



MERGER DECISION NO 51 OF 2024

DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF ADDITIONAL 45% OF SHARES HELD BY ALPHONSE MOLAMU NDZINGE IN KGORI CAPITAL PROPRIETARY LIMITED BY SHARIFA NOOR, RESULTING IN 90% SHAREHOLDING

Introduction of the Merging Parties

Pursuant to Section 53(4)(a)(ii) of the Competition Act, 2018 ("the Act"), notice is hereby given on the decision made by the Competition and Consumer Authority ("the Authority") in respect of the proposed acquisition of additional 45% of shares held by Alphonse Molamu Ndzinge ("Alphonse Ndzinge" or "the Selling Enterprise") in Kgori Capital Proprietary Limited ("Kgori Capital") by Sharifa Noor ("Sharifa Noor" or "the Acquiring Enterprise"), resulting in 90% shareholding.

The Acquirer, Sharifa Noor, is an adult Motswana citizen, who is currently one of the shareholders in Kgori Capital, a company incorporated in Botswana. Currently, Sharifa Noor has a 45% stake in Kgori Capital.

Kgori Capital is an investment manager and provides investment management services both locally and internationally.

The Selling Enterprise, Alphonse Ndzinge, is an adult Motswana citizen, who is currently one of the shareholders in Kgori Capital. Alphonse Ndzinge currently holds 45% shareholding in Kgori Capital.

Relevant Market

It is important to note that both the Acquiring Enterprise and the Target Enterprise are individuals who currently hold 45% shareholding each in Kgori Capital. Therefore, the Target Entity is relinquishing its shares to the Acquirer. This will result in the Acquiring Entity having 90% stake in Kgori Capital. It can be concluded that the description of the activities of the merging parties reveals an internal restructuring of Kgori Capital at the company level. In this effect, the proposed transaction will not give rise to horizontal overlap post-merger. Consequently, the status quo is expected to be maintained implementation of the transaction.

Competitive Analysis and Public Interest

The Authority has established that the Proposed Transaction is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market relevant. Furthermore, the proposed merger will not have any negative effect on public interest matters in Botswana as per the provisions of section 52(2) of the Competition Act 2018. Moreover, it is noted that the proposed transaction brings in the benefit of citizen empowerment.

The Determination

Pursuant to the provision of Section 53 of the Competition Act, 2018, the Authority has decided to unconditionally approve the proposed acquisition of additional 45% of shares held by Alphonse Molamu Ndzingo in Kgori Capital Proprietary Limited by Sharifa Noor, resulting in 90% shareholding.

However, as stated under Section 61 of the Act, this approval does not override or negate any other mandatory statutory approvals or processes that any of the parties to this merger must comply with under the Laws of Botswana.

Dated at Gaborone on this 6th day of December 2024.

Tebelelo Pule, Chief Executive Officer, Competition and Consumer Authority,
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