



File No: 2(714)/AGR/EXM/CCP/2024
COMPETITION COMMISSION OF PAKISTAN
GOVERNMENT OF PAKISTAN

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EXEMPTION CERTIFICATE

In pursuance of the powers conferred under Section 5 read with Section 9 of the Competition Act, 2010 (the "Act") and based on the information provided by M/s. Shell Pakistan Limited (the "Applicant") the Commission hereby grants exemption on the relevant clauses of the License Agreement (this "Agreement") from the application of Section 4 of the Act as per the conditions mentioned hereunder:

PARTICULARS OF THE AGREEMENT

First Party:	M/s. Shell Brands International A.G ("Licensor") having its registered office at Barrermatte, CH 6340, Baar, Switzerland.
Second Party: (the "Applicant")	M/s. Shell Pakistan Limited (to be renamed as Wafi Energy Pakistan Limited) ("Licensee") having its registered office at 6 Ch, Khaliqzaman Road Karachi.
Type of Agreement:	License Agreement (the "Agreement") for the branding of Retail Automotive Fuel Sites and Commercial (Bulk) Fuels
Date entered into:	Yet to be signed between the parties
Validity of the Agreement:	Pursuant to Clause 1 of the Agreement, it is valid for a period of 15 years from the commencement date, unless terminated pursuant to clause 19 of the "Agreement"
Product(s):	"Licensed Goods" and "Licensed Services" as referred in Interpretation clause 1.1 read with Schedule 1 of the "Agreement".



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PARTICULARS OF THE EXEMPTION GRANTED	
Exemption granted:	On Clauses 3.4, 3.5, 4.2 and 4.10 of the "Agreement"
Granted period:	From 14 th October 2024 till 30 th June 2027
Conditions:	<ol style="list-style-type: none">i. By virtue of this exemption granted on the relevant clauses of the Agreement, the parties to the Agreement shall not engage directly or indirectly in any practice(s) and/or conduct(s) that are prohibited under the Act;ii. If there is any change to the Licensed goods and Licensed services mentioned in Schedule 1 of the Agreement, the same will be communicated to the Commission within fifteen (15) days of such decision;iii. A copy of the executed agreement shall be submitted to the Commission, once materialized;iv. This exemption does not entail or cover any approval on the pricing aspects of the products covered under the "Agreement";v. The Applicant shall immediately intimate the Commission if any amendment(s) is made to the "Agreement";vi. For renewal of this Exemption (if required), it will be the prime responsibility of the Applicant to seek extension;vii. The Commission reserves the right to review and revise the conditions of this Exemption, as deemed necessary;viii. This Exemption is effective only for the territory of Pakistan;ix. Breach of terms of this exemption, may result in immediate cancelation of the exemption being granted.



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Without prejudice to the generality of Section 6 of the Act, the grantee of the exemption shall inform the Commission forthwith and seek approval 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 product covered therein; and/or (iii) the circumstances in the market and/or the Regulatory framework relevant to the "Agreement" and this exemption being granted.

Granted on this the 29th day of October, 2024 at Islamabad.

Seal of the Commission

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Shahzad Hussain
Registrar
Competition Commission of Pakistan
Government of Pakistan
Islamabad