



Case File No. CCC/MER/12/53/2025

Decision¹ of the 125th Meeting of the Committee Responsible for Initial Determinations Regarding the Proposed Acquisition of Joint Control over One Foods Holdings Limited by BRF GmbH and Halal Products Development Company

ECONOMIC SECTOR: Manufacturing



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 Where possible, the information omitted has been replaced by ranges of figures or a general description.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 5 January 2026, the COMESA Competition and Consumer Commission (“**Commission**”) received a notification for approval of a merger involving proposed acquisition of joint control over One Foods Holdings Limited (the “**One Foods**”, with its subsidiaries, or the “**Target Group**”) by Halal Products Development Company (“**HPDC**”, or the “**Acquiring Firm**”), along with an existing controller – BRF GmbH (“**BRF**”), 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

HPDC (the “Acquiring Firm”)

4. HPDC is headquartered in Riyadh, the Kingdom of Saudi Arabia and was established to localize the halal production industry in Saudi Arabia and develop the global halal ecosystem. HPDC is a wholly owned subsidiary of the Public Investment Fund (“PIF”).
5. HPDC provides advisory services, such as expert guidance to assist parties in navigating the halal industry. In this regard, HPDC offers strategic planning, regulatory advice and support for market entry, compliance and product development. HPDC also provides assistance with product registration and halal compliance services to ensure that products meet the highest standards of halal certification. HPDC does not supply any products or services in the Common Market.

- [REDACTED]
7. HPDC, PIF and all entities directly or indirectly controlled by HPDC and PIF are collectively referred to as the “acquiring group”.
 8. The acquiring group through its controlled portfolio companies are active in the activities as presented in Table 1 below.

Table 1: List of Acquiring Group’s controlled portfolio companies with activities in the Common Market

Name of portfolio company	Description of activities	Member State where turnover is generated
The Saudi Electronic Gaming Holding (Savvy) Company	Electronic gaming	In all Member States
Saudi Arabian Mining Company (Ma’aden)	Mining activities	Democratic Republic of Congo, Egypt, Kenya, Malawi, Mauritius, Tunisia, Zambia, and Zimbabwe

² Information claimed as confidential by the merging parties.

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Kuwait Food Company (Americana) ⁴	Supply of chicken and beef products	████████
Saudi Tadawul Group Holding Company (Tadawul)	Financial services	Egypt, Kenya,
Industrialization & Energy Services Company (Taqa)	Energy	Egypt and Libya
Folk Maritime Services Company	Maritime services	Egypt and Sudan
Aircraft Leasing Company (Avilease)	Aircraft leasing	Tunisia
Saudi Telecom Company (STC), Gulf International Bank (GIB) B.S.C, The Saudi Egyptian Investment Company, Fund of Funds Company (Jada),	Telecommunication services, banking and finance	Egypt

BRF

9. BRF, was established in Austria and is a holding company for a group of food production companies that are active globally across multi-protein portfolios (mainly poultry and beef). BRF operates under its parent company, Marfrig Global Goods Company S.A. (“**MBRF**”) based in Brazil. The parties submitted that MBRF supplies its products across the value chain from the end consumer to large retail and food service chains, through full solutions in animal and plant-based proteins, processed foods, industrial ingredients, pet nutrition and premium products.
10. Within the Common Market, BRF operates in Comoros, DRC, Djibouti, Egypt, Kenya, Libya, Mauritius, Seychelles Tunisia and Zambia.

One Foods (the “Target Firm”)

11. One Foods is a wholly owned subsidiary of BRF and operates BRF's food business across the Gulf Cooperation Council Countries (GCC). One Foods is a holding company incorporated under the laws of the United Arab Emirates. One Foods controls the following entities which have presence within the Common Market:
 - (i) Federal Foods LLC; and
 - (ii) Al Wafi Food Products Factory – Sole Proprietorship LLC.
12. The Target Group supplies chicken, beef and vegetable products in the Common Market. In the Common Market, the Target Group operates in Libya and Tunisia.



