Provide a concise summary of the procurement activity, stating at least:</p> <ol style="list-style-type: none"> <li>the acquirer who intends to acquire or increase control or significant influence in a company that is a vital operator or in a company that is active in the field of sensitive technology or a manager of a business campus as referred to in the Vifo Act (hereinafter referred to as: the target company);</li> <li>the relevant target company;</li> <li>the vital process in which this company operates or the sensitive technology it offers;</li> <li>the nature of the transaction by which control or significant influence (e.g. merger, acquisition, equity offering, or joint venture) is obtained; and</li> <li>the form in which control or significant influence is obtained (e.g. shares or voting agreement).</li> </ol>
<b>2.</b>	<b>Information about the acquirer, the group and the target company</b>
2.1.	Information about the acquirer
	<p>For the party that intends to acquire or increase control or significant influence in a target company (hereinafter: the <b>acquirer</b>), please provide:</p> <p><i>* is the acquirer a legal entity that acquires control or significant influence for a maximum period of two years after announcing a public offer to protect this target company as referred to in Section 5(d) of the Vifo Act? <b>Then you do not need to report.</b></i></p> <p><i>* is the acquirer the State of the Netherlands, a province or a municipality located in the Netherlands or another public body under Dutch law, as referred to in Article 5, part e, of the Vifo Act? Then you do not need to report.</i></p>
2.1.1.	Name and address of the acquirer;

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2.1.2.	The EU Member States where the acquirer (whether or not via group companies) is active;
2.1.3.	Name, address, telephone and fax number, e-mail address and position of an authorized contact person;
2.1.4.	Address of the notifying acquirer to which documents and, in particular, decisions of the Minister of Economic Affairs and Climate can be delivered, stating the name, telephone number and e-mail address of a person at this address who is authorized to serve documents.
2.2.	<i>Information about the group to which the acquirer belongs</i>
2.2.1.	Provide an overview of all vital providers <sup>1</sup> and managers of corporate campuses <sup>2</sup> in the Netherlands in which the acquirer and/or other members of the group <sup>3</sup> of which the acquirer is part already have control.
2.2.2.	Indicate for each of the group members how and on what grounds control is exercised in the relevant vital operator.
2.2.3.	Provide an overview of all companies active in the field of sensitive technology <sup>4</sup> in the Netherlands in which the acquirer and/or other members of the group of which the acquirer is part (see footnote 3), already control or have significant influence.
2.2.4.	For each company that is active in the field of sensitive technology, indicate which sensitive technology it concerns, stating the following data for the most recent financial year:
	a) A description of the goods and/or technologies being offered. <sup>5</sup>

<sup>1</sup> Vital provider: company that exploits, manages or makes available a service whose continuity is of vital importance to Dutch society.

<sup>2</sup> Manager of a company campus: company that manages a site on which a collection of companies is active and where public-private cooperation takes place on technologies and applications that are of economic and strategic importance to the Netherlands.

<sup>3</sup> The group of which the acquirer belongs includes:

- The group companies, as referred to in Section 2:24b of the Dutch Civil Code, of the acquirer,
- The subsidiaries, as referred to in Section 2:24a of the Dutch Civil Code, of the acquirer, and the legal entities or companies of which the acquirer is an (indirect) subsidiary (parent company),
- The legal entity or other legal entity in which the acquirer, or a legal entity or company that is part of the group of which the acquirer belongs pursuant to the foregoing, holds equal shares or has equal legal control with one or more other legal entities or companies (joint venture),
- When a natural person or group of natural persons, directly or indirectly, has such control or actual influence that it can significantly determine the policy of the acquirer or has a significant influence on the content of that policy: the legal entities and companies in which this natural person or group of natural persons also has such control or actual influence,
- When the acquirer is a natural person: the legal entities or companies in which the acquirer, directly or indirectly, has such control or actual influence that it can significantly determine the policy of the legal entity or company or has a significant influence on the content of that policy.

<sup>4</sup> sensitive technology: sensitive technology as referred to in Article 8 of the Vifo Act and the *Besluit toepassingsbereik sensitieve technologie*.

<sup>5</sup> This concerns military goods, such as weapons, weapon systems, technology and software or material that is specifically made for military purposes (described in the Common EU Military List), goods that can have both a military and a civilian application, also referred to as dual-use goods or dual-use goods (described in Regulation (EU) No. 2021/821, and technologies referred to in the Decree on the scope of application of sensitive technology.

