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**Common Market for Eastern
and Southern Africa**

Case File No. CCC/MER/11/47/2024

**Decision¹ of the 120th Meeting of the Committee Responsible
for Initial Determinations Regarding a Contravention of
Article 24(1) of the Regulations in relation to the Proposed
Acquisition by BRED Banque Populaire of Sole Control of
BFV – Societe Générale Madagascar**

ECONOMIC SECTOR: Banking and Financial Services

23 September 2025



¹ In the published version of this decision, some information has been omitted pursuant to Rule 73 of the COMESA Competition Rules concerning non-disclosure of business secrets and other confidential information. Where possible, the information omitted has been replaced by ranges of figures or a general description.

The Committee Responsible for Initial Determinations,

Cognisant of Article 55 of the Treaty establishing the Common Market for Eastern and Southern Africa (the "**COMESA Treaty**");

Having regard to the COMESA Competition Regulations of 2004 (the "**Regulations**"), and in particular Part 4 thereof;

Mindful of the COMESA Competition Rules of 2004, as amended by the COMESA Competition [Amendment] Rules, 2014 (the "**Rules**");

Conscious of the Rules on the Determination of Merger Notification Thresholds and Method of Calculation of 2015;

Having regard to the COMESA Merger Assessment Guidelines of 2014;

Having regard to the COMESA Competition Commission Guidelines for Determination of Administrative Fines and Penalties of 2023;

Recalling the overriding need to establish a Common Market;

Recognising that anti-competitive mergers may constitute an obstacle to the achievement of economic growth, trade liberalization and economic efficiency in the COMESA Member States;

Considering that the continued growth in regionalization of business activities correspondingly increases the likelihood that anti-competitive mergers in one Member State may adversely affect competition in another Member State;

Desirous of the overriding COMESA Treaty objective of strengthening and achieving convergence of COMESA Member States' economies through the attainment of full market integration;

Determines as follows:

Introduction and Relevant Background

1. On 28 January 2025, the COMESA Competition Commission ("**the Commission**") received a notification for approval of a merger regarding the Proposed Acquisition by BRED Banque Populaire ("**BRED**") of sole control of BFV – Societe Générale Madagascar ("**BFV-SG**"), pursuant to Article 24(1) of the Regulations.
2. As part of its assessment of this transaction, the Commission noted that the Share Purchase Agreement ("**SPA**") relating to this transaction was signed on 2nd August 2024.
3. The Commission observed that the parties were potentially in contravention of Article 24(1) of the Regulations which puts an obligation on the parties to notify the merger transaction to the Commission within 30 days of their decision to merge.



4. The Commission therefore investigated whether the parties have complied with Article 24(1) of the Regulations in this transaction.
5. The parties while acknowledging that the notification of the transaction was made outside of the prescribed statutory time period, provided explanations on the circumstances which led to the delay. The parties further submitted that they did not knowingly fail to comply with their obligations to notify the Commission and as soon as they realized the omission, they immediately notified the transaction to the Commission before it was implemented. BRED made further submissions to the Commission that in the circumstances of the case, the Commission should use its discretion not to impose a fine on the parties and if the Commission determines that a fine is warranted, it should impose a symbolic penalty.
6. Pursuant to Article 13(4) of the Regulations, there is established a Committee Responsible for Initial Determinations, referred to as the CID.
7. The CID at its 120th meeting was called to determine the matter.

The Parties

BRED (the “Acquiring Firm”)

8. BRED, is a company incorporated under the laws of France and is part of the BPCE Group, which is a major French bank and insurance group. BRED is mainly active in the provision of retail and corporate banking services such as loans and deposits to its customers. In the Common Market, the Acquiring Group operates in Djibouti and Kenya.
9. The Acquiring Group provides the following services in Djibouti and Kenya:
 - i. Corporate and retail deposit services;
 - ii. Corporate and retail loan services; and
 - iii. Payment services.

