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Common Market for Eastern
and Southern Africa

CCC Merger Inquiry Notice No. 6 of 2018

Notice of Inquiry into the Proposed Merger involving Vivo Energy Holding B.V. and ENGEN International Holdings (Mauritius) 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 merger involving Vivo Energy Holding B.V. ("**Vivo Energy**") and ENGEN International Holdings (Mauritius) Limited ("**ENGEN**"), intends to embark on an inquiry in terms of Article 26 of the Regulations.

Vivo Energy was established in 2011 and distributes and markets Shell-branded fuels and lubricants. Vivo Energy operates and markets its products in countries across North, West, East and Southern Africa. The Group has a network of over 1,800 service stations in 15 countries and exports lubricants to a number of other African countries. Its retail offering includes fuels, lubricants, card services, shops and other non-fuel services (e.g. oil change and car wash). For businesses it provides fuels, lubricants and Liquefied Petroleum Gas (LPG) to business customers across a range of sectors including marine, mining, and manufacturing. Jet fuel is sold to customers at 23 airports through a partnership with Vitol Aviation. The company employs around 2,360 people, operates over 1,800 retail service stations under the Shell brand and has access to approximately 900,000 cubic metres of fuel storage capacity. Shell and Vivo Lubricants has blending capacity of around 124,000 metric tonnes at plants in six countries (Ghana, Guinea, Ivory Coast, Kenya, Morocco, and Tunisia) producing Shell branded lubricants. In the Common Market, the acquirer has operations in Kenya, Madagascar, Mauritius, Uganda, and Zambia.

Engen, the target firm, is an oil company focusing on the downstream refined petroleum products market and related businesses, with a presence across sub-Saharan Africa and the Indian Ocean Islands. The company's core functions are the refining of crude oil, the marketing of primary refined petroleum products and the provision of convenience services via an extensive retail network. Engen is a member of the PETRONAS Group. In the Common Market, the target has operations in the Democratic Republic of Congo, Kenya, Malawi, Rwanda, Zambia, and Zimbabwe.

In terms of the transaction notified, Vivo Energy and ENGEN Holdings (Pty) Ltd have entered into a proposed transaction, whereby the acquirer will acquire 100% of the shares in the target. As part of the proposed transaction, ENGEN will also acquire a minority non-controlling interest in the acquirer.

The Commission will, in accordance with the provisions of the Regulations, determine, among other things, whether or not the merger is likely to substantially prevent or lessen competition within the Common Market and whether the merger 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 merging parties to submit written representations to the Commission with regard to the subject matter of the proposed inquiry by emailing them to: sbooluck@comesa.int. All written representations should be sent to the Commission not later than **5th March 2018**.

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. Sandya Booluck, Economist, Mergers and Acquisitions** on Tel: +265 (0) 1 772 466 or sbooluck@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.