

**DIRECTORATE FOR FINANCIAL AND ENTERPRISE AFFAIRS  
COMPETITION COMMITTEE**

**Working Party No. 3 on Co-operation and Enforcement**

**AGENCY DECISION-MAKING IN MERGER CASES: FROM A PROHIBITION DECISION TO A  
CONDITIONAL CLEARANCE**

-- Note by Norway --

**28-29 November 2016**

*This document reproduces a written contribution from Norway submitted for Item 4 of the 124th meeting of the OECD Working Party No. 3 on Co-operation and Enforcement on 28-29 November 2016.*

*More documents related to this discussion can be found at [www.oecd.org/daf/competition/agency-decision-making-in-merger-cases.htm](http://www.oecd.org/daf/competition/agency-decision-making-in-merger-cases.htm)*

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**JT03404740**

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-- NORWAY --

1. This document represents the contribution of the Norwegian Competition Authority (NCA) to the OECD WP3 roundtable on the subject of “Agency decision-making in merger cases: trade-offs between prohibition decisions and conditional clearances”.

2. The submission is structured as follows: section 1 introduces the Norwegian legal framework; section 2 to 7 address the six questions posed in the request for submission, and section 8 concludes.

**1. Legal framework**

3. The Norwegian competition legal regime was subject to a significant revision in 2004.<sup>1</sup> The Act on competition between undertakings and control of concentrations (Competition Act 2004)<sup>2</sup> replaced the Act relating to competition in commercial activity (Competition Act 1993).<sup>3</sup> With the revision of the law in 2004, the Norwegian competition law regime was to a large degree harmonized with the competition law conduct rules in the European Union treaty and the EEA Agreement.

4. In May 2013, the Norwegian Parliament enacted the first major revision of the 2004 Competition Act and this revision entered into force 1 January 2014. The most important changes concern the merger control provisions. The notification procedure has been altered significantly, and the thresholds have been substantially increased under the revised Act.<sup>4</sup> Moreover, the revision transferred the right to propose merger remedies from the NCA to the merging parties. The new regulation states that if the NCA finds that commitments offered by the parties mitigate the anticompetitive effects of the merger, the NCA shall issue a decision on clearing the merger on these terms. The NCA may also attach conditions to its decision in order to ensure compliance with the offered commitments.

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<sup>1</sup> For a review (in English) of the major changes in the Norwegian competition law, see the contribution to the OECD Competition Committee on Public interest consideration in merger control, available at the following address: <http://www.konkurransetilsynet.no/globalassets/filer/publikasjoner/oecd-bidrag/2016/samfunnsmessige-hensyn-i-fusjonsvurderingen---norge.pdf>

<sup>2</sup> Act on competition between undertakings and control of concentrations of 5 March 2004 No. 12 (Competition Act 2004). An unofficial English translation can be found here: [http://www.konkurransetilsynet.no/globalassets/filer/english/fact-sheet/konkurranseloven\\_english.pdf](http://www.konkurransetilsynet.no/globalassets/filer/english/fact-sheet/konkurranseloven_english.pdf)

<sup>3</sup> Act relating to competition in commercial activity of 11 June 1993 No. 65 (Competition Act 1993).

<sup>4</sup> Under the revised Act, the parties have to notify transactions where the parties concerned achieved a combined annual turnover in Norway above NOK 1 billion (approximately EUR 110 million), and where at least two of the parties concerned achieved annual turnover in Norway above NOK 100 million (approximately EUR 11 million). Before 2014, the thresholds were NOK 50 million (approximately EUR 5.5 million) and NOK 20 million (approximately EUR 2.2 million), respectively. These thresholds have been introduced in January 2007 by a change in the regulation, substituting the previous thresholds, which were NOK 20 million (approximately EUR 2.2 million) and NOK 5 million (approximately EUR 550 000).

