



Europe, Middle East and Africa Antitrust Review

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Egypt: updated legislation aligns merger control regime with international standards

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Egypt: updated legislation aligns merger control regime with international standards

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Summary

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IN SUMMARY

This article outlines the main features of the regulation of competition in Egypt and sheds light on developments in competition law during 2024 and up to the date of writing. It also highlights the role of the Egyptian Competition Authority (ECA) and the recent guidelines it has issued. This article also details some aspects of international cooperation in respect of enforcement of competition law and the growing role of the Common Market for Eastern and Southern Africa (COMESA).

DISCUSSION POINTS

- Legal framework for competition in Egypt
 - ECA's role in enforcement of competition law
 - New merger control regime in practice
 - Competition law principles established by courts and the ECA
 - ECA's advocacy initiatives
-

REFERENCED IN THIS ARTICLE

- Egyptian Competition Law as amended in 2022
 - Prime Minister's Decree No. 1316 of 2005 as amended in 2024
 - COMESA Competition Regulations
-

INTRODUCTION

The Egyptian Competition Law (ECL) was enacted by Law No. 3 of 2005. The ECL regulates competition in Egypt and contains rules governing horizontal agreements, vertical restraints, acts constituting abuse of dominance and a post-merger notification regime. It is complemented and further explained by the Executive Regulations issued by Prime Minister's Decree No. 1316 of 2005 (ER).

The ECL was amended in 2008,^[1] 2014^[2] and 2019.^[3] It was amended once more in 2022 to introduce a pre-merger control regime.^[4]

SCOPE OF APPLICATION

The ECL applies to violations committed in Egypt. In addition, the ECL applies to any act committed abroad that constitutes a crime that leads to restricting or harming competition in Egypt.^[5] These acts include agreements and contracts concluded abroad.^[6]

Persons within the definition of the ECL are natural and juridical persons, economic entities, unions, financial groups and different groups of persons regardless of the methods of their establishment, nationality or the headquarters of their activities.^[7] The ER also considers related parties as a single person. It defines related parties as two or more persons with separate legal personalities, one of which directly or indirectly owns most of the shares of the other, or are owned by a single person. A person is also considered to be a related

party when they are subject to effective control of another with regard to management or decision-making.^[8]

Considering related parties as the same person in the application of the ECL has several consequences. For example, it negates considering related parties as competitors in horizontal relationships. Thus, for instance, agreements between two entities that are fully owned by the same parent company to fix the prices of their products and services will not be considered as a cartel.

EGYPTIAN COMPETITION AUTHORITY

The Egyptian Competition Authority (ECA) is the main regulatory body for competition in Egypt. It is affiliated with the Prime Minister. The ECA is managed by a board of directors (BoD), whose members are appointed by the Prime Minister.^[9]

ENFORCEMENT OF THE EGYPTIAN COMPETITION LAW

Generally, the ECA receives and investigates complaints of breaches of the ECL. The ECA's website provides the information required to be included in a complaint.^[10]

The ECA also commences investigations on its own initiative. This occurs more frequently in markets that the ECA considers a priority and vital to the economy, which includes healthcare, food, e-commerce and commodities.^[11]

Under article 11 of the ECL and article 38 of the ER, the ECA may request any document and information from persons under investigation. In this regard, ECA employees are empowered with the authority of a police investigation, to visit the governmental and non-governmental entities investigated and to inspect books and documents.^[12]

The ECA's personnel may carry out unannounced dawn raids on the respective entities' premises if an infringement of the ECL is suspected. During dawn raids, the ECA may make copies of documents, seize original documents and take digital and forensic images of the evidence.^[13]

The ECA's BoD is empowered to issue temporary cease-and-desist orders to suspend any act that would lead to grave harm to competition or to consumers that cannot be avoided.^[14] It is issued for a certain period, and it is common practice that the ECA would extend this period. The order can be challenged before the competent administrative court. Recently, the ECA issued a cease-and-desist order in relation to tying practices in the telecommunications sector and bid-rigging cartels in the advertising sector.^[15]

Furthermore, upon the finding of a violation of the ECL, the ECA obliges the violating party to fix this breach and comply with the provisions of the ECL immediately or within a certain amount of time.^[16]

