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COMP/M.4076- BOSTON SCIENTIFIC / GUIDANT

SECTION 1.2

Description of the concentration

The notified transaction involves the acquisition by Boston Scientific Corporation (“Boston Scientific”) of Guidant Corporation (“Guidant”). On 25 January 2006, Boston Scientific and Guidant entered into a definitive Agreement and Plan of Merger pursuant to which Boston Scientific agreed to acquire all the outstanding shares of Guidant for a combination of cash and stock worth \$80 per Guidant share, or approximately \$27 billion in the aggregate. Prior to that, on 8 January 2006, Boston Scientific and Abbott Laboratories entered into a Transaction Agreement. Pursuant to this latter Agreement, and contingent upon the satisfaction of the conditions to the Boston Scientific/Guidant transaction, Abbott will acquire Guidant’s interventional cardiology and endovascular devices businesses, with Boston Scientific sharing rights to Guidant’s drug-eluting stent portfolio. The Parties intend to close the transaction in the first quarter of 2006.

Boston Scientific is an international developer, manufacturer and marketer of medical devices. Its products are used in a broad range of interventional medical specialties, including interventional cardiology, endovascular and neurovascular intervention, electrophysiology, vascular surgery, endoscopy, radiology/oncology, urology, gynaecology, pulmonary endoscopy and neuromodulation.

Guidant Corporation is active in the design and development of cardiovascular medical products. Its activities cover four main areas within the fast-growing cardiovascular medical products business: interventional cardiology, endovascular devices, cardiac rhythm management, and cardiac surgery.