

SUMMARY OF THE PROPOSED TRANSACTION

[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 (as amended)]

A. Name of the parties to the combination

1. The names of the parties to the combination are:
 - a) Kyndryl Holdings LLC (**Kyndryl**)
 - b) Grand Ocean Managed Infrastructure Services Private Limited (**Ocean India**)
 - c) IBM India Private Limited (**IBM India**)
 - d) Network Solutions Private Limited (**NetSol**)
2. Kyndryl and Ocean India are collectively referred to as the '**Acquirers**'. IBM India and NetSol are referred to as the '**Sellers**'.

B. Nature and purpose of the combination

3. International Business Machines Corporation (**IBM Corporation**) is, *inter alia*, engaged in the provision of managed infrastructure services (**MIS Business**) in various countries including India. In India, the MIS Business is presently housed in NetSol and IBM India, which are indirect wholly owned subsidiaries of IBM Corporation.
4. Within the framework of an international corporate internal re-organization, IBM Corporation plans to spin off, into a new public company, the global MIS Business.

The target structure will be achieved by, among other things, a separation of said MIS Business into a newly incorporated company, i.e., Kyndryl. The shareholders of IBM Corporation will be distributed shares of Kyndryl in the same proportions as their shareholdings in IBM Corporation (hereinafter referred to as the '**Proposed Transaction**').

5. Given that the MIS Business is housed/ operated by various group companies of IBM Corporation worldwide, the Proposed Transaction is intended to be implemented in various jurisdictions including India. In India, the MIS Business is presently housed in NetSol and IBM India (i.e., Sellers), which are indirect wholly owned subsidiaries of IBM Corporation.
6. The Proposed Transaction is in the nature of an acquisition under Section 5(a)(i)(A) of the Competition Act, 2002 (**Competition Act**) and is being filed under Schedule III, read with sub-regulation (1) of Regulation 5A of the Competition Commission of India (Procedure in regard to the transaction of business relating to combinations) Regulations, 2011 (as amended) (**Combination Regulations**) introduced by the Hon'ble Competition Commission of India.

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

7. The MIS Business is the business of the infrastructure services unit of IBM Corporation's Global Technology Services segment, including the Security, Regulatory and Risk Management Services and Identity Management Services offerings of the Security Services unit of IBM Corporation's Cloud and Cognitive software segment, but excluding the Public Cloud Platform offering of the Infrastructure Services unit (i.e., MIS Business).
8. The Acquirers are presently not engaged in any business activity and have been incorporated only to implement the Proposed Transaction. Post the Proposed Transaction, the Acquirers will house and operate the MIS Business of the IBM

Corporation. In India, the MIS Business is presently housed in IBM India and NetSol.

D. Respective markets in which the parties to the combination operate

9. It is submitted that there are no: (a) horizontal overlaps; and/or (b) vertical / complementary links between the business activities of the parties (or their respective group entities) in India.
10. As such, the Proposed Transaction is being notified under the green channel route in terms of Regulation 5A and Schedule III of the Combination Regulations.
