



HERBERT
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FILE No:

DOC:

MARS/PRISM:

Dr Richard Chadwick
General Manager, Adjudication Branch
Australian Competition & Consumer
Commission
richard.chadwick@accc.gov.au

1 November 2013

By Hand

Dear Richard

Notifications lodged under section 93 of the *Competition and Consumer Act 2010* for various entities

We act for AIA Australia Limited (**AIAA**).

On 1 October 2013, AIAA lodged a notification (N96999) in relation to the AIA Vitality program. AIAA also lodged notifications (N97000 - N97009) on behalf of certain persons/entities that participate in the AIA Vitality program.

As noted in AIAA's notification, new AIA Vitality program partners may join the AIA Vitality program. The five entities listed below will be joining the AIA Vitality program:

- 1 Anytime Investments Pty Ltd
- 2 Virgin Active Australia Pty Ltd
- 3 Weight Watchers Services Pty Ltd
- 4 Fitbit, Inc.,
- 5 Fernwood Womens Health Clubs Pty Ltd
- 6 Endota No.1 Pty Ltd

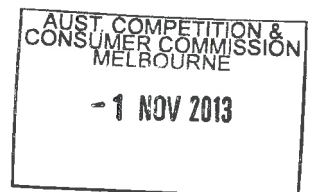
For each of these entities, we enclose a notification in respect of conduct which may raise issues under the third line forcing provisions of the *Competition and Consumer Act 2010* (Cth).

This includes:

1. a completed Form G in respect of the notification for each of the listed entities; and
2. a cheque for \$500 and \$100, being the relevant fee for lodgement of the six enclosed third line forcing notifications.

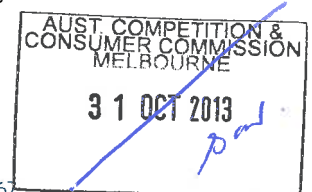
Yours sincerely

Chris Jose
Partner
Herbert Smith Freehills
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chris.jose@hsf.com



Herbert Smith Freehills LLP and its subsidiaries and Herbert Smith Freehills, an Australian Partnership, are separate member firms of the international legal practice known as Herbert Smith Freehills.

Encl



Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)

NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93 (1) of the *Competition and Consumer Act 2010*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:

Anytime Investments Pty Ltd ABN 60 132 330 075 (**Anytime Fitness**)

- (b) Short description of business carried on by that person:

Anytime Fitness (a related entity of Anytime Australia Pty Ltd) is a provider of fitness club memberships and related benefits.

Anytime Fitness participates in a loyalty and rewards program offered to customers of AIA Australia Limited (AIAA) who hold and/or are insured under an eligible insurance product from AIAA (AIA Vitality program). The AIA Vitality program is being implemented by AIAA and AIA Vitality Company Limited (AIA Vitality), a joint venture between an AIA Group company and Discovery Limited.

The AIA Vitality program allows members of the program (Vitality members) to receive points for acquiring certain goods and services from participating program partners (Vitality partners). Vitality members may also receive points for undertaking health-related activities with Vitality partners and for undertaking health-related activities that are not provided by Vitality partners (such as going for a run or adhering to a suggested diet plan).

AIA Vitality will enter into agreements with Vitality partners for their participation in the AIA Vitality program.

Anytime Fitness is a Vitality partner.

- (c) Address in Australia for service of documents on that person:

Ground Floor, 71 Longueville Road, Lane Cove 2066 (Attention: Penelope Sena, Corporate Counsel)

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

Fitness club memberships and associated benefits

- (b) Description of the conduct or proposed conduct:

The proposed conduct involves Anytime Fitness:

- (i) supplying, or offering to supply, goods and services at a particular price; and/or
- (ii) giving or allowing or offering to give or allow, a discount, allowance, rebate or credit in relation to the supply or proposed supply by Anytime Fitness of goods or services, on the condition that the Vitality member acquires AIA Vitality program services by joining the AIA Vitality program and attains particular levels of membership status by acquiring goods and services from AIA Vitality partners.

