

Pursuant to Article 20 paragraph (1) Item 2) with respect to Article 20 paragraph (2), Article 23 paragraph (1) and Article 26 from the Law on Protection of Competition ("Official Gazette of the Republic of Macedonia" no. 04/05, 70/06 and 22/07) and Article 205 from the Law on General Administrative Procedure ("Official Gazette of the Republic of Macedonia" no. 38/05 and 110/08), the Commission for Protection of Competition, acting upon the notification for concentration submitted by the company Deutsche Telekom AG, through their agent Polenak Law Firm, on its session held on 16 October 2008, reached the following

D E C I S I O N

1. It is hereby established that the concentration between the companies **Deutsche Telekom AG**, with registered office at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany, and **Hellenic Telecommunications Organization S.A.** ("OTE S.A."), with registered seat at Maroussi of Attica, 99 Kifissias Avenue, Greece, arisen on the basis of share purchase, even though it falls within the scope of application of the provisions of the Law on Protection of Competition, shall not significantly prevent, restrict or distort the effective competition on the market or a significant part thereof, in particular as a result of the creation or strengthening of a dominant position of the participants and that **it in compliance with the provisions of the Law on Protection of Competition.**

2. Deutsche Telekom AG is hereby obliged to fulfill the Commitments towards the Commission for Protection of Competition in accordance with the provisions of the Law on Protection of Competition regarding the proposed acquisition of direct control over OTE S.A. by Deutsche Telekom AG, which were delivered to the Commission by communication no. 07/342-20 from 09 October 2008, in order to bring about that the concentration be in compliance with the provisions of the Law on Protection of Competition.

3. Point 1 from this Decision shall apply provided that the Commitments from Point 2 from this Decision are met in full, in the manner and in the deadlines set in the Commitments.

4. Non-compliance with any of the conditions or commitments from this Decision shall constitute a misdemeanor in accordance with Article 47 Paragraph (1) Item 7) from the Law on Protection of Competition.

5. The submitter is hereby obliged to pay the administrative fees for the notification for concentration in the amount of 6 000,00 Denars and for the decision in the amount of 30 000,00 Denars, under tariff number 28-a from the Law on Administrative Fees ("Official Gazette of the Republic of Macedonia" no. 17/93, 20/96, 7/98, 13/01, 24/03, 19/04, 61/04 and 95/05) on the account of the Budget of the Republic of Macedonia no. 100000000063095, payment account 84017903161, income code and program 72231300.

R e a s o n i n g

The company **Deutsche Telekom AG** (hereinafter "Deutsche Telekom") submitted to the Commission for protection of competition (hereinafter "the Commission") on 26 August 2008, in accordance with the provisions from Article 16 Paragraph (1), Items 1) and 2) and Article 16 Paragraph (3) Item 2) from the Law on Protection of Competition (hereinafter "the Law"), a notification for concentration between the companies Deutsche Telekom and Hellenic Telecommunications Organization S.A. (hereinafter "OTE").

The Commission started examining the notification for concentration as of the day it was delivered.

On 01 September 2008, Deutsche Telekom, by way of communication no. 07-342/4 submitted the initial commitments that it was prepared to take on before the Commission, whose fulfillment, as it estimated, would bring about that the concentration at hand shall not significantly prevent, restrict or distort the effective competition on the market or a significant part thereof, in particular as a result of the creation or strengthening of a dominant position of the participants in the concentration and would be in compliance with the provisions of the Law on Protection of Competition.

During the evaluation of the concentration by the Commission, Deutsche Telekom showed readiness and willingness to meet the conditions and to undertake the measures from the initial commitments. Keeping this in mind, the Commission established that the conditions prescribed in Article 23 Paragraph (1), as regards extending the deadline for rendering the decision up to 35 business days, have been met.

On 09 October 2008, Deutsche Telekom, by way of communication no. 07-342/20 submitted the Commitments towards the Commission in accordance with the provisions of the Law on Protection of Competition, and in relation to the proposed acquisition of direct control over OTE S.A. by Deutsche Telekom AG.

The Commission, by consciously and carefully weighing every proof separately and all evidence combined, and considering the results of the examination of the notification and the evaluation of the concentration, has established the following factual condition:

1. Participants in the concentration: business name, registered office and scope of operations:

- a) Deutsche Telekom AG, with registered office at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany, a telecommunication services company; and
- b) Hellenic Telecommunications Organization S.A. ("OTE"), with registered seat at Maroussi of Attica, 99 Kifissias Avenue, Greece, a telecommunication services company.

1.1. Subsidiaries of the participants

- Makedonski Telekom AD Skopje, with registered office at Orce Nikolov bb, 1000 Skopje (hereinafter "Makedonski Telekom"). Makedonski Telekom is Deutsche Telekom's subsidiary; namely, Deutsche Telekom owns 100% from the capital of MagyarCom Holding GmbH, which owns 59,21% from the capital of Magyar Telecom; Magyar Telecom owns 100% from the capital of Kamenimost AD Skopje, a company that owns 51% from the capital of Makedonski Telekom. Makedonski Telekom an operator of fixed public communication services in the Republic of Macedonia
- T-Mobile Makedonija AD Skopje, with registered office at "Pero Nakov" bb, 1000 Skopje (hereinafter: T-Mobile). T-Mobile is 100% owned by Makedonski Telekom and

is an operator of mobile public communications services, including Internet services in the Republic of Macedonia

- Cosmofon Mobile Telecommunications Services AD Skopje, with registered office at "Kuzman Josifovski Pity" no. 15 1000 Skopje (hereinafter: Cosmofon). Cosmofon is a subsidiary of OTE; namely, OTE owns 100% from the capital of Cosmote S.A., which owns 100% in the capital of OTE MTS Holding B.V. OTE MTS Holding B.V. owns 100% from the capital in Cosmofon. Cosmofon is an operator of public communications services.
- Company for electro-telecommunication materials and services GERMANOS TELEKOM AD - Skopje, with registered office at "Vidoe Smilevski Bato" no. 4, 1000 Skopje (hereinafter: "Germanos Skopje"). Germanos Skopje is a subsidiary of OTE; namely, Cosmote S.A. Germanos S.A. owns 100% from the capital in Germanos Skopje. Germanos Skopje deals in retail trade for electro-telecommunications materials and services.

2. Legal form of the concentration

The concentration between Deutsche Telekom and OTE by which Deutsche Telekom acquires control over OTE in the sense of Article 18 Paragraph (1) Item 2) and Article 18 Paragraph (2) Item 2) from the Law shall arise on the basis of share sale and purchase agreement. Deutsche Telekom shall acquire approximately 3,03% from the shares in OTE. Together with the previously owned 21,97%, Deutsche Telekom shall own 25% + 1 share in OTE.

