



BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF M/S. ILL.  
DIGITAL AG BY M/S. SALESTECH BIDCO GMBH FROM MS. ILL. HOLDING  
GMBH

CASE: 1534/Merger-CCP/2025

Commissioner



Dr. Kabir Ahmed Sidhu  
*Chairman*

## ORDER

1. On 12<sup>th</sup> May 2025, the Competition Commission of Pakistan (the “Commission”) received a pre-merger application (the “Application”) from M/s. SalesTech BidCo GmbH (the “Notifying Party” or the “Acquirer”), seeking approval for the acquisition of % shareholding of M/s. ILI. Digital AG (the “Target”) from M/s. ILI. Holding GmbH (the “Seller”), pursuant to the terms of a Share Purchase Agreement dated 29<sup>th</sup> April 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”).

### Parties

#### **Acquirer**

3. SalesTech BidCo GmbH is a private company with limited liability, organized and existing under the laws of the Federal Republic of Germany. It is a German service provider specializing in digital transformation, with a focus on optimizing sales and marketing processes for large and medium-sized companies with main activities in German-speaking region.

#### **Target**

4. ILI. Digital AG is a German stock company, organized and existing under the laws of the Federal Republic of Germany. It is a German service provider, which advises companies on innovation and the development of software. It is the main shareholder in M/s. ILI Digital (Private) Limited (the “ILI. Pakistan”), a company incorporated in Pakistan.
5. ILI. Pakistan is a subsidiary of the Target that provides IT related services to the Target and has no customers in Pakistan.

#### **Seller**

6. ILI. Holding GmbH is a private company with limited liability, organized and existing under the laws of the Federal Republic of Germany. It is a holding company that makes investments in other companies and has no operational presence in Pakistan.



### Transaction

7. Pursuant to the Application and the Agreement, the Acquirer will purchase approximately \_\_\_\_\_ shares representing \_\_\_\_\_ % shareholding of the Target from the Seller. Total consideration for the subject transaction is EUR \_\_\_\_\_ (equivalent to PKR \_\_\_\_\_ as of 02<sup>nd</sup> June 2025).

### Phase-I Competition Assessment

#### **Procedural Review**

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

#### **Relevant Market**

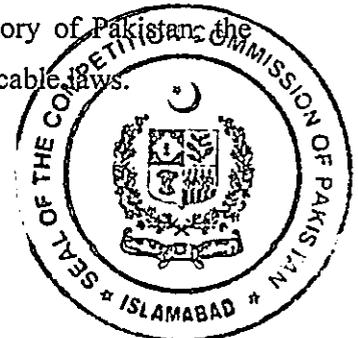
9. The relevant product market, for the purposes of this assessment comprises “**IT and IT enabled services - Software Solutions**”, which refers to the provision of software products and associated services that support business processes, operations, and digital transformation across various sectors. The relevant geographic market is identified as “Pakistan”.

#### **Market Share**

10. As stated in the Application, the market share of the Acquirer and the Target is not applicable as both companies operate outside Pakistan whereas, ILI Pakistan provides services exclusively to the Target. Consequently, the proposed merger will not result in any change in Acquirer’s market share, nor will it lead to an increase in market concentration.

#### **Competition Analysis**

11. The proposed merger constitutes a horizontal transaction due to the overlapping business activities of the Acquirer and the Target. However, as neither party is currently engaged in any business operations or economic activity within the territory of Pakistan, the transaction does not raise any competition concerns under the applicable laws.



12. Therefore, the transaction is not likely to substantially lessen competition, by creating or strengthening a dominant position. Moreover, it does not create entry barriers or enhance the market power post-transaction.

Determination

13. 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.
14. 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.
15. It is so ordered.



Dr. Kabir Ahmed Sidhu  
Chairman

ISLAMABAD, 2<sup>nd</sup> JULY, 2025.

