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M.7407 - LEAR CORPORATION/ EVERETT SMITH GROUP

SECTION 1.2

Description of the concentration

The proposed transaction involves the acquisition of sole control by Lear Corporation of the entire issued share capital of Everett Smith Group, Ltd. (“**ESG**”)

Lear Corporation is engaged in the design, manufacture, assembly and supply of vehicle seating requirements, including seat covers, structures, components and mechanisms as well as fully assembled seats. It is also engaged in the design, manufacture, assembly and supply of electrical distribution systems and components for traditional powertrain vehicles, as well as for hybrid and electric vehicles.

ESG Holdings, LLC, is a privately held holding company based in Milwaukee, United States which directly holds all of the stock of ESG. ESG, in turn, indirectly owns Eagle Ottawa, LLC and its subsidiaries (together with ESG, the “**Target**”). The Target is a global supplier of automotive leather products to OEMs.

It is expected that the proposed transaction will allow Lear to further enhance its core seating business, and to add leather design and development resources, as well as technical expertise, to Lear’s existing materials capabilities.