Jurisdiction of the Commission

13. 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”.
14. 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

15. The notified transaction involves the proposed acquisition of joint control over One Foods by BRF and HPDC.

Competition Analysis

Consideration of the Relevant Markets

16. 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

17. 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**”.⁵

⁵ Paragraph 7 of the COMESA Guidelines on Market Definition



18. The CID noted that the acquiring group (that is HPDC and PIF) are both active in electronic gaming, mining activities, banking and financial services, energy, food sector, maritime services, aircraft leasing, and telecommunication services. The CID also noted that the acquiring group also supplies [REDACTED]. The CID further noted that BRF supplies its products across the value chain from the end consumers to large retail and food service chains, through full solutions in animal and plant-based proteins, processed foods, industrial ingredients, pet nutrition and premium products. The CID noted that the Target Group supplies [REDACTED].

19. The CID observed that the proposed transaction raises a horizontal product overlap within the Common Market in relation to the supply of chicken and beef products, considered part of meat products. The CID's assessment of the relevant product market therefore focused on the supply of meat, that is, chicken and beef products, being the market where both parties were active within the Common Market.

Supply of meat

20. Meat and related products may be segmented according to the types of animals from which it is sourced such as poultry (for instance chicken), cattle or pigs.

21. Demand side and the supply side substitution between different meats may be limited. The production process of the different types of meat can also be considered distinct on account of different upstream supply chains and processing infrastructure. The CID considered that a supplier of chicken and related products cannot readily source raw chicken inputs from beef or pork producers, as these upstream producers cannot swiftly and without significant cost reconfigure their breeding, rearing, and slaughtering operations to switch between the types of animals. Further, differences in farming cycles, animal husbandry practices, processing lines, veterinary requirements, and regulatory approvals further limit the scope for immediate and effective supply-side substitution across types of animals. Accordingly, it does not appear that suppliers of meat products from one type of animal could, within a short time frame and without significant additional investment, switch production to meat products from another type of animal in response to a SSNIP.

22. From a demand side perspective, substitution between meat products derived from different types of animals is also likely to be limited. Consumers are unlikely to substitute poultry meat products with pork products in response to a SSNIP, due to distinct characteristics, price, health and religious and cultural preferences. For instance, chicken is prized for its high protein content, affordability, and adaptability, and is preferred amongst consumers who are concerned about their health due to its low fat and high nutritional content including iron, phosphorus, and vitamins B6 and B12.⁶

⁶ See <https://www.researchandmarkets.com/report/chicken>, accessed on 23 February 2026.



23. Religious and cultural dietary restrictions may further limit substitution across the different types of meat. For example, under the Muslim religion, pork is prohibited and similarly the Hindu faith prohibits the consumption of beef.
24. The CID recalled its previous decisions where it was considered that consumers would not be willing to substitute poultry meat products with beef or pork meat products in response to SSNIP due to the distinct attributes such as flavour, taste, nutritional value, tenderness, cost, ease of use, as well as religious beliefs.⁷ The CID considered that meat products derived from different types of animals are unlikely to belong to the same relevant product market.
25. While acknowledging its previous decisional practice on demand side substitutability of different types of meat⁸, the CID took the view that the assessment of the relevant product market in this sector should henceforth be done on a case-by-case basis.
26. The CID also noted that other parameters for segmenting the market for chicken and beef may be on account of whether either is supplied as frozen or fresh which are seen as distinct alternatives by consumers. Further considerations may include whether the targeted market strictly requires the meat supplied to be halal in accordance with the Islamic faith as the case may be for Tunisia and Libya where the target is operational.
27. In light of the foregoing, and having noted that the transaction was unlikely to raise any competition concerns under any alternative market definition, CID left the relevant product market open.

Relevant Geographic Market

28. 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”**.
29. The CID considered that the relevant geographic markets for the supply of chicken meat and beef were likely to be at least national in scope due to consideration of limitations of transportation and refrigeration facilities particularly these products are frozen. To sufficiently supply these products over certain distances within national territories and to be competitive, a supplier thus requires investment in refrigerated vehicles. A supplier wishing to supply from outside a country may face further limitations to this effect which may restrict the market to national. The CID also considered that strictly halal certification requirements in certain countries may a factor to limit the geographic scope to national. Strictly halal certification requirements in

⁷ See the Seventy-Sixth meeting of the CID on Agthia Group PJSC and Ismailia Agricultural and Industrial Investment (Furat) S.A.E., dated 28th June 2021.