Violations of the ECL can only be referred to the public prosecutor upon written request of the ECA. Thus, the public prosecutor cannot file a criminal lawsuit unless the ECA so requests.^[17]

MARKET DEFINITION

Under the ECL, the definition of the relevant market is composed of two elements: the relevant product (good or service) and the relevant geographical area.^[18]

Relevant products are those that are effective substitutes from the consumer's point of view. The main illustrative criteria to consider one product as a substitute for another are the

similarity in the specifications or usages of those products and the likelihood that consumers would switch from one product to another for changes in price or any other competitive factors.^[19] A secondary criterion is whether the sellers make their business decisions based on the switching of consumers from the product due to change in the price or any other competitive factors.

The geographical scope is the area where competitive conditions are homogenous, taking into consideration potential competitive opportunities.^[20] Under article 6 of the ER, two criteria are taken into consideration:

- the ability of the buyer to move from the relevant geographical area to another in Egypt or abroad as a result of change of prices or other competitive circumstances; and
- the ability of the seller in Egypt or abroad to move to the relevant geographical area as a result of change of prices or other competitive circumstances.

Certain factors must be taken into consideration to evaluate the ability of the buyers and sellers:

- transportation cost (including consumed time and insurance fees); and
- customs and other non-custom restraints.

Recent Developments

The ECA issued its Guidelines on the Definition of the Relevant Market in 2024, clarifying that defining the relevant market is the first and the most fundamental step in assessing the existence of competition violation.^[21]

Moreover, for the relevant product market, the guidelines recommend focusing on the degree of substitutability of a product or service with other products or services from the consumer's perspective.^[22] For instance, in 2022, the ECA relied on the substitutability degree in its investigations in the case of the Food Delivery Platforms, as it concluded that collective food ordering services platforms are considered a distinct market from individual restaurant platforms.^[23]

As for the geographical scope, it considers areas exposed to the same competitive conditions, such as prices, costs and the rate of switching to geographical alternatives.^[24]

In this regard, while examining a complaint against a company operating in the petroleum sector, the ECA's definition for the relevant market relied on consumer accessibility, concluding that the relevant area includes stations within 60 minutes in remote areas and 30 minutes in urban areas from the station under review.^[25] This determination was based on the characteristics of the product and the ease of consumer movement, highlighting that geographical market definition depends on practical travel distances from the consumer's perspective.^[26]

The Guidelines stress the importance of considering both quantitative and qualitative data, with particular emphasis on actual market behaviour rather than just theoretical analysis.^[27] It also makes it clear that market definition is not an end in itself but a tool for assessing market power and the competitive potential effects of conduct under investigation.^[28]

In line with the international trend, the Guidelines shed light on aftermarkets, multi-sided markets and network effects whether in digital or other markets, such as shopping centres,

journals and bank card markets.^[29] Prior to the issuance of these Guidelines, the ECA's practice demonstrated its awareness with these concepts when it analysed different digital markets in two separate cases and applied them in its approach towards the definition of these markets.^[30]

In conclusion, the guidelines emphasise that the relevant market should be defined on a case-by-case basis, depending on the nature of the products and conduct under review, with a continuous need to reassess the available data.^[31] These Guidelines aim to serve as a tool ensuring the proper application of competition law and to promote a fair market environment in Egypt.^[32]

PROHIBITED HORIZONTAL AGREEMENTS

Article 6 of the ECL prohibits agreements between competitors in a relevant market if it may lead to increasing, decreasing or fixing of the prices of the products, or leads to market division or allocation on the basis of geographical areas, distribution centres, types of customers, types of products, market shares or time periods.^[33] Prohibited acts under article 6 also include coordinating with regard to participating in tenders, auctions and negotiations, and restricting manufacturing, production, distribution or market operations or limiting the distribution of products in terms of their kind, volume or applying restrictions for a product's availability.^[34] Horizontal agreements are considered as restrictions per se that do not require any proof of harm to competition from the ECA.

