

## **Summary of the Proposed Combination**

*[In terms of Regulation 13 (1B) of the Competition Commission of India  
(Procedure in regard to the transaction of business relating to  
combinations), 2011, as amended on 7 January 2016]*

### **A. Parties to the Proposed Combination**

The Parties to the Proposed Combination are:

- i. Octavia Holdco Inc. ("**Parent**");
- ii. Octavia Merger Sub Inc. ("**Merger Sub**");
- iii. Aricent; and
- iv. KKR Octavia L.L.C. ("**KKR**")

### **B. Type of the Proposed Combination**

The Proposed Combination is structured as reverse triangular merger and is being implemented by way of an Agreement and a Plan of Merger ("**Agreement**") that was executed amongst Aricent, Octavia Holdco Inc., Octavia Merger Sub Inc., and KKR Octavia L.L.C. (acting solely in its capacity as the representative of the equity holders of Aricent) (collectively, the "**Parties**") on 29 November 2017. The acquisition of Aricent by way of a reverse triangular merger by Altran through the Parent and Merger Sub. has been defined as the "**Proposed Combination**".

### **C. Area of the activity of the Parties to the Proposed**

## **Combination**

### **Altran**

1. Altran is an international group primarily offering innovation and high-tech engineering and innovation consultancy services for more than 30 years to key players in the aerospace, automotive, energy, railway, finance, healthcare and telecom sectors.
2. In India, Altran provides engineering services for local Indian market catering to primarily two industries:
  - i. Semiconductors: chipset design and validation, embedded software development;
  - ii. Telecom: Altran Indian entities provide network operation services for a global telecom equipment provider (alarm monitoring, fault, performance and incident management, configuration management, network optimization, support tools development) and some network equipment product development through Global Edge Software Limited; and
  - iii. Apart from the above two industries, Altran Indian entities have very limited presence in the automotive, energy and aeronautics industries in India.

**Aricent**

3. Aricent, headquartered in California, USA, provides research and development, engineering and design services to major companies on a global scale.
4. In India, Aricent's activities primarily relate to providing engineering services and products to multinational customers that have subsidiaries located in India. Aricent's services and products provided to customers located in India relate to work for customers in the semiconductor, telecom, and software sectors.
5. Additional details with regard to Aricent are available at:  
<https://www.aricent.com/about/overview>

**D. Relevant market(s) to which the Proposed Combination relates**

The relevant market, for the purposes of this merger filing, to which the Proposed Combination relates to is the market for ER&D services in India.