

4 October 2022

CCC Merger Inquiry Notice No. 39 of 2022

Notice of Inquiry into the Proposed Acquisition of Sole Control of Abu Dhabi Future Energy Company – P.J.S.C. by Abu Dhabi National Energy Company – P.J.S.C.

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 Sole Control of Abu Dhabi Future Energy Company – P.J.S.C. (“**TAQA**”) by Abu Dhabi National Energy Company – P.J.S.C. (“**Masdar**” together with its controlled affiliates, the “**Target Firm**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The Proposed Transaction concerns the proposed acquisition by TAQA, an entity ultimately controlled by Abu Dhabi National Energy Company – P.J.S.C (“**ADQ**”), of sole control of Masdar (an entity wholly-owned and controlled by Mubadala Investment Company (“**Mubadala**”). Pursuant to the proposed transaction, TAQA will acquire a stake of 43% in Masdar. Mubadala will maintain a 33% interest in Masdar, and Abu Dhabi National Oil Company (“**ADNOC**”) will acquire the remaining stake of 24%. TAQA and ADQ, together with their controlled companies are referred to as the **Acquiring Group**.

The parties submitted that the Proposed Transaction will result in the creation of a leading global contributor to renewable power generation and to the industry of green hydrogen, thus presenting the opportunity for the development of clean energy solutions in United Arab Emirates (“**UAE**”), Middle East and North Africa (“**MENA**”) and around the world.

The parties submitted that TAQA is headquartered in Abu Dhabi and listed on the Abu Dhabi Securities Exchange. Established in 2005, TAQA is a fully integrated utility company, with power and water generation, transmission, and distribution assets, as well as upstream and midstream oil and gas operations. TAQA aims to provide sustainable, clean and reliable power and water. The parties submitted that ADQ is one of 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. The parties have submitted that ADNOC is the national oil company of Abu Dhabi, 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, the Acquiring Group is active in the Burundi, Democratic Republic of Congo, Djibouti, Egypt, Eritrea, Eswatini, Ethiopia, Kenya, Libya, Madagascar, Mauritius, Rwanda, Seychelles, Somalia, Sudan, Tunisia, Uganda, Zambia and Zimbabwe.

The parties have submitted that Masdar is an UAE based company active in renewable energy and sustainable urban development. Masdar develops renewable energy projects in the MENA and other international markets, with a focus on clean technologies. Masdar is supporting UAE's transition towards a knowledge-based economy. A catalyst for development in the Arab world over the past decade, Masdar is demonstrating how the business community can deliver on the global sustainability agenda. In the Common Market, Masdar is active only in Egypt.

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 **25 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.