BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

<u>IN THE MATTER CONCERNING THE ACQUISITION OF % SHAREHOLDING OF M/S. CASTROL GROUP HOLDINGS LIMITED BY M/S. MOTION JVCO LIMITED ULTIMATELY PURCHASING THEIR GLOBAL LUBRICANT BUSINESS</u>

CASE: 1609/Merger-CCP/2026

SEAL OF THE COMPETITION COMMISSION OF PAKISTAN
ISLAMABAD
Commission

Ms. Bushra Naz Malik
Member

ORDER

1. The Competition Commission of Pakistan (the "**Commission**") received a pre-merger application (the "**Application**") from M/s. Motion JVCo Limited (the "**Motion**" or the "**Acquirer**") seeking approval for the acquisition of global lubricants business (the "**Castrol**") of M/s. BP p.l.c (the "**BP**") through acquisition of M/s. Castrol Group Holdings Limited (the "**Castrol Holdings**" or "**Target**"), pursuant to the terms of Share Purchase Agreement dated 23rd December, 2025 (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. Motion JVCo Limited is a Special Purpose Vehicle established by StonePeak Partners LP ("Stonepeak") on 1st December, 2025 for the purposes of this transaction.

4. Stonepeak is a limited partnership company established on 23rd March, 2011 in Delaware, U.S.A. It is a leading alternative investment firm that sponsors private equity and credit investment vehicles and provides capital, operational expertise, and long-term strategic support to its portfolio companies. Stonepeak focuses on investments in digital infrastructure, energy and energy transition, transport and logistics, and real estate.

5. In connection with aforesaid, Canada Pension Plan Investment Board ("CPP"), an unlisted corporation established in Canada on 25th November, 2021, will make investments to support the merger resulting in an indirect minority stake in the Target. CPP is a professional investment management organisation that manages the CPP Fund. In order to build diversified portfolios of assets, it makes investments around the world in public equities, private equities, real estate, infrastructure, fixed income and alternative strategies including in partnership with funds.

Target

6. M/s. BP p.l.c ("BP") owns a global lubricants business ("Castrol") which will be sold out to Motion in this transaction through acquisition of Castrol Group Holdings Limited ("Castrol Holdings" or "Target"), which as per latest record, was formerly listed as a public company but has since changed its name and been re-registered under the Companies Act 2006 by the Registrar of Companies of Scotland as a private a company limited by shares with its registered office in Scotland.

7. The BP was incorporated initially as a Public Listed Company on 14th April, 1909 and has operations in Pakistan only through Castrol Holdings. Castrol holdings is fully owned by BP.

Transaction

8. As outlined in the Application and pursuant to the Agreement, the transaction will be carried out in following phases:

   a) Motion will acquire)% of the shares and voting rights in Castrol Holdings, which, upon Closing, will own Castrol.
   b) Upon Closing, BP will reinvest in Motion and, as a result, will indirectly hold % of the shares and voting rights in Motion, while Stonepeak will indirectly hold the remaining % of the shares and voting rights in Motion.
   c) Around the time of Closing, CPP Investment Board Private Holdings Inc. ("CPPIB"), a wholly owned subsidiary of CPP, will invest in Stonepeak Motion Pooling Co. Ltd. ("Motion Holdco"), pursuant to which CPPIB will hold up to % of the shares and voting rights in Motion Holdco, while the remaining at least % of the shares and voting rights in Motion Holdco will be held indirectly by the Stonepeak shareholders, and
   d) Following Closing, Stonepeak will ultimately exercise indirect sole control over the Target.

The aggregate anticipated total consideration for the transaction is USD [1] which approximately equals to PKR (the "**Transaction**").

[1] USD ≈ PKR (rounded to three decimal places), Using 1 USD = PKR 278.3 (23rd June, 2026) https://www.sbp.org.pk/ecodata/rates/m2m/2026/Jun/22-Jun-26.pdf

Phase-I Competition Assessment

Procedural Review

10. Based on the Application, the Commission conducted a Phase-I competition assessment of the Application, in accordance with Section 11 of the Act and Merger Regulations to determine whether the Transaction is likely to result in substantial lessening of competition or the creation or strengthening of a dominant position in the relevant market.

Relevant Market

11. As per the information provided by the Applicant, the Target is currently operational in the sale of lubricants in Pakistan.

12. Furthermore, the Acquirer is a special purpose vehicle incorporated solely for the purpose of effecting the Transaction. The ultimate acquiring entities, namely Stonepeak and CPP, are not active in the relevant market in Pakistan and, in any event, do not have any horizontal or vertical overlaps with the Target's business.

13. Taking the above into account, the relevant product market in this case has been identified as "**Sale of lubricants**" while the relevant geographic market is "**Pakistan**".

Market Share

14. Based on the Application, within the business of sale of lubricants in Pakistan, Target's only activities in Pakistan are through one third-party distributor who sell lubricants to end customers. According to Kline [2], the size of the lubricants market in Pakistan in 2024 was approximately liters. Kline did not report Castrol's sales volumes or market share in Pakistan, as its presence was considered negligible. Accordingly, Castrol's actual sales volume in Pakistan in 2024 as provided by the Applicant, amounting to approximately litres, has been used for the purposes of this assessment. On this basis, Castrol's estimated market share in Pakistan is approximately %.

[2] Kline & Company is a global market research and consulting firm that specializes in chemicals, energy, personal care, life sciences, and industrial markets.

Competition Analysis

15. Once the proposed acquisition has been completed, market shares of the Target will remain unchanged and insignificant.

16. Therefore, the Transaction does not create entry barriers or significantly enhance the market power of the Merger Parties and it is not likely to substantially lessen competition in the relevant market of Pakistan by creating or strengthening a dominant position.

Ancillary Restrictions

17. 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.

Determination

18. 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.

19. 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.

20. 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.

21. It is so ordered.

Ms. Bushra Naz Malik
Member

SEAL OF THE COMPETITION COMMISSION OF PAKISTAN * ISLAMABAD *

ISLAMABAD, June 30 **, 2026.**