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EUROPE, MIDDLE EAST AND AFRICA

ANTITRUST REVIEW 2021

EUROPE, MIDDLE EAST AND AFRICA

ANTITRUST REVIEW 2021

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Preface

Global Competition Review is a leading source of news and insight on competition law, economics, policy and practice, allowing subscribers to stay apprised of the most important developments around the world.

GCR's Europe, Middle East and Africa Antitrust Review 2021 is one of a series of regional reviews that deliver specialist intelligence and research to our readers – general counsel, government agencies and private practitioners – who must navigate the world's increasingly complex competition regimes.

Like its sister reports covering the Americas and the Asia-Pacific region, this book provides an unparalleled annual update from competition enforcers and leading practitioners on key developments in both public enforcement and private litigation. In this edition, Sweden is a new jurisdiction alongside updates from the European Commission (including a new article on the abuse of dominance), Cyprus, Denmark, France, Germany, Greece, Norway, Portugal, Russia, Spain, Switzerland, Turkey, the United Kingdom, Ukraine, COMESA, Angola, Israel, Mauritius and Mozambique.

In preparing this report, Global Competition Review has worked with leading competition lawyers and government officials. Their knowledge and experience – and above all their ability to put law and policy into context – give the report special value. We are grateful to all the contributors and their firms for their time and commitment to the publication.

Although every effort has been made to ensure that all the matters of concern to readers are covered, competition law is a complex and fast-changing field of practice, and therefore specific legal advice should always be sought. Subscribers to Global Competition Review will receive regular updates on any changes to relevant laws during the coming year.

If you have a suggestion for a topic to cover or would like to find out how to contribute, please contact insight@globalcompetitionreview.com.

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Angola: Overview

Ricardo Bordalo Junqueiro and João Francisco Barreiros
VdA

In summary

This article summarises the recently adopted Angolan competition regime. Driven by the President of the Republic's wishes to establish a fully fledged market economy, and by certain incentives of the International Monetary Fund, it was introduced in 2018, and has since been completed and complemented by several subsequent legislative acts. Even though the new framework mirrors, to a large extent, EU competition law, it remains to be seen how a few of its unclear provisions will be interpreted and effectively implemented by the Competition Regulatory Authority (CRA), which has been up and running since 2019.

Discussion points

- The legislative acts that are part of the Angolan competition framework and the drivers for their approval
- EU law – and, in particular, Portuguese law – as sources of inspiration
- Organisational structure and investigative powers of the CRA
- The burden of proof is on undertakings to show that their behaviour does not constitute a restriction of competition
- CRA's power regarding notifications of transactions
- Fines for infringements of competition rules

Referenced in this article

- International Competition Network
- Angolan Competition Act (Law 5/18, published on 10 May 2018)
- Competition Regulation (Decree 240/18, of 12 October 2018)
- CRA's Bylaws (Presidential Decree 313/18, of 21 December 2018)
- Merger Notification Forms (CRA's Instruction 1/20, of 27 January 2020)
- Guidelines on the Analysis of Questions of the Notification Forms of Concentrations
- Guidelines on the Application of Fines

Adoption of a comprehensive competition framework

The first step towards the adoption of a comprehensive competition legal regime was taken in April 2018, when Parliament approved the Angolan Competition Act (the Competition Act). Before the end of 2018, the legal framework was fully in effect and ready to be enforced by the newly established Competition Regulatory Authority (CRA).

With the legislative framework in place, the only missing piece of the Angolan competition regime was the appointment of the board of the CRA. In January 2019, the members of CRA's board were appointed by the President of the Republic of Angola. Since then, the CRA has been fully operational. As of December 2019, the CRA is a member of the International Competition Network.

The animus for adopting a competition regime in the country arose in the last quarter of 2017, when João Lourenço took office as President of the Republic of Angola, vowing to make structural economic reforms through the implementation of a fully fledged market economy. Just a few months into his presidency, João Lourenço promised to adopt legislation aimed at addressing the challenges faced by the Angolan economy, such as 'the cement and telecom monopolies that negatively impact the Angolan consumers' welfare'. The fast-paced approval process of a comprehensive Angolan competition framework was also incentivised by the International Monetary Fund, to which the adoption of antitrust rules was an essential requirement for the granting of a US$3.7 billion credit facility announced in December 2018.

