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Common Market for Eastern
and Southern Africa

19 September 2024

CCC Merger Inquiry Notice No. 36 of 2024

Notice of Inquiry into the Proposed Acquisition of controlling interest by African Drybulk Limited in Incorp 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 controlling interest by African Drybulk Limited (“**ADL**”) in Incorp Limited (“**Incorp**”, or the “**target firm**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties have submitted that the proposed transaction concerns the acquisition by African Infrastructure Investment Managers (“**AIIIM**”), through ADL, of a controlling interest in Incorp.

The parties have submitted that ADL is a special purpose vehicle established for purposes of the proposed transaction. AIIIM is a fund manager, which manages infrastructure funds in accordance with management/advisory agreements, ultimately controlled by Old Mutual Limited (“**Old Mutual**”), a public company listed on the Johannesburg Stock Exchange. AIIIM develops and manages private equity infrastructure funds designed to invest long-term institutional unlisted equity in African infrastructure projects. AIIIM actively manages investments in East, West and Southern Africa. In the Common Market, investment funds and/or vehicles controlled by AIIIM and Old Mutual have activities in the Democratic Republic of Congo, Kenya, Eswatini, Malawi, Rwanda, Uganda, Zambia, Zimbabwe.

The parties have submitted that Incorp is the holding company of Bulkstream Limited (“**Bulkstream**”), a provider of cargo handling, terminal operation and logistics services in respect of bulk commodities to local millers and global commodity trading houses. It aims to grow the economies of the East African countries in which it operates. In the COMESA Common Market, Bulkstream has activities in Kenya and Uganda only.

The parties have submitted that the proposed transaction presents an opportunity for AIIIM to support the development of Bulkstream’s business in Kenya and Uganda and achieve positive outcomes by means of promoting secure and efficient logistics infrastructure. Furthermore, it will not result in a substantial prevention or lessening of competition in the Common Market as there are no horizontal or vertical overlaps between the activities of the merging parties in the Common Market.

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: mdebessay@comesacompetition.org. All written representations should be sent to the Commission not later than **9 October 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 **Mr. Mengistu Debessay, Senior Analyst, Competition Division** on Tel: +265 (0) 111 772 466 or mdebessay@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.