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	b) A description of the end use of the goods and/or technologies. Be as specific as possible.
	c) The category of the goods based on Regulation (EU) No 2021/821 of the European Parliament and of the Council of 20 May 2021 setting up a Union regime for the control of exports, brokering, technical assistance, transit and the transfer of dual-use items (OJ 2021, L 206).
	d) The category of the goods according to the EU Common Military List.
	e) The category of technologies that are included in the Application Range of Sensitive Technology Decree.
2.2.5.	The information to be provided in this section may be illustrated by organizational charts or by diagrams showing the ownership and control structure.
2.2.6.	Enter the name and date of birth of the ultimate beneficial owner of the acquirer within the meaning of the Money Laundering and Terrorist Financing Prevention Act (hereinafter: WWFT). Describe the ownership and control structure of the ultimate beneficial owners in relation to the acquirer.
2.3.	<i>Appointment of Representative</i>
	When a representative signs a notification on behalf of the acquirer, they must demonstrate in writing the authority to represent. This written authorization shall state the name and position of the person or persons granting such authority and evidence of their authority to grant such authorization.  For the representative authorized to act on behalf of the acquirer (see question 5.4 below), please provide the following contact details and who he represents:
2.3.1.	Name of the representative;
2.3.2.	Address of the representative;
2.3.3.	Name, address, telephone and fax number and e-mail address of the person to be contacted; and
2.3.4.	Address of the representative (if possible in the Netherlands) to which all correspondence can be sent and where all documents can be delivered.
2.4.	<i>Information about the target company in which control changes or over which the acquirer gains or increases significant influence.</i>
	For the target undertaking in which the acquirer changes control or over which the acquirer acquires or increases significant influence, please specify:
2.4.1.	Name, address, contact person, telephone and fax number, e-mail address of the target company;
2.4.2.	Legal form of this party;
2.4.3.	The EU member states where this party is active;

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2.4.4.	For a target enterprise that is a vital operator, indicate whether it concerns a vital operator in or in the area of: a) transport of heat; b) nuclear power; c) air transport; d) the harbor area; e) banking; f) financial market infrastructure; g) recoverable energy; h) gas storage.
2.4.5.	For a target company active in the field of sensitive technology, please indicate which sensitive technology is offered, including the following data for the most recent financial year:
	a) A description of the goods and technologies in which the target company is active; <sup>6</sup>
	b) A description of the end use of the goods and technologies. Be as specific as possible;
	c) The category of the goods based on Regulation (EU) No 2021/821 of the European Parliament and of the Council of 20 May 2021 setting up a Union regime for the control of exports, brokering, technical assistance, transit and the transfer of dual-use items (PbEU 2021, L 206);
	d) The category of the goods based on the common EU list of military goods as referred to in the aforementioned regulation; and
	e) The category of technologies that are included in the <i>Besluit toepassingsbereik sensitieve technologie</i> , Stb 2023, 172.
2.4.6.	For a target enterprise that is a corporate campus administrator, please include:
	a) The name and description of the campus;
	b) Who is/are responsible for generic facility services, which services they are and how they affect the group of companies;
	c) Who is/are responsible for specific facilities, insofar as these facilities have a direct link to sensitive technology;
	d) How much substantive involvement and influence the manager has in these activities at and on the collection of companies;
	e) Who is/are responsible for the acquisition, selection and admission of new campus residents; and

<sup>6</sup> This concerns military goods, such as weapons, weapon systems, technology and software or materials that are specifically made for military purposes (described in the Common EU Military List) and goods that can have both a military and a civilian application, also referred to as dual-use goods or referred to as dual-use goods (described in Regulation (EU) No 2021/821).