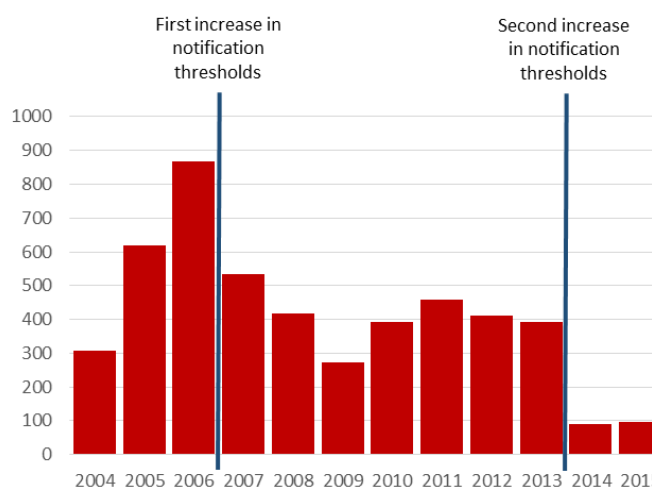
5. In April 2016, the Norwegian Parliament enacted further amendments to the Competition Act 2004, which entered into force 1 July 2016. The amendments include the establishment of an independent competition complaints board, which will be effective from spring 2017.<sup>5</sup> The competition complaints board replaces the Ministry (of Trade and Fisheries) as the appeal body for merger decisions made by the NCA.

6. Another change introduced with the 2016 revision of the Competition Act 2004 regards the SLC-test for intervention in mergers: according to the new amendments, the NCA shall prohibit concentrations that would significantly impede effective competition, in particular as a result of the creation or strengthening of a dominant position (the SIEC-test; Significant Impediment to Effective Competition). The new standard harmonizes the Norwegian merger control with the EU/EEA merger control. The preparatory works document<sup>6</sup> states that the new provision should be interpreted and applied in line with article 2 no. 3 of the EC Merger Regulation. The new EU-harmonized standard implies a change in the evaluation of the expected welfare loss and efficiency gains from the concentration. After the amendment, the NCA can no longer take into account producer loss when assessing welfare loss. Moreover, the NCA can no longer include in the analysis all relevant social-economic gains, but it must consider only those efficiency gains that are likely to benefit consumers in terms of lower prices and/or better quality.

## 2. NCA's recent practice in prohibiting mergers or accepting remedies

7. After the two revisions of the thresholds for merger notification in January 2007 and in May 2014, the number of notifications of mergers and acquisitions in Norway dropped with respect to previous years. The figure below shows the total number of notifications of mergers and acquisitions in Norway in the period between May 2004 and 2015.

**Figure 1. Total number of notifications of mergers and acquisitions between 2004 and 2015**



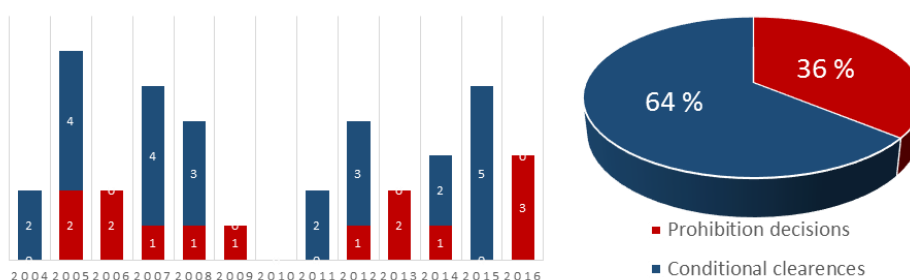
<sup>5</sup> Before that date, the NCA's decisions to intervene in merger cases should be appealed to the Ministry for Industry, Trade and Fisheries. Thus, decisions to intervene against concentrations are appealed administratively before they eventually can be appealed to the ordinary courts. To date, no decision to intervene against a concentration has been brought before the ordinary courts in Norway.

<sup>6</sup> Prop. 37 L (2015 - 2016), page 70 (in Norwegian), available online at the following address [www.regjeringen.no/contentassets/3b4bf790b5f94e4aae9a3998e97562e4/no/pdfs/prp201520160037000ddpdfs.pdf](http://www.regjeringen.no/contentassets/3b4bf790b5f94e4aae9a3998e97562e4/no/pdfs/prp201520160037000ddpdfs.pdf)

8. Since the adoption of the Competition Act in May 2004, the NCA has intervened in several merger cases both with prohibition decisions and with conditional clearances. The figure below shows the number of interventions that the NCA made each year in the period between 2004 and 2016, specifying the type of intervention.

9. The enforcement activity by the NCA, as shown in figure 2, does not display a clear (increasing or decreasing) trend in the number of merger interventions. During the period 2004 – 2016, there has been on average three interventions per year. Therefore, it is not possible to observe in the Norwegian data the increase in the level of enforcement actions reported by the Background Note by the Secretariat<sup>7</sup>. The intervention rate<sup>8</sup> in the two latest years have been on average above 4%.