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:

Current or new customers of Anytime Fitness who are, or may become, Vitality members.

- (b) Number of those persons:

- (i) At present time:

None.

- (ii) Estimated within the next year:

Estimated to be substantially more than 50 within the next year.

- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:

Not applicable.

4. Public benefit claims

- (a) Arguments in support of notification:

The notified conduct is likely to result in:

- benefits to Vitality members of the opportunity to acquire fitness club memberships and associated benefits from Anytime Fitness on

beneficial terms (for example, at a discounted price) based on their participation in the AIA Vitality program and membership status;

- benefits to Vitality members being the opportunity to acquire fitness club memberships and associated benefits from Anytime Fitness which will allow them to learn and actively engage with health and wellness aspects of their lifestyle, specifically by encouraging them to improve their fitness goals and assisting to lower stress levels through exercise.
- increased competition (and effectively lower prices) in the market in which Anytime Fitness operates.

(b) Facts and evidence relied upon in support of these claims:

- Vitality members have the opportunity to earn certain levels of membership status based on the number of points earned by acquiring goods and services from Vitality partners, including eligible purchases from Anytime Fitness.
- Vitality members are entitled to a discounted rate on fitness club memberships and a discounted joining fee from Anytime Fitness based on their level of membership status in the AIA Vitality program.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

Anytime Fitness has not attempted to precisely define the markets involved. However, the potentially relevant markets are:

- markets for the provision of loyalty program benefits to consumers;
- markets for the provision of fitness club memberships and related benefits to customers in Australia

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:

No detriment is likely to arise from the conduct.

(b) Facts and evidence relevant to these detriments:

- Consumers are free to acquire services from Anytime Fitness without being members of the AIA Vitality program.
- Vitality members are not obliged to acquire services supplied by Anytime Fitness, nor are they obliged to use their rewards points nor to make use of the associated benefits and privileges offered by Anytime Fitness if they do not wish to do so.

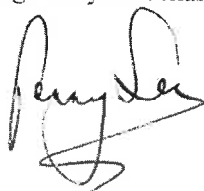
7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

c/o Michael Tropea
General Counsel & Company Secretary
AIA Australia Ltd
553 St Kilda Road
Melbourne, VIC 3004

Dated: 21 October 2013

Signed by/on behalf of the applicant



Penelope Sena
Anytime Investments Pty Ltd
In-House Corporate Counsel



DIRECTIONS

1. In lodging this form, applicants must include all information, including supporting evidence that they wish the Commission to take into account in assessing their notification.

Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.

2. If the notice is given by or on behalf of a corporation, the name of the corporation is to be inserted in item 1 (a), not the name of the person signing the notice, and the notice is to be signed by a person authorised by the corporation to do so.
3. Describe that part of the business of the person giving the notice in the course of the which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Competition and Consumer Act 2010* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.

Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)
NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93 (1) of the *Competition and Consumer Act 2010*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:
(Refer to direction 2)

Virgin Active Australia Pty Limited ABN 68 126 741 133 (**Virgin Active**)

- (b) Short description of business carried on by that person:
(Refer to direction 3)

Virgin Active is a provider of health club facilities, gym memberships and ancillary services in Australia.

Virgin Active participates in a loyalty and rewards program offered to customers of AIA Australia Limited (**AIAA**) who hold and/or are insured under an eligible insurance product from AIAA (**AIA Vitality program**). The AIA Vitality program is being implemented by AIAA and AIA Vitality Company Limited (**AIA Vitality**), a joint venture between an AIA Group company and Discovery Limited.

The AIA Vitality program allows members of the program (**Vitality members**) to receive points for acquiring certain goods and services from participating program partners (**Vitality partners**). Vitality members may also receive points for undertaking health-related activities with Vitality partners and for undertaking health-related activities that are not provided by Vitality partners (such as going for a run or adhering to a suggested diet plan).

AIA Vitality will enter into agreements with Vitality partners for their participation in the AIA Vitality program.

