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**Common Market for Eastern
and Southern Africa**

Case File No. CCC/MER/07/30/2025

**Decision¹ of the 121st Meeting of the Committee Responsible
for Initial Determinations Regarding the Proposed
Acquisition of Delta Insurance S.A.E. by Wafa Assurance**

ECONOMIC SECTOR: Insurance



10 November 2025

¹ In the published version of this decision, some information has been omitted pursuant to Rule 73 of the COMESA Competition Rules concerning non-disclosure of business secrets and other confidential information. Where possible, the information omitted has been replaced by ranges of figures or a general description.

The Committee Responsible for Initial Determinations,

Desirability of the overriding objective of the Treaty establishing the Common Market for Eastern and Southern Africa (the “**Treaty**”), namely the strengthening and achieving convergence of COMESA Member States’ economies through the attainment of full market integration;

Cognisant of Article 55 of the Treaty;

Having regard to the COMESA Competition Regulations of 2004 (the “**Regulations**”), and in particular Part 4 thereof;

Mindful of the COMESA Competition Rules of 2004, as amended by the COMESA Competition [Amendment] Rules, 2014 (the “**Rules**”);

Conscious of the Rules on the Determination of Merger Notification Thresholds and Method of Calculation of 2015;

Having regard to the COMESA Merger Assessment Guidelines of 2014;

Recalling the overriding need to establish a Common Market;

Recognising that anti-competitive mergers may constitute an obstacle to the achievement of economic growth, trade liberalization and economic efficiency in the COMESA Member States;

Considering that the continued growth in regionalization of business activities correspondingly increases the likelihood that anti-competitive mergers in one Member State may adversely affect competition in another Member State.

Determines as follows:

Introduction and Relevant Background

1. On 3 September 2025, the COMESA Competition Commission (the “**Commission**”) received a notification for the approval of a merger involving the Proposed Acquisition of Delta Insurance (the “**Target Firm**”) by Wafa Assurance (“**Acquiring Firm**”), pursuant to Article 24(1) of the Regulations.
2. Pursuant to Article 26 of the Regulations, the Commission is required to assess whether the transaction between the parties would or is likely to have the effect of substantially preventing or lessening competition or would be contrary to public interest in the Common Market.
3. Pursuant to Article 13(4) of the Regulations, there is established a Committee Responsible for Initial Determinations, referred to as the CID. The decision of the CID is set out below.



The Parties

Wafa Assurance (the “Acquiring Firm”)

4. Wafa Assurance is a joint stock company incorporated under the laws of Morocco and operates in the insurance sector. The parties submitted that Wafa Assurance operates in the life insurance market. Specifically, Wafa Assurance offers the following products within the life insurance market (i) savings, (ii) life insurance and (iii) medical group insurance. The latter life insurance products are provided in Egypt and Tunisia only.
5. Wafa Assurance also operates in the Common Market through Al Mada Group and Attijariwafa Bank. The parties submitted that Al Mada Group’s activities within the Common Market relate to (i) automobiles and heavy equipment distribution and services, (ii) mining of metals and (iii) agro-food industry. The parties further submitted Attijariwafa Bank’s activities in the Common Market relate to banking services.
6. Wafa Assurance, Al Mada Group and Attijariwafa Bank are collectively referred to as the Acquiring Group. In the Common Market, the Acquiring Group operates in Burundi, the Democratic Republic of Congo, Egypt, Ethiopia, Kenya, Libya, Madagascar, Mauritius, Rwanda, Sudan, Tunisia and Uganda.

Delta Insurance (the “Target Firm”)

7. The Target Firm is a company incorporated under the laws of Egypt. It is listed on the Egyptian Stock Exchange providing insurance services.
8. Delta Insurance operates in the non-life insurance sector in Egypt while its subsidiary, Delta Life Assurance S.A.E. (“**Delta Life**”), operates in the life insurance sector in Egypt. Delta Insurance offers mainly medical, automotive, fire, and engineering liability insurance services. Meanwhile, Delta Life offers life insurance covers.
9. In the Common Market, Delta Insurance and Delta Life have operations only in Egypt.

