



CO-OPERATION FRAMEWORK AGREEMENT

BETWEEN

THE COMESA COMPETITION COMMISSION

AND

THE TUNISIAN COMPETITION AUTHORITIES

**REGARDING
COOPERATION IN STRENGTHENING AND ENFORCING COMPETITION POLICIES AND
LAWS**

April 2025

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[Signature]

CO-OPERATION FRAMEWORK AGREEMENT BETWEEN THE COMESA COMPETITION COMMISSION AND THE TUNISIAN COMPETITION AUTHORITIES ON COOPERATION IN STRENGTHENING AND IMPLEMENTING COMPETITION POLICIES AND LAWS

This **Co-operation Framework Agreement** is made on 30 April 2025.

BETWEEN

- I. **The COMESA Competition Commission; (hereinafter referred to as "the Commission"**

AND

- II. **The Ministry of Trade and Export Development as a government department representing under its aegis the Directorate General of Competition and Economic Investigations "DGCEE" and the Competition Council "CC"; (hereinafter referred to as "the Tunisian competition authorities")**

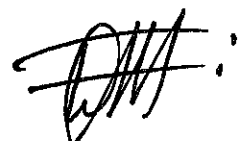
RECOGNISING:

The provisions of Article 55(3) of the Treaty establishing the Common Market for Eastern and Southern Africa ("Treaty") under which the COMESA Competition Regulations ("the Regulations") are promulgated.

The provisions of Article 5 of the Treaty as read with Article 5 of the Regulations regarding the obligations of Member States require Member States to take all appropriate measures, whether general or particular, to ensure the fulfillment of the obligations arising out of the Regulations or resulting from action taken by the Commission under these Regulations; to facilitate the achievement of the objectives of the Common Market and abstain from taking any measure which could jeopardize the attainment of the objectives of the Regulations;

The provisions of Article 2 of the Regulations regarding the purpose of the Regulations are to promote and encourage competition by preventing restrictive business practices and other restrictions that deter efficient operation of markets, thereby enhancing the welfare of the consumers in the Common Market and to protect consumers against offensive conduct by market actors;

The provisions of Article 6 of the Regulations establishing the Commission and Article 7(1) of the Regulations which mandate the Commission to apply the provisions of the Regulations with



regard to trade between Member States and be responsible for promoting competition within the Common Market;

The provisions of Article 7(2) of the Regulations which empower the Commission among others to: monitor and investigate anti-competitive practices within the Common Market and mediate disputes between Member States concerning anti-competitive conduct; initiate cooperation with competition authorities of Member States; help Member States promote national competition laws and institutions with the objective of harmonization with the Regulations and ensure uniform application of the same; assist Member States in the implementation of its decisions; support to Member States in promoting and protecting consumer welfare; facilitate the exchange of relevant information and expertise;

That Tunisia is one of the Member States of the Common Market for Eastern and Southern Africa ("COMESA") whose objective is to promote regional economic integration through trade and investment.

That it is imperative that COMESA Member States give effect to the principles of regional competition Regulations and Rules and to use moderation and self-restraint in the interest of co-operation in the field of anti-competitive business practices;

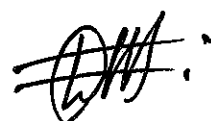
The desirability of setting standards for procedures by which the regional competition agency can act as a forum for exchange of views, consultations and conciliations on matters relating to anti-competitive practices affecting COMESA regional and international trade;

The provisions of Articles 24(8) and 26(6) of the Regulations which provide for the referral of a merger application for consideration under the Member State's national competition law, and for the Commission to work with the relevant Member States in conducting merger enquiries, respectively;

The provisions of Rule 40 of the COMESA Competition Rules ("the Rules") which provide for close and constant liaison between the Commission and the competition authorities of the Member States in establishing the existence of infringements of Articles 16 or 18 of the Regulations and in assessing applications and notifications by undertakings;

