

## Summary of the Proposed Combination

*[In terms of Regulation 13 (1B) of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations), 2011]*

### A. The name of the Parties to the combination

1. The names of the parties to the combination being notified to the Competition Commission of India (**Hon'ble Commission**) are set out below:

a) AT&T Inc. (**AT&T**)

b) Time Warner Inc. (**TWI**)

(together the **Parties**)

### B. The type of combination

2. AT&T proposes to acquire, in a 50/50 stock-and-cash transaction, TWI in accordance with the Agreement and Plan of Merger (**Merger Agreement**) dated 22 October 2016. Pursuant to the Merger Agreement, West Merger Sub Inc., a wholly-owned subsidiary of AT&T, shall be merged with and into TWI, with TWI as the surviving entity (**Initial Merger**). Prior to the Initial Merger, AT&T will form West Merger Sub II as a wholly owned subsidiary (**Merger LLC**), and immediately subsequent to the Initial Merger, TWI will merge with and into Merger LLC with Merger LLC as the surviving company (**Proposed Transaction**).

### C. The area of activity of the parties to the combination

#### **AT&T**

3. AT&T is a premier communications holding company. Its affiliates and subsidiaries are providers of AT&T services in the US and internationally. AT&T is a leading provider of global communications and also of digital entertainment services within the US, Mexico and Latin America. AT&T has four separate operating divisions focused on Business Solutions,

Entertainment, Consumer Mobility and International. Further information on AT&T is available on [www.att.com](http://www.att.com).

## **TWI**

4. TWI is a global media and entertainment company. Globally, TWI has three separate operating divisions: (i) **Turner**, consisting principally of pay-TV channels and digital media properties; (ii) **Home Box Office (HBO)**, consisting principally of pay-TV channels and streaming services in the US and premium and basic tier pay-TV channels and streaming services internationally; and (iii) **Warner Bros.**, consisting principally of TV, feature film, home video and videogame production and distribution. Further information about TWI is available at [www.timewarner.com](http://www.timewarner.com).

### **D. The relevant markets to which the combination relates**

5. The Parties submit that given the absence of overlaps between the activities of the Parties in India, the precise scope of the relevant market may be left open. Without prejudice, the Parties have considered the following markets to aid the assessment of the Proposed Transaction by the Hon'ble Commission.
  - a) At the upstream level – “the market for the provision of managed service platform for Over-the-Top (**OTT**) applications globally”; and
  - b) At the downstream level – “the market for the retail distribution of audio-visual content to end users *via* all distribution channels in India”. However, if the Commission were to consider a more narrow product market definition, that would involve “the market for the retail distribution of audio-visual content to end users *via* OTT for viewing.”

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