

NOTIFICATION FORM

INFORMATION REQUIRED – This form provides a framework for supplying to the Philippine Competition Commission the information required under Section 17 of the Philippine Competition Act and Rule 4 of the Regulations. This form should be completed separately by each party to the proposed transaction. The requested information may be provided on the form or in appendices identified by the corresponding section number used in the form and should be bound together. It is preferable if parties submit their respective completed forms simultaneously.

1. GENERAL INFORMATION	
1.1. Is this filing for a cash tender offer? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1.2. Bankruptcy? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
1.3. Ultimate Parent Entity (UPE) Name: Natural Lather Industries, Inc. Mailing address of head office: Masigasig corner Mahinhin Streets, Sta. Rosa 4026, Laguna Web site: www.natlath.com.ph Telephone number: (049) 999 1600 Fax number: (049) 998 1601	
1.4. The filing UPE is: <input checked="" type="checkbox"/> an acquiring party <input type="checkbox"/> an acquired party <input type="checkbox"/> both	
1.5. The filing UPE is: <input checked="" type="checkbox"/> a corporation <input type="checkbox"/> an unincorporated entity <input type="checkbox"/> a natural person <input type="checkbox"/> other (specify) Click or tap here to enter text.	
1.6. Entity Acquiring or Acquired (if different from UPE) Name: Gugo, Inc. Mailing address: 25 Masigasig Street, Sta. Rosa 4026, Laguna	<input type="checkbox"/> Not applicable
1.7. Is this Form being filed on behalf of the UPE by another entity authorized by it to file pursuant to Rule 4, Section 2 of the Regulations? If Yes, attach to this Form the certified copy of the authorization from the UPE. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
1.8. Entity Filing Notification (if different from UPE) Name: Mailing address:	<input checked="" type="checkbox"/> Not applicable
IDENTIFICATION OF PERSONS TO CONTACT REGARDING THIS FORM	
1.9. Individual to Contact Name: Peter Green Title: Chief Operating Officer Mailing address: Natural Lather Industries, Inc., Masigasig corner Mahinhin Streets, Sta. Rosa 4026, Laguna Telephone number: (049) 999 1698 Fax number: (049) 999 1698 Email address: peter.green@natlath.com.ph	1.10. Alternate Individual to Contact Name: Mary Green Title: Chief Financial Officer Mailing address: Natural Lather Industries, Inc., Masigasig corner Mahinhin Streets, Sta. Rosa 4026, Laguna Telephone number: (049) 999 1697 Fax number: (049) 999 1697 Email address: mary.green@natlath.com.ph
1.11. Is this Form being filed on behalf of a foreign UPE? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If yes, provide contact information of an individual located in the Philippines authorized to receive communications on behalf of the UPE regarding this notification and related proceedings.	<input checked="" type="checkbox"/> Not applicable Name: Mailing address: Telephone number: Fax number: Email address:
FEE INFORMATION	
1.12. Payment of fees: <input type="checkbox"/> Included in full <input checked="" type="checkbox"/> Not included but will be remitted by the party supplying this notice <input type="checkbox"/> Will be made in full by another party to the transaction <input type="checkbox"/> Partly included, remaining payment to be remitted by another party to the transaction	
1.13. Method of payment: <input checked="" type="checkbox"/> Check <input type="checkbox"/> Wire transfer	

1.14. If paying by wire transfer: Not applicable
 Name of financial institution: [Click or tap here to enter text.](#)
 Confirmation number: [Click or tap here to enter text.](#)

1.15. Date expected of payment:

1.16. Official receipt for fee payment should be issued to:

2. THE PARTIES TO THE TRANSACTION

2.1. Name, address, and UPE(s) of entity(s) making the acquisition	Name:	Mailing address:	UPE(s):
	(1) Gugo, Inc.	25 Masigasig Street, Sta. Rosa 4026, Laguna	Natural Lather Industries, Inc.
	(2)		
2.2. Name, address, and UPE(s) of entity(s) whose assets, voting securities, or non-corporate interests are being acquired	Name:	Mailing address:	UPE(s):
	(1) Ion Chemicals	Kimika, Calamba City 4027, Laguna	Covalent Chemical Industries
	(2)		