BFV-SG (the “Target Firm”)

10. BFV-SG is a public limited company (société anonyme) incorporated under the laws of Madagascar. BFV-SG is registered on the list of banks and financial institutions of Madagascar. BFV-SG provides banking services in Madagascar, both in the retail and corporate category, and distributes insurance policies from third-party insurers in connection with its retail credit business and also provides means of payment. In the Common Market, BFV-SG operates only in Madagascar.



Legal framework

11. Article 24(1) of the Regulations provides that, *"A party to a notifiable merger shall notify the Commission in writing of the proposed merger as soon as it is practicable but in no event later than 30 days of the parties' decision to merge"*.
12. Article 24 (2) of the Regulations provides that, *"Any notifiable merger carried out in contravention of this part shall have no legal effect and no rights or obligations imposed on the participating parties by any agreement in respect of the merger shall be legally enforceable in the Common Market"*.
13. Article 24(3) of the Regulations provides that, *"Notification in terms of paragraph 1 shall be made in such form and manner as may be prescribed and shall be accompanied by the prescribed fee and such information and particulars as may be prescribed or as the Commission may reasonable require"*.
14. Further, Article 24(4) of the Regulations provides that, *"The Commission in addition to sanctions under paragraph 1 may impose a penalty if the parties to a merger fail to give notice of the merger as required by paragraph 1"*.
15. Article 24(5) of the Regulations further states that *"A penalty imposed in terms of paragraph 4 may not exceed ten per centum of either or both of the merging parties' annual turnover in the Common Market as reflected in the accounts of any party concerned for the preceding financial year"*.
16. Article 24(6) of the Regulations provides that, *"When determining an appropriate penalty, the Commission shall consider the following factors:*
 - (a) *The nature, duration, gravity and extent of the contravention;*
 - (b) *Any loss or damage suffered as a result of the contravention;*
 - (c) *The behaviour of the parties concerned;*
 - (d) *The market circumstances in which the contravention took place;*
 - (e) *The level of benefits derived from the contravention;*
 - (f) *The degree to which the parties have co-operated with the Commission; and*
 - (g) *Whether the parties have previously been found in contravention of competition Regulations in the region."*
17. The Commission's Guidelines for Determination of Administrative Fines and Penalties ("**Guidelines on Fines and Penalties**") provide a step-by-step process of calculating fines and penalties for contraventions under the Regulations. Section 5, Paragraph 1 of the Guidelines on Fines and Penalties provides that:

"The Commission will use the following two-step methodology when setting the fine to be imposed on undertakings found to be in breach of the Regulations:



- a. *First, the Commission will set a base amount for each undertaking or association of undertakings.*
 - b. *Second, the Commission may adjust the base amount upwards or downwards considering aggravating and mitigating factors on a case-by-case basis."*
18. Section 5, Paragraph 7 of the Guidelines on Fines and Penalties provides that, *"...the base amount of the fine denotes the starting point against which the mitigating and aggravating factors will be adjusted. The base amount will be a proportion of the turnover depending on the nature, the degree of gravity and the duration of the infringement". Further, "the assessment of gravity will be determined on a case-by-case basis for all types of infringements, taking account of all the relevant circumstances of the case".*
19. Section 5, Paragraph 5 of Guidelines on Fines and Penalties provides that, *"...in determining the turnover of an undertaking, the Commission will take into account the undertaking's latest available audited figures..."*.
20. Section 5, Paragraph 12 (h) of the Guidelines on Fines and Penalties provides that the general base proportion of turnover to be applied shall be as follows:
"...other infringements, a base from 0.5% to 1% of turnover...".
21. Section 5, Paragraphs 15 and 16 of the Guidelines on Fines and Penalties also provide that the base amount may be adjusted depending on aggravating or mitigating factors. For mitigating factors, the Commission is required to consider the following factors:
 - a. *Cooperation – whether the undertaking(s) concerned has cooperated with the Commission during the investigation by among others, through admission of liability, disclosure of more evidence, and working within the given timelines, the base amount may be decreased by up to 50%;*
 - b. *First offender- whether the undertakings(s) are first-time offenders and have not been the subject of previous enforcement action on similar conduct under the Regulations, the Commission at its own discretion may decrease the base amount by up to 30%;*
 - c. *Termination of the infringement- where the undertaking(s) concerned provide evidence that infringement was terminated as soon as the Commission commenced investigations or intervened, the base amount may be decreased by up to 5% on account of this factor. In this case, the infringement was regularised when the parties notified the transaction to the Commission.*
22. Rule 4 of the Rules on the Determination of Merger Notification Thresholds and Method of Calculation (the **"Merger Notification Thresholds Rules"**) provides that:



