



Advancing Regional Integration
through Competitive Markets
and Empowered Consumers

Case File No. CCC/MER/04/14/2026

Decision¹ of the 5th Meeting of the Panel Responsible for Determinations Regarding the Proposed Acquisition by Tractafric Equipment International GBL of Bartrac Equipment GBL

ECONOMIC SECTOR: Construction and Mining Equipment



10 June 2026

¹ 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 6 May 2026, the COMESA Competition and Consumer Commission (the “**Commission**”) received a notification regarding proposed acquisition by Tractaftric Equipment International GBL (“**Tractaftric**” or the “**Acquirer**”) of Bartrac Equipment GBL (“**Bartrac**” or the “**Target**”), 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

Tractaftric

3. Tractaftric is a company registered under the laws of Mauritius. Tractaftric is controlled by Compagnie Optorg (“**Optorg**”), which is in turn wholly owned by AL Mada, a company registered in Morocco. Tractaftric is active in the distribution of construction and mining equipment and the provision of after-sales services for such equipment. Tractaftric is a partner of brands such as Caterpillar and offers a wide range of mining, construction, forestry equipment, spare parts, industrial and marine



engines, power plants, generators and handling equipment. Tractafric, Optorg, and AL Mada together comprise the “**Acquiring Group**”.

4. In the Common Market, the Acquiring Group operates in Burundi, the Democratic Republic of Congo (“**DRC**”), Egypt, Ethiopia, Kenya, Madagascar, Mauritius, Rwanda, Sudan, Tunisia and Uganda.

Bartrac

5. Bartrac is a company registered under the laws of Mauritius. Bartrac is presently held 50% by Tractafric and Barloworld Equipment Proprietary Limited. The principal activity of Bartrac and its subsidiary, Congo Equipment SARL (together referred to as the “**Target Group**”) is the distribution of Caterpillar construction and mining equipment and the provision of after-sales services for construction and mining equipment, which activity is limited to the former Katanga province of the DRC.
6. In the Common Market, the Target Group operates only in the DRC.

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 entails the proposed acquisition by Tractafric of an additional 50% of the shares in Bartrac, resulting in Tractafric acquiring sole control of Bartrac.

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”**.²
12. The Panel noted from the parties’ submissions that the Acquiring Group is engaged in:
 - a) mining activities in Sudan involving the extraction, processing, and supply of precious metals, cobalt, fluorite, base metals, and related derivatives and by-products;
 - b) financial and life insurance services in Egypt and Tunisia through non-controlling shareholdings;
 - c) the sale and distribution of Caterpillar-branded products across the construction, mining, energy, and industrial sectors; the distribution of Caterpillar-branded parts and components; the provision of after-sales support services, including diagnostics, maintenance, repairs, and condition monitoring; and the provision of technical expertise and training for the safe and efficient operation of Caterpillar-branded equipment in Rwanda and DRC (through its existing 50% shareholding in the Target Group);
 - d) the sale of motor vehicles and related after-sales services in Rwanda; and
 - e) the provision of consulting services to the Target Group, through Compagnie Optorg.

13. The Panel also noted that the Target Group is engaged in:

² Paragraph 7 of the COMESA Guidelines on Market Definition



- a) the sale and distribution of Caterpillar-branded products across the construction, mining, energy, and industrial sectors;
 - b) the distribution of Caterpillar-branded parts and components;
 - c) the provision of after-sales support services, including diagnostics, maintenance, repairs, and condition monitoring for such equipment; and
 - d) the provision of technical expertise and training for the safe and efficient operation of Caterpillar-branded equipment in the DRC.
14. The Panel therefore observed that the merging parties are both active in the sale and distribution of Caterpillar-branded equipment and the provision of related support services. Their activities overlap in several areas which include the sale and distribution of equipment used in the construction, mining, energy, and industrial sectors, as well as the distribution of related parts and components. In addition, both parties provide after-sales services, including diagnostics, maintenance, repairs, condition monitoring, and technical expertise and training for the safe and efficient operation of the equipment.
15. Accordingly, the Panel's assessment of the relevant product market focused on the horizontal overlap in the three areas, namely:
- a) the distribution of heavy construction and mining equipment;
 - b) the distribution of parts and components for such equipment; and
 - c) the provision of after-sales services for such equipment.
16. Further, the Panel found it necessary to assess the vertical relationship that exists between the Acquiring Group and the Target in relation of the provision of consulting services to the Target by the Acquiring Group.

