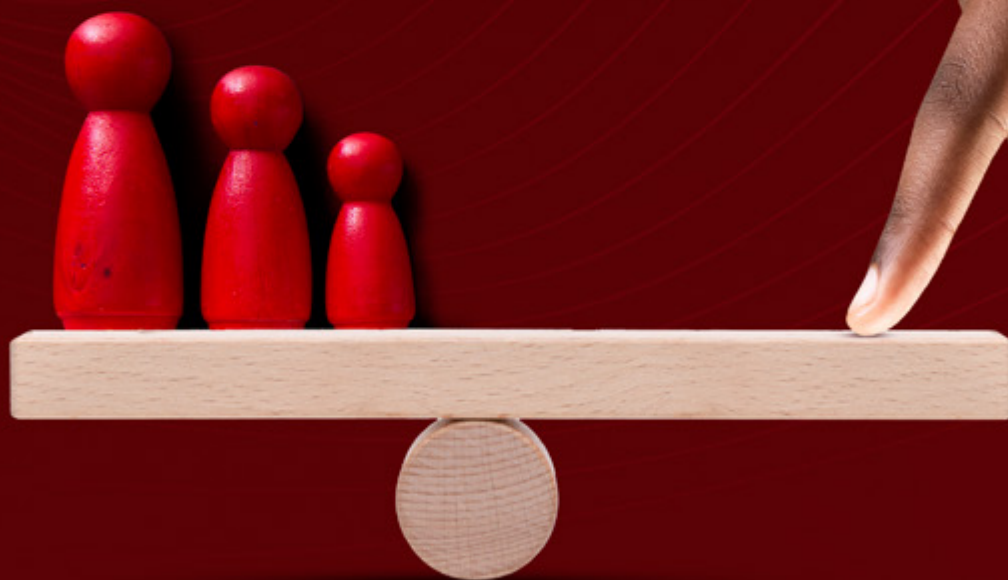




Fair Markets, Empowered Consumers.

ANNUAL REPORT 2024/25



A FINE BALANCE:
PROGRESS WITH
ACCOUNTABILITY



TO: THE HONOURABLE MINISTER OF TRADE AND ENTREPRENEURSHIP

The Competition and Consumer Authority ("CCA", "the Authority") is established and governed by the Competition Act, No. 4 of 2018 ("the Act") and the Consumer Protection Act no 5 of 2018 (the Act). The Authority is mandated to promote and safeguard competition, protect consumer welfare, and contribute to the efficiency and adaptability of the Botswana economy. In particular, section 5 of the Competition Act outlines the functions of the Authority, which include, investigating and preventing anti-competitive conduct, reviewing mergers, , and advising Government on competition and consumer protection matters and protection of consumer rights as prescribed in the Consumer Protection Act.

Policy oversight of the Authority is vested in the Minister of investment, Trade and Industry, as it then was, and now the Minister of Trade and Entrepreneurship, while the Competition and Consumer Board serves as the governing body responsible for accountability, strategic direction, and supervision of the Authority's functions.

Pursuant to section 24(1) of the Competition Act 2018, the CCA is required to prepare and submit to the Minister an Annual Report covering its operations and activities during the financial year.

Furthermore, in terms of section 24(2), the Report must be accompanied by the Authority's Audited Financial Statements.

Accordingly, this consolidated Annual Report provides:

- An overview of the Authority's statutory mandate and strategic priorities.
- A review of regulatory, enforcement, and consumer protection activities undertaken during the year under review.
- Performance highlights and progress against planned objectives.
- Governance, compliance, and institutional developments; and
- The Audited Financial Statements for the 2024/25 financial year.

This Annual Report is intended to provide stakeholders, policymakers, and the public with transparent, reliable, and relevant information on how the Authority has discharged its statutory mandate, consistent with the principles of accountability and good governance embedded in the Act for the reporting period noted. This annual report is available on the www.cca.co.bw to facilitate wider reach of stakeholders.

Yours Faithfully,



Dr Bashi Mothusi
Interim Chairperson Competition and Consumer Board

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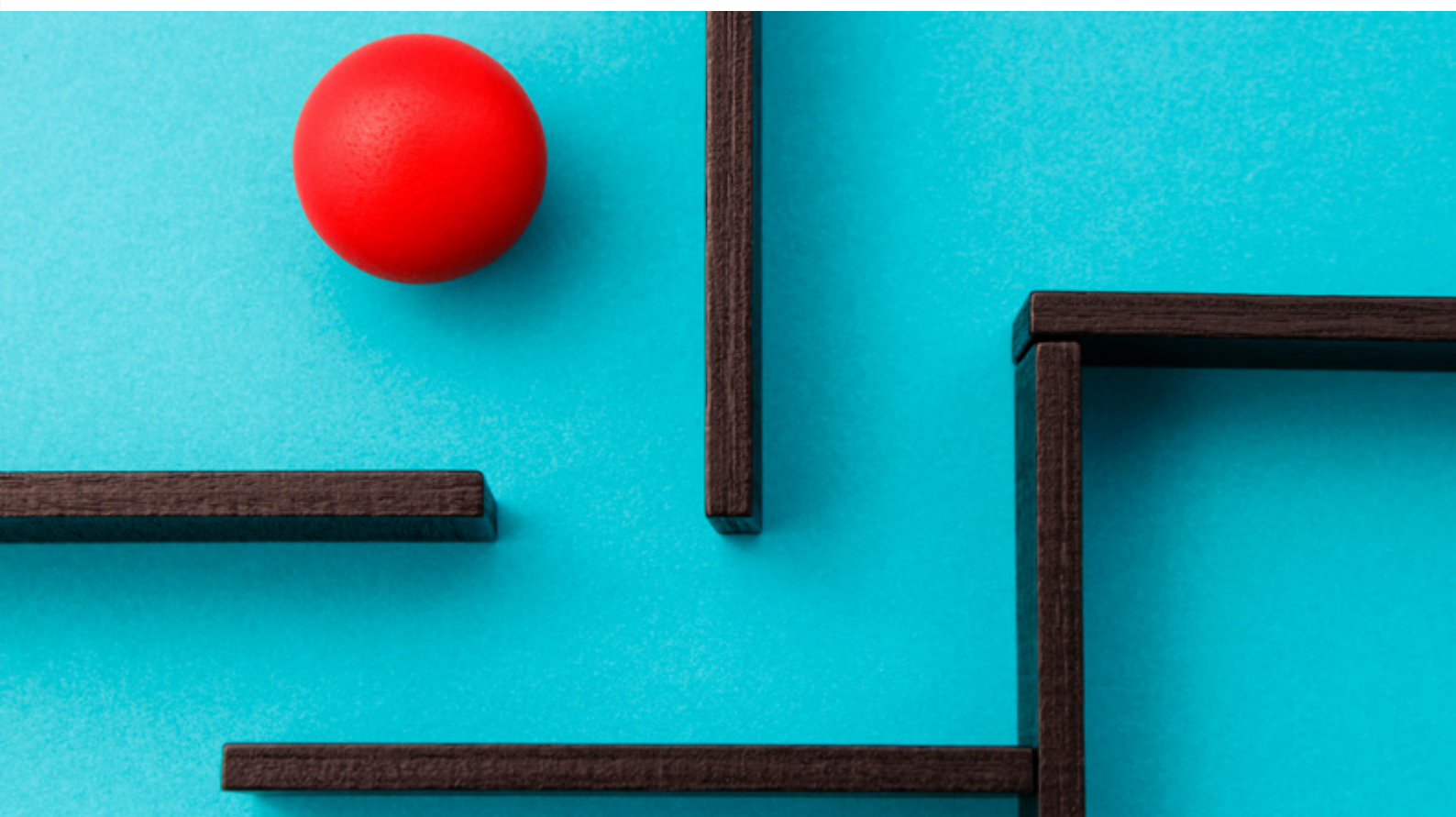
AUDITORS

External Auditors

BDO Botswana
Appointed June 2024

REPORTING DATE

31st March 2025



ACRONYMS

ACF	African Competition Forum
BAOA	Botswana Accountancy Oversight Authority
BERA	Botswana Energy Regulatory Authority
BOBS	Botswana Bureau of Standards
BOCRA	Botswana Communications Regulatory Authority
BOMAID	Botswana Medical Aid Society
BOMRA	Botswana Medicines Regulatory Authority
BPOPF	Botswana Public Officers Pension Fund
BPS	Botswana Police Service
CCA	Competition and Consumer Authority
CEO	Chief Executive Officer
CIPA	Companies and Intellectual Property Authority
ICN	International Competition Network
ICPEN	International Consumer Protection Enforcement Network
MTE	Ministry of Trade and Entrepreneurship
MoU	Memorandum of Understanding
NBFIRA	Non-Bank Financial Institutions Regulatory Authority
OECD	Organisation for Economic Cooperation and Development
WCD	World Competition Day
WCRD	World Consumer Rights Day
UNCTAD	United Nations Trade and Development

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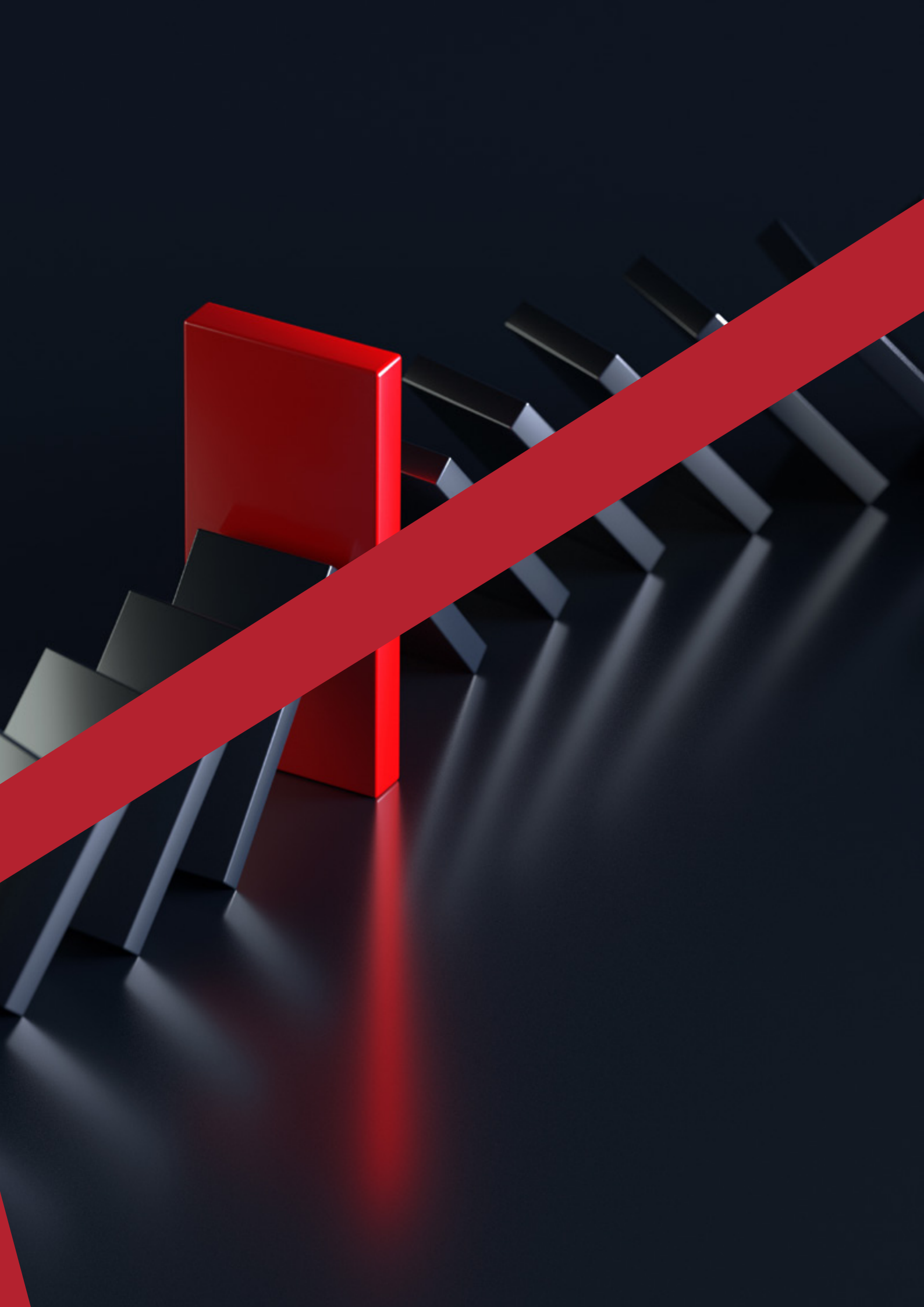
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01

ABOUT COMPETITION AND CONSUMER AUTHORITY



ABOUT COMPETITION AND CONSUMER AUTHORITY

CCA Mandate

The Competition and Consumer Authority (CCA) is a parastatal established through the Competition Act No. 4 of 2018.

The Shareholder, who is the Government of Botswana, expects CCA to offer unfettered wide spectrum of services outlined below:

The Competition Act empowers the Authority to:

- Investigate Horizontal agreements (price-fixing, market allocation, bid-rigging)
- Investigate Vertical Agreements (resale price maintenance)
- Investigate Abuse of Dominance (predatory conduct, margin squeeze, refusal to deal, exclusive dealing etc.)
- Control Mergers and Acquisitions (for enterprises with assets or turnover valued at P10m or above)

The CCA further protects consumers against unfair business practices through enforcement of the Consumer Protection Act No 5 of 2018 whose main areas include:

- False, Misleading and Deceptive Conduct (false representations on goods and services, bait advertising, pyramid schemes etc.)
- Information on Goods and Services (display of prices, product labelling, used goods etc.)
- Safety and Quality of Goods and Services (right to quality goods and services, warranty, liability for damaged goods etc.)
- Direct and Mail Order Sales (direct marketing, consumer's right to cooling off etc.)
- Contracts (unfair or unjust contract terms, written contracts, prohibited contract terms, cancellation of contracts etc.)



ABOUT COMPETITION AND CONSUMER AUTHORITY



CCA Mission

We ensure a vibrant competitive landscape, fair business practices and safeguard the welfare of consumers in Botswana



CCA Vision

A Competitive Botswana with Fair Markets and Empowered Consumers



CCA Values

- Transparency
- Professionalism
- Integrity
- Teamwork
- Pro-activeness

02

INTERIM CHAIRPERSON'S REPORT

Dr. Bashi Mothusi

Interim Chairperson - Competition
and Consumer Board

"I am honoured to present a report of the Competition and Consumer Authority performance for the financial year ended 31 March 2025. Overall, the report seeks to outline initiatives executed in the enforcement of anti-competitive behaviour and protection of consumers against unfair business practices."



INTERIM CHAIRPERSON'S REPORT

Introduction

On behalf of the Competition and Consumer Board, I am honoured to present the Annual Report and Audited Financial Statements of the Competition and Consumer Authority (CCA) for the 2024/25 Financial Year.

I assumed the role of Interim Chairperson on 1 April 2025, following the conclusion of the term of Dr. Malebogo Bakwena, who diligently steered the Authority for five (5) years. Her tenure, alongside that of Board Members Mr. Phodiso P. Valashia, Mr. Koonyatse K. Tamasiga, and Ms. Kemmony Keitsile, came to an end in September 2024. Their service and contributions to the Authority are deeply acknowledged.

The Board also extends its appreciation to Mr. Gosegomang Olefile Setswamokwena, a co-opted Member of the Human Resources Committee, whose service ended in December 2024. His valuable input to strengthening the Board's human resource oversight function is commendable.

We also welcomed the appointment of Mr. Kokeletso Hule as a Board Member in April 2024 for a Four-year term. His expertise around legal, governance and strategy will greatly enrich the Board's oversight role.

A significant development, though occurring just beyond the reporting period herein, was the end of tenure of Ms. Tebelelo Pule, who served as Chief Executive Officer from October 2017. Ms. Pule was instrumental in the transformation of the Competition Authority into the Competition and Consumer Authority, seamlessly integrating the consumer protection mandate from the then Ministry of Investment, Trade and Industry. Her legacy includes strengthening local and international partnerships and consolidating CCA's reputation across regulatory and compliance sectors.

Following her departure, Mr. Gideon Gobusamang Nkala was appointed as Chief Executive Officer of the Authority, effective 1 July 2025.

On behalf of the Board, Management, and Staff, I warmly welcome him to the CCA family. We are confident in his ability to advance the Authority's mandate and deliver on shareholder and stakeholder expectations with renewed energy and focus.

Corporate Governance

The Board recognises that sound governance is critical to effective regulation. During the year, the Authority undertook an independent governance audit conducted by the Botswana Accountancy Oversight Authority (BAOA) to benchmark practices against the King IV™ Code on Corporate Governance. The Authority was rated at a medium-high risk level, reflecting commendable progress while identifying areas requiring further strengthening.

