



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF APOLLO
AVIATION HOLDINGS LIMITED FROM H&K AAG HOLDINGS LLC, BY
TC GROUP, L.L.C.

CASE: 1001/Merger-CCP/18

Commission

Ms. Vadiyya S. Khalil
Chairperson

Dr. Shahzad Ansar
Member



ORDER

1. On 22nd October 2018 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**") through which M/s. TC Group, L.L.C. ("**Acquirer**" or "**Applicant**") intends to acquire % shareholding in M/s. Apollo Aviation Holdings Limited ("**Target**") by way of share purchase from M/s. H&K AAG Holdings LLC ("**Seller**"). All the requisite information/documentation pertaining to the application was completed by the applicant on 5th November 2018.
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 acquisition has resulted in the following findings:
 - i. The business activities of the undertakings concerned are:
 - a. For the Acquirer: Investment Holding Company
 - b. For the Target: Multi-strategy investment management company.
 - c. For the Seller: Holding company
 - ii. The proposed transaction is an acquisition of % shareholding in the Target by the Acquirer from the Seller. Currently, only the Target was engaged in the relevant product market of "**Aircraft Operating Lease Services**" having a geographic market identified as of "**Pakistan**". Presently, no overlaps exist between the merger parties in Pakistan.
 - iii. With regards to the market for aircraft operating lease services in Pakistan, the Target has zero market share as its leases with Shaheen Airlines were terminated in October 2018. However, prior to October 2018, the Target held approximately % market share in the relevant market.
 - iv. The transaction is not likely to result in the creation or strengthening of a dominant position in the relevant market. The intended merger does not meet the presumption of dominance as determined under Section (2) (1) (e) read with Section 3 of the Competition Act 2010 ("**Act**").
3. In conclusion, the proposed transaction is not likely 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.

Vadiyya S. Khalil

(Vadiyya S. Khalil)
Chairperson

Dr. Shahzad Ansar

(Dr. Shahzad Ansar)
Member



Islamabad the 30th November, 2018.