

NEW COMESA COMPETITION & CONSUMER PROTECTION REGULATIONS AND RULES 2025

The Common Market for Eastern and Southern Africa (COMESA) on 4th December 2025 issued the COMESA Competition and Consumer Protection Regulations, 2025 (2025 Regulations) and the COMESA Competition and Consumer Protection Rules 2025 (2025 Rules) in place of the COMESA Competition Regulations and COMESA Competition Rules of 2004, both of which entered into force on 5th December 2025.

Key updates under the new regulatory framework

Some of the key changes noted in the 2025 regime are as follows:

a) Expanded Institutional Mandate & Reform

The name of the enforcement body is now the COMESA Competition and Consumer Commission (CCCC), clearly reflecting its expanded mandate to include consumer protection alongside competition enforcement.

The 2025 Regulations formalise an enforceable consumer protection regime thus introducing consumer rights and prohibitions against false/misleading representation, unfair contract terms, harmful digital content, unconscionable conduct, and more.

b) Exclusive Jurisdiction of the Commission in Merger Review

Regulation 49 grants the Commission exclusive jurisdiction on mergers which meet the prescribed thresholds. It further provides that any requirement by Member States to notify, at the national level, mergers that are notifiable to the COMESA Competition and Consumer Commission is inconsistent with both the letter and the spirit of the Regulations and the Treaty.

c) Suspensory Merger Control regime

Regulation 42 introduces a mandatory pre-merger notification regime, requiring parties to obtain the Commission's approval before implementing a notifiable merger.

This is a shift from the repealed regulations, which allowed parties to complete a merger first and notify the competition authority afterwards within a specified period (such as 30 days).

Rule 21 builds on the foregoing Regulation by providing that merger notifications must be submitted jointly by the parties, or, in the case of acquiring a controlling interest, by the acquiring party alone.

Implementation of the transaction without approval may lead to heavy fines which is up to 10% of either or both of the merging parties' annual turnover in the Common Market.

d) Merger Notification Fee

Rule 22 establishes a new structure for merger notification fees, departing from the uniform approach under the previous framework.

Under the current regime, merger notification must be accompanied by a fee equal to 0.1% of the parties' combined annual turnover or combined asset value in the Common Market, whichever is higher, subject to a cap of COMESA Dollar 300,000.

This represents a clear change from the previous regime, which charged a lower fee of 0.01% of the combined turnover or asset value.

The rules also introduce a fee for Digital Transactions, where the filing fee is 0.05% of transaction value, also capped at COM$300,000.

e) Notification threshold

While the 2004 regime provides that the Board may, subject to approval by the Council, set thresholds based on the combined annual turnover or asset value within the region, Rule 23 of the 2025 regulations introduces new notification thresholds as where;

i) 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;

ii) At least two merging parties have annual turnover or assets of COM$ 10 million or more in the Common Market, unless each party earns two-thirds of its turnover or assets in a single Member State; and

iii) For the digital markets, a merger shall be notifiable if it meets the transaction value of COM$ 250 million and at least one party operates in two or more Member States.

f) Merger Examination proceedings

While both the 2004 and the 2025 regime provide that the Commission on receiving a notification of a merger shall examine it and make a decision within 120 days, the 2025 regime introduces a new provision under Regulation 44 providing that if the Commission requests information to review a merger and the parties fail to respond on time, the Commission will pause the review period until the information is submitted.

g) COMESA Court of Justice

The 2025 Regulations restructure the CCCC's decision-making process by abolishing the Appeals Board. Now, any appeals against decisions of the CCCC for Initial Determinations go directly to the COMESA Court of Justice, and must be filed within 45 days of the decision.

h) Enforcement of fines

Any fine issued by the Commission must be paid within 45 days of its imposition, failure to which, a daily penalty of 2% of the fine will accrue until it is fully paid.

Conclusion

The 2025 COMESA Competition and Consumer Protection Regulations and Rules represent a shift from the 2004 framework, aligning the regional competition regime with global best practices and expanding its reach into consumer protection and digital market regulation.

These reforms introduce mandatory merger control, broaden substantive prohibitions, enhance enforcement tools, and integrate consumer rights making compliance more complex but also more predictable within the COMESA common market.

CM ADVOCATES LLP

How can we help

Our Corporate & Commercial team is well positioned to guide clients through the new COMESA Competition and Consumer Protection Regulations, 2025.

We can advise on whether proposed mergers are notifiable under the new pre-merger approval regime, assist in calculating the applicable notification fees, and manage the preparation and submission of filings to the CCCC, ensuring compliance with the revised timelines and avoiding penalties.

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