

**DECISION No. EC/D.24/02/26 OF THE COUNCIL OF THE ECOWAS REGIONAL COMPETITION AUTHORITY RELATING TO THE APPLICATION FOR AUTHORISATION OF THE AGREEMENT GOVERNING THE COMITE NATIONAL DE CONCERTATION DE LA FILIERE TOMATE INDUSTRIELLE (CNCFTI) NOTIFIED BY AGROLINE SA**

**THE COUNCIL OF THE ECOWAS REGIONAL COMPETITION AUTHORITY,**

MINDFUL of ECOWAS Revised Treaty of 24th July 1993;

MINDFUL of Supplementary Act A/SA.1/12/08 adopting Community Competition Rules and the modalities of their application within ECOWAS;

MINDFUL of Supplementary Act A/SA.2/12/08 on the establishment, functions and operation of the ECOWAS Regional Competition Authority;

MINDFUL of Supplementary Act A/SA.3/12/21 amending Supplementary Act A/SA.2/12/08 on the establishment, powers and functioning of the ECOWAS Regional Competition Authority;

MINDFUL of Regulation C/REG.21/12/21 on the powers and composition of the Council of the ECOWAS Regional Competition Authority;

MINDFUL of Regulation C/REG.23/12/21 on the rules of procedure for mergers and acquisitions in ECOWAS;

MINDFUL of Regulation C/REG.24/12/21 on the ERCA's rules of procedure in competition matters;

MINDFUL of Enabling Rule PC/REX.1/01/24 on the Procedural Manuals of the ECOWAS Regional Competition Authority relating to its Council, in its Article 12 (3.d);

MINDFUL of Decision No. EC/D.19/11/25 of the Council of the ECOWAS Regional Competition Authority relating to the acquisition by GB Foods Africa SLU of the exclusive control of Agroline SA;

MINDFUL of paragraph 1.2(c) of the said Decision, requiring Agroline SA to notify to ERCA, for authorisation, the Agreement governing the National Consultation Committee on the Industrial Tomato Sector (CNCFTI);

CONSIDERING the notification submitted by Agroline SA on 12 December 2025 under file number ERCA/RFA.2779/12/2025;

CONSIDERING the Statutes and Internal Regulations of the National Consultation Committee on the Industrial Tomato Sector (CNCFTI);

AFTER HAVING HEARD the Secretariat, during its session of 17<sup>th</sup> February 2026 on the conclusions of the assessment;

## **CONSIDERING THE FOLLOWING:**

### **I. FACTS AND PROCEDURE**

#### **I.1. The notification**

Decision No. EC/D.19/11/25 of the Council of the ECOWAS Regional Competition Authority relating to the acquisition by the GB Foods Africa SLU of the exclusive control of Agroline SA mandated the parties to notify to ERCA for authorization the Agreement governing the CNCFTI in accordance with Article 11 of Supplementary Act A/SA.1/12/08.

By letter dated 12 December 2025, Agroline SA (“Agroline”) notified the ECOWAS Regional Competition Authority (ERCA) of the Agreement governing the National Consultation Committee on the Industrial Tomato Sector (CNCFTI), pursuant to paragraph 1.2(c) of Decision No. EC/D.19/11/25.

The notification was submitted in accordance with Article 11 of Supplementary Act A/SA.1/12/08, which requires the prior authorisation of agreements between enterprises that may affect competition within the ECOWAS Common Market.

The assessment of the notified Agreement was conducted by the Executive Directorate of ERCA in accordance with the Community competition rules and ERCA’s procedural framework.

#### **I.2 Nature of the Agreement**

The Agreement governs the organisation, functioning and activities of the CNCFTI, an interprofessional body bringing together producers of industrial fresh tomatoes and agro-industrial enterprises engaged in the purchase and processing of industrial tomatoes.

The Agreement is composed of the Statutes and the Internal Regulations of the CNCFTI, which define, inter alia, its missions, membership conditions, governance structure, decision-making processes, and mechanisms for coordination among members.

#### **I.3 The Parties**

Agroline SA is an agro-industrial enterprise active in the processing of industrial tomatoes in Senegal and a member of the College of Industrial Processors of the CNCFTI. Following its acquisition by GB Foods Africa SLU, Agroline forms part of a group with significant agri-food activities within the ECOWAS region.

Comité National de Concertation de la Filière Tomate Industrielle (CNCFTI), is an industry coordination association in tomato value chain in Senegal, whose activities in

the processing and distribution of tomato concentrate and paste extend across the ECOWAS region.

## **II. MARKET DEFINITION**

### **II.1 Relevant Product Market**

The relevant markets include:

- the upstream market for the supply of industrial fresh tomatoes destined for processing; and
- closely related input markets (seeds, fertilizers, phytosanitary products) coordinated within seasonal production.
- Tomato concentrate and related processed products constitute downstream outputs influenced indirectly by the coordination framework.

