



BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S.  
MACROSOFT INC. BY M/S. MACROSOFT BUYER LLC FROM MR GHULAM  
NABI SHAH, MR. RONALD MUELLER, MR. EDWARD SABLE, MR.  
MUHAMMAD BASIT QARI AND MR. JOHN KULLMANN.

CASE: 1402/Merger-CCP/2023

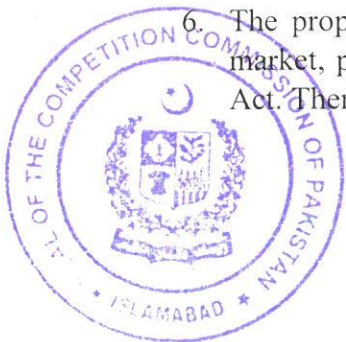
Commission



Dr. Kabir Ahmed Sidhu  
*Chairman*

## ORDER

1. On 06<sup>th</sup> October, 2023 the Competition Commission of Pakistan (hereafter "**Commission**") received a pre-merger application (hereafter "**Application**") from M/s. Macrosoft Buyer LLC (hereafter "**MBL**" or "**Acquirer**").
2. The Application was made pursuant to Section 11 of the Competition Act, 2010 (hereafter "**Act**") read in conjunction with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (hereafter "**Merger Regulations**").
3. The proposed transaction entails acquisition of % shareholding of M/s. Macrosoft Inc. (hereafter "**MCL**" or "**Target**") from Mr. Ghulam Nabi Shah (hereafter "**Seller 1**"), Mr. Ronald Mueller (hereafter "**Seller 2**"), Mr. Edward Sable (hereafter "**Seller 3**"), Mr. Muhammad Basit Qari (hereafter "**Seller 4**") and Mr. John Kullmann (hereafter "**Seller 5**") collectively referred to as (hereafter "**Sellers**"). All requisite information/documentation pertaining to the Application was completed on 30<sup>th</sup> October, 2023.
4. The Commission has examined the Application as well as all the documents attached therewith and the information provided by the concerned undertaking(s). The Phase I competition assessment of the intended transaction has revealed the following facts:
  - 4.1. The business activities of the undertakings concerned are:
    - a) The Acquirer: A company incorporated in the United States of America for the purpose of an investment holding company but has not commenced its commercial operations yet.
    - a) The Target: A company incorporated in the United States of America and is engaged in software development and consultancy services. The Target is active in Pakistan through its subsidiary namely M/s. Macrosoft Pakistan (SMC-Private) Limited that provides software development services to the Target.
  - 4.2. As submitted in the Application and set out in the Stock Purchase Agreement, the Acquirer intends to acquire % shareholding of the Target from the Sellers. The total estimated amount under consideration to be paid for % shareholding is USD (equivalent to PKR /-).
  - 4.3. The relevant product market in this case has been identified as "**IT – Software development and consultancy**" and the relevant geographic market is "**Pakistan**". Based on the data submitted, the current market share of Target's Pakistan based subsidiary is estimated to be % in the relevant market, which is expected to remain unchanged post-transaction.
5. Ancillary restrictions have been reported with this transaction, which may require exemption under Section 5 of the Act, read with Regulation 4 of the Competition Commission (Exemption) Regulations 2020.
6. The proposed transaction will not result in dominance of the Acquirer in the relevant market, post-transaction, as determined under Section 2(1)(e) read with Section 3 of the Act. Therefore, it is hereby authorized under Section 31(1)(d)(i) of the Act.



7. In the subject transaction, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws.
8. It is so ordered.



(Dr. Kabir Ahmed Sidhu)  
**Chairman**

Islamabad the November 23<sup>rd</sup>, 2023.

