

SIMPLIFIED NOTIFICATION OF A COMPANY CONCENTRATION

BETWEEN

EQT Fund Management S.À. R.L.

AND

Hellman & Friedman LLC

AND

Zorro Topco S.à r.l (zooplus AG)

1 November 2021

CONTAINS BUSINESS SECRETS

1 EXECUTIVE SUMMARY

This notification is filed to the Norwegian Competition Authority pursuant to Section 18, cf. Section 18a fourth paragraph of the Norwegian Competition Act, cf. the Regulation on the Notification of Concentrations Section 3 first paragraph item 1 and 3 (b), on behalf of EQT Fund Management S.à r.l., ("EFMS") and Hellman & Friedman LLC ("H&F").

The notification concerns the indirect acquisition of joint control over zooplus AG ("**zooplus**" or "**the Target**") by EFMS and H&F, as further described in section 3 ("**the Transaction**").

The Transaction only results in a very limited horizontal overlap between an EQT portfolio company and zooplus and thus will not have any appreciable effect on the competition in any market (see section 7). The Transaction will not have any vertical effects.

2 CONTACT INFORMATION

2.1 Notifying parties

Name: EQT Fund Management S.à r.l.
Company reg no.: LU25795634
Address: 26A Boulevard Royal
L-2449 Luxembourg

Name: Hellman & Friedman LLC
Company reg no.: 3853807
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E-mail address: hjo@thommessen.no / liu@thommessen.no

2.2 Target

Name: zooplus AG
Company reg no.: 125080
Address: Sonnenstraße 15
80331 Munich
Germany

3 DESCRIPTION OF THE CONCENTRATION

3.1 Introduction

The notifiable concerns the (indirect) acquisition of joint control over zooplus by

- EFMS, a Luxembourg limited liability company (société à responsabilité limitée) with registered office at 26A, Boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg trade and companies register (Registre de Commerce et des Sociétés, Luxembourg), under number B167.972, through 9BP24 S.à r.l. ("**Pet Holdings**"), a newly established company controlled by EQT IX Collect EUR SCSp and EQT IX Collect USD SCSp (together "**EQT IX**") which are managed by EFMS and part of the EQT group of private equity funds ("**EQT**") ultimately owned by EQT AB; and
- funds advised by H&F, which will already be holding sole control over zooplus through Zorro Holdings, L.P. ("**Zorro Holdings**") which currently solely controls Zorro Topco S.à r.l. ("**Lux Topco**") which, through its directly controlled subsidiary Zorro Bidco S.à r.l. ("**Zorro Bidco**"), will be holding >50% of the shares in zooplus.

More specifically, EFMS, through Pet Holdings, will acquire approx. 40% of the shares in Lux Topco.¹ In addition, all strategic decisions, in particular with regard to the annual budget and business plan of zooplus as well as the appointment and dismissal of zooplus' senior management, will require the consent from both EFMS and H&F.

The end result of the Transaction is that EFMS and H&F will indirectly acquire joint control of zooplus. For the sake of good order, we have included both EFMS and H&F as notifying parties for the purposes of this notification form, although it is only EFMS' acquisition of its indirect joint control position in the Target which is subject to clearance by the Norwegian Competition Authority.

3.2 The background for the Transaction

Initially, EFMS and H&F each intended to acquire sole control over zooplus by way of separate public takeover offers. By 8 October 2021, EFMS and H&F were the only bidders left in the bidding process and H&F was no longer able to exceed but only to match EFMS's last offer at 470 EUR per share.

In light of the identical offers at 470 EUR each, and taking into account that a considerable number of shareholders in zooplus would not accept either of the outstanding offers (i.e., less than 100% of the shares will be tendered), there is a significant risk that the minimum acceptance thresholds of 50%

¹ The precise shareholding of Pet Holdings in Lux Topco depends on the total funding amount which, in turn, depends, amongst others, on the amount of shares zooplus' shareholders will tender to H&F in the course of the public takeover. On this basis, the possible share range is 37.7% to 40.5% for Pet Holdings.

plus one share will not be achieved by either of H&F and EFMS, with the consequence of a deadlock situation in which both H&F and EFMS's takeover offers would fail.