“Any merger, where both the acquiring firm and the target firm, or either the acquiring firm or the target firm, operate in two or more Member States, shall be notifiable if:

- a) the combined annual turnover or combined value of assets, whichever is higher, in the Common Market of all parties to a merger equals or exceeds USD 50 million; and*
 - b) the annual turnover or value of assets, whichever is higher, in the Common Market of each of at least two of the parties to a merger equals or exceeds USD 10 million, unless each of the parties to a merger achieves at least two-thirds of its aggregate turnover or assets in the Common Market within one and the same Member State”.*
23. The undertakings concerned have operations in two or more Member States. The undertakings concerned held a combined annual asset value of more than the threshold of USD 50 million in the Common Market and they each held asset value of more than USD 10 million in the Common Market. In addition, the parties did not hold more than two-thirds of their respective aggregate turnover or asset value in one and the same Member State. The CID was thus satisfied that the transaction constitutes a notifiable transaction within the meaning of Article 23(5)(a) of the Regulations.

Compliance with Article 24(1) of the Regulations

Submissions by the Commission

24. The Commission submitted that it was not disputed that the transaction was notifiable under the Regulations as it met the merger notification thresholds.
25. The Commission submitted that the SPA relating to this transaction was signed on 2 August 2024. By virtue of Paragraph 5.1 of the Merger Assessment Guidelines, the decision to merge relating to this transaction was therefore made on 2 August 2024 and pursuant to Article 24(1) of the Regulations, the transaction ought to have been notified to the Commission by 2 September 2024. However, the Commission submitted that the parties made the filing of the transaction to the Commission on 26 November 2024, with a delay of over 3 months from the signing of the SPA.
26. The Commission hence submitted that an infringement of Article 24(1) of the Regulations had occurred.
27. The Commission submitted that pursuant to Article 24(4) and Article 25(5) of the Regulations, a fine should be imposed in this matter, in accordance with Section 5, Paragraph 12(h) of the Guidelines on Fines and Penalties. The Commission submitted that given the nature, degree of gravity and duration of the infringement,



the [REDACTED] should be applied in setting of the base amount of the fine.

