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M.10801 - INFRAFIBRE / DG FIBRE / DGN

SECTION 1.2

Description of the concentration

This Notification concerns the intended acquisition by Infrafibre Sàrl (“Infrafibre”), of joint control over Deutsche GigaNetz GmbH (Germany) (“DGN”), together with DG Fibre Holdings Limited (UK) (“DG Fibre”), DGN’s current controlling majority shareholder (the “Transaction”). The Transaction is a concentration within the meaning of Article 3(1)(b) and (4) of the EU Merger Regulation (“EUMR”).

Infrafibre will, through the Transaction, (indirectly) acquire the majority (>50%) of shares in DGN, and DG Fibre (DGN’s current majority shareholder) will retain a shareholding in DGN of at least 35% and have certain veto rights over strategic business decisions.

Infrafibre is a portfolio company of a European infrastructure fund managed by subsidiaries of DWS Group GmbH & Co KGaA (Germany) (“DWS Group”). Infrafibre, which is headquartered in Luxembourg, is a portfolio company of the European infrastructure fund PEIF III (also headquartered in Luxembourg) and managed by subsidiaries of DWS Group.

DWS Group, which is headquartered in Germany and ultimately controlled by Deutsche Bank AG, which is also headquartered in Germany, is an asset management company with a wide investment portfolio, which includes investments in infrastructure assets in Europe.

DGN is a fully-integrated FTTH telecommunications provider for private, commercial and carrier customers in Germany.

DG Fibre is a holding company owned by an infrastructure fund managed by InfraRed Capital Partners Limited (UK) (“IRCP”). IRCP, ultimately controlled by Sun Life Financial Inc. (Canada), is a global investment manager.

Sun Life is a financial services company headquartered in Toronto, Canada, whose shares are listed on the Toronto Stock Exchange and the New York Stock Exchange.