At the time of writing, the primary legislative acts that form the Angolan competition framework are the following:

- Competition Act (approved by Law 5/18, published on 10 May 2018), establishing (1) the prohibition of practices restrictive of competition (whether horizontal or vertical), abuse of dominant position, and abuse of economic dependence, (2) a merger review control procedure, and (3) a state aid regime.
- Competition Regulation (approved by Decree 240/18, of 12 October 2018), which complements the Competition Act by setting important procedural rules of antitrust investigations and the relevant jurisdictional thresholds for merger control review, among other things.
- CRA's Bylaws (Presidential Decree 313/18, of 21 December 2018), which formally created the Angolan competition authority. The Bylaws were subsequently amended by Presidential Decree 110/19, of 16 April 2019, which eliminated from the Bylaws any reference to the CRA's supervision powers over the formation of prices.
- Merger Notification Forms (approved by CRA Instruction 1/20, of 27 January 2020). This act approves a regular notification form and a simplified notification form.

Interpretation of Angolan competition law

Angolan competition law seems, in the first place, to draw inspiration from European Union competition law; for example, EU law is the source of the CRA's powers as regards the grant of state aid measures to companies. It remains to be seen how the rule on this matter will be applied effectively in the absence of a single market objective (as in the European Union).

Portuguese competition law – owing to the cultural and linguistic ties that bind both countries – appears to be the second source of inspiration. From this regime, the Angolan legislator took, by way of example, the prohibition of economic dependency, and the mixed market share and turnover jurisdictional threshold determining the obligation to notify concentrations.

It is expected that, to a certain extent, the CRA will consider the evolution of EU and Portuguese decisional practice and case law when enforcing competition rules. Nevertheless, there is still a significant degree of uncertainty regarding its application to specific cases , not only because of a few unclear provisions of the Competition Act and Competition Regulation, but also in view of the fact that, in other domains, the Angolan legal system has shown a strong resolve in developing in an autonomous – and often creative – manner.

Further, the Angolan legislator seems also to have drawn inspiration from the Mozambican competition legal regime (which was approved before the Angolan competition framework but, pending the appointment of the leadership of the antitrust agency at the time of writing, is not yet being fully enforced). For instance, both these legal systems establish:

- a presumption that companies holding a market share of at least 50 per cent have a dominant position;
- the possibility that certain restrictive agreements may be exempted by decision of the competition authorities for a certain amount of time; and
- that competition authorities may request that a concentration not meeting any of the jurisdictional thresholds is nevertheless notified.

Finally, it is conceivable that the CRA will follow in the steps of other competition enforcers in Africa and start prosecuting undertakings for facts that took place before its establishment. It is, therefore, advisable for companies operating in Angola that wish to guarantee compliance to carry out a self-assessment of their commercial practices and thoroughly analyse future initiatives that might affect competition.

Authority's organisational structure

Presidential Decree 313/18, of 21 December 2018, creating the CRA and approving its Bylaws, entrusts the CRA with regulatory, supervisory and sanctioning powers. Approximately a month after the publication of this Decree, the leaders of the CRA were appointed by the President of the Republic of Angola, and since then the CRA has all the conditions to enforce the competition regime.

The CRA is composed of two bodies: the board of directors and the supervisory board.

The board is the decision-making body, determining the opening and closing of cases. Its president has the power to appoint and dismiss the heads of the directorates. Eugénia Pereira was appointed for a three-year (renewable) mandate as president of the board. Eugénia Pereira started her career at KMPG Africa, having later worked at Unitel, the largest telecommunications company in the country. Later, she was deputy director general of the Prices and Competition Institute (an entity now extinct from which the CRA inherited both ongoing cases and personnel). The two other members of the current CRA board are Ana Zulmira Ramalheira and José Peres Mamede.

Similar to the board of directors, the supervisory board is composed of a president and two other members, appointed by the government for a three-year (renewable) term. The supervisory board is in charge of ensuring compliance and supervising all management in matters of a financial or economic nature.