Distribution of construction and mining equipment

17. The Panel observed that construction equipment comprises a wide range of heavy-duty machinery used in infrastructure development, civil engineering, and building works.³ These machines are typically deployed in activities such as excavation, loading and unloading of materials, site preparation, land clearing, waste handling, and transportation of materials within and between construction sites.⁴ The Panel noted that their design and functionality are tailored to construction-specific applications, which are typically project-based and geographically dispersed.
18. Mining equipment, by contrast, refers to specialised machinery designed for the extraction, handling, and processing of minerals and other geological materials. This

³ <https://www.constructionplacements.com/construction-equipment>, accessed on 10 June 2026.

⁴ <https://www.ferrovial.com/en/stem/construction-machinery>, accessed on 10 June 2026.



includes surface and underground mining equipment such as drilling rigs, breakers, haul trucks, crushers, screening equipment, conveyors, stackers, and reclaimers.⁵ Mining equipment is engineered for continuous operation in harsh mining environments and is designed to meet specialised extraction and safety requirements distinct from those of construction equipment.

19. The Panel, therefore, observed that it was evident that construction and mining equipment are not functionally interchangeable. Although both categories fall broadly within the heavy equipment sector, the Panel noted that they serve distinct end-use sectors, operate in materially different environments, and are designed to meet different technical and operational requirements. From a demand-side perspective, customers requiring mining equipment would not ordinarily substitute it with construction equipment, and vice versa, in response to relative price changes, owing to the significant differences in functionality, scale, and intended use. This is consistent with the Committee Responsible for Initial Determinations' previous decisional practices⁶ where construction equipment and mining equipment were considered as distinct relevant markets.
20. The Panel further considered whether additional segmentation may be warranted within the construction and mining equipment markets, particularly between heavy and light construction and mining equipment. Heavy equipment generally includes earthmoving, roadmaking, and material handling machinery such as large excavators, heavy loaders, dozers, graders, and large mining haul trucks. Light equipment, on the other hand, includes smaller-scale machinery such as mini excavators, skid steer loaders, mini wheel loaders, and backhoe loaders, which are typically used in less intensive or space-constrained operations.
21. The primary distinctions between heavy and light equipment are based on their size, capacity, technical specifications, and intended use. Heavy construction and mining equipment are generally larger, more powerful, and designed for large-scale, continuous operations, often requiring specialised operator training and certification.⁷ On the other hand, light construction and mining equipment are smaller and easier to handle and suited to small-scale or short-duration projects, with comparatively lower operational complexity and require less specialised training to operate.⁸
22. Notwithstanding these distinctions, the Panel considered that a further segmentation between heavy and light construction and mining equipment was not necessary for

⁵ <https://www.thebusinessresearchcompany.com/report/mining-machinery-and-equipment-global-market-report>, accessed on 10 June 2026.

⁶ See Case File No. CCC/MER/07/31/2025, the 121st Meeting of the CID regarding the Proposed Merger Involving K2024528179 (South Africa) Proprietary Limited and Barloworld Limited; CCC/MER/04/15/2024, the 108th Meeting of the CID regarding the proposed merger involving SAMS Investment Holding Co. RL/BV and Arizozo Group Holding SA/NV; Case No. 2017/09/LV/06, Deere & Company and Wirtgen Group Holding GmbH, dated 1 October 2017.

⁷ <https://www.otheplace.com/en/top-6-machinery-and-heavy-equipment-safety-tips-to-consider>, accessed on 10 June 2026

⁸ <https://www.warrenat.com/news/construction-equipment-size-guide/>, accessed on 10 June 2026.



purposes of the present transaction, as the competitive assessment does not materially differ under a broader market definition encompassing construction equipment and mining equipment, respectively.

23. In view of the above, the Panel concluded that **construction equipment and mining equipment** belonged to separate market segments.