3. Legal basis for the concentration

Share Purchase Agreement entered into on 14 May 2008 by and between Deutsche Telekom (Purchaser) and the Hellenic Republic (Seller) for the purchase of approximately 3.03% of the shares in OTE.

Shareholders' Agreement entered into on 14 May 2008 by and between Deutsche Telekom and the Hellenic Republic, under which Deutsche Telekom has a decisive vote that ultimately determines the direction in the decision making process in the Board of Directors of OTE. According to the Shareholders' Agreement, Deutsche Telekom shall have sole control over OTE following the implementation of the notified concentration.

4. Aggregate annual turnover of the participants in the concentration

The aggregate annual turnover of Deutsche Telekom generated by sales of goods and/or services on the world market in 2007 amounts to [xx]¹ Euros, i.e. [xx] Denars. The aggregate annual turnover of Deutsche Telekom generated by sales of goods and/or services in the Republic of Macedonia in 2007 amounts to [xx] Euros, i.e. [xx] Denars (middle exchange rate of the National Bank of the Republic of Macedonia on 31 December 2007 is 1 euro = 61,2016 denars).

The aggregate annual turnover of OTE generated by sales of goods and/or services on the world market in 2007 is the amount of [xx] Euros, i.e. [xx] Denars. The aggregate annual turnover of OTE generated by sales of goods and/or services in the Republic of Macedonia in

¹ The data marked with [...] are business secret

2007 amounts to [xx] Euros, i.e. [xx] Denars (middle exchange rate of the National Bank of the Republic of Macedonia on 31 December 2007 is 1 Euro = 61,2016 Denars).

The combined aggregate annual turnover of all undertakings participants, generated by sales of goods and/or services in the Republic of Macedonia is more than [xx] Euros. Thus, the amount of 2.5 million Euros in Denar equivalent, by current rate of the day of closing the annual financial statement, realized during the business year preceding the concentration, is thereby exceeded.

The combined aggregate annual turnover of all undertakings participants, generated by sales of goods and/or services on the world market is more than [xx] Euros. Thus, the amount of 10 million Euros in Denar equivalent, by current rate of the day of closing the annual financial statement, realized during the business year preceding the concentration, is thereby exceeded.

Consequently, the concentration between Deutsche Telekom and OTE is notifiable to the Commission, in accordance with the provisions from Article 16 Paragraph (1) Item 1) and 2) and from the Law.

5. Shareholders structure in the company over which control or decisive influence is acquired, prior to and following the implementation of the concentration (expressed in percentage)

5.1. Shareholders structure in OTE prior to implementation of the concentration, expressed in percentage:

Table no. 1

No.	Shareholders	Share (%)
1.	Hellenic Republic	28.03%
2.	Deutsche Telekom	21.97%
3.	International and Greek institutional investors	≈ 43.1%
4.	Other	≈ 6.8%

5.2. Shareholders structure in OTE, following the implementation of the concentration, expressed in percentage:

Table no. 2

No.	Shareholders	Share (%)
1.	Hellenic Republic	25% + 1 share
2.	Deutsche Telekom	25% + 1 share
3.	International and Greek institutional investors	≈ 43.1%
4.	Other	≈ 6.8%

6. Relevant markets

T-Mobile and Cosmofon are active mobile network operators in the Republic of Macedonia that provide services on the wholesale and retail markets for mobile telephony. Makedonski Telekom is an operator that provides fixed-line telecommunication services. Makedonski Telekom also provides broadband Internet access, however the concentration shall not affect this market. Cosmofon started providing fixed-line telecommunication services through FGSM technology during 2008.

6.1. Relevant product market

6.1.1. Providing mobile telecommunications services to end customers

There are three mobile network operations that are active on the market for providing mobile telecommunications services to end customers in the Republic of Macedonia: T-Mobile, Cosmofon and VIP OPERATOR DOOEL Skopje (hereinafter "VIP").

T-Mobile started its business operations in September 1996. Its mobile telephony network, which is 2G (second generation), covers 99.9% of the population and over 98.5% of the territory of the Republic of Macedonia. The Agency for Electronic Communications (hereinafter "AEC") granted the following 2G frequencies to T-Mobile:

- GSM 900: 2x12,5 MHz (Tx 890-902,5 MHz, Rx 935-947,5 MHz)

Cosmofon commenced its commercial operation on 12 June 2003. Cosmofon's 2G network covers 99% of the population and over 95% of the territory of the Republic of Macedonia. The AEC granted the following 2G frequencies to Cosmofon:

- GSM 900: 2x12,5 MHz (Tx 902,5-915 MHz, Rx 947,5-960 MHz)

AEC additionally issued Cosmofon a license for using frequencies in order to provide public mobile communication networks and services from the third generation (3G). It granted the following 3G frequencies to Cosmofon:

- IMT-2000/UMTS: 5 MHz TDD (1900-1905 MHz) + 2x15 MHz FDD (1920-1935 MHz/2110-2125 MHz)

VIP is the third public mobile communication networks and services operator that commenced operations in September 2007. VIP is a company owned by Telecom Austria that was issued a license for using frequencies in order to provide public mobile communication networks and services, and it was also granted the following 2G frequencies:

- DCS 1800, 2x25 MHz: A(1710-1735 MHz) and (1805-1830 MHz) and
- Extended GSM 900, 2x10MHz: (880-890 MHz / 925-935 MHz)

At the start of its operations, VIP began to provide its services in part through its own network, and in part through roaming on T-Mobile's network, on the basis of a concluded national roaming agreement. After a year of operating on the market, VIP has achieved coverage of 90,14% from the population through its own network and coverage of 43,45% from the territory of the Republic of Macedonia through its own network.

For the purposes of evaluating this concentration, the participants suggested that a single market for providing mobile telecommunication services to end customers be defined, without making any subdivisions of the market according to the type of customers (pre-paid customers and post-paid subscribers, private and corporate customers) or according to the technology used (2G/GSM 900, DCS 1800 or 3G/IMT 2000 UMTS).

The Commission is of the view that defining narrower relevant markets for the different types of customers (pre-paid customers and post-paid subscribers, private and corporate customers) can be left as an open question, since the same does not affect the final evaluation of the concentration.

Voice telephony, sending short text messages (SMS), even Internet access (although at a lower speed) are the basic services that are available to the users of mobile telephony through a 2G network. However, mobile broadband Internet, mobile television and other services that require a higher transfer speed (so-called "multimedia services") can be provided through a 3G network, in addition to the basic services.

Even though the provision of multimedia services is only possible through a 3G network, the provision of the basic services shall be the most important parameter for the competition between the operators in the near future as well.

