

Summary of Proposed Combination

[In terms of Regulations 13(1A) of the Competition Commission of India (Procedure in Regard to the Transaction of Business Relating to Combinations) Regulations, 2011]

A. Name of the parties to the combination

1. The names of the parties to the Combination are:
 - (a) Mitsubishi Heavy Industries, Ltd. (“**MHI**”)
 - (b) Mitsubishi-Hitachi Metals Machinery, Inc. (“**MHMM**”).
 - (c) Primetals Technologies, Limited (“**PT**”)
2. MHI, MHMM, and PT are collectively referred to as “**Parties**”.

B. Nature and purpose of the combination

3. PT is a joint venture currently controlled by MHI (through MHMM) and Siemens Aktiengesellschaft (“**Siemens AG**”). MHI holds 51% of the total shareholding in PT through its solely controlled subsidiary MHMM, and Siemens AG holds the remaining 49% of the total shareholding in PT. The proposed transaction entails the acquisition of remaining 49% of the total shareholding in PT by MHI (through MHMM) from Siemens AG (“**Proposed Combination**”). Accordingly, MHI will own 100% of the registered share capital of

PT and PT would be solely owned and controlled by MHI (as opposed to the existing joint control exercised by both MHI and Siemens AG).

4. The Proposed Combination is in the nature of an acquisition of shares under Section 5(a)(i)(B) of the Competition Act, 2002.

C. Products, services and business(es) of the parties to the combination

MHI

5. MHI is engaged in the business of shipbuilding and ocean development, power systems, nuclear energy systems, compressors and compressor trains, turbines, industrial machinery, automotive, engineering, infrastructure and others. In India, MHI provides various products and services, including sales and services of thermal power generation products, logistics handling equipment and technologies; project management services; industrial machinery; manufacturing, sales, and servicing of diesel engines; environmental machinery; air-conditioning systems; and after sales services for its products.

MHMM

6. MHMM is a holding company within the MHI group and is not engaged in any business activity.

PT

7. PT designs and constructs plants for its customers in the metallurgical industry, while offering significant project management expertise to determine the technologies packages best suited for each customer.

D. Respective markets in which parties to the combination operate

8. **PT:** PT is active in mechanical metal plant building, mechanical maintenance and servicing for metal plants, electrical metal plant building and electrical maintenance and servicing for metal plants.
9. **MHI:** MHI is not active in any market that PT is active in, other than through its investment in PT itself. Therefore, there are no horizontal relationships between MHI and PT in India. .
10. The only vertical relationships between MHI and PT concern MHI's relatively minor presence in (1) industrial pumps which can be used as inputs for mechanical metal plant building in which PT is active, and (2) in induction heaters, upstream of mechanical metal plant building. In light of the same, the Parties have provided information for the **(a) market for industrial pumps in India;** and **(b) the market for induction heaters in India.** (a) and (b) can collectively be referred to as the **Upstream Markets.** The parties have also

provided information for the **Downstream Market**, which is the **market for mechanical metal plant building in India.**