The Board has embraced the recommendations of the audit and, with the support of Management, is reviewing and updating its Charters, policies, and governance instruments to ensure greater alignment with King IV principles and outcomes. This demonstrates our commitment to enhancing governance maturity, transparency, and accountability.

CCA People

The Authority's achievements are underpinned by a dedicated and professional workforce. On behalf of the Board, I express deep appreciation for the commitment of CCA employees, who continue to deliver world-class service to both businesses and consumers.

We recognise, however, the challenges posed by fiscal constraints, which have limited opportunities for staff training and capacity development. Addressing this gap remains a key priority, as sharpening skills and strengthening institutional capacity are critical in navigating a complex and evolving regulatory environment.

A positive highlight in employee relations was the signing of a Collective Labour Agreement with the Botswana Public Employees Union (BOPEU) in June 2024. This development strengthens labour relations and is expected to improve working conditions and employee engagement.

Overall Performance

The 2024/25 financial year marked the final year of implementing the Authority's 2020–2025 Strategic Plan. While a comprehensive review of the five-year strategy is underway, we are pleased with the progress made despite fiscal challenges.

The Authority achieved 76% of its key milestones, a commendable performance given the constraints. Notable achievements include:

INTERIM CHAIRPERSON'S REPORT CONTINUED

- Promoting competition through proactive merger reviews and market assessments to prevent monopolistic practices and abuse of dominance.
- Advancing consumer welfare through targeted education campaigns and enforcement actions.
- Addressing barriers to entry and supporting fair participation in the economy; and
- Strengthening stakeholder engagement through coordinated outreach and public education initiatives.

These achievements affirm the Authority's resilience and focus on delivering its mandate as outlined under section 5 of the Competition Act, 2018.

External Audit

The Authority has, once again since inception, attained a clean audit report with an unqualified audit opinion. The detailed annual financial statements are reported at the end of the annual report.

Community Involvement

The Authority continued to engage the public through exhibitions, fairs, and roadshows, notably under the Ministry of Trade and Entrepreneurship's Metlhalala Ya Khumo initiative. These platforms enhanced awareness of the Authority's mandate, strengthened community relations, and provided opportunities for valuable public feedback.

The Future as We See It

As the Authority transitions into a new strategic planning cycle, our focus will be on consolidating past gains and building resilience. With vacancies on the Board expected to be filled, and with renewed leadership at the executive level, the CCA is well positioned to scale up its impact.

Going forward, the Authority will:

- Leverage digital platforms to enhance regulatory visibility and efficiency.
- Deepen partnerships and collaborations locally and internationally.
- Optimise resource use to minimise duplication and ensure sustainability; and
- Continue to protect and promote competition and consumer welfare in an increasingly dynamic market environment.

Gratitude

I extend sincere appreciation to Ms. Tebelelo Pule for her exceptional service as Chief Executive Officer, and to the Management and staff of CCA for their unwavering dedication.

My gratitude also goes to my fellow Board Members for their commitment and support in guiding the Authority. Finally, I thank our stakeholders—Government, the business community, consumers, and international partners—for their continued trust and collaboration.

Together, we look forward to building on the strong foundation laid, as we chart the Authority's next phase of growth and impact.



Dr Bashi Mothusi
Interim Chairperson
Competition and Consumer Board

03

CHIEF EXECUTIVE OFFICER'S REPORT

Mr. Gideon Gobusamang Nkala
Chief Executive Officer

"I am proud to reflect on another year of meaningful progress and impactful initiatives. Our collective commitment to excellence, innovation, and community development has allowed us to achieve significant milestones."



CHIEF EXECUTIVE OFFICER'S REPORT

Introduction

I am pleased to report on the operations of Competition and Consumer Authority (CCA), for the financial year 2024/25.

Human Capital, retention and turnover

The Authority has a total establishment of forty-six (46), with a head count of forty-five (45) full time employees and three (3) National Internship Programme Participants. The vacancy rate at the end of March 2025 was 2.17%. Turnover and retention rates averaged 0.94% and 94.45% respectively.

Technology and innovation

CCA has demonstrated its commitment and undeterred willingness to embrace technology in its daily work by developing adaptive systems and processes, particularly the indispensable Complaints Management System (CMS). The CMS provides improved documentation of customer complaints, legal matters and mergers review. It permits timely access to all information relating to consumer complaints, merger cases and investigation enquiries. The system enhances functionality and assists case officers to improve operational efficiency and turnaround times.

Performance Highlights

We have seen growth in the number of both competition and consumer protection cases in the past year. Below is the summary of our performance across the Authority.

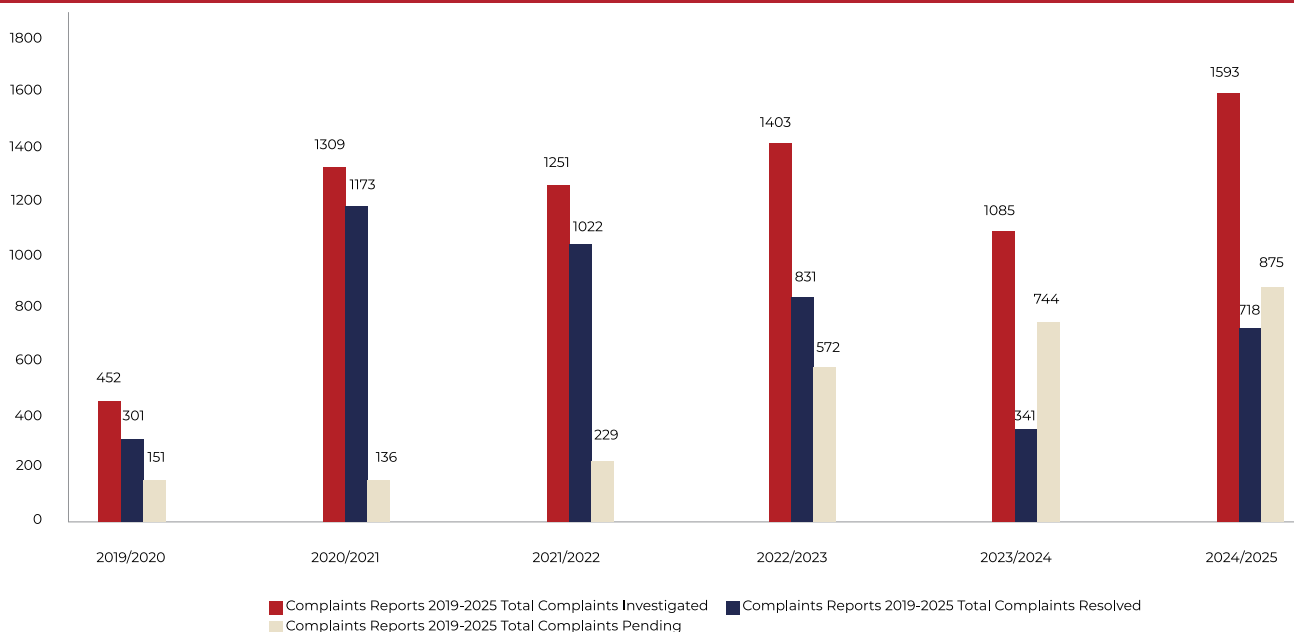
- **Competition Law Cases** The Authority investigated a total of twenty-nine (29) competition related cases, of which 26 were rolled over from the previous financial year. Nineteen (19) cases were closed due to lack of competition concerns and insufficient evidence, while ten (10) cases are still under investigation.
- **Consumer Complaints** The figure below shows consumer complaints handled over a six-year period from the 2019/20 to 2024-25. There has been an increase in the number of consumer complaints investigated over the years; with 452 in 2019/20, and 1 593 in the current 2024/25 financial year.

During the year under review, the Authority resolved 718 consumer complaints with 95% resolved through mediation.

Business inspections and compliance Level

The Authority carries out both routine Inspections and inspections on alleged unfair business practices, to assess the level of compliance with the Consumer Protection Act.

Figure 1: Consumer Complaints handled 2019-2025



CHIEF EXECUTIVE OFFICER'S REPORT

CONTINUED

Number Brought forward from 2023/24	7
2024/25 Notified Transactions	62
Total Transactions handled in 2024/25	67
Number approved unconditionally	55
Number approved with conditions	5
Other decisions (Prohibited, abandoned, On hold, withdraw)	2
Carried Forward to 2025/26	8

In the past year, a total of 277 businesses were inspected as compared to 2 157 businesses in the previous year. Out of the businesses that were inspected, an 83% business compliance rate compared to 81% in the previous financial year was realised. The reduction in the number of businesses inspections was due to budgetary constraints.

Merger review and control

The Authority received 62 mergers and acquisitions transactions during the 2024/25 financial year, out of these, one (1) transaction was suspended. This represents a slight percentage increase of approximately 5.1% when compared to the 59 mergers and acquisition transactions registered the previous year.

Legal and enforcement

Following a prolonged court battle to establish whether the CCA has jurisdiction over medical aid service providers, this matter has been put to rest by the Court of Appeal in the Botswana Medical Aid Society v Competition and Consumer Authority case - CACGB 254.

On 19th April 2024, the Court of Appeal upheld the High Court's decision that the Authority has jurisdiction over BOMAID because it is a market player. The court ruled that BOMAID is involved in business for gain and its activities are not philanthropic. BOMAID had failed to demonstrate that it falls within the exemption provided for under section 3 (3) (a) of the Act.

Public Education and Awareness

The Authority develops a Stakeholder Engagement and Communication Plan (SECP) annually for its interaction with stakeholders which includes Government Ministries, Parliament, Sector Regulators, Consumers, the Business Community, the Media, Consumer Advocacy Groups, Regional and International Competition and Consumer Protection bodies.

The implementation target for the Plan is always 100%, but overall compliance with implementation for the 2024/25 financial year fell short at 62% with only 16 out of 26 planned activities owing to resource constraints.

Appreciation

On behalf of Management, I would like to thank the CCA Board and the Shareholder for their invaluable guidance, as well as my colleagues and fellow employees who are responsible for our achievements. I am particularly honoured and humbled to serve alongside such a great team of skilled and talented professionals.

Delivering a regulatory and compliance service under a challenging environment characterised by limited resources at a time when our economy is facing monumental stress is a difficult enterprise to juggle. We however do not have any choice but to rise to the challenge and overcome.

I appreciate our stakeholders, locally and internationally who supported us during the year. I am confident that together we shall continue to work together for a common course in the future.



Gideon Gobusamang Nkala
Chief Executive Officer

04

COMPETITION AND CONSUMER BOARD





COMPETITION AND CONSUMER BOARD



Dr. Bashi Mothusi

Board Member Interim

Chairperson

Date of appointment - 09/11/2023

- PhD Public Administration - Cleveland State University Ohio, USA
- MSc Development Administration & Planning - University College, London
- BA Social Sciences - University of Botswana



Mr. Kokeletso Hule

Board Member

Date of appointment - 01/04/2024

- Bachelor of Laws (LLB) - University of Botswana



Mr. Gideon G. Nkala

Chief Executive Officer

Ex-Officio Member of the Board

Date of appointment – 01/07/2025

- MSc Strategic Management- University of Derby
- Masters' Information Studies- University of Botswana
- M.A. In Mass Communications- Liverpool John Moores University
- Post Graduate Diploma in Economics for Competition- Law Kings College London.
- Bachelors' Degree Education (English) - University of Botswana

PAST-IMMEDIATE BOARD MEMBERS

The Authority recognises Board Members whose term ended or retired after meritorious service:



Dr. Malebogo Bakwena
Chairperson
Retired 30/09/2024



Mr. Phodiso P. Valashia
Member
Retired 30/09/2024



Mr. Koonyatse K. Tamasiga
Member
Retired 30/09/2024



Ms. Kemmonye Keitsile
Member
Retired 30/09/2024



Ms. Tebelelo Pule
CEO and Ex-Officio Member
Retired 30/04/2025



**Mr. Gosegomang Olefile
Setswamokwena**
Co-opted Member
Retired 08/12/2024

05

BUSINESS LEADERSHIP AND CORPORATE GOVERNANCE



BUSINESS LEADERSHIP AND CORPORATE GOVERNANCE

Corporate Governance Statement

The Authority is committed to maintain the highest standards of corporate governance, ethical leadership, and responsible corporate citizenship. A notable initiative by the Board was its decision to subject itself to King IV™ Code on Corporate Governance to ensure alignment with the precepts of governance and accountability. King IV™ builds on King III™ which is recommended for an SOE's like the Authority.

The Board examined each principle and practices against CCA governance instruments such as policies, statutes and regulations to determine its conformance to corporate governance expectations and practices. The Authority remains committed to continuously strengthen its governance structures, processes, and controls to support sustainable performance and long-term stakeholder value.

Internal Audit

The Authority outsources the Internal Audit function. The function provides independent and objective assurance to the Board through the Finance and Audit Committee (FAC) on the appropriateness and effectiveness of the Authority's Governance processes, Risk Management and Internal Controls and recommends corrective actions where need be. The Internal Audit plans are informed by the risks and strategic intent of the Authority and are approved by the Board through the FAC.

External Auditors

In terms of the Competition Act, CCA is required to keep and maintain proper accounts in respect of every financial year relating to the assets, liabilities, income and expenditure audited by an Auditor appointed by the Board. The CCA Board, under this special dispensation has appointed BDO Botswana, a firm of Certified Public Accountants to fulfil this statutory requirement.

Internal Controls

The Authority maintains systems of internal control to, among others, safeguard Authority assets and provide protection against misuse and loss of assets. As part of strengthening controls, policies, procedures and processes are reviewed to identify deficiencies and enhance risk management.

Ethics

Members of the Board and staff are required to conduct themselves according to the highest ethical standards. The Authority always strives to make relevant disclosures of information to stakeholders in a transparent manner.

Board approved guidelines and processes have been adopted to aid day to day activities with customers while policies guide staff on the code of conduct.

Compliance with the Laws of Botswana

The CCA Board is conscious of its responsibility and is unequivocally committed to upholding ethical behaviour in conducting its business. The Board, through the Office of the Chief Executive Officer, strives to ensure that the business of the Authority complies with the laws and regulations of Botswana.

The Authority submits monthly reports to the Public Procurement Regulatory Authority (PPRA) as part of compliance requirement by the Public Procurement Act. As a Public Interest Entity (PIE) the Authority appointed Botswana Accountancy Oversight Authority (BAOA) approved internal and external audit firms.

Board Selection and Appointment

The Competition and Consumer Board ("the Board") is the governing body of the Authority, responsible for providing general policy direction to the Authority. The Board is appointed by the Minister of Trade and Entrepreneurship ("the Minister").

In appointing the Board, the Minister selects individuals with experience and expertise in industry, commerce, economics, law, consumer affairs, public administration, or any other area relevant to the functions of the Board. In accordance with the Competition Act, the Board shall consist of seven (7) members, including the Chairperson.

However, during the 2024/25 reporting period, the Board comprised six (6) members comprising two (2) females and four (4) males. The Board collectively possessed qualifications and expertise across key areas including finance, accounting and audit, law, economics, trade, strategy, and public administration. This diversity of skills and experience supported effective oversight and strategic guidance in line with the organisation's mandate. Of these, the terms of four (4) members ended on 30th September 2024, leaving the Board with only two (2) members. The Chief Executive Officer is an ex-officio member of the Board but does not have voting rights.

Responsibilities of the Board

The Competition and Consumer Board is the governing body of the Authority and is responsible for the

BUSINESS LEADERSHIP AND CORPORATE GOVERNANCE CONTINUED

direction of the affairs of the Authority. The Board is conscious of its responsibility and is unequivocally committed to upholding ethical behaviour in conducting its business. The Board through its Secretariat and the Chief Executive Officer, ensures that the day-to-day business of the Authority complies with the laws and regulations of Botswana.

The responsibilities of the Competition and Consumer Board are:

- Determine policy and provide strategic direction to give effect to the objects of the Competition Act and Consumer Protection Act.
- Determine the general performance of the Authority.
- Ensure compliance with applicable Laws and Regulations.
- Advise the Minister on international agreements relevant to competition.
- Do such other things as provided by the Competition Act and Consumer Protection Act or as may be necessary.

Despite the challenges posed by changes in Board composition during the reporting period, the Board is satisfied that it has fulfilled its governance responsibilities as outlined in the Competition Act and the Board Charter. While only two (2) of the four (4) scheduled quarterly meetings were held, the Board convened two (2) additional special meetings to address critical matters and ensure continuity in decision making.

Board Committees

The Board is accountable for the Authority's activities and deals with all organisations business and achieves this through specifically delegated Committees. The Board has three (3) standing specialist committees.