For the purposes of evaluating this concentration, the Commission finds that it is not necessary to subdivide the market according to the technology that is used for providing mobile telecommunication services to end customers. For this reason, the defining of a separate market for the services that can only be provided by means of 3G technology, especially multimedia services, can be left as an open question, since the same does not affect the final evaluation of the concentration considering the fact that these services only recently became available on the market.

6.1.2. Call termination in fixed-line or mobile network market

Call termination is a service provided by network operator B to network operator A, whereby a call originating in operator A's network is delivered to the user in operator B's network. Thus, call termination (together with interconnection, on which it is based) allows users of different networks to communicate with one another.

In that sense, if a subscriber on network A calls up a number that belongs to network B, the call to that number cannot be substituted with a call to any other number. Thus, the operator that is conveying the call to that number can reach the called-up user only through the network to which the user is connected. Consequently, each individual network represents a separate market for call termination, be it a fixed-line or mobile network. Therefore, each operator has a monopoly on the call termination market on its fixed-line or mobile network.

6.1.3. International roaming market

International roaming is a service that allows mobile telephony subscribers to use their mobile handsets and SIM cards to make and receive calls when abroad. In order for mobile operators to be able to provide this service to their subscribers, they enter into wholesale agreements with each other that provide for access and capacity to the mobile network abroad. The demand for wholesale international roaming is created by foreign mobile operators that wish to provide their own subscribers access to mobile telephony services outside their own network, as well as from users that wish to use their mobile handsets abroad.

Domestic mobile operators that allow foreign subscribers to initiate calls through their network, actually sell inbound roaming services on this market to the respective foreign mobile operators. Subscribers of foreign mobile operators that use the network of the domestic mobile operator initiate inbound traffic. Correspondingly, domestic mobile operators buy outbound roaming services from foreign mobile operators. In this case there is outbound traffic that actually refers to calls made from domestic subscribers when abroad.

6.1.4. Providing fixed-line telecommunication services to end-users

Providing fixed-line telecommunication services to end users comprises the provision of access to a public telephone network at a fixed location and making or receiving calls (local, long-distance and international), for private and corporate customers.

For the purpose of evaluating this concentration, the Commission finds that it is not necessary to define narrower markets for the provision of access to a public telephone network at a fixed location; narrower markets for local, long-distance and international calls, as well as narrower markets for private and corporate customers. For this reason, the Commission established that the relevant services market is the wider market for providing fixed-line telecommunication services to end-users.

Such access and services can be provided by different technologies. The most common technology currently employed in the Republic of Macedonia is still via the traditional telephone networks using metallic twisted pairs. Alternatives include cable TV networks, mobile cellular networks that have been adapted to provide services to fixed locations (FGSM), as well as other wireless based networks (like WiMax).

6.2. The relevant geographic market for the product markets defined above is the territory of the Republic of Macedonia. This definition of the relevant geographic market comes as a result of the regulatory barriers, for the reason that the geographic dimension of the approvals (licenses) issued by the AEC is limited to the territory of the Republic of Macedonia. In addition, the coverage of the population with fixed-line, i.e. mobile networks correspond to the national borders.

7. Evaluation of the concentration

7.1. Providing mobile telecommunications services to end-users

By number of subscribers:

Table no. 3 shows the market shares of T-Mobile and Cosmofon for 2005 and 2006.

Table no. 3

	31.12.2005		31.12.2006	
	Subscribers	%	Subscribers	%
T-Mobile	[xx]	[60-70]%	[xx]	[60-70]%
Cosmofon	[xx]	[30-40]%	[xx]	[30-40]%
TOTAL	[xx]	100%	[xx]	100%

The submitter of the notification for concentration provided the data

Table no. 4 shows the market shares of T-Mobile, Cosmofon and VIP for 2007, as well as for the first two quarters of 2008

Table no. 4

	31.12.2007		31.03.2008		30.06.2008	
	Subscribers	%	Subscribers	%	Subscribers	%
T-Mobile	[xx]	[60-70]%	[xx]	[60-70]%	[xx]	[50-60]%
Cosmofon	[xx]	[20-30]%	[xx]	[20-30]%	[xx]	[30-40]%
VIP	[xx]	[5-10]%	[xx]	[5-10]%	[xx]	[5-10]%
TOTAL	[xx]	100%	[xx]	100%	[xx]	100%

The submitter of the notification for concentration and the mobile operator VIP provided the data

By generated revenue:

Table no. 5 shows the market shares of T-Mobile and Cosmofon for 2005 and 2006.

Table no. 5

	31.12.2005		31.12.2006	
	Revenue in €	%	Revenue in €	%
T-Mobile	[xx]	[70-80]%	[xx]	[70-80]%
Cosmofon	[xx]	[20-30]%	[xx]	[20-30]%
TOTAL	[xx]	100%	[xx]	100%

The submitter of the notification for concentration provided the data

Table no. 6 shows the market shares of T-Mobile, Cosmofon and VIP for 2007, as well as for the first two quarters of 2008

Table no. 6

	31.12.2007		31.03.2008		30.06.2008	
	Revenues in €	%	Revenues in €	%	Revenues in €	%
T-Mobile	[xx]	[70-80]%	[xx]	[70-80]%	[xx]	[60-70]%
Cosmofon	[xx]	[20-30]%	[xx]	[20-30]%	[xx]	[20-30]%
VIP	[xx]	[<5]%	[xx]	[<5]%	[xx]	[5-10]%
TOTAL	[xx]	100%	[xx]	100%	[xx]	100%

The submitter of the notification for concentration and the mobile operator VIP provided the data

T-Mobile and Cosmofon are the only participants on the market for providing mobile telecommunications services to end-users in 2005 and 2006. It is evident from the data contained in Table no. 3 on the market shares of the participant shown by number of subscribers, that T-Mobile's market share has decreased by about [0-5]%, while Cosmofon's market share has increased for the same percentage.

The same trend is evident from the data contained in Table no. 5. Namely, T-Mobile's market share by revenues generated has decreased for about [0-5]%, while Cosmofon's market share has increased for the same percentage.