Pursuant to the Bylaws, the CRA is a public agency enjoying both administrative and financial autonomy. At the same time, a few provisions raise doubts as to the genuine independence of the CRA in relation to the Angolan administration. In particular, the Bylaws declare that (1) any omissions of, and any doubts regarding the interpretations of, the Bylaws are to be solved by the President of the Republic of Angola and (2) the CRA is subject to the supervision of the President through the Ministry of Finance. This supervision comprises the power to appoint members of CRA's board, the establishment of its goals and priorities, and the exercise of disciplinary powers over CRA's board members.

The Competition Act and the Bylaws establish that the CRA is financed through the annual state budget and that it will receive 7 per cent of the fees charged by a number of sector-specific regulators.

The CRA has five executive directorates (listed below), which are responsible for investigating and fining companies for infringements of the Competition Act and Regulation, reviewing merger transactions and representing the CRA in appeal courts, among other things:

- the Directorate for Investigation of Restrictive Practices;
- the Merger Control Directorate;
- the Directorate for Studies and Market Monitoring;
- the State Aid Directorate; and
- the Legal and Litigation Directorate.

The CRA's headquarters are located in Luanda, although the law provides for the possibility of provincial branches being established throughout the Angolan territory. The main office of the CRA has a staff of approximately 100 officials, most of whom previously worked at the Prices and Competition Institute (the CRA's predecessor).

Finally, the CRA has an online presence.[1] According to its Bylaws, the CRA is obliged to publish on its website all the information it considers relevant, including non-confidential versions of its decisions and economic studies. However, at the time of writing, no decisions – which would definitely play a crucial part in enlightening companies and other stakeholders on how the CRA interprets certain norms, to the benefit of legal certainty – had yet been made available online.

Prohibition of anticompetitive agreements

The Competition Act prohibits agreements between undertakings, concerted practices and decisions by associations of undertakings, both those of a horizontal nature (such as price-fixing agreements and market-sharing agreements) and those of a vertical nature (resale price maintenance, exclusivity agreements and discriminatory pricing), insofar as they substantially restrict competition in the Angolan market.

1 See https://arc.minfin.gov.ao/PortalARC/#!/.

The provisions of articles 12(2) and 13(2) of the Act are nothing short of puzzling in what concerns the enforcement of the prohibition of anticompetitive arrangements between undertakings. According to these norms, undertakings are charged with showing that their behaviour does not unlawfully restrict competition, rather than the CRA having to prove the existence of wrongdoing. The fact that the burden of proving compliance appears to fall on the undertakings being investigated seems to be a direct clash with the principle of presumption of innocence enshrined in the Angolan Constitution. It remains to be seen how this contradiction will play out in future cases.

Like many competition law systems (most notably that of the European Union until 2004), the Competition Act allows for the granting of temporary exemptions from the prohibition of anticompetitive agreements. It seems that exemptions cannot be granted for other infringements, such as abuse of dominant position or abuse of economic dependence.

To obtain an exemption, undertakings must submit a request for prior assessment by the CRA. Exemptions may be granted for a limited period if the undertaking is able to demonstrate successfully that it fulfils four cumulative conditions (similar to those provided in article 101(3) of the Treaty on the Functioning of the European Union):

- the agreement contributes to improving the production or distribution of certain goods or services, or to promoting technical or economic progress;
- an equitable part of the benefit is passed on to the users of these goods or services;
- the agreement does not impose any restrictions that are not indispensable to the attainment of those objectives; and
- the agreement does not allow for the elimination of competition.

While the Angolan competition framework does not foresee the possibility of settling antitrust cases, article 25 of the Competition Regulation empowers the CRA to adopt and publish a leniency regime. The application of this regime will be applicable to both undertakings and individuals, if:

- their collaboration results in the identification of other participants of the infringement or in the collection of information and documents that prove the infringement under investigation;
- the CRA does not have sufficient evidence to back up the imposition of a fine;
- the undertaking admits to its participation in the infringement and cooperates fully; and
- the undertaking ceases participation in the infringement under investigation as of the day it submits the leniency application.

Like in Mozambique, total immunity from fines is off the table, even for the first undertaking blowing the whistle. The first company may be granted a fine reduction of between 50 and 70 per cent, the second a fine reduction of between 30 and 50 per cent and the third a fine reduction of between 10 and 30 per cent. So far, however, the CRA has not adopted rules properly setting the Angolan leniency regime.

Prohibition of abuse of dominance

The Competition Act also prohibits the abuse of dominant position (eg, refusal of access to essential facilities, breaking a commercial relationship in an unjustified manner, and selling at a cost without a legitimate justification).