Jurisdiction of the Commission

10. Article 24(1) of the Regulations requires ‘notifiable mergers’ to be notified to the Commission. Rule 4 of the Rules on the Determination of Merger Notification Thresholds and Method of Calculation (the “**Merger Notification Thresholds Rules**”) provides that:

“Any merger, where both the acquiring firm and the target firm, or either the acquiring firm or the target firm, operate in two or more Member States, shall be notifiable if:



- a) *the combined annual turnover or combined value of assets, whichever is higher, in the Common Market of all parties to a merger equals or exceeds USD 50 million; and*
- b) *the annual turnover or value of assets, whichever is higher, in the Common Market of each of at least two of the parties to a merger equals or exceeds USD 10 million, unless each of the parties to a merger achieves at least two-thirds of its aggregate turnover or assets in the Common Market within one and the same Member State”.*
11. The undertakings concerned have operations in two or more Member States. The undertakings concerned derived a turnover of more than the threshold of USD50 million in the Common Market and they each derived a turnover of more than USD10 million in the Common Market. In addition, the parties do not derive/hold more than two-thirds of their respective aggregate turnover or asset value in one and the same Member State. The CID was thus satisfied that the transaction constitutes a notifiable transaction within the meaning of Article 23(5)(a) of the Regulations.

Details of the Merger

12. The parties submitted that the Wafa Assurance intends to acquire between 51% to 100% of the shares of Delta Insurance.

Competition Analysis

Consideration of the Relevant Markets

13. In the determination of the relevant market, which is divided into relevant product and relevant geographic markets, the CID is guided by its Guidelines on Market definition and other authorities on the subject.

Relevant Product Market

14. The CID noted that both merging parties operate in the insurance sector in the Common Market. As stated, Wafa Assurance operates in the life insurance segment in Egypt and Tunisia. Delta Insurance also offers life and non-life insurance services in Egypt.
15. In line with Paragraph 8.4 of the COMESA Merger Assessment Guidelines, given that this transaction is a horizontal merger, the CID's assessment focused on the overlap between the product and geographic relations of the merging parties.
16. The CID observed that the provision of insurance services entails provision of an insurance cover by an insurance company for the payment of policy benefits against a specified risk in exchange for a premium.



17. The CID recalled its previous decisions where it held that insurance services entail the provision by a company of guarantee for compensation for specified loss, damage, illness, or death in return for payment of a specified premium.² Provision of insurance services can be segmented into life insurance and non-life/general insurance based on the intended purpose, characteristics and prices.
18. The CID noted that life insurance refers to a long-term insurance agreement between the insured and insurance company³ for the coverage against the risk of death whether in the form of assurance on survival to a stipulated age; or insurance against personal injury and disability resulting from accident or sickness.⁴
19. The CID noted that non-life insurance is mainly a short-term insurance agreement, of a duration of one year or less, and is also referred to as general insurance cover. The risks covered by non-life insurance contracts are diverse and can relate to risks such as accidents, fire, damage to property, motor vehicle liability, aircraft liability, miscellaneous financial loss and legal expenses.⁵ It is an agreement between customer and insurance company to cover for loss or damage of property and includes motor vehicle insurance, home insurance and health insurance.⁶
20. The CID recalled that it has previously distinguished life and non-life insurance products as separate markets in view of the likelihood of the risk materialising and the duration of the agreement.⁷
21. The CID has previously held that life insurance is a separate product market as, contrary to non-life insurance, it is a long-term insurance agreement which requires the payment of regular premiums over several years. The CID recalled that in most cases a policy is written in the certainty that a claim will subsequently be made (on death or other maturity), and often involves a substantial investment element.⁸ The CID has further held that non-life insurance, on the other hand, are claimed upon loss or damage of an insured property and are typically contracted for shorter periods.⁹ The CID has previously concluded that from a demand side, a person looking for a life insurance cover would not be able to switch to a product under the non-life insurance segment given that in the unfortunate event of death, the person's beneficiaries would not be compensated by using a motor, home or health insurance policy.¹⁰

2 Decision of the 106th Meeting of the CID Regarding the Proposed Acquisition of up to 35% of the shareholding in Hennis Holdings Limited by Hollard International (Proprietary) Limited for an indirect minority stake of up to 25.9% in Apollo Investments Limited

3 *Ibid*

4 *Ibid*

5 *Ibid*

6 *Ibid*

7 *Ibid*

8 *Ibid*

9 *Ibid*

10 *Ibid*



22. The CID considered that each of the life and non-life insurance market can be further segmented according to the risk being covered. The CID considered that the life insurance market could further be segmented into protection products, savings and investment products and pension products.¹¹
23. In line with its decisional practice¹², the CID was of the considered view that no further segmentation of life insurance market is required as this will not have a material impact on the competitive assessment of the transaction, as discussed further below.
24. In view of the above, the CID deemed the relevant product market as the **market for the provision of life insurance services**.

