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**COMP/M.6320-GKN / GETRAG CORPORATION / GETRAG ALL WHEEL DRIVE**

**SECTION 1.2**

**Description of the concentration**

1. The proposed concentration involves the acquisition of sole control by GKN plc (“GKN”) of GETRAG All Wheel Drive AB (“GAWD”) and GETRAG Corporation (“GC” and, together with GAWD, the “Target Companies”).

*GKN*

2. GKN is a United Kingdom public listed company active in the automotive, powder metallurgy, land systems (which supplies products for agricultural, construction and mining vehicles and industrial machinery and aftermarket) and aerospace industries. Within the automotive sector, GKN manufactures driveshafts, geared driveline components, torque management products, autostructures (chassis parts) and cylinder liners for supply to automotive original equipment manufacturers (“OEMs”). GKN’s powder metallurgy division produces a broad range of powder metal components for automotive and other applications, and GKN’s 50:50 joint venture with Siemens AG, known as Emitec, designs and manufactures metal substrates for use in automotive catalytic converters.

*Target Companies*

3. GAWD is a private Swedish company. GC is a private US company. The Target Companies are both subsidiaries of GETRAG Getriebe- und Zahnradfabrik Hermann-Hagenmeyer GmbH & Cie KG (GETRAG and the “Seller”). GAWD, which is 40% owned by Volvo Car Corporation (“VCC”), manufactures and supplies certain all-wheel drive (“AWD”) components to OEMs located in the EEA and has a legacy (non-core)

business supplying chassis components to VCC. GC manufactures and supplies certain AWD components and final drive unit products to OEMs located in North America and Asia.