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2.3. Name and address of each entity directly or indirectly controlled by the filing UPE (the filing UPE and each entity identified in item 2.3 collectively comprise the "Notifying Group").	2.3	1	
2.4. Describe the worldwide operations of the Notifying Group [identified in 2.3] and state the worldwide sales of the Notifying Group in the most recent year (identifying the year).	2.4	1	
2.5. Provide a diagram or chart describing the relationship between the filing UPE, the Acquiring or Acquired entity (if different from the UPE), and each entity identified in 2.3, including the percentage owned and the names of other parents, before and after the proposed transaction (submit two separate diagrams).	2.5	2	

3. THE PROPOSED TRANSACTION SUBJECT TO THE NOTIFICATION

3.1. Type of proposed transaction (put an "X" in all the boxes that apply):

<input type="checkbox"/> Acquisition of assets	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> Acquisition of shares	<input type="checkbox"/> Joint venture
<input type="checkbox"/> Acquisition of an interest in a non-corporate entity	<input type="checkbox"/> Other (describe) Click or tap here to enter text.

VALUE OF THE PROPOSED TRANSACTION AS DETERMINED IN THE MANNER PRESCRIBED IN THE REGULATIONS
SIZE OF PARTY

3.2. Gross revenues from sales in, into or from the Philippines of the filing UPE, including all entities it controls, directly or indirectly (₱MM): ₱ 7,000.5	3.3. Aggregate value of assets in the Philippines owned by the filing UPE, including all entities it controls, directly or indirectly (₱MM): ₱ 1,000
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ACQUISITION OF ASSETS

3. THE PROPOSED TRANSACTION SUBJECT TO THE NOTIFICATION	
3.4. For a proposed merger or acquisition of assets in the Philippines, the aggregate value of assets in the Philippines to be acquired (₱MM): ₱ N/A	3.5. Gross revenues generated in or into the Philippines by assets to be acquired in the Philippines and outside the Philippines (₱MM): ₱ N/A
3.6. For a proposed merger or acquisition of assets outside the Philippines, the aggregate value of assets in the Philippines of the acquiring entity and entities it controls (₱MM): ₱ N/A	3.7. Gross revenues generated in or into the Philippines by those assets acquired outside the Philippines (₱MM): ₱ N/A
3.8. For a proposed merger or acquisition of assets inside and outside the Philippines, the aggregate value of assets in the Philippines of the acquiring entity and entities it controls (₱MM): ₱ N/A	3.9. Gross revenues generated in or into the Philippines by those assets acquired in and outside the Philippines (₱MM): ₱ N/A
ACQUISITION OF SHARES	
3.10. Aggregate value of assets in the Philippines owned by the entity to be acquired and entities it controls (₱MM): ₱ 1,100	3.11. Gross revenues from sales in, into, or from the Philippines of the entity to be acquired and entities it controls (₱MM): ₱ 100
3.12. Percentage of voting shares already held: 0 %	3.13. Total percentage of voting shares to be held as a result of the acquisition: 100 %
ACQUISITION OF AN INTEREST IN A NON-CORPORATE ENTITY	
3.14. Aggregate value of assets in the Philippines owned by the non-corporate entity to be acquired and entities it controls (₱MM): ₱ N/A	3.15. Gross revenues from sales in, into or from the Philippines of the non-corporate entity to be acquired and entities it controls (₱MM): ₱ N/A
3.16. Percentage of non-corporate interests already held: N/A %	3.17. Total percentage of non-corporate interests to be held as a result of the acquisition: N/A %
JOINT VENTURES	
3.18. Aggregate value of assets to be combined or contributed to the proposed joint venture(₱MM): ₱ N/A	3.19. Gross revenues generated in the Philippines by assets to be combined or contributed into the proposed joint venture(₱MM): ₱ N/A

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4. SUMMARY OF THE PROPOSED TRANSACTION					
4.1. Describe the proposed transaction, including the parties to the transaction, the assets, shares, or other interests being acquired, whether the assets, shares, or other interests			4.1	2	

