



**COMESA Competition Commission**

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**Common Market for Eastern  
and Southern Africa**

*18<sup>th</sup> February 2022*

## **CCC Merger Inquiry Notice No. 8 of 2022**

### **Notice of Inquiry into the Proposed Merger involving VIP II Blue B.V. and Vivo Energy plc**

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 acquisition by VIP II Blue B.V. (“**Blue**” or the “**Acquirer**”) of the entire issued and to be issued share capital of Vivo Energy plc (“**Vivo Energy**” or the “**Target**”) and intends to embark on an inquiry in terms of Article 26 of the Regulations. The acquisition notified concerns the proposed transaction in terms of which Blue intends to acquire, via a scheme of arrangement under the laws of England and Wales, the entire issued and to be issued share capital of Vivo Energy.

The parties submitted that Blue, a company incorporated in accordance with the laws of the Netherlands, a newly incorporated special purpose vehicle established for purposes of the proposed transaction and is a wholly owned indirect subsidiary of Vitol Investment Partnership II Limited, which is ultimately controlled by Vitol Holding II S.A. (Vitol Holding, together, with its subsidiaries and affiliates, the “**Vitol Group**”).

The parties further submitted that the Vitol Group is an independent energy trading company which offers refining, trading, shipping, storage (both captive and third-party storage), and renewable and non-renewable power generation plants for gasoline, gasoil, heating and fuel oil, jet fuel, ethanol, and other chemicals. In the financial year 2020, the Vitol Group had operations in Comoros, the Democratic Republic of Congo (“**DRC**”), Djibouti, Egypt, Kenya, Libya, Mauritius, Rwanda, Sudan, Tunisia, Uganda, Zambia, and Zimbabwe in the Common Market.

The parties submitted that the Target, Vivo Energy, is a company incorporated in accordance with the laws of England and Wales. The parties further submitted that Vivo Energy distributes and markets Shell and Engen branded fuels and lubricants to retail and commercial customers in Africa and operates in 23 countries across North, West, East and Southern Africa where it has a network of over 2,400 service stations.

The parties submitted that Vivo Energy also generates revenue from non-fuel related activities, including convenience retail and quick service restaurants, and also supplies liquefied petroleum gas primarily to consumers. The parties further submitted that the

Target operates in three main segments: retail, commercial, and lubricants. In the financial year 2020, the Vivo Energy had operations in the DRC, Kenya, Madagascar, Malawi, Mauritius, Rwanda, Tunisia, Uganda, Zambia, and Zimbabwe.

The Commission will, in accordance with Article 26 the provisions of the Regulations, determine, among other things, whether or not the proposed transaction is likely to substantially prevent or lessen competition within the Common Market and whether the proposed transaction is or would be contrary to the public interest.

In view of this, the Commission hereby gives notice to all interested stakeholders, including competitors, suppliers and customers of the parties to the proposed transaction to submit written representations to the Commission with regard to the subject matter of the proposed inquiry by emailing them to: [sbooluck@comesa.int](mailto:sbooluck@comesa.int). All written representations should be sent to the Commission not later than **11<sup>p</sup><sup>th</sup> March 2022**.

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 [sbooluck@comesa.int](mailto: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.