Distribution of parts and components for construction and mining equipment

24. The Panel noted that the merging parties are also active in the distribution of parts and components for construction and mining equipment. The Panel noted that this market comprises the supply and sale of replacement parts, consumables, attachments, and accessories specifically designed for use with construction and mining equipment. These include, inter alia, engines and engine components, hydraulic systems, transmissions, undercarriage components, filters, tyres, buckets, cutting edges, lubricants, and other wear and tear parts necessary for the continued operation, maintenance, and repair of such equipment.⁹
25. The Panel observed that the distribution of parts and components serves a distinct commercial and operational function from the sale of primary equipment. Unlike heavy equipment, which is typically purchased as a capital asset, parts and components are procured on a recurring basis throughout the lifecycle of the equipment to support maintenance, repairs, replacement of worn parts, and operational continuity. Demand for such parts is therefore largely driven by the installed base of equipment already in operation and the need to minimise downtime.
26. Customers generally require parts and components that are compatible with specific equipment models and brands, which significantly limits substitutability across manufacturers. The Panel observed that this often created a preference for Original Equipment Manufacturer (“OEM”) parts or authorised alternatives, particularly where warranty conditions, technical performance, reliability, and equipment safety are material considerations.
27. In addition, the distribution of parts and components typically requires specialised inventory management systems, technical expertise, and established supply and logistics networks to ensure the timely availability of compatible parts. These Panel considered that those characteristics distinguish the distribution of parts and components from the distribution of primary equipment and support separate market consideration.
28. The Panel’s approach is consistent with established international decisional practice on the aftermarket market definition. In particular, the Panel observed that spare parts markets may constitute distinct product markets separate from primary

⁹ <https://www.mordorintelligence.com/industry-reports/construction-and-mining-equipment-spare-parts-market>, accessed on 10 June 2026



equipment markets, noting that demand for spare parts is often characterised by limited substitutability due to compatibility requirements, switching costs, and customer lock-in effects.¹⁰

29. The Panel further noted that there may be limited substitutability between parts and components used in construction equipment and those used in mining equipment. While certain generic consumables may be used across different categories of machinery, the majority of replacement parts are designed for specific equipment applications and operating environments. Mining equipment is generally larger, operates under more demanding conditions, and requires components engineered to withstand greater levels of stress and wear. As a result, customers operating mining equipment are unlikely to substitute mining-specific parts with parts intended for construction equipment, and vice versa.
30. Furthermore, demand for construction equipment parts and mining equipment parts is derived from separate installed bases of machinery. Suppliers must therefore maintain inventories and distribution networks capable of meeting the specific requirements of each category of equipment. These factors suggest that construction equipment parts and mining equipment parts are subject to different competitive constraints.
31. Accordingly, for purposes of the present transaction, the Panel considered the distribution of parts and components to constitute a distinct aftermarket separate from the sale of primary equipment. The Panel further considered it appropriate to distinguish between: **(i) the distribution of parts and components for construction equipment; and (ii) the distribution of parts and components for mining equipment.**

Provision of after-sales services

32. The Panel observed that the merging parties were also active in the provision of after-sales services for construction and mining equipment. After-sales service refers to the support and assistance provided to customers after they have purchased a product.¹¹ This service includes maintenance, repair, and customer support activities aimed at ensuring that machines operate efficiently throughout their lifecycle.¹² These services are aimed at ensuring that machinery operates efficiently, safely, and reliably throughout its operational lifecycle. For distributors of construction and mining equipment, such as the merging parties, after-sales services are critical not only for maintaining the performance, reliability, and

¹⁰ Case No COMP/M.6718 – Toyota Tsusho Corporation/ CFAO, Case M.9408 – Assa Abloy/Agta Reco, and Case M.8766 – Alliance Automotive Group/GPC Europe

¹¹ <https://www.markt-pilot.com/en/glossary/after-sales-in-machine-manufacturing>, accessed on 10 June 2026.

¹² Ibid.



longevity of equipment but also for minimizing downtime, preserving customer relationships, and supporting long-term customer retention.