Virgin Active is a Vitality partner.

- (c) Address in Australia for service of documents on that person:

Level 13, 2 Bulletin Place, Sydney NSW 2000 Australia

N97067

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

Health club memberships and fitness assessments at a discounted rate.

- (b) Description of the conduct or proposed conduct:

The proposed conduct involves Virgin Active:

- (i) supplying, or offering to supply, goods and services at a particular price; and/or
- (ii) giving or allowing or offering to give or allow, a discount, allowance, rebate or credit in relation to the supply or proposed supply by Virgin Active of goods or services,

on the condition that the Vitality member acquires AIA Vitality program services by joining the AIA Vitality program and attains particular levels of membership status by acquiring goods and services from AIA Vitality partners.

(Refer to direction 4)

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:
(Refer to direction 5)

Current or new customers of Virgin Active who are, or may become, Vitality members.

- (b) Number of those persons:

- (i) At present time:

None.

- (ii) Estimated within the next year:
(Refer to direction 6)

Estimated to be substantially more than 50 within the next year.

- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:

Not applicable.

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)

The notified conduct is likely to result in:

- benefits to Vitality members of the opportunity to acquire services from Virgin Active on beneficial terms (for example, at a discounted price) based on their participation in the AIA Vitality program and membership status;
- benefits to Vitality members being the opportunity to acquire services from Virgin Active which will allow them to learn and actively engage with health and wellness aspects of their lifestyle, specifically by encouraging them to improve their fitness through exercise;
- increased competition (and effectively lower prices) in the market in which Virgin Active operates.

- (b) Facts and evidence relied upon in support of these claims:

- Vitality members have the opportunity to earn certain levels of membership status based on the number of points earned by acquiring goods and services from Vitality partners, including eligible purchases from Virgin Active.
- Vitality members are entitled to a discount on standard membership fees (not including joining fees or fees for other ancillary health club services) from Virgin Active based on their level of membership status in the AIA Vitality program.
- there are a broad range of health and fitness products and services available in Australia.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

Virgin Active has not attempted to precisely define the markets involved. However, the potentially relevant markets may include:

- supply of loyalty program benefits to consumers;
- supply of health club memberships and ancillary services to customers in Australia

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:
(Refer to direction 9)

No detriment is likely to arise from the conduct.

- (b) Facts and evidence relevant to these detriments:

Facts and evidence supporting the fact that no detriment is likely to arise from the conduct include:

- Consumers are free to acquire services supplied by Virgin Active without being members of the AIA Vitality program.
- Vitality members are not obliged to acquire services supplied by Virgin Active, nor are they obliged to use their rewards points nor to make use of the associated benefits and privileges offered by Virgin Active if they do not wish to do so.

7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

c/o Michael Tropea
General Counsel & Company Secretary
AIA Australia Ltd
553 St Kilda Road
Melbourne, VIC 3004

Dated 31 October 2013

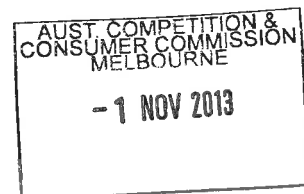
Signed by/on behalf of the applicant

[Signature]
(Signature)

Mark Andrew Blackman
(Full Name)

Virgin Active Australia Pty Limited
(Organisation)

Managing Director
(Position in Organisation)



DIRECTIONS

1. In lodging this form, applicants must include all information, including supporting evidence that they wish the Commission to take into account in assessing their notification.

Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.

2. If the notice is given by or on behalf of a corporation, the name of the corporation is to be inserted in item 1 (a), not the name of the person signing the notice, and the notice is to be signed by a person authorised by the corporation to do so.
3. Describe that part of the business of the person giving the notice in the course of the which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Competition and Consumer Act 2010* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.

Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)
NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93 (1) of the *Competition and Consumer Act 2010*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. **Applicant**

- (a) Name of person giving notice:
(Refer to direction 2)

N97068

Weight Watchers Services Pty Ltd ABN 11 116 578 708 (**Weight Watchers**)

- (b) Short description of business carried on by that person:
(Refer to direction 3)

Weight Watchers is a provider of weight loss management services and products.