In 2014, the ECL introduced a pre-exemption system of horizontal agreements in the event that an agreement aims to achieve economic efficiency by creating economic benefits to consumers that outweigh the effects of restriction of competition (eg, cooperating in research and development, reducing prices or saving costs).^[35] The request must be submitted by the concerned parties to the ECA.^[36] Once approved, the exemption is valid for a maximum period of two years and may be renewed upon a request submitted to the ECA 60 days in advance of the lapse of the exemption period.^[37]

Recent Developments

The ECA referred 162 poultry companies and the General Poultry Producers Union for criminal prosecution in February 2025 over illegal price-fixing agreements on broiler chicken sales, which led to inflated prices and harmed market competition.^[38] The ECA's investigation found daily coordination of prices and exchange of sensitive information, violating article 6(a) of the ECL.^[39]

In another case, the ECA found five marketing and advertising companies involved in bid rigging.^[40] The ECA ordered an immediate stop to such agreements and warned all sector members to comply with the law, stressing that bid rigging harms market competition and public interest.^[41]

Notably, so far in 2025, the ECA has issued several guidelines regarding the exchange of information between competing parties, marking part of the enforcement priorities of the ECA under article 6 of the ECL.

The first set of guidelines concern the exchange of sensitive information – in general – between competitors, clarifying that sharing non-public data such as prices, sales volumes or strategic plans violates article 6 of the ECL.^[42]

These guidelines highlight key factors that determine the sensitivity of information (eg, type, confidentiality, level of detail and timing) and emphasise that such exchanges may lead to price-fixing or market coordination, particularly in concentrated markets.^[43]

Furthermore, the ECA has issued detailed guidelines on the exchange and circulation of information between competing parties during the due diligence phase of mergers and acquisitions.^[44] The ECA designed these guidelines to ensure compliance with article 6 of the ECL, prohibiting cartels.^[45]

The ECA highlighted that the exchange of certain types of information – namely, sensitive information – can significantly reduce uncertainty in the market and potentially facilitate anticompetitive practices such as price-fixing, market allocation or bid rigging.^[46]

Sensitive information is defined as data that, if shared between competitors, may influence their future market behaviour and thus undermine competition.^[47] This includes, but is not limited to, information relating to prices, costs, production volumes, business strategies or client databases.^[48]

Accordingly, the ECA has alerted stakeholders that even in the context of legitimate due diligence, exchange of such information can lead to violations of article 6 of the ECL if not properly managed.^[49] To mitigate these risks, the ECA recommends several compliance measures, such as setting up confidentiality agreements, restricting access to sensitive data, and using 'clean teams'^[50] or third parties to handle information.^[51]

These precautions help ensure that competitive independence between the parties is maintained during the transaction process.^[52]

VERTICAL RESTRAINTS

The ECL prohibits agreements and contracts concluded between a person, whether a natural or legal person, and any of its suppliers or clients, which may negatively restrict competition.^[53] It follows from article 7 that the legislator meant to consider the prohibition of restrictive vertical agreement is a rule of reason and not a violation per se.

Although vertical restraints are not exhaustively defined in the ECL, article 12 of the ER states that the ECA assesses each case individually to determine whether the agreement in question constitutes a vertical restraint that limits competition.^[54] This article outlines the criteria the ECA uses to evaluate the impact of an agreement by examining the following factors:

- whether the agreement affects freedom of competition in the market;
- whether the agreement benefits consumers; and
- considerations relating to maintaining the quality and safety of the product in a manner that does not harm competition.

Recent Developments

In 2024, as part of its enforcement priorities, the ECA issued guidelines to clarify its approach to assessing vertical agreements under article 7 of the ECL.^[55]

In line with international practice, the guidelines emphasise that certain relationships, such as agency relationships, are generally excluded from the scrutiny of article 7 due to the lack

of independence between the parties involved (so long as the principal bears both the legal and commercial risks).^[56]

To determine whether a vertical agreement restricts competition, the ECA examines the nature of the agreement, including the type and duration of restrictions and the market share involved.^[57] Negative effects of such agreements can include reduced market entry, limited consumer choice, higher prices and decreased product quality.^[58]

Particularly harmful vertical agreements identified by the ECA (often called hardcore restraints) include:

- resale price maintenance (fixed or minimum resale prices) – however, maximum or recommended resale prices are generally permissible unless enforced with penalties or incentives that make them effectively binding;^[59]
- restriction on passive sales – conversely, restricting active sales may be permitted under strict conditions to protect exclusive distribution investments;^[60] and
- most favoured nation (parity clauses) – the ECA perceives that parity clauses harm competition by standardising resale prices across distributors, limiting price competition and potentially leading to higher consumer prices and market collusion.^[61]

