COMPETITION & CONSUMER AUTHORITY

Fair Markets, Empowered Consumers.

MERGER DECISION

MERGER DECISION NO 33: 2026

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

DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF 100% OF THE SHARES AND CLAIMS IN DIMENSION DATA BOTSWANA BY ELEMENT TECHNOLOGIES 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 of 100% of the issued shares and claims in Dimension Data Botswana ("Dimension Data" or the "Target Enterprise") by Element Technologies Proprietary Limited ("Element Technologies" or the "Acquiring Enterprise") [the "Proposed Transaction"]. Post-implementation of the Proposed Transaction, the Acquiring Enterprise will acquire full ownership and control of the Target Enterprise.

The Acquiring Enterprise is a newly incorporated company established in accordance with the Laws of Botswana. Element Technologies is owned by Datashift Proprietary Limited ("Datashift") and Innolead Consulting Proprietary Limited ("Innolead Consulting"), both incorporated in Botswana.

The Target Enterprise is a private company duly incorporated in accordance with the Laws of Botswana. The Target Enterprise is wholly owned by Dimension Data Middle East and Africa Proprietary Limited ("DD-MEA"), an NTT Limited company. DD-MEA is a company duly incorporated in South Africa.

Relevant Markets

In terms of the activities of the Merging Parties, Element Technologies currently has no business activities. For completeness, Datashift is a newly incorporated company, formed specifically for the acquisition of the Target Enterprise, whereas Innolead Consulting operates primarily as a management consultancy firm focusing on organizational strategy, process optimization and leadership execution. Innolead Consulting is involved in project management, strategy and business transformation consultancy.

On the other hand, Dimension Data is a system integrator providing services spanning networking, cloud computing, cybersecurity, end-user computing, customer experience and data centre infrastructure. Its services continuum includes IT consulting, systems design, implementation, technical support and managed services for enterprises and public sector clients.

Competitive Analysis and Public Interest

In the assessment of Substantial Lessening of Competition, the investigations have revealed no direct overlap in the business activities of the Merging Parties, in that the Acquiring Enterprise currently has no business activities. However, there is an indirect limited complementarity in the activities of the Target Enterprise and Innolead Consulting, a promoter of the Acquiring Enterprise. The transaction is expected to bring insignificant or negligible change in the ICT systems integrator and managed services market, as the market is fairly competitive and characterised by numerous players in Botswana who will continue to provide competitive pressure on the Merged Enterprise. The transaction is therefore 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 an acquisition of a dominant position in the relevant market as the proposed merger will not result in any market share accretion in the ICT systems integrator and managed services market. Moreover, as explained above, the market is highly competitive and characterised by many players in Botswana who will continue to provide competitive pressure on the Merged Enterprise.

In terms of Public Interest considerations, the Proposed Transaction is not expected to have any impact on the contracts between Dimension Data Botswana and its current customers. Furthermore, the transaction represents a good opportunity for citizen empowerment as the Acquiring Enterprise's beneficial owners are citizens of Botswana. However, it is possible for the proposed merger to result in merger related retrenchments 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 going to change upon implementation of the Proposed Transaction as it is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market under consideration. However, the proposed merger could potentially result in merger related retrenchments in Botswana as per the provisions of section 52(2) of the Act.

Pursuant to the provision of section 53 of the Act and to ensure that all citizen employees of the Merging Parties are protected from any merger related job losses, the Authority has decided that the proposed acquisition of 100% of the issued shares and claims in Dimension Data Botswana by Element Technologies Proprietary Limited, be approved with the following conditions:

1. There shall be no merger specific retrenchments or redundancies of citizen employees for a period of three (3) years from the Approval date. For clarity, merger specific retrenchments or redundancies do not include (the list is not exhaustive):
    a) voluntary retrenchment and/or voluntary separation arrangements;
    b) voluntary early retirement packages;
    c) unreasonable refusals to be redeployed;
    d) resignations or retirements in the ordinary course of business;
    e) retrenchments lawfully effected for operational requirements unrelated to the Merger; and
    f) terminations in the ordinary course of business, including but not limited to, dismissals as a result of misconduct or poor performance.

2. The Merged Enterprise shall inherit all employees of the Target Enterprise on the same or better terms and conditions of employment;

3. The Merged Enterprise shall provide details (Full Name; Gender; and Position) of the current employees of the Target Enterprise and the Acquiring Enterprise within thirty (30) business days from the Approval date;

4. The Merged Enterprise shall share a copy of the conditions of approval with all employees of the Target Enterprise and Acquiring Enterprise and/or their respective representatives within thirty (30) business days from the Approval date;

5. The Merged Enterprise shall inform the Authority in writing of the date of the implementation of the merger within (30) business days post implementation date;

6. The Authority reserves the right to request any additional information, at any point in time, from the Merged Enterprise which the Authority deems necessary for the monitoring of compliance with these conditions.

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 6th day of October 2026.

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