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Common Market for Eastern
and Southern Africa

CCC Merger Inquiry Notice No. 20 of 2019

Notice of Inquiry into the Proposed Merger Involving Pledge Holdco Limited and Maziwa

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 Pledge Holdco Limited (“**Pledge**”) and Maziwa, intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties have submitted that the notified transaction involves the proposed acquisition by Pledge of joint control over Maziwa, which is currently solely controlled by Bainne Holdings Limited. Through the Proposed Transaction, Pledge will subscribe for newly issued shares of Maziwa.

The parties have submitted that the Target owns subsidiaries that sell dairy in Kenya and Uganda.

The parties have submitted that Pledge is a special purpose vehicle controlled by an affiliate of TPG. TPG is a private investment fund that manages a family of funds that invest in a variety of companies through acquisitions and corporate restructurings. In the Common Market, TPG holds interests in companies that derive turnover in Egypt, Kenya, Malawi, Uganda, Zambia, and Zimbabwe.

The parties have submitted that the Proposed Transaction is a financial investment that takes place in the ordinary course of TPG's business as an investment management firm. TPG seeks to build diversified investment portfolios that generate returns for its investors. Its management team believes that TPG's investment in Maziwa represent a profitable investment opportunity for their respective investors.

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 **20th July 2019**.

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, Senior Analyst, Mergers and Acquisitions** on Tel: +265 (0) 1 772 466 or E-mail 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.