Having considered their options, both H&F and EFMS independently concluded that they were unable to further increase their respective offers alone. As a result, H&F and EFMS agreed on 25 October 2021 by way of a partnership agreement that EFMS, through its controlled entity Pet Holdings, will issue a loan to H&F's subsidiary Lux Topco to help fund an increased offer of EUR 480 per share, thus enabling Lux Topco (through its indirect 100% subsidiary Zorro Bidco) to acquire sole control over the Target.

The above-mentioned loan does not confer any rights to EFMS that would grant EFMS influence over Lux Topco. However, pursuant to the partnership agreement, EFMS will in the future be able to convert the loan into equity subject to all required merger clearances having been obtained.

3.3 Merger clearance requirements

The acquisition of sole control by H&F over the Target is not subject to merger notification in Norway, due to the very limited turn-over generated by the Target in Norway (██████). H&F's acquisition of sole control over the Target was cleared by the European Commission by decision M.10462 of 5 October 2021.

The acquisition of joint control by EFMS and H&F over the Target triggers the filing thresholds in Norway, cf. the Competition Act section 18 (1). It also triggers the filings thresholds to the European Commission, cf. regulation (EC) no. 139/2004. The case is currently in pre-notification phase with reference COMP/M. 10504 – EQT / H&F / ZOOPLUS.

As the Targets' business concerns pet supplies with a particular focus on pet food, the Commission will not have jurisdiction to clear the Transaction with regard to Norway, cf. EEA agreement art 8 (3).

4 THE CONDITIONS FOR SUBMITTING SIMPLIFIED NOTIFICATION ARE SATISFIED

The Transaction qualifies for a simplified notification in accordance with Section 3 first paragraph item 3, letter a) of the Regulation on the Notification of Concentrations. As will be elaborated below, following the Transaction the parties will not have a combined market share exceeding 20% in any plausible market segmentation with horizontal overlap, nor are there any plausible market segmentations with vertical overlap where the parties' market share exceeds 30%.

Also note that as zooplus has limited turn-over in Norway, see section 6 below, the Transaction also qualifies for a simplified notification in accordance with Section 3 first paragraph item 1, letter a) of the Regulation on the Notification of Concentrations.

5 THE STRUCTURE AND BUSINESS AREAS OF THE UNDERTAKINGS

5.1 EFMS

5.1.1 *Legal and organizational structure*

EFMS is part of the EQT group («EQT»), a Sweden-based group of funds whose portfolio companies are active in a variety of industries and sectors. The relevant entities can be described as such:

Pet Holdings. Pet Holdings is a newly established company indirectly controlled by EQT IX which is managed by EFMS.

EQT IX. EQT IX was launched in April 2021 with commitments of approximately EUR 15.6 billion. EQT IX is an EQT investment fund. EQT IX comprises several entities and arrangements.

[REDACTED]

EFMS.

[REDACTED]

[REDACTED]

[REDACTED]

EQT AB. EQT AB is listed on the Nasdaq Stockholm stock exchange since September 2019. Shares in EQT AB are held by a widely dispersed base of shareholders.

[REDACTED]

[REDACTED]

For further information, please see: www.eqtgroup.com.

5.1.2 Areas of business

EQT's portfolio companies are active in a variety of industries and sectors.

Please see a further description of the portfolio company IVC Evidensia ("**IVC**") below. None of EQT's other portfolio companies are active in pet food or pet accessories supplies or have any activities upstream or downstream of the pet food or pet accessories business.

Annex 1: List of EQT portfolio companies

5.1.3 Portfolio company IVC Evidensia

Through its controlled portfolio company IVC, EQT is, to a marginal extent, active in the retail sale of pet food and pet accessories.³

IVC is a veterinary clinic operator, generating approx. [REDACTED] of its total turnover of approx. [REDACTED] in 2020 with veterinary clinic services, predominantly in the UK (where, as of 2019, approx. [REDACTED] of IVC's pet clinics and hospitals are located) but also in various EU and EFTA member states, namely Belgium, Denmark, Finland, France, Germany, Ireland, the Netherlands, Norway, Portugal, Spain, Sweden and Switzerland.

In Norway IVC operates 26 animal hospitals and pet clinics. These are organised through the legal entity Evidensia Dyrehelse AS (company registration number 997456602) and its wholly owned subsidiaries Evidensia Smådyr AS (company registration number 912161668)⁴ and Smådyrkrematoriet AS (company registration number 977336767).

