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COMP/M. 5296 – DEUTSCHE BANK / ABN AMRO ASSETS

SECTION 1.2

Description of the concentration

Deutsche Bank AG, Frankfurt, Germany ("**DB**"), intends to acquire from ABN AMRO Bank N.V. ("**ABN AMRO**") all shares in, i.e. sole control over, New-HBU II N.V. ("**HBU**") and, from ABN AMRO's subsidiary IFN Group B.V., all shares in, i.e. sole control over, IFN Finance B.V. ("**IFN**"), referred to as the "**Transaction**". HBU and IFN will become 100% direct subsidiaries of DB.

DB is worldwide active in the global investment business and also provides banking services to private clients. It provides private clients with an allround service and offers corporate and institutional clients the full product assortment of an international corporate and investment bank including payments processing, corporate finance and support with IPOs and M&A advisory. DB also has a substantial position in international foreign exchange, fixed-income and equities trading.

The Transaction relates to the banking sector, in particular to banking services provided to corporate customers with an annual turnover exceeding EUR 250mn, banking services provided to corporate customers with an annual turnover between EUR 2.5mn and up to EUR 250mn and factoring services. In geographic terms, the Transaction will exclusively affect the Netherlands.