The provisions of Rules 41(1), 43(1) and 44 of the Rules which mandates the Commission to: obtain all necessary information from the Governments and competent authorities of the Member States and from undertakings and association of undertakings; to request competition and consumer protection authorities of Member States to undertake investigations which the Commission deems to be necessary; and for officials of the Commission to carry out investigations in Member States in consultation with the competent authorities of Member States in whose territory the investigation is to be made, respectively; and

The provisions of Law No. 36-2015 of 15 September 2015 on the reorganization of competition and prices, one of the main texts of Tunisian competition law, which establishes the rules of free



competition, prohibits any anticompetitive practice and empowers the Competition Council and the competent services of the Ministry of Trade, "Tunisian competition authorities", to investigate cases in this field;

The provisions of Decree No. 2965 of 20 December 2001 establishing the powers of the Tunisian Ministry of Trade and Decree No. 2966 of 20 December 2001 on the organization of the Tunisian Ministry of Trade, which assign it general and specific missions to develop and implement the policies of the Tunisian Government, particularly in the areas of competition ,economic and commercial cooperation;

The importance of coordinating and cooperating with Regional Economic Communities and the need for Member States of COMESA to comply with the obligations of enforcing regional competition and consumer protection law including harmonization of national laws with the regional laws.

CONSIDERING:

The desirability of Member States to cooperate at regional level in the implementation of their respective regional and national competition and consumer laws in order to eliminate the harmful effects of anti-competitive practices; and

That closer cooperation between the Commission and competent authorities of COMESA Member States in the form of notification, exchange of information, coordination of actions, and consultation among Member States should be encouraged.

CONSCIOUS OF:

Article 7(2) (d) of the Regulations which mandates the Commission to cooperate with competition and consumer protection authorities of Member States in order to accomplish the mandate of promoting competition in the Common Market

Article 76 of Tunisian Law No. 36-2015 of 15 September 2015 on the reorganization of competition and prices, which authorizes the Tunisian competition authorities to exchange experiences, information and documents relating to the investigation of competition cases with foreign counterpart institutions, subject to the principle of reciprocity and within the framework of cooperation agreements;

Now, therefore, the Parties agree as follows:



Article 1

Definitions

In this Agreement:

1. **"Agreement"** means this Cooperation Framework Agreement.
2. **"Anti-competitive"** means a conduct which appreciably restrains competition and is not otherwise exempt by law or authorized in a manner required by the Regulations.
3. **"COMESA"** means the Common Market for Eastern and Southern Africa;
4. **"COMESA Treaty"** means the Treaty Establishing the Common Market for Eastern and Southern Africa.
5. **"Common Market"** means the Common Market for Eastern and Southern Africa established by Article 1 of the COMESA Treaty.
6. **"Competition Authorities"** means:
 - a. **For COMESA:** The COMESA Competition Commission established by Article 6 of the Regulations; and
 - b. **For the Republic of Tunisia:** The Competition Council and the General Directorate of Competition and Economic Investigations under the Ministry of Trade and Export Development in Tunisia, empowered by Law No. 36-2015 of 15 September 2015 on the reorganization of competition and prices.
7. **"Competition Law (s)"** means:
 - a. **For the Commission,** the Regulations promulgated under Article 55 (3) of the COMESA Treaty.
 - b. **For Tunisia,** Law No. 36-2015 of 15 September 2015 on the reorganization of competition and prices.
 - c. **For both the Commission and, Tunisian Competition Authorities,** any such other regional laws or regulations as the Parties shall jointly agree to be a "competition law" for the purpose of this Agreement.
8. **"Enforcement Activities"** means any application of competition laws by way of investigation or proceedings conducted by the competition authority of the Parties to this Agreement and includes market inquiries.
9. **"Member State"** means a Member State of COMESA.

10. **"Parties"** means the COMESA Competition Commission and The Tunisian Competition Authorities
11. **"Regional Dimension"** means conduct or practice affecting two or more Member States or having an appreciable impact in the Common Market;
12. **"Territory"** means:
- a. the Common Market; and
 - b. The Republic of Tunisia.

