



File No: 2(716)/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 Lubricants Brand 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:	Lubricants Brand License Agreement (the "Agreement")
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 21 of the "Agreement"
Product(s):	"Licensed Products" and "Licensed Services" as referred in Interpretation clause 1.1 read with Schedule I of the "Agreement".



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PARTICULARS OF THE EXEMPTION GRANTED	
Exemption granted:	On Clauses 3.4 and 3.6 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 products 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

Shahzad Hussain
Registrar
Competition Commission of Pakistan
Government of Pakistan
Islamabad