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COMP/M.5985 - ZMB CH / GWH

SECTION 1.2

Description of the concentration

1. ZMB CH is a 100 per cent subsidiary of GAZPROM Germania, which is a 100 per cent subsidiary of GAZPROM export, a company incorporated under Russian law and which is wholly-owned by OAO Gazprom, the ultimate parent company of the GAZPROM-Group, a Russian energy group. The GAZPROM-Group is already involved in the energy business in Austria through its 50 per cent stake in GWH and some sales activities in Austria through WINGAS GmbH & Co KG (*WINGAS*), a jointly controlled joint venture of OAO Gazprom and Wintershall Holding GmbH, a group company of the BASF-Group.
2. GWH is a joint venture of GAZPROM export and Centrex. GWH is mostly active as dependent sales agency for its parent GAZPROM export and, in addition, procures transportation services exclusively for its parent company GAZPROM export from OMV Gas GmbH for the transit of natural gas of GAZPROM export on the WAG and Penta West pipelines from the intake point at the Slovakian/Austrian border near Baumgarten to an off take point at the Austrian/German border near Burghausen for historic reasons.
3. Through the notified concentration OAO Gazprom intends to indirectly acquire sole control in GWH, which is already mostly active for the GAZPROM-Group in Austria, by way of a purchase of shares and to thereby fully integrate GWH into the GAZPROM-Group.