



**BEFORE THE
COMPETITION COMMISSION OF PAKISTAN
FIRST PHASE REVIEW**

**IN THE MATTER OF ACQUISITION OF _____ % SHAREHOLDING IN M/S.
SANOFI-AVENTIS PAKISTAN LIMITED BY M/S. PACKAGES LIMITED, M/S. IGI
INVESTMENTS (PRIVATE) LIMITED, M/S. AGT HOLDINGS (PRIVATE)
LIMITED, M/S. NERA PHARMA (SMC-PRIVATE) LIMITED AND MR. ARSHAD
ALI GOHAR FROM M/S. SANOFI FOREIGN PARTICIPATIONS B.V.**

CASE: 1296/Merger-CCP/22

Commission


Ms. Rahat Kaunain Hassan
Chairperson



ML
Ms. Mujtaba Ahmad Lodhi
Member

ORDER

1. On May 24, 2022 the Competition Commission of Pakistan ("Commission") received a pre-merger application ("Application") of a proposed acquisition pursuant to Section 11 of the Competition Act, 2010 ("Act") read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 ("Merger Regulations") from M/s. Packages Limited ("Acquirer 1"), M/s. IGI Investments (Private) Limited ("Acquirer 2"), M/s. AGT Holdings (Private) Limited ("Acquirer 3"), M/s. Nera Pharma (SMC-Private) Limited ("Acquirer 4") and Mr. Arshad Ali Gohar ("Acquirer 5") which are collectively referred to as ("Acquirers" and/or "Investor Consortium"). The Acquirers intend to acquire _____% shareholding in M/s. Sanofi-Aventis Pakistan Limited ("Target") from M/s. Sanofi Foreign Participations B.V. ("Seller"). All requisite information/documentation pertaining to the Application was completed on June 17, 2022.
2. The Commission has examined the Application as well as all the documents attached therewith, the information provided by the undertakings concerned and the market. The Phase I competition assessment of the intended transaction has resulted in the following findings:

- i. The undertakings concerned are:

- a. Acquirer 1: An investment holding company having investments in companies engaged in various businesses.
- b. Acquirer 2: An investment holding company having investments in companies engaged in various businesses.
- c. Acquirer 3: An investment holding company having investments in companies engaged in various businesses.
- d. Acquirer 4: A newly incorporated entity for making investments in healthcare products.
- e. Acquirer 5: An individual who is a Non-Executive Director on the Board of the Target.
- f. Target: Manufacturing, selling and trading of pharmaceutical and related products.

- ii. The proposed transaction involves the Investor Consortium intending to purchase entire _____% shareholding i.e. _____ ordinary shares held by the Seller in the Target in accordance with the terms of Share Purchase Agreement ("SPA") executed between the undertakings on April 29, 2022. The total consideration value is estimated to be PKR _____/-.

- iii. Currently, Acquirer 1 has no shareholding in the Target and will be acquiring approximately _____% shareholding. Acquirer 2 currently holds _____% holding and is further acquiring a _____% stake, resulting in _____% shareholding in the Target. Acquirer 3 presently has a _____% stake and after purchasing _____% stake will have its shareholding increased to _____%. Acquirer 4 is acquiring _____% shareholding while Acquirer 5 will have his shareholding increased from _____% to _____% from the purchase of _____% shareholding.

The Relevant Product market in this case has been identified as "**Manufacturing and sale of Pharmaceutical products**", while the relevant geographic market is "**Pakistan**". The Target's market share is _____% and its position shall remain unchanged after the transaction as the Investor Consortium is not engaged in the manufacturing of pharmaceutical products. Although Acquirer 5 is involved in the retail pharmaceutical distribution segment, having less than _____% market share, this will have no impact on the proposed transaction.

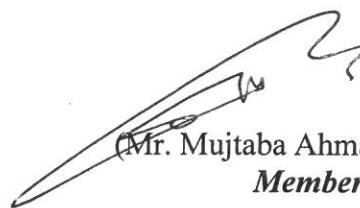


3. Ancillary restrictions have been reported with this transaction, which may require exemption under Section 5 of the Act, read with Regulation 4 of the Competition Commission (Exemption) Regulations, 2020. This order is without prejudice to any such requirements.
4. In conclusion, the intended transaction, does not meet the presumption of dominance as determined under Section 2(1)(e) read with Section 3 of the Act. The proposed transaction is hereby authorized under Section 31(1)(d)(i) of the Act.
5. It is so ordered.



(Ms. Rahat Kaunain Hassan)

Chairperson



(Mr. Mujtaba Ahmad Lodhi)

Member



Islamabad the JUNE 23rd, 2022.