COMPETITION & CONSUMER AUTHORITY
Fair Markets, Empowered Consumers.

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MERGER DECISION NO 20: 2025

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

DECISION ON THE PROPOSED SALE AND PURCHASE OF AN IMMOVABLE PROPERTY BEING, PORTION 868 OF THE FARM FOREST HILL NO.9-KO, SITUATED IN THE SOUTH-EAST ADMINISTRATIVE DISTRICT, FROM THE 868 ON KGALE TRUST (PTY) LTD BY THE FAR PROPERTY COMPANY 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 respect of the proposed sale and purchase of an immovable property being, portion 868 of The Farm Forest Hill No.9-Ko (“Target Property”), situated in the south-east administrative district, from The 868 On Kgale Trust (Pty) Ltd [“the Seller”] by The Far Property Company Limited (“The Far Property” or “Acquiring Enterprise”).

The Acquiring Enterprise is a public company incorporated in accordance with the Laws of Botswana and duly listed on the Botswana Stock Exchange. Its shareholding is widely held, with majority shareholders holding 12% or more comprising Ramachandran Ottapathu, Farouk Ismail (both Batswana individuals with diverse business interests in Botswana), Platinum Compass (Pty) Limited, Botswana Public Officers Pension Fund, and Botswana Insurance Fund Management, all of which are entities registered in Botswana.

The Target Property is owned by The 868 on Kgale Trust (the Seller), a Trust incorporated in accordance with the Laws of Botswana. The 868 On Kgale Trust is wholly owned and controlled on a 50/50 basis by the Roman Catholic Church and Merlin Integer (Pty) Ltd, a church and a company registered in Botswana, respectively.

Relevant Market

In terms of the activities of the Merging Parties, the Acquirer owns and manages a portfolio of commercial, retail, industrial, and residential properties in Botswana, South Africa and Zambia. On the flipside, the Seller is primarily a property investment company that is involved in the leasing, acquiring, and sale of immovable property. Its sole asset is Portion 868 of the Farm Forest Hill No.9-KO, situated in the South East Administrative District (the Property being sold). The Property being sold is an undeveloped commercial piece of land.

The Proposed Transaction gives rise to a limited horizontal overlap in the activities of the Merging Parties in the real estate market, particularly in the commercial segment in the geographical area of Gaborone. However, it is important to note that the Target Property is an undeveloped commercial space and the only property of the Seller. In this regard, the Target Property is not currently competing with existing commercial property owners (including the Acquirers) for tenants or customers. Therefore, the identified overlap has limited market effects, and it is unlikely to materially alter the relevant market structure post-merger.

Furthermore, the commercial property market in Gaborone comprises numerous property owners and developers. As such, the Merged Entity will continue to face effective competition from existing market participants following the merger.

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 in Botswana. 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, the merger has the potential to yield benefits in the relevant market in Botswana.

The Determination

Pursuant to the provision of Section 53 of the Competition Act, 2018, the Authority has decided to unconditionally approve the proposed sale and purchase of an immovable property being, portion 868 of The Farm Forest Hill No.9-Ko, situated in the south-east administrative district, from The 868 On Kgale Trust (Pty) Ltd by The Far Property Company Limited.

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 31st day of July 2026.

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