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COMP/M.6146 - XELLA / H+H

SECTION 1.2

Description of the concentration

1. This notification on Form CO relates to the proposed acquisition of the majority of the shares of, and thereby sole control over, the Danish public company H+H International A/S (“H+H”) by Xenia S.à.r.l., a newly incorporated Luxembourg based company through an intended public bid (the “Transaction”). Xenia is wholly owned by Luxembourg-based Xella International Holdings S.à.r.l. (the holding company of the Xella group) (“Xella”), which is in turn jointly controlled by private equity funds managed by Goldman Sachs Capital Partners, New York, which belongs to the Goldman Sachs Group, Inc., and PAI partners S.A.S., Paris.
2. Xella is a diversified building materials group mainly active in the manufacture and distribution of wall-building materials. H+H also manufactures wall-building materials.
3. The German portion of the Transaction has been wholly referred to the German Federal Cartel Office (Bundeskartellamt), pursuant to Article 4(4) of Council Regulation 139/2004.