**Figure 2. NCA's interventions in mergers and acquisitions in the period between May 2004 and October 2016: Prohibition decisions vs. Conditional clearances**



10. The Competition Act of 2004 introduced the possibility for the NCA to clear a merger subject to remedies. As depicted in the figure above, the NCA has used this form of intervention extensively since then. Over the years, the NCA has imposed several times conditional clearances and has developed and refined its practice regarding merger remedy design.

### 3.1 Merger prohibitions in the last five years

11. In the period between 2011 and 2016, the NCA issued seven prohibition decisions, which will be briefly described below.<sup>9</sup>

#### 3.1.1 V2012-18 Plantasjen Norge AS - Oddernes Gartneri AS

12. In March 2012, the NCA received the notification of Plantasjen's proposed acquisition of competitor Oddernes Gartneri in Kristiansand. Plantasjen was a garden center chain, who had in the previous years acquired a number of competing garden centers in different local markets. With its 58 stores, Plantasjen was the largest player<sup>10</sup> in the garden center market in Norway at the time. Plantasjen already had two stores in Kristiansand. Oddernes Gartneri, the target firm, was Plantasjen's largest and closest competitor in this geographic area.

<sup>7</sup> See the Background Note by the Secretariat "Agency decision-making in merger cases: from a prohibition decision to a conditional clearance", Par. 5 and 7. The document is available at the following address [www.oecd.org/officialdocuments/publicdisplaydocumentpdf/?cote=DAF/COMP/WP3\(2016\)6&docLanguage=En](http://www.oecd.org/officialdocuments/publicdisplaydocumentpdf/?cote=DAF/COMP/WP3(2016)6&docLanguage=En)

<sup>8</sup> Measured as the share of prohibition decisions and conditional clearances over the total number of notified mergers.

<sup>9</sup> Appendix I gives an overview of these seven cases.

<sup>10</sup> Measured by revenue.

13. The NCA decided to prohibit this acquisition as it would have led to a substantial restriction of competition in the garden center market in the Kristiansand area. The Parties proposed both structural and behavioral remedies. They proposed to close down one of their garden centers in the same local market. They also proposed to commit not to set local prices higher than their national list price, to offer at least the same product variety that the target shop had before the acquisition and to maintain a service for cut flowers.

14. The NCA did not accept the proposed merger remedies and decided to prohibit Plantasjen's acquisition of Oddernes Gartneri in August 2012.

The parties appealed the NCA's decision to the Ministry. In December 2012, the Ministry upheld the decision to prohibit the acquisition.

### *3.1.2 V2013-1 Nor Tekstil AS - Sentralvaskeriene AS*

15. In August 2012, the NCA received the notification of the proposed merger between Nor Tekstil and Sentralvaskeriene. In Southern and Eastern Norway, the parties were clearly the largest players in the rental and cleaning of so-called flat cloth, i.e. linen, towels and the like, to industrial customers such as hotels and hospitals.

16. The parties did not offer any remedies and, in January 2013, the NCA decided to prohibit the merger between Nor Tekstil and Sentralvaskeriene, as the concentration would have restricted competition in the laundry market significantly. The decision was not appealed.

### *3.1.3 V2013-5 Retriever Norge AS - Innholdsutvikling AS*

17. In October 2012, the NCA received the notification of Retriever Norge AS' proposed acquisition of its competitor Innholdsutvikling AS. The proposed acquisition would have reduced the number of competing firms in the market for media monitoring from three to two

18. The NCA considered that the concentration would have led to a significant restriction of competition in the market for media monitoring, such as press clippings from printed newspapers, in the Norwegian market.

19. The parties did not offer any remedies and, in March 2013, the NCA decided to prohibit the proposed acquisition as this would have weakened competition and thus led to more expensive services for customers. The decision was not appealed.

### *3.1.4 V2014-9 Norsk Gjenvinning AS - Avfall Sør Bedrift AS*

20. In January 2014, the NCA received the notification of the proposed acquisition of Avfall Sør Bedrift AS by Norsk Gjenvinning AS. Norsk Gjenvinning was one of the biggest national players in the market for waste management, while Avfall Sør Bedrift was its strongest local competitor in the Kristiansand area.