Additionally, the guidelines referred to other less severe practices that would also be scrutinised by ECA, which are exclusive dealings, non-compete clauses and single branding agreements.^[62]

In applying article 7, the ECA found that eight home appliances and electronics companies, along with several retailers, are engaging in illegal vertical agreements providing minimum resale prices and unified retail prices.^[63] ECA ordered the companies to amend their contracts and cease these practices.^[64]

ABUSE OF DOMINANCE

At the outset, a dominant position is defined under article 4 of the ECL as the ability of the person holding a share of more than 25 per cent of the relevant market to make an effective impact on the prices or the volume of supplied products without its competitor being able to limit this power.^[65]

Both conditions (the market share and ability to affect prices or volumes) must be present for the existence of dominance.^[66] Additionally, article 8 of the ER further explains the factors that the ECA considers when deciding if a person has an effective impact on a product or service in a market without competitors having the ability to limit such impact.^[67] Those factors are:

- the person's share in the market in comparison to other competitors;
- the person's behaviour in the market prior to acquiring such impact;
- the number of competitors and their effect on the market;
- the ability of the person as well as competitors in reaching raw material and distribution channels; and
- the effect of legal constraints upon existing or new competitors to enter or expand in the market.

Notably, the ECL does not prohibit having a dominant position. However, a person holding a dominant position in a relevant market is prohibited from certain undertakings that are listed exhaustively.^[68]

In this regard, article 8 of the ECL stipulated that a person holding a dominant position in a relevant market is prohibited from carrying out several acts.

The ECA and some court judgments indicate that certain actions are classified as per se violations under the ECL, meaning that if a person holds a dominant position and engages in any of these actions, they are deemed to have breached the law without the need to demonstrate actual harm. Other actions are considered rule of reason crimes, where the ECA must conduct a detailed assessment to establish whether the actions of the individual or entity have caused harm to competition.

Accordingly, the prohibited forms of abuse of dominance under article 8 of the ECL and 13 of the ER are as follows:

- refusal to supply rule of reason;
- refusing to deal rule of reason;
- exclusive dealings per se;
- tying practices per se;
- discrimination practices rule of reason;
- refusal to supply scarce products per se;
- dictating that persons dealing with utilities or services would not permit a competing person to have access to them, despite this being economically viable; these utilities must be indispensable to the competitors to be able to enter or stay in the market rule of reason;
- predatory pricing through selling products below their marginal cost or average variable cost rule of reason; and
- obliging a supplier not to deal with a competitor rule of reason.

Recent Developments

In 2023, the ECA issued guidelines to clarify its approach towards the assessment of dominance in relevant markets, aligning with international practices.^[69]

According to these guidelines, ECA considers several factors to determine whether a company is dominant, including the size and structure of the market; the market shares of the undertaking in question relative to its competitors; barriers to entry and expansion; access to essential inputs or infrastructure; buyer power; and the duration of market power.^[70]

The guidelines explain that a high market share may be indicative of dominance but is not conclusive.^[71] Other factors, such as the absence of effective competition, customer dependence or strategic advantages, such as economies of scale and scope, are equally important.^[72]

The ECA emphasises that its assessment follows a case-by-case approach and incorporates both structural analysis (eg, market share and concentration) and behavioural assessment (eg, intent and effect of the investigated conduct).^[73]

In 2024, the ECA concluded that two state-owned companies violated article 8 of the ECL by abusing their dominant position in the bitumen 70/60 market through illegal tying practices, forcing customers to buy additional products.^[74]

Moreover, the ECA emphasised that competition laws apply equally to all entities – public or private – and highlighted ongoing efforts to raise awareness and promote compliance through guidelines and collaboration with relevant ministries.^[75]

MERGER CONTROL REGIME

On 29 December 2022, Egypt enacted the country's first pre-closing merger control regime, by the issuance of the Law No. 175 of 2022.^[76] Furthermore, the amended Executive Regulations, outlining the filing procedures, were issued on 4 April 2024, through Ministerial Decree No. 1120 of 2024.^[77]

