



BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF _____% SHAREHOLDING IN M/S. JOHN MENZIES
PLC BY M/S. GIL INTERNATIONAL HOLDINGS V LIMITED

CASE: 1281/Merger-CCP/22

Commission

Ms. Rahat Kaunain Hassan
Chairperson



Mrs. Mujtaba Ahmad Lodhi
Member

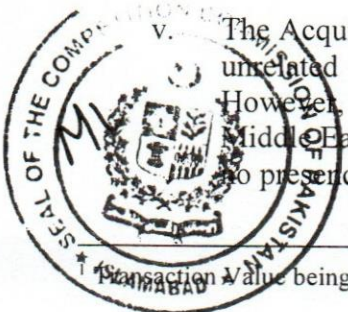
ORDER

1. On 31st March 2022 the Competition Commission of Pakistan ("**Commission**") received a pre-merger application ("**Application**") from M/s. GIL International Holdings V Limited ("**Applicant**" or "**Acquirer**") for 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**") where it intends to take control of M/s. John Menzies Plc ("**Target**") by acquiring [] % shares. All requisite information/documentation pertaining to the application was completed on 10th June, 2022
2. The Commission has examined the Application as well as all the documents attached therewith, the information provided by the undertaking concerned and the market scenario. The Phase I competition assessment of the intended transaction reveals the following facts:


- i. The undertakings concerned are:
 - a. The Acquirer: Acquirer is a newly incorporated company and is a wholly owned subsidiary of M/s. Agility Public Warehousing Company K.S.C.P ("**Parent Company**"). The Parent Company of the Acquirer owns and develops warehousing and light industrial parks (targeted site for businesses that carry out light industrial activities such as packaging, bottling, warehousing etc) in the Middle East, Africa and Asia, and also offers airport services, e-commerce enablement, customs digitization, remote infrastructure services, fuel logistics, commercial real estate and facilities management in emerging markets. The Parent Company is active in Pakistan through its subsidiary (Agility Logistics Parks Pvt Ltd) that operates in industrial real estate.
 - b. The Target: A landside and airside service provider operating in [] airports in [] countries. Globally it is providing aerospace and aviation services, which includes management of critical cargo by accepting, sorting and preparing for worldwide transit. The Target is active in Pakistan through two subsidiaries, Air Menzies International Pakistan Pvt Ltd which currently has no operations, however, Menzies Royal Airport Services (RAS) Pvt Ltd, is primarily engaged in business activities on the cargo side of the air transport industry, such as ground and cargo handling i.e. passengers check-in, customers relations, executive lounges, ramp handling and assets management etc.
- ii. The proposed transaction involves the Acquirer purchasing [] % shareholding in the Target. The total consideration for the transaction is estimated to be GBP [] ; estimated to be equivalent to PKR [] *1
- iii. The relevant product market in this case has been identified as "**Ground and Cargo Handling Services of the Air Transport Industry**" and the relevant geographic market is "**Pakistan**".
- iv. The Target currently has an estimated market share of [] % in Cargo Handling and [] % in Ground Handling market.

v. The Acquirer is not active in the Relevant Market, as it is only involved in the business activities unrelated to the wholly owned subsidiaries of Target i.e. Industrial Real Estate in Pakistan. However, The Parent Company does have global expertise and providing aviation services in Middle East, Africa and Asia including cargo handling through NAS Holding, but currently it has no presence or activities in Pakistan.

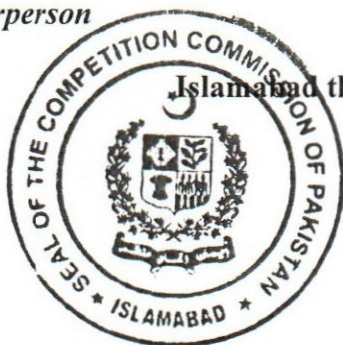
*1 Transaction value being calculated in PKR at conversion rate of Rs.239/GBP approximately.



- vi. Post-transaction, the market share of the Target will remain the same. There are no overlaps as the Target and Acquirer are currently engaged in different product markets and are unrelated to each other in relation to their operations in the geographic market.
3. As per the Application, there are no ancillary restrictions.
4. The transaction is not likely to result in the creation or strengthening of a dominant position in the relevant market. The intended merger also does not meet the presumption of dominance as determined under Section 2 (1)(e) read with Section 3 of the Competition Act 2010 ("Act"). The proposed transaction is hereby authorized under Section 31 (1)(d)(i) of the Act.
5. It is so ordered


(Ms. Rahat Kaunain Hassan)
Chairperson


(Mr. Mujtaba Ahmad Lodhi)
Member



Islamabad the JUNE 30, 2022.