21. The parties did not offer any remedies and, in June 2014, the NCA decided to prohibit the acquisition of Avfall Sør Bedrift AS by Norsk Gjenvinning AS, as it would have led to higher prices and poorer service and quality in the market for waste management in the Kristiansand area. The decision was not appealed.

*3.1.5 V2016-3 AT Skog AS - NEG Skog AS*

22. In November 2015, the NCA received the notification of the proposed acquisition of NEG Skog AS by AT Skog AS. The proposed concentration would have allowed a large national operator in the market for timber wholesale to acquire its strongest competitor in a region in Southern Norway.

23. The parties did not offer any remedies and, in April 2016, the NCA decided to prohibit the acquisition of NEG Skog AS by AT Skog AS, as it would have led to higher prices and poorer service and quality in the market for timber wholesale in the County of Agder.

24. The decision to prohibit this merger was appealed to the Ministry. In August 2016, the Ministry upheld the NCA's decision to prohibit the acquisition.

*3.1.6 V2016-5 Sogn og Fjordane fylkeskommune - Torghatten ASA*

25. In January 2016, the NCA received the notification of the proposed concentration involving the two ferry companies Fjord 1 and Torghatten ASA.

26. The NCA considered that the proposed concentration would have significantly restricted competition in the market for operating ferries in Norway.

27. The Parties proposed structural remedies, as they offered to sell their shares in FosenNamsos Sjø, a smaller ferry company. Moreover, they proposed behavioral remedies concerning separate governance of the two ferry companies, including a guarantee of no disclosure of competition relevant information between the two (daughter) companies.

28. The NCA did not find the proposed remedies sufficient to mitigate the expected anti-competitive effects of the merger, and, in July 2016, decided to prohibit the proposed acquisition of Fjord 1 by Torghatten in the market for operating ferries in Norway.

*3.1.7 V2016-6 Umoe Restaurants AS – Dolly Dimple's Norge AS*

29. In January 2016, the NCA received the notification of the proposed acquisition of Dolly Dimple's by Umoe Restaurants AS. Peppes Pizza (owned by Umoe Restaurants AS ) and Dolly Dimple's were the only two nationwide pizza chains operating both in the restaurant and take-away markets. The NCA found that the acquisition would have led to reduced competition both nationally and in several overlapping local markets in the restaurant and take-away market.

30. Umoe Restaurants proposed structural merger remedies in order to limit the potential harm to competition. More specifically the proposed remedies consisted of the sale of three restaurants. The NCA assessed the proposed measures, but concluded that they were insufficient to mitigate the expected anti-competitive effects of the proposed acquisition.

31. In September 2016, the NCA therefore decided to prohibit the proposed acquisition of Dolly Dimple's by Umoe Restaurants AS. The decision was recently appealed to the Ministry and is currently under scrutiny.

**3.2 Merger clearance with remedies**

32. In the period between 2011 and 2016, the NCA has issued the twelve conditional clearances. Appendix II gives an overview of these twelve cases, while a selection of four cases will be briefly described below.

### 3.2.1 V2012-11 A-pressen AS – Mecom Europe AS (Edda Media AS)

33. In January 2012, the NCA received the notification of the proposed acquisition of Edda Media AS by A-pressen AS. Both companies were active within several media-related areas and were regarded as the second and third largest "media houses" in Norway.<sup>11</sup> The main areas of overlap between A-pressen and Edda Media were local and regional newspapers with circulation in the urban and rural areas in the South and South-West parts of Norway.<sup>12</sup> The NCA examined whether the proposed acquisition would lessen the competition in the supply of content to consumers (reader market) and the supply of advertising (advertising market).

34. While the concentration presented general efficiency gains at the national level, it raised competition concerns at the local level. The NCA found that the proposed acquisition would have substantially restricted competition in the advertising market in Telemark and Fredrikstad, and the reader market in Telemark.

35. The Parties proposed structural remedies for eliminating the competition concerns: they proposed to sell Demokraten in Fredrikstad as well as either Varden or Telemarksavisa in Telemark. The buyers for Demokraten were already identified by the parties at the time of the decision and they were approved by the NCA in the same conditional clearance decision.

In June 2012, the NCA cleared the concentration subject to structural remedies: A-pressen should have sold Demokraten in Fredrikstad as well as either Varden or Telemarksavisa in Telemark..

