

29 October 2025

CCC Merger Inquiry Notice No. 41 of 2025

Notice of Inquiry into the Proposed Acquisition by B.S.A. SAS of sole control of Mainland Group Holdings Limited

It is hereby notified in terms of Article 26(6) of the COMESA Competition Regulations (the “**Regulations**”) that the COMESA Competition Commission (the “**Commission**”), after receiving a notification in terms of Article 24 of the Regulations regarding the Proposed Acquisition by B.S.A. SAS (“**Lactalis**” or the “**Acquiring Firm**”, together with its controlling and controlled affiliates, the “**Lactalis Group**”), or a wholly owned subsidiary of the Lactalis, of all the shares in Mainland Group Holdings Limited (“**Mainland Group Holdings**”, together with its subsidiaries, the “**Mainland Group**” or the “**Target**”) from Fonterra Equities Limited (“**FEL**”), intends to embark on an inquiry in terms of Article 26 of the Regulations.

The parties submitted that the Acquiring Firm is a société par actions simplifiée incorporated in accordance with the laws of France, and is the holding company of the Lactalis Group, an international dairy group which, through its subsidiaries, is active in the production, processing and sale of dairy products across Europe, the Middle East, Asia-Pacific, Africa and the Americas and supplies both branded and private label dairy products. Within the Common Market, the Lactalis Group operates in all the Member States except Burundi and Eritrea.

The parties submitted that Mainland Group Holdings is a company incorporated in accordance with the laws of New Zealand and is the holding company of FEL’s worldwide consumer business (excluding greater China) and consumer brands, as well as integrated ingredients business in Australia, and food service business in Australia, New Zealand, Sri Lanka, and the Middle East (excluding certain global quick service restaurant customers). Within the Common Market, the Target, operates in Madagascar, Mauritius and the Seychelles.

The parties submitted that for Lactalis, the Proposed Transaction is consistent with its track record of international growth through acquisition and represents an important strategic opportunity. The Proposed Transaction aligns with Lactalis’ long-term development strategy, across Oceania, Southeast Asia, the Middle East, and Africa. The combination of Lactalis’ existing production facilities, distribution capabilities, and brand portfolio with the Target’s operations and brands will enable Lactalis to develop into product segments in areas where it is already active. The parties also submitted that FEL is seeking to divest its global consumer and associated business as part of

a strategy to focus on ingredients, innovation, and its core co-operative activities. Further, the Proposed Transaction allows a significant cash realization and clarity of strategic direction.

The Commission will, in accordance with the provisions of the Regulations, determine, among other things, whether the proposed transaction is likely to substantially prevent or lessen competition in the Common Market and whether the proposed transaction is or will be contrary to the public interest as provided for under Article 26 of the Regulations.

In view of this, the Commission hereby gives notice to all interested stakeholders, including competitors, suppliers and customers of the parties to the proposed transaction to submit written representations to the Commission with regard to the subject matter of the proposed inquiry by emailing them to: akamanga@comesacompetition.org. All written representations should be sent to the Commission not later than **19 November 2025**.

If you wish to seek further details and/or clarifications on any aspect of this proposed transaction or need assistance you may get in touch with **Mr. Ali Kamanga, Manager, Competition Division** on Tel: +265 (0) 111 772 466 or akamanga@comesacompetition.org.

All written representations submitted to the Commission will be treated with the strictest confidentiality and will only be used for the purpose of this inquiry.