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COMMUNICATION OF THE ECOWAS REGIONAL COMPETITION AUTHORITY ON THE NOTIFICATION FOR ACQUISITION OF EQUITY SHARES OF PHILIP HEALTHCARE CORPORATION BY MARUBENI GLOBAL PHARMA CORPORTION

Purpose of the notification of the proposed acquisition

The ECOWAS Regional Competition Authority (ERCA) received a merger notification by Marubeni Pharma Health Corporation, a subsidiary of **Marubeni Group** for the acquisition of 30% equity share from Philip Healthcare Corporation (PHC).

The notification of the transaction to ERCA, for the purpose of prior authorization, is in accordance with Article 2 (1) (a) of Regulation C/REG.23/12/21 on the rules of procedure for mergers and acquisitions in ECOWAS, the Enabling Rules PC/REX.1/01/24 on the threshold for mergers and acquisitions; and the thresholds for dominant and monopolistic positions. The proposed transaction, which involves the acquisition of shares, is expected to ensure a change in control of the Philip Healthcare Corporation (PHC) business in the affected markets of the region, therefore, in accordance with the provisions of Regulation C/REG.23/12/21 is subject to notification to ERCA.

Concerned parties

Marubeni Pharma Health Corporation is a wholly owned subsidiary of Marubeni Corporation ("**Acquiring Group**"), an integrated trading and investment business, listed on the Tokyo Stock Exchange. The Acquiring Group operates a broad business network both within Japan and internationally and engages in importing, exporting, and service delivery across various sectors and industries including lifestyle; food and agriculture; energy and metals; medical infrastructure and healthcare. The Acquiring Group (Marubeni Corp) has six (6) subsidiaries across Africa with three (3) of its subsidiaries in Nigeria; two (2) subsidiaries in Ghana and one (1) subsidiary in Cote d'Ivoire (collectively, the "**Acquirer West African Subsidiaries**").

Philip Healthcare Corporation (PHC) is a holding company incorporated in Mauritius which operates as a distributor for international healthcare and pharmaceutical companies, facilitating the medical registration, sales, marketing, distribution and pharmacovigilance of pharmaceutical and consumer healthcare products and medical devices and diagnostic equipment. The activities of the Target (PHC) are principally in both Nigeria and Ghana in distribution of wide range of pharmaceutical products and medicine such as gynaecology, Cardio metabolic, cough and cold, anti-malaria, cardiology and pain, and Anti-Infectives medications respectively.

Arguments from the notifying parties

The notifying parties claimed that the transaction acquisition is strategic undertaking to allow the expansion of the Target Group's business across the Community Market and other emerging markets in Africa. Through the broad regional network of the Target Group, Marubeni (Acquirer) will bridge the Japan-Africa markets and aim to offer high-quality pharmaceuticals and medical devices in Africa to accommodate the increasing demand in the region.

However, the proposed acquisition is part of the condition precedent that requires an internal reorganization or restructuring of the ownership of PHC as a single investment vehicle instead of public shareholders. It would ensure no change post-completion of the Proposed Transaction for the Philip Health Corporation (PHC), within the sub region where the Target's subsidiaries in Nigeria and Ghana will equally be remained as Phillips Pharmaceuticals (Nigeria) Limited and Phillips Pharmaceuticals (Ghana) Ltd with the same no change of control in Phillips Nigeria as PHC will hold 99.99% and Preet Corporation will hold 0.01% for Phillips Ghana, hence 70 % shareholding by PWC and 30% shareholding by Marubeni in PHC.

In support of their request, the notifying parties claim that the acquisition will enhance competition in the distribution of pharmaceutical products, is to enhance the competitiveness of both entities.

In respect to:

1. Geographic spread and diversification.
2. Portfolio of principles with credible brands in the market.
3. To grow the principal portfolio and capture more generic drug base.
4. Presence of multiple entities per country to meet principal and/or local bidding needs.
5. General alignment to countries' disease burden

Th proposed transaction also claim that the cooperation between the Parties in the form acquisition of the shares will enable the Marubeni (Acquirer) to utilize its expertise in market entry strategies and business development to introduce innovative products to ECOWAS common market, thus making the medicines widely accessible in the market

Rights of third parties

Pursuant to Article 44 (2) (a) (iv) of the ECOWAS Regional Competition Authority's Manual of Investigation and Notification Procedures, third parties are invited to submit their comments to ERCA within thirty (30) days of the publication of this communication.