### 3.2.2 V2015-1 TeliaSonera - Tele2 Norge

36. The NCA received a notification on the acquisition of Tele2 by TeliaSonera in August 2014. A main reason for the acquisition was that Tele2 did not manage to obtain a 4G spectrum license in the government auction in 2013. The acquisition involved a merger of two of the three (second and third) largest players in mobile phone market in Norway.

37. The NCA found that the proposed concentration in an already highly concentrated, raised significant concerns regarding prices for consumers and the quality of services after the acquisition.

38. In the discussions with TeliaSonera, the NCA clarified its view, stating that a third network operator with a certain customer base was crucial to ensure continued competition on price and quality. TeliaSonera proposed a new set of commitments that introduced a concrete opportunity for a third mobile network operator (ICE) to enter the market and to compete for Norwegian mobile customers.

39. The proposed commitments included both structural and behavioral remedies: (i) Signed agreement on the sale of infrastructure to ICE; (ii) Specific conditions for co-location; (iii) Signed agreement on roaming and service provider agreement with ICE; (iv) signed agreement on the sale of Network Norway's customer base (corporate), distribution network and frequencies to ICE; (v) signed agreement on service delivery to ICE ; (vi) Commitment to offer MVNO access to Norwegian mobile operators; (vii) Sale of three Tele2 stores to ICE; and (viii) proposal to nominate a trustee.

40. In February 2015, the NCA cleared the acquisition subject to the full implementation of the above specified commitments package submitted by TeliaSonera.

<sup>11</sup> The largest "media house" in Norway is Schibsted AS.

<sup>12</sup> The transaction includes 80 titles, where 48 are owned by A-pressen and 32 are owned by Edda Media. These include mainly paid for titles, and a few free titles.

### 3.2.3 V2015-24 Coop Norge Handel AS – Ica Norge AS

41. In November 2014, the NCA received a notification on the acquisition of Ica Norge AS by Coop Norge Handel AS. Coop was the third largest chain (with around 800 stores) and Ica was the fourth largest chain (with around 550 stores) in the Norwegian grocery market. The acquisition would make them the second largest grocery chain in Norway with around 30% market share, and reduce the number of competing chains from five to four.

42. The NCA found that the merger could lead to a significant restriction of competition in 90 local (overlapping) markets. In response to the NCA's concerns, Coop offered to sell a total of 93 stores in the 90 affected local markets to two of their competing chains Bunnpris (43 stores) and Norgesgruppen (50 stores).

43. In March 2015, the NCA approved the acquisition of Ica by Coop conditional upon the implementation of a commitments package submitted by Coop, which included the sale of 93 stores in 90 markets.

### 3.2.4 V2015-29 St1 Nordic Oy - Smart Fuel AS

44. In March 2015, the NCA received a notification on the acquisition of Smart Fuel AS by St1 Nordic AS. St1 had 39 unmanned petrol stations in Eastern and Southern Norway, while Smart Fuel (merged with Norske Shell in 2014) owned 415 (mainly manned) petrol stations.

45. The NCA found that the concentration would increase the likelihood that the companies are able to coordinate their behavior, as it would have led to a more stable and efficient collusive equilibrium between Statoil, Esso, St1 Nordic and Uno-X, and hence that the concentration would strengthen a significant restriction of competition.

46. The parties proposed to divest the (unmanned) petrol stations originally owned by St1 as a remedy for the acquisition of Smart Fuel's (manned) petrol stations. In July 2015, the NCA approved the acquisition of Smart Fuel by St1 conditional upon the divestiture of St1's (39 unmanned) petrol stations.

## 3. Best practice/Guidelines

47. The NCA has not developed separate best practice documents or guidelines regarding merger remedies. The Norwegian legislation is harmonized with the European Commission / EEA approach and the NCA refers therefore to the European Commission 2008 Notice on merger remedies.

48. However, the NCA recently initiated an internal project to evaluate the practice of conditional clearance of mergers. The project will try to identify factors that are likely to ensure the success (or lack thereof) in achieving the remedial goals of the measures implemented.

## 4. Challenges in design

49. The biggest challenge in remedies design is associated with the incentives of the merging parties who are typically not aligned with those of the competition authority. The parties have no incentive to offer remedies that are likely to establish a strong competitor. They might rather have incentives to offer the divestment of the less profitable assets, to identify weak potential buyers, to delay the remedy process or to deteriorate the divestiture package before completion of divestiture. In order to address these issues, the NCA has introduced in its practice more *upfront*<sup>13</sup> and *fix-it-first*<sup>14</sup> solutions, together with the adoption of standstill obligations.

