

## Annex

### Jurisdiction/Notification Thresholds

	<b>Asset and/or Turnover requirements</b>	<b>Notification requirement</b>
<b>COMESA</b> (COMESA Competition Regulations, Art 23(3)-(5); Rules on the Determination of Merger Notification Thresholds And Method Of Calculation, Rule 4)	(a) the combined worldwide aggregate annual turnover or combined worldwide aggregate 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.	Mandatory pre-notification (both the acquiring firm and the target firm, or either the acquiring firm or the target firm, operate in two or more Member States)
<b>Botswana</b> (Botswana Competition Act s 47), Regulation 22 of the Competition Regulations of 2018	The assets or turnover in Botswana of the enterprise or enterprises being taken over exceeds P10, 000, 000; or the enterprises concerned would, following implementation of the merger, supply or acquire at least 20 percent of a particular description of goods or services in Botswana.	Mandatory pre-notification
<b>Kenya</b> (Kenya Competition Act, s 42 & 43; Threshold Guidelines, sections 4 - 6)	1. A merger which meets the following threshold shall be notified: a) where the undertakings have a minimum combined turnover or assets (whichever is higher) of one billion shillings and the turnover or assets (whichever is higher) of the target undertaking is above five hundred million shillings; b) where the turnover or assets (whichever is higher) of the acquiring undertaking is above ten billion shillings and the merging parties are in the same market or can be vertically integrated, unless the transaction meets the COMESA Competition Commission Merger Notification Thresholds; c) in the carbon-based mineral sector, if the value of the reserves, the rights and the associated assets to be held as a result of the merger exceeds ten billion shillings; d) where the undertakings operate in the COMESA, have a combined turnover or assets (whichever is higher) not exceeding five hundred million shillings and two-thirds or more	Mandatory pre-notification

	<p>of their turnover or assets (whichever is higher) is generated or located in Kenya.</p> <p>2. Mergers liable for exclusion i.e. that may be exempt from notification subject to approval of application for exclusion:</p> <ul style="list-style-type: none"><li>a) Mergers where the combined turnover or assets of the merging parties is between five hundred million shillings and one billion shillings;</li><li>b) if the firms are engaged in prospecting in the carbon-based mineral sector, irrespective of asset value.</li></ul> <p>3. Excluded transactions not requiring approval of the Authority:</p> <ul style="list-style-type: none"><li>a) the combined turnover or assets (whichever is higher) of the merging parties does not exceed five hundred million shillings; or</li><li>b) the merger meets the COMESA Competition Commission Merger Notification threshold and at least two-thirds of the turnover or assets (whichever is higher) is not generated or located in Kenya.</li></ul>	
<b>Zambia</b> (Competition and Consumer Protection Act, s 26 & 27; Zambia Merger Guidelines, annex paras. 13 – 16; See also Getting the Deal Through: Zambia, Merger Control, <a href="https://getthedealthrough.com/area/20/jurisdiction/50/merger-control-zambia/">https://getthedealthrough.com/area/20/jurisdiction/50/merger-control-zambia/</a> )	<p>A merger transaction requires authorisation by the Commission where the combined turnover or assets, whichever is higher, in Zambia of the merging parties is at least 50 million fee units in the merging parties' most recent financial year in which these figures are available. Fifty million fee units is equivalent to 15 million kwacha.</p>	Mandatory pre-notification
<b>Zimbabwe</b> (Zimbabwe Competition Act, s 34; ICLG, Zimbabwe: Merger Control Laws and Regulations 2021)	<p>A threshold of combined annual turnover or assets in Zimbabwe, either in general or in relation to specific industries (currently ZWL\$10 000 000 of the combined annual turnover or assets in Zimbabwe of the merging parties).</p>	Mandatory pre-notification
<b>Namibia</b> (Namibia Competition Act, ch. 4, s 43 & 44; Determination of class mergers to be excluded from Chapter 4 of Competition Act, 2003, reg 2)	<p>The combined annual turnover or assets in, into or from Namibia of the acquiring undertaking and transferred undertaking is equal to or exceed N\$30 million; and</p> <p>The annual turnover and assets in, into or from Namibia of the transferred undertaking are equal to or exceed N\$15 million</p>	Mandatory pre-notification
<b>Seychelles</b> (Fair Competition Act, s. 21 & 22; UNCTAD (2014), Voluntary Peer Review of Competition Law and Policy, Seychelles, p. 21)	<p>“all mergers involving an enterprise that: (a) by itself controls; or (b) together with any other enterprise with which it intends to effect the merger is likely to control, 40 per cent of a market”</p>	Mandatory pre-notification

<b>Tanzania</b> (Fair Competition Act, s 11 & 13; Tanzania Merger Guidelines, para 4.1; Fair Competition (threshold for Notification of a Merger) (Amendment) Order, 2017)	A merger is notifiable if it involves turnover or assets above threshold amounts the Commission shall specify from time to time (The current threshold is 3,500,000,000 Tanzanian shillings.	Mandatory pre-notification
<b>Mauritius</b> (Mauritius Competition Act, s 48; Mauritius Merger Guidelines, para. 2.26)	All the parties to the merger, supply or acquire goods or services of any description, and will following the merger, together supply or acquire 30 per cent or more of all those goods or services on the market; or (b) one of the parties to the merger alone supplies or acquires prior to the merger, 30 per cent or more of goods or services of any description on the market; and (c) the Commission has reasonable grounds to believe that the creation of the merger situation has resulted in, or is likely to result in, a substantial lessening of competition within any market for goods or services.	Voluntary pre-notification
<b>Malawi</b> (Competition and Fair Trading Act, s 35 & 36, Malawi Merger Guidelines, paras. 5.1.1 et seq.)	No thresholds provided in the Act. Therefore, any merger that results in a change of controlling interest is notifiable.	Voluntary pre-notification (However, if a merger has not been voluntarily notified to the Commission by the parties and the Commission suspects that the merger may likely result in substantial lessening of competition, the Commission may invoke the powers vested in it by Section 8(2)(c) of the Act and require parties to notify the merger.