In September 2007, the third mobile operator VIP commenced its business operations for the provision of mobile telecommunication services to end-users, and by the end of 2007 its market share by number of subscribers amounted to [5-10]%, and by generated revenues to [0-5]%

In the period from 31 December 2007 till 30 June 2008, VIP's market share by number of subscribers has increased by [0-5]% and reaches [5-10]%, and by generated revenues it has increased by [5-10]% and has reached [5-10]%. During the same period, T-Mobile's market share by number of subscribers has decreased by [0-5]%, and by generated revenues by [0-5]%. Cosmofon's market share by number of subscribers during this period has increased by [0-5]%, and by generated revenues it has decreased by [0-5]%

Table no. 7

HHI² with data from 30 June 2008

	HHI prior to the concentration	HHI following the concentration	Delta
by number of subscribers	[4000-5000]	[7500-8500]	[3000-4000]
by generated revenues	[4500-5500]	[8000-9000]	[3000-4000]

² Herfindahl-Hirschman Index

No matter how we calculate HHI - by the number of subscribers or by the generated revenues, the HHI indicator still shows that a high degree of concentration on the market is present even prior to the economic concentration.

Following the implementation of the concentration, the HHI indicator would be over [7500-8500], i.e. over [8000-9000], which shows that the market structure is close to being a pure monopoly on the market. The Delta³ indicator with a value over [3000-4000] signifies that the concentration at hand would result in significant changes in the market structure and considerable increase of its degree of concentration.⁴

Taking into account the market shares of the participants in the concentration and the value of the HHI indicators, the notified concentration shall significantly prevent, limit or distort the effective competition on the market or a significant part thereof, especially as a result of strengthening the dominant position of the participants. Namely, following the implementation of the concentration, the party acquiring control would have a market share of [90-100]% by number of subscribers, i.e. [90-100]% by generated revenues. The only competitor that would remain on the market would have an insignificant market shares and would not be able to exercise effective competition pressure over the party acquiring control. The elimination of the Cosmofon as an independent operator leads to the creation of a market structure where one operator shall have significant market power and creates the risk that the planned transaction shall bring about non-coordinated effects and shall significantly infringe the competition on the market. The direct consequence of the concentration is the loss of competition between T-Mobile and Cosmofon. In this respect it is to be expected that the proposed concentration shall significantly influence the prices that the users of mobile communication services in the Republic of Macedonia are paying.

Regarding the possibility new participants entering the market, according to the data provided with the notification for concentration, an additional range is available in the Republic of Macedonia that allows new entries on the market:

- DCS 1800, 50 MHz: (1735-1785 MHz) uplink and (1830-1880 MHz) downlink
- IMT-2000/UMTS: 5 MHz TDD (1900-1905 MHz) + 2x15 MHz FDD (1920-1935 MHz/2110-2125 MHz)
- Expanded range at 2,6 GHz for IMT-2000UMTS: 190 MHz (2500-2690 MHz)

Nevertheless, the available radio frequency ranges, i.e. obtaining the approval to use the same is just one of the many factors that influence the incentives to enter this market. Mobile telephony as a business is characterized by high investment costs, operational costs for the network that are to a large extent independent from the actual use of the network's capacity and relatively low variable costs. Therefore, the basic incentive of the operators is the maximal usage of the network capacity, by establishing a bigger base of users. This applies especially to operators that must first establish a base of their users so that they can get back the investment costs they have made and cover the operational costs for the network. It is crucial for these operators to attract new customers through an aggressive price policy considering that they do not have a certain and corresponding base of customers. This is also evident from VIP's behavior from its entry in the market till today.

An additional entry barrier on this market is the well-established position of the companies already present on the market. Namely, in order to create an efficient competition, one needs experience, reputation and a well-known brand, which can only be achieved

³ The difference between the values of the HHI indicators prior to and following the concentration.

⁴ Under the Guidelines on the assessment of horizontal concentrations for the purposes of the Law on Protection of Competition, which were passed by the Commission in March 2007, when the HHI indication following the concentration has a value above 2000, a the Delta indicator is bellow 150, it is not probable that the Commission shall establish that the concentration shall prevent, limit or distort the competition.

through large investments in promotion and advertising. In addition, the new participant on the market shall have to establish a network for distributing its product to the end-users.

In Point 6.1.1, the Commission established that for the purposes of this concentration the Commission finds that it is not necessary to subdivide the market according to the technology that is used for providing mobile telecommunication services to end customers. For this reason, the defining of a separate market for the services that can only be provided by means of 3G technology (especially so-called "multimedia services"), can be left as an open question, since the same does not affect the final evaluation of the concentration considering the fact the these services only recently became available on the market.

Namely, Cosmofon, as the only operator that owns a 3G license, started providing 3G products and services on 11 August 2008. The AEC publish a second tender for 3G for granting 3 (three) additional licenses for using radio frequencies in order to provide public mobile communication networks and services from the third generation (3G) in accordance with the IMT-2000/UMTS standard.

7.2. Call termination in fixed-line or mobile network market

Call termination in the mobile networks of T-Mobile and Cosmofon is a regular service and the AEC determines the fee for the same.

In Point 6.1.2, the Commission established that each individual network represents a separate market for call termination and that each operator has 100% share on the market for call termination on its fixed-line and/or mobile network. Should the concentration at hand be implemented, Deutsche Telekom would become the owner of two mobile telephony networks, i.e. it would have 100% market share on the market for call termination in the mobile networks of T-Mobile and Cosmofon.

With respect to the market for call termination in a fixed-line network, should the concentration at hand be implemented, Deutsche Telekom would not only own the fixed-line network of Makedonski Telekom, but it would also acquire ownership over Cosmofon's fixed-line network. As a result, Deutsche Telekom would have a 100% market share on the market for call termination in the fixed-line networks of Makedonski Telekom and Cosmofon.

7.3. International roaming market

According to the data shown in Table no. 8 regarding the market shares in the international roaming market by generated revenues from inbound international roaming for the last three years, T-Mobile's market share shows a continual drop, whereas Cosmofon's market share shows a continual increase.

As with the market for providing mobile telecommunication services to end-users, should the concentration at hand be implemented, Deutsche Telekom would increase its market share and it would strengthen its dominant position on this market as well.

Table no. 8

	2005		2006		2007		01.01.- 30.06.2008	
	Revenues	%	Revenues	%	Revenues	%	Revenues	%
T-Mobile	[xx]	[70-80]%	[xx]	[70-80]%	[xx]	[70-80]%	[xx]	[60-70]%
Cosmofon	[xx]	[20-30]%	[xx]	[20-30]%	[xx]	[20-30]%	[xx]	[30-40]%
VIP	/	/	/	/	/	/	[xx]	[<5]%
TOTAL	[xx]	100%	[xx]	100%	[xx]	100%	[xx]	100%

The revenues are expressed in denars.

The international roaming market is a wholesale market where the mobile operators from other countries are the customers. In essence, these operators are looking for a partner in the Republic of Macedonia that owns a mobile telecommunication network with national coverage and that can provide international roaming. In this way, the subscribers of mobile operators from other countries will be able to make calls anywhere in the Republic of Macedonia.

