

**UNITED STATES OF AMERICA
BEFORE FEDERAL TRADE COMMISSION**

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|----------------------------|---|-------------------|
| In the Matter of |) | |
| |) | |
| Siemens AG, |) | |
| a corporation; |) | |
| |) | File No. 001-0212 |
| and |) | |
| |) | |
| Vodafone Group Plc, |) | |
| a corporation. |) | |
| |) | |

AGREEMENT CONTAINING CONSENT ORDER

The Federal Trade Commission (“Commission”), having initiated an investigation of the proposed acquisition by Siemens AG (“Siemens”) of certain voting securities of Atecs Mannesmann AG (“Atecs”), a subsidiary of Vodafone Group Plc (“Vodafone”), and it now appearing that Siemens and Vodafone, hereinafter sometimes referred to as “Proposed Respondents,” are willing to enter into this Agreement Containing Consent Order (“Consent Agreement”) to divest certain assets and providing for other relief:

IT IS HEREBY AGREED by and between Proposed Respondents, by their duly authorized officers and attorneys, and counsel for the Commission that:

1. Proposed Respondent Siemens is a corporation organized, existing and doing business under and by virtue of the laws of Germany with its office and principal place of business located at Wittelsbacherplatz 2, D-80333 Munich, Germany. Siemens’s principal subsidiary in the United States is located at 153 East 53rd Street, New York, NY 10022.
2. Proposed Respondent Vodafone is a corporation organized, existing and doing business under and by virtue of the laws of the United Kingdom with its office and principal place of business located at The Courtyard, 2-4 London Road, Newbury, Berkshire, RG14 IJX, England. Vodafone’s principal subsidiary in the United States is located at 2999 Oak Road, Walnut Creek, CA 94596.
3. Proposed Respondents admit all the jurisdictional facts set forth in the draft of Complaint here attached.

4. Proposed Respondents waive:
 - (a) any further procedural steps;
 - (b) the requirement that the Commission's Decision and Order, attached hereto and made a part hereof, contain a statement of findings of fact and conclusions of law;
 - (c) all rights to seek judicial review or otherwise to challenge or contest the validity of the Decision and Order entered pursuant to this Consent Agreement; and
 - (d) any claim under the Equal Access to Justice Act.
5. Proposed Respondents shall submit within thirty (30) days of the date this Consent Agreement is signed by Proposed Respondents an initial report, pursuant to Commission Rule 2.33, 16 C.F.R. § 2.33, and subsequent reports every thirty (30) days thereafter until the Decision and Order becomes final or the required divestiture is accomplished, whichever is earlier, signed by Proposed Respondents, setting forth in detail the manner in which Proposed Respondents have complied and will comply with Paragraphs II. and III. of the Decision and Order. Such reports will not become part of the public record unless and until the accompanying Consent Agreement and Decision and Order are accepted by the Commission for public comment.
6. This Consent Agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this Consent Agreement is accepted by the Commission, it, together with the draft of Complaint contemplated thereby, will be placed on the public record for a period of thirty (30) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this Consent Agreement and so notify Proposed Respondents, in which event it will take such action as it may consider appropriate, or issue and serve its Complaint (in such form as the circumstances may require) and Decision and Order, in disposition of the proceeding.
7. This Consent Agreement is for settlement purposes only and does not constitute an admission by Proposed Respondents that the law has been violated as alleged in the draft of Complaint here attached, or that the facts as alleged in the draft Complaint, other than jurisdictional facts, are true.
8. This Consent Agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Commission Rule 2.34, 16 C.F.R. § 2.34, the Commission may, without further notice to Proposed Respondents, (1) issue its Complaint corresponding in form and substance with the draft of Complaint here attached and its Decision and Order in

disposition of the proceeding and (2) make information public with respect thereto. When final, the Decision and Order shall have the same force and effect, and may be altered, modified or set aside in the same manner and within the same time provided by statute for other orders. The Decision and Order shall become final upon service. Delivery of the Complaint and the Decision and Order to Proposed Respondents' United States counsel at the addresses specified in this Consent Agreement by any means provided in Commission Rule 4.4(a), 16 C.F.R. § 4.4(a), shall constitute service. Proposed Respondents waive any right they may have to any other manner of service. The Complaint may be used in construing the terms of the Decision and Order, and no agreement, understanding, representation, or interpretation not contained in the Decision and Order or the Consent Agreement may be used to vary or contradict the terms of the Decision and Order.

9. By signing this Consent Agreement, Proposed Respondents represent that they can accomplish the full relief contemplated by the attached Decision and Order.
10. Proposed Respondents have read the Complaint and Decision and Order contemplated hereby. Proposed Respondents understand that once the Decision and Order has been issued, they will be required to file one or more compliance reports showing that they have fully complied with the Decision and Order. Proposed Respondents agree to comply with the terms of the Decision and Order from the date they sign this Consent Agreement. Proposed Respondents further understand that they may be liable for civil penalties in the amount provided by law for each violation of the Decision and Order after it becomes final.

Signed this _____ day of March, 2001.

SIEMENS AG

FEDERAL TRADE COMMISSION,
BUREAU OF COMPETITION

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