



MERGER DECISION NO 8: 2018

DECISION ON THE PROPOSED ACQUISITION OF 100% OF THE SHARES IN BONSOIR (PTY) LTD, FROM TECSA (PTY) LTD BY BEIJER REF AB

PURSUANT to section 60(4)(a)(ii) of the Competition Act (Cap 46:09), notice is hereby given on the decision made by the Competition Authority ("the Authority") in respect of the proposed acquisition of 100% of the shares in Bonsoir (Pty) Ltd, from Tecsa (Pty) Ltd by Beijer Ref AB.

The Authority determined through the analysis of the facts of the merger, that the proposed transaction is not likely to result in the prevention or substantial lessening of competition, or endanger the continuity of the services offered in the market for the wholesale supply of refrigeration and air-conditioning systems: their components; and spare parts. Nonetheless, the Authority took cognisance of the commitment made by the merging parties to ensure that there are no retrenchments due to the implementation of the proposed acquisition.

In light of the aforementioned, and pursuant to the provisions of section 60 of the Competition Act; the Authority has approved the proposed acquisition of 100% of the shares in Bonsoir (Pty) Ltd, from Tecsa (Pty) Ltd by Beijer Ref AB with the following condition:

- i. The merged entity shall ensure that for a period of 2 years commencing on the approval date, there are no retrenchments of any employee associated with this merger.

In order for the Authority to properly monitor compliance with the above, the Authority shall require the merging parties to adhere to the following:

- a) For the Authority to assess whether these are merger specific, at least 3 (three) months before any retrenchments are to take place, inform the Authority of:
 - i. The intended retrenchments;
 - ii. The reasons for the retrenchments;
 - iii. The number and categories of employees affected; and
 - iv. The expected date of the retrenchments.

- b) Provide the Authority with status reports every six months, commencing on the approval date. The reports must include the following information:
- i. A list of all the employees as at the date of the report which includes their full names and positions, set out in a sworn statement and a payroll printout;
 - ii. A list of the employees dismissed/retrenched in the reporting period, including the reasons for the dismissal/retrenchments; and
 - iii. Any additional information that may be required by the Authority to monitor compliance with the condition.

However, as stated under section 66 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 this 15th day of February 2018.

Tebelelo Pule, Chief Executive Officer, Competition Authority, P/Bag 00101, Gaborone, Plot 28, Matsitama Road, Tel: 3934278 Fax: 3121013