Adjacent to its veterinary clinic services, IVC also sells pet food and pet accessories. Within pet food, IVC generates most of its total turnover with dietetic pet food; to a much smaller extent, IVC also sells conventional pet food.

³ For the sake of transparency, it should be noted that Nestlé is also a shareholder in IVC. Nestlé, through its subsidiary Nestlé Purina PetCare EMENA, is a manufacturer of pet food which it sells to retailers (including IVC). With regard to IVC, Nestlé holds a minority shareholding (26.7%) and does not hold any veto rights conferring control over IVC.

⁴ The various clinics are operated through registered branches under Evidensia Smådyr AS, as well as through a wholly owned subsidiary: Dyresykehuset Dyrlegen Harstad AS (company registration number 923638067)

In Norway, IVC does not offer online sale of pet food and pet accessories.⁵

Further information about IVC can be found at <https://evidensia.no/om-evidensia-norge/> and <https://ivcevidensia.com/>

5.2 H&F

5.2.1 Legal and organizational structure

H&F is a private equity investment firm incorporated under the laws of Delaware (USA) and with offices in San Francisco, New York and London, focusing on investing in superior business franchises and serving as a value-added partner to management in select various industries.

Lux Topco is a newly established company (indirectly) controlled by funds advised by H&F.

Zorro Bidco is a newly established company (indirectly) controlled by funds advised by H&F, which sole purpose is being a vehicle to acquire sole control over zooplus by way of the contemplated public takeover offer and additional share purchases if so required.

Further information about H&F can be found at www.hf.com/about/.

5.2.2 Areas of business

H&F is active in private equity investments in a variety of sectors worldwide, including software, internet & media, financial services, healthcare, consumer & retail and other business services, business & information services, energy & industrials, retail & consumer, and healthcare

None of H&F's controlled portfolio companies are active in pet food or pet accessories supplies or have any activities upstream or downstream of the pet food or pet accessories business.

Annex 2: List of H&F portfolio companies

5.3 zooplus

5.3.1 Legal and organizational structure

zooplus is an e-commerce retailer of pet supplies, headquartered in Germany, with activities in most EU and EFTA member states, namely Austria, Belgium, Bulgaria, Croatia, the Czech Republic, Denmark, Estonia, Germany, Greece, Ireland, Finland, France, Hungary, Italy, Latvia, Lithuania, Luxembourg, the Netherlands, Poland, Portugal, Romania, Slovakia, Slovenia, Spain, Sweden and Switzerland.

⁵ Please note that IVC offer online sales in other jurisdictions through: <https://vetapotek.se/>, <https://dierapotheker.nl/>, <https://qualitypet.fr/>, and <https://dierapotheker.be/>.

zooplus is a listed stock company, traded on the Frankfurt Stock Exchange (Prime Standard, Regulated Market). Today zooplus is not controlled by any person or company.⁶ In Norway zooplus operates as a NUF with company registration number 914 144 825.

In 2020, zooplus' EU (online) sales amounted to (i) [REDACTED] in conventional pet food, (ii) [REDACTED] in dietetic pet food and (iii) [REDACTED] in pet accessories. zooplus's turnover related to Norway amounted to [REDACTED] only, see section 6 below.

Further information about zooplus can be found at <https://www.zooplus.no> and <https://investors.zooplus.com/>

5.3.2 Areas of business

zooplus operates a number of localized and cross-national web shops throughout Europe. In Norway the web shops are operated under the store brand "zooplus". Users can access zooplus' web shops through (ordinary and mobile) websites and apps.

zooplus sells pet supplies for dogs, cats, birds, horses, small animals and aquatic. The product range includes, in particular, pet food and pet accessories (such as scratch trees, transport baskets, toys, litter and snacks). Within pet food, zooplus generates most of its total turnover with conventional pet food; to a much smaller extent, zooplus also provides dietetic pet food.

6 TURNOVER AND OPERATING RESULT IN NORWAY FOR THE LAST FISCAL YEAR (2020)

	Name	Turnover ⁷	Operating result
Notifying party	EQT ⁸	[REDACTED]	[REDACTED]
Notifying party	H&F		
Target	zooplus		

⁶ The current shareholder structure can be found at: <https://investors.zooplus.com/en/investor-relations/the-share/shareholder-structure/>.

