

14 October 2022

CCC Merger Inquiry Notice No. 42 of 2022

Notice of Inquiry into the Proposed Formation of a Full-function Joint Venture involving Abu Dhabi National Oil Company, Abu Dhabi Developmental Holding Company PJSC, Reliance Industries Limited and Shaheen Chem Holdings Investments LLC

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 formation of a full-function Joint Venture involving Abu Dhabi National Oil Company (“**ADNOC**”), Abu Dhabi Developmental Holding Company PJSC (“**ADQ**”) and Shaheen Chem Holdings Investments LLC (“**Shaheen**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The transaction concerns the proposed formation of a full-function, greenfield joint venture between ADNOC, ADQ (both through their interests in Abu Dhabi Chemicals Derivatives Company RSC Ltd (“**TA’ZIZ**”), Reliance (through Reliance Strategic Business Ventures Ltd (“**RSBVL**”) and Shaheen. Pursuant to the notified transaction, ADNOC and ADQ (by virtue of their control over TA’ZIZ) and Reliance (by virtue of its control over RSBVL) will acquire ultimate joint control over the joint venture and Shaheen will acquire a non-controlling minority stake in the joint venture.

The parties have submitted that the joint venture will be principally active in the production of caustic soda, ethylene dichloride for export and distribution. The joint venture’s production plant will be constructed and located in the TA’ZIZ chemicals zone at Ruwais, Abu Dhabi, United Arab Emirates. The completion of construction of the joint venture plant is anticipated in 2025, and the joint venture is expected to start selling the joint venture Products in the second half of 2025.

The parties have submitted that ADQ, established in Abu Dhabi, United Arab Emirates (“UAE”) in 2018, is one of the UAE’s largest holding companies with direct and indirect investments in several sectors across Abu Dhabi’s economy, including food and agriculture, aviation, financial services, healthcare, industries, logistics, media, real estate, tourism and hospitality, transport and utilities. In the Common Market, ADQ is active in Burundi, the Democratic Republic of Congo (the “**DRC**”), Djibouti, Egypt, eSwatini, Ethiopia, Kenya, Libya, Mauritius, Rwanda, Seychelles, Somalia, Sudan, Tunisia, Uganda and Zambia.

The parties have submitted that ADNOC is an energy and petrochemicals group which operates across the hydrocarbon value chain through a network of fully integrated businesses. ADNOC is principally active in the exploration, production, storage, refining, and distribution of oil and gas, as well as in the development of petrochemical products. In the Common Market, ADNOC is active in the DRC, Djibouti, Egypt, Eritrea, Ethiopia, Kenya, Madagascar, Rwanda, Somalia, Sudan, Tunisia, Uganda and Zimbabwe.

The parties have submitted that Reliance is a public company incorporated in India and listed on the National Stock Exchange of India and BSE Limited in India. Reliance is active in several sectors, including oil to chemicals (O2C) (including petrochemical refining & marketing and petrochemicals), hydrocarbon exploration and production, retail, media and entertainment, digital services and new energy. In the Common Market, Reliance is active in the DRC, Djibouti, Egypt, Kenya, Libya, Madagascar, Mauritius and Tunisia.

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 within 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: akamanga@comesa.int. All written representations should be sent to the Commission not later than **31 October 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 **Mr. Ali Kamanga, Senior Analyst, Mergers and Acquisitions** on Tel: +265 (0) 1 772 466 or akamanga@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.