Calculation of turnover for the imposition of the fine

28. The Commission submitted that it examined firstly whether fine should be imposed on the turnover of the acquiring group or on both merging parties.
29. On first issue, the Commission submitted that the acquiring group operates in the Common Market via two enterprises, namely BRED and BPCE Group. The Commission submitted that BRED had shareholding in BPCE group and after a careful perusal of BPCE group's constitutive documents, it was satisfied that BRED by itself did not have control over the BPCE group and therefore liability for the infringement of Article 24(1) of the Regulations could not be imputed to the BPCE group.
30. On the second issue, the Commission submitted that the notification was made by BRED only and the nature of the transaction involved the acquisition by BRED, indirectly through its wholly owned subsidiary, Compagnie Financière de la BRED, of sole control of BFV-SG by acquiring 70% of its share capital and voting rights.
31. The Commission submitted that the transaction confers controlling interest within the meaning of Article 23(2) of the Regulations to BRED.
32. The Commission submitted that the Notice of Merger Form 12 ("**Form 12**"), prescribed under Article 24(3) of the Regulations provides that "*The notification shall be completed jointly by the parties to the merger or in the case of the acquisition of a controlling interest in one firm by another, the acquiring firm shall complete the notification*". The Commission submitted that the Form 12, which is developed pursuant to Rule 55(1) of the Rules, provides a responsibility to submit a merger filing on an acquiring firm in the instant of acquisition of controlling interest.
33. The Commission submitted that pursuant to the Form 12, as the acquirer of controlling interest in the Target, BRED was obligated to complete the notification to the Commission. The Commission further submitted that it had noted from the parties' submissions that indeed, it was BRED which had the responsibility to make the merger filing.
34. The Commission submitted that Article 24(5) of the Regulations provides that "*A penalty imposed in terms of paragraph 3 may not exceed ten per centum of **either or both of the merging parties**' annual turnover in the Common Market as reflected in the accounts of any party concerned for the preceding financial year*".
35. The Commission submitted that in the matter at hand only BRED was liable for the infringement of Article 24(1) of the Regulations and therefore the fine should be computed by the CID only on BRED's turnover in the Common Market.



Quantum of the fine

36. The Commission submitted that BRED had been very cooperative and it had acted in good faith and therefore such mitigating factors ought to be considered in the calculation of the fine, consistent with Article 24(6) of the Regulations and the Guidelines on Fines and Penalties. In view of this, the Commission submitted that a reduction of 85% to the base amount of the fine should be applied in this matter by the CID, resulting in the imposition of a penalty of Twenty-Eight Thousand and Fifty United States Dollars (**USD28,050**).

Submissions by the parties

37. BRED submitted that it had initially analysed the notifiability of the transaction on the basis of the COMESA Merger Assessment Guidelines and in particular paragraph 3.9 of the said Guidelines which provides that an enterprise '*operates*' in a Member State if its annual turnover or the value of its assets in that Member State exceeds USD5 million.
38. Further, BRED submitted that it later realised that the Revised Practice Note on the Commission's Interpretation of the Term "*Operate*" under the COMESA Competition Regulations and the Application of Rule 4 on the Calculation of Merger Notification Thresholds of 9 March 2023, renders inapplicable the USD5 million criterion.
39. BRED submitted that as soon as it became aware of the notifiability of the transaction under the Regulations, it notified the Commission without delay.
40. BRED submitted that it was solely responsible for the notification of the transaction. BRED submitted that the CID should, using its discretionary powers, waive the imposition of the fine because the infringement was committed inadvertently. BRED submitted that the CID cannot disregard the fact that it did not in any way evade the Commission's jurisdiction but, on the contrary, had voluntarily and fully adhered to it.
41. BRED submitted that by choosing not to penalise a party that has failed to comply with the 30-day notification period despite having notified the transaction before it was implemented, the CID would encourage companies to notify their transactions and would retain its full ability to intervene on potentially anti-competitive mergers.
42. BRED submitted that by refraining from penalising a party which had notified a transaction outside of the statutory delay but had not yet implemented it, the CID would set a precedent which would encourage parties to comply with the COMESA merger control regime.
43. BRED submitted that a sanction should only be applied in the event of failure to notify, which led the Commission to investigate and order the parties to notify after



the completion of the transaction and not in the event of late notification of a transaction that had not yet been implemented, which was the case here.

44. BRED further submitted that if the CID considered that it should still be penalised, it should be fined a reasonable and proportionate fine for this infringement and should impose a symbolic penalty.

