



Advancing Regional Integration  
through Competitive Markets  
and Empowered Consumers

**Case File No. CCC/MER/04/16/2026**

**Decision<sup>1</sup> of the Fifth (5<sup>th</sup>) Meeting of the Panel Responsible  
for Determinations Regarding the Proposed Merger between  
Nedbank Group Limited and NCBA Group PLC**

**ECONOMIC SECTOR:** Banking and financial services



**10 June 2026**

<sup>1</sup> In the published version of this decision, the COMESA Competition and Consumer Protection Commission has omitted or replaced information by ranges of figures or a general description, due regard had to the legitimate interest of undertakings in the protection of their business secrets, pursuant to Rule 37 of the COMESA Competition and Consumer Protection Rules 2025.

## **The Panel Responsible for Determinations,**

The Panel Responsible for Determinations (“**Panel**”) established pursuant to Regulation 20 of the COMESA Competition and Consumer Protection Regulations (the “**Regulations**”):

Desirous of the overruling objective of strengthening and achieving convergence of COMESA Member States’ economies through the attainment of full market integration as enshrined in the Treaty Establishing the Common Market for Eastern and Southern Africa (the “**Treaty**”);

Cognisant of Article 55 of the Treaty;

Having regard to the Regulations, and in particular Charter Four thereof;

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 27 April 2026, the COMESA Competition and Consumer Commission (the “**Commission**”) received a notification regarding the proposed acquisition by Nedbank Group Limited (“**Nedbank**” or “**the Acquiring Firm**”) of up to 66% of the issued ordinary shares of NCBA Group PLC (“**NCBA**” or “**the Target Firm**”), pursuant to Regulation 42(1) of the Regulations.
2. Pursuant to Regulation 47 of the Regulations, the Commission is required to determine whether or not the merger is likely to substantially lessen competition and/or is likely to significantly affect public interest in the Common Market.

### **The Parties**

#### ***Nedbank***

3. Nedbank is a public company incorporated in the Republic of South Africa. The Acquiring Firm is a diversified financial services provider, offering banking, investment, insurance, and stockbroking services and is licensed and regulated by the Prudential Authority and the South African Reserve Bank. The Acquiring Firm is headquartered in South Africa with a primary listing on the Johannesburg Stock



Exchange. It is also listed on the Namibia Securities Exchange and has a representative office in Nairobi, Kenya and is licensed by the Central Bank of Kenya.

4. In the Common Market, the Acquiring Firm operates in the Democratic Republic of Congo, Egypt, Eswatini, Kenya, Mauritius, Rwanda, Seychelles, Tunisia, Uganda, Zambia and Zimbabwe.

### **NCBA**

5. NCBA is a public company limited by shares, incorporated under the laws of Kenya and whose shares are listed and traded on the Nairobi Securities Exchange. It is a holding company for its subsidiaries in Kenya, Tanzania, Uganda, Rwanda and Ghana. The Target Firm and its subsidiaries are together referred to as the '**Target Group**'. The Target Group provides retail, corporate and digital banking, asset finance, securities brokerage, bancassurance, insurance and investment banking services.
6. In the Common Market, the Target Group operates in Kenya, Rwanda and Uganda.

### **Jurisdiction of the Commission**

7. Regulation 42(1) of the Regulations requires a 'notifiable merger' to be notified to the Commission prior to its implementation. Only mergers that satisfy the prescribed thresholds pursuant to Regulation 41(5) and 41(8) of the Regulations are regarded as notifiable mergers. The merger notification thresholds are prescribed under Rule 23(1) of the Rules which provides that:

Pursuant to Chapter Four of the Regulations, a merger 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 COM\$60 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 COM\$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.
8. The undertakings concerned have operations in two or more Member States. The undertakings concerned derived a turnover of more than the threshold of USD60 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 Panel was thus satisfied that the transaction constitutes a



notifiable transaction within the meaning of Regulation 41(5) and 41(8) of the Regulations.

