

SUMMARY OF COMBINATION

[REGULATION 13 (1B) OF THE COMBINATION REGULATIONS]

A. Name of the parties to the Combination

The names of the parties to the Proposed Combination are set out below:

- Dana International Luxembourg S.à r.l. (the “**Acquirer**”); and
- GrazianoFairfield AG (the “**Target**”).

B. Type of Combination

The Proposed Combination involves an acquisition by the Acquirer of, *inter alia*, 100% of the shares of the Target, from OC Oerlikon Corporation AG, Pfäffikon (the “**Seller**”). The Proposed Combination falls within the definition of a “combination” pursuant to Section 5(a) of the Competition Act, 2002.

C. Area of activity of the parties to the Combination

The Acquirer is a wholly owned indirect subsidiary of Dana Incorporated (“**Dana Inc.**”). Dana Inc., along with its subsidiaries, is a global supplier of driveline, sealing and thermal-management products to manufacturers of light, commercial and off-highway vehicles as well as certain industrial stationary equipment.

The Target is a wholly owned subsidiary of the Seller. The Target, together with its subsidiaries, carries out the 'drive systems business' of the Seller. The 'drive systems segment' includes the supply of planetary gearboxes, transmissions, gears, synchronizers, and other components and sub-assemblies to be used in various vehicle and industrial applications.

D. Relevant market to which the Combination relates

The Proposed Combination is not likely to create any appreciable adverse effect on competition in India. Accordingly (in line with the Hon'ble Commission's decisional practice), there should be no need to conclusively define the relevant market in this case. However, in order to assist the Hon'ble Commission in their assessment of the Proposed Transaction, the Parties have identified the following relevant markets:

- a) Market for manufacture and supply of planetary gearboxes for off-highway vehicles in India;
- b) Market for manufacture and supply of axles for construction vehicles in India;
- c) Market for manufacture and supply of gears to axle manufacturers in India; and
- d) Market for manufacture and supply of axles for commercial and off-highway vehicles in India.