

10. An indirect “acquisition of control” of a Canadian business by an investor of Honduras in the cultural business sector is not reviewable.

11. Notwithstanding Article 10.7 (Investment – Performance Requirements), Canada may impose requirements, or enforce any commitment or undertaking, in connection with the establishment, acquisition, expansion, conduct or operation of an investment of an investor of Honduras or of a non-Party for the transfer of technology, production process or other proprietary knowledge to a national or enterprise, affiliated to the transferor, in Canada, in connection with the review of an acquisition of an investment under the *Investment Canada Act*.

12. Except for requirements, commitments or undertakings relating to technology transfer as set out in paragraph 11 of this reservation, Article 10.7 (Investment – Performance Requirements) applies to requirements, commitments or undertakings imposed or enforced under the *Investment Canada Act*. Article 10.7 (Investment – Performance Requirements) shall not be construed to apply to a requirement, commitment or undertaking imposed or enforced in connection with a review under the *Investment Canada Act*, to locate production, carry out research and development, employ or train workers, or to construct or expand particular facilities, in Canada.

13. For an investor of Honduras, the applicable threshold for review of a direct acquisition of control of a Canadian business is CAD\$344 million for the year 2013. In January of each subsequent year the amount is determined by the Minister using the following formula:

Annual Adjustment =

Current Nominal GDP
at Market Prices

Nominal GDP
Previous Year
at Market Prices

x amount determined for previous
year

Current Nominal GDP at Market Prices means the average of the Nominal Gross Domestic Products at Market Prices for the most recent four consecutive quarters.