## **Details of the Merger**

9. The notified transaction involves the proposed acquisition by Nedbank of up to 66% of the issued ordinary shares of NCBA.

## **Competition Analysis**

### ***Consideration of the Relevant Markets***

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

#### *Relevant Product Market*

11. The Panel 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”**.<sup>2</sup>
12. The Panel noted that although the main activity of the acquiring firm is the provision of banking, investment, insurance and stockbroking services, it does not have operations or a commercial banking license in Kenya, Uganda or Rwanda. The Acquiring Firm nonetheless provides loans to select sovereign, corporate or institutional clients in Kenya, Uganda and Rwanda through its Corporate Banking Division.
13. The Panel further noted that the Target Firm provides a wide range of financial products relating to commercial banking (business loans, business accounts, SME business accounts, and fixed term investment accounts) and retail banking (deposit facilities, loans and overdraft facilities, payment cards and private banking services to individuals).
14. The Panel hence noted that the provision of commercial banking activities of the merging parties do not overlap geographically in the Common Market. As stated above, the Acquiring Firm does not provide commercial banking services in those jurisdictions where the Target Firm provides commercial banking services, notably, Kenya, Uganda or Rwanda.
15. The Panel recalled that the Committee Responsible for Initial Determinations<sup>3</sup> has previously considered the relevant market for banking services to be national in

<sup>2</sup> Paragraph 7 of the COMESA Guidelines on Market Definition

<sup>3</sup> Decision of the 109<sup>th</sup> Meeting of the Committee Responsible for Initial Determinations regarding the Proposed Acquisition by Access Bank Plc of 100% of the issued share capital of National Bank of Kenya Limited.



scope. The Panel noted that the transaction raised a horizontal overlap in the parties' activities pertaining to the provision of loans to commercial customers in Kenya, Uganda and Rwanda.

16. In line with Paragraph 8.4 of the COMESA Merger Assessment Guidelines, the Panel's assessment of the relevant market(s) focussed on the horizontal overlap between the product and geographic relations supplied by the parties.
17. The Panel observed that banking services encompass a broad range of financial products offered to different categories of customers. For the purposes of the market definition, the Panel deemed it appropriate to segment these services both by customer type and product characteristics.
18. The Panel observed that retail banking services are provided to private individuals and small enterprises and are generally standardised. Such services include deposit account services (such as current accounts and saving accounts), payment services (including ATM services, payment card issuing, credit transfer, direct debits, standing orders and cheques), lending products (such as personal loans, consumer credits, overdrafts, mortgages) and investment related services (including mutual funds, pension products, and basic brokerage and custody services).<sup>4</sup>
19. The Panel further observed that commercial banking is the traditional business activity of depository institutions. The core commercial banking activities are accepting deposits and issuing loans but could include other activities.<sup>5</sup> Commercial banking is contrasted with investment banking.<sup>6</sup> Clients of commercial banks include small, mid-size and large corporate clients.
20. Although commercial banking may include the provision of corporate banking services, the Panel noted that those two segments may differ according to the types of clients targeted. Given that the parties provide similar types of services in corporate banking that differ from those provided in retail banking to individuals and smaller businesses, the Panel segmented banking services into retail banking and corporate banking services.
21. The Panel observed that corporate banking services are provided to medium and large enterprises and typically involve more complex and tailor-made financial solutions. These services include working capital finance, business term loans, asset and trade finance, pre-and post-shipment finance, and commodity finance. The requirements of corporate clients may also differ from retail clients. The Panel noted for instance, that corporate clients often require working capital to fund their payments when expected receipts are late, and banks normally provide the type of

<sup>4</sup> See the Decision of the 124<sup>th</sup> Committee Responsible for Initial Determinations regarding the Merger involving Absa Bank Uganda Limited and the wealth and retail banking business of Standard Chartered Bank Uganda Limited; and case No. 8414-DNB/Nordea/Luminor Group, paragraph 15, dated 14/09/2017.