- Finance and Audit Committee,
- Technical Committee
- Human Resource Committee

Table 2: Board Committees, Membership and Responsibilities as at 31st March 2025

Committees	Members	Responsibility
Finance and Audit Committee	Mr. Koonyatse K. Tamasiga Chairperson Ms. Kemmony Keitsile Mr. Phodiso P. Valashia	The Committee assists the Board in discharging its oversight responsibilities of monitoring and reviewing financial activities of the Authority and the financial reporting process to ensure balance, transparency and integrity; the Authority's compliance with the legal and regulatory requirements; the effectiveness of the Authority's internal controls; and the effectiveness of the Authority's risk management strategies.
Human Resources Committee	Mr. Phodiso P. Valashia Chairperson Dr Bashi Mothusi Mr. Kokeletso Hule	The Committee assists the Board in discharging its oversight responsibilities of establishing, monitoring and reviewing appropriate human resource and compensation policies and strategies that provide the Authority with the capability to achieve its short and long-term business objectives.
Technical Committee	Dr Bashi Mothusi Chairperson Ms. Kemmony Keitsile Mr. Koonyatse K. Tamasiga	The Committee is tasked with assisting the Board in discharging its oversight responsibilities of formulating, monitoring and reviewing appropriate legal and technical policies, rules, guidelines and procedures that enable the Authority to undertake its enforcement and advocacy functions.

BUSINESS LEADERSHIP AND CORPORATE GOVERNANCE CONTINUED

Record of Board and Committee Meetings

The Board meets at least quarterly. It follows a structured approach of delegation, reporting and accountability. This includes reliance on three Board Committees to carry out delegated duties, namely the Technical Committee (TC), Finance and Audit Committee (FAC), and the Human Resources Committee (HRC).

Table 3: Record of Board and Committee Meetings as at 31st March 2025

Name	Position	Ordinary Board	Special Board Meetings	Finance & Audit Committee	Human Resources Committee	Technical Committee
Dr. Malebogo Bakwena	Chairperson	2	2	N/A	N/A	N/A
Ms. Kemmonye Keitsile	Member	2	2	5	N/A	1
Mr Phodiso P. Valashia	Member	2	2	6	3	N/A
Mr Koonyatse K. Tamasiga	Member	2	2	6	N/A	2
Dr Bashi Mothusi	Member	2	2	N/A	3	2
Mr. Kokeletso Hule	Member	2	2	N/A	2	N/A
Ms. Tebelelo Pule	CEO	2	2	6	3	2

Co-opted Board Member's Record of Meetings

Name	Human Resources Committee
Mr. Gosegomang Olefile Setswamokwena	3

Remuneration of Members of the Board

Members of the Board, as non- executive Directors, are not entitled to monthly or annual salaries. Instead, they are paid a sitting allowance at Board and Committee meetings in line with prescribed parameters. Below is the detail of Board sitting allowance payments for the year under review.

Table 4: Remuneration of Board Members

Name	Position	Ordinary Board
Dr. Malebogo Bakwena	Chairperson	35,000.00
Ms. Kemmonye Keitsile	Member	52,000.00
Mr Phodiso P. Valashia	Member	64,000.00
Mr Koonyatse K. Tamasiga	Member	60,000.00
Dr Bashi Mothusi	Member	60,000.00
Mr. Kokeletso Hule	Member	48,000.00
Ms. Tebelelo Pule	Ex-officio Member (CEO)	Not Applicable

BUSINESS LEADERSHIP AND CORPORATE GOVERNANCE CONTINUED

CCA Risk Philosophy

The Competition and Consumer Authority's (CCA) risk philosophy, rooted in robust governance, is aligned with King IV Principle 11 by ensuring that risk governance actively supports the achievement of its strategic objectives of preventing anti-competitive practices and protecting consumer rights.

CCA risk management philosophy follows a proactive and integrated approach aligned to ISO 31000:2018, which emphasises that risk management should be integrated into all organisational activities and decision-making, be structured and comprehensive, dynamic, and informed by the best available information, while also considering human and cultural factors.

Furthermore, this philosophy is implicitly linked to International Financial Reporting Standards (IFRS) by recognising that effective risk management, especially concerning financial, operational, and reputational risks, directly impacts the accuracy, reliability, and transparency of financial reporting, enabling the CCA to maintain its legitimacy and foster trust among stakeholders by responsibly managing its resources and obligations.

Table 5: Distribution of Identified Risks for each Strategic Objective

Perspectives	Strategic Objective	Risk Description	Impact description
Stakeholder/ Customer	CS1: Enhance Consumer and Public Awareness CS3: Remove Market constraints and Unfair Business Practices CS5: Strengthen Policy Advocacy CS6: Improve Service Provision and Access	Inadequate awareness on CCA Mandate and understanding of Competition and Consumer Protection legislations.	- Diminished brand credibility - Non-resolution of consumer complaints - Non-Compliance by businesses - Ineffective service delivery - Decrease in Consumer welfare, Non-Compliance to Consumer Protection provisions - Increased misinformation and non-compliance - Increased unfair business practices in the market, - Consumers rights are not protected. (Discrimination of consumers) - Complaints not reaching the Authority. - Failure to achieve CCA Mandate.
	CS2: Review Mergers and minimise Monopolies	Issuing improper Merger decisions	May /attract/lead to appeals at the Competition and Consumer Tribunal, bad reputation
	CS4: Improve Stakeholder Collaboration (National Stakeholders; and International Partners	Missing critical data/information that could be used to make strategic decisions in business processes and that of the Stakeholder.	- Inadequate stakeholder collaboration to leverage on diverse expertise. - Inadequate Stakeholder capacitation on Competition and Consumer Protection mandate. - Influx of Consumer Complaints from regulated sectors with Consumer Protection mandate

BUSINESS LEADERSHIP AND CORPORATE GOVERNANCE CONTINUED

Perspectives	Strategic Objective	Risk Description	Impact description
Internal Processes	IP1: Integrate and Optimize Organisational Processes IP2: Leverage Digital Technologies	Poor service delivery	· Increase or delay in Case Management.
	IP3: Embed Risk Management	Failure to adequately mitigate high/extreme risks	Not achieving mandate
	IP4: Strengthen Governance and organisational compliance	Reduced Board effectiveness and non-compliance with Best Practice and codes on Corporate Governance Failure to align Structure to Strategic Business Strategy – Causes Lack of expertise and manpower	Delayed Board Decision
Financial	F1: Prudent Financial Management & F2: Optimize Resource Utilization	Inadequacy in mandate execution	Failure to achieve CCA Mandate. Fraudulent Transactions
Learning and Growth	LG1: Improve Performance LG1: Improve Performance and Culture LG2: Competence and Skills LG3: Talent Management (enhance human capital)	Low performance at individual and corporate level	· Inadequate Implementation of CCA Mandate · High Staff Turnover, Staff disengagement

CCA Top Eight (8) Identified Risks and their Mitigations

The top eight (8) risks with the potential to affect the business are identified in the table below and are reported to the CCA Board through the Finance and Audit Committee on a quarterly basis.

BUSINESS LEADERSHIP AND CORPORATE GOVERNANCE CONTINUED

Table 6: CCA Top Eight Identified Risks and their Mitigations

Number	Risk Description	Risk Mitigation
1	Inadequate awareness on CCA Mandate and understanding of Competition and Consumer Protection legislations.	• Measure level of Compliance to the Act. • Measure level of Consumer Awareness. • Training of Consumer Protection human resource • Explore Policy advocacy platforms for participation. • Service Level Agreement on sharing of Policy Documents to the respective offices. • Customer facing platform through Case Management System to enable self-service to lodge complaints. • Deployment of technologies to avail accessibility.
2	Issuing improper Merger decisions	• Capacity building for Mergers Investigation Team and Merger Review Committee. • Review Division to leverage on internal expertise from lower positions.
3	Missing critical data/information that could be used to make strategic decisions in business processes and that of the Stakeholder.	• Proactive leveraging development partners opportunities. • MOUs implementation plan with view to address Consumer Protection. • Active participation in the Working Groups to build Internal Capacity on Competition and Consumer protection mandate. • Engage sector regulators.
4	Poor service delivery	• Monitor efficiency service delivery initiatives. • Implement security awareness programme. • Outside Storage Facility. • Penetration to be done in the Network to identify vulnerabilities. • Backup of physical files. • Advancement of Technology Adoption.
5	Failure to adequately mitigate high/extreme risks	• Reinforce implementation of risks mitigation.
6	Reduced Board effectiveness and non-compliance with Best Practice and codes on Corporate Governance	• Implement Board findings per BAOA and audit findings. • Establish a baseline to address principles of best practice.
7	Inadequate CCA Mandate execution	• Divisional Budget Management. • Justified Spending.
8	Low performance at individual and corporate level	• Staff Dipstick Engagement Survey findings implementation. • Allocation of resources. • Explore donor funding to augment subvention. • Implore Staff Interventions to boost staff moral.

06

EXECUTIVE MANAGEMENT



EXECUTIVE MANAGEMENT



Mr. Gideon G. Nkala
Chief Executive Officer



Ernest Bagopi
Director Investigations
Policy and Research



Gomolemo Ratsie
Director Corporate
Services



James Baleki Molosankwe
Director Communications and
Stakeholder Relations



Nomathemba Dladla
Director Mergers and
Monopolies



Kesego Modongo
Director Legal Services

07

ORGANISATIONAL BUSINESS REVIEW

This section presents the Authority's performance to fulfil the Strategic objectives in the 2024/25 financial year. The section covers Investigations, Market Research and Advocacy, Mergers Review, Legal and Enforcement, Public Education and Awareness, Human Resource Management and Administration.





08

INVESTIGATIONS, MARKET STUDIES, RESEARCH AND ADVOCACY



INVESTIGATIONS, MARKET STUDIES, RESEARCH AND ADVOCACY

COMPETITION INVESTIGATIONS

Competition Cases Handled

During this financial year, the Authority investigated a total of 29 competition related cases, out of which 26 were rolled over from the previous financial year. As highlighted in Table 7, a total of 19 cases were closed due to lack of competition concerns and insufficient evidence, while the 10 cases still under investigation will be carried forward to the next financial year.

Table 7: Competition Investigations Handled

Cases	Total
Cases Investigated	29
New Cases	3
Cases Carried Over from the Previous Year	26
Cases Closed	19
Cases Carried Forward to 2025/26	10

Cases Investigated In The 2024/25 Financial Year

Mobile Network Operators Market

The Authority commenced a preliminary inquiry against three (3) Mobile Network Operators (MNOs) for allegedly abusing their dominant position by imposing onerous commercial terms for interconnecting a new voice over internet protocol (VoIP) services provider. The preliminary inquiry established that interconnection or providing access to the MNOs networks at fair terms to VoIP services providers is essential for the launch of an innovative and low-cost VoIP calls and for a competitive voice call market. The Authority collaborated with the sector regulator, Botswana Communications Regulatory Authority (BOCRA) on this matter leading to objective interconnection terms.

Speed Detecting Cameras and Maintenance and Calibration Services

The Authority launched a preliminary investigation against a market player for allegedly abusing its dominant position through tying the supply of speed detecting cameras to the provision of repair, maintenance and calibration services. However, the case was closed after establishing that the market player lacked market power in the relevant market. Notwithstanding that, the Authority initiated an

advocacy initiative in collaboration with the Botswana Police Services and Public Procurement Regulatory Authority to improve competition in the procurement of speed detecting cameras and repair, maintenance and calibration services.

New Cases Investigated

Medical Aid Scheme Market

The Authority launched a preliminary investigation against a market player in the medical aid scheme market for allegedly abusing its dominance by applying discriminatory trading conditions and inducing its members not to deal with its competitors in the downstream market (health services market). It was further alleged that the respondent was abusing its dominance through discrimination in price or other trading conditions appointing different service providers to its designated service programme. Investigations were on-going at the end of the reporting period.

Data Storage Market

The Authority commenced a preliminary investigation against a dominant player for allegedly abusing its dominance position by inducing its customers to deal with their competitors in the offsite data storage market. The investigation is still underway, and the respondent has been notified.

CONSUMER PROTECTION INVESTIGATIONS

Consumer Complaints

The Authority, through enforcement of the Consumer Protection Act (CPA), provides for the protection of the interests of consumers by prohibition and control of unfair business practices. This is achieved by conducting investigation on alleged business conducts and carrying out business inspections to assess compliance levels. The mandate is further driven by advocacy initiatives on legislation, policies and market structures that impede consumer welfare.

Figure 2 below shows consumer complaints handled over a six-year period from the 2019/20 to the current financial year. There has been an increase in the number of consumer complaints investigated over the years; with 452 in 2019/20, and 1 593 in the current 2024/25 financial year.

Over these years, the Authority continues to rely more on resolving consumer complaints through mediation and this has proven to be the most efficient method. The mediation process often takes less time to resolve consumer complaints.

In the financial year under review, the Authority resolved 718 consumer complaints with 95% resolved through

INVESTIGATIONS, MARKET STUDIES, RESEARCH AND ADVOCACY CONTINUED

mediation. The remedial actions come in the form of either Repair, Replace or Refund as provided for under the CPA.

Figure 2: Consumer Complaints Handled 2019 to 2025

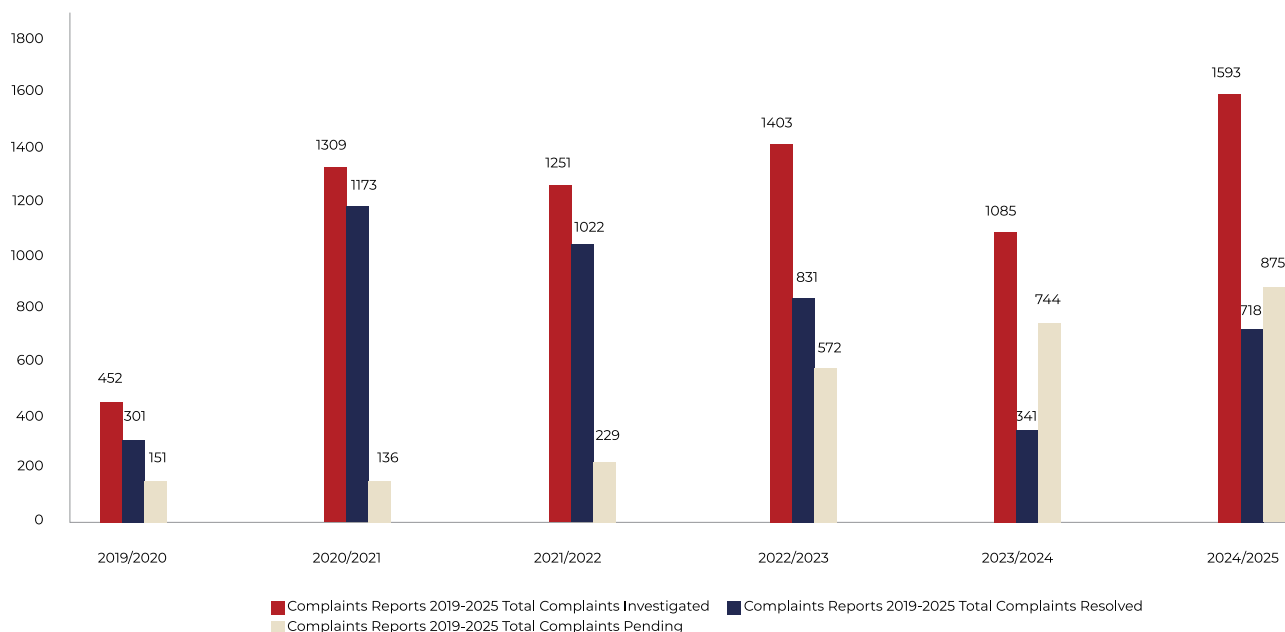


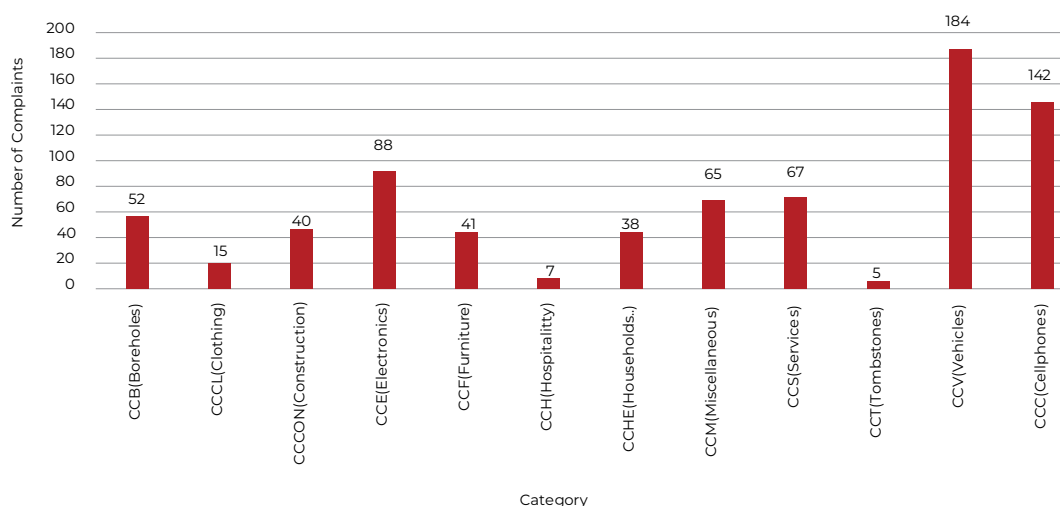
Figure 2 above further shows that a total of 744 consumer cases investigated were carried over from the previous financial year. A total of 849 new complaints were received in the year under review, and this indicates an increase of 8% compared to the previous financial year. This demonstrates that a total of 1 593 complaints were investigated during the reporting period, which is an increase of 32% when compared to the previous financial year.

