



Kang'ombe House, 5th Floor-West Wing
P.O.Box30742
Lilongwe3, Malawi
Tel: +265 (01) 772466
Email- compcom@comesa.int



Common Market for Eastern
and Southern Africa

CCC Merger Inquiry Notice No. 12 of 2016

Notice of Inquiry into the Transaction involving The Dow Chemical Company and E.I. du Pont de Nemours and Company

It is hereby notified in terms of Article 26(6) of the COMESA Competition Regulations hereinafter referred to as (“the Regulations”) that the COMESA Competition Commission hereinafter referred to as (“the Commission”), after receiving a notification in terms of Article 24 of the Regulations regarding the merger between The Dow Chemical Company hereinafter referred to as (“Dow”) and E.I. du Pont de Nemours and Company hereinafter referred to as (“DuPont”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

Dow is a diversified chemicals company based in the United States of America and it is the ultimate parent company of the Dow group which is active in plastics and chemicals, agricultural sciences, and hydrocarbon and energy products and services. DuPont is also a company based in the United States of America and it is the ultimate parent company of the DuPont Group which researches, develops, produces, distributes, and sells a variety of chemical products, polymers, agro-chemicals, seeds, food ingredients and other materials.

The Parties have submitted that the transaction is a global transaction which creates value and efficiencies because of the Parties complementary offerings. Dow and DuPont will combine in what has been termed a “merger of equals”. Dow and DuPont have incorporated a new holding company, DowDuPont, which, in turn, has incorporated two subsidiaries: Diamond Merger Sub and Orion Merger Sub. Dow and DuPont will merge with Diamond Merger Sub and Orion Merger Sub, respectively, such that Dow and DuPont will survive those mergers as wholly-owned subsidiaries of DowDuPont. The current shareholders of Dow and DuPont will be compensated through the right to receive shares in DowDuPont such that each Party’s shareholders will own approximately 50% (on a fully diluted basis, excluding preferred shares).

The Transaction consists of an all-stock merger where the consideration will be made by way of an exchange of shares of the relevant merging entities that will result in a merged entity with an estimated market capitalization of approximately US\$130 billion based on the data at the announcement of the Transaction.

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. 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: wmwemba@comesa.int. All written representations should be sent to the Commission not later than **4 July 2016**.

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. Willard Mwemba, Manager Mergers and Acquisitions** on Tel: +265 (0) 1 772466 or E-mail wmwemba@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.