

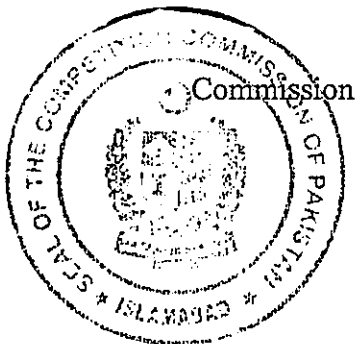


**BEFORE THE
COMPETITION COMMISSION OF PAKISTAN**

FIRST PHASE REVIEW

**IN THE MATTER OF PROPOSED MERGER OF M/S. CONFIZ LIMITED WITH
AND INTO M/S. SYSTEMS LIMITED**

CASE: 1587/Merger-CCP/2026




Ms. Bushra Naz Malik
Member

ORDER

1. On 12 January 2026, the Competition Commission of Pakistan (the "Commission") received a pre-merger application (the "Application") from M/s. Systems Limited (the "Merger Party 1") seeking approval for the merger of M/s. Confiz Limited (the "Merger Party 2") with and into Merger Party 1 (herein after collectively referred to as the "Merger Parties"). The transaction is being executed pursuant to a Scheme of Arrangement (the "Scheme") and the Merger Parties have entered into a Master Agreement (the "Agreement") dated 11 December 2025.
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").

Merger Parties

Merger Party 1

3. M/s. Systems Limited is a public listed company duly registered under the laws of Pakistan on 13 December 1977. It is primarily engaged in the business of provision of IT and IT enabled services.

Merger Party 2

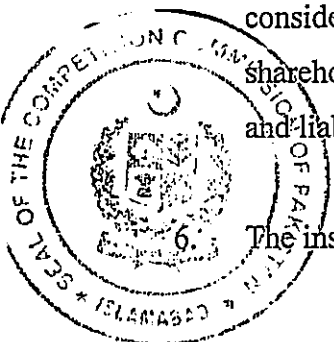
4. M/s. Confiz Limited is a public unlisted company duly registered under the laws of Pakistan on 22 January 2013. The company is primarily engaged in the IT business, including but not limited to software and technology development, cloud solutions, Microsoft 365 solutions, and IT-consultancy services in Pakistan.

Transaction

5. As outlined in the Application, the proposed transaction involves the amalgamation/merger of the Merger Party 2 with and into Merger Party 1. In consideration thereof, _____ ordinary shares of Merger Party 1 shall be issued to the shareholders of Merger Party 2. Under the terms of the Scheme and Agreement, all assets and liabilities of the Merger Party 2 will be transferred to the Merger Party 1.

The instant transaction is valued at PKR _____

(the "Transaction").



Phase-I Competition Assessment

Procedural Review

7. Based on the Application and information obtained subsequent thereto, the Commission conducted a Phase-I competition assessment of the Application, including supporting documentation, to evaluate compliance with the Act and Merger Regulations, particularly focusing on potential competitive concerns, including market dominance and competition, post-merger.

Relevant Market

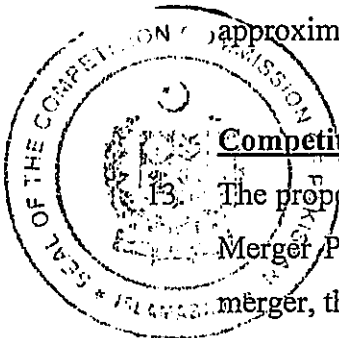
8. The Merger Party 2 is engaged in business of providing the IT services, including but not limited to software and technology development, cloud solutions, Microsoft 365 solutions, and IT-consultancy in Pakistan.
9. On the other hand, the Merger Party 1 is primarily engaged in the business of provision of IT and IT enabled services which includes (but is not limited to) software development, software licensing and reselling, resource outsourcing, provision of data and cloud services and the provision of Business Process Outsourcing (BPO) services
10. Taking the above into account, the relevant product market in this case has been identified as "IT Services" while the relevant geographic market is "Pakistan".

Market Share

11. As per the Application and the sector study report of the Pakistan Credit Rating Agency (PACRA) for FY 2024, the total size of the relevant market encompassing the market for IT and IT enabled services in Pakistan stood at PKR
12. As per the internal reports of Merger Party 1 and 2, the market share of the Merger Party 2 in the relevant market is % whereas Merger Party 1 has an estimated market share of %. Upon completion of the proposed merger, the market shares will be approximately % i.e., less than %.

Competition Analysis

13. The proposed merger/amalgamation will be considered a horizontal merger between the Merger Parties in the relevant market of Pakistan. Upon completion of the proposed merger, the market shares will remain less than %.



14. Therefore, the Transaction does not create entry barriers or significantly enhance the market power of the Merger Parties and the Transaction is not anticipated to limit the ability of the existing or potential competitors or to exclude them from competing effectively.

Determination

15. 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.

16. 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.

17. It is so ordered.



Ms. Bushra Naz Malik

Member

ISLAMABAD, March 18th, 2026.