Cases Carried Over from the Previous Financial Year

At the end of the review period a total of 875 consumer cases were still under investigation, which shows an increase of 5.5% when compared to the same period in the previous financial year.

Figure 3 below gives a summary of the different categories of cases that were carried over from the previous financial year.

Figure 3: Complaints Carried over from the Previous Financial Year

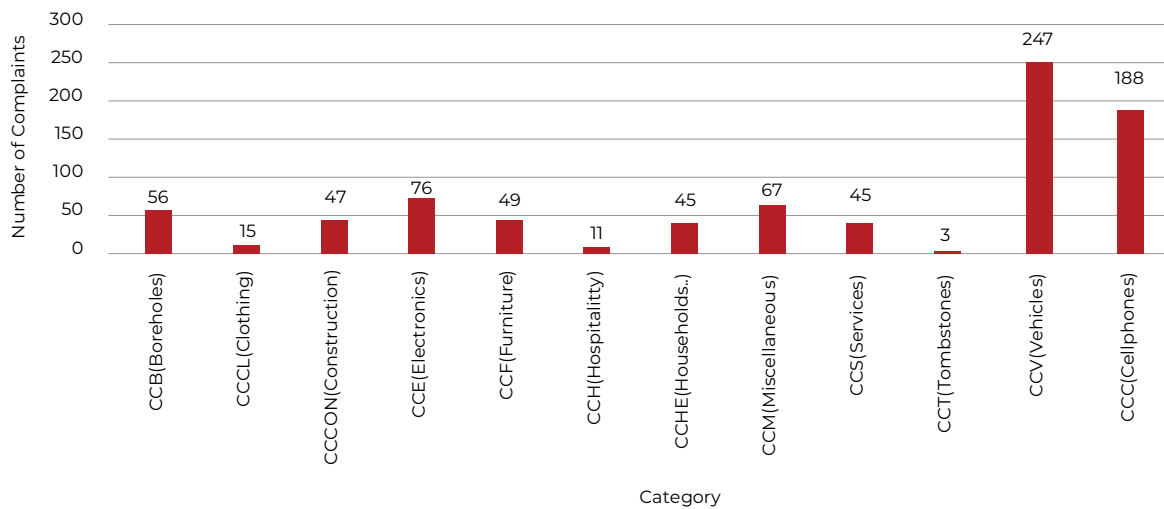


INVESTIGATIONS, MARKET STUDIES, RESEARCH AND ADVOCACY CONTINUED

Complaints Registered in the 2024/25 Financial Year

Figure 4 below breaks down the 849 consumer cases that were received in the period under review into the different categories whereby the top three (3) categories were: Motor Vehicles, followed by Cell Phones and Electronics gadgets.

Figure 4: Complaints Registered in the 2024/25 Financial Year

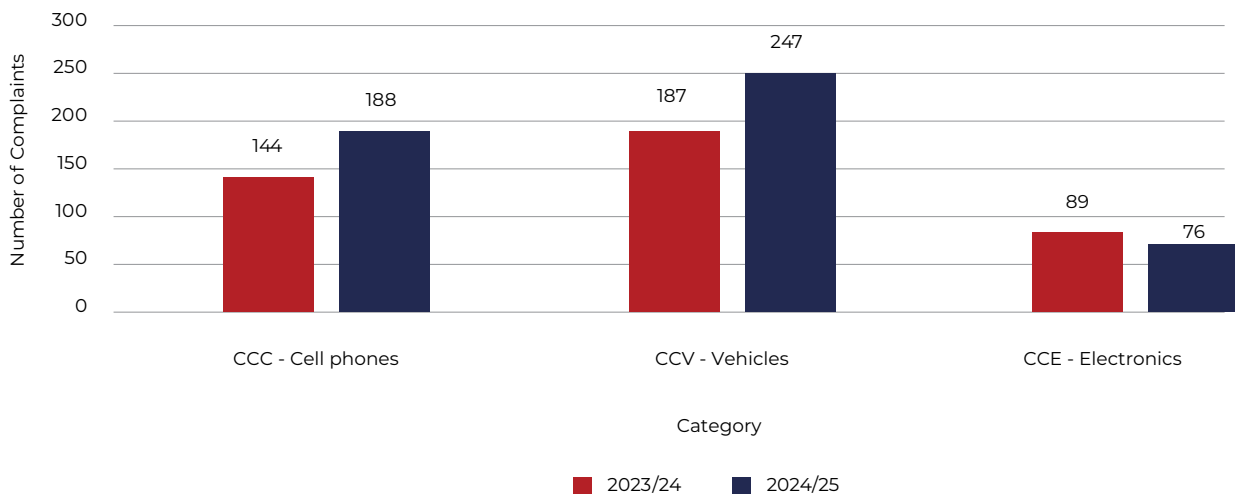


Complaints Resolution rate a Comparison of 2023/24 and 2024/25

A total of 777 consumer complaints were registered in the financial year 2023/24, while 849 consumer complaints were registered in the 2024/25 financial year. This illustrates an increase of 8%.

Figure 5 below is a comparison of the top three (3) categories under investigation in the 2023/24 and 2024/25 financial years:

Figure 5: Complaints Resolution Comparison 2023/24 vs 2024/25



INVESTIGATIONS, MARKET STUDIES, RESEARCH AND ADVOCACY CONTINUED

When a received consumer complaint falls under other sector regulators or institutions, the Authority refers such a complaint to the relevant institution. Table 1 below gives a summary of the complaints that were referred to other sector regulators and relevant institutions:

Table 8: Complaints Referred to Other Sectors Regulators

Type of Complaint	Referral Institutions	Number of Complaints
Health and related	MoH (Public Health)	8
Non-financial	NBFIRA	5
Energy	BERA	6
Communications	BOCRA	2
Court related	Small claims court/magistrate	4
Criminal	BPS	4
Gambling	Gambling Authority	2
Intellectual property	CIPA	2
Commercial banking	Banking adjudicator	1
Refusal Change (1 thebes)	Bank of Botswana	1
Abattoirs issue	MoA	1
Society funeral	Registrar of societies	1
Total		37

Business Inspections and Compliance Level

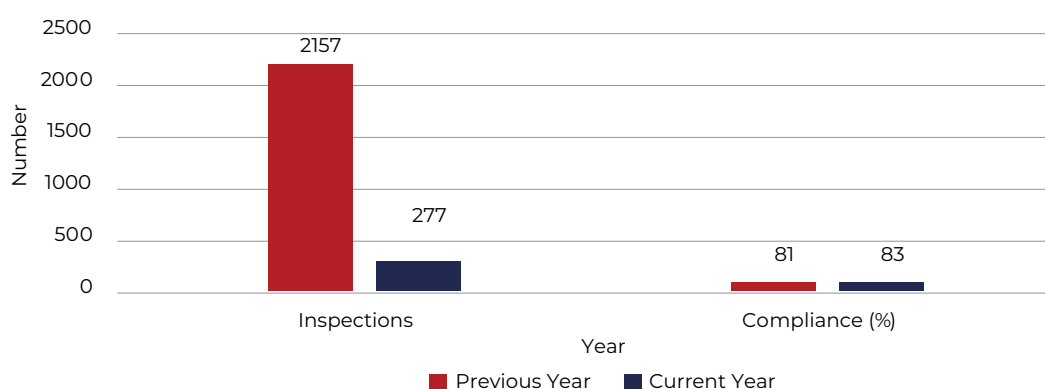
Routine Inspections

Over and above conducting investigations on alleged unfair business practices, the Authority carries out routine business inspections to assess the level of compliance with the Consumer Protection Act.

For the period under review, the Authority inspected a total of 277 businesses whilst in the previous financial year 2 157 businesses were inspected. This huge reduction in inspections was due to budgetary constraints. The level of business compliance was 83% in the 2024/25 period under review compared to 81% in the previous financial year.

Figure 6 below reflects the number of business inspections carried in the 2023/24 and 2024/25 financial years:

Figure 6: Business Inspections and Compliance Comparison in 2023/24 and 2024/25



INVESTIGATIONS, MARKET STUDIES, RESEARCH AND ADVOCACY CONTINUED

Joint inspections

In collaboration with other sector regulators, the Authority may conduct business inspections. Some of the key strategic partners are Botswana Police Service (BPS); District and Town Councils (Commercial Affairs, Environmental Health and Bye Law); Botswana Communications Regulatory Authority (BOCRA); Botswana Medicines Regulatory Authority (BOMRA) and Botswana Bureau of Standards (BOBS).

For the period under review, only 63 Joint Inspections were carried out with a few partners and the compliance level realised through joint business inspections was 81%.

MARKET STUDIES AND RESEARCH

Automotive Aftermarket Study

The Authority completed a market study in the automotive aftermarket during the reporting period. The market study analysed the automotive industry value chain, assessed the market structure; examined the strategic conduct of key market players and the implications on competition.

The key findings from the study were:

- i. Existence of vertical agreements between Original Equipment Manufacturer (OEM) or car manufacturers and car dealerships relating to new vehicle distribution, maintenance and repairs for in-warranty vehicles and access to OEM spare parts.
- ii. Original Equipment Manufacturer impose contractual obligations on car dealerships which may have the effect or likely effect of substantially lessening competition between car dealerships and independent service providers in the automotive aftermarket and raising repair costs for consumers; and
- iii. Bundling the purchase of new passenger vehicles with the purchase of pre-paid motor service plans restricts competition in retailing motor service plans and has thus stifled its development.

To promote healthy competition in the automotive aftermarket, the study recommended the development of Automotive Aftermarket Guidelines to provide a more practical guidance for industry players.



09

MERGERS CONTROL AND REVIEW





MERGERS CONTROL AND REVIEW

Introduction

The Authority administers Part XI of the Competition Act 2018 which through the investigation and assessments of mergers and acquisitions by determining whether a proposed merger(s) is likely to substantially prevent or lessen competition, whether a proposed merger would likely result in any enterprise, including an enterprise which is not involved as a party in the proposed merger, acquiring a dominant position in a market, and whether the merger can, or cannot be justified on public interest grounds. In assessing mergers and acquisition transactions, the Authority has statutory timelines which stipulate the duration of the assessment, as contained under section 49 of the Act.

For operational efficiency, the Authority classifies mergers and acquisitions under categories: simple and complex. This classification is made based on a postulated effect (or lack thereof) of the proposed merger on competition. Simple mergers are generally those with no competition concerns and are envisaged to be assessed within 30 working days. Complex mergers are those that, during the preliminary assessment, reveal signs that point to the potential or likelihood to pose some competition and/or public interest concerns, and are assessed within 90 working days. The Authority may consider undertaking a public hearing for complex mergers and acquisitions as part of the assessment process to allow the Merging Parties to make presentations to the Authority, relevant stakeholders and the business community as prescribed under section 51 of the Act. Accordingly, a public hearing affords the Authority an additional 30 working days of assessment of a transaction.

In its determination of the proposed merger(s), the Authority may: (i) unconditionally approve; (ii) conditionally approve; or (iii) outright prohibit/decline a proposed merger.

Merger Activity

The Authority received 62 mergers and acquisitions transactions for the 2024/25 financial year, of which one (1) transaction was suspended. This represents a slight percentage increase of approximately 5.1% when compared to the 59 mergers and acquisition transactions registered the previous year. The increase in merger notifications observed in the reporting financial year could be attributed to the steady but slow increase in economic activity as the world economy slowly stabilises post the Covid-19 pandemic which affected a wide range of business sectors. In addition to the 62 transactions, there were seven (7) transactions that were on-going as at the end of the previous period, of which one (1) was suspended. As such, six (6) transactions were brought forward from the 2023/24 financial year for completion in the reporting period.

Save for the two (2) suspended transactions, the Authority handled a total of 67 merger transactions in the period under review. From the 67 transactions handled, 60 transactions were assessed and finalised in the reporting period while eight (8) were carried forward to 2025/26 (including a suspended one). As such, seven (7) transactions were carried forward into the 2025/26 financial year. Thus, the Authority completed 89.6 percent of the mergers received in the 2024/25 financial year.

Table 9 below shows a summary of the 2024/25 merger activity. Included in the table is an exposition of several classifications designed for operational efficiency.

Table 9: Summary of Merger Activity in the 2024/25 Financial Year

Number Brought Forward from 2023/24	2024/25 Notified Transactions	Total Transactions handled in 2024/25	Number approved unconditionally	Number approved with conditions	Other decisions (Prohibited, abandoned, On hold, withdraw)	Carried Forward to 2025/26
7	62	67	55	5	2	8

MERGERS CONTROL AND REVIEW CONTINUED

Source: The Authority's Mergers and Acquisitions Database as at 31 March 2025

Classification of Mergers by Sector

The period under review saw the assessment of mergers across several sectors as illustrated by Figure 7 below.

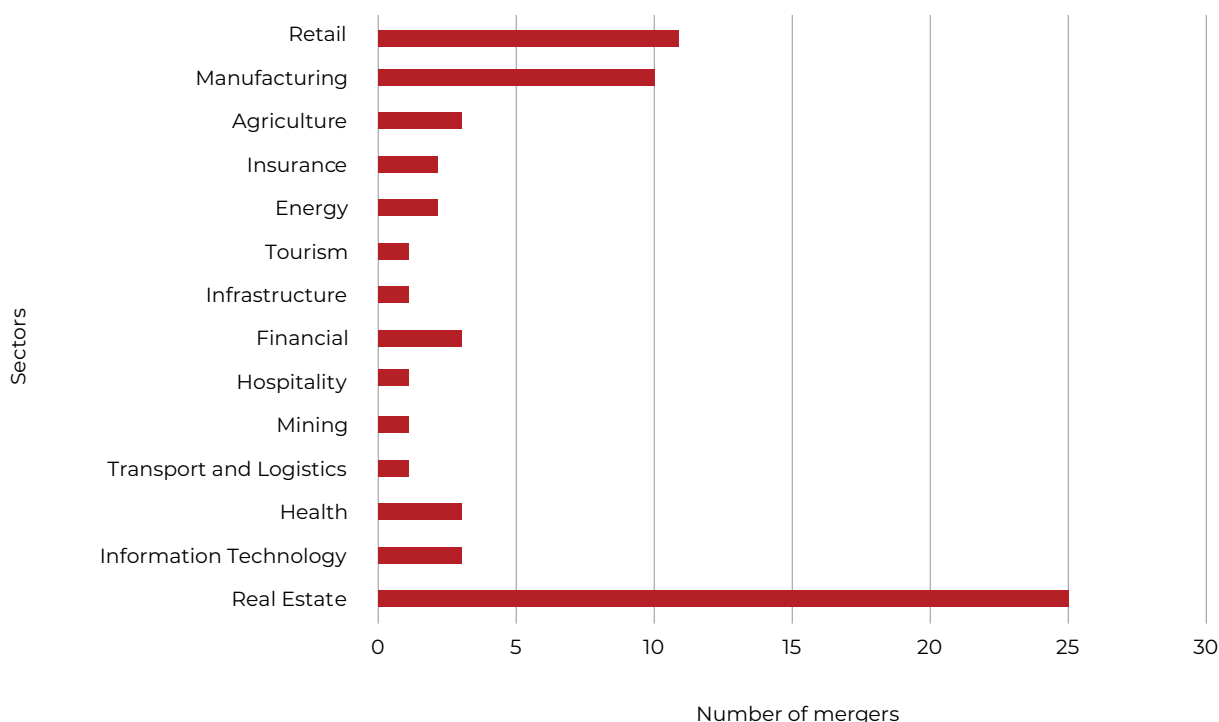


Figure 7: Number of Mergers Assessed and Finalised by Sector in 2024/25

In the period under review, the Authority assessed and finalised 25 transactions from the Real Estate sector. Most of the transactions in this sector can be attributed to mergers and acquisitions by the Botswana Public Officers Pension Fund (BPOPF) through Property Asset Managers like Seventy5 Degrees (Pty) Ltd and Khumo Property Asset Managers. Consistent with the previous period, the investment strategy by BPOPF was triggered by new government strategic policy which was reviewed regarding investments quotas by pension fund entities. The strategic policy that was introduced instructs that 50% of the pension funds be invested locally. Prior to that, offshore investment was 70%, and 30% was reserved for the local market. This arrangement was subsequently reversed 30% offshore, and 70% local. This policy largely explains the influx of property related investments undertaken by the BPOPF over the past years.

