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COMP/M.4059 – SWISS RE / GE INSURANCE SOLUTIONS

SECTION 1.2

Description of the concentration

The notified transaction entails the acquisition of sole control by Swiss Reinsurance Company (and its subsidiaries) of a substantial part of the direct insurance and reinsurance businesses of General Electric Company. We refer to the businesses to be acquired collectively as "GE Insurance Solutions".

Pursuant to a transaction agreement dated 18 November 2005, Swiss Re will acquire GE Insurance Solutions via a number of implementation agreements, pursuant to which it will acquire various subsidiaries of GE and various businesses of GE. In some cases, the acquisitions will be effected by means of a court-approved scheme.

The transaction is conditional on (inter alia) the obtaining of various regulatory approvals from insurance supervisory authorities and on EC merger control clearance.

Swiss Re Group's principal business comprises the supply of traditional reinsurance services, both life and non-life (general) reinsurance. Swiss Re Group also provides, to a far lesser extent, direct non-life insurance services. Swiss Re Group is also active in the direct life insurance sector in the UK, the Netherlands and the USA. Swiss Re Group also offers structured re/insurance-based products to direct insurers and end consumers. Swiss Re Group operates a financial products platform, whose principal business focus is to provide various forms of structured products and financial risk management solutions through a variety of derivative products. Swiss Re Group is in the process of selling its investment bank, Fox-Pitt, Kelton, which provides corporate finance advisory, equity sales and trading, equity research and equity capital markets and other related services to companies in the financial services sector.

GE Insurance Solutions is active in the supply of traditional reinsurance services – both life and non-life (general) – throughout the world. It also supplies direct non-life insurance in the USA and, to a lesser extent, in Canada and Europe. It does not supply direct life insurance. GE's business in the supply of direct life and health insurance in the USA is excluded from the presently-notified transaction. GE Insurance Solutions also carries on a small non-insurance business under the name GE Asset Protection Services, which supplies property protection services (e.g. the inspection and certification of industrial and commercial properties) throughout the world.

Were aviation reinsurance to be regarded as a "market" for competition law purposes, which Swiss Re considers ought not to be the case, aviation reinsurance would be a potentially affected market on the basis that the parties estimated combined share of supply of aviation reinsurance in 2004 was 20% on a worldwide basis or 19% on an EEA-wide basis.

Swiss Re uses the expression "aviation" in this notification to apply to insurance/reinsurance in respect of airlines, products (airports, etc.), general aviation and space.