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are being purchased, combined, or otherwise transferred, the consideration given and received by each of the parties (e.g., cash, assets, shares, interests), the intended structure of ownership and control after the completion of the transaction, the major events required to bring about the completion of the transaction, and a description of the business objectives the parties intend to achieve through the proposed transaction. If the transaction is to be an acquisition of assets or shares, describe all general classes of the assets to be acquired or assets of the acquired entity and entities it controls, respectively (examples: cash, land, intellectual property, merchandising inventory, manufacturing plants, distribution facilities, retail stores, etc.).			
<p>4.2. If the transaction is to be a joint venture, state:</p> <ul style="list-style-type: none"> a) the name and business address of the joint venture; b) the contributions that each entity forming the joint venture has agreed to make, including a description and the value thereof, and the consideration that each contributing entity will receive for its contribution; c) a general description of the business in which the joint venture will engage, including the location of its principal assets, its principal types of products or activities and the geographic areas in which it will do business; and d) the duration of the joint venture. 	N/A	N/A	
<p>4.3. Identify each other country or jurisdiction in which a notification of the proposed transaction has been or, to the best of the knowledge of the party supplying this notice, will be filed. When applicable, provide the date on which each country or jurisdiction was notified.</p> <p><i>The proposed transaction will only be notified in the Philippines.</i></p>	N/A	N/A	
5. OPERATIONS OF THE PARTIES IN THE PHILIPPINES			
5.1. List all domestic and foreign entities within the Notifying Group that have assets in the Philippines or generate revenues from sales in, from or into the Philippines. For each entity, provide the name, business address, and a brief description of the nature of the business. For entities that file annual reports with the Philippine Securities and Exchange Commission, provide the SEC Registration Number of each of the entities.	5.1 and 5.2	1	
5.2. Identify each entity that holds ten percent (10%) or more of the outstanding voting shares or non-corporate interests of the entities listed in 5.1. For limited partnerships, only the general partner(s), regardless of percentage held, should be listed.	5.1 and 5.2	1	
5.3. Provide a diagram or chart describing the relationships between the filing UPE, each Acquired or Acquiring entity(s), and each entity listed in 5.1 and 5.2 before and after the proposed transaction (provide two separate charts or diagrams). Include the percentages owned.	5.3	2	
5.4. Identify and describe each line of business in which the entities identified in 5.1 operated (assets in, sales in or into and/or from the Philippines) in the most recent year (identifying the year), each of the principal categories of product(s) and/or service(s) in each line of business, and state the revenues derived in each such line of business in the Philippines in the most recent year. Describe the provinces or cities within the Philippines in which the entities operate each line of business, if smaller than the Philippines. For each line of business, identify the entity(s) or business unit that generated the reported revenues.	5.4	1	
6. HORIZONTAL AND VERTICAL RELATIONSHIPS			
6.1. State whether any of the entities within the Notifying Group operated in the same line of business (or in the case of a joint venture, will operate in the same line of business), in any part of the Philippines in the most recent year with any entity within the Notifying Group of the other party to the transaction. For each overlapping line of business, describe the products and services provided by each party, by sales channel,	6.1	5	

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and the provinces or cities in the Philippines where the products or services are supplied.			
6.2. State whether any of the entities in the Notifying Group were in a vertical relationship in a market including any part of the Philippines in the most recent year (or in the case of a joint venture, will be in a vertical relationship) with any entity within the Notifying Group of the other party to the transaction. For each vertical relationship, describe the vertical relationship.	6.2	1	
<p>6.3. For each of the overlapping lines of business described above, and for each vertical relationship, identify the market(s) in which the overlaps and/or relationship exists, and provide:</p> <ul style="list-style-type: none"> a) estimates of the gross revenues in each such market; b) the estimated market shares of each party to the transaction in each such market; c) the identity and estimated market share of each other economic participant; d) marketing and strategic plans for the last three (3) years; and e) a list of competitors (with contact information). <p><i>For marketing and strategic plans for the last three (3) years, please refer to Appendices 7.2 (Slide presentation entitled Financial Status and Marketing Strategies of the Natural Lather Group from 2011-2015), 7.3 (Slide presentation entitled Marketing Strategies of Friendship Plastics, Inc. from 2011-2016) and 7.4 (annual reports)</i></p>	6.3	8	
<p>6.4. If both parties are sellers in one or more markets identified in 6.3, for each such market identify the top 10 customers of each party to the transaction, separately by sales and volume, in, into or from, the Philippines (for the most recent year). If both parties are buyers in one or more markets, identify the top 10 suppliers of each party to the transaction, separately by sales and volume, in, into or from, the Philippines (for the most recent year). Include:</p> <ul style="list-style-type: none"> a) customer or supplier name and address; b) contact person at the company; c) telephone number for the contact person; and d) the annual volume and the value of sales for each customer or supplier in the most recent year. 	6.4	14	
6.5. Explain the bases for your responses to 6.3, including the identification of the sources of information used in your responses.	<i>Information acquired from books of account, annual reports of the company, commissioned market study, and Association of Shampoo Sellers 2016 Market Study. Information on entities outside the Notifying Group were obtained from publicly available information and Shampoo Monitor studies.</i>		
6.6. (For the Acquiring Group only) Identify prior acquisitions over the past five years, and contemporaneous or concurrent related acquisitions. Provide the name of the entity	6.6	1	

