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Common Market for Eastern
and Southern Africa

CCC Merger Inquiry Notice No. 4 of 2018

Notice of Inquiry into the Proposed Merger involving Total S.A. and Engie S.A.

It is hereby notified in terms of Article 26(6) of the COMESA Competition Regulations (the “Regulations”) that the COMESA Competition Commission (the “Commission”), after receiving a notification in terms of Article 24 of the Regulations regarding the proposed merger involving Total S.A. (“**Total**”) and Engie S.A (“**Engie**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The notified transaction consists in the acquisition by Total of sole control of part of the liquefied natural gas (“**LNG**”) business currently carried on, directly or indirectly through entities in its corporate group, by Engie (the “**Target Business**”).

The parties have submitted that Total is an international integrated energy producer. Total is engaged in every sector of the oil and gas industry, including upstream (hydrocarbon exploration, development and production) and downstream (refining, petrochemicals, specialty chemicals, trading and shipping of crude oil and petroleum products and marketing). Total is also involved in the renewable energy and power generation sectors. Total has operations in the following COMESA Member States: the Democratic Republic of Congo, Djibouti, Egypt, Ethiopia, Kenya, Libya, Madagascar, Malawi, Mauritius, Uganda, Zambia, and Zimbabwe.

The parties have submitted that the Target Business comprises contracts for the supply, sale and regasification of LNG as well as various equity and contractual rights over the LNG shipping assets and over gas liquefaction plants, together with associated legal entities and relevant personnel in various jurisdictions. In 2016, the Target Business was only active in Egypt in the Common Market.

The Commission will, in accordance with the provisions of the Regulations, determine among other things whether or not the merger is likely to substantially prevent or lessen competition within the Common Market and whether the merger is or would be contrary to the public interest as provided for under Article 26 of the Regulations. In view of this, the Commission hereby gives notice to all interested stakeholders, including competitors, suppliers and customers of the merging parties to submit written representations to the Commission with regard to the subject matter of the proposed inquiry by emailing them to: sbooluck@comesa.int. All written representations should be sent to the Commission not later than **26th February 2018**.

If you wish to seek further details and/or clarifications on any aspect of this proposed transaction or need assistance you may get in touch with **Ms. Sandya Booluck, Economist, Mergers and Acquisitions** on +265 (0) 1 772 466 or sbooluck@comesa.int.

All written representations submitted to the Commission will be treated with the strictest confidentiality and will only be used for the purpose of this inquiry.