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**M. 11065 SAMSKIP / DUISPORT / TX LOGISTIK / ZIEL TERMINAL**

**SECTION 1.2**

**Description of the concentration**

This notification pursuant to Article 4 of Council Regulation (EC) No. 139/2004 relates to a proposed concentration by which Samskip Holding B.V. ("Samskip"), established in the Netherlands, Duisburger Hafen AG ("Duisport"), established in Germany, and TX Logistik AG ("TX Logistik"), established in Germany, intend to establish a jointly controlled full function joint venture ("Ziel Terminal") in Germany. Samskip will hold 49.8 % of the shares, Duisport and TX Logistik 25.1 % each. Ziel Terminal has the objective to operate the bimodal terminal (rail/road) "Samskip Rail Terminal" in Duisburg.

Samskip is a global logistics company offering transport and related services by land, sea, rail and air. Samskip's transportation and logistics activities focus mainly on the following sectors: European multimodal transport, North Atlantic integrated logistics, worldwide temperature controlled and ambient cargo forwarding and logistics, and European breakbulk and project cargo movements. Samskip is currently in charge of the commercial operation of the bimodal terminal (rail/road) "Samskip Rail Terminal".

Duisport is the owner and management company of the port of Duisburg and operates worldwide with its subsidiaries. Duisport provides services ranging from settlement management to logistics services. Duisport currently operates (via joint ventures or subsidiaries) container terminals commercially and technically. Further, Duisport's subsidiary Hafen Duisburg-Rheinhausen GmbH ("HDR") owns several container terminals. Duisport is controlled by Beteiligungsverwaltungsgesellschaft des Landes NRW mbH ("BVG"), whose country of establishment is Germany, which holds shares in companies on behalf of the Land NRW.

TX Logistik is a logistics company, fully owned by Mercitalia Logistics S.p.A. ("Mercitalia"). Mercitalia is a 100 % affiliate of Ferrovie dello Stato Italiane S.p.A., whose country of establishment is Italy and which is the ultimate parent company of the Ferrovie dello Stato Italiane Group ("FS"). FS is mainly active, through its subsidiaries, in passenger rail and bus services and rail freight services in Italy and abroad. Further, FS operates, via RFI S.p.A., the management and maintenance of Italian rail infrastructure and, via ANAS S.p.A., the management and maintenance of Italian road infrastructure.

The legal basis for the notification is Article 3 (1) (b) and 3 (4) ECMR. The JV Partners will jointly control Ziel Terminal which will be a full-function joint venture pursuant to Article 3 (1) (b), 3 (4) ECMR.

The Transaction will be accomplished as follows:

Samskip is in the process of establishing the joint venture Ziel Terminal as a 100 % subsidiary in the form of a limited liability company (Gesellschaft mit beschränkter Haftung) under German law.

After merger clearance, Samskip will enter into two separate share purchase and transfer agreements with Duisport and TX Logistik. Samskip will sell and transfer to each Duisport and TX Logistik 25.1 % of the shares in Ziel Terminal (Samskip will hold the remaining 49.8 % of the shares).