

## MODEL WAIVER OF CONFIDENTIALITY (as to European Commission)

Merging Company Alpha, Inc. (A) and To Be Merged Company Beta (B) agree to waive the confidentiality restrictions under the Federal Trade Commission Act, 15 U.S.C. § 41 *et seq.*, the Hart-Scott-Rodino Act, 15 U.S.C. § 18a, and other applicable laws and rules (collectively, "Confidentiality Rules"), to the extent necessary to permit the Federal Trade Commission ("FTC") to disclose to the European Commission ("EC") confidential documents and information obtained from A and B in connection with the merger of A and B. Specifically, A and B agree that FTC staff may share with the EC any of A's and B's documents, statements, data, and information, as well as the FTC's own internal analyses that contain or refer to A's or B's materials, that would otherwise be foreclosed by the Confidentiality Rules. This letter does not constitute a waiver by A or B of their rights under the Confidentiality Rules with respect to the protection afforded to A and B against the direct or indirect disclosure of information to any third party other than the EC.

Additionally, with respect to any documents or information that the EC obtains from A or B and provides to the FTC pursuant to a waiver of EC confidentiality protections, it is understood that the FTC shall treat such documents as having been obtained from A or B pursuant to the Hart-Scott-Rodino Act. It is also understood that, in the event it is ever determined that any such documents or information are not entitled to confidentiality protection under the Hart-Scott-Rodino Act, the FTC has requested these documents and information from A and B and that the following protections shall apply: (1) such documents and information shall be treated as provided by A and B to the FTC voluntarily in place of compulsory process; (2) such documents and information are designated confidential under Section 4.10(d) of the FTC's Rules of Practice, 16 C.F.R. § 4.10(d); (3) to the extent and at such times as such documents become subject to the FTC rule requiring the return of documents, 16 C.F.R. § 4.12, the FTC shall destroy such documents or, at A's or B's request, return them to the EC; and (4) the FTC shall notify A and B within 10 days if a requester under the Freedom of Information Act commences litigation to obtain these documents.

A copy of this letter is being sent to the Directorate General for Competition of the European Commission (DG-IV).