<sup>5</sup> [Commercial Banking | Glossary | Practical Law](#)

<sup>6</sup> [Commercial Banking | Glossary | Practical Law](#)



working capital necessary to meet the needs of such customers. The Panel further noted that corporate customers typically exhibit greater bargaining power, enabling them to negotiate pricing (e.g. interest rates) and service conditions. While certain products (e.g., deposit accounts) may be similar in principle across retail and corporate segments, the Panel considered that they differ significantly in terms of scale, pricing, service model and contractual terms.

22. The Panel noted that in **ABSA Bank Uganda Limited/Standard Chartered Bank Uganda Limited**<sup>7</sup>, the Committee Responsible for Initial Determinations considered retail banking and corporate banking services as separate relevant product markets. This distinction is supported by limited demand-side substitutability between retail and corporate customers and supply-side substitutability given differences in product design, risk assessment and service delivery. The Panel noted that retail banking is typically volume-driven, involving large number of customers with relatively low transaction value, whereas corporate banking is value-driven, involving fewer clients with high-value and often complex transactions.
23. The Panel further noted that in **Access Bank PLC/National Bank of Kenya Limited**<sup>8</sup>, the Committee Responsible for Initial Determinations considered that there are distinct products that are offered to different customers under both the retail and corporate banking segments. These products are namely loans, deposit and payment services. The Panel considered that lending services comprise services through which financial institutions such as banks provide credit to customers, in the form of personal loans, mortgages, credit cards, overdrafts, SME loans, and corporate loans. The Panel noted that loans are defined as financial assets that are created when a creditor lends funds directly to a debtor and are evidenced by non-negotiable documents.<sup>9</sup>
24. The Panel noted that payment services entail cash deposit or withdrawal through electronic payment, and this comprises either direct debit, standing order, credit transfer, debit card, credit card, or mobile banking/payment services. From a demand-side perspective, the Panel considered that payment services and lending services are not substitutable because they satisfy different needs; payment services facilitate the movement of funds, whereas lending services provide access to financing. A customer seeking to make or receive payments would not switch to a loan product in response to a 5-10% price increase in payment services, and a customer requiring credit would not regard payment services as a substitute. From a supply-side perspective, the Panel noted that payment services providers may not be able and willing to switch to providing lending services as they will require credit

<sup>7</sup> See the Decision of the 124<sup>th</sup> Committee Responsible for Initial Determinations regarding the Merger involving Absa Bank Uganda Limited and the wealth and retail banking business of Standard Chartered Bank Uganda Limited.

<sup>8</sup> Decision of the 109<sup>th</sup> Meeting of the Committee Responsible for Initial Determinations regarding the Proposed Acquisition by Access Bank PLC of 100% of the issued share capital of National Bank of Kenya Limited.

<sup>9</sup> [Monetary and Financial Statistics Manual: IMF, 2009](#)



or prudential regulation. The Panel observed that a firm specializing in payments cannot necessarily begin lending without access to funding, credit-risk assessment capabilities and regulatory approvals. Similarly, the Panel noted that a lender may not be able to offer payment services without connectivity to payment infrastructure, payment systems licenses, or e-money authorizations.

