

SUMMARY OF THE PROPOSED COMBINATION

(under Regulation 13(1B) of The Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011)

A. Name of the Parties to the Proposed Combination

1. The Parties to the Proposed Combination are:
 - a. Bayer Aktiengesellschaft (**Bayer**);
 - b. Monsanto Company (**Monsanto**).(collectively referred to hereinafter as **Parties**)

B. The Type of the Proposed Combination

2. The Proposed Combination is the acquisition of Monsanto by Bayer through its wholly owned subsidiary, KWA Investment Co, pursuant to an Agreement and Plan of Merger entered into between Bayer, Monsanto and Merger Sub on 14 September 2016, as a result of which Monsanto shall become a subsidiary of Bayer.
3. The Proposed Combination constitutes a combination in terms of Section 5(a)(i)(A) of the Competition Act, 2002.

C. Area of Activity of the Parties to the Proposed Combination

4. Bayer, the Acquirer, is a German stock corporation, and is a life sciences company with its core competencies in the areas of health care and agriculture. The activities of Bayer are carried out in three main divisions viz. pharmaceuticals, consumer health, and crop sciences. Further, Bayer also has an animal health business unit and material sciences unit. In India, Bayer is present in pharmaceuticals, consumer health, and crop sciences.
5. The relevant business for the purposes of the Proposed Combination is Bayer's Crop Sciences Division as Monsanto is not present in the fields of pharmaceuticals and consumer health, animal health, or material sciences.

The Crop Sciences Division of Bayer in India is housed in Bayer CropScience Limited, Bayer Seeds Private Limited, Bayer Biosciences Private Limited, and Bayer Vapi Private Limited.

6. Monsanto, a Delaware corporation, is a global provider of agricultural products for farmers. Its seeds, biotechnology traits, and herbicides provide farmers with solutions that improve productivity, reduce the costs of farming and produce better foods for consumers and better feed for animals. In India, Monsanto, through its subsidiaries, provides agricultural and vegetable seeds, weed control solutions, traits and technologies, and microbial products (biologics).

D. The Relevant Market(s) to which the Proposed Combination relates

7. Based on the assessment conducted by the Parties, both Parties are present in the following segments in India:
 - a) segment for production and/or sale of non-selective herbicides;
 - b) segment for production and/or sale of cotton seed;
 - c) segment for production and/or sale of vegetable seeds;
 - d) upstream segment for licensing of cotton traits and technology in India and the related downstream segment for production and/or sale of cotton seed; and
 - e) upstream segment for production of vegetable seeds and the related downstream segment for sale of the above vegetable seeds.
8. However, the Parties submit that in so far as the Proposed Combination raises no competitive concern in any of the overlap products, the exact definition of the relevant market may be left open.