



BEFORE THE  
COMPETITION COMMISSION OF PAKISTAN

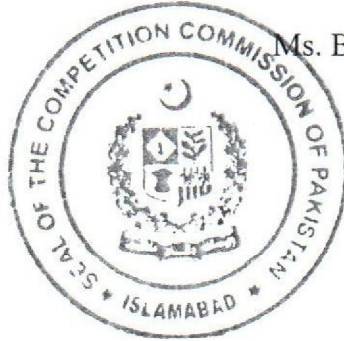
FIRST PHASE REVIEW

IN THE MATTER OF ACQUISITION OF \_\_\_ % SHAREHOLDING IN M/S. VERISEM  
B.V BY M/S. SYNGENTA CROP PROTECTION AG FROM M/S. PSP  
VERISEM LUXEMBOURG HOLDINGS S.À.R.L.

CASE: 1210/Merger-CCP/2021

Commission

Ms. Shaista Bano  
*Member*



Ms. Bushra Naz Malik  
*Member*

## ORDER

1. On 03<sup>rd</sup> August 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. Syngenta Crop Protection AG ("**Syngenta**" or "**Acquirer**") whereby, Syngenta intends to acquire % shareholding in M/s. Verisem B.V (together with its subsidiaries) ("**Verisem**" or "**Target**") from M/s. PSP Verisem Luxembourg Holdings S.à.r.l. ("**PSP Verisem**" or "**Seller**"). All requisite information/documentation pertaining to the application was completed on August 20, 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 Acquirer: crop protection and seeds
    - b. For the Target: a producer and distributor of vegetables and herbs seeds
    - c. For the Sellers: holding company
  - ii. The proposed transaction involves the Acquirer proposing to buy % of the issued share capital of the Target Company from the Seller. As per the Share Purchase Agreement, the consideration amount is estimated to be USD (Approx. PKR as of August 25, 2021), and the Daily Amount i.e. the amount equal to USD multiplied by the number of days from (but excluding) the Locked Box Date (March 31, 2021) to (and including) the complete date.
  - iii. The relevant market, in this case, has been identified as "**Licensing and Commercialization of Vegetable Seeds-Watermelon**" and the geographic market is "**Pakistan**".
  - iv. The merger parties only overlap with regard to watermelon seeds. The water melon seeds can be further sub-divided in two varieties i.e. open-pollinated varieties ("**OPV**") and hybrid. However, in Pakistan the Acquirer only supplies watermelon seeds as hybrid varieties and Target supplies watermelon seeds as OPVs.
  - v. The pre-merger market share of the Acquirer and Target in the overall watermelon seeds market is % and % respectively. Post-transaction the estimated combined market share will be %.
3. In conclusion, the proposed transaction does not meet the presumption of dominance as determined under Section (2) (1) (e). The proposed transaction is hereby authorized under Section 31 (1) (d) (i) of the Act.
4. It is so ordered.

(Ms. Shaista Bano)  
Member

(Ms. Bushra Naz Malik)  
Member



Islamabad the August 27<sup>th</sup>, 2021.