Weight Watchers participates in a loyalty and rewards program offered to customers of AIA Australia Limited (**AIAA**) who hold and/or are insured under an eligible insurance product from AIAA (**AIA Vitality program**). The AIA Vitality program is being implemented by AIAA and AIA Vitality Company Limited (**AIA Vitality**), a joint venture between an AIA Group company and Discovery Limited.

The AIA Vitality program allows members of the program (**Vitality members**) to receive points for acquiring certain goods and services from participating program partners (**Vitality partners**). Vitality members may also receive points for undertaking health-related activities with Vitality partners and for undertaking health-related activities that are not provided by Vitality partners (such as going for a run or adhering to a suggested diet plan).

AIA Vitality will enter into agreements with Vitality partners for their participation in the AIA Vitality program.

Weight Watchers is a Vitality partner.

- (c) Address in Australia for service of documents on that person:

Level 5, 1-3 Smail St Ultimo NSW 2007

c/o Carolina Gutierrez-Vargas

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

The provision of weight loss management program services.

- (b) Description of the conduct or proposed conduct:

The proposed conduct involves Weight Watchers:

- (i) supplying, or offering to supply, goods and services at a particular price; and/or
- (ii) giving or allowing or offering to give or allow, a discount, allowance, rebate or credit in relation to the supply or proposed supply by Partner of goods or services,

on the condition that the Vitality member acquires AIA Vitality program services by joining the AIA Vitality program and attains particular levels of membership status by acquiring goods and services from AIA Vitality partners.

(Refer to direction 4)

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:
(Refer to direction 5)

Current or new customers of Weight Watchers who are, or may become, Vitality members.

- (b) Number of those persons:

- (i) At present time:

None.

- (ii) Estimated within the next year:
(Refer to direction 6)

Estimated to be substantially more than 50 within the next year.

- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:

Not applicable.

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)

The notified conduct is likely to result in:

- benefits to Vitality members of the opportunity to acquire weight loss management program services from Weight Watchers on beneficial terms (for example, at a discounted price) based on their participation in the AIA Vitality program and membership status;
- benefits to Vitality members being the opportunity to acquire weight loss management program services from Weight Watchers which will allow them to learn and actively engage with health and wellness aspects of their lifestyle, specifically relating to their weight and nutrition.
- increased competition (and effectively lower prices) in the market in which Weight Watchers operates.

- (b) Facts and evidence relied upon in support of these claims:

- Vitality members have the opportunity to earn certain levels of membership status based on the number of points earned by acquiring goods and services from Vitality partners, including eligible purchases from Weight Watchers.
- Vitality members are entitled to a discounted rate to participate in weight loss management program services from Weight Watchers based on their level of membership status in the AIA Vitality program.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

Weight Watchers has not attempted to precisely define the markets involved. However, the potentially relevant markets are:

- markets for the provision of loyalty program benefits to consumers;
- markets for the provision of weight loss management program services to customers in Australia

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:
(Refer to direction 9)

No detriment is likely to arise from the conduct.

- (b) Facts and evidence relevant to these detriments:
- Consumers are free to acquire services supplied by Weight Watchers without being members of the AIA Vitality program.
 - Vitality members are not obliged to acquire services supplied by Weight Watchers, nor are they obliged to use their rewards points nor to make use of the associated benefits and privileges offered by Weight Watchers if they do not wish to do so.

7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

c/o Michael Tropea
General Counsel & Company Secretary
AIA Australia Ltd
553 St Kilda Road
Melbourne, VIC 3004

Dated 22.10.13

Signed by/on behalf of the applicant

(Signature)

(Full Name)

(Organisation)

(Position in Organisation)



DIRECTIONS

1. In lodging this form, applicants must include all information, including supporting evidence that they wish the Commission to take into account in assessing their notification.

Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.

2. If the notice is given by or on behalf of a corporation, the name of the corporation is to be inserted in item 1 (a), not the name of the person signing the notice, and the notice is to be signed by a person authorised by the corporation to do so.
3. Describe that part of the business of the person giving the notice in the course of the which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Competition and Consumer Act 2010* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.

Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)
NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93 (1) of the *Competition and Consumer Act 2010*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:
(Refer to direction 2)

N97069

Fitbit, Inc., (Incorporated in California, USA CIK#: 0001447599) (**Fitbit**)

- (b) Short description of business carried on by that person:
(Refer to direction 3)

Fitbit is a manufacturer of electronic fitness tracking devices and a developer of associated software and support services (including websites and applications).

Fitbit participates in a loyalty and rewards program offered to customers of AIA Australia Limited (**AIAA**) who hold and/or are insured under an eligible insurance product from AIAA (**AIA Vitality program**). The AIA Vitality program is being implemented by AIAA and AIA Vitality Company Limited (**AIA Vitality**), a joint venture between an AIA Group company and Discovery Limited.

The AIA Vitality program allows members of the program (**Vitality members**) to receive points for acquiring certain goods and services from participating program partners (**Vitality partners**). Vitality members may also receive points for undertaking health-related activities with Vitality partners and for undertaking health-related activities that are not provided by Vitality partners (such as going for a run or adhering to a suggested diet plan).

AIA Vitality will enter into agreements with Vitality partners for their participation in the AIA Vitality program.

Fitbit is a Vitality partner.

- (c) Address in Australia for service of documents on that person:

19 Mulgutherie Way

GISBORNE, VIC 3437

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

Electronic fitness tracking devices including bracelets, clippable pods, scales, associated software and support services.

- (b) Description of the conduct or proposed conduct:

The proposed conduct involves Fitbit:

- (i) supplying, or offering to supply, goods and services at a particular price; and/or
- (ii) giving or allowing or offering to give or allow, a discount, allowance, rebate or credit in relation to the supply or proposed supply by Fitbit of goods or services,

on the condition that the Vitality member acquires AIA Vitality program services by joining the AIA Vitality program and attains particular levels of membership status by acquiring goods and services from AIA Vitality partners.

(Refer to direction 4)

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:
(Refer to direction 5)

Current or new customers of Fitbit who are, or may become, Vitality members.

- (b) Number of those persons:

- (i) At present time:

None.

- (ii) Estimated within the next year:
(Refer to direction 6)

Estimated to be substantially more than 50 within the next year.

- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:

Not applicable.

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)

The notified conduct is likely to result in:

- benefits to Vitality members of the opportunity to acquire electronic fitness tracking devices and associated software and support services from Fitbit on beneficial terms (for example, at a discounted price) based on their participation in the AIA Vitality program and membership status;
- benefits to Vitality members being the opportunity to acquire electronic fitness tracking devices and software and associated support services from Fitbit which will allow them to learn and actively engage with health and wellness aspects of their lifestyle, specifically by tracking steps, calories expended and consumed, active minutes, floors ascended, sleep duration and quality, weight, body fat percentage, BMI and other features as may be added from time to time.
- increased competition (and effectively lower prices) in the market in which Fitbit operates.

- (b) Facts and evidence relied upon in support of these claims:

- Vitality members have the opportunity to earn certain levels of membership status based on the number of points earned by acquiring goods and services from Vitality partners, including eligible purchases from Fitbit.
- Vitality members are entitled to a discounted rate on the purchase of electronic fitness tracking devices and associated software and support services from Fitbit based on their level of membership status in the AIA Vitality program.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

Fitbit has not attempted to precisely define the markets involved. However, the potentially relevant markets are:

- markets for the provision of loyalty program benefits to consumers;

- markets for the provision of electronic fitness tracking devices to customers in Australia

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:
(Refer to direction 9)

No detriment is likely to arise from the conduct.

