

**PROPOSED ACQUISITION BY CARL ZEISS JENA GMBH OF THE MICROSCOPY
BUSINESS OF BIO-RAD LABORATORIES INC**

Terms of reference

1. Whereas in exercise of its duty under section 33(1) of the Enterprise Act 2002 ("the Act") to make a reference to the Commission in relation to an anticipated merger the Office of Fair Trading ("the OFT") believes that it is or may be the case that-
 - (a) arrangements are in progress or in contemplation which, if carried into effect, will result in the creation of a relevant merger situation in that:
 - (i) enterprises carried on by or under the control of Carl Zeiss Jena GmbH will cease to be distinct from enterprises carried on by or under the control of Bio-Rad Laboratories Inc; and
 - (ii) as a result, the condition specified in section 23(3) of the Act will prevail to a greater extent; and
 - (b) the creation of that situation may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom for goods or services namely, the supply of advanced 3D Microscopes (which here includes single-photon and multi-photon microscopes) in the United Kingdom.
2. Now, therefore, the OFT, in exercise of its duty under section 33 of the Act and its power under section 36(5) of the Act, hereby refers to the Competition Commission ("the Commission"), for investigation and report within a period ending on 14 June 2004, the following questions in accordance with section 36 of the Act-
 - (a) whether arrangements are in progress or in contemplation as described in paragraph 1 which, if carried into effect, will result in the creation of a relevant merger situation; and
 - (b) if so, whether the creation of that situation may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom.
3. In relation to the question whether a relevant merger situation will be created, the Commission shall exclude from consideration one of the subsections (1) and (2) of section 23 of the Act if they find that the other is satisfied.



Vincent Smith

Director of Competition Enforcement, Office of Fair Trading

30 December 2003