Consideration by the CID

45. The CID considered that the Regulations impose an obligation on merging parties to notify a proposed merger as soon as it is practicable and no later than 30 days of the parties' decision to merge. Further, merger notification under the Regulations is non-suspensory, that is, parties are at liberty to consummate the transaction even before the Commission has issued a decision on its effects on competition and public interest. For this reason, the CID considered that it was imperative for merging parties to adhere to the timelines set in the Regulations, such that if ever the merger has been consummated and where it is found that the transaction will negatively impact competition and public interest, remedial measures can be taken promptly to prevent the pernicious effects of the transaction. To this end, where such an obligation has been set in the legal framework, it is imperative that the Commission ensures adherence to the same.
46. The CID observed that the decision to merge occurred on 2 August 2024, being the date of signing of the binding agreement between the merging parties, therefore the notification should have been made by 2 September 2024. However, the notification was only made on 26 November 2024. The CID therefore observed and considered that the merging parties breached Article 24(1) of the Regulations by failing to notify the transaction within the prescribed 30-day period.
47. The CID noted that Article 24(4) of the Regulations empowers the Commission to impose penalties of not more than ten percent of either or both of the merging parties' annual turnover in the Common Market where the parties fail to give notice of the merger as required under Article 24(1) of the Regulations.
48. The CID pursuant to Article 24(6) of the Regulations, is guided to consider the following factors:
 - (a) The nature, duration, gravity and extent of the contravention;
 - (b) Any loss or damage suffered as a result of the contravention;
 - (c) The behaviour of the parties concerned;
 - (d) The market circumstances in which the contravention took place;
 - (e) The level of benefits derived from the contravention;
 - (f) The degree to which the parties have co-operated with the Commission;and



- (g) Whether the parties have previously been found in contravention of competition Regulations in the region.
49. The CID observed that it is guided by its Guidelines on Fines and Penalties which provide a step-by-step process of calculating fines and penalties for contraventions under the Regulations. The relevant provisions of the Guidelines on Fines and Penalties are provided below.
50. Section 5, Paragraph 1 of the Guidelines on Fines and Penalties provides that:
- "The Commission will use the following two-step methodology when setting the fine to be imposed on undertakings found to be in breach of the Regulations:*
- a. First, the Commission will set a base amount for each undertaking or association of undertakings.*
 - b. Second, the Commission may adjust the base amount upwards or downwards considering aggravating and mitigating factors on a case-by-case basis."*
51. Section 5, Paragraph 3 of the Guidelines on Fines and Penalties further provides that the base amount will be set by reference to the turnover and applying the following methodology:
- "In determining the base amount of the fine to be imposed, the Commission will consider the undertaking's turnover within the Common Market in a given financial year which shall be determined as follows: ...for mergers implemented in contravention of the Regulations, it shall be the year before implementation of the merger...".*
52. Section 5, Paragraph 7 of the Guidelines on Fines and Penalties further provides that, *"...the base amount of the fine denotes the starting point against which the mitigating and aggravating factors will be adjusted. The base amount will be a proportion of the turnover depending on the nature, the degree of gravity and the duration of the infringement".* Further, *"the assessment of gravity will be determined on a case-by-case basis for all types of infringements, taking account of all the relevant circumstances of the case".*
53. Section 5 Paragraph 12 (h) of the Guidelines on Fines and Penalties also provides that the general base proportion of turnover to be applied shall be as follows:
- "...Other infringements, a base from 0.5% to 1% of turnover ...".*
54. Section 5, Paragraphs 15 and 16 of the Guidelines on Fines and Penalties also provide that the base amount may be adjusted depending on aggravating or mitigating factors. For mitigating factors, the Commission is required to consider the following factors:



- a. *Cooperation – whether the undertaking(s) concerned has cooperated with the Commission during the investigation among others through admission of liability, disclosure of more evidence, provision of undertakings and working within the given timelines, the base amount may be decreased by up to 50%;*
 - b. *First offender- whether the undertakings(s) are first-time offenders and have not been a subject of previous enforcement action on similar conduct under the Regulations, the Commission at its own discretion may decrease the base amount by up to 30%;*
 - c. *Termination of the infringement- whether the undertaking(s) concerned provide evidence that infringement was terminated as soon as the Commission commenced investigations or intervened, the base amount may be decreased by up to 5% on account of this factor.*
55. The CID noted that the primary objective of administrative penalties is deterrence against repeated violations of the Regulations by the same undertakings, as well as a general deterrence to other firms that may be contemplating engaging in similar breaches. The CID observed that for an administrative penalty to achieve its deterrence objective, it is important that the quantum of the fine be sufficiently high to deter future breaches of the Regulations, whilst having regard to the nature of the contravention. Further, the CID observed that there was an increasing trend in regard to the failure of merging parties to comply with Article 24(1) of the Regulations, therefore measures that would ensure deterrence should be applied.