- (b) Facts and evidence relevant to these detriments:
- Consumers are free to acquire goods/services supplied by Fitbit without being members of the AIA Vitality program.
 - Vitality members are not obliged to acquire goods/services supplied by Fitbit, nor are they obliged to use their rewards points nor to make use of the associated benefits and privileges offered by Fitbit if they do not wish to do so.

7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

c/o Michael Tropea
General Counsel & Company Secretary
AIA Australia Ltd
553 St Kilda Road
Melbourne, VIC 3004

Dated 30/10/2013

Signed by/on behalf of the applicant

(Signature)

(Full Name)

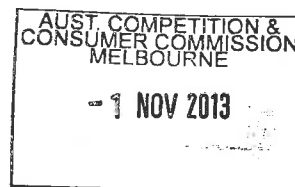
(Organisation)

(Position in Organisation)

Andrew Egging

Fitbit, Inc.

Operations Manager APAC



DIRECTIONS

1. In lodging this form, applicants must include all information, including supporting evidence that they wish the Commission to take into account in assessing their notification.

Where there is insufficient space on this form to furnish the required information, the information is to be shown on separate sheets, numbered consecutively and signed by or on behalf of the applicant.

2. If the notice is given by or on behalf of a corporation, the name of the corporation is to be inserted in item 1 (a), not the name of the person signing the notice, and the notice is to be signed by a person authorised by the corporation to do so.
3. Describe that part of the business of the person giving the notice in the course of the which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Competition and Consumer Act 2010* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.

Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)

NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

Notice is hereby given, in accordance with subsection 93 (1) of the *Competition and Consumer Act 2010*, of particulars of conduct or of proposed conduct of a kind referred to subsections 47 (2), (3), (4), (5), (6), (7), (8) or (9) of that Act in which the person giving notice engages or proposes to engage.

PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:
(Refer to direction 2)

N97070

Fernwood Womens Health Clubs Pty. Ltd. ABN 39 093 200 901
(Fernwood)

- (b) Short description of business carried on by that person:
(Refer to direction 3)

Fernwood is a provider of women's only full service fitness clubs and related benefits.

Fernwood participates in a loyalty and rewards program offered to customers of AIA Australia Limited (AIAA) who hold and/or are insured under an eligible insurance product from AIAA (AIA Vitality program). The AIA Vitality program is being implemented by AIAA and AIA Vitality Company Limited (AIA Vitality), a joint venture between an AIA Group company and Discovery Limited.

The AIA Vitality program allows members of the program (Vitality members) to receive points for acquiring certain goods and services from participating program partners (Vitality partners). Vitality members may also receive points for undertaking health-related activities with Vitality partners and for undertaking health-related activities that are not provided by Vitality partners (such as going for a run or adhering to a suggested diet plan).

AIA Vitality will enter into agreements with Vitality partners for their participation in the AIA Vitality program.

Fernwood is a Vitality partner.

- (c) Address in Australia for service of documents on that person:

Level 1, 475 Flinders Lane

Melbourne 3000

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

Fernwood fitness club memberships and associated benefits.

- (b) Description of the conduct or proposed conduct:

The proposed conduct involves Fernwood;

- (i) supplying, or offering to supply, goods and services at a particular price; and/or
- (ii) giving or allowing or offering to give or allow, a discount, allowance, rebate or credit in relation to the supply or proposed supply by Fernwood of goods or services,

on the condition that the Vitality member acquires AIA Vitality program services by joining the AIA Vitality program and attains particular levels of membership status by acquiring goods and services from AIA Vitality partners.

(Refer to direction 4)

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:

(Refer to direction 5)

Current or new customers of Fernwood who are, or may become, Vitality members.

- (b) Number of those persons:

- (i) At present time:

None.

- (ii) Estimated within the next year:

(Refer to direction 6)

Estimated to be substantially more than 50 within the next year.

- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:

Not applicable.

