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**COMP/M. 5486 - VODAFONE / HUTCHISON WHAMPOA / JV**

**SECTION 1.2**

**Description of the concentration**

On 26 February 2009, the European Commission received a notification that Vodafone Group Plc (“Vodafone”) and Hutchison Whampoa Limited (“HWL”) intend to merge their Australian telecommunications operations, Vodafone Australia Limited (“VAL”) and Hutchison 3G Australia Limited (“H3GA”), by the contribution by Vodafone of VAL into H3GA in exchange for a 50% shareholding in H3GA and a cash consideration of A\$500 million plus an additional amount to be determined prior to completion (the “Transaction”). Pursuant to the Transaction, Vodafone shall have an indirect 50% shareholding in H3GA and HWL, through its controlled subsidiary, HTAL, will also control a 50% interest in H3GA, which will be jointly controlled by Vodafone and HWL. On completion of the Transaction, H3GA will be re-named VHA Pty. Ltd.

Vodafone and HWL are entering into this transaction to create an entity that will be able to compete more effectively in the Australian market by generating cost efficiencies at both the network and retail levels. H3GA will not be active in the EEA and no markets will be affected in the EEA as a result of the Transaction.

The activities of the undertakings concerned are:

Vodafone: the provision of mobile and fixed voice and data communications services globally

HWL: Telecommunications, Ports and Related services, Property and Hotels, Retail, and Energy, Infrastructure, Finance and Investments and Others, with operations in 57 countries throughout the world.