Article 2

Purpose of this Agreement

The Purpose of this Agreement is to promote and facilitate cooperation and coordination between Parties in the following areas:

1. Harmonization of the respective competition laws and policies of the Parties in order to achieve uniformity of interpretation and application of competition laws.
2. The implementation of the respective competition laws and policies of the Parties in order to promote their effective enforcement.
3. Discussing the emerging trends and sharing international best practices in competition law enforcement.
4. Exchange of information with regard to enforcement activities including investigations being undertaken jointly or by either party.

Article 3

Notification

1. Each Party shall notify the other Party in writing whenever it becomes aware that its enforcement activities may affect the interests of the other Party.
2. Enforcement activities as to which notification generally will be appropriate include those that involve:
 - a) anticompetitive practices carried out in whole or significant part of the Common Market;
 - b) conduct which were prohibited or approved by a Party; or
 - c) the imposition of penalties, remedies, conditions, undertakings or commitments.

3. In the case of mergers and acquisitions, each party shall notify the other of any information of which it is aware concerning mergers with a national or regional dimension and which it considers relevant or likely to justify enforcement measures by the Commission or the Tunisian competition authorities.
4. Each Party shall notify the other Party whenever it intervenes or otherwise participates in a regulatory or judicial proceeding that does not arise from its enforcement activities, if the issues addressed in the intervention or participation may affect the interests of the other Party.
5. Notifications shall be made as soon as possible and include the nature of the activities under investigation and the legal provisions concerned and should be sufficiently detailed to enable the notified Party to make an initial evaluation of the effect of the activities on its territory.

Article 4 **Obligations of the Parties**

1. The Parties shall take all appropriate measures, whether general or particular, to ensure the fulfillment of the obligations arising out of this Agreement or resulting from action taken by the Parties in implementing this Agreement.
2. The Parties shall facilitate the achievement of the objectives of this Agreement and the Treaty and, in so doing, will abstain from taking any measure which could jeopardize the attainment of the objectives of this Agreement.
3. The Parties may determine the appropriate method of implementing the provisions of this Agreement as long as such method of implementation enhances the efficient and effective attainment of the objectives of this Agreement.
4. The parties shall submit information in a timely manner, including information relating to mergers, as provided for in the relevant Rules regarding the sharing of merger filing fees.
5. The CCC will ensure timely disbursement of merger fees as provided for in the Rules on COMESA Revenue Sharing of Merger Filing Fees.



Article 5
Exchange of Information

1. Each Party will provide the other party with information that comes to its attention regarding mergers and anti-competitive practices that the Party believes is relevant to or may warrant, enforcement activity by the other Party.
2. Each Party agrees to provide to the other party, on request and to the extent compatible with their respective competition laws, such information within its possession as the requesting party may describe relevant to an enforcement activity that is being contemplated or conducted by the requesting party's competition authority.
3. The information shared between the Parties is used solely for the purpose of implementing this Agreement.

Article 6
Coordination and Cooperation in Enforcement Activities

1. The Parties shall render assistance to each other in their enforcement activities, to the extent compatible with their respective competition laws, the respective interests, and within the reasonably available resources.
2. The Parties shall cooperate in the enforcement of competition laws and policies and share information that will facilitate the effective implementation of the respective laws.
3. The Parties may review their competition laws where necessary to facilitate cooperation and collaboration in market inquiries, investigations and enforcement.
4. The Parties will coordinate in undertaking market inquiries in identified sectors to ascertain any competition concerns in those sectors.
5. The Parties shall, in this regard, assist each other in the enforcement of the competition laws through:
 - a. assisting the Party, upon request, in locating and securing evidence and voluntary compliance with requests for information from undertakings or natural persons within the respective jurisdiction.
 - b. assisting the requesting Party with such information within the other Party's possession as the requesting Party may specify as relevant to the enforcement of the Regulations.