Should the concentration at hand be implemented, the mobile operators from other countries would be faced with a limited choice for a partner that would provide them the service of international roaming in the Republic of Macedonia. This means that as a result of the implementation of the concentration, only one other independent operator would exist, apart from the mobile operators owned by Deutsche Telekom, which could be a potential partner of the mobile operators from other countries.

7.4. Providing fixed-line telecommunication services to end-users

In accordance with Article 146 from the Law on Electronic Communications ("Official Gazette of the Republic of Macedonia" no. 13/05, 14/07, 55/07 and 98/06), Makedonski Telekom is an operator with significant market power on the markets for fixed-line voice telephone networks and services.

According to the notifying party, the main competitor of Makedonski Telekom on this market is On.Net DOO Skopje (hereinafter "On.Net") and they have already entered into an Interconnection Agreement and Agreement for Local Loop Unbundling. Apart from On.Net, Makedonski Telekom has entered into six more interconnection agreements with other fixed operators, as well as in 23 agreements for network access with services providers (VoIP over ISDN) for the provision of international outgoing calls.

As of 19 June 2008, Cosmofon started offering fixed-line telephone services under the brand name "ALLO". In order to provide such services, Cosmofon is currently using its mobile network upgraded with additional network terminal equipments – so-called GSM adapters. This technology is called FGSM (fixed GSM). As of the day the notification for concentration was submitted, Cosmofon has approximately [xx] subscribers.⁵

In addition, Cosmofon holds licenses for the use of radio frequencies from the radio frequency range 3,4-3,6 GHz for fixed wireless access (FWA - WiMax) in four regions: Region 1, Region 4, Region 5 and Region 6:

- 2x14 MHz: D (3462,5-3476,5 MHz) and D' (3562,5-3576,5 MHz) for Region 1
- 2x14 MHz: C (3445-3459 MHz) and C' (3545-3559 MHz) for Region 4
- 2x14 MHz: C (3445-3459 MHz) and C' (3545-3559 MHz) for Region 5
- 2x14 MHz: D (3462,5-3476,5 MHz) and D' (3562,5-3576,5 MHz) for Region 6

By means of the WiMax technology, Cosmofon can provide fixed telephony services, as well as broadband Internets services, although it still has not started offering such services through this technology.

Nevertheless, the market share of Makedonski Telekom on this market, in relation to the other fixed operators is incomparably bigger. In addition, should the concentration at hand be implemented, Deutsche Telekom would acquire ownership over the alternative technologies for providing fixed-line telecommunication services to end-users (FGSM and WiMax).

⁵ According to the data provided by the notifying party.

7.5. Organization of the distribution network on the market for providing mobile telecommunication services to end-users

7.5.1. T-Mobile

The distribution network of T-Mobile is comprised of the following channels:

a) Direct sale - distribution network comprised of own shops.

The distribution network of own shops is comprised of a total of 34 shops in all major cities in the Republic of Macedonia (11 in Skopje and 23 in other cities). 13 of them sell solely T-Mobile products and services, while 21 shops sell products and services of Macedonski Telekom, in addition to those of T-Mobile. These 34 shops sell all of T-Mobile's products and services, i.e. its entire portfolio (post-paid packages, pre-paid packages, vouchers, and all kinds of services).

b) Indirect sale - distribution network comprised of dealer shops.

This distribution network is based on entering into an Agreement for Trade Representation that defines all operational activities connected with the work of the trade representative. T-Mobile's indirect networks can be subdivided into:

- Master Dealer - trade representative that was granted the right to open its own shops and to enter into agreements with sub-contractual partners;
- Sub-contractual partner - shops that enter into an agreement with a Master Dealer, upon approval from T-Mobile and
- Direct Negotiator - trade representative that was granted the right to sell exclusively through its own shops (but cannot enter into agreements with sub-contractual partners).

Currently, T-Mobile has [xx] Master Dealers and [xx] Direct Negotiators.

Still, a subdivision can also be made on the basis of the type of the shop:

- Shops that have implemented elements from T-Mobile's brand image, which are authorized to sell the entire portfolio of T-Mobile, except paying bills; there are currently [xx] such shops. Only these shops have the right to sell T-Mobile's complete portfolio, while the other can sell a limited portfolio. The number of own shops, as well as the number of shops sub-contractual partners have, for each trade representative (dealer) are shown in Table no. 9;

Table no. 9

No.	Dealer	Number of own shops	Number of shops the sub-contractual partners have	TOTAL
1	Mak 2000	[xx]	[xx]	[xx]
2	Nikofon	[xx]	[xx]	[xx]
3	Euro Tabak	[xx]	[xx]	[xx]
4	Alma M	[xx]	[xx]	[xx]
5	Tobaco	[xx]	[xx]	[xx]
6	Netfon	[xx]	[xx]	[xx]
7	Sabah	[xx]	[xx]	[xx]
8	MT	[xx]	[xx]	[xx]
9	2 Be Mobile*	[xx]	[xx]	[xx]
10	Darius	[xx]	[xx]	[xx]
11	Digital	[xx]	[xx]	[xx]
12	Mobi Lobi	[xx]	[xx]	[xx]
13	Makpetrol	[xx]	[xx]	[xx]
TOTAL		[xx]	[xx]	[xx]

At the moment the Notification for concentration was submitted, the Trade Representation Agreement between T-Mobile and 2 Be Mobile was signed, but was still not implemented.

- Shops that are authorized to sell vouchers and that have not implemented elements from T-Mobile's brand image. This group comprises shops such as kiosks, stores, markets, local shops, super markets, gas pumps, exchange offices, drugstores, computer shops etc. and the same are only authorized to sell vouchers. T-Mobile has approximately [xx] such shops.

c) Major Customers - department within T-Mobile that organizes the sales to legal entities that use T-Mobile's services.

This market segment is separate since legal entities have the possibility to use special tariff models based on a signed special loyalty contract. Most sales in this segment are performed directly through the office for major customers, and a part through T-Mobile's own shops and through some Master Dealers that have such authorization.

7.5.2. Cosmofon

The distribution network of Cosmofon is comprised of the following channels:

a) Direct sale - distribution network comprised of own shops.

The distribution network of own shops is comprised of a total of 10 shops in all major cities in the Republic of Macedonia (3 in Skopje and 7 in other cities). These 10 shops sell all of Cosmofon's products and services, i.e. its entire portfolio, they provide post-sale services and they manage existing pre-paid and post-paid subscribers.

b) Indirect sale - distribution network comprised of main distributors and small distributors.

- The main distributors are exclusive distributors that make sales through their own shops or through sub-distributors. Some shops sell Cosmofon's entire portfolio, and some sell only a part of its portfolio.

