



File No: 2(606)/AGR/EXM/CCP/2024
COMPETITION COMMISSION OF PAKISTAN
GOVERNMENT OF PAKISTAN

7th Floor, ISE Towers,
55 – B, Jinnah Avenue,
Islamabad.
Tel: +92-051-9100260
Fax: +92-051-9100297

EXEMPTION CERTIFICATE GRANTED U/S 5 READ WITH
SECTION 9 (1) (A) & (C) OF THE COMPETITION ACT, 2010 (ACT
NO. XIX OF 2010)

<u>PARTICULARS OF THE AGREEMENT</u>	
First Party:	M/s. F.Hoffmann-La Roche Ltd ("FHLR") having its registered office at Grenzacherstrasse 124, 4070 Basel, Switzerland.
Second Party: (the "Applicant")	M/s. Roche Pakistan Limited ("RPL") having its registered office at 1 st Floor, 37-B, Block 6, P.E.C.H.S, Karachi-75400.
Type of Agreement:	Intercompany Agreement (the "Agreement") between two associated companies. Copy enclosed
Date entered into:	1 st January, 2020.
Validity of the Agreement:	Pursuant to clause 6.1, the Agreement shall begin on the effective date and remain in force for an indefinite period-unless terminated by either party.
Products/Services covered under the Agreement:	FoundationOne® products and services as specified in Clause 1 "Definition" of the Agreement



COMPETITION COMMISSION OF PAKISTAN
GOVERNMENT OF PAKISTAN

In exercise of the powers conferred under Section 5 read with Section 9 (1) (a) and (c) of the Competition Act, 2010 (the "Act") and based on the information provided by M/s. Roche Pakistan Limited (the "Applicant"), this exemption is granted to the following clauses of the Intercompany Agreement (the "Agreement") from the application of Section 4 of the Act subject to the conditions specified hereunder:

PARTICULARS OF THE EXEMPTION GRANTED	
Exemption granted:	<ul style="list-style-type: none">• On Clause 2.1- Exclusivity• On Clause 4.1.4- Territorial Limitations
Granted period:	From 1 st October, 2023 till 30 th September, 2026
Conditions:	<ol style="list-style-type: none">1. The Applicant shall ensure that it does not engage in any anticompetitive behaviour and/or practices as outlined in Chapter II of the Act including but not limited to:<ol style="list-style-type: none">i. Abuse of dominant position U/S 3;ii. Prohibited agreements U/S 4;iii. Deceptive marketing practices U/S 10; andiv. Any mergers or acquisition in violation of Section 11.2. The Applicant shall notify the Commission of any amendment(s) to the "Agreement" within fifteen (15) days of such change, providing a copy of the amended agreement, particularly regarding clauses exempted under this certificate, including the ones submitted for exemption under Section 5 of the Act;3. The Applicant shall not increase price(s) of products and/or services without verifiable empirical justification, in violation of Section 3 and fix the price(s) of its products and/or services in violation of Section 4 of the Act;4. The exemption granted is subject to the condition that it is not used as a permission for transfer pricing or evade the regulatory restrictions, if any against transfer pricing;5. The Applicant shall ensure that its conduct does not result in market foreclosure;6. The Commission reserves the right to verify actual progress against the financial and non-financial commitments submitted in support of this exemption, including demonstrable evidence of benefits as outlined below:



COMPETITION COMMISSION OF PAKISTAN
GOVERNMENT OF PAKISTAN

	<ol style="list-style-type: none">a) Being responsible for maintaining the highest standards of services and benefits to patients;b) Realizing the distributional efficiency and effectiveness;c) Ensure the availability of FoundationOne® Tests and/or Reports for patients in Pakistan at competitive prices;d) Facilitate the timely and efficient delivery of critical diagnostic services. <ol style="list-style-type: none">7. The Applicant shall submit a yearly quantifiable compliance report on 30th June each year against each commitment made through its submissions, which are reproduced in Condition- 6 above;8. The Commission reserves the right to review and revise the conditions of this Exemption, as deemed necessary;9. Breach of terms of this exemption shall have an immediate effect of cancellation of this exemption; and10. The Applicant shall submit an application for grant of extension in exemption at least three (3) months prior to expiry of this exemption certificate, in case of having an ongoing "Agreement" with restrictive covenants.
--	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Without prejudice to the generality of Section 6 of the Act, the grantee of the exemption shall inform the Commission forthwith and seek clearance for continuation of the exemption if there is any material change, *inter alia*, in: (i) the terms of the "Agreement"; (ii) the market share of the products and/or services covered under the "Agreement"; or (iii) the regulatory or policy framework in the relevant market in which the parties are operating.

Granted on the 27th day of March, 2025 at Islamabad.

Seal of the Commission

Registrar
Shahzad Hussain
Registrar
Competition Commission of Pakistan
Government of Pakistan
Islamabad

Note: All the enclosures form an integral part of this exemption certificate.