

MERGER DECISION NO 12: 2026

Notice in Terms of Section 53(4) (a)(ii) of the Competition Act 2018

DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION BY HARVESTIME PROPRIETARY LIMITED OF THE VEGETABLE PROCESSING BUSINESS OF McCAIN FOODS (SOUTH AFRICA) PROPRIETARY LIMITED

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 relation to the proposed acquisition by Harvestime (Pty) Ltd (“Harvestime” or the “Acquiring Enterprise”) of the vegetable processing business of McCain Foods (South Africa) (Pty) Ltd (“McCain” or the “Target Enterprise”) [the “Proposed Transaction”].

The Proposed Transaction entails the acquisition of the vegetable Business of McCain (“McCain Business”), as a going concern, by Harvestime. Pursuant to the Proposed Transaction, Harvestime will hold full control of the McCain Business. For completeness, the transaction includes the *Harvestime* brand currently owned by McCain.

Harvestime is a private company incorporated in accordance with the Laws of South Africa and is indirectly wholly owned by Enduring Group (“Enduring”), a private holding company headquartered in the United States.

The primary Target Enterprise is a company incorporated in accordance with the Laws of South Africa. McCain is wholly-owned by McCain Foods Limited (“MFL”), a private company duly incorporated under the Laws of New Brunswick, Canada. MFL is in turn controlled by McCain Foods Group Inc., a private company also duly incorporated under the Laws of New Brunswick, Canada.

Merging Parties

The Acquiring Enterprise, Harvestime is a shelf entity with no subsidiaries or any business activities. It is indirectly wholly owned by Enduring. Enduring has investments in the

software, construction, home services, “green” cooking, infrastructure, and other industries. Enduring has no business activities in Botswana.

On the other hand, the McCain Business carries on the business of processing, freezing, packaging, marketing and distribution of specific vegetables at its factory in Springs, Gauteng and a raw processing plant in Marble Hall, Limpopo, South Africa. The vegetables collectively refer to sweetcorn, broccoli, pumpkin, butternut, peas, beans, cauliflower, cabbage, carrots and marrow, and specifically excludes potatoes (other than what is required for the McCain Business). The McCain Business is active in the frozen food market, mainly servicing the retail products and food services products industries. The McCain Business sells its products to a distributor, which in turn supplies to supermarkets across Botswana.

Competitive Analysis and Public Interest

In the assessment of Substantial Lessening of Competition, the investigations have revealed that the Acquiring Enterprise is a newly established entity with no business activities while the Target Enterprise is involved in the processing, freezing, packaging, marketing and distribution of frozen vegetables as explained above. Moreover, the Target Enterprise is expected to continue with its potato products portfolio. Therefore, the transaction under assessment is not expected to substantially lessen competition or restrict trade or the provision of services or to endanger the continuity of supplies in the relevant market or in any market in Botswana.

The implementation of the proposed merger is not expected to result in the acquisition of a dominant position in the relevant market in Botswana as the Acquirer is an entity with no business activities in any market. In addition, the marketing and distribution of frozen vegetables market in Botswana consists of other players who will continue to provide competitive pressure on the Merged Enterprise.

In terms of Public Interest considerations, the Authority does not foresee any detriment to public interest that will arise because of the transaction under consideration. Both parties have no physical presence in Botswana, thus there are no employment related concerns in Botswana.

The Determination

The Authority determined through the analysis of the facts of the merger that the structure of the relevant market is not expected to significantly change upon implementation of the proposed transaction as the proposed transaction is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market under consideration. Furthermore, the proposed merger will not have any negative effects on public interest matters in Botswana as per the provisions of section 52(2) of the Act.

Pursuant to the provision of section 53 of the Act, the Authority has decided to unconditionally approve the proposed acquisition by Harvestime (Pty) Ltd of the vegetable processing business of McCain Foods (South Africa) (Pty) Ltd.

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 26th day of March 2026.

Gideon G. Nkala, Chief Executive Officer, Competition and Consumer Authority, P/Bag 00101, Gaborone, Plot 28, Matsitama Road, Tel: 3934278 Fax: 3121013