
GENERAL NOTICES

NOTICE 247 OF 2008

COMPETITION COMMISSION

NOTIFICATION TO CONDITIONALLY APPROVE THE TRANSACTION INVOLVING:

YARA INTERNATIONAL ASA

AND

KEMIRA GROWHOW OYJ

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.

- a) For a period of 5 (five) years following the date of approval of the proposed merger, the merged entity ("Yara/GrowHow") shall continue to make urea (in prilled and/or granular form) available for sale to Smaller Purchasers and Existing GrowHow urea customers (as defined below) on the terms and conditions set out below:
- i. *Smaller Purchasers* for the purposes of this undertaking means purchasers of urea in South Africa whose annual requirements at the time of the request for supply do not exceed 12 000 tons per annum.
 - ii. *Existing GrowHow Customers* means any pre-merger purchasers of urea from GrowHow during 2006 or 2007.
 - iii. The merged entity shall, on written request, make urea available for sale to *Existing GrowHow Customers* subject to Growhow's standard terms, conditions and provisions prevailing at the time of the merger.
 - iv. The merged entity shall, on written request, make urea available for sale to *Smaller Purchasers* on terms that are non-discriminatory as regards price, volumes, quality and quantity when compared with supply conditions applicable to *Existing GrowHow Customers* and its subsidiaries and associated entities.

- v. The merged entity will make urea available for sale either directly or through Yara/GrowHow's appointed distributors.
 - vi. In the event of urea shortages for whatever reason, such that the merged entity is unable to fulfill the requirements of all of its customers, the merged entity shall, to the extent that it is commercially and practically feasible, immediately reduce its supply to each customer and to its subsidiaries and associated entities *pro rata*.
 - vii. Nothing shall prevent or restrict *Smaller Purchasers* or *Existing GrowHow Customers* from sourcing their supplies of urea independently from third parties.
- b) In the event that the Commission has reasonable grounds to believe that the conditions herein are not being complied with by the merging parties, the Commission may request the merged entity to furnish to it the following reports and documents in writing, on 14 (fourteen) days prior written notice:
- i. a report/s signed by a responsible person, indicating the volumes of urea and the prices at which urea has been supplied.
 - ii. documents indicating the volumes of urea and the prices at which such urea has been supplied.
 - iii. a report setting out details regarding any reduction of supply of urea in the circumstances contemplated in paragraph (a) vi above.
 - iv. an independent auditor's certificate confirming the correctness of, or qualifying, as the case may be any information provided (for such period as may be specified by the Commission in its request).

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