



MERGER NOTICE NO 23: 2024

THE PROPOSED ACQUISITION OF 100% OF THE ISSUED SHARES IN NAMPAK LIQUID BOTSWANA (PTY) LTD BY VERNOTONE (PTY) LTD

Pursuant to section 49(1) of the Competition Act 2018, the Competition and Consumer Authority ("the Authority" or "CCA") has received a merger notification for the proposed acquisition of 100% of the issued shares in Nampak Liquid Botswana Proprietary Limited ("Nampak Botswana" or "Target Enterprise") by Vernotone Proprietary Limited ("Vernotone" or "Acquiring Enterprise"). For completeness, Vernotone intends to acquire the entire issued shareholding in Nampak Botswana from Nampak Southern Africa Holdings Limited ("NSAH") and the claims held against Nampak Botswana from Nampak Products Limited.

The Acquiring Enterprise is a special purpose vehicle incorporated in accordance with the Laws of the Republic of South Africa. Vernotone's shareholders are SLA Capital Proprietary Limited ("SLA Capital") and Steltrade Proprietary Limited ("Steltrade") who hold 80% and 20% of the shareholding, respectively. SLA Capital is a limited liability company incorporated in accordance with the Laws of the Republic of South Africa and it is wholly controlled by Mr. Johan Buys. In addition, Steltrade is also a limited liability company incorporated in accordance with the Laws of the Republic of South Africa. Steltrade is wholly controlled by Mr. Louis Kotze.

SLA Capital is an investment holding company which controls SLA Water Holdings Proprietary Limited ("SLA Water Holdings"). SLA Water Holdings, in turn, controls Oasis Water Holdings Proprietary Limited ("Oasis Water"), an entity engaged in the bottle water market. SLA Capital does not have any assets in Botswana. However, through Oasis Water, SLA Capital have franchisees in Botswana, whereby the company earns royalty fees. Steltrade is a trading and financial services company and it does not have any business interests or assets in Botswana.

The Directors of Vernotone are Mr. Johan Buys and Mr. Louis Kotze (both South African).

The Target Enterprise is a private company incorporated in accordance with the Laws of the Republic of Botswana. Nampak Botswana is wholly controlled by NSAH, a company registered in accordance with the Laws of Mauritius. NSAH is a wholly owned subsidiary of Nampak International Limited ("NI"), a company incorporated in accordance with the Laws of Isle of Man. NI is controlled by Nampak Limited, a public company incorporated in accordance with the Laws of the Republic of South Africa and listed on the Johannesburg Stock Exchange. Nampak Limited is not controlled by any entity or persons. Nampak Botswana manufactures, sells and supplies high density polyethylene (HDPE) and polyethylene terephthalate (PET) bottles to the water and dairy industries.

The Directors of Nampak Botswana are Stephen David Pezarro and Vuyisile Walter Manyana (both South Africans).

According to section 50(3) of the Competition Act 2018, "any person, including a third party not a party to the proposed merger, may voluntarily submit to the investigator or the Authority any document, affidavit, statement or other relevant information in respect of a proposed merger."

The Competition and Consumer Authority therefore seeks any stakeholder views for or against the proposed merger, which may be sent within 10 days from date of this publication to the following address:

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