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COMP/M.4459 - RETTIG CAPITAL/ AHLSTRÖM CAPITAL/ NORDKALK

SECTION 1.2

Description of the concentration

The proposed transaction concerns the change in the control structure of Nordkalk Oyj, which is Finnish company operating in the markets of limestone-based products.

Nordkalk is currently jointly controlled, within the meaning of the ECMR, by Ahlström Capital Oy and the private equity group CapMan. In the proposed transaction CapMan and two private persons are – through Share Purchase Agreements signed on 26 October 2006 – selling their entire shareholding in Nordkalk to five other current shareholders of Nordkalk. Rettig Capital Oy will acquire most of these shares, corresponding to 21 % of the share capital in Nordkalk. As a result of the transaction, CapMan will be replaced by Rettig Capital as the other jointly controlling shareholder of Nordkalk, whereas Ahlström Capital will remain as the other. The position of the other shareholders remains unchanged.

Rettig Capital, the new jointly controlling shareholder of Nordkalk, is part of the Finnish privately owned Rettig Group. Rettig Group is active in three business areas: Rettig ICC - hydronic and electrical heating and indoor climate regulation; Bore – shipping; and Tarkala - real estate development. The other jointly controlling shareholder of Nordkalk, Ahlström Capital, is a private investment company focusing on active direct equity investments.

There are no reportable markets within the meaning of Section 6.III in the proposed transaction. Ahlström Capital company group is not operating on any markets that would be in a horizontal or vertical relationship with the market of Nordkalk (limestone-based products). The same is the situation with Rettig Capital's company group. Furthermore, Ahlström Capital and Rettig Capital company groups do not both retain activities on any market that would be in a horizontal or vertical relationship with or closely related to the markets of Nordkalk.