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	f) Op In what way the total available package of management tasks is divided over one or more organizations.
<b>3.</b>	<b>Information regarding the intended change of control or acquisition or increase of significant influence</b>
<i>3.1.</i>	<i>Describe the nature of the change of control</i>
3.1.1.	Please answer whether the nature of the procurement activity relates to:
	<ul style="list-style-type: none"> <li>a) An investment in a target company that results in a change of control in that company;</li> <li>b) the merger of two or more previously independent companies into a target company;</li> <li>c) the creation of a joint venture that permanently performs all the functions of an independent economic entity, if this enterprise will be a target enterprise;</li> <li>d) the division of a target company;</li> <li>e) acquiring part of the assets of a target company, if these are essential for the ability to function as a vital operator or as a company in the field of sensitive technology;</li> <li>f) legal acts other than those referred to under a) through e), which result in one or more persons, or one or more companies, acquiring control of a target company; and</li> <li>g) the acquisition of goods as referred to in Article 1 of Book 3 of the Civil Code under universal title as referred to in Article 80, paragraph 2, of Book 3 of that Code, with the exception of a merger or division, of a target company.</li> </ul>
3.1.2.	If the acquisition concerns a target company active in the field of sensitive technology, please specify which situation applies:
	<ul style="list-style-type: none"> <li>a) investments to obtain or increase significant influence by an acquirer over a target enterprise;</li> <li>b) the division of a target company;</li> <li>c) legal acts other than those referred to under a and b, which result in one or more persons, or one or more companies, acquiring or increasing significant influence over a target company;</li> <li>d) the acquisition of goods as referred to in Article 1 of Book 3 of the Civil Code under universal title as referred to in Article 80, paragraph 2, of Book 3 of that Code, with the exception of a merger or demerger, whereby significant influence on a target company is obtained.</li> </ul>
3.1.3.	If the acquirer is acting in concert with one or more third parties with regard to the proposed transaction or the management of the target company, which third party(ies) are not officers or professional advisers of the acquirer or of the group from which the target company will transaction is part of: describe with whom the mutual agreement will be acted, what this consists of and provide the documents in which the agreements regarding the mutual agreement are recorded and give the name, address and contact details of the persons with whom the mutual agreement is acted upon.
3.1.4.	Describe the intended ownership and control structure following the completion of the change of control or significant influence. Also show this in an organization chart.
3.1.5.	Include the date or planned date of completion of the change of control and/or the acquisition or increase of significant influence. Indicate the date on which, it is

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	foreseen or expected, the significant events will occur that are intended to bring about the change of control and/or the acquisition or increase of significant influence.
<b>4.</b>	<b>National security</b>
4.1.	<i>Questions about the acquirer and any party through the acquirer that acquires control or significant influence in the target enterprise or increases significant influence in the target enterprise</i>
	For (i) the acquirer that intends to obtain control or significant influence over the target enterprise or to increase significant influence over the target enterprise, (ii) any party acquiring control or significant influence over the target enterprise through the proposed transaction, then provide does increase its significant influence in the target company (such as e.g. also the parent company of the acquirer and the ultimate beneficial owners), and (iii) the effective managers of these parties, the following information:
4.1.1.	Is the (legal) person concerned subject to restrictive measures pursuant to: 1. Chapter VII of the Charter of the United Nations, 2. Article 215 of the Treaty on the Functioning of the European Union, and/or 3. the Sanctions Act 1977
4.1.2.	Has the (legal) person concerned ever committed a criminal offense that appears in Annex 3 of the <i>Regeling veiligheidstoets investeringen, fusies en overnames, Stcrt 2023, 14781</i> ?
4.1.3.	In which countries is the (legal) person concerned established?
4.1.4.	Is the (legal) person concerned obliged to cooperate with the government of a country in which that (legal) person is established, which cooperation goes further than cooperation with a government that enforces regulations that is customary in a free market economy? If yes, please provide an explanation.
4.1.5.	Does a state, or any part thereof, have a direct or indirect ownership interest and/or control in the acquirer? If yes, please indicate the relevant state and describe the nature and extent of its interest and/or control in the acquirer.
4.1.6.	Does a non-Dutch state, or a part thereof, by law or otherwise in a situation of normal business (i.e. not in insolvency or administration) have instruments with which it can influence the decision-making of the acquirer, which instruments are not of a fiscal nature? If yes, please specify.
4.1.7.	Is one of the ultimate beneficial owners of the acquirer a politically exposed person, or a family member or person known to be a close associate of a politically exposed person, within the meaning of the WWFT ( <i>Wet ter voorkoming van witwassen en financieren van terrorisme</i> )?
4.1.8.	Provide an overview of the acquisitions of companies worldwide during the past five years.
4.1.9.	Has any of the companies in the group of the acquirer filed for bankruptcy or suspension of payments in the past five years? If yes, please provide a brief explanation.