33. The Panel noted that after-sales services serve a distinct commercial and operational function from the primary sale of equipment. While heavy equipment is typically acquired as a capital investment, after-sales services are procured on a recurring basis throughout the life of the equipment to ensure continued functionality and operational efficiency. Demand for such services is therefore linked to the installed base of equipment already in operation.
34. The Panel noted that the Committee Responsible for Initial Determinations has previously considered after-sales service as a distinct product market.¹³ This is based on the recognition that customers often prefer to obtain after-sales services from the original equipment manufacturer or its authorised distributors, who are typically better placed to provide such services due to their access to genuine spare parts, proprietary diagnostic systems, technical manuals, and specialised servicing tools required to maintain and repair the equipment to manufacturer standards.
35. The Panel observed that there may be scope for further segmentation of after-sales services for construction and mining equipment, given the differences in the technical characteristics, operating environments, and servicing requirements of the respective machinery. Construction equipment and mining equipment are subject to different usage conditions and wear patterns, which may influence the nature and frequency of maintenance and repair services required. However, as the Panel observed that in practice, dealers, including the merging entities, typically provide after-sales services for both construction and mining equipment within integrated service centres. This operational integration allows service providers to allocate technical personnel and resources flexibly across equipment types and to respond to demand conditions without strict separation between service categories.
36. Accordingly, and consistent with the Committee Responsible for Initial Determinations' previous decisional practice, the Panel considered that while after-sales services may be functionally distinguished from primary equipment sales, the provision of after-sales services for construction and mining equipment may be treated as a single relevant product market, given the integrated nature of service delivery and the ability of providers to service both categories within the same operational framework.
37. Based on the foregoing assessment, and without prejudice to the Panel's approach to similar cases in future, the relevant product markets were construed as:

¹³ See Case File No. CCC/ MER/01/01/2024, 106th Meeting of the CID regarding the proposed acquisition by Discovery Energy Holdings, L.P. of Sole Control over the Energy Business of Kohler CO., and Case File No. CCC/MER/07/31/2025, the 121st Meeting of the CID regarding the Proposed Merger involving K2024528179 (South Africa) Proprietary Limited and Barloworld Limited;



- a) the distribution of construction equipment;
- b) the distribution of mining equipment;
- c) the distribution of parts and components for construction equipment;
- d) the distribution of parts and components for mining equipment; and
- e) the provision of after-sales services for construction and mining equipment.

Relevant Geographic Market

38. 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**”.
39. The Panel considered that the geographic scope for the distribution of construction and mining equipment is likely to be at least COMESA-wide, given that most manufacturers and suppliers operate beyond national borders within the Common Market. Construction and mining equipment are sourced from global manufacturers operating across multiple jurisdictions, including Komatsu (Japan), Caterpillar (USA), Liebherr (Germany), and XCMG (China). These manufacturers distribute equipment through extensive international dealership networks.
40. The Panel further noted that the Target Group is the authorised Caterpillar dealer in the DRC, while the Acquiring Group is active in both the DRC (through the Target Group) and Rwanda. The supply of equipment is therefore undertaken within structured regional dealership frameworks, which transcend national borders.
41. Notwithstanding the global sourcing of equipment, distribution is organised through territory-based dealer networks, driven by logistical considerations, equipment size, and the need for proximity-based support services. In this regard, the Panel considered that the Common Market provides a sufficiently homogeneous geographic framework for the distribution of construction and mining equipment. Accordingly, and consistent with the Committee Responsible for Initial Determinations previous decisional practice,¹⁴ the Panel considered that the relevant geographic market for the distribution of construction and mining equipment is at least COMESA-wide.

¹⁴ See Case File No. CCC/ MER/01/01/2024, the 106th Meeting of the CID regarding the proposed acquisition by Discovery Energy Holdings, L.P. of Sole Control over the Energy Business of Kohler CO., and Case No CCC/MER/07/31/2025, the 121st Meeting of the CID regarding the Proposed Merger Involving K2024528179 (South Africa) Proprietary Limited and Barloworld Limited.



42. Regarding the geographic scope for the distribution of parts and components, the Panel noted that these are also sourced from global OEMs and distributed through regional and authorised dealership networks. While supply chains operate across borders, customers require timely access to compatible parts, which necessitates reliance on regional distribution centres and local dealer networks.
43. In view of the structure of OEM distribution systems and cross-border supply arrangements, the Panel considered that the relevant geographic market for the distribution of parts and components for construction and mining equipment is at least COMESA-wide.
44. With respect to the provision of after-sales services, the Panel considered the geographic scope to be national in nature, as customers rely on local authorised distributors or agents for timely maintenance, repairs, diagnostics, and technical support. The need for rapid response times and proximity to equipment sites necessitates local presence and service capability.
45. In line with the Committee Responsible for Initial Determinations' previous decisional practice, after-sales services are typically provided through local dealership networks, reflecting the importance of proximity and integrated service delivery within each jurisdiction.¹⁵ Distributors typically consider after-sales service an integral part of the heavy construction and mining equipment sales process, often providing these services at fair rates or even free of charge.
46. In view of the above and noting that the Target Group's activities are limited to the DRC, the relevant geographic market for the after-sales services was construed as the national market of the DRC.