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<sup>13</sup> See for example, in V2015-24 Coop Norge Handel AS – Ica Norge AS and V2012-11 A-pressen AS – Mecom Europe AS presented above.



**4.1 How do you decide which remedy, or combination of remedies, is unable to cure the competition harm?**

50. The NCA evaluates the proposed remedies against the significant competition concerns, and checks whether the remedies can mitigate them. Moreover, the NCA in most cases proceeds with market testing (as described in the section on market testing below)

**4.2 Which remedies have not worked in practice or not worked as effectively as anticipated?**

51. In some of the oldest cases, the divestiture of certain assets has been problematic. This was associated to the fact that the asset was not marketable and the Parties were not able to sell it. However, the NCA does not consider that as a generalized issue characterizing structural remedies. It is a problematic side of some cases where the asset marketability is difficult to assess. In the more recent cases, the NCA has introduced some clauses for overcoming these possible issues, as up-front buyer clauses or fix-it first solutions.

**5. Appeal to court**

52. To date, no decision to intervene against a concentration has been brought before the ordinary courts in Norway.

53. The NCA's decisions in merger cases have been appealed administratively to the Ministry until now. As mentioned above, the 2016 amendments include the establishment of an independent competition complaints board, which will be effective from spring 2017. Decisions to intervene against concentrations should be appealed *administratively* before they eventually can be appealed to the ordinary courts.

**6. Market testing**

54. In the initial phase of the merger review procedure, it is a standard routine to get in contact with main competitors, customers, and eventual regulators, in order to understand any possible concern about the proposed concentration.

55. In some cases, the NCA publishes a press release on its website announcing that the parties' proposed merger remedies, which are under scrutiny.

56. In case the remedies proposed are clearly disproportioned or not targeted to address the NCA's competition concerns, the NCA rejects the proposed remedies without performing a market test (see for example these cases described above: V2012-18 Plantasjen Norge AS - Oddernes Gartneri AS, V2016-5 Sogn og Fjordane fylkeskommune - Torghatten ASA, V2016-6 Umoe Restaurants AS – Dolly Dimple's Norge AS).

57. The standard procedure, however, is that the NCA proceeds with market testing the proposed remedies with the main competitors and customers.

**7. Mechanisms to minimize the risk of ineffective implementation of remedies**

58. The NCA recognizes the crucial role of divestiture, hold separate and monitoring trustees for an effective implementation of remedies. The role of trustees has indeed become increasingly important in the NCA's practice and trustees are appointed more frequently than in the past.

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<sup>14</sup> See for example, in V2015-1 TeliaSonera - Tele2 Norge presented above.

59. In case of structural remedies, the NCA has used more frequently clauses – as *upfront* and *fix-it-first* solutions – aimed at reducing risks associated with the uncertainty in the assessment of the viability of the divestiture package and in the number of potential suitable purchasers.

60. In order to offset the incentives to delay the divestiture, connected to the temporary increase in market power that the undertakings would have, the NCA has more frequently adopted standstill obligations.

## 8. Conclusion

61. Since the adoption of the new Competition Act in May 2004, the NCA has intervened in various merger cases both with prohibition decisions and with conditional clearances. Over the years, the NCA has imposed several times conditional clearances and has developed and refined its practice regarding merger remedy design. The remedies imposed by the NCA have been progressively better designed, bigger in scope and deeper in detail. In particular, the recent NCA practice has included more frequently clauses aimed at reducing the risks associated with structural remedies, such as *upfront* and *fix-it-first* solutions.<sup>15</sup> This represents a key feature both in cases where it is difficult to assess the viability of a proposed divestiture package and where there are indications that the number of potential suitable purchasers is limited. In some of the more recent cases, the NCA adopted a combination of structural and behavioral remedies in order to mitigate the anti-competitive concerns.<sup>16</sup> In the recent cases, the NCA has also more frequently adopted standstill obligations, in order to reduce the duration of the divestiture process. In one of the recent cases, the NCA succeeded in designing market shaping remedies that allowed for the introduction of a new competitor in the market through a wide set of structural and behavioral remedies.<sup>17</sup>

62. As mentioned above, the NCA does not have Best Practice or Guidelines regarding merger remedies. However, given the relevance of conditional clearances in its practice, the NCA has recently started an internal project on merger remedies with the scope of providing a better understanding of the remedies' actual effectiveness and of the factors that contributed to the success (or lack thereof) in achieving the remedial goals of the measures implemented.

