

10 June 2025

CCC Merger Inquiry Notice No. 24 of 2025

Notice of Inquiry into the Proposed Acquisition of controlling interest by Pembani Remgro Infrastructure Fund II (through SPV) in Mawingu Networks 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 Acquisition of controlling interest by Pembani Remgro Infrastructure Fund II (“**PRIF II**”), through a yet to be incorporated Special Purpose Vehicle (“**SPV**” or the “**acquiring firm**”, and together with its controlling entities, the “**acquiring group**”), of 35% shareholding in Mawingu Networks Limited (“**Mawingu**” or the “**target firm**”, and all undertakings controlled “**target group**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties submitted that the SPV will be incorporated specifically for purposes of subscribing for shares in Mawingu. The SPV will be directly wholly owned and controlled by PRIF II. PRIF II is a recently established En Commandite Partnership¹ domiciled in South Africa that operates as a close-ended fund. PRIF II is mandated to invest in equity, quasi-equity and equity-related investments in infrastructure (and related industry) companies and projects headquartered in, or whose business or operations are located or conducted primarily within Africa. Within the Common Market, the acquiring group operates in Comoros, the Democratic Republic of Congo, Ethiopia, Kenya, Madagascar, Malawi, Mauritius, Seychelles, Swaziland, Uganda, Zambia and Zimbabwe.

The parties submitted that Mawingu is a company incorporated in Mauritius and operates under a global business license. The target group operates as an internet services provider that provides internet connectivity services such as fixed wireless access and fibre - to peri-urban and rural areas in Kenya.

The parties submitted that the proposed transaction will not raise any horizontal concerns as there are no overlaps between the activities of the acquiring group and the target group within the Common Market.

¹ Limited partnership.

The parties submitted that there is a limited vertical relationship between the merging parties, as the target group both directly and indirectly procures data centre services from a data centre owned by the acquiring group in Kenya. Specifically, the target group directly acquires cross-connects for links (i.e. interconnection services) from this data centre and sub-leases space within the same facility from a third party (i.e. colocation services). These transactions are not significant and will not result in input or customer foreclosure concerns, nor will they affect the competitive landscape in Kenya.

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: mdebessay@comesacompetition.org. All written representations should be sent to the Commission not later than **1 July 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.