

8 May 2023

CCC Merger Inquiry Notice No. 6 of 2023

Notice of Inquiry into the Proposed Acquisition of control by ACA Cornerstone Limited and Capital Alliance Private Equity IV Limited over C-RE Holding 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 acquisition of control by ACA Cornerstone Limited (“**ACA Cornerstone**”) and Capital Alliance Private Equity IV Limited (“**CAPE IV**”) over C-RE Holding Limited (“**C-RE Holding**” and its subsidiaries, together the “**C-RE Group**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties submitted that ACA Cornerstone is an investment holding vehicle registered as a Global Business Company in the Republic of Mauritius with an investment strategy of making equity and quasi-equity investments in carefully selected securities in the non-banking financial institution sector across Africa. Within the Common Market, ACA Cornerstone currently does not have any investments.

The parties submitted that CAPE IV is a private equity fund registered in the Republic of Mauritius as a Global Business Company for the purpose of equity and quasi-equity investments in carefully selected securities in Africa. Within the Common Market, CAPE IV operates in Burundi, Kenya, Malawi, Mauritius, Rwanda, Seychelles, Uganda, Zambia, and Zimbabwe.

The parties submitted that C-RE Holding is an investment holding company registered in Mauritius. C-RE Holding is the holding company of a group of subsidiaries across Africa (the “**C-RE Group**”). The C-RE Group is a provider of reinsurance services in both life and non-life lines of business in a number of product categories such as accident, agriculture, energy, engineering, fire and marine across Africa. Within the Common Market, the C-RE Group is active in all the Member States.

The proposed transaction entails that ACA Cornerstone and CAPE IV will acquire the 51% shareholding held by Sanlam Pan Africa Maroc S.A. in C-RE Holding. As a result of the proposed transaction, ACA Cornerstone and CAPE IV will have shareholdings of 15.3% and 84.7% in C-RE Holding, respectively.

The parties submitted that the proposed transaction is an attractive investment as the C-RE Group has extensive experience and an expansive network across Africa. It was submitted that the proposed transaction is in line with ACA Cornerstone and CAPE IV's investment strategy and mandate of investing in high performing financial institutions in Sub-Saharan Africa.

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: sbooluck@comesa.int. All written representations should be sent to the Commission not later than **29 May 2023**.

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, 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.