BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF % SHAREHOLDING OF ANIMAL NUTRITION AND HEALTH BUSINESS BY M/S. SPECIALTY BIDCO B.V., M/S. SPECIALTY (U.S.) BIDCO INC., M/S. ESSENTIAL BIDCO B.V. AND M/S. ESSENTIAL (U.S.) BIDCO INC. FROM M/S. DSM B.V.

CASE: 1602/Merger-CCP/2026

SEAL OF THE COMPETITION COMMISSION OF PAKISTAN
ISLAMABAD

Commission

Ms. Bushra Naz Malik
Member

ORDER

1. The Competition Commission of Pakistan (the "**Commission**") received a pre-merger application (the "**Application**") regarding the acquisition of % shareholding of M/s. Animal Nutrition and Health Business (the "**Business**") by M/s. Specialty Bidco B.V., M/s. Specialty (U.S.) Bidco Inc., M/s. Essential Bidco B.V. and M/s. Essential (U.S.) Bidco Inc. ("**Acquirers**") from M/s. DSM B.V. (the "**Seller**") (hereinafter collectively referred to as the "**Merger Parties**"), pursuant to the Sale Purchase Agreement dated 9th February 2026 (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**").

<u>**Merger Parties**</u>

Acquirer 1

3. M/s. Specialty Bidco B.V., is an undertaking incorporated under the laws of the Netherlands. It is a newly incorporated investment vehicle indirectly owned and financed by CVC Fund IX, a fund managed and advised by affiliates of CVC Capital Partners (CVC plc).

Acquirer 2

4. M/s. Specialty (U.S.) Bidco Inc., is an undertaking incorporated under the laws of Delaware, USA. It is a newly incorporated investment vehicle indirectly owned and financed by CVC Fund IX, a fund managed and advised by affiliates of CVC Capital Partners (CVC plc).

Acquirer 3

5. M/s. Essential Bidco B.V., is an undertaking incorporated under the laws of the Netherlands. It is a newly incorporated investment vehicle indirectly owned and financed by CVC Fund IX, a fund managed and advised by affiliates of CVC Capital Partners (CVC plc).

Acquirer 4

6. M/s. Essential (U.S.) Bidco Inc., is an undertaking incorporated under the laws of Delaware, USA. It is a newly incorporated investment vehicle indirectly owned and

financed by CVC Fund IX, a fund managed and advised by affiliates of CVC Capital Partners (CVC plc).

CVC Fund IX

7. CVC Fund IX own and finance Acquirer 1, Acquirer 2, Acquirer 3 and Acquirer 4. It is a fund managed and advised by affiliates of CVC Capital Partners plc which is a part of CVC Network, a global alternative investment manager focused on private equity, credit, infrastructure and secondaries. The CVC Fund IX hold interests in a number of companies active in a variety of industries around the world, including financial services, chemicals, utilities, manufacturing, retailing and distribution in Europe, USA and Asia-Pacific region.

Seller

8. M/s. DSM B.V., a private limited company incorporated under the laws of the Netherlands. It is a wholly owned subsidiary of M/s. DSM-Firmenich AG. Animal Nutrition and Health Business is a business segment of the Seller. The Seller operates as a biotech company and applies bioscience to improve health of people, animals and the planet. Similarly, the principal activity of the Business of the Seller is the production of animal nutrition ingredients and it operates across core business lines such as Essential Products (vitamins and carotenoids), Performance Solutions, Premixes, Precision Services and Aroma Ingredients.

9. The Business of the Seller operates in Pakistan through M/s. DSM-Firmenich Pakistan (Private) Limited, a company incorporated under the laws of Pakistan.

Transaction

10. Pursuant to the Application and the Agreement, the Seller's Business will be reorganized into two separate and independent business entities, namely "SpecialtyCo Business" and "EssentialCo Business." Following the reorganization, the M/s DSM-Firmenich Group will retain a % non-controlling equity interest in each entity, while the CVC Funds, through Acquirer 1 to Acquirer 4, will acquire % controlling equity interest together with the corresponding voting rights in both entities.

11. The estimated consideration under the Agreement amounts to EUR (PKR /-)[1] (the "**Transaction**").

[1] https://www.nbp.com.pk/RateSheetFiles/NBP-RateSheet-09-02-2026.pdf 1EUR = PKR 328.88

Phase-I Competition Assessment

Procedural Review

12. Based on the Application and information obtained subsequent to the submission of Application, the Commission conducted a Phase-I competition assessment of the Application, including supporting documentation, to evaluate compliance with the Act and Merger Regulations. The assessment particularly focused on potential competitive concerns, including issues related to market dominance and the overall impact on competition post-merger in the relevant market.

Relevant Market

13. The relevant market for the purposes of this assessment is identified as "**Essential Products (Vitamins and Carotenoids), Premixes, Performance Solutions, Aroma Ingredients and Precision Services**" while the relevant geographic market is "**Pakistan**".

Market Share

14. As per the information submitted in the Application, the Business generated a turnover of PKR - in FY 2025, primarily from its Essential Products segment (%), followed by Performance Solutions (%) and Premix (%).

15. Based on the information provided by the Applicant, the Business holds market shares ranging from % to % across Vitamins A, E, B2, B3 and B5, % in carotenoids, % in animal feed additives, % in premixes and % in aroma products for FY 2025 in the relevant markets of Pakistan.

16. However, the Acquirers, including the CVC Fund and their controlled portfolio companies, are not active in Pakistan in any of the relevant product markets in which the Seller's Business operates and, therefore, hold no market share in the relevant markets.

17. Since the Acquirer is not active in the relevant market of Pakistan, market share of the Business will remain the same post-transaction.

Competition Analysis

18. Accordingly, the proposed Transaction does not give rise to any horizontal overlap or vertical relationship in the relevant markets of Pakistan and will not result in any increment in market share or market concentration.

19. The Transaction will have minimal effects on the market dynamics in terms of competition and market structure considering the fact that the post-merger market share would not increase. Further, it would not produce any anti-competitive effects such as collusion or removal of an effective competitor because the relevant market is fragmented.

20. Accordingly, the proposed Transaction is not likely to create entry barriers or materially enhance the market power of the Merger Parties. Furthermore, it is not anticipated to impede the ability of existing or potential competitors to compete effectively, nor is it expected to result in the exclusion of competitors or a substantial lessening of competition in the relevant market.

Ancillary Restrictions

21. Application revealed presence of certain ancillary restrictions within the Agreement which may require exemption under Section 5 of the Act, read with Regulation 4 of the Competition Commission (Exemption) Regulations, 2020.

Determination

22. 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.

23. Without prejudice, it is hereby clarified that the present assessment is strictly limited to the review of the Transaction under Section 11 of the Competition Act, 2010.

24. 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.

25. It is so ordered.

Ms. Bushra Naz Malik
Member

ISLAMABAD, July 13, 2026

SEAL OF THE COMPETITION COMMISSION OF PAKISTAN ISLAMABAD