Conclusion on Relevant Markets

47. Based on the foregoing assessment, and without prejudice to the Panel's approach in similar future cases, the relevant markets have been identified as
 - a. **the distribution of construction equipment in COMESA;**
 - b. **the distribution of mining equipment in COMESA;**
 - c. **the distribution of parts and components for construction equipment in COMESA;**
 - d. **the distribution of parts and components for mining equipment in COMESA; and**

¹⁵ See Case File No. CCC/ MER/04/15/2024, the 108th Meeting of the CID regarding the proposed merger involving SAMS Investment Holding Co. SRL/BV and Arizzo Group Holding SA/NV; and Case No CCC/MER/07/31/2025, the 121st Meeting of the CID regarding the Proposed Merger Involving K2024528179 (South Africa) Proprietary Limited and Barloworld Limited.



- e. the provision of after-sales services for construction and mining equipment in the DRC.

Consideration of Substantial Lessening of Competition or “Effect” Test

Market Shares and Concentration

48. The Panel noted the parties’ submission that the proposed transaction merely contemplates a change from joint to sole control, and, accordingly, will not result in any change to the competitive landscape in the Common Market. The Target Group will continue to operate as it did prior to the implementation of the proposed transaction.
49. The Panel recalled that the relevant market for the distribution of construction and mining equipment was defined as at least COMESA-wide, reflecting the regional organisation of OEM dealership networks and cross-border supply of equipment.
50. The Panel observed that the market is characterised by the presence of several international OEMs that operate through established global and regional dealership networks. These include Caterpillar, Komatsu, Liebherr, Volvo Construction Equipment, Hitachi Construction Machinery, XCMG, and SANY.¹⁶ These OEMs design and manufacture a broad range of construction and mining equipment and distribute their products through authorised dealer networks across multiple jurisdictions within the Common Market. Their extensive regional presence ensures that customers have access to alternative suppliers, thereby exerting competitive constraints within the market.
51. The Panel noted that parties’ submission of the estimated market shares in the broader market for the distribution of mining, earthmoving, and power systems equipment in DRC and Rwanda, which are considered indicative of their position within the COMESA-wide market. Tables 1 and 2 present these market shares.

Table 1: Estimated market shares in the distribution of mining, earthmoving, and power systems equipment in DRC¹⁷

Competitor	Estimated Market Share		
	2023	2024	2025
Societe Jiang Motors Congo SARL (SANY, LGMG)	10% - 20%	10% - 20%	10% - 20%
Bartrac (Caterpillar)	0% - 10%	0% - 10%	0% - 10%

¹⁶ <https://www.persistencemarketresearch.com/market-research/construction-mining-equipment-market.asp>, accessed 10 June 2026

¹⁷ Information claimed as confidential by the merging parties



SMT (Volvo, SDLG)	0% - 10%	0% - 10%	0% - 10%
Jihai SARL (SDLG)	-	0% - 10%	0% - 10%
Reba Industrial Congo SARL (XCMG, Shantui)	0% - 10%	0% - 10%	0% - 10%
Other XCMG dealers: Equipmall, Lotson Mining, Sicomine	20% - 30%	20% - 30%	10% - 20%
Others	40% - 50%	40% - 50%	50% - 60%
Total	100%	100%	100%

Table 2: Estimated market shares in the distribution of mining, earthmoving, and power systems equipment in Rwanda¹⁸

Competitor	Estimated Market Share		
	2023	2024	2025
Meta Plant & Equipment Rwanda Ltd	20% - 30%	20% - 30%	20% - 30%
Asia Machinery Vehicles	10% - 20%	20% - 30%	20% - 30%
Tractafric	20% - 30%	20% - 30%	20% - 30%
Sany Company Rwanda	10% - 20%	10% - 20%	0% - 10%
Others	0% - 10%	0% - 10%	0% - 10%
Total	100%	100%	100%

52. The Panel noted that in the DRC, the Target Group has an estimated market share of approximately [0%-10%], while in Rwanda, the Acquiring Group has an estimated market share of approximately [20%-30%]. The Panel noted, however, that these market shares at national-level do not translate into a significant regional position when assessed within the broader COMESA-wide framework, where market conditions are characterised by multiple competing global OEMs and extensive dealership networks.
53. The Panel further noted that the transaction does not give rise to any horizontal overlap at the Common Market level, as the Acquiring Group does not independently

¹⁸ Information claimed as confidential by the merging parties



operate in the DRC outside its existing interest in the Target Group, and the parties' activities remain organised through distinct territorial dealership arrangements.

