



**BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN**

**FIRST PHASE REVIEW**

**IN THE MATTER OF ACQUISITION OF BOYDEN BUSINESS BY M/S.  
BOYDEN 4 S.A.R.L FROM M/S. STAHL HOLDINGS B.V.**

**CASE: 1507/Merger-CCP/2024**



A handwritten signature in black ink, appearing to read "Kabir Sidhu".

**Dr. Kabir Ahmed Sidhu**  
*Chairman*

## ORDER

1. On 23<sup>rd</sup> December 2024, the Competition Commission of Pakistan (the “**Commission**”) received a pre-merger application (the “**Application**”) from M/s. Boyden 4 S.A.R.L. (the “**Acquirer**”), seeking approval for acquiring the Boyden Business from Stahl Holdings B.V. (the “**Seller**”), a part of the Stahl Group.
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**”).

### Merger Parties

#### Acquirer

3. Boyden 4 S.A.R.L (Boyden 4) is a limited liability company registered under the laws of Luxembourg. It is indirectly controlled by investment funds managed by Syntagma Capital Partners 1 SCSp (SCPS), an investment fund incorporated under Luxembourg law and managed by Syntagma Capital Partners 1 GP SARL (SCPGS). SCPGS is an investment firm established by Mr. Sébastien Le Mout, with the participation of Mr. Frank Coenen and Mr. Benjamin Dahan, and primarily focuses on investment opportunities in various companies.

#### Target

4. Stahl Pakistan (Private) Limited (**SPPL**) is a private limited company registered under the laws of Pakistan. The company is engaged in the trading of chemical dyes and leather processing chemicals, while also serving as an indenting agent for its associated companies.

#### Seller

Stahl Holdings B.V. (**SHBV**) operates as a holding company with headquarters in the Netherlands. The company, through its subsidiaries across the world, manufactures specialty coatings and other chemicals. It provides coatings for leather, flexible and non-flexible substrates, textiles, and related products internationally.



### Transaction

6. Pursuant to the Application and the Sale and Purchase Agreement dated 25<sup>th</sup> November 2024 (the “**Agreement**”), the Acquirer has proposed to acquire the Target through shares acquisitions of legal entities in the Netherlands, Italy and China along with the assets acquisitions in other jurisdictions including Pakistan.
7. The details of the assets being acquired by the Acquirer’s local subsidiary in Pakistan from the Target are as follows:
  - i. Lab & office (owned) situated at Tehsil road, Kot Ghulam Muhammad Khan, Kasur, Pakistan.
  - ii. Lab & office (rented) Plot No.141, Sector/Block no.24, Korangi Industrial Area, Korangi, Karachi, Pakistan.
  - iii. Lab & office (rented) situated at Sagian Wala Bypass, Opposite Masjid Akhlass, Zain-Ul-Islam Park, Lahore, Pakistan.
  - iv. Lab & office (rented) situated at Defence Road, Muzaffarpur, Sialkot, Pakistan.
8. The total consideration for the proposed acquisition is EUR (approximately PKR \_\_\_\_\_), which is regarded as the transaction value (the “**Transaction**”).

### Phase-I Competition Assessment

#### **Procedural Review**

9. The Commission conducted a Phase-I competition assessment of the Application and its supporting documentation to ensure compliance with the Act and Merger Regulations. This review focused on identifying potential competitive concerns, including market dominance and the impact on competition post-merger.

#### **Relevant Market**

The relevant product market, for the purposes of this assessment, is identified as **Leather Chemicals**. The relevant geographic market is **Pakistan**, considering supply conditions and consumer preferences in the country.



### **Market Share**

11. According to the Application, the total market size is estimated at PKR [redacted] in value, with a total volume of [redacted] kilotons (KT). The Target holds an approximate market share of [redacted] % by value and [redacted] % by volume, reflecting its significant position in the market.

### **Competition Analysis**

12. The Transaction is conglomerate in nature. The Acquirer and the Target do not operate as direct competitors in the relevant market. Given the absence of horizontal overlaps and vertical relationships, the Transaction does not raise immediate concerns regarding market foreclosure, input restrictions, exclusivity arrangements, or barriers to entry.
13. Post-merger, the merger parties' market share is expected to remain unchanged, as the Acquirer does not have a pre-existing presence in this market in Pakistan. Consequently, the Transaction will not result in market dominance, undue concentration, or elimination of competitive forces.

### **Determination**

14. The Commission determines that the Transaction does not create or enhance 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. Accordingly, the proposed Transaction is authorized under Section 31(1)(d)(i) of the Act.
15. 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.
16. It is so ordered.



Dr. Kabir Ahmed Sidhu

Chairman



ISLAMABAD, 25<sup>th</sup> day of February, 2025.