The Egyptian merger control regime (the Regime) came into force on 1 June 2024.^[78] The Regime applies to 'economic concentrations', encompassing mergers, acquisitions and full-function joint ventures.^[79]

Moreover, notification is mandatory if a transaction exceeds a specific financial threshold set by the ECL, and such a transaction cannot be finalised without obtaining prior approval from the ECA.^[80] These thresholds are as follows.^[81]

- Domestic threshold: The combined annual turnover or the value of the combined assets of all the concerned persons in Egypt is more than 900 million Egyptian pounds for the latest year of the last audited consolidated financial statements. Each of at least two of the concerned persons must have an annual turnover in Egypt of more than 200 million Egyptian pounds in the latest year of the last audited consolidated financial statements.
- International threshold: The worldwide combined annual turnover or the value of the combined assets of all the parties concerned is more than 7.5 billion Egyptian pounds from the latest year in the last audited consolidated financial statements. At least one of the concerned persons must have an annual turnover in Egypt of more than 200 million Egyptian pounds from the latest year in the last audited consolidated financial statements.

Furthermore, in an infographic issued by the ECA explaining the Regime, the ECA highlighted that the transactions meeting the international threshold should have a local nexus (ie, the annual turnover of the target person in Egypt shall exceed the said 200 million Egyptian pounds, which aligns with the domestic threshold).^[82]

Some economic concentrations are subject to simplified procedures under the ECL because these economic concentrations are unlikely to lessen, restrict or harm competition, as they do not have a significant impact on the market structure. These transactions include.^[83]

- if the parties concerned achieved but did not exceed the local or international thresholds;
- establishing or acquiring a joint venture that carries out an independent and permanent economic activity outside Egypt;
- establishing or acquiring a joint venture that carries out an independent and permanent economic activity in markets that are neither horizontally nor vertically

related, nor otherwise connected to the markets in which the parties controlling the joint venture operate;

- conglomerate economic concentrations between parties operating in markets that are neither horizontally nor vertically related, nor otherwise connected to each other; and
- acquiring sole control over one or more entities after previously exercising joint control with other parties.

Under the ECL, merger review is divided into two stages. At the first stage, the ECA reviews the economic concentration request within 30 business days.^[84] If no decision is made within this time frame, the transaction is deemed automatically approved.^[85]

Furthermore, during the first stage, the ECA may make any of the following decisions:^[86]

- lack of jurisdiction;
- closing the request if the parties withdraw from implementing the economic concentration;
- conditional approval: if the economic concentration becomes compliant with article 19-*bis*(b) of the ECL after accepting the commitments and conditions proposed by the parties; and
- referral to the second stage: if the economic concentration raises concerns of restricting, limiting or harming competition.

In the second stage of review, and within 60 business days, the ECA may make any of the decisions referred to in the first stage. In addition, the authority has the right to reject the request if the economic concentration that would restrict, limit or harm competition.^[87] In this case, the applicant has the right to appeal within 30 days of the date of the decision being issued.^[88]

Additionally, the ECA may authorise the implementation of an economic concentration despite its anticompetitive effect upon the approval of the Cabinet of Ministers if the efficiencies of the transaction outweigh its anticompetitive effects.^[89] Other outcomes include the failing-firm defence and protection of the national security.^[90]

However, if the person operates within a sector regulated by the Egypt Financial Supervisory Authority (FRA), the FRA must be notified of any intended economic concentration prior to contract execution.^[91] Furthermore, the FRA is required to consult the ECA before granting approval for the transaction.^[92]

Recent Developments

To assist stakeholders in understanding the Regime, the ECA issued several documents including (1) an infographic explaining the Regime, (2) a list of questions and answers, and (3) other documents necessary for the filing process, including the notification form.^[93]

In these documents, the ECA provided some clarifications regarding some of the matters not tackled by the Regime,^[94] for example:

- transactions concluded outside Egypt shall adhere to the notification obligations, as long as they fulfil the threshold set out in the Regime;^[95]

- the ECA allows 'pre-notification discussions' with the parties involved in an economic concentration prior to the submission of the official notification file, if there are any inquiries;^[96] these discussions, however, do not have any legal effect; and^[97]
- notification forms are submitted through a hard copy and a digital copy at the ECA's headquarters (the website option is still unavailable).^[98]