In addition, the trend can be attributed to the decrease in the inflation rate in the financial year 2024/25 which was established between March and September (6 months). According to the Bank of Botswana publications, the

inflation rate was 2.9% as at March 2024 and significantly decreased to 1.5% as at September 2024. However, the inflation rate then steadily increased in the following months up to an established 2.8% as at March 2025. The inflation fluctuations gave both offshore and local investors the power to invest more in Botswana's real estate market. With Botswana's economy having contracted by 4.3 percent in the third quarter of 2024, the real estate market has surprisingly shown resilience and consistently demonstrated steady growth through these challenging times. Furthermore, Botswana's major source of revenue for over 3 decades (mining sector, particularly diamond mining) is facing significant challenges. This partly and explains mergers and acquisitions activities in this sector as some enterprises have opted to exit this sector through the liquidation of their assets in the mining business, opting rather to invest in other growing and more stable sectors.

According to International Monetary Fund, the world economy is showing signs of recovery with steady growth and slowdown of inflation. In the past 3 years the world economy was hit with several major events

MERGERS CONTROL AND REVIEW CONTINUED

that had significant effects starting with supply-chain disruptions in the aftermath of the pandemic, an energy and food crisis triggered by Russia's war on Ukraine, a considerable surge in inflation, followed by a globally synchronized monetary policy tightening.

For the 2023/24 period, the world economy has experienced a resilient growth and rapid disinflation point toward favourable supply developments, including the fading of energy price shocks, and a striking rebound in labour supply complications. In Botswana, the period saw a decrease in inflation from 9.9 percent in March 2023 to 2.9 percent in March 2024 as reported by the Bank of Botswana. The steadying of the economy has presented with more business activities in Botswana in terms of merger acquisitions stemming from various sectors compared to the previous years as has been for the real estate sector discussed above as well as the mining, retail and manufacturing sectors.

As observed on Figure 6 above, the afore-mentioned sectors registered six (6), seven (7) and five (5) mergers respectively. In each of the stated sectors, the notified mergers involved entities playing in differing subsectors (signifying business efforts to diversify their investments), as such, the consummations were driven by differing motives. However, from a general perspective, the Authority attributes this activity to the recovery of the world economy as submitted above.

In total, the Authority has handled approximately 559 (as of 31 March 2025) since inception, which indicates the significant role that the Authority continues to play in regulating mergers and acquisition activities in Botswana's economy, thus ensuring that such activities do not lead to concentration which might harm both competition and consumer welfare in future. In addition, the Authority's intervention ensures that product innovation, industrial growth, competitive pricing of goods and services, quality goods, consumer welfare and general expansion of markets are encouraged and maintained through the assessment of mergers and acquisitions.

Turnaround Times

The Authority strives for efficiency in engaging relevant stakeholders with regards to requests for information during merger assessment through conducting interviews, site visits at the premises/production plants of some of the merging parties where necessary, as well as benchmarking with other agencies regionally and globally. This approach remains instructive in enabling the team to work efficiently to meet prescribed assessment timelines.

For the period under review, the Authority completed 60 simple and four (4) complex transactions respectively at an average turnaround time of 35.3 working days compared to 25.6 working days in the 2022/23 financial year. This represents an increase in turnaround time of mergers assessed for the year under review due to a high number of cases that were notified and an increase in the number of complex transactions, which by their nature require more extensive research and investigation, and consequently time. Be that as it may, the average turnaround time still falls within the 90 days' statutory time frame.

Mergers Approved Unconditionally

The Authority unconditionally approves a proposed transaction with no competition and/or public interest concerns. In the period under review, 56 transactions as illustrated by Table 10 below, were approved unconditionally, showing a 60 percent increase from the 35 mergers approved unconditionally in the previous period.

MERGERS CONTROL AND REVIEW CONTINUED

Table 10: Mergers Approved Without Conditions in the 2024/25 Financial Year

No	Notification Date	Acquiring Firm	Target Firm	Sector
1	18/03/2024	Sean Byron Irish	Optimal Solutions (Pty) Ltd	Real Estate
2	18/03/2024	Sean Byron Irish	Technique (Pty) Ltd	Information Technology
3	20/03/2024	Value Logistics (Pty) Ltd	RTT Group (Pty) Ltd	Transport and Logistics
4	29/02/2024	Prax South Africa (Pty) Ltd	TotalEnergies Marketing Botswana (Pty) Ltd	Energy
5	05/03/2024	Agile Holdings (Pty) Ltd, Diagno Firm (Pty) Ltd, BPOMAS Property Holdings (Pty) Ltd	BCL Hospital	Health
6	09/04/2024	Merle Investments (Pty) Ltd	Zambezi Motors (Pty) Ltd	Real Estate
7	22/04/2024	Seventy5 Degrees (Pty) Ltd	Battery Technologies (Pty) Ltd	Real Estate
8	22/04/2024	Seventy5 Degrees (Pty) Ltd	Waterways (Pty) Ltd	Real Estate
9	22/04/2024	Seventy5 Degrees (Pty) Ltd	Ataf (Pty) Ltd	Real Estate
10	10/05/2024	Quaking Earth Investments (Pty) Ltd	Unique Travel (Pty) Ltd	Agriculture
11	17/05/2024	Government Employees Pension Fund	Public Investment Corporation SOC Limited & Concor Holdings (Pty) Ltd	Financial
12	23/05/2024	Vidya Sanooj & Joseph Senwelo	Mediland Health Care Distributors (Pty) Ltd	Health
13	27/05/2024	BPOPF Khumo Managed Property Fund	Lot One Two Seven One (Pty) Ltd	Real Estate
14	27/05/2024	BPOPF Khumo Managed Property Fund	Sypol Investment (Pty) Ltd	Real Estate
15	24/05/2024	Vernotone (Pty) Ltd	Nampak Liquid Botswana (Pty) Ltd	Manufacturing
16	04/06/2024	KPMG Southern Africa LLP	KPMG Partnership in Botswana & KPMG Services Botswana (Pty) Ltd	Financial

MERGERS CONTROL AND REVIEW CONTINUED

No	Notification Date	Acquiring Firm	Target Firm	Sector
17	25/06/2024	Obonye Lembie Tlhalerwa	Kwenantle Farmers (Pty) Ltd	Agriculture
18	26/06/2024	Seventy5 Degrees (Pty) Ltd	BBS Bank Limited	Real Estate
19	27/06/2024	Liquid Cartons (Pty) Ltd	Nampak Products Limited	Manufacturing
20	27/06/2024	Main Street 2019 Limited	K2022411275 (South Africa) Limited	Retail
21	25/07/2024	Vision Investments 155 (Pty) Ltd, Ngwenyama 62 (Pty) Ltd, Keni 62 (Pty) Ltd, Almoiz SA Industries (Pty) Ltd, Tokwe One (Pty) Ltd, Tokwe Two (Pty) Ltd, Tokwe Three (Pty) Ltd, Terris Sugar South Africa (Pty) Ltd	Tongaat Hulett Limited	Manufacturing
22	07/08/2024	Seventy5 Degrees (Pty) Ltd	Wheki (Pty) Ltd	Real Estate
23	14/08/2024	Mr. Nazar Kumar & Ms. Jyoti Bala	Magnum Developments (Pty) Ltd	Real Estate
24	16/08/2024	Sanari 3SG I GPCO	Energenic Holdings (Pty) Ltd	Manufacturing
25	23/08/2024	Haier Europe Appliances Holding B.V.	Electrolux SA (Pty) Ltd	Manufacturing
26	21/08/2024	Bhenami Holdings (Pty) Ltd	EDS (Pty) Ltd	Real Estate
27	30/08/2024	Beamwater (Pty) Ltd	TKM Engineering (Pty) Ltd	Infrastructure
28	05/09/2024	L & Z Enterprises (Pty) Ltd	Core Enterprises	Real Estate
29	06/09/2024	Zenith (Pty) Ltd	Vernotone (Pty) Ltd	Manufacturing
30	09/09/2024	Moto World (Pty) Ltd	Muinuddin Tajbhai	Real Estate
31	22/10/2024	Autash Arora, Mohammed Yusuf Osman, Mohammed Chand	Sharps Electrical (Pty) Ltd	Manufacturing
32	22/10/2024	Teamdyna (Pty) Ltd	Sharps International (Pty) Ltd	Retail
33	22/10/2024	Teamdyna (Pty) Ltd	Lightning Innovation (Pty) Ltd	Real Estate
34	22/10/2024	Teamdyna (Pty) Ltd	Round Hub Solutions (Pty) Ltd	Real Estate
35	22/10/2024	Autash Arora, Mohammed Yusuf Osman, Mohammed Chand	Lesedi Boards (Pty) Ltd	Manufacturing
36	07/10/2024	MPA Consortium (Pty) Ltd	Infrastructure Specialist Group (Pty) Ltd	Manufacturing
37	09/10/2024	Tataki Mining Company	Certain Assets of the Business of Tati Nickel Mining	Mining
38	25/10/2024	Nalamapu Anji Reddy	Gosiame Investments (Pty) Ltd	Energy
39	25/10/2024	Abovax (Pty) Ltd	MRI Botswana Limited	Health

MERGERS CONTROL AND REVIEW CONTINUED

No	Notification Date	Acquiring Firm	Target Firm	Sector
40	01/11/2024	Lactalis SA (Pty) Ltd	Vista 24 (Pty) Ltd	Retail
41	04/11/2024	Letsema Property Fund/ Messidor Investments (Pty) Ltd	AP Holdings (Pty) Ltd	Retail
42	11/11/2024	Kgori Capital (Pty) Ltd	Alphonse Molamu Ndzingo	Financial
43	22/11/2024	Seventy5 Degrees (Pty) Ltd	Babereki Enclave	Real Estate
44	02/12/2024	Evening Star (Pty) Ltd	Messidor Investments (Pty) Ltd	Real Estate
45	10/12/2024	Vision Wildlife Alliance (Pty) Ltd	Terrafou Holdings (Pty) Ltd	Tourism
46	20/12/2024	Tshukudu Metals Botswana (Pty) Ltd	Gower's Farm (Pty) Ltd	Agriculture
47	10/01/2025	Tamtamoga Investments (Pty) Ltd	Long Range Enterprises (Pty) Ltd	Retail
48	10/01/2025	Tamtamoga Investments (Pty) Ltd	Canopy Centre (Pty) Ltd	Retail
49	10/01/2025	Tamtamoga Investments (Pty) Ltd	Kalki Holdings (Pty) Ltd	Retail
50	10/01/2025	Tamtamoga Investments (Pty) Ltd	Falcon Development (Pty) Ltd	Retail
51	10/01/2025	Brangus Botswana (Pty) Ltd	Mont Trade (Pty) Ltd	Real Estate
52	22/01/2025	Farm Foods (Pty) Ltd	Tshweu Construction and Designers (Pty) Ltd	Real Estate
53	24/01/2025	Novus Holdings Limited	Mustek Limited	Information Technology
54	28/01/2025	Seventy5 Degrees (Pty) Ltd	Tora Property (Pty) Ltd	Real Estate
55	05/02/2025	Auric Consultants (Pty) Ltd	Penny Worth Investments (Pty) Ltd	Real Estate
56	19/02/2025	Golden Land Holdings (Pty) Ltd	Alphabet Investments (Pty) Ltd	Real Estate

Mergers Approved with conditions

The Authority approves a merger with condition(s) if a specific remedy can address the competition and/or public interest concerns identified during merger assessment. The Authority, therefore, expansively engages the merged entity during the period of monitoring the condition(s). In the period under review, five (5) mergers were approved with conditions as follows:

MERGERS CONTROL AND REVIEW CONTINUED

Table 11: Mergers Approved with Conditions in the 2024/25 Financial Year

Notification Date	Acquiring Firm	Target Firm	Sector
12/03/2024	Sun International (S.A.) Limited	Peermont Holdings (Pty) Ltd	Hospitality
The Authority has decided to conditionally approve the proposed acquisition of 100% shareholding and shareholders claims in Peermont Holdings (Pty) Ltd by Sun International (South Africa) Limited, subject to the following conditions; - The Merged Enterprise shall inform the Authority of the date of implementation of the proposed merger within sixty (60) business days of receiving other outstanding regulatory approvals. However, if the Merging Parties fail to implement the merger within twenty-four (24) months from the date of approval, the consummation of the acquisition post this period will require a new merger filing to the Authority for re-assessment; - Where the Merged Enterprise wishes to dispose of all or part of its business operations in Botswana, including Peermont Global (Pty) Ltd's shareholding in Peermont Global (Botswana) (Pty) Ltd, the merged enterprise shall first offer the relevant shares or assets to the Botswana Development Corporation ("BDC") in compliance with the procedure provided for the disposal of shares in clause 10 of the shareholders agreement entered into between Global Resorts SA Proprietary Limited, Global Resorts (Botswana) Proprietary Limited and the BDC, with clause 10 operating mutatis mutandis in respect of any disposal of assets; - The Merged Enterprise shall inherit all employees of the Target Enterprise on the same or better terms and conditions of employment; - There shall be no merger specific retrenchments that may affect the employees of the merged enterprise. For clarity, merger specific retrenchments or redundancies do not include (the list is not exhaustive): - Voluntary retrenchment and/or voluntary separation arrangements; - Voluntary early retirement packages; - Unreasonable refusals to be redeployed; - Resignations or retirements in the ordinary course of business; - Retrenchments lawfully effected for operational requirements unrelated to the Merger; and - Terminations in the ordinary course of business, including but not limited to, dismissals as a result of misconduct or poor performance. - The Merged Enterprise shall provide details (Full name; Identification number; Gender; Position; Contact number) of all its employees post-implementation of the merger and for every annual anniversary of the implementation date for at least three (3) years; - The Merged Enterprise shall share a copy of the conditions of approval with all employees of the Target Enterprise in Botswana and/or their respective representatives within ninety (90) business days from the approval date; - The merged entity shall give priority to local and/or citizen Botswana or citizen-owned companies in the supply of goods and/or services to the merged entity in Botswana in compliance with relevant Government Laws and Policies; - The Merged Enterprise shall provide details (Full name, Contact details and services or goods supplied) of all service and goods suppliers postimplementation of the proposed merger and for every annual anniversary of the implementation date for at least three (3) years; - The Merged Enterprise shall for a period of (three) 3 years from the implementation date submit to the Authority, a report on each anniversary of the implementation date, detailing its compliance with the conditions of approval and demonstrate its contribution to citizen empowerment, SMMEs and employment in addition to its current commitments to these highlighted areas; and The Merging Parties shall satisfy any other mandatory statutory approvals or processes that any of the parties to this merger must comply with under the Laws of Botswana as section 61 of the Act upholds that:			

MERGERS CONTROL AND REVIEW CONTINUED

Notification Date	Acquiring Firm	Target Firm	Sector
19/07/2024	Hollard Life Assurance	ABSA Life Botswana (Pty) Ltd	Insurance
The Authority has decided to approve the proposed acquisition of the 100% shareholding in Absa Life Botswana Proprietary Limited, from Absa Financial Services Africa Holdings Proprietary Limited by Hollard Life Assurance Company of Botswana Proprietary Limited, subject to the following conditions: a. There shall be no merger specific retrenchments or redundancies of employees for a period of three (3) years from the Approval date and/or the Implementation date. For clarity, merger specific retrenchments or redundancies do not include (the list is not exhaustive): • voluntary retrenchment and/or voluntary separation arrangements; • voluntary early retirement packages; • unreasonable refusals to be redeployed; • resignations or retirements in the ordinary course of business; • retrenchments lawfully effected for operational requirements unrelated to the Merger; and • terminations in the ordinary course of business, including but not limited to, dismissals as a result of misconduct or poor performance. b. The conditions of employment of the employees of the Target Enterprise shall be aligned with that of all the other employees of the Acquiring Enterprise to ensure fair treatment of all employees; 3 c. The Merged Enterprise shall provide details (Full Name; Identification Number; Gender; Position; and contact number) of the current employees of the Target Enterprise and the Acquiring Enterprise within thirty (30) business days from the Approval date; d. 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; e. The Merged Enterprise shall inform the Authority of the date of implementation of the Approved Transaction within thirty (30) business days; f. The Merged Entity must submit a report within 30 business days from the implementation date detailing the procedures in place to ensure a smooth transition of life insurance policies from Absa Life Botswana to Hollard Life. The report should include the following: • The claims process; • Whether the terms and conditions will remain unchanged. • The handling of claims; and • The continued validity of the policies post-transaction; and g. The Merged Enterprise shall for a period of (three) 3 years from the implementation date submit to the Authority, a report on each anniversary of the implementation date, detailing its compliance with the above-mentioned conditions.			