The Competition Act considers an undertaking to hold a dominant position if it operates in the market without facing significant competition or when it holds a prominent position in the market. The Competition Regulation sets out that an undertaking is deemed to hold a dominant position if its market share is above 50 per cent. Should the market have strong barriers to entry, undertakings holding a market share of less than 50 per cent could still be considered to hold a dominant position.

In practical terms, if the criteria are fulfilled, there is a rebuttable presumption that the undertaking holds a dominant position and the burden is on the undertaking to prove otherwise. Accordingly, undertakings that find themselves close to the threshold should carefully assess the impact of their commercial tactics in Angola.

The Competition Act also prohibits the abuse of economic dependence (often also known as relative dominance) of a trading partner. The concept corresponds to the exploitation by an undertaking of one of its trading partners (either a supplier or a customer) when that trading partner has no 'equivalent alternative' to the undertaking's services to obtain or distribute a certain good.

Merger control review

The Competition Act and Regulation put forward a merger control regime similar to those in force in the European Union.

Prior notification and standstill requirements

Certain concentrations between undertakings (i.e., mergers, acquisitions of control and the creation of joint ventures) will be caught by the prior notification requirement in Angola, in which case they will have to be approved by the CRA before being implemented.

Pursuant to the Competition Act, violation of the prior notification requirement may be sanctioned with a fine of between 1 per cent and 5 per cent of the undertaking's annual turnover, and an infringement of the standstill obligation may be subject to a fine of between 1 per cent and 10 per cent of the undertaking's annual turnover.

It appears, therefore, that a company implementing a transaction that is subject to clearance by the CRA without first notifying the CRA, might be punished by the imposition of two fines, the combined amount of which can be as much as 15 per cent of turnover; if there is notification but implementation before clearance, then the sanction may be only one fine of up to 10 per cent.

Jurisdictional thresholds

Pursuant to the Competition Regulation, concentrations are subject to prior notification to the CRA when they fulfil one of the following conditions:

- as a consequence of the concentration, a market share of at least 50 per cent in the domestic market of a specific product or service, or in a substantial part of it, is acquired, created or reinforced;

- as a consequence of the concentration, a market share equal to or higher than 30 per cent but lower than 50 per cent in the domestic market of a specific product or service, or in a substantial part of it, is acquired, created or reinforced, and the individual turnover of at least two of the undertakings involved in the concentration in Angola, in the previous financial year, is higher than 450 million kwanzas, net of taxes directly related to that turnover; or
- the undertakings involved in the concentration reached an aggregate turnover in Angola in the previous financial year higher than 3.5 billion kwanzas, net of taxes directly related to that turnover.

In view of the low turnover thresholds in Angola (particularly the third threshold, above),[2] undertakings with limited or occasional business activities in Angola may easily be caught by the obligation to file transactions with the CRA before being able to implement them.

However, even if a concentration does not meet any of the above-mentioned thresholds for mandatory filing, it might still have to be notified if the CRA so decides. This is one of the most striking aspects of the Angolan merger control regime. Whenever it deems that a transaction might significantly restrict competition, the CRA is entitled to request the parties to notify it. The procedure in this case is simplified (it concludes with a Phase I decision, in principle), although in the end nothing will prevent the CRA from deciding to prohibit a transaction.

Notifications are to be submitted using the regular or simplified notification forms approved by CRA Instruction 1/20, of 27 January 2020. The regular form, more demanding in terms of the information and data required, is to be used for notification purposes whenever the transaction in question meets any of the above-mentioned thresholds. In practice, however, the less burdensome, simplified form is used to notify only those transactions that, although not meeting any of the Angolan jurisdictional thresholds, are to be notified pursuant to a request of the CRA.

This is an unfortunate decision by the Angolan legislator, since it obliges the parties to a concentration that is not susceptible to originating competition concerns (eg, transactions in which the parties are not active in the same product markets, or the increment in market share is below 5 per cent) to spend a considerable amount of time and resources gathering needless information and data. This unnecessary inconvenience could be avoided by creating a true 'simplified procedure' for concentrations that meet one of the thresholds set by the Competition Regulation.