Almost one year since the Regime's entry into force, over 70 transactions have been notified to the ECA.^[99] Moreover, it is evident that the vast majority of the notifications received were unconditionally approved by the ECA.^[100]

Despite the fact that the vast majority of the approvals were unconditional, in 2024, the ECA issued its first conditional approval for an acquisition made by the Saudi Egyptian Investment Company (SEIC) of up to 48.8 per cent in Social Impact Capital (SIC).^[101]

Due to the horizontal overlap between SIEC's and SIC's related parties in the healthcare sector, the ECA decided to conditionally approve the transactions. These conditions mainly related to:

- board separation;
- ensuring confidentiality and prohibiting exchange of sensitive and competitive information;
- holding separate meetings for decisions pertaining to the horizontally overlapping undertakings without the involvement of the other undertaking; and
- notifying the ECA of the transaction if SEIC or its related parties gained material influence over one of SIC's related parties involved in the healthcare sector.

EGYPTIAN COMPETITION AUTHORITY'S ADVOCACY ROLE

Under the provisions of the ECL,^[102] the ECA plays a key advocacy role in promoting and protecting competition in Egypt's markets.

For instance, the ECA focuses on promoting awareness of competition practices by educating businesses, professionals, government entities and young talents.^[103]

Furthermore, the ECA issued its guidelines for assessing the effects of the laws and regulations, which highlighted the ECA's proactive advocacy role by promoting the integration of competition principles into the development and review of laws and regulations.^[104]

As noted in the guidelines, the ECA is focused on advising lawmakers and regulators on how laws and regulations might affect market competition, aiming to prevent unnecessary restrictions that could harm market dynamics or consumer welfare.^[105]

Moreover, alongside the Cabinet, the ECA organised a voluntary peer review on the competition policies adopted in Egypt, aiming to enhance the competition environment in the country to be aligned with the 2030 Vision adopted by Egypt.^[106]

PENALTIES FOR ECL VIOLATIONS

The penalties provided in the ECL for violating article 6 (prohibited horizontal agreements), article 7 (vertical restraints), article 8 (abuse of dominance) and article 19-*bis*(a)(g)(h) (gun jumping) are fines of a criminal nature. Cases are referred by the public prosecution to

the competent criminal court (currently the Economic Criminal Courts). The ECL does not recognise administrative fines.

The person responsible is generally the natural person committing the violation. However, if that person was acting on behalf or for the benefit of a legal person, that legal person would be jointly liable for payment of the fine. In addition, the person responsible for the management of the legal person would also be fined for the violations committed in violation of the ECL, provided that it was aware of such violation and that its breach of its duties of management contributed to committing the violation.^[107]

Moreover, the ECL provided that the penalties for competition violations are as follows:^[108]

- Horizontal agreements: A fine of no less than 2 per cent and no more than 12 per cent of the total revenue of the product in violation, calculated over the period of the violation. If it is not possible to determine the total revenue, the fine shall be no less than 500,000 Egyptian pounds and no more than 500 million Egyptian pounds.
- Vertical restraints and abuse of dominance: A fine of no less than 1 per cent and no more than 10 per cent of the total revenue of the product in violation, calculated over the period of the violation. If it is not possible to determine the total revenue, the fine shall be no less than 100,000 Egyptian pounds and no more than 300 million Egyptian pounds.
- Non-compliance with the Merger Control Regime: A fine of no less than 1 per cent and no more than 10 per cent of the highest among the total annual turnover, assets or transaction value of the persons involved in the economic concentration, according to the latest approved consolidated financial statements. If it is not possible to calculate this percentage, the fine shall be no less than 30 million Egyptian pounds and no more than 500 million Egyptian pounds.

INTERNATIONAL COOPERATION

According to article 11 of the ECL, the ECA has the power to coordinate with foreign competition authorities on matters of common interest, and to organise training and educational programmes aimed at creating awareness of competition regulations and free market principles in general.^[109]

Recent years have shown the effective role of the ECA in international cooperation. The ECA has concluded many cooperation agreements and protocols with many countries, from different jurisdictions.^[110]

Recently, the ECA participated in establishing the Arab Competition Platform, along with the competition authorities of several Arab countries.^[111]

ROLE OF THE COMMON MARKET FOR EASTERN AND SOUTHERN AFRICA

In 1998, Egypt joined the Common Market for Eastern and Southern Africa (COMESA).^[112]

The COMESA Council of Ministers issued the COMESA Competition Regulations and the COMESA Competition Rules to regulate competition within the 21 member states. The COMESA Competition Regulations constitute a regional legal framework applicable only to transactions having cross-border impact between member states.