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<sup>15</sup> See the description of V2012-11 A-presnen AS – Mecom Europe AS and V2015-1 TeliaSonera - Tele2 Norge above.

<sup>16</sup> See the description of V2015-1 TeliaSonera - Tele2 Norge above, and the short summary of V2014-13 - Nortura SA- Prima Slakt AS/NorPri AS/ Jæren eiendomsinvest AS in Appendix II.

<sup>17</sup> See the description of V2015-1 TeliaSonera - Tele2 Norge above.

**APPENDIX I – PROHIBITION DECISIONS BETWEEN 2011 AND 2016**

<b>Year</b>	<b>Case</b>	<b>Market</b>
2012	V2012-18 Plantasjen Norge AS - Oddernes Gartneri AS	garden center market
2013	V2013-1 Nor Tekstil AS - Sentralvaskeriene AS	laundry market
2013	V2013-5 Retriever Norge AS - Innholdsutvikling AS	market for media monitoring
2014	V2014-9 Norsk Gjenvinning AS - Avfall Sør Bedrift AS	market for waste management
2016	V2016-3 AT Skog SA - NEG Skog AS	timber wholesale
2016	V2016-5 Sogn og Fjordane fylkeskommune - Torghatten ASA	market for operating ferries
2016	V2016-6 Umoe Restaurants AS – Dolly Dimple's Norge AS	restaurants and take away market

## APPENDIX II – CONDITIONAL CLEARANCES BETWEEN 2011 AND 2016

Year	Case	Market	Remedies
2011	V2011-5 H. Aschehoug & Co (W. Nygaard) AS / NorgesGruppen ASA – Norli Gruppen AS / NorgesGruppen Bok og Papir AS	book shops	sale of seven book shops
2011	V2011-8 Lemminkäinen Norge AS - Mesta Industri AS	asphalt market	sale of a plant in Harstad
2012	V2012-8 Telenor Norge AS - LOS Bynett AS / Bynett Privat A	telecommunications	The main features involve selling/making accessible LOS Bynett's transport infrastructure in the counties of Agder and sub-letting transport infrastructure in Vestfold. In addition Telenor must accommodate any reasonable requests for access for business customers within the area covered by LOS' access network.
2012	V2012-10 Mekonomen AB (publ) - MECA Scandinavia AB	automotive spare-parts chain	limitations on the use of rewarding mechanisms (for purchase from Mekonomen) reduction in termination deadlines for repair shops and spare parts stores that would like to swap chain affiliation limitations on the use of procurement targets or minimum quantities of spare parts. Mekonomen and Meca continued to be operated as independent companies with their existing brands.
2012	V2012-11 A-pressen AS – Mecom Europe AS (Edda Media AS)	local and regional newspapers	sale of two newspapers
2014	V2014-2 Altor Fund III (via ELIXIA Holding IV AS) / TryghedsGruppen smba - ELIXIA Holding III AS/Health & Fitness Nordic AB	fitness centre industry	divestment of 11 fitness centers
2014	V2014-13 - Nortura SA- Prima Slakt AS/NorPri AS/ Jæren eiendomsinvest AS	meat slaughtering market and meat deboning and processing market	Structural conditions (the Prima's deboning and processing business should not change ownership) and behavioral conditions in the deboning and processing market
2015	V2015-1 TeliaSonera - Tele2 Norge	telecommunications	Signed agreement on the sale of infrastructure to ICE; Specific conditions for co-location; Signed agreement on roaming and service provider agreement with ICE; signed agreement on the sale of Network Norway's customer base (corporate), distribution network and frequencies to ICE; signed agreement on service delivery to ICE; Commitment to offer MVNO access to Norwegian mobile operators; Sale of three Tele2 stores to ICE; and proposal to nominate a trustee.
2015	V2015-24 Coop – Ica	grocery market	divestment of 93 stores
2015	V2015-29 St1 Nordic Oy - Smart Fuel AS	fuel market	divestment of ST1 business
2015	V2015-30 Orkla - Cenederroth Interessenter	multiple markets	divestment of a soap brand
2015	V2015-31 Aleris Helse - Teres Medical Group	ortopedic and plastic surgery market	divestment of two clinics