54. In view of the above and taking into account the presence of multiple international competitors and alternative distribution networks across the Common Market, the Panel considered that the proposed transaction was unlikely to substantially lessen competition in the market for the distribution of construction and mining equipment in the Common Market.
55. The Panel noted the absence of the exact market shares of the merging parties in the distribution of parts and components for construction and mining equipment in the Common Market. This notwithstanding, the Panel observed that these markets constitute aftermarkets to the primary equipment markets. As such, the Panel considered that the demand for spare parts is driven by the installed base of equipment and the need for maintenance, repairs, and operational continuity.
56. In this regard, the Panel considered that market positions in the distribution of spare parts and components are likely to broadly reflect market positions in the corresponding equipment markets. This is because spare parts are generally equipment-specific and are not readily interchangeable across different brands or categories of machinery. Demand for construction equipment spare parts is therefore linked to the installed base of construction equipment, while demand for mining equipment spare parts is linked to the installed base of mining equipment.
57. The Panel considered that the proposed transaction does not materially alter the competitive structure of either the construction equipment market or the mining equipment market in the Common Market. Accordingly, the transaction is unlikely to materially alter the competitive dynamics in the corresponding aftermarket markets for the distribution of construction equipment spare parts and mining equipment spare parts. The Panel further noted that customers continue to have access to equipment and spare parts supplied by a number of established global manufacturers and authorised dealer networks, including Caterpillar, Komatsu, Volvo, Liebherr, Hitachi, SANY, and XCMG.
58. The Panel noted that the merging parties are active in the distribution of Caterpillar-branded parts and components for construction and mining equipment, as part of their dealership activities in the DRC (through the Target Group) and Rwanda. In this regard, the transaction will result in a change from joint control to sole control over an existing dealership structure, rather than the combination of independent competing parts distributors, and customers will therefore continue to have access to alternative OEM and authorised suppliers across the Common Market.
59. Accordingly, the Panel considered that the proposed transaction is unlikely to raise competition concerns in the markets for the distribution of parts and components for construction and mining equipment in the Common Market.



60. The Panel considered that the market for the provision of after-sales services for construction and mining equipment is characterised by specialised technical requirements and strong reliance on OEM systems, diagnostic tools, and genuine spare parts to ensure equipment performance, safety, and reliability.
61. In this regard, the Panel noted that the merging parties operate as authorised Caterpillar dealers, embedded within the OEM service network and providing Caterpillar-branded after-sales services in their respective jurisdictions. Given this structure, third-party independent providers are generally constrained by limited access to OEM systems and certified components and are therefore unlikely to exert significant competitive pressure.
62. This notwithstanding, the Panel observed that the relevant geographic market for after-sales services was national in scope, and the merging parties are active in different Member States, namely the DRC (through the Target Group) and Rwanda. The Panel considered that in the absence of overlap within the same national market, there will be no market share accretion or change to the market structure as a result of the transaction. Accordingly, the Panel considered that the transaction was unlikely to raise competition concerns in the market for after-sales services for construction and mining equipment.
63. The Panel noted that a vertical relationship exists between the Acquiring Group and the Target Group. However, this relationship was limited in scope and relates to internal corporate support services, [REDACTED]
[REDACTED]
[REDACTED].¹⁹ These services constitute intra-group administrative and operational support and do not form part of the commercial value chain for the distribution of construction and mining equipment, parts, or related after-sales services.
64. The Panel further noted that the Acquiring Group already exercised joint control over the Target Group, and the proposed transaction therefore does not introduce any new or additional vertical integration between upstream and downstream activities.
65. In view of the nature and limited scale of the relationship between the parties, the Panel considered that the transaction did not give rise to any credible risk of input foreclosure, customer foreclosure, or any other vertical competitive concern in the Common Market. Accordingly, the Panel considered that the proposed transaction was unlikely to raise vertical competition concerns.

¹⁹ Information claimed as confidential by the parties



Determination

66. 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.
67. The Panel, therefore, approved the merger pursuant to Regulation 48 of the Regulations.

Dated this 10th day of June 2026

Commissioner Mahmoud Momtaz (Chairperson)

Commissioner Lloyds Vincent Nkhoma Commissioner Luyamba Kizito Mpamba

