



**COMESA Competition Commission**

Kang'ombe House - 5<sup>th</sup> 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](mailto:compcom@comesacompetition.org)



**Common Market for Eastern  
and Southern Africa**

18 July 2024

CCC Merger Inquiry Notice No. 26 of 2024

## **Notice of Inquiry into the Proposed Merger involving Oryx Finance and International Facilities Services Mauritius 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 merger involving Oryx Finance ("**NewCo**") and International Facilities Services Mauritius Limited ("**IFS Mauritius**"), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties have submitted that the transaction comprises of the following indivisible steps:

- (i) the sale of 100% of the ordinary issued share capital in IFS Mauritius by ADP II Holding 13 ("**ADP**") and Ninth of Ninth Trust (collectively the "**Sellers**") to NewCo (the "**Share Sale Transaction**");
- (ii) Oryx Finance subscribing for shares in IFS Mauritius (the "**Subscription Shares**"); and
- (iii) the distribution of a certain class of shares by IFS Mauritius to existing shareholders (the "**Distribution Shares**").

The parties submitted that the Share Sale Transaction will result in Oryx Finance acquiring direct control over IFS Mauritius (the "**Proposed Transaction**").

The parties submitted that IFS Mauritius, incorporated in Mauritius, is the ultimate holding company of the Target Group (comprising IFS Mauritius and firms controlled directly or indirectly by IFS Mauritius). IFS Mauritius is responsible for the overall management, strategy and marketing of the Target Group. IFS Mauritius provides the systems and documents forming the intellectual property that IFS Mauritius provides to the Target Group as operational tools. IFS Mauritius also provides marketing/advertising, promotion, publicity, market research and other marketing programmes to the Target Group to assist with the implementation of the full-service contracts in-country. The parties submitted that the Target Group trades in the following COMESA member states: the Democratic Republic of Congo (the "**DRC**"), Zambia and the Seychelles. Further, the primary business activity of the Target Group

in COMESA is the supply of facilities management services, which includes catering and canteen services, cleaning, laundry, basic maintenance, and remote camp management services to customers.

The parties submitted that Oryx Finance is a special purpose vehicle incorporated specifically for the purposes of the Proposed Transaction and does not have any activities. Oryx Finance is jointly controlled by ES-KO Group Limited and Phatisa Fund Managers 2 Limited ("**PFM 2**"). The parties submitted that ES-KO Group Limited controls several firms that operate in the following COMESA Member States: Djibouti, Kenya, Mauritius, Somalia and Uganda. The firms controlled by ES-KO Group Limited do not compete with the Phatisa Group on the one hand and the Target Group on the other hand. ES-KO Group Limited and the firms controlled by it are referred to as the "**ES-KO Group**". PFM 2 is a private equity fund manager and through its controlled portfolio companies has operations in the following COMESA Member States: Kenya, Malawi and Zambia. The portfolio companies that are controlled by PFM 2 do not compete with the ES-KO Group on the one hand and the Target Group on the other hand. PFM 2 and the firms controlled by it are referred to as the "**Phatisa Group**".

The parties submitted that the Proposed Transaction will not raise any horizontal effects concerns as there are no overlaps between the activities of the ES-KO Group and the Phatisa Group on the one hand and the Target Group on the other. The Proposed Transaction will also not raise any input or customer foreclosure concerns. The ES-KO Group, the Phatisa Group and the Target Group are not in a customer/supplier (vertical) relationship and the Proposed Transaction will therefore not have any impact on the competitors of the ES-KO Group, the Phatisa Group, and the Target Group in COMESA

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](mailto:akamanga@comesacompetition.org). All written representations should be sent to the Commission not later than **8 August 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 **Ali Kamanga, Principal Analyst, Competition Division** on Tel: +265 (0) 111 772 466/529/530 or [akamanga@comesacompetition.org](mailto: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.