
GENERAL NOTICES

NOTICE 1837 OF 2006

COMPETITION COMMISSION

NOTIFICATION TO CONDITIONALLY APPROVE THE TRANSACTION INVOLVING:

Metsä Corporation OY

and

Aker Kvaerner's Pulping and Power

The Competition Commission hereby gives notice, in terms of Rule 38 (3)(c) of the 'Rules for the Conduct of Proceedings in the Competition Commission, that it has approved the transaction involving the above mentioned firms subject to the conditions set out below.

1. The divestiture within six months of the implementation of the current transaction of the existing Aker Kvaerner's Pulping and Power ("AKPP") assets relating to the supply of brown stock washing, oxygen delignification and bleaching equipment and processes, together with auxiliary products such as pumps and mixers, as a going concern ("the divested business"). For clarification purposes the divested business includes, but is not limited to, the following items and assets:
 - i. All tools, moulds and key machines used in the manufacture of wash presses and other auxiliary equipment which are used in brown stock washing equipment, oxygen delignification equipment and bleaching equipment;
 - ii. All patents related to the manufacture of wash presses, mixers, pumps and auxiliary equipment, as well as all patents related to brown stock washing equipment, oxygen delignification equipment and bleaching equipment. For the avoidance of doubt, the reference to all patents includes all mechanical or process patents relating to the AKPP divested business;
 - iii. All trademarks related to the wash presses and auxiliary equipment, including mixers and pumps; and
 - iv. All know-how related to brown stock washing, oxygen delignification and bleaching equipment, including, but not limited to, all designs, drawings, technical specifications and formulae, relating to the divested business.
2. The merging parties must at the time of the implementation of the divestiture, subject to the applicable labour laws, give the purchaser of the divested business the right to employ all AKPP's employees it wishes to employ.

3. The **merging** parties must at the **time** of the divestiture provide the purchaser with commercial data relating to the divested business that is **necessary** to facilitate the efficient manufacture of brown stock washing, **oxygen delignification** and **bleaching** equipment. The commercial data concerned includes, **but** is not limited to, pricing information, actual **prices** received, **subcontractors'** details and contacts and existing **tender log books, product specifications**, process guarantees and other **key** commercial conditions of past and current projects and tenders.
4. The merging parties shall:
 - i. **Preserve** and maintain the economic and competitive value of the divested **business** until the date of disposal in accordance with good commercial practice and to manage **the** divested business in the best interest of such business;
 - ii. Refrain from carrying out any **act** that may reasonably be expected to have a significant adverse impact on **the** economic value, the management, or the competitiveness of the divested **business**.
 - iii. Refrain from carrying **out any** act that may **be** of such a nature as to, in an adverse way, alter the economic value of the divested business or which **could alter** the commercial strategy in **respect of such business** in a significantly adverse way; and
 - iv. Provide sufficient resources for the maintenance of the divested **business**,
5. The merging **parties shall at** own cost **within** one month of implementation of the current transaction **appoint** an independent trustee, subject to the prior written **approval** of the **Commission**. The trustee shall
 - i. monitor the satisfactory discharge by the **merging parties** of **their obligations** in terms **of the** conditions,
 - ii. **mediate any** disagreements **relating to the** obligations **imposed**, and
 - iii. report **in writing** to the Commission, on a quarterly basis after the implementation of the merger, on the merging **parties'** compliance with the obligations in **terms** of the conditions and **the** progress of **the** implementation of the divestiture.
6. The merging **parties** shall within one week of receiving a **ruling** from any competition authority in relation to the current transaction inform **the** Commission of **such** ruling and provide the **Commission** with a **copy of such ruling**.

Enquiries in this regard may be addressed to Mr. Hardin Ratshisusu at Private Bag X23, Lynnwood Ridge, 0040. Telephone: (012) 394 3297, or Facsimile: (012) 394 4297. (Reference: 2006Jul2386)