⁷ Note that the parties does not have exact figures for Norway and that these figures are approximate. Figures in NOK are based on the European Central Bank's average EUR to NOK conversion rate in the period 01.01.2020 to 31.12.2020.

⁸ For the purposes of this notification, and in line with previous merger control notifications, the relevant turnover of the portfolio companies of EQT IX and all other EQT funds with existing investments have been amalgamated.

7 NO AFFECTED MARKETS

7.1 Introduction

The Transaction will lead to only a limited horizontal overlap between zooplus and IVC and no vertical relationships.

There is neither any horizontal overlap nor any vertical relationship between zooplus and H&F's controlled portfolio companies.

There is a limited horizontal overlap between zooplus and EQT's portfolio company IVC, a veterinary clinic operator which also sells minor amounts of pet food and pet accessories. However, the activities of zooplus and IVC are largely complementary.

While pet supplies are zooplus' core business with a total EEA turnover of [REDACTED] (pet food: [REDACTED] pet accessories [REDACTED]) it is only an adjacent business for IVC with a total EEA turnover of only [REDACTED], reflecting less than [REDACTED] of IVC's global business ([REDACTED]).

zooplus' and IVC's sales channels are largely complementary. zooplus sells its products only online throughout the entire EEA including Norway. In contrast, IVC sells its products predominantly, and in Norway exclusively, through veterinary clinics, whereas IVC's online sales are marginal and limited to three EEA Member States (Belgium, the Netherlands, Sweden). [REDACTED] of IVC's EEA sales are generated through the veterinary channel as opposed to only [REDACTED] through online sales.

Also, with regard to the different kinds of pet food, zooplus' and IVC's activities are largely complementary. While the vast majority of zooplus' EEA turnover is generated with conventional pet food [REDACTED] reflecting [REDACTED] of zooplus' total EEA business, as opposed to [REDACTED] with dietetic pet food, reflecting [REDACTED] of its total EEA business), IVC generates most of its turnover with dietetic pet food ([REDACTED], as opposed to [REDACTED] in conventional pet food).

Zooplus' and IVC's combined market shares fall well below 20% under any plausible market segmentation, with the increment being negligibly low.

There are no vertical relationships between zooplus and any portfolio companies controlled by EFMS or H&F. zooplus and IVC are both only active in the retail/B2C segment and thus do not supply each other with pet supplies.

7.2 Market definition

7.2.1 Product market

7.2.1.1 Introduction

It is the notifying parties' view that the exact product market definition can ultimately be left open, as the Transaction does not give rise to competition concerns under any plausible market definition. For

this same reason, the parties do not consider it necessary to draw any clear distinction between overlapping product markets that fall outside the scope of the EEA agreement and overlapping product markets that fall within the scope of the EEA agreement.⁹

Bearing this in mind, the overall product market for pet supplies can be separated into different segments and sub-segments as follows.

7.2.1.2 Retail vs. wholesale

The market for pet supplies can be segmented into the retail market and the wholesale market.¹⁰ As both zooplus and IVC are only active in retail, the Parties will only provide information concerning the retail level.

7.2.1.3 Pet food vs. pet accessories

Pet supplies can be segmented into pet food and pet accessories.¹¹

7.2.1.4 Conventional pet food vs. dietetic pet food

Pet food can be segmented into conventional pet food and dietetic pet food.¹² No distinction has to be made between the retail sale of branded products and private label products.¹³

7.2.1.5 Conventional pet food

Within conventional pet food, the e-commerce sales channel does not constitute a distinct market. Online sales closely compete with the traditional sales channels, including in particular supermarkets and pet supplies stores.¹⁴ However, the European Commission has segmented the conventional pet

⁹ Inter alia, pet accessories include both toys and edible snacks.

¹⁰ Cf. European Commission, decision of 29 October 2018, M.9019 – *Mars / Anicura*, paras. 21 ff., in which the European Commission assessed the upstream market for the manufacture and supply of dietetic pet food on the one hand and the downstream market for the retail of dietetic pet food through the veterinary channel on the other hand.

¹¹ Within pet food, the Commission has also found that industrial (or prepared) pet food constitutes a distinct market, separate from fresh or home prepared pet food, see European Commission, decision of 13 March 1995, M.554 – *Dalgety / Quaker Oats*, para. 12; decision of 29 October 2018, M.9019 – *Mars / Anicura*, para. 25. However, the Parties are only active in industrial pet food.

