



COMPETITION COMMISSION OF PAKISTAN
GOVERNMENT OF PAKISTAN

EXEMPTION ORDER

IN THE MATTER OF EXEMPTION APPLICATION FILED BY M/S.
BERKELEY SQUARE HOLDING B.V. FOR EXEMPTION OF NON-
COMPETE AGREEMENT

CASE: 2(725)/AGR/EXM/CCP/2024

Commission

Mr. Saeed Ahmad Nawaz
Member (Exemptions)



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1. The Competition Commission of Pakistan (hereinafter referred to as the Commission) received an application for the grant of exemption from M/s. Berkeley Square Holding B.V, (hereinafter referred to as the Undertaking) dated 19th February, 2025 for the restrictive clauses 2.1 and Clause 2.2 of the Non-Compete Agreement, (hereinafter referred to as the Agreement) on the authority letter dated 9th July, 2024 addressed to the Commission.
2. The undertaking is a private company incorporated on 21st December 1995 under the laws of the Netherlands. It is a holding company and is an indirect wholly owned subsidiary of M/s. WPP plc ("WPP"), a company incorporated in Jersey. WPP is a British multinational communications, advertising, public relations, technology, and commerce holding company headquarters based in London, England. While the undertaking is not present in Pakistan, the WPP Group provides creative transformation services, such as advertising, within the country via its subsidiaries. WPP had worldwide revenue of GBP 14.8 billion and revenue in Pakistan of approximately GBP 11.7 Million.
3. The Application was made pursuant to Section 5 of the Competition Act, 2010 (the Act), read in conjunction with Competition (Exemption) Regulations, 2020, on the following grounds:
 - i. It will enable the WPP Group to bring significant investment, global expertise, and proprietary technologies into Pakistan, enhancing the capabilities of the Target Entities and improving service delivery in the media and advertising industries; and
 - ii. It will allow the Target Entities to offer a broader range of innovative services, thereby increasing consumer choice and raising industry standards.
4. The agreement is essentially an arrangement for not to deal with non-parties and may, therefore, violate Section 4 (2) (a) and (f) of the Act and institutionalize charging of economic rent, reducing consumer surplus and social welfare. Relevant particulars of the Agreement are as follows:

First Party:	Mr. Taher Anwar Khan s/o Hawas Khan resident of 3B 3 rd North Street Defence Housing Authority (DHA) Phase 1, Karachi (hereinafter referred to as the Obligator)
Second Party:	M/s. Berkeley Square Holding B.V. having its registered office at Laan op Zuid 167, Rotterdam, 3072 DB, The Netherlands (hereinafter referred as the beneficiary).
Type of Agreement:	Non-Compete Agreement (the Agreement) (Annex-A)
Date of Agreement:	13 th January, 2025
Validity period of the Agreement:	Pursuant to clause 1.6 the Non-Compete Agreement will only become effective for a period of two (02) years after (i) the grant of exemption and (i) the Completion of each of the Share Purchase Agreements.
Product(s)/Services/ Business covered under the Agreement:	As per sub clause 1.1 of clause 1 (Definition and interpretation) Business means MPL Business, O & M Business and SSP Business or any one of them as the context so permit"



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5. Based on the information provided by the Undertaking, the Commission in exercise of the powers conferred under Section 5 read with Section 9(1)(a) & (b) of the Competition Act, 2010 (the 'Act'), hereby grants exemption, subject to the conditions specified in para 7 below, regarding following clauses of the Agreement.

Exemption granted: (i) On Clause 2.1; and
(ii) Clause 2.2 -Non compete restrictions on obligator

Granted period: From 13th January, 2025 till 20th February, 2027

6. In view of the above, the Exemption granted shall be subject to the conditions that the Undertaking shall ensure the following:
- i. It does not engage in any anticompetitive behavior and/or practices as outlined in Chapter II of the Act, including but not limited to:
 - a. Abuse of dominant position u/s 3;
 - b. Prohibited agreements u/s 4;
 - c. Deceptive marketing practices u/s 10;
 - d. Any mergers or acquisition in violation of Section 11; and
 - e. Charging of economic rent to the detriment of consumer surplus and social welfare.
 - ii. The exemption shall not be used as a permission for transfer pricing or to evade regulatory restrictions, if any against transfer pricing;
 - iii. Notify the Commission of any amendment(s) to the Agreement within fifteen (15) days of such change, and also provide a copy of the executed agreement;
 - iv. In case of having an ongoing Agreement, submit an application for grant of extension in exemption at least three (3) months prior to expiry of this Order.
 - v. It recognizes that the Commission reserves the right to verify the following against the baseline benchmarks (to be provided by the undertaking within thirty (30) days of issuance of this Order):
 - a. Particulars of foreign direct investment in Pakistan by WPP;
 - b. Details of proprietary technology brought into Pakistan; and
 - c. Data on new technology(s) adopted.
 - vi. Submit a verifiable compliance report on June 30th each year against the commitments made for the grant of this exemption; and
 - vii. No breach of terms of this exemption takes place as it shall have an immediate effect of cancellation of this exemption.



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7. The Commission may review and revise the terms and conditions of this Exemption, as deemed necessary. Furthermore, 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 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.
8. In the Agreement, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws.
9. It is so ordered.

Saeed Ahmad Naqvi
Member (Exemptions)

ISLAMABAD, the 31st July, 2025