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M.9635 - BNP PARIBAS / AGEAS / KONINKLIJKE BELGISCHE TOURING CLUB / OPTIMILE

SECTION 1.2

Description of the concentration

The Proposed Transaction concerns the acquisition of joint control by BNP Paribas Fortis NV/SA (**BNPPF**) (Belgium), AG Insurance NV/SA (**AGI**) (Belgium) and Koninklijke Belgische Touring Club VZW (**Touring**) (Belgium) within the meaning Article 3(1)(b) of Council Regulation (EC) No. 139/2004 on the control of concentrations between undertakings (**EUMR**) over a full-function JV within the meaning of Article 3(4) of the EUMR, Optimile NV (Belgium).

The Proposed Transaction will occur through the conclusion of an investment and shareholders agreement between BNPPF, AGI and Touring under which BNPPF and AGI will become new shareholders in Optimile through a capital increase in exchange for the issuance of new shares of Optimile to which BNPPF and AGI will subscribe, and as a result of which each of the new shareholders shall hold 1/3 of the share capital of Optimile.

The main business activities of the undertakings concerned are as follows:

- Optimile is mainly active in Belgium and develops and sells mobility related software, including a B2B white-label multimodal mobility app, a B2C multimodal mobility app (Mobiflow) and white-label operator Software-as-a-Service back office platforms for mobility operators such as charge point operators and taxi operators.
- BNPPF is a subsidiary of BNP Paribas Group and offers the Belgian market a comprehensive package of financial services for private individuals, the self-employed, professionals, small and medium-sized enterprises (SMEs) and public organisations. Its subsidiary Arval BNP specialises in vehicle leasing and provides company clients – ranging from major multinationals to self-employed professionals or private individual customers – with customised solutions designed to optimise staff mobility while externalising the risk arising from vehicle management.
- AGI, a subsidiary of Ageas, is a multi-channel insurance company operating in Belgium. The company is active in life and non-life insurance (auto, fire, accident, hospitalization, civil liability and other) and supplementary pensions. AGI targets private individuals, as well as self-employed persons, SMEs and large companies. Interparking, owned indirectly by AGI, is a parking operator which is active in 9 European countries. In Belgium, Interparking has 65 parking locations spread over Aalst, Antwerp, Bruges, Brussels, Ghent, Knokke-Heist, Liège, Namur, Ninove, Turnhout and Zaventem Airport.

- Touring is active in Belgium in the provision of road assistance, travel assistance services, short term leasing, replacement cars and sale of cars, car glass repair and replacement, technical inspection of vehicles and travel insurance. Touring also offers a multimodal mobility B2B2C app, Easy Way.