¹² European Commission, decision of 29 October 2018, M.9019 – *Mars / Anicura*, para. 38 (detailed analysis in paras. 26 ff.).

¹³ European Commission, decision of 13 March 1995, M.554 – *Dalgety / Quaker Oats*, para. 13; decision of 27 July 2001, M.2337 – *Nestlé / Ralston Purina*, para. 15 ff.; decision of 15 February 2002, M.2544 – *Masterfoods / Royal Canin*, paras. 12f.

¹⁴ See for coffee: European Commission, decision of 5 May 2015, M.7292 – *Demb / Mondelez / Charger Opco*, paras. 108 ff.; for beauty, personal care and cosmetics products: European Commission, decision of 13 December 2019, M.9445 – *Natura Cosméticos / Avon Products*, paras. 11 ff.

food segment further into cat food and dog food,¹⁵ and within these segments between wet and dry cat food and dog food respectively^{16, 17}

7.2.1.6 Dietetic pet food

Dietetic pet food (also referred to in the industry as "therapeutic" or "veterinary diet" pet food) is pet food that is intended to be formulated to meet the specific dietary requirements of a pet that is suffering from one or more specific health or dietary issues, and is typically recommended by a veterinarian.¹⁸

Within the retail sale of dietetic pet food, the European Commission has previously distinguished between two different sales channels, namely the veterinary channel (e.g., sales through veterinary clinics) and the non-veterinary channel (e.g., online, supermarkets).¹⁹

7.2.1.7 Pet accessories

Pet accessories (or pet food accessories, as labelled by the European Commission) include a wide variety of products such as cat litter, cat and dog snacks, cat and dog hygiene products, cat and dog toys and leatherware, bird care, fish care etc.²⁰ The European Commission has left open whether further segmentation within pet accessories is required. In the case at hand, this question can also be left open since the Transaction does not give rise to competitive concerns under any plausible segmentation of the pet accessories segment.²¹

7.2.2 Geographic market

The retail market for pet supplies and its plausible segmentations should generally be considered at least national, if not EEA-wide, in scope. All brands are marketed, advertised and distributed nationwide, if not EEA-wide (in multi-language packaging).

¹⁵ European Commission, decision of 2 April 1998, M.1127 – *Nestlé / Dalgety*, para. 13; decision of 27 July 2001, M.2337 – *Nestlé/Ralston Purina*, para. 10.

¹⁶ European Commission, decision of 27 July 2001, M.2337 – *Nestlé / Ralston Purina*, para. 12; decision of 15 February 2002, M.2544 – *Masterfoods / Royal Canin*, paras. 9-11.

¹⁷ The European Commission has also considered with regard to conventional pet food whether one should distinguish between different quality categories (namely, "economy", "mainstream" and "premium"), see decision of 27 July 2001, M.2337 – *Nestlé/Ralston Purina*, para. 13, and decision of 15 February 2002, M.2544 – *Masterfoods / Royal Canin*, paras. 15 ff. While the European Commission left this question open, it is not a suitable distinction for dietetic pet food in any event since dietetic pet food is generally of high quality and value.

¹⁸ European Commission, decision of 29 October 2018, M.9019 – *Mars / Anicura*, para. 17; examples of medical conditions for which dietetic pet food is available include gastrointestinal, dermatological, obesity/weight management, allergies, joint/mobility (arthritis), urinary, renal, cardiac, and diabetes.

¹⁹ European Commission, decision of 29 October 2018, M.9019 – *Mars / Anicura*, paras. 45 ff.

²⁰ European Commission, decision of 2 April 1998, M.1127 – *Nestlé / Dalgety*, para. 7.

²¹ European Commission, decision of 2 April 1998, M.1127 – *Nestlé / Dalgety*, para. 7; decision of 27 July 2001, M.2337 – *Nestlé / Ralston Purina*, para. 8.

Only with respect to the retail sale of dietetic pet food through the veterinary channel (where there is no overlap in the case at hand since zooplus does not sell through veterinary clinics but only online), the European Commission has decided that the geographic market is to be considered local in scope.²²

However, as zooplus does not have any physical stores local markets are not relevant in this case.

In any event, the notifying parties submit that the exact delineation of the geographic market can be left open since the Transaction does not give rise to competition concerns under any plausible geographic market definition.

