

## Model Waiver of Confidentiality

[For use in civil matters involving non-U.S. competition authorities]

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This letter confirms that [entity] and its subsidiaries and affiliates (hereinafter "[entity]") agree to waive the Federal Trade Commission's Rules of Practice, 16 C.F.R. §§ 4.9 *et seq.*, the Antitrust Civil Process Act, and other applicable laws, regulations, and rules (collectively, "Confidentiality Rules") as described below in connection with [the investigation of the proposed [acquisition of \_\_\_ by \_\_\_ (or describe transaction)/the investigation of \_\_\_] ("Investigation"). In this letter, "Confidential Information" means written, electronic, and oral information including, but not limited to, [entity's] documents, data, statements, interrogatory responses, transcripts, oral communications, testimony, and remedial proposals, either in original form, as copies, or as incorporated or reflected in Federal Trade Commission ("FTC")/Department of Justice ("DOJ") internal analyses, that the Confidentiality Rules would prohibit from disclosure.

This letter does not constitute a waiver of [entity's] rights under the Confidentiality Rules with respect to the protection afforded to [entity] against the direct or indirect disclosure of Confidential Information by FTC/DOJ to any third party other than the [non-U.S. competition authority].

### DOJ/FTC Disclosure of Confidential Information to [Non-U.S. Competition Authority]

With respect to this Investigation, [entity] agrees to waive the confidentiality protections under the Confidentiality Rules to permit the DOJ/FTC to disclose to the [non-U.S. competition authority] Confidential Information obtained from [entity] in connection with the Investigation. [Entity] understands that [non-