Such comments shall be accompanied by any documentation capable of substantiating the facts and analyses and sent confidentially to the following address:

ECOWAS Regional Competition Authority
Bertil Harding, Bijilo, The Gambia
P.O Box 4470

Or electronically at the following email addresses: registry@erca-arcc.org and info@erca-arcc.org

ERCA

COMMUNICATION OF THE ECOWAS REGIONAL COMPETITION AUTHORITY REGARDING THE NOTIFICATION OF A PROPOSED ACQUISITION OF BAOBAB S.A.S. BY BELTONE CAPITAL, A SUBSIDIARY OF BELTONE HOLDING S.A.E

Purpose of the Notification of the Proposed Acquisition

The ECOWAS Regional Competition Authority (ERCA) has received a merger notification concerning the acquisition of the company Baobab S.A.S. by Beltone Capital, a subsidiary of the Egyptian group Beltone Holding S.A.E.

The proposed transaction, involving companies operating in the regional market, is therefore subject to notification to ERCA for prior authorisation, in accordance with Article 2(1)(a) of Regulation C/REG.23/12/21 on the rules of procedural for mergers and acquisitions within ECOWAS and the Enabling Rule PC/REX.1/01/24 concerning merger thresholds and thresholds for dominant and monopolistic positions.

Description of the Parties to the Transaction

Beltone Capital (the Acquirer), a company governed by Mauritian law (registration number: 198611 GBC), has a capital of USD 6,962,000 and is headquartered in Ebene, Mauritius.

Its parent company, Beltone Financial Holding S.A.E., is a leading non-banking financial services provider in the MENA region and is listed on the Cairo Stock Exchange (EGX: BTFH.CA). It offers a wide range of services including asset management, investment banking, brokerage, alternative finance, venture capital, and SME support.

Baobab S.A.S. (the Target), a simplified joint-stock company under French law, operates in the microfinance sector. It provides credit, savings, money transfer services, and distributes insurance products as an intermediary. Its headquarters is located at 1 rue de Gramont, 75002 Paris, France.

Nature and Scope of the Transaction

The envisaged transaction consists of Beltone Capital acquiring at least 68.11% of the capital and voting rights of Baobab S.A.S., potentially up to 100%, depending on the exercise of joint exit rights by certain current shareholders (including AXA Investment Managers UK Ltd, AXA Belgium, Apris Growth 2 Ltd, Nordic Microfinance Initiative Fund III K/S, Sisters Soparfi S.A., and Ms. Kathleen Devitt).

This acquisition would grant Beltone Capital exclusive control of Baobab, constituting a merger/acquisition operation within the meaning of the applicable ECOWAS regulations.

Expected Outcomes and Strategic Justification

The acquisition of Baobab is likely part of Beltone Group’s geographical expansion strategy, particularly in West Africa. It would allow Baobab to strengthen its operational capacity and support the growth of inclusive finance in countries such as Côte d’Ivoire and Senegal.

Through this transaction, Beltone aims to:

- Stimulate Baobab’s medium- and long-term growth
- Expand its customer base and enter new markets
- Optimise operations and contribute to strengthening African financial sovereignty

Rights of Third Parties

Pursuant to Article 44(2)(a)(iv) of the ECOWAS Regional Competition Authority’s Investigation and Notification

Manual, third parties are invited to submit their observations to ERCA within thirty (30) days following the publication of this communiqué.

These observations should be supported by any relevant documentation and submitted in a confidential envelope to the following postal address:

ECOWAS Regional Competition Authority
Bertil Harding, Bijilo, The Gambia
P.O. Box 4470

Or electronically to the following email addresses: registry@erca-arcc.org et info@erca-arcc.org.

ERCA

NOTIFICATION TO THE ECOWAS REGIONAL COMPETITION AUTHORITY OF THE PROPOSED ACQUISITION OF THE SOCIÉTÉ DES GRANDS MOULINS DU TOGO, A SUBSIDIARY OF THE SOMDIA GROUP, BY THE AVOS GROUP

1. Purpose of the Notification

The ECOWAS Regional Competition Authority (ERCA) has received a notification of a proposed concentration from the AVOS Group regarding its intention to acquire the Société des Grands Moulins du Togo (SGMT), a subsidiary of the French agri-industrial group SOMDIA.

This transaction is subject to prior approval by the ERCA in accordance with Article 2(1)(a) of Regulation C/REG.23/12/21 on merger and acquisition procedures within the ECOWAS region, as well as Implementing Regulation PC/REX.1/01/24 concerning notification thresholds.

As the transaction involves more than one ECOWAS Member State, a regional notification is required.

The purpose of the transaction is to grant the AVOS Group exclusive control over SGMT.

Parties to the Transaction

1 The AVOS Group (Acquirer)

The AVOS Group is a private limited company (SAS) under Ivorian law, registered under number CI-ABJ-2018-B-32351, with its head office in Abidjan, Cocody.

AVOS is a major regional player in the agro-industrial sector, operating in:

- Animal production (SIPRA, SOBUPRA, SABB)
- Flour milling (LMCI)
- Fast food services (SARES – *Tweat* brand)

2 Société des Grands Moulins du Togo (SGMT)

SGMT (the target), a subsidiary of the French SOMDIA Group (the seller) since 2014, is a leading agri-food company in Togo, specialising in the processing of wheat into flour and by-products.

