



MERGER NOTICE NO 07: 2024

THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED ORDINARY SHARE CAPITAL OF TOTALENERGIES MARKETING BOTSWANA (PTY) LTD BY PRAX SOUTH AFRICA (PTY) LTD

Pursuant to section 49(1) of the Competition Act 2018, the Competition and Consumer Authority ("the Authority") has received a merger notification for the proposed acquisition of the entire issued ordinary share capital of TotalEnergies Marketing Botswana (Pty) Ltd ("TotalEnergies Botswana" or "the Target Enterprise") by Prax South Africa (Pty) Ltd ("Prax SA" or "the Acquiring Enterprise").

The Acquiring Enterprise, Prax SA, is controlled by Prax South Africa Holdings (Pty) Ltd ("Prax Holdings"), and both companies are incorporated in accordance with the Laws of South Africa. Prax Holdings is controlled by Prax Overseas Holdings Ltd ("Prax Overseas Holdings"), a subsidiary of State Oil Limited ("State Oil"). State Oil is in turn controlled by Prax Group Holdings Limited ("Prax Group Holdings"). Prax Overseas Holdings, State Oil and Prax Group Holdings are domiciled in the United Kingdom. The aforementioned companies are collectively referred to as the "Acquiring Group". The Acquiring Group is an upstream, midstream and downstream energy group engaged in the production, supply, storage, refining and distribution of (i) crude oil, (ii) petroleum products and (iii) biofuels.

The upstream division focuses on the production of oil and gas which are produced from the Lancaster field in the United Kingdom North Sea. The midstream division includes refining, blending, storage and transportation of petroleum products and biofuels. The downstream division encompasses the Acquiring Group's retail, industrial and commercial, aviation and marine business lines. The Acquiring Group does not directly or indirectly control any enterprise operating in Botswana.

The Target Enterprise, TotalEnergies Botswana, is a company incorporated in accordance with the Laws of Botswana. It is wholly-owned by TotalEnergies Marketing South Africa (Pty) Ltd, a South African based company. TotalEnergies Botswana is a petroleum marketing company that markets diesel, petrol and lubricants through (i) its network of service stations to consumers (B2C sales), and (ii) its general trade segment to other businesses (B2B sales) in Botswana.

The Target Enterprise also supplies lubricants directly to some customers outside of the service stations networks. In addition, TotalEnergies Botswana offers the following services to its customers based on the needs of the different segments: (i) Total Card Solutions- this is an on-road card offering which is used for refuelling at most TotalEnergies service stations; (ii) Stocks on Consignment- this service is aimed at high fuel usage customers where TotalEnergies Botswana supplies the stock required; (iii) Provision and maintenance of fuel facilities- this service is offered to TotalEnergies Botswana's general trade segment.

The Directors of TotalEnergies Botswana are Bucelani Onward Tubela (South African), Lesley Green (British) and Mariam Aissata Kane-Garcia (French).

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 inspector 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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