Factors to be considered in Calculation of the penalty

56. The CID noted that Article 24(5) limits the penalty for contravention of Article 24(1) at a maximum of 10% of the turnover of the parties in the Common Market. The CID further noted that Article 24(6) of the Regulations and Section 5, Paragraphs 15 and 16 of the Commission's Guidelines on Fines and Penalties provide for the mitigating and aggravating factors that the Commission should consider in determining the proposed penalty. The CID therefore considered the following factors in arriving at the penalty:
- a. **nature, duration, gravity and extent of the contravention:** in assessing this attribute, the CID considers the time the parties took in reporting the said contravention after it came to their knowledge immediately it came to their knowledge. The CID also considered the nature of the contravention and its impact on competition including whether it had any negative effect on the market structure that harmed competition. The CID noted that in this case the parties expediently informed the Commission about their contravention of Article 24(1) and made a notification to the Commission. The CID further noted that based on the Commission's assessment of the transaction, the same was unlikely to raise competition or public interest concerns in the Common Market.



- b. **loss or damage suffered as a result of the contravention:** The CID observed that the market had not suffered any loss or damage due to the contravention. This is confirmed from the fact that preliminary observation of the transaction points to the conclusion that the transaction did not raise any competition concerns.
- c. **behaviour of the parties concerned:** The CID observed that BRED acted in good faith and on its own initiative reported its failure to comply with article 24(1) of the Regulations and subsequently took steps to regularize the transaction.
- d. **degree to which the parties have co-operated with the Commission:** The CID observed that BRED voluntarily approached the Commission and informed it of the contravention. The CID further noted that the parties immediately undertook to regularise the contravention by notifying the merger to the Commission on 26 November 2024 and submitted all the information required by the Commission timeously in furtherance of regularization of the transaction.
- e. **Whether the parties have previously been found in contravention of the competition Regulations in the region:** The CID noted that BRED had not been previously found in contravention of the Regulations.

Waiver of the fine

57. The CID was of the view that the fine **cannot** be waived for breach of Article 24 (1) of the Regulations for the following reasons:

- a) **Compliance with the Regulations:** the Regulations impose an obligation on merging parties to notify a proposed merger as soon as it is practicable and no later than 30 days of the parties' decision to merge. The Regulations further provide that a merger carried out in contravention with the Regulations has no legal effect and allows the CID to impose a fine not exceeding ten per cent of either or both of the merging parties annual turnover in the Common Market.

For this reason, the Regulations have provided a timeline in which a notification has to be made to the Commission, such that if ever the merger has been consummated and where it is found that the transaction will negatively impact competition and public interest, remedial measures can be taken promptly to prevent the pernicious effects of the transaction.

- b) **Deterrence:** Fines serve as deterrence to both the merging parties and parties to mergers not yet notified to the Commission and discourage non-compliance with Article 24(1) of the Regulations. Waiving the penalty is likely to diminish the deterrent effect and may encourage non-compliance. The CID observed that instances of non-compliance with Article 24(1) were increasing. It was



therefore important that the Commission takes a firm stance on the matter to stop the increasing trend.

- c) **Fairness and Consistency:** The CID has in two previous cases, namely, *Helios Towers/ Madagascar Towers/Malawi Towers*² and *Sabic/ETG*³ applied fines for non-compliance with Article 24(1) of the Regulations. Applying fines in this present matter would ensure consistency and fairness for all breaches of Article 24(1) of the Regulations. Waiving a fine in this matter would impeach on the CID's impartiality and might be perceived as unfair to the other parties fined by the CID for similar breaches of Article 24(1).
- d) **Precedent value:** Waiving fines would set a wrong precedent and create expectations by stakeholders that fines could be routinely waived for a breach of Article 24(1) of the Regulations. This would undermine the CID's enforcement of the Regulations.

