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M.11475 - MITSUI / OSAKA GAS / RWE KK / JV

SECTION 4

Description of the concentration

RWE Offshore Wind Japan Murakami-Tainai K.K. ("**RWE KK**"), Japan, ultimately wholly-owned by RWE AG ("**RWE**"), Mitsui & Co., Ltd. ("**Mitsui**"), Japan, and Osaka Gas Co., Ltd ("**Osaka Gas**"), Japan, part of the Daigas Group (Osaka Gas, together with RWE KK and Mitsui, the "**Parties**"), intend to establish a joint venture (the "**Project Company**") in order to develop, build, own, operate, and ultimately decommission offshore windfarm assets relating to the Niigata Murakami-Tainai Offshore Wind Project (the "**Proposed Transaction**").

The Proposed Transaction will be accomplished by purchase of shares and qualifies as a concentration within the meaning of Article 3(4) of the EU Merger Regulation.

The business activities of the undertakings concerned are:

- Mitsui is a trading, business management and project development company, headquartered in Tokyo, Japan. Mitsui operates worldwide and is active in various sectors, including iron and steel products, mineral and metal resources, infrastructure projects, mobility, chemicals, energy, food resources, consumer service, and IT & communication / corporate development.
- Osaka Gas is an energy company dedicated to development, production, transportation, storage, distribution and retail of and investment regarding oil and natural gas, energy supply, LNG transportation, as well as life & business solutions including development and leasing of real estate properties, information-processing services, sale of fine materials and carbon material products.
- RWE KK is a special purpose vehicle which was established to participate in future Japanese auctions.
- The Project Company will be incorporated under Japanese law and will develop, build, own, operate, and ultimately decommission a proposed offshore windfarm in Japan.