Cosmofon has four main distributors: Germanos Skopje⁶, Impuls, Gemak, and Lotarija na Makedonija that have a total of [xx] shops that sell Cosmofon's entire portfolio.

Table no. 10 show the number of the distributors' own shops and the number of shops that sub-distributors have, for each main distributor separately;

Table no. 10

No.	Dealer	Number of own shops	Number of shops the sub-distributors have	TOTAL
1	Germanos	[xx]	[xx]	[xx]
2	Impuls	[xx]	[xx]	[xx]
3	Gemak	[xx]	[xx]	[xx]
4	Lotarija na Makedonija	[xx]	[xx]	[xx]
	TOTAL	[xx]	[xx]	[xx]

Table no. 11 shows data on pre-paid and post-paid agreements for private users through main distributors and through Cosmofon's shops in the first half of 2008.

Table no. 11

No.		Pre-paid		Post-paid	
			%		%
1	Cosmofon	[xx]	[xx]	[xx]	[xx]
2	Germanos	[xx]	[xx]	[xx]	[xx]
3	Germanos exclusive distributors	[xx]	[xx]	[xx]	[xx]
4	Impuls	[xx]	[xx]	[xx]	[xx]
5	Gemak	[xx]	[xx]	[xx]	[xx]
6	Lotarija na Makedonija	[xx]	[xx]	[xx]	[xx]
	TOTAL	[xx]	[xx]	[xx]	[xx]

- The small distributors are distributors that sell only pre-paid Cosmofon products, like SIM cards, Frog pre-paid and vouchers.

c) Major Customers - department within Cosmofon that manages major customers after the sale is made.

7.5.3. VIP

The distribution network of VIP is comprised of the three channels:

a) Direct sale - distribution network comprised of own shops.

The distribution network of own shops is comprised of a total of 10 shops in all major cities in the Republic of Macedonia and one shop - bench board.

b) Business sale - department within VIP that manages major customers.

⁶ Germanos Skopje and Cosmofon are OTE's subsidiaries. Germanos Skopje is a separate legal entity and it is Cosmofon's [xx] distributor.

c) Indirect sale - distribution network through partners

This distribution network is comprised of [xx] shops. VIP's partners are Infosell, Antarias and Hendi that sell VIP's entire portfolio.

Table no. 12 shows the number of own shops the partners have and the number of shops the sub-partners have, for each partner separately.

Table no. 12

No.	Partner	Number of own shops	Number of shops the sub-partners have	TOTAL
1	Infosell	[xx]	[xx]	[xx]
2	Antarias	[xx]	[xx]	[xx]
3	Hendi	[xx]	[xx]	[xx]
TOTAL		[xx]	[xx]	[xx]

In consideration of the above described distribution networks of the three mobile operators (Point 7.5.1, 7.5.2 and 7.5.3), it can be established that every operator has its own distribution network, which is mainly comprised of organizing a department to manage major customers, direct own shops and indirect sale.

The indirect sale is performed through exclusive distributors, i.e. through shop that have implemented elements from the brand image of the operator that sell the complete or a part of the portfolio of the respective mobile operator and through shops that have not implemented elements from the brand image of the operator that sell mostly vouchers from one or more mobile operators.

Germanos Skopje plays a central role in the distribution network of Cosmofon. [xx].

8. Commitments toward the Commission for protection of competition in accordance with the provisions of the Law on Protection of Competition, and with respect to the proposed acquisition of direct control over OTE S.A. by Deutsche Telekom AG delivered by communication no. 07-342/200 from 09 October 2008

Pursuant to Articles 20, 22 and 23 of the Law on Protection of Competition (“Official Gazette of the Republic of Macedonia ” No. 4/2005, 70/2006 and 22/2007), and Article 14 of the Regulation on the Form and Contents of the Notification and Further Criteria for Evaluation of Concentrations (“Official Gazette of the Republic of Macedonia ” No. 91/2005), Deutsche Telekom AG (“*Deutsche Telekom*”) hereby provides the following Commitments (“*the Commitments*”) in order to enable the Commission for Protection of Competition (the Commission) to declare the acquisition of sole control by Deutsche Telekom over the Hellenic Telecommunications Organization SA (“*OTE*”) (together with Deutsche Telekom “*the Parties*”) compatible with the Law on Protection of Competition.

The Commitments shall take effect upon the date of finality of the Decision.

This text shall be interpreted in the light of the Decision to the extent that the Commitments are attached as conditions and obligations, in the general framework of Macedonian law, in particular in the light of the Law on Protection of Competition.

Section A. Definitions

For the purpose of the Commitments, the following terms shall have the following meaning:

Affiliated Undertakings: undertakings controlled by the Parties and/or by the ultimate parents of the Parties, whereby the notion of control shall be interpreted pursuant to Article 18 Paragraph (2) of the Law on Protection of Competition and in the light of the Law on Trade Companies (“Official Gazette of the Republic of Macedonia” No. 28/2004, 84/2005 and 25/2007).

Closing: the transfer of the legal title of the Divestment Business to the Purchaser.

Cosmote: Cosmote Mobile Telecommunications S.A., incorporated under the laws of Greece, with its registered office at Marousi of Attika, 44 Kifissias Avenue, Greece, and registered with the Commercial Register at the General Secretariat of Commerce of the Ministry of Development of the Hellenic Republic under number 36581/06/8/96/102.

Cosmofon: Cosmofon Mobile Telecommunications Services AD Skopje incorporated under the laws of the Republic of Macedonia, with its registered office at Kuzman Josifovski 15, 1000 Skopje, the Republic of Macedonia, and registered in the Trade Register maintained by the Central Register in Skopje under number 5563399.

Deutsche Telekom: Deutsche Telekom AG incorporated under the laws of Germany, with its registered office at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany and registered with the Commercial Register at the Magistrate Court (*Amtsgericht*) Bonn, Germany, under number HRB 6794.

Divestment Business: the business that the Parties commit to divest as defined in Section B and Schedule A.

[xx]

Effective Date: the date after expiry of 30 days after the delivery of the Decision of the Commission to Deutsche Telekom, if the administrative dispute is not initiated.

[xx]

[xx]

Key Personnel: all personnel necessary to maintain the viability and competitiveness of the Divestment Business.

Monitoring Trustee: one or more natural or legal person(s), independent from the Parties, who is approved by the Commission and appointed by Deutsche Telekom, and who has the duty to monitor Deutsche Telekom compliance with the conditions and obligations attached to the Decision

Notified Transaction: the acquisition of sole control of OTE by Deutsche Telekom as notified to the Commission on 26 August 2008.

