



File No: 2(639)/AGR/EXM/CCP/2021
COMPETITION COMMISSION OF PAKISTAN
GOVERNMENT OF PAKISTAN

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EXEMPTION CERTIFICATE (EXTENSION)

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 Martin Dow Marker Limited (the "Applicant") the Commission hereby grants exemption on the relevant clause of the Distribution Agreement from the application of Section 4 of the Act as per the conditions mentioned hereunder:

PARTICULARS OF THE AGREEMENT

First Party:	M/s. Merck Export GmbH/ (the 'COMPANY') having its registered office at Frankfurter StraBe 250, 64293 Darmstadt, Germany																		
Second Party: (the "Applicant")	M/s. Merck (Private) Limited (the "Provider") now M/s. Martin Dow Marker Limited (the "Applicant"). As per the Share Purchase Agreement dated 30 th October, 2016, by and among M/s., Merck KGaA, Merck International GmbH and M/s. Martin Dow Marker Limited, the Merck KGaA transferred the totality of its shares in the 'Provider' to M/s. Martin Dow Marker Limited (Applicant). After the transaction, Merck KGaA and the 'Company' intends that the applicant continues as the provider under the mentioned Distribution Agreement.																		
Type of Agreement:	Distribution Agreement (the "Agreement") – an initialed copy of the Agreement is attached herewith																		
Date entered into:	9 th December 2016																		
Validity of the Agreement:	The Agreement is valid for a period of ten (10) years from the effective date unless terminated earlier pursuant to clause 15 of the Agreement																		
Product(s)/drugs:	Below mentioned pharma products: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Sr.</th> <th>Product/Brand</th> <th>SKU</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Erbitux</td> <td>5mg/ml/20ml</td> </tr> <tr> <td>2</td> <td>Gonal F</td> <td>Pen 2.0 300IU</td> </tr> <tr> <td>3</td> <td>Gonal F</td> <td>Pen 2.0 900IU</td> </tr> <tr> <td>4</td> <td>Gonal F</td> <td>Pen 2.0 450IU</td> </tr> <tr> <td>5</td> <td>Ovidrel</td> <td>Syringe 250 mcg</td> </tr> </tbody> </table>	Sr.	Product/Brand	SKU	1	Erbitux	5mg/ml/20ml	2	Gonal F	Pen 2.0 300IU	3	Gonal F	Pen 2.0 900IU	4	Gonal F	Pen 2.0 450IU	5	Ovidrel	Syringe 250 mcg
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PARTICULARS OF THE EXEMPTION GRANTED	
Exemption granted:	On <u>Clause 2.1</u> of the "Agreement" to the extent of appointment of applicant as exclusive distributor in the territory
Granted period:	From 1 st November 2023 to 31 st December 2025
Conditions:	<ol style="list-style-type: none">i. By virtue of the exemption granted on the relevant clause 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 existing products mentioned above, the same will be communicated to the Commission within fifteen (15) days of such decision;iii. This exemption does not endorse or entail any export restriction from the territory, as stated in clause 2.1 of the Agreement;iv. This exemption does not entails or cover any approval on the pricing aspects of the products covered under the Agreement;v. If any affiliate of the "Company" is appointed pursuant to clause 2.1 to perform any obligation or exercise any right under the Agreement, the same will be communicated to the Commission within fifteen (15) days of such decision;vi. In case of any approval/consent is granted pursuant to clause 2.3 of the "Agreement", regarding non-compete aspects, the same will be communicated to the Commission within fifteen (15) days of such decision;vii. In event of appointing of sub-contractor(s) pursuant to clause 14.5 of the Agreement, same will be communicated to the Commission within fifteen (15) days of such decision;viii. If "notice" is served pursuant to clause 15.1 for termination of Agreement or under clause 15.2.5, the same will be communicated to the Commission within fifteen (15) days of such decision or any sanction by the regulatory authority;ix. It is the responsibility of the Applicant to ensure that necessary regulatory approvals exists for the execution of the "Agreement"x. The Applicant shall intimate the Commission within 15 days in event of any change in regulatory regime having impact on the agreement and/ or the products that are covered under the "Agreement";



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	<p>xi. The applicant will inform the Commission within 15 days of change, if any to the trademark and intellectual property rights covered under clause 13 of the "Agreement";</p> <p>xii. The Applicant shall immediately intimate the Commission if any amendment(s) is made to the "Agreement";</p> <p>xiii. For renewal of this Exemption (if required), it will be the prime responsibility of the Applicant to seek extension as per applicable framework, at least three (3) months prior to the expiry of this exemption;</p> <p>xiv. It is the responsibility of the applicant to ensure that the other party to the agreement is aware of the exemption being sought from the Commission;</p> <p>xv. The Commission reserves the right to seek any financial and non-financial information in context of this exemption being granted;</p> <p>xvi. The Commission reserves the right to review and revise the conditions of this Exemption, as deemed necessary;</p> <p>xvii. This Exemption is effective only for the territory of Pakistan;</p> <p>xviii. Breach of terms of this exemption, will result in immediate cancelation of the exemption being granted.</p>
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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 25th day of October, 2024 at Islamabad.

Seal of the Commission

Shahzad Hussain
Registrar
Competition Commission of Pakistan
Government of Pakistan
Islamabad