



COMESA Competition Commission

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Common Market for Eastern
and Southern Africa

21st February 2022

CCC Merger Inquiry Notice No. 9 of 2022

Notice of Inquiry into the Proposed Merger involving Metier Private Equity International and Catalyst Fund I L.L.C. and Catalyst Fund II LP

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 by Metier Private Equity International (“**Metier**”) of control over Catalyst Fund I L.L.C. (“**Fund I**”) and Catalyst Fund II LP (“**Fund II**”) (together the “**Funds**”), and intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties have submitted that Metier is a private equity firm operating from Port Louis, Mauritius which invests in and manages assets across various sectors in Southern and Eastern Africa. The acquiring group has investments in firms in the Common Market which are active in the following sectors: Fast Moving Consumer Goods (“**FMCG**”), Clothing and Footwear, Healthcare, Insurance, Energy and Telecommunications. As at December 2020, the acquiring undertaking had operations in the following Member States: Burundi, Democratic Republic of Congo, Eswatini, Kenya, Malawi, Mauritius, Rwanda, Uganda and Zambia.

The parties have submitted that Fund I is a limited private company incorporated in Mauritius and it houses a USD 125 million private equity fund which invests in emerging and mid-sized companies in Eastern Africa. The parties have submitted that Fund II is a limited partnership established in Mauritius and is the successor fund of Fund I and houses a USD 155 million private equity fund. The parties have further submitted that the funds are controlled and managed respectively by Catalyst Manager I L.L.C. (“**Manager I**”) and Catalyst Manager II Ltd (“**Manager II**”), being wholly owned subsidiaries of Catalyst Principal Partners LLC. The Funds have operations in, *inter alia*, the following sectors in the Common Market: printing, IT services, packaging, FMCG, chemicals, agrochemicals, fertilizers, plant equipment, banking and insurance. As at December 2020, Fund I had operations in the following Member States: Kenya, Ethiopia, Mauritius, Uganda, Rwanda and Zambia and Fund II has operations in Kenya, Malawi, Mauritius, Uganda, Zambia and Zimbabwe.

The proposed transaction entails Metier replacing Manager I and Manager II as manager of the Funds. Metier will also, through the creation of a new entity, replace

Catalyst GP II Ltd as the general partner to Fund II. Metier will accordingly obtain control over the Funds and indirect control over its investments.

The parties have submitted that this transaction will allow Metier the opportunity to accelerate its growth as a pan-African private equity fund manager by establishing a physical presence in Kenya while simultaneously creating value for the Funds' investors. The transaction will result in a combination of Catalyst's regional presence as a pioneering East African player with Metier's broader capability and successful track record, with the compelling platform providing enhanced investment management capacity to support the strengthening and evolution of Africa's emerging private equity industry.

The Commission will, in accordance with the provisions of Article 26 of the Regulations, determine, among other things, whether or not 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.

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 **XX March 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 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.