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4.1.10.	For the companies in the acquirer's group, report any major violations of privacy rules or secrecy of communications that have occurred in the past five years.
<i>Questions 4.1.11 through 4.1.13 only need to be answered if the target company is a vital operator.</i>	
4.1.11.	For the companies in the acquirer's group, please indicate any disruption to the continuity of service that has occurred in the past five years.
4.1.12.	Has the acquirer received a fine or a warning from the competent authorities in the past five years with regard to the operation or management of the relevant process, the continuity of which is vital to Dutch society?
4.1.13.	What is the financial solvency or otherwise financial stability of the acquirer in relation to the necessary financial strength to make the necessary investments for the continuity and resilience of the target company? With regard to the acquirer and the group to which it was affiliated in the past financial year, please indicate what the relevant consolidated and company financial ratios or ratios were? In any case, provide the liquidity, solvency and profitability ratios and data on budgeted, planned or necessary investments and the origin of the funds for those investments.
<i>Questions <b>Fout! Verwijzingsbron niet gevonden.</b> and <b>Fout! Verwijzingsbron niet gevonden.</b> need only be answered if the target company is active in the field of sensitive technology.</i>	
4.1.14.	Has the acquirer been fined or warned by appropriate authorities in the past five years for security, trading or use of sensitive technology or for compliance with applicable security, classification or export control legal requirements ? If yes, please provide a brief explanation.
4.1.15.	Has the acquirer been denied a license to export strategic goods and services in the past five years? If yes, please provide a brief explanation.
4.2.	<i>Questions about the proposed change of control and/or the acquisition or increase of significant influence</i>
4.2.1.	Describe the economic rationale for the change of control or significant influence.
4.2.2.	In case the change of control and/or the acquisition or increase of significant influence is obtained through a public offer: does this offer have the support of the administrative or supervisory bodies of the target company?
4.2.3.	Include the value of the transaction in which control or significant influence is acquired (the purchase price or the value of all assets involved, as applicable).
4.2.4.	Describe the financing of the transaction and its source(s).
4.2.5.	This description should also include the names of all financial institutions involved in the transaction, including in their role, if any, as advisers or a financier or financing agent for the transaction.

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4.2.6.	Provide an overview of financing arrangements with financial institutions, including the arrangements regarding security rights included in the relevant security documents, to the extent that these security rights may involve a change of control and/or the acquisition or increase of significant influence.
4.3.	<i>Special information</i>
4.3.1.	Are there any other facts or circumstances that may be relevant in assessing the risks to national security? If so, state the facts and circumstances involved.
4.3.2.	Indicate whether the acquirer has a declaration of no objection as referred to in Section 3:95 of the Financial Supervision Act and/or Section 5:32d of the Financial Markets Supervision Act ( <i>Wet financieel toezicht</i> )? If so, please send it along with the notification.
<b>5.</b>	<b>Documents to be sent</b>
	<i>Provide the following documents with the notification:</i>
5.1.	A copy of the final or most recent version of all documents by which the change of control or significant influence comes about, either by agreement between the parties to the change of control or significant influence or by acquisition of a controlling interest or confers significant influence, unless the change is effected through the completion of a public takeover bid.
5.2.	In the case of a public takeover bid, a copy of the offer document with which the offer is made and any so-called merger protocol; if any of these documents are not available at the time of notification, they must be submitted as soon as possible and no later than the time the offer memorandum is made available to shareholders.
5.3.	A copy of the most recent annual report and financial statements of the acquirer that intends to obtain or increase control or significant influence in the target enterprise and of any party through the acquirer that acquires control or significant influence in the target enterprise (insofar as not in the same group as the acquirer), insofar as not already provided to ACM pursuant to the notification of the concentration.
5.4.	A written piece of evidence showing the power of representation of the designated contact person or persons, insofar as the authorization issued as part of the notification of the concentration to ACM does not also provide for this notification under the Vifo Act. This question applies both to officials of the parties involved and to external advisers, such as lawyers.
5.5.	In the event of an acquisition under universal title to an inheritance involving a transfer of control or significant influence: a statement of inheritance. If no statement is available, indicate the name and contact details of the notary where it can be obtained.
5.6.	Optional: statement of no objection (see 4.3.2).
<b>6.</b>	<b>Information European Union</b>
6.1.	Indicate whether the change of control and/or the acquisition or increase of significant influence notified with this form has also been or will be notified to the authorities of other EU Member States, and if so, to which ones.



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6.2.	Is the investment likely to affect projects or programs of Union interest?
6.3.	To the best of the acquirer's knowledge, has the target undertaking in which there is a change of control and/or the acquisition or increase of significant influence received funding from projects or programs of Union interest?
6.4.	To the best of the acquirer's knowledge, does the target company maintain business relations with a Union interest project? (e.g. does the company provide goods, technology, etc. to the project).
<b>7.</b>	<b>Signature</b>
	<p>The undersigned declares on behalf of the acquirer that this form has been completed truthfully.</p> <p>Place and date: Name: Signature:</p> <p>_____</p>