The implementation and enforcement of the rules is mostly carried out by the COMESA Competition Commission, whose decisions are binding on all member states.^[113]

The COMESA Competition Regulations provide for a merger control regime.^[114]

A merger must be notified to the COMESA Competition Commission when both the acquiring firm and the target firm (or any of them) operate in two or more member states; and the threshold of combined annual turnover or assets prescribed by the board according to article 23(4) of the COMESA Competition Regulations is exceeded.^[115]

In 2014, the COMESA Competition Commission published the COMESA Merger Assessment Guidelines, with the primary objective of providing a detailed explanation and interpretation of the COMESA Competition Regulations and to respond to inquiries regarding the application of the merger control regime.^[116]

Recent Developments

In early 2024, the COMESA Competition Commission proposed major amendments to its merger control regime, aiming to shift from a voluntary, non-suspensory system to a mandatory, suspensory one.^[117]

Key changes include mandatory pre-closing notification, the introduction of a simplified review process, new thresholds for digital markets, expanded public interest considerations, formalised joint venture requirements and market inquiry powers.^[118]

Although the draft of these amendments has already been made publicly available,^[119] the specific date on which they will officially come into effect has not yet been finalised or announced.

Endnotes

- 1 Law No. 190 of 2008 and Law No. 193 of 2008. ^ [Back to section](#)
- 2 Law No. 56 of 2014. ^ [Back to section](#)
- 3 Law No. 15 of 2019. ^ [Back to section](#)
- 4 Law No. 175 of 2022. ^ [Back to section](#)
- 5 Egyptian Competition Law (ECL), article 5. ^ [Back to section](#)
- 6 id., article 3 of the ECL. ^ [Back to section](#)
- 7 id., article 2 and Executive Regulations (ER), article 5. ^ [Back to section](#)
- 8 ER, article 5. ^ [Back to section](#)
- 9 ECL, article 12. ^ [Back to section](#)
- 10 Egyptian Competition Authority (ECA) website (in Arabic), at <https://shorturl.at/52dZx->. ^ [Back to section](#)

- 11 See ECA website at <https://shorturl.at/DjYQZ> (in Arabic). ^ [Back to section](#)
- 12 ER, article 38. ^ [Back to section](#)
- 13 Organisation for Economic Co-operation and Development, 'Hearing on Oligopoly Markets (Note by Egypt)', 16–18 June 2015, available at [https://one.oecd.org/document/DAF/COMP/WD\(2015\)12/en/pdf](https://one.oecd.org/document/DAF/COMP/WD(2015)12/en/pdf). ^ [Back to section](#)
- 14 ECL, article 20 and ER, article 41. ^ [Back to section](#)
- 15 ECA's website announcement on 9 March 2024, available at <https://shorturl.at/KXTmw> (in Arabic); ECA's website announcement on 19 February 2025, available at <https://shorturl.at/6DAsl> (in Arabic). ^ [Back to section](#)
- 16 ECL, article 20. ^ [Back to section](#)
- 17 id., article 21. ^ [Back to section](#)
- 18 id., article 3 and ER, article 6. ^ [Back to section](#)
- 19 ER, article 6. ^ [Back to section](#)
- 20 id., article 6. ^ [Back to section](#)
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- 23 id., p. 5. ^ [Back to section](#)
- 24 id., section (I)(B). ^ [Back to section](#)
- 25 id., p. 16. ^ [Back to section](#)
- 26 id., p. 16. ^ [Back to section](#)
- 27 id., p. 20. ^ [Back to section](#)
- 28 id., section (II). ^ [Back to section](#)
- 29 id., p. 36. ^ [Back to section](#)
- 30 id., p. 37. ^ [Back to section](#)
- 31 id., p. 40. ^ [Back to section](#)

- 32** id., p. 40. ^ [Back to section](#)
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