### **II.2 Relevant Geographic Market**

Competitive conditions in the upstream market are primarily national, centred on Senegal, particularly the Senegal River Valley, the main production basin, due to perishability, logistical constraints, and limited cross-border trade.

The competitive conditions in the downstream market is regional due to the cross-border trade in tomato concentrate and paste which is expected to increase due to the acquisition of Agroline by GB Food, whose operation covers several Member States.

## **III. LEGAL ASSESSMENT**

The CNCFTI constitutes an agreement between enterprises within the meaning of Articles 4, 5, and 11 of Supplementary Act A/SA.1/12/08 and its review falls within ERCA's jurisdiction.

Under the ECOWAS Competition Rules, interprofessional coordination may generate efficiencies but may also restrict competition where it facilitates coordination of prices, quantities, or strategic behaviour.

According to its statutory documents,

CNCFTI is an industry body ;

coordination activities are primarily consultative and non-binding;

the organisation's activities cover joint procurement, planning, and sector dialogue.

However, provisions relating to price discussions, market information exchange, and repeated interactions between competing processors could create a risk of restriction by effect if not adequately safeguarded.

## **IV. COMPETITIVE ASSESSMENT**

### **IV.1 Nature of Cooperation**

CNCFTI operates as an industry platform that involved horizontal and vertical coordination through seasonal cultivation planning, procurement and supply activities.

### **IV.2 Market Coverage and Influence**

The organisation covers a significant share of both tomato supply and processing capacity in Senegal with linkage to the regional market, therefore possesses the capacity to influence market conditions indirectly.

### **IV.3 Efficiencies**

The framework generates credible efficiencies, including:

- reduced transaction costs through collective procurement;
- improved alignment of supply and processing capacity;
- enhanced sector stability and productivity;
- increased revenue for the producers.

These efficiencies promote agro industrialization in Senegal and the ECOWAS region.

Furthermore, these efficiencies are likely to benefit producers and consumers and are proportionate to the coordination mechanisms implemented.

### **IV.4 Risks**

The main competition risks relate to:

- exchange of commercially sensitive information, particularly prices and forecasts;
- potential alignment of behaviour through repeated interactions;
- possible indirect influence on production volumes.

These risks are moderate and can be effectively mitigated through appropriate safeguards.

## **V. CONCLUSION OF THE COUNCIL**

The Council concurs with the Secretariat's finding that the CNCFTI Agreement pursues legitimate coordination objectives and does not contain explicit anticompetitive provisions.

Subject to strict safeguards ensuring independence of commercial conduct and limitations on information exchange, the Agreement should be authorized under Article 11 of Supplementary Act A/SA.1/12/08.

## **DECIDES**

### **Article 1 – Conditional Authorization**

The Agreement governing the CNCFTI is authorized subject to the conditions set out in Article 3 below, which are intended to prevent the moderate risks identified in paragraph 21 of this Decision.

### **Article 2 – Scope of Authorisation**

The authorisation covers coordination activities strictly necessary for:

1. seasonal cultivation planning;
2. sector dialogue;
3. voluntary joint procurement;
4. technical and institutional cooperation. v

### **Article 3: Conditions**

#### *3.1. Prohibition of Anticompetitive Information Exchange*

1. The CNCFTI and its members shall refrain from exchanging or discussing the following information concerning the downstream market (tomato concentrate and related processed products):
  1. individual prices or price forecasts for sales to wholesalers and/or retailers;
  2. commercial conditions or strategies; and
    - individual production volumes or capacities.
1. However, any information exchanged shall be aggregated, anonymized, and historical.

#### *3.2. Non-Binding Nature of Coordination*

All recommendations, plans, or opinions adopted within the CNCFTI shall be indicative only and shall not affect members' independent commercial decisions.

#### *3.3. Membership and Sanctions*

Membership rules and any suspension or exclusion measures shall not be based on independent commercial conduct, including pricing or sourcing strategies.

#### *3.4. Collective Procurement*

Joint procurement initiatives shall remain voluntary, non-exclusive, and open to multiple suppliers, preserving members' freedom of choice.

#### *3.5. Competition Compliance Programme*

The CNCFTI shall adopt a competition compliance charter within six (6) months of notification of this Decision.

### **Article 4 – Monitoring and Enforcement**

ERCA reserves the right to monitor the implementation of the present Decision and to withdraw the authorisation or impose sanctions in the event of non-compliance, in accordance with Supplementary Act A/SA.1/12/08.

### **Article 5 – Notification and Entry into Force**

This Decision shall enter into force on the date of its signature, shall be notified to the Agroline and CNCFTI and published in the ECOWAS Official Journal.

Done at Dakar this day of 17 February 2026