25. The Panel considered that deposit is an investment made by an account holder in a bank for security and/or gaining interests that will benefit an individual in the future. Deposit services involve the placement of funds by customers with a financial institution for safekeeping and/or earning interest. Lending services, by contrast, involve the provision of funds by the bank to customers, subject to repayment of principal and interest, typically with associated credit risk, and in many cases, collateral requirements. Considering the distinct characteristics of deposit and lending services, the Committee Responsible for Initial Determinations in **First National Bank Zambia Ltd/ Wealth and Retail Business of Standard Chartered Bank of Zambia PLC**<sup>10</sup> concluded that there is no meaningful demand-side substitutability between deposit and lending services, as they serve different purposes. For example, a customer seeking financing cannot substitute a deposit product to meet its funding needs, and neither can a customer substitute their demand for deposit services with loan services.
26. The Panel noted that the Committee Responsible for Initial Determinations<sup>11</sup> in its past decisional practice, considered that payment services can be considered as distinct from deposits and lending services on the ground that payment services play the role of transferring deposit balances held in banks across other banks, from banks to customers or from customers to banks (that is, mobile money to bank account transfer). The Committee Responsible for Initial Determinations however did not segment payment services further into retail and corporate customers, noting that advancement in technology has greatly enhanced the ease with which payments can be made by both corporate and retail customers.<sup>12</sup> Therefore, given the different purposes and distinct features of deposits, loans and payment services, the Committee Responsible for Initial Determinations concluded<sup>13</sup> that they should be categorised as distinct product markets.
27. However, for the purposes of this proposed transaction, given that there is a horizontal overlap between the activities of the parties in the provision of lending services for commercial/corporate customers, the Panel defined the relevant market as the **provision of lending services (segmented for retail and commercial/corporate customers)**.

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<sup>10</sup> Decision of the 126<sup>th</sup> Meeting of the Committee Responsible for the Initial Determinations regarding the merger involving First National Bank Zambia Limited and the Wealth and Retail Business of Standard Chartered Bank Zambia PLC.

<sup>11</sup> Ibid.

<sup>12</sup> Ibid.

<sup>13</sup> Ibid.



28. Based on the foregoing assessment, and without prejudice to the Panel's approach to similar cases in future, the relevant product market is construed as **provision of lending services (segmented for retail and commercial/corporate customers).**

*Relevant Geographic Market*

29. The Panel noted that 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”.
30. The Panel recalled that the Acquiring Group operates in Eswatini and Zimbabwe and provides cross-border loans to customers in certain countries in the Common Market including Kenya, Rwanda, and Uganda, while the Target Group is duly licensed to operate in Kenya, Rwanda and Uganda. The Panel observed that by virtue of how they are licensed, banking services are mostly regulated under the relevant laws in a country where the services are provided such that different requirements for operation are likely to apply in different countries. The Panel noted that corporate lending services (in particular, advances and loans to corporate entities involved in international trade) tends to be predominantly national in scope since they require a close relationship between a bank and its clients in order to provide tailor-made funding.<sup>14</sup>
31. The Panel noted the parties' submission that the Acquiring Firm provides cross-border loans to customers located in the Common Market; the Panel was of the view that this might broaden the geographic market for such services. However, the Panel considered that since the merging parties' activities overlap in Kenya, Rwanda and Uganda, the geographic market can be defined as national markets within those countries.

*Conclusion on Relevant Markets*

32. Based on the foregoing assessment, and without prejudice to the Panel's approach in similar future cases, the relevant markets have been identified as **the provision of lending services (segmented for retail and commercial/corporate customers) in each of Kenya, Uganda and Rwanda.**

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<sup>14</sup> Decision of the 109<sup>th</sup> Meeting of the Committee Responsible for Initial Determinations regarding the Proposed Acquisition by Access Bank PLC of 100% of the issued share capital of National Bank of Kenya Limited.



## **Consideration of Substantial Lessening of Competition or “Effect” Test**

### *Market Shares and Concentration*

#### Provision of lending services to commercial customers

33. Since there is a horizontal overlap between the merging parties for the provision of lending services to corporate customers only, the Panel considered the estimated market shares of the Acquiring Firm, the Target Firm and their competitors, for the provision of lending services to corporate customers in Kenya, Uganda and Rwanda as per the tables below.

