



Case File No. CCC/MER/10/46/2025

Decision¹ of the 125th Meeting of the Committee Responsible for Initial Determinations Regarding the Proposed Acquisition by Hartree Partners, LP of Touton S.A.

ECONOMIC SECTOR: Agriculture



23 March 2026

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 Where possible, the information omitted has been replaced by ranges of figures or a general description.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,

Desirability of the overriding objective of the Treaty establishing the Common Market for Eastern and Southern Africa (the "**Treaty**"), namely the strengthening and achieving convergence of COMESA Member States' economies through the attainment of full market integration;

Cognisant of Article 55 of the 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;

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.

Determines as follows:

Introduction and Relevant Background

1. On 4 December 2025, the COMESA Competition and Consumer Commission ("**Commission**") received a notification for approval of a merger involving the proposed acquisition by Hartree Partners Holdings, LP ("**Hartree**"), USA, through Hartree Bidco (UK) Limited, UK, ("**Hartree Bidco**") of Touton S.A. ("**Touton**"), pursuant to Article 24(1) of the Regulations.
2. Pursuant to Article 26 of the Regulations, the Commission is required to assess whether the transaction between the parties would or is likely to have the effect of substantially preventing or lessening competition or would be contrary to public interest in the Common Market.
3. Pursuant to Article 13(4) of the Regulations, there is established a Committee Responsible for Initial Determinations, herein referred to as the CID. The decision of the CID is set out below.



The Parties

Hartree Bidco

4. Hartree Bidco is a special purpose vehicle which has been newly incorporated for the purposes of this transaction. Hartree is the parent company of Hartree Bidco. Hartree is a global merchant commodities firm specialising in energy, commodities and financial markets, including energy, metals, renewable energy, and securities. Hartree is ultimately indirectly controlled by Oaktree, which is indirectly jointly controlled by OCGH GP and Brookfield. Oaktree is a global alternative and non-traditional investment management firm which emphasises an opportunistic, value-oriented and risk-controlled approach to investments in distressed debt, high yield bonds, convertible securities, senior loans, corporate control, real estate, emerging market equities and mezzanine finance. Brookfield is a global investment firm, headquartered in Toronto, Canada, that deploys pools of discretionary capital globally for investors across its core businesses, including its asset management business and its operating businesses focused on renewable power and transition, infrastructure, private equity and real estate.
5. In the Common Market, the acquiring group operates in the Democratic Republic of Congo, Djibouti, Egypt, Ethiopia, Kenya, Libya, Madagascar, Mauritius, Seychelles, Sudan, Tunisia, Uganda and Zimbabwe.

Touton

6. Touton is a global French soft commodities specialist which trades and processes commodities such as cocoa, coffee and vanilla.
7. In the Common Market, Touton operates in Egypt, Madagascar, Rwanda, Tunisia and Uganda.

Jurisdiction of the Commission

8. Article 24(1) of the Regulations requires 'notifiable mergers' to be notified to the Commission. 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”.

9. The undertakings concerned have operations in two or more Member States. The undertakings concerned derived a turnover of more than the threshold of USD50 million in the Common Market and they each derived a turnover of more than USD10 million in the Common Market. In addition, the parties do not derive/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.

Details of the Merger

10. The notified transaction concerns the acquisition of 100% of the shares in Touton by Hartree via Hartree Bidco.

Competition Analysis

Consideration of the Relevant Markets

11. In the determination of the relevant market, which is divided into relevant product and relevant geographic markets, the CID is guided by the COMESA Guidelines on Market Definition and other authorities on the subject.

Relevant Product Market

12. The CID noted that, **“a relevant product market comprises all those products and/or services which are regarded as interchangeable or substitutable by the consumer, by reason of the products' characteristics, their prices and their intended use”**.²
13. The CID noted that the transaction raises a horizontal overlap in the activities of the merging parties with respect to the supply of coffee beans.
14. In line with Paragraph 8.4 of the COMESA Merger Assessment Guidelines, considering that this transaction is a horizontal merger, the CID's assessment focused on the overlap between the product and geographic relations of the parties.
15. Coffee beans can be differentiated based on their quality and origin. The CID has previously considered that the International Coffee Organisation has divided coffee production into four groups on the basis of the predominant type of coffee produced by each country.³ The four coffee groups are: Colombian mild arabicas, other mild arabicas, Brazilian and other natural arabicas, and Robustas. The difference between each coffee group lies in the flavour and characteristics of the actual coffee bean.⁴ Each group varies therefore in quality and flavour. Arabica coffee is said to have less

² Paragraph 7 of the COMESA Guidelines on Market Definition

³ Decision of the Seventy-Eighth Committee Responsible for Initial Determinations regarding the Proposed Merger Involving Danish Sustainable Development Goals Investment Fund K/S and Global Tea and Commodities Ltd

⁴ Ibid



caffeine than Robusta and is usually considered superior in taste. Arabica coffee tends to have a smoother, sweeter taste, with flavour notes of chocolate and sugar. On the other hand, Robusta coffee is said to have a stronger, harsher and more bitter taste, with grainy or rubbery overtones.