SGMT plays a key role in ensuring food security in Togo and is located in the industrial zone of the Port of Lomé, on Rue des Grands Moulins.

Nature and Scope of the Transaction

The notified transaction concerns the acquisition by AVOS of a 68.75% majority stake in SGMT, held by the SOMDIA Group. SGMT is engaged in the production and marketing of wheat flour in Togo.

As a result of the transaction:

- Majority control of SGMT will be transferred to AVOS;
- SGMT will become a new subsidiary of the AVOS Group;
- SOMDIA will fully withdraw from SGMT's shareholding and governance.

This marks SOMDIA's complete exit from the flour milling sector in Togo.

Expected Outcomes and Strategic Rationale

According to the notifying party, this acquisition is a strategic milestone for the AVOS Group's regional growth ambitions. It allows AVOS to enter a new market without overlapping its current operations, by taking over a strategic asset previously held by an international operator.

The transaction supports the following strategic objectives:

- Strengthen regional food sovereignty, especially in Côte d'Ivoire and Togo;
- Ensure operational continuity at SGMT and safeguard existing jobs;
- Modernise production facilities and increase output capacity;
- Create operational, logistical and industrial synergies across AVOS subsidiaries;
- Promote local brands while securing a stable flour supply;

- Support the sustainable development of the West African agri-food sector.

This transaction aligns with AVOS Group's long-term vision of becoming a leading regional agro-industrial player, in line with its mission: *"To contribute to better nourishing Africa."*

Third Party Rights

In accordance with Article 44(2)(a)(iv) of the ERCA's Investigation and Notification Manual of Procedures, interested third parties are invited to submit their comments within thirty (30) days from the date of publication of this notice.

Submissions must be supported by relevant documentation and sent in confidence to the following address:

ECOWAS Regional Competition Authority (ERCA)
Bertil Harding, Bijilo, The Gambia
P.O. Box 4470

Or sent electronically to: registry@erca-arcc.org and info@erca-arcc.org

ERCA

COMMUNICATION OF THE ECOWAS REGIONAL COMPETITION AUTHORITY ON THE PROPOSED ACQUISITION OF MULTICHOICE GROUP LIMITED BY GROUPE CANAL+ SAS

1. Purpose of the Notification

This notification is submitted pursuant to the merger control regulations of the ECOWAS Regional Competition Authority (ERCA), in relation to the proposed acquisition by **Groupe Canal+ SAS ("Canal+")** of up to 100% of the issued ordinary shares of **MultiChoice Group Limited ("MCG")**.

The proposed transaction, involving companies operating in the regional market, is therefore subject to notification to ERCA for prior authorisation, in accordance with Article 2(1)(a) of Regulation C/REG.23/12/21 on the rules of procedural for mergers and acquisitions within ECOWAS and the Enabling Rule PC/REX.1/01/24 concerning merger thresholds and thresholds for dominant and monopolistic positions.

2. Description of the Parties to the Transaction

- ***Acquiring Party: Groupe Canal+ SAS ("Canal+")***

Canal+ is a French multimedia conglomerate active in the audio-visual (AV) industry through a range of retail and wholesale subsidiaries in Europe, Africa, and Asia. Its AV offerings are predominantly French-language services delivered via direct-to-home (DTH) satellite and over-the-top (OTT) platforms under its flagship **myCANAL** brand. In the ECOWAS region, Canal+ operates various subsidiaries that provide AV services, media advertising, content production, and cinema exhibition. Canal+ is indirectly controlled by Bolloré SE.

- ***Target Party: MultiChoice Group Limited ("MCG")***

MCG is a JSE-listed South African company providing English-language AV services to consumers across 50 countries in Sub-Saharan Africa, including all ECOWAS Member States. Its brands include **DStv**, **GOtv**, and **Showmax**, delivered via DTH, DTT, and OTT platforms. MCG also engages in advertising sales and limited AV content production.

3. Nature and Scope of the Transaction

As of 31 January 2025, Canal+ held 45.2% of MCG's issued shares, though MCG was not under any entity's control. MCG owns and operates several entities within the ECOWAS region that support its AV broadcasting, content, and advertising operations.

The Proposed Transaction is a mandatory offer initiated under Section 123 of the South African Companies Act, allowing Canal+ to acquire all or a portion of the remaining MCG ordinary shares it does not already own. Upon successful implementation, Canal+ may hold up to 100% ownership, thereby gaining sole control of MCG.

Post-transaction, MCG may become a wholly owned subsidiary of Canal+, while the ownership and control of Canal+ will remain unchanged.