⁸ See the Decision of the 117th Meeting of the CID regarding proposed merger involving Africa Poultry Development Limited and MHM-KUKU Limited, dated 3 May 2024.



countries such as Tunisia and Libya where the Target operates may further limit these markets as national.

30. The CID also observed that while cross-border trade was possible for branded beef and chicken meat products, it is likely that such cross-border trade is minimal in practice and may not be substantial compared to the volumes of chicken meat and beef products locally produced. Further, regulatory requirements, such as sanitary and phytosanitary standards, import permits, and certification processes, also act as constraining factors for cross-border trade. The CID also noted that consumer preferences for fresh, locally sourced meat is likely to limit the substitutability with imports. For instance, the CID noted the parties' submission that the Target has only a minimal presence in the Common Market, supplying insignificant volumes of branded chicken and beef products.⁹ [REDACTED]
31. The CID noted that while both parties were active in the supply of chicken meat and beef, they were not active in the same geographic areas. [REDACTED] while the Target was active in Libya and Tunisia.
32. In light of the above and in line with its decisional practice¹⁰ the CID observed that it was appropriate to identify national markets in Libya and Tunisia, being the Member States where the Target was active. However, having observed that the competitive assessment in this transaction was not likely to be altered under any alternative markets, the CID left the geographic market open.

Conclusion of Relevant Market Definition

33. For the purposes of assessing the proposed transaction, and without prejudice to its approach in future similar cases, the relevant market was left open.

Consideration of Substantial Lessening of Competition or "Effect" Test

Market Shares and Concentration

34. The CID considered that it was not necessary to conduct a detailed assessment of the market structure, having noted that the transaction would not alter the market structure.
35. This notwithstanding, the CID noted the submission by the parties that the Target Group has a minimal presence in the Common Market, supplying insignificant volumes of chicken and beef products to [REDACTED] in Libya from which it respectively generates approximately USD [REDACTED] and USD [REDACTED] in revenue.¹¹ Further, the Target Group supplied insignificant volumes of chicken

⁹ Confidential information claimed by merging parties.

¹⁰ See the seventy-sixth meeting of the CID on Agthia Group PUSC and Ismailia Agricultural and Industrial Investment (Furat) S.A.E., dated 28th June 2021, and the hundred seventeenth meetings of the CID regarding proposed merger involving Africa Poultry Development Limited and MHM-KUKU Limited, dated 3 May 2024.

¹¹ Confidential information claimed by the merging parties.



products to [REDACTED] in Tunisia where it generated approximately USD [REDACTED]¹² in revenue.

36. The CID also noted the parties' submissions that they did not have any credible data, nor was there any reliable publicly available information, that would enable an accurate determination of estimated market shares in the Common Market. The CID further noted the parties' estimated market shares of the Target Group and its competitors as presented in Table 2 below.

Table 2: Estimated market shares for the supply of chicken products in Libya¹³

Competitor	Market Shares (%)	
	Pre-merger	Post-merger
Seara Alimentos Ltd	20-30	20-30
BRF S.A.	20-30	20-30
Vibra Agro-industrial SA	10-20	10-20
Copacol Cooperativa Agro-industrial Consolata	10-20	10-20
Cooperativa Central Aurora Alimentos	<10	<10
Lar Cooperativa Agro-industrial	<5	<5
One Foods (the Target Group)	<1	<1
Others	<10	<10
Total	100	100

37. The CID observed that the Target Group is an insignificant player in the relevant market where Seara Alimentos Ltd, BRF S.A., Vibra Agro-industrial SA, Copacol Cooperativa Agro-industrial Consolata, and Cooperativa Central Aurora Alimentos are the leading players. The CID further observed that, the above top five players collectively hold approximately 80-90% share of the supply of chicken meat product market, while the Target Group held less than 1% and the remaining approximately <15% market share was distributed among other players, highlighting the concentrated nature of the sector.
38. The CID observed that the proposed transaction would not result in market share accretion in the chicken meat market, as the acquiring group does not have presence in Libya. The CID concluded that the merged entity would remain a marginal player in this relevant market, and the proposed transaction would not alter existing market dynamics in Libya. Given the absence of the acquiring group in Libya and insignificant

¹² Confidential information claimed by the merging parties

¹³ Confidential information claimed by merging parties.



market of share the Target Group, the CID considered that this proposed transaction was unlikely to raise competition concerns.

