




BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN


FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF . . . SHARES OF M/S. 360 HOLDCO, INC  
BY M/S. PWP GROWTH EQUITY FUND II LP AND PWP GROWTH EQUITY FUND  
II B LP

CASE: 936/Merger-CCP/18

Commission

  
Ms. Vadiyya Khalil  
*Chairperson*


  
Dr. Muhammad Saleem  
*Member*



## ORDER

1. On 16<sup>th</sup> of January, 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**") whereby M/s. PWP Growth Equity Fund II LP ("PWP B" or "Acquirer I") and PWP Growth Equity Fund (II B) LP ("PWP II B" or "Acquirer II") will acquire \_\_\_\_\_ shares of 360 Holdco, Inc ("360 Holdco" or the "Target"), pursuant to a Scheme of Compromises, Arrangement and Reconstruction.
2. The Commission has examined the pre-merger 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 PWP B: Private Equity Investment Vehicle.
    - b. For PWP II B: Private Equity Investment Vehicle.
    - c. For 360 Holdco: online training and continuing education in technology and IT services.
  - ii. As per the Application, the Acquirers will acquire \_\_\_\_\_ of the issued and outstanding capital stock of 360 Holdco and thereby acquire controlling stake over the Target. The Acquirers will pay a purchase price of approximately USD \_\_\_\_\_ (approximately PKR \_\_\_\_\_) which is the transaction value in this case.
  - iii. The relevant product market has been identified as that of the provision of online training and educational courses and software development and IT services, as these are the services offered by 360 Holdco. Although the Target is not itself present in Pakistan, it has a subsidiary active in the provision of the above mentioned services in Pakistan, namely Softech. Since the conditions of competition between Softech and its competitors are sufficiently homogenous across the country, the relevant geographic market has been identified as Pakistan. It must be noted, however, that none of the services offered by Softech are for the Pakistani market, and are for the benefit of its parent company, 360 Holdco. This acquisition will not affect the Pakistani market, as it is foreign to foreign.
  - iv. The transaction is not likely to result in the creation or strengthening of 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 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

  
Dr. Muhammad Saleem  
Member

Islamabad the 31<sup>st</sup> January 2018

<sup>1</sup> As on 24<sup>th</sup> January 2018