4. Justification of the parties and Strategic and Economic Rationale

The parties argue that the proposed merger poses no competition concerns in the ECOWAS region, is economically and strategically necessary to face global and regional market pressures and would promote African content and development. In particular:

- the merger aligns with Canal+'s ambition to build a globally integrated entertainment group, with Africa at its core. The combined entity would have global reach, strong local roots, and the ability to promote African content internationally.
- the merger responds to increasing competition from global streaming platforms (e.g. Netflix, Amazon Prime, Disney+) and the rapid digitisation of the media and entertainment industry in Africa.

Traditional broadcasters face financial strain due to macroeconomic instability, inflation, currency devaluation, and reduced consumer spending.

- Canal+ and MCG have complementary language and geographic markets (Canal+ predominantly French-speaking, MCG English-speaking), allowing for broader and more efficient market coverage without significant overlap.
- the combined group would be better positioned to:
  - ✓ Compete for high-value international AV content.
  - ✓ Invest in advanced technology and OTT (over-the-top) platforms.
  - ✓ Combat growing content piracy across Africa.
  - ✓ Support and grow local AV production capacity.
- MCG is facing declining revenues due to shrinking linear TV subscriber bases, economic constraints on consumers, and growing competition. MCG has taken on debt to invest in diversification (e.g. Showmax, sports betting, fintech), but faces medium-term financial pressure. The merger is seen as crucial for its sustainability.

5. Rights of Third Parties

Pursuant to Article 44(2)(a)(iv) of the ECOWAS Regional Competition Authority's Investigation and Notification Manual, third parties are invited to submit their observations to ERCA within thirty (30) days following the publication of this communiqué.

These observations should be supported by any relevant documentation and submitted in a confidential envelope to the following postal address:

ECOWAS Regional Competition Authority
Bertil Harding, Bijilo, The Gambia
P.O. Box 4470

Or electronically to the following email addresses: registry@erca-arcc.org et info@erca-arcc.org.

ERCA

ECOWAS REGIONAL COMPETITION AUTHORITY
AUTORITE REGIONALE DE LA CONCURRENCE DE LA CEDEAO
AUTORIDADE REGIONAL DA CONCORRÊNCIA DA CEDEAO

DECISION EC/D.01/04/25 OF THE COUNCIL OF THE REGIONAL COMPETITION AUTHORITY OF ECOWAS REGARDING THE ACQUISITION OF BBOXX EDF TOGO BY EDF INTERNATIONAL

The Council of the Regional Competition Authority of ECOWAS,

MINDFUL of Supplementary Act A/SA.1/12/08 adopting of 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 the notification letter from EDF International dated 21 January 2025 and the supporting documents registered under number 958;

HAVING HEARD the Secretary of the Council, during its session of 14 April 2025 on the facts, the procedures and the findings of the proposed transaction evaluation;

CONSIDERING THE FOLLOWING:

I. FACTS AND PROCEDURE

I.1 The notification

1. The Regional Competition Authority of ECOWAS (ERCA)received notification file from EDF International via a letter dated 21 January 2025. The letter and supporting documents were registered under number 958.
2. In accordance with Article 2 (1.d) of Regulation C/REG.23/12/21 and subsequent texts, the notification of the acquisition was published in the Official Journal of the

Community (Volume 1, February 2025), on the websites of the ERCA and the ECOWAS Commission, and in the relevant Member States (5 March 2025).

I.2 The Acquisition Operation

3. The planned operation is currently based on a "Heads of Terms" signed on 26 December 2024, which outlines the restructuring of the shareholding of EDFI and BEAM in Bboxx EDF Togo. A framework agreement will formalise the terms of the transaction.
4. The operation involves two main parties:
   - EDF International (EDFI), the Acquirer, a subsidiary of EDF SA;
   - Bboxx EDF Togo SA, the Target, a subsidiary of Bboxx Capital France SAS, active exclusively in Togo in the solar energy sector.
5. Prior to the transaction, Bboxx EDF Togo is jointly owned (50/50) by EDFI and Bboxx Capital France SAS, the selling party.
6. The operation consists of the transfer of the 45% stake held by Bboxx Capital France to EDFI, which will then hold 95% of the share capital of Bboxx EDF Togo, with the remainder transferred to the Luxembourg-based company BEAM, a strategic partner in the energy sector.
7. This acquisition will enable EDF to strengthen its presence in Togo, better structure Bboxx EDF Togo's operations around decentralised solar solutions, and potentially expand into other ECOWAS Member States in this market segment, particularly in home solar systems.

II. ANALYSIS OF THE OPERATION'S MARKET IMPACT

II.1 Overview

8. Available data shows that the solar solutions market, particularly photovoltaic kits, is booming. It is driven by growing demand for clean energy and the authorities' ambition to accelerate rural electrification. This growth has increased competition, fuelled by public-private partnerships and the strong involvement of national and regional regulators.
9. In Togo, Bboxx EDF Togo operates primarily in two market segments: photovoltaic systems and mobile phone distribution.
10. Based on estimates, data on the photovoltaic systems segment show a market split between two main players:
    - Bboxx EDF Togo;
    - Sun King.
11. It should be noted that the acquiring party, EDF International, does not operate in this market.