**Table 1: Non-Confidential Market shares for the provision of loans to commercial customers in Kenya<sup>15 16</sup>**

Entity	% 2023	% 2024	% 2025
Nedbank	[<2%]	[<2%]	[<2%]
NCBA	<10%	<10%	<10%
KCB Bank Kenya Ltd	<20%	<20%	<20%
Equity Bank Kenya Ltd	<15%	<15%	<15%
Co-operative Bank of Kenya Ltd	<10%	<10%	<10%
ABSA Bank Kenya PLC	<10%	<10%	<10%
Stanbic Bank Kenya Ltd	<10%	<10%	<10%

34. The Panel observed that the combined market share of the merged entity, post-transaction, in the market for the provision of lending services to corporate customers in Kenya, is estimated to be <10%, that is, below 15%.



<sup>15</sup> Parties submitted that Nedbank provides lending services to corporate customers doing business in Kenya on a cross-border basis.

<sup>16</sup> The market share figures presented in the tables above are estimates computed from publicly available sources where available, including central bank supervisory reports and published financial statements.

**Table 2: Non-Confidential Market shares for the provision of lending services to corporate customers in Uganda<sup>17 18</sup>**

Entity	% 2023	% 2024	% 2025
Nedbank	[<2%]	[<2%]	[<2%]
NCBA	<5%	<5%	<5%
Stanbic Bank	<20%	<20%	N/A
Centenary Bank	<15%	<15%	N/A
ABSA Bank	<10%	<10%	N/A
Stanchart	<10%	<10%	N/A
DFCU	<5%	<5%	N/A

35. The Panel noted that the combined market share of the merged entity, post-transaction, for the provision of loans to commercial customers in Uganda, is estimated to be <2%, that is, below 15%.

**Table 3: Non-Confidential Market shares for the provision of lending services to corporate customers in Rwanda<sup>19 20</sup>**

Entity	% 2023	% 2024	% 2025
Nedbank	[<2%]	[<2%]	[<2%]
NCBA	<5%	<5%	<5%
BoK	<45%	<45%	<45%
Equity	<20%	<20%	<20%
BPR	<20%	<20%	<20%
I&M	<15%	<15%	<15%
Ecobank	<10%	<10%	<10%

<sup>17</sup> Parties submitted that Nedbank provides lending services to corporate customers doing business in Uganda on a cross-border basis.

<sup>18</sup> The market share figures presented in the tables above are estimates computed from publicly available sources where available, including central bank supervisory reports and published financial statements.

<sup>19</sup> Parties submitted that Nedbank provides lending services to corporate customers doing business in Rwanda on a cross-border basis.

<sup>20</sup> The market share figures presented in the tables above are estimates computed from publicly available sources where available, including central bank supervisory reports and published financial statements.



36. The combined market share of the merged entity, post-transaction, for the provision of lending services to corporate customers in Rwanda is estimated to be: <2%, that is, below 15%.
37. The Panel noted the parties' submissions whereby the market for the provision of lending services to corporate customers in Kenya, Uganda and Rwanda are characterized by the presence of multiple large, established domestic and international banks with significant lending volumes, extensive customer relationships, diversified funding sources and strong brand recognition. The Panel considered that such banks will exert a strong competitive constraint on both the target and acquiring group, post-merger.
38. Due to the low market share of parties in Kenya, Uganda and Rwanda, the minimal accretion of shares post-merger and the strong competitive constraints exercised by alternative providers of commercial lending services on the merging parties, the Panel concluded that the proposed merger was not likely to lead to the creation or strengthening of market power of the parties in the relevant markets.

### **Determination**

39. The Panel was satisfied that, pursuant to Regulation 47, the merger was not likely to substantially prevent competition in the Common Market or a substantial part of it, nor would it significantly affect public interest.
40. The Panel, therefore approved the merger pursuant to Regulation 48 of the Regulations.

Dated this 10<sup>th</sup> day of June 2026

**Commissioner Mahmoud Momtaz (Chairperson)**

**Commissioner Lloyds Vincent Nkhoma Commissioner Luyamba Kizito Mpamba**

