

15 May 2025

CCC Merger Inquiry Notice No. 19 of 2025

Notice of Inquiry into the Proposed Full – Function Greenfield Joint Venture by Orange RDC S.A. and Vodacom International Limited

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 Joint Venture between Orange RDC S.A. (“**Orange RDC**”) and Vodacom International Limited (“**Vodacom International**”) (together “**the Parent Companies**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties submitted that Orange RDC is a subsidiary of Orange S.A. (“**Orange**”), a multinational telecommunications service provider, which operates mobile, fixed and internet services. Orange is active in Africa through several subsidiaries, where it offers mobile telecommunications, fixed telephony, internet access services as well as mobile money services. In the Common Market, Orange operates in the Democratic Republic of Congo (“**DRC**”), Egypt and Madagascar.

The parties submitted that Vodacom International is a subsidiary of Vodacom Group Limited (“**Vodacom**”). Vodacom is a provider of telecommunications, connectivity, digital and financial services. Vodacom is active through several subsidiaries, where it offers mobile communications, voice, messaging, data, converged services and financial services to over 130 million customers across Africa. In the Common Market, Vodacom operates in the DRC, Egypt, Kenya and Malawi.

The parties submitted that the Parent Companies have agreed to jointly deploy large-scale rural tower infrastructure to increase population coverage in DRC. In order to provide the required services jointly, the Parent Companies shall incorporate a full-function greenfield joint venture namely, Towerco (the “**Target JV**”). The parties have further submitted that the Target JV will conduct the business of deployment of tower infrastructure in the DRC, which will include designing, building, maintaining and operating passive and active infrastructure for the Parent Companies. The Target JV will provide access to its passive infrastructure to any third-party mobile network operators on non-discriminatory terms.

The parties submitted that the Target JV presently has no operations, turnover or assets in the Common Market or beyond the Common Market.

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 in the Common Market and whether the proposed transaction 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 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: sbundhun@comesacompetition.org. All written representations should be sent to the Commission not later than **5 June 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 **Ms. Sunjida Bundhun, Principal Analyst, Competition Division** on Tel: +265 (0) 111 772 466 or sbundhun@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.