II.2 Definition of the Relevant Market

a. Product Market Definition

12. The relevant market for this operation is the off-grid solar photovoltaic systems market.

13. In the context of rural electrification, this involves solar kits sold to households and small businesses, usually located in areas not connected to the national electricity grid. Companies such as Bboxx EDF Togo, Sun King, Moon, and Solergie NV offer clean energy solutions, often bundled with financing and maintenance services.

b. Geographic Market Definition

14. The competitive analysis focuses on the Togolese market, particularly rural and peri-urban areas where demand for off-grid renewable energy is concentrated.

15. However, the acquirer's presence in other ECOWAS Member States and the development strategy for Bboxx EDF Togo do not exclude the exploration of other West African markets, particularly within the framework of ECOWAS regional initiatives.

II.3 Conclusion

II.3.1 Legal Analysis

a. Applicable Legal Framework

16. The legal framework for the control of business mergers and acquisitions within ECOWAS is based on two fundamental texts:
    - Supplementary Act A/SA.1/12/08 of 19 December 2008, on Community Competition Rules;
    - Regulation C/REG.23/12/21 of 10 December 2021, on mergers and acquisitions within ECOWAS.

17. Moreover, the evaluation follows the modalities set out in implementing instruments, particularly the Implementing Regulation PC/REX.1/01/24 and the Guidelines on mergers and acquisitions.

18. According to the above provisions, ERCA is competent to examine any merger or acquisition that:
    - is likely to have anti-competitive effects in one or more Member States;
    - may affect trade or investment between ECOWAS Member States;
    - involves companies operating in more than one country within the common market.

19. These provisions aim to prevent any merger or acquisition from hindering, restricting or distorting competition within the common market, or harming intra-community trade and consumer welfare.

b. Admissibility of the Notification

20. The parties' notification of the acquisition was reviewed in accordance with established legal criteria. The following conditions were met:

- The companies involved (EDFI and Bboxx Togo) operate in at least two ECOWAS Member States;
- Their combined turnover within the common market exceeds 20 million Units of Account (UA).

21. These conditions been met, justified ERCA's review of the proposed transaction.

II.3.2 Market Competition Status

22. The operation does not appear to raise significant competition concerns given the current structure of the relevant markets.

23. In the absence of geographical and sectoral overlap—i.e., EDF International not having similar activities in Togo or other countries in the region—the potential negative impact of the transaction on competition and consumer interest appears limited, at least in the short term.

24. Strategically, the transaction could strengthen EDFI's position in the West African off-grid energy sector. The acquisition of Bboxx EDF Togo by EDFI may offer opportunities in terms of financing, technology and the expansion of rural electrification networks.

25. ***THEREFORE*, the Council endorses** the evaluation by ERCA Executive Directorate, which demonstrates that the transaction is not likely to hinder competition or adversely affect consumer welfare in the relevant product or geographic markets, and

DECIDES

Article 1 – Approval

The acquisition of Bboxx EDF Togo by EDF INTERNATIONAL **is approved unconditionally.**

Article 2 – Integration into Regional Market Dynamics

EDF INTERNATIONAL is encouraged to align with market dynamics and adapt its offerings to meet the specific needs of consumers in ECOWAS Member States.

Article 3 – Post-Transaction Monitoring

The Executive Directorate of the ERCA is tasked with post-transaction monitoring to ensure that EDF INTERNATIONAL's commercial strategy remains in line with the principles of free competition within the region.

Article 4 – Entry into Force, Notification and Publication

This Decision enters into force on the date of its signature. It shall be notified to the parties and published in the Official Journal of the Community.

Done in Abuja, this day of 17 April 2025.

FOR THE ERCA COUNCIL

Mr. Adama DIOMANDE

For: THE CHAIRPERSON

ERCA / ARCC COUNCIL

DECISION EC/D.02/04/25 OF THE COUNCIL OF THE ECOWAS REGIONAL COMPETITION AUTHORITY CONCERNING THE ACQUISITION OF ENGIE AFRIQUE SAS AND ITS SUBSIDIARIES BY IGNITE POWER LIMITED

The Council of the Regional Competition Authority of ECOWAS,

MINDFUL of Supplementary Act A/SA.1/12/08 adopting of 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 the notification letter from EDF International dated 15 January 2025 and the supporting documents registered under number 953;

HAVING HEARD the Secretary of the Council during its session of 15 April 2025 on the facts, the procedures and the findings of the proposed acquisition evaluation;

CONSIDERING THE FOLLOWING:

I. FACTS AND PROCEDURE

I.1 Submission

1. The ECOWAS Regional Competition Authority (ERCA) received a notification from IGNITE POWER LIMITED by letter dated 15 January 2025. The letter and accompanying documents were registered under file number 953.
2. In accordance with Article 2 (1.d) of Regulation C/REG.23/12/21 and subsequent texts, the notification regarding the acquisition was published in the Official Journal

of the Community (Volume 1, February 2025), on the websites of ERCA and the ECOWAS Commission, and in the affected Member States (14 February 2025).