Imposition of a symbolic penalty

- 58. The CID was of the view that a symbolic fine was not warranted in this present case for the following reasons:
 - i. **Lack of deterrent effect:** the imposition of fine would ensure that the merging parties did not engage in any similar conduct and would send a strong signal to stakeholders that non-compliance with the Regulations is taken seriously by the CID.
 - ii. **Lack of accountability:** the imposition of a symbolic fine was inadequate to impute liability on the merging parties for breach of Article 24(1) of the Regulations. A breach of Article 24(1) is not a shallow offence and was in direct conflict with the merger review powers of the Commission and had to be dealt with all the severity required.

- 59. Given these considerations, the CID was of the view that an appropriate fine was necessary to ensure accountability and maintain deterrence.

Calculation of the fine

- 60. For the reasons stated above, the CID considered BRED's turnover of [REDACTED] for the year preceding the transaction.
- 61. In line with Section 5 Paragraph 12(h) of the Guidelines on Fines and Penalties which provides for a base amount range of 0.5% - 1%, the CID considered that

² See CID Decision regarding the Proposed Acquisition of Helios Towers Ltd of shares in Madagascar Towers S.A. and Malawi Towers Limited, <https://comesacompetition.org/wp-content/uploads/2021/05/2021.09.03-Decision.20.2.2021-Fines-for-Non-Compliance-of-Article-24.pdf>

³ See CID Decision regarding Contravention of Article 24(1) of the COMESA Competition Regulations by SABIC Agri-Nutrients Company and ETG Inputs Holdco Limited, <https://comesacompetition.org/wp-content/uploads/2023/05/Decision-Case-No-CCC-MER-08-38a-2022-compressed.pdf>



given the nature, gravity and duration of the infringement, the lowest percentage of 0.5% should be applied on BRED's turnover in the setting of the base amount of the fine.

62. The CID therefore considered the base amount from which to apply any mitigating or aggravating factors as [REDACTED] of BRED's turnover in the Common Market for the year 2023.
63. The CID considered that there were no aggravating factors, noting that the parties were neither repeat offenders nor had they been uncooperative with the Commission. The CID also noted that the contravention had not led to any damage to the market.
64. The CID considered that, having realised that it breached the Regulations, BRED was proactive in informing the Commission of its breach by voluntarily approaching the Commission. The CID observed that because of the parties' proactiveness, the Commission did not expend substantial resources and time in ensuring the breach is regularised. Therefore, the CID considered that it is justified to apply the maximum reductions, as provided for in the Fines and Penalties Guidelines, on mitigating factors to the base amount as follows:

Table 1: Summary on mitigating factors and reductions on the base amount

Mitigating Factor	Reduction (%)	Amount (USD)
Cooperation	50% of the base reduction	[REDACTED]
First offender	30% of the base reduction	[REDACTED]
Termination of infringement	5% of the base reduction	[REDACTED]
Total Reductions		[REDACTED]
Penalty (Base Amount [REDACTED] - Total Reductions [REDACTED])		28,050

Determination

65. Having taken into consideration the requirements of the Guidelines on Fines and Penalties, the CID imposes a fine of **TWENTY-EIGHT THOUSAND AND FIFTY UNITED STATES DOLLARS (USD28,050)** on BRED.
66. The CID directs BRED to pay the fine within thirty (30) days of this Decision.



67. This decision is adopted in accordance with Article 24 of the Regulations.

Dated this 23rd day of September 2025

Commissioner Mahmoud Momtaz (Chairperson)

Commissioner Lloyds Vincent Nkhoma

Commissioner Vipin Naugah