7.3 Market shares

7.3.1 Horizontal overlaps

Zooplus and IVC have horizontal overlaps in the following reportable markets:

- The at least national, if not EEA-wide, retail market for the sale of conventional pet food, principally further segmented by dry and wet dog food and dry and wet cat food.
- The at least national, if not EEA-wide, retail market for the sale of dietetic pet food through non-veterinary sales channels. Note that the parties do not have such sale in Norway.
- The at least national, if not EEA-wide, retail market for the sale of pet accessories.

7.3.2 Market data

H&F and EFMS note that there is very little publicly or commercially available data concerning pet supplies on an EEA country-by-country level. The parties have instructed Mordor Intelligence to research, collect and assemble market data per EEA Member State for the possible markets set out in section 7.2 above.

Mordor Intelligence was able to provide country-by-country data for conventional pet food, conventional wet pet food, conventional dry pet food and dietetic pet food. However, despite several days of intense research and work, Mordor Intelligence was not able to provide market data for all plausible segments and subsegments. Mordor Intelligence was not able to provide country-by-country data for conventional pet food separately for dogs and cats, dietetic pet food sold through the non-veterinary channel and pet accessories (however, the parties have market data from Euromonitor on pet accessories).²³

²² European Commission, decision of 29 October 2018, M.9019 – *Mars / Anicura*, paras. 49 ff.

²³ Euromonitor, Data on Market Sizes from Euromonitor Passport, Category Pet Care (accessed on 30 September 2021).

Based on the findings of Mordor Intelligence, in the retail market for the supply of **conventional pet food**, the notifying parties' individual and combined sales and market shares are as follows:

	Conventional pet food overall			
	EEA		Norway	
	MEUR	%	MEUR	%
Total market	17,158.8	100.0%	265.9	100.0%
zooplus				
IVC/EQT				
Combined				

	Conventional wet pet food			
	EEA		Norway	
	MEUR	%	MEUR	%
Total market	7,737.7	100.0%	120.2	100.0%
zooplus				
IVC/EQT				
Combined				

	Conventional dry pet food			
	EEA		Norway	
	MEUR	%	MEUR	%
Total market	8,672.1	100.0%	135.3	100.0%
zooplus				
IVC/EQT				

²⁴ The zooplus sales figures for conventional wet pet food in the EEA and Norway are actually slightly higher because they only contain conventional wet pet food for cats and dogs. zooplus cannot break down conventional pet food for other animals than cat and dog into wet and dry. However, the sales of conventional pet food for animals other than cat and dog are negligible. Even if one were to conservatively assume that all sales achieved with conventional pet food for animals other than cat and dog account for conventional wet pet food, zooplus' market shares would only increase by ■ percentage points in the EEA and by ■ percentage points in Norway.

²⁵ The zooplus sales figures for conventional dry pet food in the EEA and Norway are actually slightly higher because they only contain conventional dry pet food for cats and dogs. zooplus cannot break down conventional pet food for animals other than cat and dog into wet and dry. However, the sales of conventional pet food for animals other than cat and dog are negligible. Even if one were to conservatively assume that all sales achieved with conventional pet food for animals other than cat and dog account for conventional dry pet food, zooplus' market shares would only increase by ■ percentage points in the EEA and by ■ percentage points in Norway.

Combined	
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As shown in the above tables, the Parties' individual and combined market shares in the retail market for conventional pet food – both overall and segmented into wet and dry pet food – remain well below [REDACTED] in a presumed EEA wide market and below [REDACTED] in a presumed Norwegian market. In addition, the market share increment caused by IVC is marginal, with [REDACTED] or less. Needless to say, the Parties are facing strong competition from large established players, in both the online and traditional offline sales channels.

Note that Mordor Intelligence was not able to provide market data differentiating between dog food and cat food. However, the Parties believe that their market shares within conventional dog food and conventional cat food are comparable to their market shares in conventional pet food overall, as neither party has a particular specialization in either segment.