I.2 The Acquisition Operation

3. IGNITE POWER Ltd and ENGIE AFRIQUE SAS are the two companies involved in this acquisition. IGNITE POWER Ltd is the acquirer and ENGIE AFRIQUE SAS the target.
4. Both companies operate in the energy sector, providing energy solutions through infrastructure development, service provision, and the financing of energy infrastructure solutions, primarily in West Africa.
5. The proposed acquisition aims to obtain full control over the activities of ENGIE AFRIQUE SAS and its subsidiaries in the fields of Solar Home Systems (SHS) and mini-grid networks.
6. IGNITE POWER Ltd seeks to expand its operations within the regional market. The acquirer and the target are present in the following ECOWAS Member States:
   - **IGNITE POWER Ltd:** Nigeria and Senegal (where operations in Senegal is temporarily suspended);
   - **ENGIE AFRIQUE SAS:** Benin, Côte d'Ivoire, Nigeria.

II. ANALYSIS OF THE IMPACT OF THE TRANSACTION ON THE MARKET

II.1 Overview: Market Structure of the Relevant Goods/Services

7. The acquisition by IGNITE POWER Ltd involves full control over the shares and assets of ENGIE AFRIQUE SAS. Consequently, the market structure within the Community is expected to evolve due to increased market share and the introduction of diversified energy solutions.
8. The acquirer and target operate in the same sector, share similar clients, and offer largely undifferentiated products, making them competitors in the sale and distribution of energy products and services.
9. However, their business activities do not fully overlap:
   - The **acquirer** distributes Solar Home Systems (SHS), solar-powered irrigation systems (PUE), inverters, and provides solar solutions for industrial and commercial (C&I) clients;
   - The **target** distributes SHS and constructs and operates mini-grid energy systems.
10. The relevant market also includes competitors such as Sun King, Lumos, and TotalEnergy.

II.2 Definition of the Relevant Market

a. Product Market Definition (production in the concerned countries and region)

IGNITE POWER Ltd

11. According to 2024 estimates, the acquirer—active only in Nigeria within the ECOWAS region—sold, through its subsidiaries Oolu and Westa Solar Asset Co, inverters and solar solutions for C&I clients.

ENGIE AFRIQUE SAS

12. The target company operates in three Member States via four subsidiaries in the following sectors:

- Solar Home Systems (SHS) in Nigeria through Engie Energy Access, in Benin via Engie Power Corner and in Côte d'Ivoire through Fenix Engie;
- Mini-grids, connecting offices and homes to electrical networks in Nigeria and in Benin through Engie Power Corner.

b. Market Concentration

14. The analysis reveals that the solar energy market in the Member States is moderately concentrated, especially in the SHS and mini-grid segments.

15. According to the Herfindahl-Hirschman Index (HHI):

- The market is **low-concentration** in Nigeria for mini-grids;
- **Moderately concentrated** in Benin and Côte d'Ivoire for SHS.

16. Therefore, the concentration level is not considered a competitive concern in these market segments.

II.3 Competitive Situation

17. The competition analysis of the acquisition is based on market data, survey responses, and product characteristics.

a. Competition Assessment

18. Both companies operate in the renewable energy sector and offer similar products: SHS, mini-grids, inverters, and solar solutions for industrial and commercial clients.

19. However, their activities do not directly overlap geographically:

- IGNITE POWER Ltd operates mainly in Nigeria and to a lesser extent in Senegal (currently suspended);
- ENGIE AFRIQUE SAS is active in Benin, Côte d'Ivoire, and Nigeria.

20. Hence, despite operating within the same regional market (ECOWAS), their specific operational zones remain largely distinct.

b. Market Perception Analysis

21. Based on questionnaires sent to competitors and consumers, the following were observed:

22. Competitors expressed no major concerns; on the contrary, they believe the transaction will:

- Increase industrial efficiency;
- Improve product and service quality;
- Maintain or reduce prices through innovation and economies of scale.

23. Nonetheless, national and regional regulators should monitor the transaction's implementation to prevent monopolistic behaviour or restrictions on competition.

24. Consumers generally view the acquisition positively, associating it with tangible benefits: lower prices, better quality, and supply stability. Overall, the proposed acquisition is seen as favourable to consumers across the affected countries, with expected impacts including:

- Significant service quality improvements;
- Better accessibility (in pricing and distribution);
- Increased customer satisfaction.

II.4 Economic Efficiencies

25. The acquisition is expected to deliver significant economic efficiencies, as presented in the notification documents, questionnaire results, and sectoral analyses.