Relevant Geographic Market

25. The CID noted that Wafa Assurance supplies its life insurance services in Egypt and Tunisia. The target supplies life insurance services in Egypt only.
26. In line with its previous decisional practice, the CID considered that the relevant geographic market for life insurance to be national as a result of distribution channels, established product brands, fiscal constraints for cross-border insurance services and differing regulatory systems across the various Member States.¹³
27. Insurance companies operate within a highly regulated framework, and they require the relevant license from national regulators. The license allows for operations within the national boundaries. It is for this reason that multinational companies have to incorporate subsidiaries in a Member State to be able to provide insurance services within that Member State. The CID further considered that from a demand perspective, that it was unlikely that the majority of individual customers would be able or willing to substitute purchase of a policy from their place of residence to another country in response to a small but significant change in the price of the insurance in their place of residence.
28. The CID has previously considered that the geographic market for international corporate insurance customers is likely to be wider than national. However, this could not be sustainable and may only apply to a small sample of clients which may not be representative of how the majority of ordinary customers may respond to such a scenario.¹⁴ Further, the service providers are required to distribute their products in the Common Market through local partners which hold the distribution license within these territories, thus limiting the market to national.

¹¹ *Ibid*

¹² *Ibid*

¹³ *Ibid*

¹⁴ *Ibid*



29. Based on the operations of the merging parties, the CID considered that the relevant geographic markets for life insurance are respectively, Egypt and Tunisia.

Conclusion on Relevant Markets

30. Based on the foregoing assessment, and without prejudice to its approach in similar future cases, the CID identified the relevant market as the **market for life insurance in Egypt and Tunisia**.

**Consideration of Substantial Lessening of Competition or “Effect” Test
Market Shares and Concentration**

31. The CID observed that the parties submitted the below market shares of the merging parties in the life insurance market in Egypt in 2024 and Tunisia for the year 2023.

Table 1: Market shares in life insurance market in Egypt¹⁵

Provider	Market Shares (%)
Allianz Life	22.8
Misr Life Insurance	21.9
Metlife Life	21.4
Axa Life	16
QNB Life	3.6
Gig Life Tak	3.5
Sarwa Life	2.7
Suez Canal Life	1.6
Chubb Life	1.3
Delta Life	1.3
Libano Sw. Tak.	1.2
Tokyo M./Kaf	0.8
Wafa Life	0.5
Mohandes Life	0.5
Misr Em. Tak.	0.3
Arope Life	0.3

¹⁵ The Financial Regulatory Authority in Egypt as published on its official website



Misr Tak.	0.1
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Table 2: Market shares in life insurance market in Tunisia¹⁶

Provider	Market Shares (%)
Assurances Biat	15
Attijari Assurances	14
Maghrevia Vie	12
Hayett	10
Carte Vie	10
BH Assurances	8
Astree	7
Gat Vie	6
Star	4
Zitouna Takaful	3
AMI	2
MAE	2
G. Ctama	2
At-Takafulia	1
Llloyd Vie	1
El Amana Takaful	1
Comar	1

32. The CID observed from the above Table 1 that Wafa Assurance has a market share of 0.5% while the Target Firm has a market share of 1.3% in the life insurance Market in Egypt. The transaction will therefore confer upon the merged entity a combined market share of 1.8%. The market share accretion in Egypt is therefore insignificant.
33. The CID observed that given that the transaction raised no overlap in Tunisia, it will not change the market structure of the life insurance market in Tunisia. The market share of the merged entity will remain 14% in Tunisia.

¹⁶ La Fédération Tunisienne des Sociétés d'Assurances



34. The CID noted that in line with Paragraph 8.10 of the Merger Assessment Guidelines, which provides that the Commission is unlikely to find concern in horizontal mergers, be it of a coordinated or of a non-coordinated nature, where the market share post-merger of the new entity concerned is below 15%, the CID concluded that the transaction would not raise any competition concerns.

Determination

35. The CID therefore determined that the merger was not likely to substantially prevent or lessen competition in the Common Market or a substantial part of it, nor will it be contrary to public interest. The CID further determined that the transaction was unlikely to negatively affect trade between Member States.
36. This decision is adopted in accordance with Article 26 of the Regulations.

Dated this 10th day of November 2025

Commissioner Mahmoud Momtaz (Chairperson)

Commissioner Lloyds Vincent Nkhoma

Commissioner Vipin Naugah