In the retail market for the supply of **dietetic pet food**, the Parties' individual and combined sales and market shares are as follows:

	Dietetic pet food			
	EEA		Norway	
	MEUR	%	MEUR	%
Total market	2,163.5	100.0%	33.2	100.0%
zooplus	[REDACTED]			
IVC/EQT				
Combined				

In the retail market for the supply of dietetic pet food, the Parties only overlap in an EEA-wide market but not in Norway. According to the market definition applied by the European Commission in *Mars / Anicura*²⁶, the market for dietetic pet food needs to be separated in dietetic pet food sold through the veterinary channel (e.g., veterinary clinics), on the one hand, and dietetic pet food sold through the non-veterinary channel (e.g., online), on the other hand. Given that zooplus sells dietetic pet food (as well as any other product) exclusively through the online channel while IVC, in Norway, sells its dietetic pet food exclusively through its veterinary clinics, there is no overlap in Norway.

²⁶ European Commission, decision of 29 October 2018, M.9019 – *Mars / Anicura*, paras. 45 ff.

Irrespectively, the Parties' individual and combined market shares remain (well) below [REDACTED] in the overall market for dietetic pet food, and just above [REDACTED] in a hypothetical Norwegian market, and the market share increment caused by IVC is marginal with [REDACTED] or less.

In the retail market for the supply of **pet accessories**, the Parties' individual and combined sales and market shares are as follows:²⁷

	Pet accessories			
	EEA		Norway	
	MEUR	%	MEUR	%
Total market	5,400.0	100.0%	125.4	100.0%
zooplus	[REDACTED]			
IVC/EQT				
Combined				

As can be seen here, the Parties' combined market shares in the retail market for the supply of pet accessories remain well below [REDACTED] in an EEA wide market and below [REDACTED] in a Norwegian market, and the market share increment caused by IVC is well below [REDACTED]. Here too, the Parties are facing strong competition from large established players in both the online and traditional offline sales channels (see below, 8.1.2 and 8.2.2).

7.4 Conclusion

In any plausible product market segmentation the Transaction will generate only a very small market share. The parties further note that there are a number of online and offline competitors in the relevant markets, including in the Norwegian market.

Moreover, IVC and zooplus are not close competitors, operating differentiated businesses and in different channels.

Consequently, there are no affected markets, and no risk of competition harm.

²⁷ Mordor Intelligence is unable to provide market data for the segment of pet accessories. While the Parties were able to obtain total market size estimates on a country-by-country level for the overlapping EEA jurisdictions from Euromonitor, Euromonitor's analyses do not cover the entire EEA (or EU) but only selected countries in Eastern and Western Europe. Accordingly, Euromonitor cannot provide total EEA (or EU) figures which is why the Parties had to estimate the total EEA market size based on the information provided on country level. The Parties' above estimate of EUR 5.4 billion for the EEA pet accessories segment can be considered rather conservative, given that the aggregate of the total market sizes of the ten EEA jurisdictions in which the Parties are overlapping already accounts for almost 90% of the total EEA estimate (EUR 4.8 billion).

8 THE PARTIES' MOST IMPORTANT COMPETITORS, CUSTOMERS AND SUPPLIERS

8.1 IVC

Below is an overview of IVC's five most important competitors and suppliers with regard to the markets described above, cf. the Regulation on the Notification of Concentrations Section 3 second paragraph letter d.

As IVC is only active in retail sales, all customers are consumers. Accordingly, IVC does not have any most important customers.

8.1.1 Suppliers



Conventional pet food

Top	Supplier Name
1	
2	
3	
4	
5	



Dietetic pet food

Top	Supplier Name
1	
2	
3	
4	
5	



IVC's top suppliers of pet accessories for a Norwegian market are:

Pet accessories

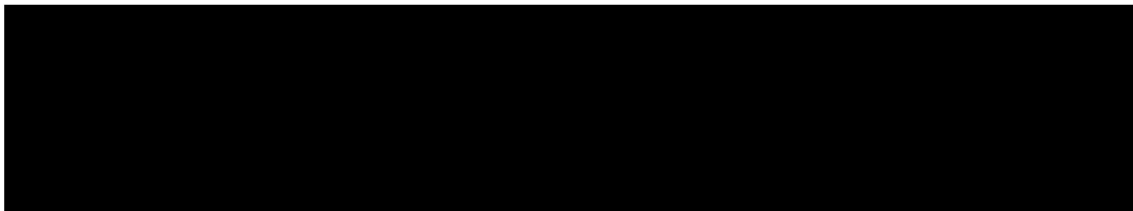
Top	Supplier Name
1	
2	
3	

4

5



8.1.2 Competitors



8.2 zooplus

Below is an overview of zooplus' five most important competitors and suppliers with regard to the markets describes above, cf. the Regulation on the Notification of Concentrations Section 3 second paragraph letter d.