Substantive test and procedure

The aim of the substantive test of Angolan merger control is determining whether a transaction is likely to lead to the creation or reinforcement of a dominant position capable of hindering competition in the domestic market or in a substantial part of it. Public interest criteria are also taken into consideration by the CRA, such as the effect of a concentration on:

- a specific region or economic sector;
- the employment level;

2 3.5 billion kwanzas is roughly equivalent to €5 million, using an exchange rate of 0.0015 (AOA/EUR).

- the ability of small enterprises or enterprises pertaining to historically disadvantaged individuals becoming competitive; or
- the ability of national industry to compete on the international market.

In other words, the CRA has a very wide margin of discretion to assess mergers in the light of fluid criteria comprising economic, social and historical factors, including an explicit nod to the creation of national champions.

In April 2020, the CRA approved the Guidelines on the Analysis of Questions of the Notification Forms of Concentrations, aimed at providing companies with a few important directives and clarifications regarding, *inter alia*, the merger control procedure, the meaning of certain terms used in the notification forms and the substantive analysis to be carried out by the CRA.

In terms of procedure, the Angolan regime provides for an investigation divided into Phase I (lasting up to 120 days) and, when deemed necessary, Phase II (which may last for up to 180 days). The clock can be stopped for as long as the CRA considers necessary, in the event that remedies are submitted by the parties.

The Authority's investigative powers

The CRA has investigative powers that are typical of competition watchdogs, including those to:

- carry out unannounced inspections at the premises of undertakings or associations of undertakings;
- examine, copy and seize documents;
- question legal representatives of undertakings or associations of undertakings, or any other person;
- request from legal representatives of the undertaking or association of undertakings, or any other person, documents and other items of information, if deemed relevant for the progress of the investigation;
- seal off the premises of undertakings where relevant documentation may be located (if authorised by a judicial warrant); or
- request assistance from any service of the public administration, including the police, as might be necessary for the attainment of the CRA's goals.

Article 8(f) of the Bylaws provides for the protection of business secrets. In contrast, legal privilege is not yet protected under Angolan competition rules.

Sanctions

As in most jurisdictions, infringements of competition law may be subject to severe penalties. Undertakings may be subject to fines of between 1 per cent and 10 per cent of their annual turnover if they are found to have entered into a restrictive agreement or other restrictive practices (such as abuse of dominance or of economic dependence).

Undertakings are further liable to fines of between 1 per cent and 5 per cent of their annual turnover if they refuse to cooperate with the CRA, or provide requested information, or are found to have provided false, inaccurate or incomplete information.

In the field of merger control, fines will be applied if the prior notification obligation is infringed (between 1 per cent and 5 per cent of annual turnover) and if the standstill obligation is infringed (between 1 per cent and 10 per cent), that is to say a company that did not notify a concentration subject to the prior notification requirement before implementing it, may be punished with two fines (a combined total of 15 per cent).

In April 2020, the CRA published guidelines on the determination of the amount of fines (Guidelines on the Application of Fines), which explain how certain circumstances may be factored in when the exact amount of the fine is being determined (eg, the seriousness of the infringement, the degree of participation of the companies, the economic situation of the undertakings, the effects on the market, and the potential benefits they may have obtained as a result of the infringement).

Moreover, should the CRA conclude that the infringement is particularly severe, it may also apply ancillary penalties, including publication of the imposition of a fine in the national newspaper with the highest circulation and restrictions on participation in public tenders for up to three years. More striking, however, is the fact that the CRA (like the Mozambican competition authority) is entitled to sanction the spin-off of an undertaking with a transfer of shareholder control, disposal of assets, winding down of activities, or to take any other act or measure that it deems necessary to eliminate the harmful effects on competition.

The Competition Act further allows the CRA to impose periodic penalty payments on undertakings of up to 10 per cent of their average daily turnover. These measures shall only be applied if objectively necessary and in cases where an undertaking fails to comply with a decision imposing either sanctions or the adoption of specific measures, or does not provide requested information, or provides false statements to the CRA during a merger control proceeding.

CRA's decisions are enforceable titles, which means that the CRA might require its judicial execution if an undertaking fails to comply with them.

Finally, under the terms of article 4(3) of the Competition Act, all decisions from the CRA are subject to judicial review, following the general procedures. No specific procedure for review of competition decisions has been put in place.

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