26. Key benefits include:

- Cost reduction;
- Greater competitiveness;
- Accelerated innovation;
- Enhanced energy and financial inclusion;
- Stronger resilience of the renewable energy sector.

27. The acquisition is thus expected to create a solid platform for the sustainable expansion of energy access across the ECOWAS region.

II.5 Legal Analysis

a. Applicable Legal Framework

29. The control of mergers and acquisitions in ECOWAS is governed by:
    - Supplementary Act A/SA.1/12/08 of 19 December 2008 on Community competition rules;
    - Regulation C/REG.23/12/21 of 10 December 2021 on mergers and acquisitions within the ECOWAS common market.
30. The assessment also follows the procedures laid out in Implementing Regulation PC/REX.1/01/24 (ERCA Procedure Manual) and the merger guidelines.
31. Under these provisions, ERCA is competent to examine any merger or acquisition that:
    - May have anti-competitive effects in one or more Member States;
    - May affect trade or investment between Member States;
    - Involves companies active in multiple countries of the common market.
32. These rules aim to prevent mergers or acquisitions that hinder, restrict or distort competition within the common market or negatively impact intra-community trade and consumer interests.

b. Admissibility Conditions

33. The notification was examined in light of legal requirements, and the following conditions were met:
    - Both IGNITE POWER Ltd and ENGIE AFRIQUE SAS operate in at least two ECOWAS Member States;
    - Their combined turnover in the common market exceeds 20 million Units of Account (UA).
34. These conditions justify ERCA's assessment of the transaction.
35. Moreover, the operation presents no major legal or economic risks, based on:
    - Compliance with community competition regulations;
    - Fulfilment of notification thresholds;
    - No significant anti-competitive effects identified;
    - Presence of competition in the relevant segments (SHS, mini-grids, inverters).

36. ***THEREFORE, the Council endorses*** the assessment by the ERCA Executive Directorate and

DECIDES:

Article 1: Approval

The acquisition of ENGIE AFRIQUE SAS and its subsidiaries by IGNITE POWER LIMITED is hereby approved without conditions.

Article 2: Integration into the Regional Market

IGNITE POWER LIMITED is encouraged to align its offerings with regional market dynamics and the specific needs of consumers in ECOWAS Member States.

Article 3: Post-Operation Monitoring

The ERCA Executive Directorate is tasked with monitoring the implementation of IGNITE POWER LIMITED's commercial strategy to ensure continued compliance with competition principles in the region.

Article 4: Entry into Force, Notification and Publication

This Decision enters into force on the date of its signature, shall be notified to the parties concerned, and published in the Official Journal of the Community.

Done in Abuja, this day of 17 April 2025

FOR THE COUNCIL OF ERCA

Mr. Adama DIOMANDE

For:THE CHAIRPERSON

ERCA / ARCC COUNCIL

ECOWAS REGIONAL COMPETITION AUTHORITY
AUTORITÉ RÉGIONALE DE LA CONCURRENCE DE LA CEDEAO
AUTORIDADE REGIONAL DA CONCORRÊNCIA DA CEDEAO

DECISION EC/D.03/04/25 OF THE COUNCIL OF THE ECOWAS REGIONAL COMPETITION AUTHORITY RELATING TO THE ACQUISITION OF GUINNESS GHANA BREWERIES LTD BY CASTEL GROUP

The Council of the Regional Competition Authority of ECOWAS,

MINDFUL of Supplementary Act A/SA.1/12/08 adopting of 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 the notification letter from EDF International dated 25 February 2025 and the supporting documents registered under number 1026;

HAVING HEARD the Secretary of the Council during its session of 16 April 2025 on the facts, the procedures and the findings of the proposed transaction evaluation;

CONSIDERING THE FOLLOWING:

I. FACTS AND PROCEDURES

I.1 Notification

1. The ECOWAS Regional Competition Authority (ERCA) was referred to by CASTEL GROUP, by letter dated 25 February 2025. The letter and supporting documents were filed under reference number 1026.
2. In accordance with Article 2 (1.d) of Regulation C/REG.23/12/21 and subsequent texts, the notification concerning the acquisition transaction was published in the Official Journal of the Community (Volume 2, March 2025), on the ERCA and ECOWAS Commission websites, and in the concerned Member States (11 March 2025).

I.2 The Acquisition Transaction

3. The transaction currently based Share Purchase Agreement signed on 28 January 2025, under which D.F. Holding (CASTEL Group) would take exclusive control of Guinness Ghana Breweries PLC.

4. It mainly concerns two parties:

   - **CASTEL**, the Acquirer;

   - **GUINNESS GHANA BREWERIES Ltd**, the Target, a subsidiary of Diageo Holdings Netherlands BV, mainly active in Ghana and to a lesser extent in Liberia, in the beverages sector.