As zooplus is only active in retail sales, all customers are consumers. Accordingly, zooplus does not have any most important customers.

8.2.1 Suppliers

The below lists zooplus' top suppliers for the Norwegian market.

Conventional pet food

Top	Supplier Name
1	
2	
3	
4	
5	

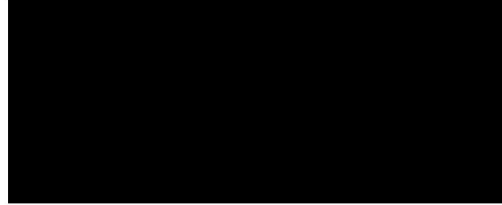
Conventional dry pet food

Top	Supplier Name
1	
2	
3	
4	
5	

Conventional wet pet food

Top	Supplier Name
-----	---------------

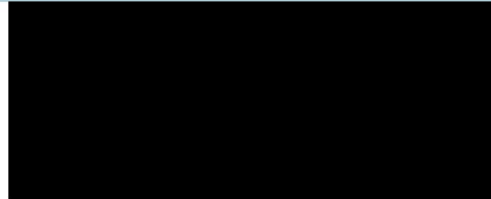
1
2
3
4
5



Dietetic pet food

Top Supplier Name

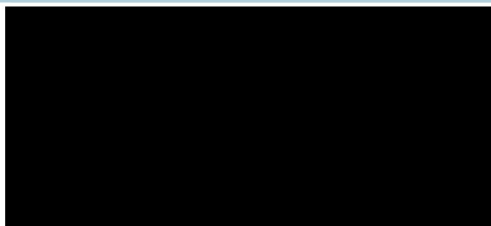
1
2
3
4
5



Pet accessories

Top Supplier Name

1
2
3
4
5



8.2.2 Competitors

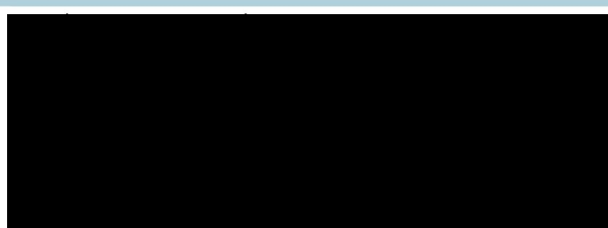
The below lists zooplus' top competitors for the Norwegian market. Please not that, as regards dietetic pet food,



Conventional pet food

Top Supplier Name

1
2
3
4
5



Conventional dry pet food

Top Supplier Name

1
2
3



4
5



Conventional wet pet food

Top	Supplier Name
1	
2	
3	
4	
5	

Dietetic pet food

Top	Supplier Name
1	
2	
3	
4	
5	

Pet accessories

Top	Supplier Name
1	
2	
3	
4	
5	

9 ANNUAL REPORTS AND FINANCIAL STATEMENTS

There is no consolidated annual report for the portfolio companies controlled by EQT funds. The most recent annual report (2020) for EQT IX is attached as **Annex 3**.

EQT AB's latest annual report (2020) is available at: <https://cdn.sanity.io/files/30p7so6x/eqt-web-prod/436a863bca8f45ed403e4d29bab6c4a0255473af.pdf>.

zooplus' most recent annual report for the financial year 2020 can be accessed via zooplus' website: https://investors.zooplus.com/wp-content/uploads/2021/03/zooplus_GB2020_EN.pdf



10 DISCLOSURE/PUBLIC ACCESS

This notification contains business secrets, cf. Section 18 b of the Competition Act. All business secrets are highlighted in a copy of the simplified notification, attached as **Annex 4**.²⁸ Justification for business secrets is set out in a separate **Annex 5**. This explanatory document is also considered as confidential information in its entirety.

We kindly ask to be notified should the Competition Authority receive any requests for access to this notification or other documents in the case.

Best regards

Advokatfirmaet Thommessen AS



Heidi Jorkjend

Advokat

²⁸ Please note that, in Annex 4, H&F-specific information is highlighted in green, EFMS-specific information is highlighted in yellow, Zooplus-specific information is highlighted pink and information that is sensitive to both zooplus and IVC (EFMS) is highlighted in turquoise.