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)

The notified conduct is likely to result in:

- benefits to Vitality members of the opportunity to acquire fitness club memberships and associated benefits from Fernwood on beneficial terms (for example, at a discounted price) based on their participation in the AIA Vitality program and membership status;
- benefits to Vitality members being the opportunity to acquire fitness club memberships and associated benefits from Fernwood which will allow them to learn and actively engage with health and wellness aspects of their lifestyle, specifically by encouraging them to improve their fitness through exercise.
- increased competition (and effectively lower prices) in the market in which Fernwood operates.

- (b) Facts and evidence relied upon in support of these claims:

- Vitality members have the opportunity to earn certain levels of membership status based on the number of points earned by acquiring goods and services from Vitality partners, including eligible purchases from Fernwood.
- Vitality members are entitled to a discounted rate on fitness club memberships and in some cases, no joining fee from Fernwood based on their level of membership status in the AIA Vitality program.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

Fernwood has not attempted to precisely define the markets involved. However, the potentially relevant markets are:

- markets for the provision of loyalty program benefits to consumers;
- markets for the provision of fitness club memberships and related benefits to customers in Australia

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:
(Refer to direction 9)

No detriment is likely to arise from the conduct.

- (b) Facts and evidence relevant to these detriments:
- Consumers are free to acquire services from Fernwood without being members of the AIA Vitality program.
 - Vitality members are not obliged to acquire services supplied by Fernwood, nor are they obliged to use their rewards points nor to make use of the associated benefits and privileges offered by Fernwood if they do not wish to do so.

7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

c/o Michael Tropea
General Counsel & Company Secretary
AIA Australia Ltd
553 St Kilda Road
Melbourne, VIC 3004

Dated... 31/10/13

Signed by/on behalf of the applicant

(Signature)

Bianca Richards
Fernwood Womens Health Clubs Pty. Ltd.
National Marketing Manager



DIRECTIONS

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3. Describe that part of the business of the person giving the notice in the course of the which the conduct is engaged in.
4. If particulars of a condition or of a reason of the type referred to in section 47 of the *Competition and Consumer Act 2010* have been reduced in whole or in part to writing, a copy of the writing is to be provided with the notice.
5. Describe the business or consumers likely to be affected by the conduct.
6. State an estimate of the highest number of persons with whom the entity giving the notice is likely to deal in the course of engaging in the conduct at any time during the next year.
7. Provide details of those public benefits claimed to result or to be likely to result from the proposed conduct including quantification of those benefits where possible.
8. Provide details of the market(s) likely to be affected by the notified conduct, in particular having regard to goods or services that may be substitutes for the good or service that is the subject matter of the notification.
9. Provide details of the detriments to the public which may result from the proposed conduct including quantification of those detriments where possible.

Form G

Commonwealth of Australia
Competition and Consumer Act 2010 — subsection 93 (1)
NOTIFICATION OF EXCLUSIVE DEALING

To the Australian Competition and Consumer Commission:

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PLEASE FOLLOW DIRECTIONS ON BACK OF THIS FORM

1. Applicant

- (a) Name of person giving notice:
(Refer to direction 2)

N97071

Endota No.1 Pty Ltd (ACN 107 095 983) ("**Endota**")

- (b) **Short description of business carried on by that person:**
(Refer to direction 3)

Endota is a provider of spa treatments in Australia.

Endota participates in a loyalty and rewards program offered to customers of AIA Australia Limited (**AIAA**) who hold and/or are insured under an eligible insurance product from AIAA (**AIA Vitality program**). The AIA Vitality program is being implemented by AIAA and AIA Vitality Company Limited (**AIA Vitality**), a joint venture between an AIA Group company and Discovery Limited.

The AIA Vitality program allows members of the program (**Vitality members**) to receive points for acquiring certain goods and services from participating program partners (**Vitality partners**). Vitality members may also receive points for undertaking health-related activities with Vitality partners and for undertaking health-related activities that are not provided by Vitality partners (such as going for a run or adhering to a suggested diet plan).

AIA Vitality will enter into agreements with Vitality partners for their participation in the AIA Vitality program.

Endota is a Vitality partner.