- c. Assisting the Party with any information that comes to the attention of the other Party about anti-competitive practices and merger transactions that may be relevant to or may warrant enforcement activity of the beneficiary Party.
 - d. Assisting the requesting party in the implementation of the sanctions and remedies issued to any undertaking by the requesting party in the other party's territory.
- 6. A Party may notify the other Party regarding mergers and anti-competitive practices in its territory and may request the other Party to initiate appropriate enforcement activities. The notification shall be as specific as possible concerning the nature of the conduct taking place in its territory and its likely effects. If enforcement has already taken place, it shall state the measures or remedies (if any) imposed.
- 7. Upon receipt of a notification, the notified party shall notify the notifying party of its decision. If implementing measures are taken, the notified Party shall inform the notifying Party of the final outcome and, to the extent possible, of the interim results.
- 8. The requested Party shall assist in the investigations which the requesting Party considers to be necessary. Such investigations shall be carried out with the assistance of officials of the requesting Party, upon request, in accordance with the applicable laws.
- 9. In cases where the Parties have an interest in pursuing enforcement activities with regard to related situations, they may agree that it is in their mutual interest to coordinate their enforcement activities. In considering whether particular enforcement activities should be coordinated, the Parties shall take account of the following factors, among others:
 - a. the opportunity to make more efficient use of their resources devoted to the enforcement activities;
 - b. the relative abilities of the Parties to obtain information necessary to conduct the enforcement activities;
 - c. the effect of such coordination on the ability of both Parties to achieve the objectives of their enforcement activities; and
 - d. the possibility of reducing costs incurred by persons subject to the enforcement activities.
- 10. The Parties in their enforcement activities shall carry out the investigations expeditiously and in a manner consistent with their respective relevant laws and shall take into account the enforcement objectives of the respective laws and the deadlines stipulated in their respective competition laws.
- 11. Nothing in this Article limits the discretion of the requested Party to determine the initiation of enforcement activities with respect to the notified anti-competitive practice or

conducts or precludes the notifying Party from undertaking its own enforcement activities with respect to such anticompetitive practices.

Article 7

Avoidance of Conflicts over Enforcement Activities

1. The Parties agree that it is in their common interest to minimize any potentially adverse effects of their enforcement activities in as far as the application of the respective competition laws are concerned.
2. Each Party shall seek, at all stages in its enforcement activities, to take into account the interests of the other Party in decisions as to whether or not to initiate an investigation or proceeding, the scope of an investigation or proceeding, the nature of the remedies or penalties sought, and in other ways, as appropriate.
3. Any divergent views arising out of the enforcement of the respective competition laws will be addressed in a timely and practicable manner as circumstances may permit.

Article 8

Consultations

1. Each Party agrees to consult as soon as possible with the other Party in response to a request by the other Party for consultations regarding any matter related to this Agreement and to attempt to conclude consultations expeditiously with a view to reaching mutually satisfactory conclusions.
2. Any request for consultations shall include the reasons thereof and shall state whether procedural time limits or other considerations require that the consultations to be expedited. These consultations should take place at the appropriate level, which may include consultations between the heads of the competition authorities concerned.
3. In each consultation under paragraph 1, each Party shall take into account the principles of cooperation set forth in this Agreement and shall be prepared to explain to the other Party the specific results of its application of those principles to the issue that is the subject of consultation.
4. A Party shall as soon as practicable, inform the other Party of any amendment made to its competition laws as well as any change in the enforcement practice of its competition authority that may affect the operation of this Agreement.
5. Upon request of either Party, the Parties shall hold consultations in order to assess the specific implications of such amendments or changes for this Agreement, and in particular to determine whether this Agreement should be amended pursuant to Article 16.



6. The Parties shall meet at the appropriate level, at the request of either Party to among others:
- (a) update each other on their current enforcement efforts and priorities in relation to the competition laws of each Party;
 - (b) exchange views on economic sectors of common interest;
 - (c) discuss policy issues of mutual interest; and
 - (d) discuss other matters of mutual interest relating to the application of the competition laws of each Party.

