

3 April 2025

CCC Merger Inquiry Notice No. 16 of 2025

Notice of Inquiry into the Proposed Minority Interest Acquisition by Marubeni Global Pharma Corporation of Phillips Healthcare Corporation

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 of controlling interest by Marubeni Global Pharma Corporation (“**Marubeni**”, or the “**acquiring firm**”) in Phillips Healthcare Corporation (“**PHC**”, or the “**target firm**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties submitted that Marubeni is a wholly-owned subsidiary of Marubeni Corporation, together (the “**acquiring group**”), an integrated trading and investment business, listed on the Tokyo Stock Exchange. The acquiring group operates globally within the broader market for importing, exporting, and service delivery across various sectors, including lifestyle, food and agriculture, energy and metals, medical infrastructure and healthcare. Within the Common Market, the acquiring group operates in Egypt, Ethiopia, Kenya, Mauritius, Tunisia and Uganda.

The parties submitted that PHC is a holding company incorporated in Mauritius. PHC, through its subsidiaries or collectively (the “**target group**”), operates as a distributor for international healthcare companies, facilitating the medical registration, sales, marketing, distribution and pharmacovigilance of pharmaceutical, consumer healthcare products, medical devices and diagnostic equipment. Within the Common Market, the target group operates in Kenya, Mauritius, Rwanda, Uganda, and Zambia.

The parties submitted that the proposed transaction is a strategic partnership to allow the expansion of the target group’s business across the Common Market and other emerging markets in Africa. Through the broad regional network of the target group, Marubeni will bridge the Japan-Africa markets and aim to offer pharmaceuticals and medical devices in Africa to accommodate the increasing demand in the region.

The parties submitted that the proposed transaction will entail internal reorganization whereby Veer Investments Limited, Preet Kenya Limited, and Personal Investment Services Limited, who currently hold share capital in Phillips Therapeutics Limited (“**PTL**”) and Pharma Specialties Limited (“**PSL**”), will transfer their respective interests to PHC. This will be achieved through a series of cross-conditional and interrelated

transfer of shares to restructure the ownership of PHC, into a single investment vehicle, to be known as Phillips Wellness Corporation (“**PWC**”). Once the reorganization is complete, PHC will wholly own PSL and PTL. Simultaneously, PWC will acquire 100% of the shares in PHC, acquiring indirect control over PTL and PSL.

The Commission will, in accordance with the provisions of the Regulations, determine, among other things, whether the proposed transaction is likely to substantially prevent or lessen competition and or would be contrary to the public interest in the Common Market 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 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: mdebessay@comesacompetition.org. All written representations should be sent to the Commission not later than **24 April 2025**.

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 **Mr. Mengistu Debessay, Principal Analyst, Competition Division** on Tel: +265 (0) 111 772 466 or mdebessay@comesacompetition.org.

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.