- (c) Address in Australia for service of documents on that person:
C/- HDL Legal & Consulting Pty Ltd
Level 3, 145 Flinders Lane, Melbourne, VIC 3000

2. Notified arrangement

- (a) Description of the goods or services in relation to the supply or acquisition of which this notice relates:

Spa treatments.

- (b) Description of the conduct or proposed conduct:

The proposed conduct involves Endota:

- (i) supplying, or offering to supply, goods and services at a particular price; and/or

- (ii) giving or allowing or offering to give or allow, a discount, allowance, rebate or credit in relation to the supply or proposed supply by Endota of goods or services,

on the condition that the Vitality member acquires AIA Vitality program services by joining the AIA Vitality program and attains particular levels of membership status by acquiring goods and services from AIA Vitality partners.

(Refer to direction 4)

3. Persons, or classes of persons, affected or likely to be affected by the notified conduct

- (a) Class or classes of persons to which the conduct relates:

(Refer to direction 5)

Current or new customers of Endota who are, or may become, Vitality members.

- (b) Number of those persons:

- (i) At present time:

None.

- (ii) Estimated within the next year:

(Refer to direction 6)

Estimated to be substantially more than 50 within the next year.

- (c) Where number of persons stated in item 3 (b) (i) is less than 50, their names and addresses:

Not applicable.

4. Public benefit claims

- (a) Arguments in support of notification:
(Refer to direction 7)

The notified conduct is likely to result in:

- benefits to Vitality members of the opportunity to acquire spa treatments from Endota on beneficial terms (for example, at a discounted price) based on their participation in the AIA Vitality program and membership status;
- benefits to Vitality members being the opportunity to acquire spa treatments from Endota which will allow them to learn and actively engage with health and wellness aspects of their lifestyle, specifically by reduction of stress, alleviation of muscle strain and bodily pain and increased wellbeing through spa treatments.
- increased competition (and effectively lower prices) in the market in which Endota operates.

- (b) Facts and evidence relied upon in support of these claims:

- Vitality members have the opportunity to earn certain levels of membership status based on the number of points earned by acquiring goods and services from Vitality partners, including eligible purchases from Endota.
- Vitality members are entitled to a discounted rate on spa treatments purchased from Endota based on their level of membership status in the AIA Vitality program.

5. Market definition

Provide a description of the market(s) in which the goods or services described at 2 (a) are supplied or acquired and other affected markets including: significant suppliers and acquirers; substitutes available for the relevant goods or services; any restriction on the supply or acquisition of the relevant goods or services (for example geographic or legal restrictions):
(Refer to direction 8)

Endota has not attempted to precisely define the markets involved. However, the potentially relevant markets are:

- markets for the provision of loyalty program benefits to consumers;
- markets for the provision of health and wellness services; specifically massage, spa body treatments and facial treatments to customers in Australia.

6. Public detriments

- (a) Detriments to the public resulting or likely to result from the notification, in particular the likely effect of the notified conduct on the prices of the goods or services described at 2 (a) above and the prices of goods or services in other affected markets:

(Refer to direction 9)

No detriment is likely to arise from the conduct.

- (b) Facts and evidence relevant to these detriments:

- Consumers are free to acquire services from Endota without being members of the AIA Vitality program.
- Vitality members are not obliged to acquire services supplied by Endota, nor are they obliged to use their rewards points nor to make use of the associated benefits and privileges offered by Endota if they do not wish to do so.

7. Further information

- (a) Name, postal address and contact telephone details of the person authorised to provide additional information in relation to this notification:

c/o Michael Tropea
General Counsel & Company Secretary
AIA Australia Ltd
553 St Kilda Road
Melbourne, VIC 3004

Dated.....1/11/2013.....

Signed by/on behalf of the applicant

Kellie Langelier
.....
(Signature)

Kellie Langelier
.....
(Full Name)

Endota No. 1 Pty Ltd
.....
(Organisation)

Marketing Manager
.....
(Position in Organisation)



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