

THE COMPETITION TRIBUNAL

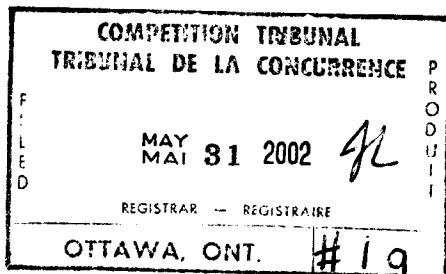
IN THE MATTER OF an application by the Commissioner of Competition for an Order pursuant to sections 92 and 105 of the *Competition Act*, R.S.C. 1985, c.C-34, as amended;

AND IN THE MATTER OF an application by the Commissioner of Competition for an Order pursuant to section 104 of the *Competition Act*;

AND IN THE MATTER OF the acquisition by Bayer AG of all of the shares of Aventis CropScience Holding S.A., constituting the agrochemical business of Aventis S.A. and, in Canada, the indirect acquisition by Bayer AG of all of the shares of Aventis CropScience Canada Co.

BETWEEN:

THE COMMISSIONER OF COMPETITION



Applicant

- and -

**BAYER AG
and AVENTIS CROPSCIENCE HOLDING S.A.**

Respondents

NOTICE OF APPLICATION

TAKE NOTICE that the Commissioner of Competition (the "Commissioner") will make an application to the Competition Tribunal, on a day and place to be determined by the Competition Tribunal (the "Tribunal"), pursuant to sections 92 and 105 of the *Competition Act* (the "Act") for:

- (a) An Order or Orders against the Respondents pursuant to sections 92 and 105 of the *Act* requiring the Respondents to divest certain pesticide assets and provide other remedies relating to the Hold Separate Businesses, as defined in the Draft Consent Interim Order (“DCIO”) attached hereto at Tab 9;
- (b) An Order or Orders against the Respondents pursuant to section 92 of the *Act* requiring the Respondents to divest such further or other shares or assets as the Tribunal considers necessary to address the substantial lessening or prevention of competition which is likely to result from the acquisition of the Respondent, Aventis CropScience Holding S.A. by the Respondent, Bayer AG; and
- (c) Such further and other final or interim Orders that may be appropriate.

AND TAKE NOTICE that in support of this application, the Commissioner will rely upon the Draft Consent Order attached hereto at Tab 7, the Statement of Grounds and Material Facts attached hereto as Tab 4, the Affidavit of Dean Shaikh attached hereto at Tab 3, the Consent Order Impact Statement attached hereto at Tab 5, the Consent of the Parties attached hereto at Tab 6, this Notice of Application and such other material as may be filed or counsel may advise.

AND TAKE NOTICE that the Applicant and the Respondents request, in accordance with Rule 68 of the *Competition Tribunal Rules* and Rule 8 of the *Federal Court Rules*, that the service requirements of the *Competition Tribunal Rules* be dispensed with and the 48 hour period provided for in Rule 24(2) of the *Competition Tribunal Rules* be abridged.

AND TAKE NOTICE that if you do not file a Response with the Registrar of the Tribunal within 30 days of the date upon which this application is served upon you, the Tribunal may, upon *ex parte* application by the Commissioner, make such order as it may consider just.

ADDRESSES FOR SERVICE ON THE RESPONDENTS ARE:

Randal T. Hughes
Tracey N. Patel
Fraser Milner Casgrain LLP
1 First Canadian Place, 39th Floor
100 King Street West
Toronto, ON M5X 1B2

Counsel to the Respondent, Bayer AG

Lawson A.W. Hunter, Q.C.
Susan M. Hutton
Kim D.G. Alexander-Cook
Stikeman Elliott
1600-50 O'Connor Street
Ottawa, ON
Canada K1P 6L2

Counsel to the Respondent, Aventis CropScience Holding S.A.

THE COMMISSIONER proposes that the hearing of this application be held in Ottawa, Ontario and that the proceedings be conducted in the English language.

For the purposes of this application, service of all documents on the Commissioner can be served on:

JOSEPHINE A.L. PALUMBO

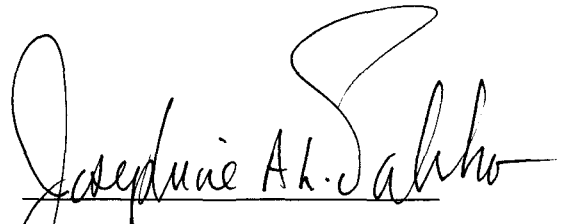
Department of Justice
Competition Law Division
Place du Portage, Phase I
50 Victoria Street, 22nd Floor
Gatineau, QC K1A 0C9

Tel: (819) 953-3902

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Counsel to the Commissioner of Competition

DATED at Gatineau, Québec, this 31st day of May, 2002


for: Josephine A.L. Palumbo

Konrad von Finckenstein, Q.C.
Commissioner of Competition
Place du Portage, Phase I
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