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COMP/M.6172 - DAIMLER / ROLLS-ROYCE / TOGNUM / BERGEN

SECTION 1.2

Description of the concentration

On 6 April 2011, Daimler AG (*Daimler*) and Rolls-Royce Group plc (*Rolls-Royce*), through the jointly owned subsidiary Engine Holding GmbH (*Engine Holding*), launched a public offer for all outstanding shares in Tognum AG (*Tognum*), a German company involved primarily in the design, manufacture and production of diesel and gas reciprocating engines for off-highway use. If the offer is successful, Rolls-Royce will also contribute the Bergen offhighway diesel and gas engine business (*Bergen*) to Engine Holding. Bergen is currently controlled by Rolls-Royce alone. It is intended that Rolls-Royce and Daimler will acquire joint control over Bergen and Tognum.

It is envisaged that Tognum and Bergen will be operated as sister companies, thereby realising efficiencies from joint R&D, shared routes to market and sales and service networks, and from joint stewardship by two of the world's largest and most respected engineering groups.

The parties consider the proposed transaction to be compatible with the common market. The new organisation of these businesses will serve to increase technological advancement, and provide customers with a full range of medium- and high-speed reciprocating engines for various types of offhighway applications.