




BEFORE THE
COMPETITION COMMISSION OF PAKISTAN

FIRST PHASE REVIEW

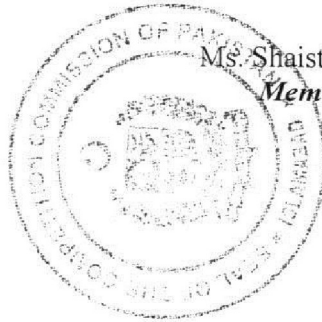
SUBSCRIPTION OF ... % SHAREHOLDING OF M/S. ENERGAS TERMINAL
(PRIVATE) LIMITED BY M/S. QASIM TERMINAL HOLDINGS LLC.

CASE: 1231/Merger-CCP/2021

Commission


Mr. Mujtaba Ahmad Lodhi

Member



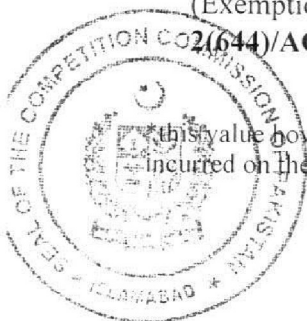
Ms. Shaista Bano
Member



ORDER

1. On 25th October, 2021 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**") from M/s. Qasim Terminal Holding LLC ("**QTHL**" or "**Acquirer**") and M/s. Energas Terminal (Private) Limited ("**Energas**" or "**Target**"), whereby, M/s. Qatar Energy previously known as M/s. Qatar Petroleum ("**Ultimate Acquirer**") through its wholly owned subsidiary, QTHL is subscribing 10% shareholding of Energas in accordance with Subscription Agreement ("**Agreement**"). All requisite information/documentation pertaining to the application was completed on 12th November, 2021.
2. The Commission has examined the Application as well as all the documents attached therewith, the market scenario, and made its observations on the basis of an independent research/investigation in the relevant market. The Phase I competition assessment of the intended transaction has resulted in the following findings:
 - i. The business activities of the undertakings concerned are:
 - a. For the Ultimate Acquirer: exploration, production and sale of crude oil, natural gas and gas liquids and refined products, production & sale of petrochemical, fuel additives, fertilizers, liquefied natural gas, steel, aluminum chartering of helicopters, invests in industrial and international projects, underwriting insurances, vehicle inspection service, marine bunkering, bitumen, transportation of oil and gas and refined petroleum products and other services.
 - b. For the Acquirer: Holding investment company
 - c. For the Target: establish and operate Liquid Natural Gas ("**LNG**") terminal including jetty, pipeline with all machinery and equipment and supporting facilities for the receipt, storage and re-gasification of LNG.
 - ii. As per the Application, the transaction under consideration is a subscription of approx. () shares (% shareholding) of the Target by the Acquirer. Amount to be paid for the same can be estimated to be PKR () /-*, which will be remitted from Qatar.(Foreign remittance)
 - iii. The relevant product market in this case have been identified as "**LNG – Storage and Regasification**" and the relevant geographic market is "**Pakistan**".
 - iv. The Target is non-operational however upon commencement its market share can be estimated to be between (% to % in the relevant market.
 - v. There are overlaps between the Merger Parties as a subsidiary of the Parent supplies LNG in Pakistan. However, since the Target is currently non-operational and the Parent is active in the same market their defense for this acquisition is that it will create a synergy for efficient development of the LNG sector in Pakistan.
3. As per the Agreement submitted, there are ancillary restrictions which require exemption under Section 5 of the Act, read with regulation 4 of the Competition Commission (Exemption) Regulation 2020. It is being processed under file no. 2(644)/AGR/EXM/CCP/2021.

*this value however may vary depending upon the time of closing of the transaction and the costs incurred on the project.



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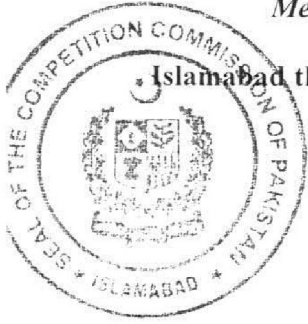
4. In conclusion, the proposed transaction does not meet the presumption of dominance as determined under Section (2) (1) (e) read with section 3 of the Act. The proposed transaction is hereby authorized under Section 31 (1) (d) (i) of the Act.
5. It is so ordered.



(Mr. Mujtaba Ahmad Lodhi)
Member



(Ms. Shaista Bano)
Member



Islamabad the November 22nd, 2021.