



COMESA Competition Commission

Kang'ombe House - 5th Floor
P.O. Box 30742
Lilongwe 3, Malawi
Tel: +265 (0)111 772 466/529/530
+265 (0) 999 970 269
Email: compcom@comesacompetition.org
Email- compcom@comesa.int



Common Market for Eastern
and Southern Africa

22 March 2024

CCC Merger Inquiry Notice No. 12 of 2024

Notice of Inquiry into the Proposed Acquisition of sole Control of Fertigllobe Plc by ADNOC Fertilizers – Sole Proprietorship L.L.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 by ADNOC Fertilizers – Sole Proprietorship, L.L.C. (“**ADNOC Fertilizers**” or the “**acquiring firm**”) of sole control in Fertigllobe plc (“**Fertigllobe**” or the “**target firm**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The proposed transaction relates to a change from joint to sole control, namely the proposed acquisition by ADNOC Fertilizers of the entire equity interest currently held by OCI Fertilizers B.V., representing approximately 50% plus one share, in Fertigllobe, increasing ADNOC Fertilizers’ shareholding in Fertigllobe from 36.2% to 86.2%.

The parties submitted that the acquiring firm, ADNOC Fertilizers is an indirect wholly owned subsidiary of Abu Dhabi National Oil Company (ADNOC) P.J.S.C. (“**ADNOC**”), which is an energy and petrochemicals group operating across the entire 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. ADNOC has operations in all COMESA Member states except for Burundi and eSwatini.

The parties submitted that the target firm, Fertigllobe, is a United Arab Emirates-based nitrogen fertilizer producer and distributor with production plants in the United Arab Emirates, Egypt and Algeria. In the Common Market, Fertigllobe is active in Egypt, Ethiopia, Kenya, Madagascar, Sudan and Tunisia.

According to the parties, the proposed transaction supports ADNOC’s international chemicals strategy and its plans to establish a global growth platform for ammonia, a key lower carbon fuel and hydrogen carrier that is expected to play an important role in the energy transition. The Proposed Transaction is aimed to support ADNOC to deliver on its 2045 net zero strategy as well as the ambition of ADNOC to expand and strengthen its downstream portfolio. The Proposed Transaction will support Fertigllobe’s future growth plans, enabling it to accelerate the pursuit of new market

and product opportunities, and expand its focus on clean ammonia as an emerging fuel and hydrogen carrier.

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@comesacompetition.org. All written representations should be sent to the Commission not later than **9 April 2024**.

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, Principal Analyst, Competition Division** on Tel: +265 (0) 1 772 466 or sbooluck@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.