

9 November 2023

CCC Merger Inquiry Notice No. 31 of 2023

Notice of Inquiry into the Proposed Merger Involving Airtel Congo RDC, Orange RDC S.A. and Mawezi RDC S.A.

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 notification in terms of Article 24 of the Regulations regarding the proposed merger involving Airtel Congo RDC S.A. (“**Airtel DRC**”), Orange RDC S.A. (“**Orange RDC**”) and Mawezi RDC S.A. (the “**JVCo**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties submitted that Airtel RDC and Orange RDC (together, the “**Parent Companies**”) have agreed to jointly provide space, facilities, and landing provider services to a consortium responsible for the construction, operation, and maintenance of the 2Africa West Cable System in the Democratic Republic of Congo (“**DRC**”). In order to provide the required services jointly, the Parent Companies have entered into a Shareholders’ Agreement to incorporate a “full function” joint venture, the **JVCo**. As the contracted landing party, the JVCo will build, operate, and maintain an open-access cable landing station in Moanda, DRC. By entering into the proposed transaction, the Parent Companies aim to improve internet connectivity in the DRC (particularly in underserved areas). At present, the JVCo has no operations, turnover, or assets in the COMESA Common Market (or elsewhere).

Airtel RDC is a subsidiary of Airtel Africa plc (“**Airtel Africa**”), a provider of telecommunications and mobile money services. Within the Common Market, Airtel Africa has activities in the following Member States: DRC, Kenya, Madagascar, Malawi, Rwanda, Seychelles, Uganda, and Zambia.

Orange RDC is a subsidiary of Orange S.A. (“**Orange**”), a multinational telecommunications service provider, which operates mobile and internet services. Within the Common Market, Orange is active in the DRC, Egypt and Madagascar, where it offers mobile telecommunications, fixed telephony, internet access services as well as mobile money services.

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@comesacompetition.org. All written representations should be sent to the Commission no later than **30 November 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 **Mr. Ali Kamanga, Principal Analyst, Competition Division** on Tel: +265 (0) 1 772 466 or akamanga@comesacompetition.org.

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.