



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S. ONTEX
PAKISTAN (PRIVATE) LIMITED BY M/S. ASAIA HOLDING FZ- LLC AND MR.
YAHYA JAN FROM M/S. ONTEX ES HOLDCO S.A., M/S. ONTEX B.V AND M/S.
ONTEX GROUP N.V.

CASE: 1413/Merger-CCP/2023

Dr. Kabir Ahmed Sidhu
Chairman



Commission

Mr. Saeed Ahmad Nawaz
Member

ORDER

1. On 23rd November 2023 the Competition Commission of Pakistan (hereafter "**Commission**") received a pre-merger application (hereafter "**Application**") from M/s. Asaia Holding FZ- LLC (hereafter "**AHF**" or "**Acquirer 1**") and Mr. Yahya Jan ("**Acquirer 2**"), (together the "**Acquirers**").
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. Ontex Pakistan (Private) Limited (hereafter "**OPPL**" or "**Target**") from M/s. Ontex ES HoldCo S.A., M/s. Ontex B.V and M/s. Ontex Group N.V. (together the "**Sellers**"). All the requisite information/documentation pertaining to the application was completed on 17th January 2024.
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 limited liability company organised and existing under the laws of the United Arab Emirates. The company currently does not have any operations.
- b) The Target: A private limited company incorporated under the laws of Pakistan. OPPL is engaged in the development, manufacturing, marketing and distribution of disposable hygiene products in Pakistan. This includes products such as infant diapers, wet wipes, adult incontinence products and feminine hygiene products.

4.2. As submitted in the Application, the undertakings entered into a Share Purchase Agreement (hereafter "**SPA**") on 27th September 2023. The Acquirers will acquire 100% shareholding in the Target from the Sellers.

4.3. Under the SPA, Furthermore, the purchase price payable by the Acquirers to the Sellers in consideration for the sale and purchase of % of the shares in the Target is EUR 1 (PKR as at 22/01/2024). In addition, Sellers will be repaid EUR (PKR - as at 22/01/2024) against Intercompany Loans and trade payables amounting to approx. USD (PKR - as at 22/01/2024).

4.4. The relevant product markets in this case have been identified as "**Infant diapers**", "**Wet Wipes**", "**Adult incontinence products**" and "**Feminine hygiene products**" and the relevant geographic market is "**Pakistan**".

Based on the data provided, the Target has a market share of % in the baby diaper segment while its share in the female sanitary napkin segment is taken as under % which will remain unchanged post-transaction.



5. 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.
6. In the subject transaction, matters which may fall outside the scope of the Commission's purview, remain subject to applicable laws.
7. It is so ordered.


Dr. Kabir Ahmed Sidhu
Chairman




Mr. Saeed Ahmad Nawaz
Member

Islamabad the February 01, 2024.