5. Before the transaction, Guinness Ghana Breweries Ltd is 80.41% owned by Diageo Holdings Netherlands BV, the seller.

6. The transaction involves acquiring 80.41% of shares held by Diageo Holdings Netherlands BV in Guinness Ghana Breweries Ltd by CASTEL Group, with a possibility to increase this to 100% if the mandatory public offer, as required by Ghana Stock Exchange regulations, is effectively launched.

II. ANALYSIS OF THE TRANSACTION'S MARKET IMPACT

II.1 Overview

7. This acquisition will allow CASTEL to enter the Ghanaian market and better structure the activities of Guinness Ghana Breweries Ltd in both alcoholic and non-alcoholic beverages through production (bottling), sales and distribution of products such as beer, spirits, malt beverages, and other soft drinks. These activities may extend to other ECOWAS Member States.

8. Available data shows that the alcoholic and non-alcoholic beverage market is rapidly growing, driven by strong and rising consumer demand.

9. Based on available industry data, Guinness Ghana Breweries Ltd is one of the main players in the Ghanaian market. It ranks second in terms of market share after Accra Brewery Plc. Its production and sales cover products like malt beverages, ready-to-drink beverages, vodka, whisky, rum, etc.

10. The CASTEL Group is present in Ghana through very limited sales of imported malt beverages and wine.

II.2 Definition of the Relevant Market

a. Product Market Delimitation

13. The relevant market for the transaction is that of alcoholic and non-alcoholic beverages through production (bottling), sales and distribution of products such as

beer, spirits, malt beverages, and other soft drinks within the ECOWAS common market. Actors like Guinness Ghana Breweries Ltd and CASTEL Group offer different but substitutable products in this space.

b. Geographical Delimitation

14. The competition analysis focuses on the Ghanaian market, where demand for beverages is moderately concentrated. However, the acquirer's presence in other ECOWAS Member States and the target's ability to freely access the common market support the possibility of expanding the target company's production and distribution activities via a regional network.

II.3 Conclusion

II.3.1 Legal Analysis

a. Applicable Legal Framework

15. The prevailing legal framework for monitoring business mergers and acquisitions in the ECOWAS region is based on two key instruments:
    - Supplementary Act A/SA.1/12/08 of 19 December 2008 on Community competition rules;
    - Regulation C/REG.23/12/21 of 10 December 2021 on mergers and acquisitions within ECOWAS.
16. Moreover, the evaluation adheres to the procedures laid out in the Implementing Regulation PC/REX.1/01/24 (ERCA's Procedures Manual) and the Guidelines on mergers and acquisitions.
17. According to these provisions, ERCA is competent to examine any merger or acquisition that:
    - is likely to have anti-competitive effects in one or more Member States;
    - may affect trade or investment among ECOWAS Member States;
    - involves businesses operating in multiple countries within the common market.
18. These legal texts aim to prevent any merger or acquisition from distorting, restricting, or harming competition within the common market or hindering intra-community trade.

b. Admissibility Conditions of the Notification

19. The notification submitted by the parties was assessed according to the legal criteria in place. The following conditions were verified:
    - The concerned companies (CASTEL Group and Guinness Ghana Breweries Ltd) operate in at least two ECOWAS Member States;
    - Their combined turnover within the common market exceeds 20 million Units of Account (UA);
20. These conditions been met, justified ERCA's review of the transaction.

II.3.2 Competition Situation

21. The transaction does not raise major concerns in terms of competition, given the current structure of the relevant markets.

22. Indeed, the proposed acquisition is not expected to cause any significant horizontal or vertical overlaps, apart from a negligible overlap in malt beverage supply, with an insignificant market share increase (less than 0.001%).

23. Therefore, any negative impact of the transaction on competition and consumer interest appears very limited, at least in the short term.

24. **Consequently, the Council endorses** the evaluation conducted by ERCA's Executive Directorate, which demonstrates that the transaction is not likely, on the one hand, to harm competition and, on the other hand, to negatively affect consumer welfare in the relevant products and geographic markets.

DECIDES

Article 1: Approval

The acquisition of Guinness Ghana Breweries Plc by CASTEL Group is approved unconditionally.

Article 2: Integration into the Regional Market Dynamics

CASTEL Group is invited to align with regional market dynamics and tailor its offerings to meet the specific needs of consumers in ECOWAS Member States.

Article 3: Post-Transaction Monitoring

The ERCA Executive Directorate shall conduct post-transaction monitoring to ensure that CASTEL Group's commercial strategy implementation remains consistent with free market competition principles in the region.

Article 4: Entry into Force, Notification and Publication

This Decision, which takes effect from the date of its signature, shall be notified to the parties and published in the Official Journal of the Community.

Done in Abuja, this day of 17 April 2025

FOR THE COUNCIL OF ERCA

Mr. Adama DIOMANDE

For: THE CHAIRPERSON

ERCA / ARCC COUNCIL