Article 9
Technical Assistance and Capacity Building

1. The Parties shall pursue technical assistance and capacity building programs through integrated strategies that incorporate economic, social, cultural, environmental and institutional elements that are unique to each Party. In this context and within the framework of development policies and reforms pursued by the Parties; the Parties' cooperation framework and orientation shall take into account the different levels of development as well as the economic needs of each Party and the difficulties faced in meeting their obligations under this Agreement.
2. The technical assistance and capacity building programs shall pay systematic attention to institutional aspects and in this context shall support the efforts of either Party to develop and strengthen structures, institutions and procedures that help to enhance the effective enforcement of the competition laws and policies in their respective territories. In this context, the Parties shall among others jointly:
 - a) mobilize resources for capacity building aimed at assisting the Parties in the establishment and/or strengthening of the respective competition and enforcement authorities;
 - b) facilitate and develop competition advocacy programs involving the sensitization of policy makers, parliamentarians, the judiciary, the business community, and the general public about the role of competition laws and policies; and
 - c) facilitate the establishment of a mechanism to enable the Parties to take the necessary steps to adopt, strengthen and implement the necessary competition laws in their respective territories.





Article 10
Collaboration and cooperation with Regional Economic Communities

1. The Parties will collaborate and cooperate with Regional Economic Communities in order to enhance enforcement of regional competition laws.
2. The cooperation activities will be implemented on the basis of work plans to be mutually agreed upon by the Parties.

Article 11
Confidentiality of Information

1. Notwithstanding any other provision of this Agreement, neither Party is required to provide information to the other Party if disclosure of that information to the requesting Party is prohibited by the law of the Party possessing the information or would be incompatible with important interests of the Party possessing the information.
2. Each Party agrees to maintain, to the fullest extent possible, the confidentiality of significant information provided to it in confidence by the other Party under this Agreement and to oppose, to the fullest extent possible, any application for disclosure of such information by a third party that is not authorized by the Party that supplied the information.
3. The parties shall only disclose to each other information that is considered confidential if the receiving party is obligated to maintain the confidentiality of such information or documents.

Article 12
Communication under this Agreement

1. Any communication required under this Agreement shall be made in writing in any of the official languages of both parties.
2. Communications under this Agreement shall be in writing through registered post or electronically to the relevant address of the other party as indicated below to:

For Commission:



Chief Executive Officer
COMESA Competition Commission
P.O Box 30742
Lilongwe 3
Malawi
Email: compcom@comesacompetition.org



For the Tunisian Competition Authorities: Minister of Trade and Export Development.

Corner of Avenue Hédi Noura and Rue de Ghana
1001 Tunis city Tunisia

Email: DGCEE.concurrence@tunisia.gov.tn
president@cct.gov.tn

3. Each Party shall designate a Liaison Officer for the purpose of implementing this Agreement.

Article 13 Existing Law

Nothing in this Agreement shall be interpreted in a manner inconsistent with the existing laws, or as requiring any change in the competition laws of the Parties.

Article 14 Dispute Resolution

The Parties shall consult with each other on any difficulties, problems, matters of concern or disputes that may arise in connection with the implementation of this Agreement and shall use best efforts to discuss and resolve any such matters amicably through consultation or negotiation among themselves.

Article 15 Entry into Force, Duration and Implementation

1. This Agreement shall enter into force upon signature by the Parties.
2. This Agreement shall remain in effect unless terminated by either party.
3. The Parties agree on the mechanism and manner of implementation of this Agreement.
4. The Parties agree to hold an annual meeting to monitor and evaluate the implementation of this Agreement.



Article 16
Review, Amendment and Termination

1. The Parties will, at any time, review this Agreement with a view to adopting such further arrangements as may be feasible and desirable to enhance cooperation in the enforcement of the respective competition laws.
2. The Parties may, at any time, by consensus, amend this Agreement.
3. Either Party may terminate this Agreement by giving the other Party sixty (60) days written notice of intention to terminate this Agreement.

IN WITNESS WHEREOF, the undersigned, being duly authorized, have signed this Co-operation Framework Agreement.

Signed in Tunisia on 30 April 2025 in three languages (Arabic, French and English) and in four original copies for each language.

COMESA Competition Commission

Chief Executive Officer



In the presence of:



Tunisian Competition Authorities

Minister of Trade and Export Development



In the Presence of:

