

BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

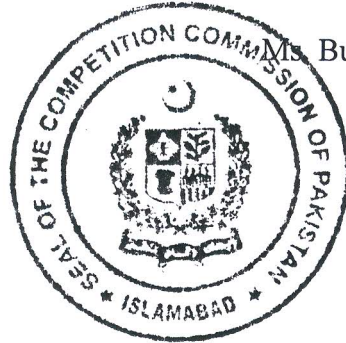
FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF ORDINARY SHARES IN M/S.
GREENEWABLE SOLAR (PVT.) LIMITED, THE EXERCISE OF A CONVERSION
OPTION FOR THE ENTIRE CONVERTIBLE LOAN AMOUNT INTO ORDINARY
SHARES, AND THE EXERCISE OF A CALL OPTION BY M/S. VITOL RESOURCES
MIDDLE EAST FZE

CASE: 1049/Merger-CCP/19

Commission

Ms. Vadiyya Khalil
Chairperson



Ms. Bushra Naz Malik
Member

ORDER

1. The Competition Commission of Pakistan ("**Commission**") is in receipt of a pre-merger application ("**Application**") sent by M/s. Vitol Resources Middle East FZE ("**Vitol**" or "**Acquirer**") notifying the Commission of its acquisition of shares in M/s. Greenewable Solar (Pvt.) Limited ("**Greenewable**" or "**Target**"). This acquisition includes ordinary shares, the exercise of a conversion option for the entire convertible loan amount into ordinary shares, and the exercise of a call option to enable the Acquirer to increase its aggregate ownership in the Target to up to shareholding, pursuant to Section 11 of the Competition Act, 2010 ("**Act**") read with Regulation 6 of the Competition (Merger Control) Regulations, 2016 ("**Merger Regulations**").
2. The Commission has examined the Application as well as all the documents attached therewith, the market scenario, and its observations on the basis of independent research/investigation in the relevant market. The Phase I competition assessment of the intended transaction has resulted in the following findings:
 - i. The business activities of the concerned parties are:
 - a. For the Acquirer: Special Purpose Vehicle for investments.
 - b. For the Target: Provision of engineering, procurement and construction services ("**EPC**") as well as operations and maintenance services ("**O&M**") in the supply of solar panels and ancillary equipment.
 - ii. As per the Application, Vitol intends to do the following: acquire ordinary shares in Greenewable, exercise a conversion option for the entire convertible loan amount into ordinary shares, and exercise a call option to enable the it to increase its aggregate ownership in the Target to up to shareholding. The consideration for this acquisition is PKR which is the transaction value in this case.
 - iii. The relevant product market is that of business of providing engineering, procurement and construction services as well as operations and maintenance services in the supply of solar panels and ancillary equipment for commercial and industrial applications. The relevant geographic market is Pakistan. Greenewable has a share of of the market, which will remain unchanged post-transaction, as the acquirer is not active in this segment.
 - iv. The transaction is not likely to result in the creation or strengthening of dominant position in the relevant market. The intended acquisition does not meet the presumption of dominance as determined under Section (2) (1) (e) read with Section 3 of the Act.
3. In conclusion, the proposed transaction is unlikely to substantially lessen competition through the creation or strengthening of a dominant position in the relevant market. The proposed transaction is hereby authorized under Section 31 (1) (d) (i) of the Act.
4. It is so ordered.



(Ms. Vadiyya Khalil)
Chairperson

September 19, 2019

(Ms. Bushra Naz Malik)
Member