03/12/2024	Acquiring Firm	Target Firm	Sector
19/07/2024	Joshua Doore Russells Botswana (Pty) Ltd	Retail Holdings Botswana (Pty) Ltd	Retail
The Authority has approved the proposed acquisition of the retail furniture business and the claims, rights, title and interests in Botswana of Retail Holdings Botswana Proprietary Limited by Joshua Doore Proprietary Limited with the following conditions: a. There shall be no merger specific retrenchments or redundancies of employees at the Merged Enterprise for a period of three (3) years from the Approval date and/or the Implementation date. For clarity, merger specific retrenchments or redundancies do not include (the list is not exhaustive): • voluntary retrenchment and/or voluntary separation arrangements; • voluntary early retirement packages. • unreasonable refusals to be redeployed. • resignations or retirements in the ordinary course of business. • retrenchments lawfully effected for operational requirements unrelated to the Merger; and • terminations in the ordinary course of business, including but not limited to, dismissals as a result of misconduct or poor performance.			

MERGERS CONTROL AND REVIEW CONTINUED

- b. The Merged Enterprise shall inherit all employees of the Target Enterprise on the same or better terms and conditions of employment.
- c. The Merged Enterprise shall provide details (Full Name; Identification Number; Gender; Position; and contact number) of the current employees of the Target Enterprise and the Acquiring Enterprise within thirty (30) business days from the Approval date.
- d. 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.
- e. The Merged Enterprise shall inform the Authority of the date of implementation within thirty (30) business days, post implementation date; 6) Shoprite Furniture's credit book shall be sold to Pepkor Lifestyle Botswana on the basis that the same terms and conditions that currently exist between Shoprite Furniture and its credit clients will continue to apply; and 7) The Merged Enterprise must submit a report within 12 (twelve) months from the implementation date detailing the measures in place to facilitate the seamless transition of the debtor book and credit insurance policies from Retail Holdings to JD Botswana. The report should cover the following:
 - The process for managing claims.
 - Whether the terms and conditions will remain the same.
 - The handling and management of claims; and
 - The continued validity post- transaction 8) The Merged Enterprise shall for a period of (three) 3 years from the implementation date submit to the Authority, a report on each anniversary of the implementation date, detailing its compliance with the above-mentioned conditions

Notification Date	Acquiring Firm	Target Firm	Sector
07/05/2024	Sherashiya (Pty) Ltd	BCL	Manufacturing
The Authority has decided to approve the proposed acquisition by Sherashiya Proprietary Limited, of certain assets of the business of BCL Limited (In Liquidation), with the following conditions: a. There shall be no exportation of steel metal scrap generated from the target assets and therefore the steel metal scrap obtained from BCL that forms part of the current transaction must be used as an input raw material for the Pula Steel plant as per the commitment of the Acquiring Enterprise; b. Sherashiya must invest in the installation of a rolling mill in order to produce consumable products through the conversion of billets into end products including angle iron, round bars, man-hole covers, fencing products and other products. The installation must be finalised within twenty-four (24) months from the date of approval; and c. The Acquiring Enterprise shall for a period of five (5) years from the date of approval submit to the Authority, a report on each anniversary of the approval date, detailing its compliance with the conditions of approval and demonstrate its contribution to Industrialisation through manufacturing, Environmental Conservation, as well as Employment in addition to its current commitments.			

Notification Date	Acquiring Firm	Target Firm	Sector
15/08/2024	Lewis Stores (Botswana) Proprietary Limited	Crawickmill Proprietary Limited	Retail
The Authority has decided to approve the proposed acquisition of 100% shareholding in Crawickmill Proprietary Limited by Lewis Stores (Botswana) Proprietary Limited, with the following conditions: a. There shall be no merger specific retrenchments or redundancies of employees for a period of three (3) years from the Approval date and/or the Implementation date. For clarity, merger specific retrenchments or redundancies do not include (the list is not exhaustive): • voluntary retrenchment and/or voluntary separation arrangements. • voluntary early retirement packages.			

MERGERS CONTROL AND REVIEW CONTINUED

- unreasonable refusals to be redeployed.
 - resignations or retirements in the ordinary course of business.
 - retrenchments lawfully effected for operational requirements unrelated to the Merger; and
 - terminations in the ordinary course of business, including but not limited to, dismissals as a result of misconduct or poor performance.
- b. The Merged Enterprise shall inherit all employees of the Target Enterprise on the same or better terms and conditions of employment.
 - c. The Merged Enterprise shall provide details (Full Name; Identification Number; Gender; Position; and contact number) of the current employees of the Target Enterprise and the Acquiring Enterprise within thirty (30) business days from the Approval date.
 - d. 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;
 - e. The Merged Enterprise shall inform the Authority of the date of implementation within thirty (30) business days, post implementation date; and
 - f. The Merged Enterprise shall for a period of (three) 3 years from the implementation date submit to the Authority, a report on each anniversary of the implementation date, detailing its compliance with the above-mentioned conditions.

Source: The Authority's Mergers and Acquisitions Database as at 31 March 2024

Mergers Suspended and/or Abandoned

Two mergers were suspended or abandoned in the 2024/25 Financial Year due to incomplete filing:

Table 12: Mergers Suspended and/or Abandoned in the 2024/25 Financial Year

File Number	Acquiring Enterprise	Target Enterprise	Sector
04/12/2024	Peridot Trading Limited	SAFDICO (Botswana) (Pty) Ltd & Diamond Technology Park (Pty) Ltd	N/A
23/11/2023	Riverview Holdings (Pty) Ltd	Platinum Icons (Pty) Ltd	N/A

Mergers Brought Forward

Table 12 below shows mergers that were notified in the 2024/25 financial year but were brought forward and finalised in the period under review. These mergers were filed in the last quarter of the financial year. Investigations and assessments were on-going at the start of the 2025/26 financial year.

No	File Number	Acquiring Firm	Target Firm	Sector
1	CAS-04771-C3B5C1	Pick n Pay Retailers (Pty) Ltd	NTS Holdings (Pty) Ltd	Retail
2	CAS-04862-P4B4Y5	Joyland Centre (Pty) Ltd	Billabong Holdings (Pty) Ltd	Real estate/education
3	CAS-04863-D5T6F9	Groupe Canal+ SA	MultiChoice Group Limited	Information technology

MERGERS CONTROL AND REVIEW CONTINUED

No	File Number	Acquiring Firm	Target Firm	Sector
4	CAS-04908-W1P1G2	Olea Holdings Limited	Marsh Botswana (Pty) Ltd and MMC UK Group Limited	Insurance
5	CAS-05002-H9H3Z3	Yasier (Pty) Ltd	Lighting Innovations (Pty) Ltd &	Real estate
6	CAS-05014-S3W9Z6	Meridian Fund (Pty) Ltd	Time Projects (Botswana) (Pty) Ltd	Real estate

Source: The Authority's Mergers and Acquisitions Database as at 31 March 2024

Mergers Carried Forward

Table 14 below shows mergers that were notified in the 2023/2024 financial year and were on-going at the end of the period hence were carried forward to the 2024/25 financial year.

Table 14: Mergers Brought Forward to the 2024/25 Financial Year

No	Notification Date	Acquiring Firm	Target Firm	Sector
1	CAS-04095-X3V1H9	Prax South Africa (Pty) Ltd	TotalEnergies Marketing Botswana (Pty) Ltd	Energy
2	CAS-04127-S7S8J1	Agile Holdings (Pty) Ltd, Diagno Firm (Pty) Ltd, BPOMAS Property Holdings (Pty) Ltd	BCL	Health
3	CAS-04150-B5R8V8	Sun International (S.A.) Limited	Peermont Holdings (Pty) Ltd	Hospitality
4	CAS-04168-S5S8C9	Sean Byron Irish	Optimal Solutions (Pty) Ltd	Real estate
5	CAS-04170-D6M5Z0	Sean Byron Irish	Technique (Pty) Ltd	Information technology
6	CAS-04176-J8Z4F3	Value Logistics (Pty) Ltd	RTT Group (Pty) Ltd	Transport and logistics

Source: The Authority's Mergers and Acquisitions Database as at 31 March 2024

Compliance and Impact Monitoring Assessments

The Authority also carried out a compliance exercise for two (2) mergers and an impact assessment exercises on one (1) merger.

Impact studies or ex-post evaluations are an important instrument for assessing previous merger decisions, as well as for improving the quality of future decisions (OECD, 2011:13). "Impact Evaluation of Policy Decisions", Competition Law and Policy, OECD]. The evaluations provide an opportunity to assess whether the conditions/remedies imposed were sound, given the information available at the time, and if the assumptions on which the conditions were made were sensible. A reasonable time frame to conduct ex-post reviews is usually three to four years post the implementation of a merger. This time frame is deemed reasonable enough to allow for a merger to realise any benefits in the economy.

MERGERS CONTROL AND REVIEW

CONTINUED

Compliance Monitoring Assessment

For the 2024/25 Compliance Monitoring Assessment, the Authority assessed the following two (2) transactions:

- The acquisition of 100% of the issued share capital of Barloworld Motor Botswana (Pty) Ltd by NMI Durban South Motors (Pty) Ltd; and
- The acquisition of a further interest in Namibia Breweries Limited and the in-scope assets of Distell Group Holdings Limited by Heineken B.V Through Sunside Acquisitions Limited ("Newco").

The compliance monitoring assessment confirmed that the Merged Entities fully complied with the Authority's directions.

For the NMI Motors and Barloworld transaction, the Authority was satisfied with the level of compliance and recommends issuing a satisfactory letter to close the matter.

For the Heineken transaction, the Authority was aware and acknowledges the tightness in timing between the on-going implementation of the conditions specific to the adoption and capacitation of a local owned company as a distributor for the merged entity, and the compliance assessment period. Be that as it may, great efforts were expended by the Merged Entity in fully complying with the Authority's conditions. It is against this backdrop that it is recommended that the Authority issues letters acknowledging their compliance status. However, since the process of adopting and capacitating the local distribution company is still on-going, the Authority shall, at a time yet to be confirmed with MC Logistics and the Merged Entity, arrange for a site visit to conclude the compliance monitoring exercise. The Authority will therefore continuously request for regular updates from MC Logistics on any developments regarding such until the process is complete.

Table 15: Compliance Assessment Exercise

No.	Parties to the transaction	Date of the decision	Condition
1	NMI Durban South Motors (Pty) Ltd and Barloworld Motor (Pty) Ltd	15th March 2021	The Authority approved the transaction with the following conditions: 1. There shall be no merger specific retrenchments or redundancies that may affect the employees of the Merged Enterprise; and 2. The Merged Entity should revert to the Competition and Consumer Authority within 12 months from the date of approval, with a status report regarding the abovementioned condition, stating the number of employees who have left the company, their names, and the reasons for leaving.

MERGERS CONTROL AND REVIEW CONTINUED

No.	Parties to the transaction	Date of the decision	Condition
2	Strategic Alliance J.V. & InBev Botswana B.V. and AB InBev Africa B.V.	4th August 2022	The Authority approved the transaction with the following conditions: A. The Merging Parties must within a period of 24 months from the decision date, identify a suitable citizen owned company in the distributorship business; a. During this time, the Parties are to develop a robust supplier (distributor) development programme in order to capacitate a local citizen owned distribution company with the aim to absorb it within the Merging Parties supply chain; and a. The Merging Parties are required to submit an update on the progress of part (a) of the condition above, at least 6 months before the expiry of the 24 months' period stated in condition (A) above. B. The Authority is cognisant of the Merging Parties 'commitment to divest Heineken's Strongbow brand. In light of this, the Merged Entity shall: a. Once the license becomes effective, not either as a principal, agent, partner, representative, shareholder, beneficiary, consultant, advisor, financier, or in other like or similar capacity, directly or indirectly be associated with the marketing, distribution and selling of Strongbow brand in Botswana; b. Furnish the Authority with the signed License Agreement between Heineken South Africa and the appointed licensee (the new Strongbow brand owner), where applicable, with the associated Transitional Service Agreement, within 10 days of the conclusion of such agreement(s); and c. The aforementioned condition will allow the Authority to consider the License and Transitional Agreements to the extent that they relate to the Botswana market and whether they may amount to a merger/ acquisition within the contemplation and thresholds of Botswana's Competition Law. Ultimately, the CCA will be in a position to advise the parties on its position regarding the 'new' transaction i.e. whether or not it should be notified or not.

MERGERS CONTROL AND REVIEW

CONTINUED

Impact Monitoring Assessment

For the 2024/2025 Impact Assessment, the Authority assessed the following transaction:

Mupane Gold Mining and Hawks Mining Company

The Impact Assessment findings indicated that the Authority is not satisfied with the impact results emanating from its approval considering the commitment undertaken by the Merged Enterprise and the period of implementation. The merger was anticipated to be in force for a period exceeding ten (10) years and thus contribute to citizen empowerment in terms of acquisition of shares in the Target Enterprise as well as through prioritisation of citizen owned businesses for sub-contracting services. In addition, the implementation of the merger was expected to safeguard jobs for employees of the Target Enterprise for a period of ten (10) years and contribute to the economy of Botswana in various ways including payment of mining royalties and Tax.

However, it is unfortunate that the merger was implemented for a short period of time which is approximately two (2) years starting from 28th April 2022 to 22nd March 2024, a date when business operations were suspended due to operational and cashflow challenges among other things which led to poor performance. The business of the Merged Enterprise is currently on provisional liquidation and contracts for mine employees were terminated at the end of July 2024. Therefore, the shareholders of the Merged Enterprise are no longer in charge and the responsibility and accountability of the mine reside with the Liquidator.

In view of operations being suspended, all commitments which were submitted as benefits that would emanate from the merger were temporary and therefore the impact of the Authority's decision was not fully established or realised. The insufficient impact by the Merged Enterprise was purely due to its operational challenges and not the Authority's merger analysis and crafting of merger decisions.

Table 16: Impact Assessment Exercise

No.	Parties to the transaction	Date of the decision	Condition
1	Mupane Gold Mining & Hawks Mining Company	12th April 2022	Unconditional Approval.



10

LEGAL AND ENFORCEMENT



LEGAL AND ENFORCEMENT

Competition Act Investigations

Botswana Medical Aid Society v Competition and Consumer Authority - CACGB 254-22

The issue of whether the CCA has jurisdiction over medical aid service providers was put to rest by the Court of Appeal in the Botswana Medical Aid Society v Competition and Consumer Authority case - CACGB 254.

On 19th April 2024, the Court of Appeal upheld the High Court's decision that the Authority has jurisdiction over BOMAID because it is a market player, it is involved in business for gain and its activities are not philanthropic. BOMAID had failed to demonstrate that it falls within the exemption provided for under section 3 (3) (a) of the Act. Any complaints, therefore, against BOMAID or any medical aid service provider can be fully investigated as their business operations in the market are subject to competition regulation.

The Authority had instigated an investigation against numerous medical aids in Botswana based on allegations of abuse of dominance, that medical aid schemes fix prices and exclude some medical service providers from accessing the BOMAID memberships.

BOMAID had alleged that it is a non-profit making society therefore the Competition Act does not apply to its operations and had made an application to the High Court for an order declaring that it is exempt from the application of the Competition Act and that section 31 of the Act does not apply to its conduct.

The High Court had dismissed BOMAID's application with costs on the basis that it was a business making a commercial benefit and the Authority was at liberty to investigate it within the powers of the Competition Act.

Pending Cases at the Courts and the Competition and Consumer Tribunal

Table 16: Impact Assessment Exercise

No	Parties	Case Number	Amount of Penalty	Nature of case
1	CCA v Sky Drillers (Pty) Ltd	CCT/CP/01/2025	P335 500.77	A consumer case, for refunds for failed service delivery in the borehole drilling market involving 3 different consumers.
2	CCA V Bojaro (Pty) Ltd	CCT/CP/C3/03/2003 CAHGB- 000003/24	P 67 040	Appeal of the Competition and Consumer Tribunal decision.
3	CCA v Cribguard Supreme	CCT/CP/04/2025	P28 919.04	Refunds for failed service delivery (trellis doors) for 2 consumers.
4	CCA v Botswana Insurance Company & others	CCT/A/01/2023 I	N/A	Infringement of provisions of the Competition Act.
5	Universal House (Pty) Ltd v CCA	CACGB-008/25	N/A	Appeal at the Court of Appeal
6	CCA v Kem Drilling (Pty) Ltd	CCT/CP/03/2025	P 77 994.00	Refund for a failed service delivery for borehole drilling.
Total			P509 453.81	

LEGAL AND ENFORCEMENT CONTINUED

Challenges in Litigation and Enforcement

The CCA has faced delays in litigation which are mainly outside its control. One of the delays being that the tribunal has not been functional since September 2024 when contracts for most members came to an end. Therefore, ongoing cases have been pending since then and there has not been any action in new cases that have been registered.