OTE: the Hellenic Telecommunications Organization S.A., incorporated under the laws of Greece, with its registered office at Maroussi of Attica, 99 Kifissias Avenue, Greece, and registered with the Commercial Register at the General Secretariat of Commerce of the Ministry of Development of the Hellenic Republic under number 347/06/B/86/10.

Personnel: all personnel currently employed by the Divestment Business, including Key Personnel, staff seconded to the Divestment Business and shared personnel.

Purchaser: the entity approved by the Commission as acquirer of the Divestment Business in accordance with the criteria set out in Section D.

[xx]

[xx]

Section B. The Divestment Business

Commitment to divest

1. In order to restore effective competition, Deutsche Telekom commits to divest, or procure the divestiture of the Divestment Business by the end of the Trustee Divestiture Period as a going concern to a purchaser and on terms of sale approved by the Commission in accordance with the procedure described in paragraph 16. [xx].
2. [xx].
3. Deutsche Telekom shall be deemed to have complied with this commitment if, by the end of the Trustee Divestiture Period, Deutsche Telekom has entered into a final binding sale and purchase agreement, if the Commission approves the Purchaser and the terms in accordance with the procedure described in paragraph 16 and if the closing of the sale of the Divestment Business takes place within a period not exceeding [xx] after the approval of the purchaser and the terms of sale by the Commission.
4. In order to maintain the structural effect of the Commitments, the Parties shall, for a period of [xx] after the Effective Date, not acquire direct or indirect influence over the whole or part of the Divestment Business, unless the Commission has previously found that the structure of the market has changed to such an extent that the absence of influence over the Divestment Business is no longer necessary to render the proposed concentration compatible with the relevant market.

Structure and definition of the Divestment Business

5. The Divestment Business consists of Cosmofon, an operator of mainly mobile public communications services, including the full range of mobile services in the Republic of Macedonia. Cosmofon is operated through Cosmote S.A. (Greece), which is 100% owned by OTE, and Cosmote S.A.'s shareholding in Cosmofon (through its 100% subsidiary, Dutch holding company OTE MTS Holding B.V.) is 100%. The present legal and functional structure of the Divestment Business as operated to date is described in **Schedule A**. The Divestment Business, described in more detail in **Schedule A**, includes
 - (a) all tangible and intangible assets (including intellectual property rights), which contribute to the current operation or are necessary to ensure the viability and competitiveness of the Divestment Business;
 - (b) all licenses, permits and authorizations issued by any governmental organization(s) for the benefit of the Divestment Business;
 - (c) all contracts, leases, commitments and customer orders of the Divestment Business; all customer, credit and other records of the Divestment Business (items referred to under (a)-(c) hereinafter collectively referred to as ***Assets***);
 - (d) the Personnel; and
 - (e) [xx].

Section C. Related commitments

Preservation of Viability, Marketability and Competitiveness

- 6. From the Effective Date until Closing, Deutsche Telekom shall preserve the economic viability, marketability and competitiveness of the Divestment Business, in accordance with good business practice, and shall minimize as far as possible any risk of loss of competitive potential of the Divestment Business. In particular Deutsche Telekom undertakes:
 - (a) not to carry out any act upon its own authority that might have a significant adverse impact on the value, management or competitiveness of the Divestment Business or that might alter the nature and scope of activity, or the industrial or commercial strategy or the investment policy of the Divestment Business;
 - (b) to make available sufficient resources for the development of the Divestment Business, on the basis and continuation of the existing business plans;
 - (c) [xx];
 - (d) [xx].

[xx]

7. [xx].

8. [xx].

9. [xx].

[xx]

10. [xx].

[xx]

11. [xx].

[xx]

12. [xx].

[xx]

13. [xx].

14. [xx].

Section D. The Purchaser

15. In order to ensure the immediate restoration of effective competition, the Purchaser, in order to be approved by the Commission, must:
- (a) be independent of and unconnected to the Parties;
 - (b) have the financial resources, proven expertise and incentive to maintain and develop the Divestment Business as a viable and active competitive force in competition with the Parties and other competitors;
 - (c) neither be likely to create, in the light of the information available to the Commission, *prima facie* competition concerns nor give rise to a risk that the implementation of the Commitments will be delayed, and must, in particular, reasonably be expected to obtain all necessary approvals from the relevant regulatory authorities in the Republic of Macedonia for the acquisition of the Divestment Business (the before-mentioned criteria for the purchaser hereafter the ***Purchaser Requirement***).
16. The final binding sale and purchase agreement shall be conditional on the Commission's approval. When Deutsche Telekom has reached an agreement with a purchaser, it shall submit a fully documented and reasoned proposal, including a copy of the final agreement(s), to the Commission and the Monitoring Trustee. Deutsche Telekom must be able to demonstrate to the Commission that the purchaser meets the Purchaser Requirements and that the Divestment Business is being sold in a manner consistent with the Commitments. For the approval, the Commission shall verify that the purchaser fulfils the Purchaser Requirements and that the Divestment Business is being sold in a manner consistent with the Commitments. The Commission may approve the sale of the Divestment Business without one or more Assets or parts of the Personnel, if this does not affect the viability and competitiveness of the Divestment Business after the sale, taking account of the proposed purchaser.

Section E. [xx]

[xx]

17. [xx].

18. [xx].

[xx]

19. [xx].

[xx]

20. [xx].

[xx]

21. [xx].

[xx]

22. [xx].

[xx]

23. [xx].

[xx]

24. [xx].

[xx]

25. [xx].

26. [xx].

[xx]

27. [xx].

28. [xx].

29. [xx].

30. [xx].

31. [xx].

[xx]

32. [xx].

33. [xx].

34. [xx].

Section F. The Review Clause

35. The Commission may, where appropriate, in response to a request from Deutsche Telekom showing good cause and accompanied by a report from the Monitoring Trustee:

- (i) Grant an extension of the time periods foreseen in the Commitments, or
- (ii) Waive, modify or substitute one or more of the undertakings in these Commitments.

Where Deutsche Telekom seeks an extension of a time period, it shall submit a request to the Commission no later than one month before the expiry of that period, showing good cause.

Only in exceptional circumstances shall Deutsche Telekom be entitled to request an extension within the last month of any period.

