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COMP/M. 6953 - BAIN CAPITAL INVESTORS / GOLDEN GATE CAPITAL / BMC SOFTWARE

SECTION 1.2

Description of the concentration

The proposed concentration involves the proposed acquisition of all of the outstanding and issued shares of BMC Software, Inc. and its subsidiaries ("BMC") by Boxer Parent Company Inc. ("Boxer Parent"), a new special purpose vehicle created for the purpose of the proposed transaction. Boxer Parent will become the parent of BMC as a result of a plan of merger (the "Proposed Transaction,). Boxer Parent will have four (4) groups of equity investors namely certain funds controlled or managed by (i) Bain Capital Investors, LLC ("Bain Capital Investors,); (ii) Golden Gate Capital Opportunity Funds, L.P. ("Golden Gate Capital,); and (iii) Insight Venture Management, LLC; and by an entity, directly or indirectly, controlled by (iv) GIC Special Investment Pte Ltd (collectively, the "Equity Investors,). Out of the Equity Investors, only Bain Capital Investors and Golden Gate Capital will jointly control Boxer Parent. As a result, the Proposed Transaction qualifies as a concentration under Article 3(1)(b) of Council regulation No. 139/2004.