11

PUBLIC EDUCATION AND AWARENESS





PUBLIC EDUCATION AND AWARENESS

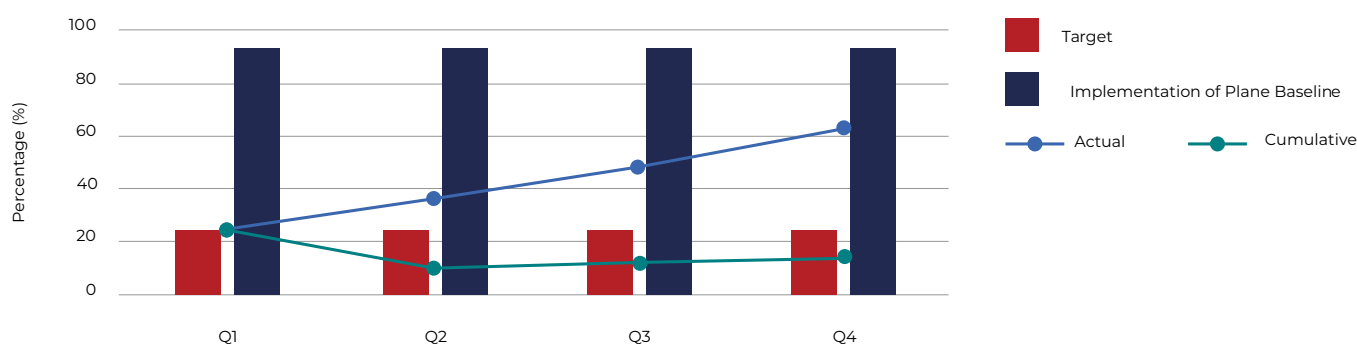
Introduction

The Authority develops a Stakeholder Engagement and Communication Plan (SECP) annually for its interaction with stakeholders which include Government Ministries, Parliament, Sector Regulators, Consumers, the Business Community, the Media, Consumer Advocacy Groups, Regional and International Competition and Consumer Protection bodies.

The implementation target for the Plan is always 100%, but overall compliance with implementation for the 2024/25 financial year fell short at 62% with 16 out of 26 planned activities accomplished. Seven planned activities were not done due to non-availability of the targeted stakeholders (six schools, and the Competition and Consumer Tribunal). Three activities were not done due to funding constraints (two presentations to consumer groups and benchmarking by a competition agency).

Due to financial constraints, face to face public education initiatives were centred in around Gaborone and the Francistown offices as a cost saving measure. Implementation of the 2024/25 Stakeholder Engagement and Communication Plan shows the trend per quarter in Figure 8 below:

Figure 8: 2024/25 Stakeholder Engagement and Communication Plan Implementation Trends



The following activities were undertaken in the 2024/25 financial year under review to enhance stakeholder awareness about the Authority's mandate:

Media Engagement

Media engagement in the 2024/25 financial year was specially focused on sectors which elicited the most consumer complaints being the Cell phone, Second-hand vehicles and Borehole sectors. The Authority relied on radio as a mass medium for reaching many stakeholders.

Media Interviews

- Yarona FM News interview on unfair business practices and consumer rights on 29th January 2025
- Radio Botswana Newsreel interview on unfair business practices on 13th February
- Radio Botswana Morning Show interview on 14th March on sectors with prevalent consumer complaints (cellphones, second-hand vehicles and boreholes)
- Radio Botswana Tatediso ya Dikgang interview on unfair business practices in the borehole sector
- Botswana Television interview on 13th March on sectors with prevalent consumer complaints (cellphones, second-hand vehicles and boreholes) to commemorate World Consumer Rights Day
- Radio Botswana Morning Show interview on 14th March on sectors with prevalent consumer complaints
- Radio Botswana Morning Show interview on sectors with prevalent consumer complaints on 20th March
- Radio Botswana Papadi le Madirelo interview on Warranty on Goods on 28th March 2025
- Btv interview on unfair business practices during the festive season on 3rd December 2024
- Radio Botswana interview on consumer vigilance on unfair business practices during the festive season on 1st December 2024

PUBLIC EDUCATION AND AWARENESS CONTINUED

- Gabz FM interview on unfair business practices on 28th November
- Masheleng TV Show interview on Festive spending 10th December 2024
- Radio Botswana interview on Business Complaints Management System on 19th July
- BTV interview on consumer rights on 5th July
- Radio Botswana interview on registration and investigation of consumer complaints on 9th August

Press Releases and Press Conferences

- Press release on World Consumer Rights Day on 14th March 2025
- World Competition Day press release on 5th December
- Press release on CCA/BOMAID case on 23rd April 2024

Fairs And Exhibitions

The Authority participated in several fairs and exhibitions in the 2024/25 financial year to interact with consumers and the business community and raise awareness about its mandate and to solicit feedback.

- Metlhala ya Khumo Exhibition in Mochudi on 19th April 2024
- Metlhala ya Khumo Exhibition in Tati Siding on 17th May 2024
- Metlhala ya Khumo Exhibition Ramotswa on 14th June 2024
- Ministry of Entrepreneurship Wealth Creation Expo in Moshupa on 19th June 2024
- Exhibition at International Ombuds Expo in Gaborone on 31st July 2024

Consumer Alerts

The Authority issued four (4) consumer alerts in the period under review sensitising consumers about problematic sectors and product recalls for their safety and protection against deceptive business practices.

The alerts that were issued are summarised in Table 18 below:

Table 17: Summary of Consumer Alerts from 1st April 2024 to 31st March 2025

No.	Date Issued	Subject of Alert	Sector
1	18th April 2024	Pyramid Schemes: The Authority cautioned that while law enforcement institutions are still investigating a pyramid scheme named Ecoplexus in which many Batswana were swindled millions of Pula, some people were still participating in other pyramid and related schemes that had similar elements with Ecoplexus. Such similar schemes included Miracle Farm, Berry, Blacpair, QZ, Coin Vault, Smart bit Copy Trading, MTFE Trading and TBFX. The CCA warned that it is an offence to participate in a pyramid and related schemes, and convicted offenders are liable to a fine of up to P100 000, imprisonment for a term not exceeding five years, or both.	N/A
2	17th June 2024	Recall of Dark N Lovely Shampoo: The Authority issued a recall alert for consumers in possession of Dark and Lovely Moisture Plus and Dark and Lovely Anti Breakage Kits to immediately stop using the products and return them to the point of purchase. This was after L'Oreal Midrand Manufacturing Proprietary Limited (South Africa) announced a recall of the products as a precautionary measure, after presence of bacteria were detected in test samples.	Retail
3	8th August 2024	Unfair Business Practices in Cell phone Products and Services: The Authority issued a general alert after receiving a high number of consumer complaints relating to cell phone products and services as it investigated 144 complaints registered in the 2023/24 financial year. The majority of complaints related to failure of suppliers to provide accurate and clear information on the cell phone gadgets, selling used cell phones as new; limited warranty offered from zero to four months, poor repair services; faulty handsets misleading advertising and retailing products that do not comply with labelling standards.	Electronics/ Cell phones

PUBLIC EDUCATION AND AWARENESS CONTINUED

No.	Date Issued	Subject of Alert	Sector
4	28th October 2024	Ry Agri Suspended by Ministry of Agriculture from Supplying Tractors Under Temo Letlotlo Programme: The CCA issued the alert following information from the Ministry of Agriculture that it had suspended Ry Agri from supplying tractors to beneficiaries on allegations against Ry Agri that tractors sold to Temo Letlotlo beneficiaries were not brand new, and this could constitute unfair business practices under the Consumer Protection Act.	Agriculture

Presentations to Tertiary and High School Students

The Authority made presentations to high school and tertiary students in the financial year under review, with a focus on students doing Economics or Business studies. The students were sensitised on the mandate of the Authority in implementing the Competition Act and the Consumer Protection Act. The objective was to inculcate at a young age awareness on the rights and responsibilities of consumers, and the benefits of a competitive and fair market. Presentations by the Authority were made at Ba Isago University, Botswana University of Agriculture and Natural Resources (BUAN) and St. Josephs Colleges.



PUBLIC EDUCATION AND AWARENESS CONTINUED

World Consumer Rights Day



The Authority joined other consumer protection agencies and consumers worldwide in commemorating World Consumer Rights Day on 15th March 2025. The Authority's commemoration was held under the theme "Empowered Consumers who know their Rights and Responsibilities Don't fall prey to Unfair Business Practices".

The empowerment of consumers on their rights and responsibilities has become more paramount than ever, as the Authority continued to record complaints of unfair treatment by some businesses breaching provisions of the Consumer Protection Act. In the 2024/25 financial year, the CCA received consumer complaints predominantly from second-hand or preowned motor vehicles, cellular phones and borehole drilling sectors.

In a commemorative press release on 14th March 2025, the Authority cautioned consumers to avoid falling prey to unscrupulous businesses, with regards to second hand vehicles, by conducting due diligence and buying second-hand cars from trusted and licensed dealerships. With regards to borehole drilling, the Authority advised consumers to ensure that the borehole drilling company is licensed and fully operational and liaise with the Department of Water and Sanitation to obtain technical advice.

The CCA further informed consumers that, the minimum warranty on new products is six (6) months under the Consumer Protection Act and that businesses that deny consumers warranty, such as the cell phone suppliers, are violating the law. Consumers were also advised to refrain from failing the warranty conditions by engaging uncertified and unapproved technicians to repair their cell phones and that warranty does not cover defects resulting from negligence.

World Competition Day

The Competition and Consumer Authority observed World Competition Day on 5th December 2024 under the theme Competition Policy and Inequality. In enforcement of the Competition Act, one of the primary roles of the Authority is to prevent and provide redress for restrictive business practices. Restrictive agreements which restrain competition reduce consumer welfare through the maintenance of high prices of goods and services in the market, reduction in consumer choices, low quality goods and services, lack of productivity, lack of innovation and inefficiency.

In a press release to mark the day, the CCA said it enhanced market competitiveness by identifying and removing three (3) market constraints in the health and agriculture sectors. To further prevent the negative impacts of an anti-competitive environment which breeds inequality, the CCA continued to regulate mergers and acquisitions, and prescribe a rigorous process of assessment and analysis.

Amidst significant human resource and financial constraints, the Authority pledged to continue to combat restraints on competition which ultimately result in economic inequality.

WORLD COMPETITION DAY 5TH DECEMBER 2024



Competition Policy
and Inequality

PUBLIC EDUCATION AND AWARENESS CONTINUED

Memoranda of Understanding (MoUs)

The Authority conducted a review of all the 16 MoUs it has signed with local and regional bodies to determine their value addition. In the coming financial year, the Authority will continue to utilise the partnerships to collaborate in promoting consumer welfare and combatting anti-competitive practices.

Collaborative Activities with the Public and Private Sector

The Authority continued to expand its public education efforts through collaboration with other public and private sector institutions. The following are such activities which were undertaken in the year under review:

1. Participation at CIPA Intellectual Property Day commemoration on 27th March 2025 in Gaborone
2. Presentation at Ministry of Trade PWD capacity building Workshop on 11 September
3. Presentation on bid-rigging for Ministry of State President procuring officers in Jwaneng on 11th July
4. Presentation on bid-rigging at Ministry of Defence workshop in Jwaneng on 29th May
5. Participation at Botswana Trade Commission Online Permit System Launch in Francistown on 20th February

Collaboration with Consumer Advocacy Groups

The Authority views active consumer groups as essential partners in promoting consumer protection and welfare. In this review period the Authority held a meeting with Consumer Watchdog on 26th June 2024 to discuss consumer issues in the cell phone industry which is one of the leading sectors with consumer complaints. The Authority also held a meeting with Mabule Consumer Group on 19th September 2024 and to induct them on the Authority's Guidelines for Cooperation with Consumer Advocacy Groups.



PUBLIC EDUCATION AND AWARENESS CONTINUED

Social Media Engagement

The Authority continued to use its social media platforms review to raise public awareness on its mandate and services. An Awareness Survey conducted by the Authority showed that Facebook was the second most popular medium for receiving information about the CCA at 33%, surpassed only by radio at 41%. Facebook was the most accessed medium for youth at 48% for ages 18 to 27.

The Authority faced a major challenge in the year under review when its Facebook page was inactive from 19th October 2023 due to technical issues and only got back into operation on 19th June 2024. This occurrence severely affected the Authority's outreach during this period more so that it heavily relied on social media as one of the stakeholder engagement avenues, with face-to-face interactions across the country curtailed by financial constraints.



12

HUMAN CAPITAL AND ADMINISTRATION





HUMAN CAPITAL AND ADMINISTRATION

Staff Complement, Retention and Turnover

The Authority has a total establishment of 46, with a head count of 45 full time employees and three (3) National Internship Programme Participants. The vacancy rate at the end of March 2025 was 2.17%.

During the period under review, a total of 16 employees were in Executive Management and Management levels. Out of these, 62.5% of employees at these levels were female, while males accounted for the remaining 37.5%.

Turnover and retention rates averaged 0.94% and 94.45% respectively. Figure 8 below shows the gender and age distributions at the Authority in the review period:

Figure 9: Gender and Age Distributions in the Authority

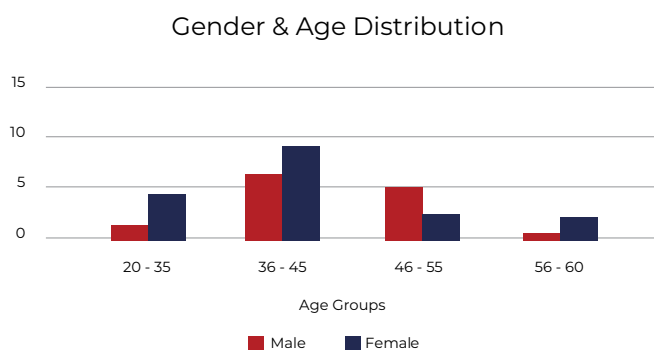
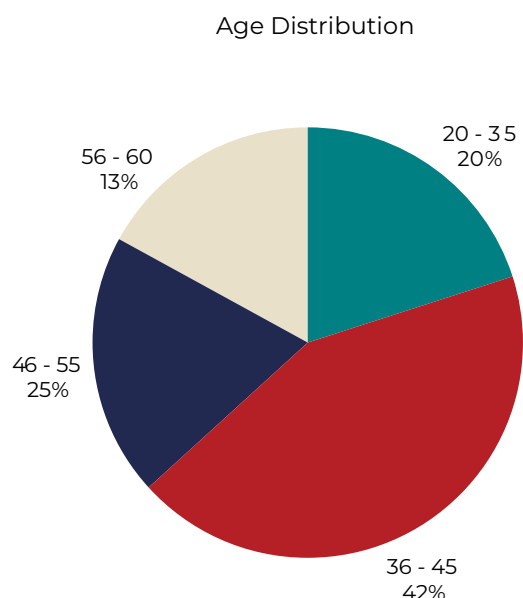


Figure 10: CCA Staff Distribution by Age



Training and Development

The Authority remains challenged to implement key initiatives including training and development of staff due to financial constraints. However, the following trainings were conducted inhouse and in collaboration with other stakeholders:

- Electronic Evidence Identification and Collection was conducted for Investigators in collaboration with Botswana Police Service on 27th February 2025.
- Awareness workshop on the Data Protection Act was conducted with the Data Protection Commission on 7th October 2024.
- Antibribery and Whistleblowing Management System Standards workshop conducted by Botswana Bureau of Standards on 24th March 2025.
- Employee capacity building on Employee Performance Management conducted on 4th September 2024; and
- Procurement Oversight function awareness workshop on 25th September 2024.

Talent Management and Succession Planning

The Authority continues to strive to manage and retain talent to facilitate succession into critical positions, despite resource constraints.

HUMAN CAPITAL AND ADMINISTRATION CONTINUED

Staff Engagement and Welfare

Staff engagement is nurtured through several initiatives, including periodic staff consultative meetings at Departmental, Divisional and Corporate Levels. Through the Staff Welfare Committee, the Authority implements staff welfare initiatives which are employee driven and initiated to ensure maximum impact.

In addition, there is an Employee Assistance Program which gives employees an opportunity to access psycho-social support services to deal with the personal challenges that may affect them in the workplace or in their personal lives. During this period, 11 employees accessed counselling services.

The program also provides employees with educational and motivational information, which is regularly shared with staff to create awareness on various health issues including mental health and non-communicable diseases.



Industrial Relations and Union Management

The Authority enjoys a good working relationship with Botswana Public Employees Union (BOPEU) through a Collective Labour Agreement which was signed in June 2024. The parties continue to work together to improve the working conditions of employees through the collective bargaining process, review of human resource policies and salary adjustment negotiations.

Pension Fund

The Authority participates in an umbrella pension fund, the Senthaga Pension Fund. The pension fund is a contributory pension scheme to which a pensionable employee makes a monthly contribution of 5% of their basic salary and the Authority contributes 15% of the employee's basic salary. Employees may make additional voluntary contributions.