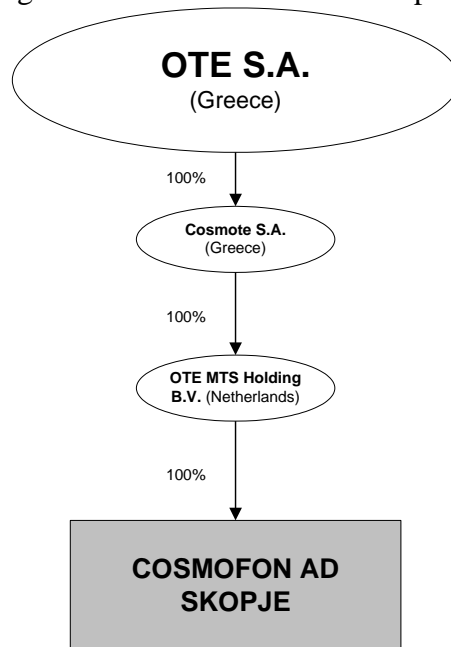
SCHEDULE A – DIVESTMENT BUSINESS

1. The Divestment Business as operated to date has the following legal and functional structure:

Cosmofon Mobile Telecommunications Services AD Skopje is owned 100% by Cosmote S.A., Greece (through Cosmote S.A.'s 100% subsidiary, Dutch holding company OTE MTS Holding B.V.). Cosmote S.A. has its registered office in Greece, 44 Kifissias Avenue, Maroussi, Athens 14125 and is 100% owned by OTE, and Cosmote's shareholding in Cosmofon AD Skopje) is 100%. Cosmote is a 100% subsidiary of OTE.

Registered office: Kuzman Josifovski 15, 1000 Skopje

Scope of operations: Cosmofon is an operator of mainly mobile public communications services, including the full range of mobile services in the Republic of Macedonia .



2. Following paragraph 5 of the Commitments, the Divestment Business includes as existing on the Effective Date:

- (a) The **Cosmofon 2G mobile telephony business** in the Republic of Macedonia including
 - the relevant infrastructure, know-how, customer base, licences, material contracts and agreements, and personnel;
 - the **“Fixed-GSM” business** including the relevant infrastructure, know-how, customer base, licences, material contracts and agreements and personnel;
- (b) the **Cosmofon WiMAX business** in the Republic of Macedonia including the relevant infrastructure, know-how, customer base, licences, material contracts and agreements and personnel;

- (c) the **Cosmofon's 3G mobile telephony business** (the **3G Business**) in the Republic of Macedonia including the relevant infrastructure, know-how, customer base, licences, material contracts and agreements and personnel.

3. [xx].

9. Evaluation of the Commitments toward the Commission for protection of competition in accordance with the provisions of the Law on Protection of Competition, and with respect to the proposed acquisition of direct control over OTE S.A. by Deutsche Telekom AG delivered by communication no. 07-342/200 from 09 October 2008

Following the performed analysis and evaluation of the Commitments to the Commission for protection of competition in accordance with the provisions of the Law on Protection of Competition, and with respect to the proposed acquisition of direct control over OTE S.A. by Deutsche Telekom AG delivered by communication no. 07-342/200 from 09 October 2008 (hereinafter "Commitments"), the Commission established that their complete fulfillment, in the manner in within the deadlines set in the Commitments shall bring about that the concentration in question be in compliance with the provisions from the Law.

9.1. Commitment of Deutsche Telekom to divest the Divestment Business⁷ in the manner and within the deadline set in the Commitments

Deutsche Telekom commits to divest the Divestment Business and the same includes:

- (a) The Cosmofon 2G mobile telephony business in the Republic of Macedonia including the relevant infrastructure, know-how, customer base, licences, material contracts and agreements, and personnel;
- (b) The "Fixed-GSM" business including the relevant infrastructure, know-how, customer base, licences, material contracts and agreements and personnel;
- (c) the Cosmofon WiMAX business in the Republic of Macedonia including the relevant infrastructure, know-how, customer base, licences, material contracts and agreements and personnel;
- (d) the Cosmofon's 3G mobile telephony business (the 3G Business) in the Republic of Macedonia including the relevant infrastructure, know-how, customer base, licences, material contracts and agreements and personnel.

By divesting the Divestment Business, it is the view of the Commission that the concentration in question shall not cause prevention, distortion or restriction of the competition on the relevant markets from Points 6.1.1, 6.1.2, 6.1.3 and 6.1.4.

For the purpose of directly establishing an effective competition, the Commission must first approve the Purchaser and the same must:

- (a) be independent of and unconnected to the Parties;
- (b) have the financial resources, proven expertise and incentive to maintain and develop the Divestment Business as a viable and active competitive force in competition with the Parties and other competitors;

⁷ Under Point 8, Section A "Definitions" from the Commitments from this Decision, "Divestment Business" is the parties have commit to divest as defined in Section B and Schedule A.

- (c) neither be likely to create, in the light of the information available to the Commission, prima facie competition concerns nor give rise to a risk that the implementation of the Commitments will be delayed, and must, in particular, reasonably be expected to obtain all necessary approvals from the relevant regulatory authorities in the Republic of Macedonia for the acquisition of the Divestment Business.

9.2. Commitment Germanos Skopje to continue with distribution of Cosmofon products

Having in mind that the Divestment Business does not include Germanos Skopje and its shops, Deutsche Telekom undertakes some commitments regarding Germanos Skopje. Namely, Germanos Skopje shall stop the distribution of Cosmofon products upon Closing⁸. However, if the Purchaser of the Divestment Business requires continued access to the Germanos shops for the intermediary period⁹, Deutsche Telekom commits to make available to the Purchaser adequate space in those of the Germanos shops that Purchaser specifies (the “Shop-in-Shop” concept), [xx].

According to point 7.5. of this Decision, Germanos Skopje has a central role in the distribution network of Cosmofon. For that reason, the Commission is on opinion that it is necessary the purchaser of the Divestment Business to have continued access to the Germanos shops, for the intermediary period. The Commission is on opinion that the period of [xx] is enough for the Purchaser to establish optimal distribution network for its products.

9.3. Related commitments

The Related commitments contained in the Commitments from Point 8 from this Decision, especially the preservation of the economic viability, marketability and competitiveness of the Divestment Business, [xx], shall represent commitments within the meaning of Point 2 from the wording of this Decision, since they are designated to meet the obligations under Point 9.1 and 9.2 from this Decision.

Considering this evaluation of the concentration, the Commission decided as it is stated in the wording of the Decision, pursuant to Article 20 Paragraph (1) Point 2) in relation to Article 20 Paragraph (2) from the Law on Protection of Competition.

Instructions on legal remedies:

A lawsuit for initiating an administrative dispute can be brought against this Decision before the Administrative Court of the Republic of Macedonia within 30 days as of its delivery.

**President
Cedomir Kraljevski**

⁸ Under Point 8, Section A “Definitions“ from the Commitments from this Decision, “Closing” is the transfer of the legal title of the Divestment Business to the Purchaser

⁹ A period which should be defined by the purchaser, but not longer than [xx] upon the Closing.