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COMP/M.5288 - GMR INFRASTRUCTURE (MALTA) / ONTARIO TEACHERS' PENSION PLAN / INTERGEN

SECTION 1.2

Description of the concentration

On June 20, 2008, the GMR group signed a share purchase agreement with AIG Highstar Capital II, L.P. and affiliates pursuant to which it will acquire joint control of InterGen N.V. ("InterGen") with the Ontario Teachers' Pension Plan Board ("OTPPB"), which has indirectly held approximately 50% of the economic equity interests in InterGen since 2005.

InterGen is a developer and operator of electricity generation facilities worldwide. InterGen's nine electricity generation facilities include three plants in the UK, two plants in each of Mexico and Australia and one plant in each of the Netherlands and the Philippines.

The GMR group has interests in airports, energy, highways, urban infrastructure, agri-business and high carbon ferro-chrome, primarily in India.

OTPPB is an Ontario corporation (without share capital) responsible for investing the pension fund assets of the Ontario Teachers Pension Plan and administering the pensions of Ontario's approximately 278,000 active and retired teachers.