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from which the voting shares, non-corporate interests or assets were or are being acquired; the office address of that entity prior to the acquisition, whether voting shares, non-corporate interests or assets were acquired, the consummation date of the acquisition, and the lines of business of the acquired entity.			
7. DOCUMENTS TO BE SUBMITTED			
7.1. Submit a copy of each executed legal document (or the most recent draft of that document if it is not yet executed) that is to be used to implement the proposed transaction, such as a memorandum of agreement, term sheet, or a letter of intent to merge or acquire. Also, submit all non-compete agreements. <ul style="list-style-type: none"> • <i>Draft Share Purchase Agreement</i> 	7.1	50	
7.2. Submit all studies, surveys, analyses and reports that were prepared or received by an officer or director of any of the entities in the Notifying Group—or in the case of an unincorporated entity, an individual who serves in a similar capacity—for the purpose of evaluating or analyzing the proposed transaction with respect to market shares, competition, competitors, markets, potential for sales growth or expansion into new products/services or geographic regions and the dates on which the documents were prepared. For each document, provide the date on which the document was prepared. <ul style="list-style-type: none"> • <i>Slide presentation entitled Financial Status and Marketing Strategies of the Natural Lather Group from 2011-2015</i> • <i>Slide presentation entitled Gains in Purchasing Ion Chemicals Shares dated July 18, 2017</i> • <i>Financial Due Diligence Report conducted by Ion Chemicals counsels dated July 14, 2017</i> • <i>Market Research conducted by Trade Weather Station for 2013-2014 dated January 1, 2015</i> • <i>SWOT Analysis conducted by ABC Law dated July 31, 2017</i> • <i>Strategy Document presented to the Board of Directors of Natural Lather Industries, Inc. dated July 1, 2017</i> 	7.2	500	
7.3. Submit confidential information memoranda, bankers' books and other third party consultant materials and synergy documents related to the sale of the acquired entity or assets. For each document, provide the date on which the document was prepared. <ul style="list-style-type: none"> • <i>Publicly available Definitive Information Statement of Ion Chemicals dated March 31, 2017</i> • <i>Financial Due Diligence Report conducted by ABC Law dated August 1, 2017</i> • <i>Slide presentation entitled Project Bubbles prepared by ABC Law dated August 1, 2017</i> • <i>Risk Assessment Report prepared by ABC Law dated August 1, 2017</i> • <i>Slide presentation entitled Marketing Strategies of Friendship Plastics, Inc. from 2011-2015</i> 	7.3	1,000	
7.4. Submit a copy of the most recent annual report for the filing UPE, the Acquired or Acquired entity (if different from UPE), and each entity identified in 6.1 and 6.2 (or, if the annual report is not available or if the financial statements are different from those contained in the report, audited financial statements relating to the principal businesses of the entity for its most recently completed fiscal year). <ul style="list-style-type: none"> • <i>Natural Lather Industries, Inc. Annual Report</i> 	7.4	500	

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<ul style="list-style-type: none"> • <i>Gugo, Inc. Annual Report</i> • <i>MacDonald Farms Inc. Annual Report</i> 			
8. OATHS AND SOLEMN AFFIRMATIONS			
8.1. Affidavit attesting that a binding preliminary agreement has been executed and that it has a good faith intention of completing the proposed transaction.	8.1	1	
8.2. Authorization (e.g., Secretary's Certificate, Partnership Resolution, Special Power of Attorney) for the party making this notification in behalf of its UPE.	8.2	2	
9. MISCELLANEOUS			
9.1. Does this Form come with an electronic storage device which contains electronic copies of this Form and its appendices? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
9.2. (For the Acquiring Group only) Submit an abstract of the proposed transaction along with a description of the parties, which will be posted in the Commission's website upon the parties' receipt of the Commission's decision in Phase I.	9.2	1	

PRO-FORMA CERTIFICATION