16. Notwithstanding the potential narrower market segmentations, the CID observed that the transaction raised minimal overlaps between the activities of the merging parties. As such, the CID deemed that considering Arabica and Robusta coffee beans as separate relevant product markets would not alter the determination of this proposed transaction. For this reason, the CID deemed it appropriate to consider the relevant product market as the supply of coffee beans.
17. On the basis of the foregoing assessment, and without prejudice to its future approach in similar cases, **the CID construed the relevant product market as the supply of coffee beans.**

Relevant Geographic Market

18. Paragraph 8 of the Market Definition Guidelines defines the relevant geographic market as, **“...the area in which the undertakings concerned are involved in the supply and demand of products or services, in which the conditions of competition are sufficiently homogeneous, and which can be distinguished from neighbouring areas because the conditions of competition are appreciably different in those areas”.**
19. The CID recalled its previous decision which considered that the geographic scope for coffee beans is typically global in scope due to the international nature of both production and consumption. Coffee beans are predominantly grown in specific regions of the world, traded extensively across borders and consumed globally. For instance, among the significant global exporters of arabica coffee, which is indigenous to Ethiopia include Brazil, Ethiopia, Colombia, Guatemala, Honduras, Peru, and Vietnam.⁵ On the other hand, key robusta coffee exporting countries include Vietnam, Brazil, Indonesia, India, Uganda and Malaysia.⁶
20. The CID recalled its previous consideration that the high tradability of unprocessed coffee beans, low transportation costs relative to value, and well-established global commodity exchanges platforms for trading coffee futures (such as Intercontinental Exchange (ICE) in New York, London International Financial Futures and Options Exchange (LIFFE)), support a global geographic scope of the coffee market.
21. In view of the foregoing considerations and recognizing that the transaction under review would not raise competition concerns under any alternative market definition, the CID construed the relevant geographic market for **the supply of coffee beans as global.**

⁵ Ibid

⁶ Ibid



Conclusion of Relevant Market Definition

22. For the purposes of assessing the proposed transaction, and without prejudice to its approach in future similar cases, the CID identified the relevant market as the **global supply of coffee beans**.

Consideration of Substantial Lessening of Competition or “Effect” Test

Market Shares and Concentration

23. The CID noted the submission by the parties that there are several suppliers of coffee beans in the Common Market. The CID also noted the parties’ submission that their estimated respective market shares were less than 1 - 5% each⁷ in the Common Market.
24. The CID noted the parties’ submission that in each of the Member States where they operate, there are other suppliers which hold market shares ranging from 5 to 10%.⁸ The CID also noted that the parties were unable to estimate the market shares of the competitors of the Acquirer where it operates. The CID further noted the parties’ submission on market shares below for the Target and its competitors for the supply of coffee beans in the Common Market as presented below.

Table 1: Market shares of the Target and its competitors for the supply of coffee beans in the Common Market⁹

Supplier	Geographic Region	Market Shares (%)
Group Sopex	██████████	10 - 20
Olam	██████	10 - 20
Louis Dreyfus Company	██████	10 - 15
Sucafina	██████	5 - 10
Sucden	██████	5 - 10
Sucafina	██████	5 - 10
Volcafe	██████	5 - 10
Walter Matter	██████████	1 - 10
ETG	██████████	1 - 10
Touton	██████	1 - 5

⁷ Confidential information claimed by merging parties
⁸ Confidential information claimed by merging parties
⁹ Confidential information shared by merging parties



25. The CID noted the submission by the parties that the combined market share of the merged entity will be less than 1 - 5% for the supply of coffee beans in the Common Market.
26. The CID considered that given the relevant geographic market was global, the market share of the merged entity in the global supply of coffee beans was likely to be lower than 1 - 5%.
27. The CID further recalled its previous consideration that the global market for coffee beans is likely to be highly competitive with major players such as Kicking Horse Whole Beans; Death Wish Coffee; The Coffee Beans Co.; La Colombe Torrefaction, INC.; Coffee Beans International, Inc.; illy caff S.p.A.; Luigi Lavazza S.P.A.; La Colombe Torrefaction, Inc.; Hawaiian Isles Kona Coffee Company, Ltd.; and Peets Coffee & Tea, Inc.¹⁰ For this reason, the CID was of the view that the merged entity will face competitive constraints post transaction and the market being fragmented, no competition concerns would arise.

Determination

28. The CID, therefore, determined that the merger was not likely to substantially prevent or lessen competition in the Common Market or a substantial part of it, nor will it be contrary to public interest. The CID further determined that the transaction was unlikely to negatively affect trade between Member States.
29. This decision is adopted in accordance with Article 26 of the Regulations.

Dated this 23rd March 2026

Commissioner Mahmoud Momtaz (Chairperson)

Commissioner Lloyds Vincent Nkhoma

Commissioner Vipin Naugah

¹⁰ Decision of the Seventy-Eighth Committee Responding to the Proposed Merger Involving Danish Sustainable Development Goals Investment Fund K/S