39. With regards to the supply of beef products market in Libya, the CID noted the below estimated market shares as submitted by the parties.

Table 3: Estimated Market Shares for the supply of beef products in Libya¹⁴

Competitor	Market Shares (%)	
	Pre-merger	Post-merger
Plena Alimentos SA	<30	<30
JBS SA	20-30	20-30
Marfrig Global Foods SA	10-20	10-20
Minerva SA	<10	<10
Irmaos Goncalves Comercio & Industria Ltd	<10	<10
One Foods	<1	<1
Others	<20	<20
Total	100	100

40. The CID noted that the supply of beef meat market in Libya is also characterised by the presence of other stronger players where the Target Group has insignificant market share. The CID observed from Table 3 above that, Plena Alimentos SA, JBS SA, and Marfrig Global Foods SA are the top three market leaders, commanding 65-70% of the market share.
41. The CID observed that the Target Group had minimal market share in the supply of beef meat in Libya. Given that the acquiring group does not have presence in the Libyan markets for the supply of beef meat, the CID observed that this acquisition would not affect the market structure in Libya.
42. The CID noted the parties' submissions by One Foods and its largest competitors on the estimated market shares in the supply of chicken products in Tunisia, as presented in Table 4 below.



¹⁴ Confidential information claimed by merging parties.

Table 4: Estimated Market Shares for the supply of chicken products in Tunisia¹⁵

Competitor	Market Shares (%)	
	Pre-merger	Post-merger
Seara Alimentos Ltd	45-55	45-55
Cooperativa Central Aurora Alimentos	25-35	25-35
Sao Salvador Alimentos SA	<15	<15
Coopavel Cooperativa Agroindustrial	<5	<5
Jaguafrangos Industria & Comercio De Alimentos Ltd	<5	<5
BRF S.A.	<5	<5
One Foods	<1	<1
Others	<1	<1
Total	100	100

43. The CID noted from Table 4 above that the chicken meat market in Tunisia is concentrated with Seara Alimentos Ltd, Cooperativa Central Aurora Alimentos, and Sao Salvador Alimentos SA commanding above █% of the market share. Brazil based Seara Alimentos Ltd is the dominant supplier of chicken meat in Tunisia given its market share between 45-55% while One Foods is an insignificant player with less than 1% market share. The CID further observed that the acquiring group does not have presence in the Tunisian markets for the supply of Chicken meat. Thus, this transaction would not affect the existing chicken meat market structure in Tunisia.
44. The CID observed that Libya and Tunisia, being part of the Middle East and North Africa (MENA) region, chicken meat and beef markets were characterised by the presence of both local players and imports from United Arab Emirates (UAE). For instance, the Target Group, based in UAE supplies chicken meat and beef to Libya and Tunisia. The CID also observed that Libya and Tunisia also import chicken meat and beef from Turkey through local partners or importers.¹⁶ The CID further noted that leading Brazilian companies such as Seara Alimentos Ltd are the major suppliers of chicken and beef products into Libyan and Tunisian markets.
45. From the above, the CID noted that the Target Group's market share was small and considering that the relevant markets are open for import competition, the CID was of

¹⁵ Confidential information claimed by merging parties.

¹⁶ See <https://www.mla.com.au/globalassets/mla-corporate-prices--markets/documents/os-markets/red-meat-market-snapshots/mla-mena-beef-snapshot-2017.pdf> accessed on 23 March 2026.



the considered view that the proposed transaction would not result in the creation or strengthening of a dominant position which could lead to unilateral effects.

46. Accordingly, the CID considered that the proposed transaction was unlikely to negatively impact competition in the relevant markets.

Determination

47. 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.
48. 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

