BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S. AKZO NOBEL PAKISTAN LIMITED BY M/S. IGI INVESTMENTS (PRIVATE) LIMITED FROM M/S. ICI OMICRON B.V.

CASE: 1616/Merger-CCP/2026

SEAL OF THE COMPETITION COMMISSION OF PAKISTAN
Commission

Ms. Bushra Naz Malik
Member

ORDER

1. The Competition Commission of Pakistan (the "**Commission**") received a pre-merger application (the "**Application**") regarding the acquisition of % shareholding of M/s. Akzo Nobel Pakistan Limited ("**Target**") by M/s. IGI Investments (Private) Limited ("**Acquirer**") from M/s. ICI Omicron B.V. ("**Seller**") (hereinafter collectively referred to as the "**Merger Parties**"), pursuant to the Sale Purchase Agreement dated 16th April 2026 (the "**Agreement**").

2. The Application was filed under Section 11 of the Competition Act, 2010 (the "**Act**") read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 (the "**Merger Regulations**").

<u>Merger Parties</u>

Acquirer

3. M/s. IGI Investments (Private) Limited is an undertaking incorporated under the laws of Pakistan. It is a wholly owned subsidiary of M/s. IGI Holdings Limited as part of the IGI Group. It serves as the strategic investment arm of IGI Group and is responsible for managing and overseeing IGI Group's key investments including investing, acquiring and holding of equity and debt securities.

Target

4. M/s. Akzo Nobel Pakistan Limited is an undertaking incorporated under the laws of Pakistan. The principal activity of the Target is the sale and manufacture of coatings, comprising of decorative coatings (paintings) and industrial coatings.

Seller

5. M/s. ICI Omicron B.V. is a private limited liability undertaking incorporated under the laws of the Netherlands. It is a subsidiary of M/s. Akzo Nobel N.V, act as a holding investment vehicle for investment in coatings market comprising of decorative coatings (paints) and industrial coatings.

<u>Transaction</u>

6. Pursuant to the Application and the Agreement, the Acquirer will acquire % shares of the Target comprising of shares from the Seller.

7. The estimated consideration under the Agreement amounts to PKR - (the "**Transaction**").

Phase-I Competition Assessment

Procedural Review

8. Based on the Application and information obtained subsequent to the submission of Application, the Commission conducted a Phase-I competition assessment of the Application, including supporting documentation, to evaluate compliance with the Act and Merger Regulations. The assessment particularly focused on potential competitive concerns, including issues related to market dominance and the overall impact on competition post-merger in the relevant market.

Relevant Market

9. The relevant market for the purposes of this assessment is identified as the market for **"Decorative Coatings (Paint)"** and **"Industrial Coatings"**, while the relevant geographic market is **"Pakistan"**.

Market Share

10. Based on the information and market research provided by the Applicant, the total size of Pakistan's coatings market is estimated at approximately PKR (net sales). Of this amount, the decorative coatings segment of the Target accounts for approximately PKR (net sales), comprising PKR from domestic production and PKR from exports. The remaining PKR is attributable to the industrial coatings segment.

11. The Target has an estimated market share of % in the domestic decorative coatings market, representing net sales of approximately PKR out of the total domestic market value of PKR . The Target has a negligible presence in the export market for decorative coatings.

12. Similarly, the Target holds an estimated % market share in the industrial coatings segment, representing net sales of approximately PKR in a market valued at PKR

Competition Analysis

13. Accordingly, the proposed Transaction does not give rise to any horizontal overlap or vertical relationship in the relevant markets of Pakistan and will not result in any increment in market share or market concentration.

14. The Transaction will have minimal effects on the market dynamics in terms of competition and market structure considering the fact that the post-merger market share would not increase. Further, it would not produce any anti-competitive effects such as collusion or removal of an effective competitor because the relevant market is fragmented.

15. Accordingly, the proposed Transaction is not likely to create entry barriers or materially enhance the market power of the Merger Parties. Furthermore, it is not anticipated to impede the ability of existing or potential competitors to compete effectively, nor is it expected to result in the exclusion of competitors or a substantial lessening of competition in the relevant market.

Ancillary Restrictions

16. Application revealed presence of certain ancillary restrictions within the Agreement which may require exemption under Section 5 of the Act, read with Regulation 4 of the Competition Commission (Exemption) Regulations, 2020.

Determination

17. The Commission concludes that the proposed Transaction does not create or strengthen a dominant position in the relevant market, as defined under Section 2(1)(e) read with Section 11 of the Act and the Merger Regulations. The proposed Transaction is hereby authorized under Section 31(1)(d)(i) of the Act.

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18. Without prejudice, it is hereby clarified that the present assessment is strictly limited to the review of the Transaction under Section 11 of the Competition Act, 2010.

19. Notwithstanding the above, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws, judicial orders and the oversight of relevant regulatory bodies.

20. It is so ordered.

Ms. Bushra Naz Malik
Member

SEAL OF THE COMPETITION COMMISSION OF PAKISTAN * ISLAMABAD *

ISLAMABAD, 04th August **, 2026**