



CAK DECISION ON THE PROPOSED ACQUISITION OF CONTROL OF MINET (MAURITIUS) HOLDINGS LIMITED BY BIMA HOLDINGS LIMITED

1. The Competition Authority of Kenya has approved the proposed acquisition of control of Minet (Mauritius) Holdings Limited by Bima Holdings Ltd unconditionally, since the transaction is unlikely to negatively impact competition in market for provision of insurance brokerage and pension administration services in Kenya, nor elicit negative public interest concerns.
2. **Bima Holdings Ltd (Bima)**, the acquiring undertaking, is newly incorporated for purposes of this transaction. Bima is part of a group of investments in Africa Biosystems Limited, ESS Equipment Kenya Limited and retail supermarket outlets (Quick Mart Limited).
3. **Minet (Mauritius) Holdings Limited (Minet Mauritius)**, the target undertaking, is a company incorporated in Kenya. It is involved in the provision of insurance brokerage services, consulting services, claims management, insurance fraud investigation services, and pension fund administration services.
4. The proposed transaction involves acquisition of the entire issued share capital of Minet Mauritius by Bima. Bima indicated that the transaction is driven by commercial considerations across the continent, and not with specific reference to Kenya. On the other hand, Minet Mauritius noted the proposed transaction aligns with its strategy to divest from its insurance brokerage business in Africa and realize gains.

5. The transaction qualified as a merger within the meaning of [sections 2 and 41 of the Competition Act CAP 504 Laws of Kenya](#). The Act stipulates that a merger, or takeover, may occur when an undertaking directly or indirectly acquires control over another business within Kenya. This may happen through, among others, purchase/lease of shares, exchange of shares, vertical integration.
6. Further, merging parties whose combined turnover or assets, whichever is higher, is over KES 1 Billion are required to seek approval from the Authority prior to implementing the proposed transaction. The transaction between Bima Minet Mauritius met this threshold for mandatory notification and full analysis as provided in the [Competition \(General\) Rules, 2019](#).
7. During merger analysis, and in order to determine the impact that a transaction will have on competition, the Authority identifies the relevant product market as well as the relevant geographical market.
8. The relevant product market comprises products/services that are interchangeable or substitutable by the consumer due to their characteristics, prices and/or intended use. Based on this criterion, the relevant product market for the proposed transaction is the market **for the provision of: (i) insurance brokerage; and (ii) pension administration services.**
9. Determination of the relevant geographic market involves interrogating the area in which merging parties undertake the business and where competition conditions are sufficiently similar. The target to the proposed transaction offer its services across the country and, therefore, the relevant geographic market is **national**.
10. Insurance firms in Kenya distribute products directly or through intermediaries like insurance brokers and agents. Brokers are regulated by the Insurance Regulatory

Authority (IRA). According to the IRA, in 2023, 49.9% of the total industry premium was sourced through insurance agents, 30.3% through insurance brokers and 19.9% through direct business.

11. Further, the number of insurance agents has constantly increased from 10,471 in 2019 to 14,648 in 2023 while brokers have steadily increased from 220 in 2019 to 226 in 2023. Additionally, in the general insurance business in Kenya the target had an estimated market share of 6%. In long-term insurance, its market share is less than 1%.
12. Pension administrators are regulated by the Retirement Benefits Authority (RBA) and provide services like scheme structuring, member enrollment and contribution collection, earnings reporting and compliance, claim processing and payouts. They work closely with pension fund managers. As at February, 2025 there were 30 registered administrators in Kenya, according to the RBA. The target undertaking has a market share of 4.89%.
13. Post-merger, the market shares of the merged entity in insurance brokerage and pension administration are low and unlikely to raise competition concerns. Additionally, the merged entity will face competition from other market players accounting for over 90% market share nationally. Therefore, the structure and concentration of the market provision of insurance brokerage and pension administration services in Kenya will not be affected.
14. Premised on the foregoing, the proposed transaction is unlikely to substantially lessen or prevent competition in the market for the provision of insurance brokerage and pension administration services in Kenya.
15. During merger analysis, the Authority also considers the impact that a proposed transaction will have on public interest. Public interest in this case refers to various



economically inclined concepts that, when considered, protect the welfare of the Public. In the Competition Act, some of the public interest considerations are:

- a. extent to which a proposed merger would impact employment opportunities;
- b. impact on competitiveness of SMEs;
- c. impact on particular industries/sectors; and
- d. impact on the ability of national industries to compete in international markets

16. As per the parties' submissions, this transaction will not result in negative public interest concerns. Specifically, there will be no employment loss and all the current employees of will be retained under the current terms.

17. Premised on the above, the approved the the proposed acquisition of control of Minet (Mauritius) Holdings Limited by, Bima Holdings Limited unconditionally.