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87.56



▲ 56.45

▼ 23.97

▼ 68.0

3.98

▲ 35.21

31/12/98

COMPETITION AND CONSUMER AUTHORITY

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

General Information

The Competition and Consumer Authority is constituted in terms of the Competition Act, 2018 and is domiciled in the Republic of Botswana. The Authority is responsible for the prevention of, and redress for, anti-competitive practices in the economy, and the removal of constraints on the free play of competition in the market. It further receives and investigates consumer complaints, promotes awareness of consumer rights and conducts consumer education. The governing body of the Competition and Consumer Authority is the Competition and Consumer Board, which is responsible for the direction of the affairs of the Authority. The Authority started its operations on the 18th of April 2011.

Competition and Consumer Board

Dr. Malebogo Bakwena	Chairperson of the Board (End of term 30 September 2024)
Ms. Kemmony Keitsile	Member (End of term 30 September 2024)
Mr. Koonyatse K. Tamasiga	Member (End of term 30 September 2024)
Mr. Phodiso P. Valashia	Member (End of term 30 September 2024)
Dr. Bashi Mothusi	Member
Mr. Kokeletso Hule	Member (Appointed 01 April 2024)
Mr. Gosegomang O. Setswamokwena	Member Co-opted (end of term 8 December 2024)
Ms. Tebelelo Pule	Chief Executive Officer (ex-officio member, End of Term 30 April 2025)
Mr Gideon G. Nkala	Chief Executive Officer (ex-officio member, Appointed 01 July 2025)

Registered Office

Plot 28
Matsitama Road, Main Mall
Gaborone

Postal Address

Private Bag 00101
Gaborone

Bankers

Absa Bank Botswana Limited
Standard Chartered Bank Botswana Limited

External Auditors

BDO
Firm of Certified Auditors

Board Secretary

Ms. Idah Joel

Functional and Presentation Currency

Botswana Pula

COMPETITION AND CONSUMER AUTHORITY

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

Boards' Responsibility And Approval Of The Financial Statements

The Board of Directors of the Competition and Consumer Authority is responsible for the preparation of the Financial Statements and all other information presented therewith. The Board's responsibility includes maintenance of financial records and the preparation of Financial Statements in accordance with the International Financial Reporting Standards.

The Competition and Consumer Authority maintains systems of internal control, which are designed to provide reasonable assurance that the records accurately reflect its transactions and to provide protection against serious misuse of the Competition and Consumer Authority's assets. According to Section 23 of the Competition Act 2018, the Competition and Consumer Authority appoints the External Auditor but the Board is also responsible for providing policy and reviewing the design, implementation, maintenance and monitoring of the systems of internal control.

The Independent Auditor is responsible for giving an independent opinion on the Financial Statements based on their audit of the affairs of the Competition and Consumer Authority.

After making enquiries, the Board has no reason to believe that the Competition and Consumer Authority will not be a going concern in the foreseeable future. For this reason they continue to adopt the going concern basis in preparing these Financial Statements based on forecasts, available cash resources and continued support of the Government of the Republic of Botswana.

The Board is satisfied that Management introduced and maintained adequate internal controls to ensure that dependable records exist for the preparation of the Financial Statements, to safeguard the assets of the Competition and Consumer Authority and to ensure that all transactions are duly authorised.

Against this background, the Board accepts responsibility for the Financial Statements on pages 82 to 102 which were approved and signed on its behalf by:



Dr. Bashi Mothusi
Interim Chairperson of the Board

23 September 2025



Mr Gideon G. Nkala
Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To the Shareholder of Competition and Consumer Authority

Opinion

We have audited the financial statements of Competition and Consumer Authority set out on pages 7 to 28, which comprises the statement of financial position as at 31 March 2025, and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects the financial position of Competition and Consumer Authority as at 31 March 2025, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Authority in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code), together with other ethical requirements that are relevant to our audit of the financial statements in Botswana, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to note 21 to the financial statements which indicates that the Authority incurred a net loss of P3 808 528 (2024: P1 391 639) for the year ended 31 March 2025 and as of this date the total liabilities exceeded total assets by P10 431 080 (2024: P6 622 552). Current liabilities exceeded current assets by P8 904 648 (2024: P 4 080 908). These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Authority's ability to continue operating as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Existence and accuracy of payroll and administration expenditure

Refer to note 4 – staff costs and note 5 – administration expenses

Key Audit Matter	How the matter was addressed in the audit
Competition and Consumer Authority incur significant annual expenditure in discharging its mandate and relies on Government funding for conducting its business. The total expenditure incurred during the year amounted to P43 504 434.	Our procedures included the following: - Review of the budget approval and monitoring process. - Testing the design and implementation as well as operating effectiveness of internal control over the processing, review, monitoring and authorisation of expenditure to assess whether expenditure incurred and recognised was in line with the requirements of the finance manual and approved by the appropriate levels.

INDEPENDENT AUDITOR'S REPORT

Existence and accuracy of payroll and administration expenditure Refer to note 4 – staff costs and note 5 – administration expenses	
Key Audit Matter	How the matter was addressed in the audit
Due to the high volume of expense transactions and the significant risks of susceptibility of non-approval of expenses recording of expenditure not incurred or expenditure recorded in the incorrect accounts and the significant work effort by the team, the existence and accuracy of expenditure was considered a key audit matter.	• Evaluated the procurement process to ensure expenditure items are appropriately authorised in accordance with the approval matrix of the Authority and verified that these were supported by valid invoices, supplier contracts etc. • Evaluated the monthly changes to payroll to ensure appropriately authorised. • Evaluated the payment process for expenses to ensure two signatories required for the authorisation of expense payments.

Other Information

The Directors are responsible for the other information. The other information comprises of the general information set out on page 2, the board's responsibility and approval of the financial statements set out on page 3. The other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Authority's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Authority or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for overseeing the Authority's financial reporting process.

Auditors' Responsibilities for the Audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITOR'S REPORT

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Authority's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Authority's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Authority to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate to them all relationships and other matters that maybe reasonably be thought to bear on our independence, and where applicable related safeguards.

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter, or when in extremely rare circumstances, we determined that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

COMPETITION AND CONSUMER AUTHORITY

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2025

	Notes	2025 BWP	2024 BWP
Revenue			
Government subvention	1	34,645,986	33,979,501
Revenue arising from contracts with customers	2	5,906,399	7,960,118
Total Revenue		40,552,385	41,939,619
Other income	3	25,078	143,150
Total Income		40,577,463	42,082,769
Administration Expenses	4 & 5	(43,504,434) 43,504,433 (2,926,971)	(42,395,743) (312,975)
Operating (loss)/Profit			
Finance Income	6	65,636	116,002
Impairment loss on Assets Held for Sale	8	-	(2,596)
Finance Costs on lease liability	6	(947,193)	(1,192,072)
Total comprehensive loss for the year		(3,808,528)	(1,391,640)

COMPETITION AND CONSUMER AUTHORITY

STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 MARCH 2025

	Notes	2025 BWP	2024 BWP
ASSETS			
Non-Current Assets			
Plant and Equipment	7	4,174,029	3,884,701
Right of Use Assets	16	7,910,934	10,369,458
		12,084,964	14,254,159
Current Assets			
Assets Held for sale	8	3,557	18,874
Receivables and prepayments	9	1,230,800	1,723,024
Cash and cash equivalents	10	296,132	1,670,814
		1,530,489	3,412,712
Total Assets		13,615,453	17,666,871
EQUITY			
Reserves			
Accumulated loss		(10,431,080)	(6,622,552)
LIABILITIES			
Non-Current Liabilities			
Deferred capital grant	18	3,364,940	3,484,267
Lease liability	16	10,246,455	13,311,535
		13,611,395	16,795,802
Current Liabilities			
Trade and other payables	11	2,082,371	1,176,166
Employee Benefits Accruals	12	4,432,228	2,832,772
Deferred capital grant	18	855,352	443,813
Lease liability	16	3,065,186	3,040,869
		10,435,137	7,493,620
Total Liabilities		24,046,532	24,289,422
Total Equity and Liabilities		13,615,453	17,666,871

COMPETITION AND CONSUMER AUTHORITY

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2025

	Accumulated Loss BWP	Total BWP
Balance at 1 April 2023	(5,230,913)	(5,230,913)
Total Comprehensive loss for the year	(1,391,639)	(1,391,639)
Balance at 31 March 2024	(6,622,552)	(6,622,553)
Balance at 1 April 2024	(6,622,552)	(6,622,552)
Total Comprehensive loss for the year	(3,808,528)	(3,808,528)
Balance at 31 March 2025	(10,431,080)	(10,431,080)

COMPETITION AND CONSUMER AUTHORITY

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2025

	Notes	2025 BWP	2024 BWP
CASH FLOWS FROM OPERATING ACTIVITIES:			
Loss for the year		(3,808,528)	(1,391,639)
Adjustments for:-			
Finance income	6	(65,636)	(116,002)
Finance costs	6	947,193	1,192,072
Profit on disposal of plant and equipment and assets held-for-sale	3	(10,524)	(130,682)
Armotisation of capital grant	18	(855,352)	(443,813)
Depreciation of plant and equipment	7	855,352	578,771
Impairment of assets held for sale	8	-	2,596
Depreciation on right of use asset	16	2,458,524	2,756,433
Movement in provision for gratuity pay	12	659,877	832,538
Movement in provision for leave pay	12	899,789	271,620
Movement in provision for leave travel	12	39,791	(114,416)
Cash generated by operations		1,120,486	3,437,478
Decrease/(Increase) in trade and other receivables	9	492,224	(22,463)
Increase/(Decrease) in trade and other payables	11	906,206	(2,248,919)
Net cash flows from operating activities		2,518,916	1,166,096
CASH FLOWS FROM INVESTING ACTIVITIES:			
Interest received	6	65,636	116,002
Purchase of plant and equipment	7	(1,147,564)	(3,276,321)
Proceeds from disposal of plant and equipment		28,828	180,238
Net cash flows used in from investing activities		(1,053,100)	(2,980,081)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Capital grant received	18	1,147,564	3,276,321
Payment of lease liabilities	16	(3,988,062)	(3,862,355)
Net cash flows used in financing activities		(2,840,498)	(586,034)
NET (DECREASE) IN CASH AND CASH EQUIVALENTS		(1,374,682)	(2,400,019)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		1,670,814	4,070,834
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		296,132	1,670,814

COMPETITION AND CONSUMER AUTHORITY

ACCOUNTING POLICIES

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

1 PRESENTATION OF FINANCIAL STATEMENTS

The Annual Financial Statements are presented in Botswana Pula which is the Authority's functional currency. The financial statements have been prepared on a historical cost basis. All values are rounded to the nearest Pula (BWP) except where otherwise indicated.

2 ENTITY INFORMATION

Competition and Consumer Authority (CCA/the Authority) is a parastatal established through the Competition Act No 4 of 2018 and is domiciled in Botswana. The Head Office is situated at Plot 28, Matsitama Road, Main Mall, Gaborone, Botswana. The Authority is responsible for enforcing law on anti-competitive behaviour and take action against businesses for non-compliance.

3 STATEMENT OF COMPLIANCE

The financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The financial statements are also compliant to Section 23 of the Competition Act, 2018.

4 SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the financial statements is in conformity with the IFRS, which requires the use of certain critical accounting estimates and judgments concerning the future. Significant judgements in the application of International Financial Reporting Standards are mainly in the areas of assessment of residual values and depreciation rates applied to Plant and Equipment, impairment of assets held for sale and leases. Estimates and judgments are continually evaluated and are based on historical factors coupled with expectations about future events that are considered reasonable. The estimation is based on management's best judgment.

5 PLANT AND EQUIPMENT

All plant and equipment are measured at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Depreciation is charged so as to write off the cost of the assets over their estimated useful lives, to estimated residual values. Where significant parts of an item have different useful lives to the item itself, these parts are depreciated separately over their estimated useful lives. The methods of depreciation, useful lives and residual values are reviewed annually, with the effect of any change in estimates accounted for prospectively.

The following rates were used during the period to depreciate plant and equipment on a straight line basis to estimated residual values.

Furniture and Fittings	10-20%
Motor Vehicles	10-20%
Computer Equipment	20-25%

An item of plant and equipment is derecognised upon disposal, scrapped or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in surplus or deficit in the period the asset is recognised.

5 PLANT AND EQUIPMENT (Continued)

COMPETITION AND CONSUMER AUTHORITY

ACCOUNTING POLICIES

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

Work-In-Progress

Work-In-Progress includes buildings under construction and machinery under assembly at the reporting date. It is measured by reference to the costs incurred as at the reporting date. The Work-In-Progress is capitalised at the date when the economic benefits of the underlying assets start to accrue to the Authority. The capitalised asset will follow the depreciation policy of the related asset class.

6 NON-CURRENT ASSETS HELD FOR SALE

Non-current assets classified as held for sale are measured at the lower of carrying amount and fair value less cost to sell. The assets are classified as held for sale if their carrying amount will be recovered through a sale transaction. The condition is regarded as having been met only if the sale is highly probable and the asset is available for sale in its present condition. Depreciation for the assets classified as held for sale ceases immediately upon the asset being classified as such.

7 IMPAIRMENT OF NON-FINANCIAL ASSETS

At each reporting date, the Authority assesses whether there is any indication that assets are impaired. If any such indication exists for any asset, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where an asset does not generate cash flows that are largely independent of those of other assets or group of assets, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined by the market values relating to the asset and the related costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, its carrying amount is reduced to its recoverable amount. Impairment losses are recognised in the surplus or deficit in those expense categories consistent with the function of the impaired asset.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating-unit) is increased to the revised estimate of its recoverable amount. This increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised in surplus or deficit.

8 REVENUE RECOGNITION

Revenue arising from contracts with customers

Revenue is accounted as per the requirements of IFRS 15: Revenue. Revenue is measured based on the consideration to which the Authority expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties.

Revenue recognition follows a five step model framework as follows:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

8 REVENUE RECOGNITION (Continued)

COMPETITION AND CONSUMER AUTHORITY

ACCOUNTING POLICIES

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

Merger fees

The threshold for merger notification is satisfied when either the turnover or asset value of the target enterprise is more than BWP10 million or the combined market share of the merging enterprises is 20% or more. It is also required under Regulation 18 (2) that a merger shall be accompanied by a merger fee of 0.01 percent of the merging enterprises' combined turnover or assets in Botswana, whichever is higher. Merger fees are recognised upon approval of the merger.

Exemption Fees

Regulation 7 (2) requires that an application for an exemption shall be accompanied by an application fee of 0.01 per cent of the applicant's latest turnover. Exemption fees are recognised on an accrual basis. There were no exemption fees received during the current and prior year.

9 OTHER INCOME

Sale of Tender Documents

Tender fees are recognised when payment is received from the bidders. The fees are non-refundable.

Insurance

Insurance claimed against losses covered under the Authority's insurance Policy are recorded upon receipt from the Insurer.

Profit/loss on Disposal of Assets

A gain or loss is recognised as the difference between the disposal proceeds and the carrying value of the asset at the time of disposal.

10 FINANCE INCOME

Interest income is recognised as it accrues (using the effective interest rate). Effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

11 RELATED PARTY TRANSACTIONS

The Authority maintains a very close relationship with the Government of Botswana. The Government of Botswana provides significant income to the Authority through operational subventions and capital grants and also has a representation of one member in the Competition and Consumer Board. Transactions directly with Government of Botswana are treated as related party transactions.

Transactions with members of the Competition and Consumer Board and Executive Management are treated as related party transactions.

12 EMPLOYEE BENEFITS

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

Pension

For eligible permanent and pensionable employees, the Competition and Consumer Authority operates a defined contribution scheme for the employees. Payments to the scheme are charged as an expense to the statement of comprehensive income as they fall due.

COMPETITION AND CONSUMER AUTHORITY

ACCOUNTING POLICIES

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

12 EMPLOYEE BENEFITS (Continued)

Gratuity

For contract employees, the Competition and Consumer Authority pays gratuity in accordance with the respective contracts of employment. Employees have an option to be paid gratuity annually or be deferred and settled at the end of the contract.

Leave Pay

The Competition and Consumer Authority recognises, in full, employees' rights to annual leave entitlement in respect of past service. The recognition is made each year and is calculated based on accrued leave days not utilised during the year. The charge is made to expenses in the Statement of Comprehensive Income and a separate accrual is recognised in the Statement of Financial Position.

13 FINANCIAL INSTRUMENTS

Initial Recognition and Measurement

Financial instruments recognised on the statement of financial position include cash and cash equivalents, receivables and trade and other payables. Financial instruments are initially measured at fair value, including transaction costs, when the company becomes a party to the contractual arrangements. Financial assets are classified at initial recognition and subsequently measured at amortised cost.

The company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Receivables

Receivables are held by the entity to collect contractual cash flows and the contractual terms give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding. Receivables are therefore classified and subsequently measured at amortised cost, using the Effective Interest Rate (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Cash and cash equivalents

Bank balances and cash in the statement of financial position comprise cash at banks and on hand and short term deposits with an original maturity of three months or less. Cash and cash equivalents are classified and subsequently measured at amortised cost. For the purpose of the cash flow statement, bank balances and cash consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Impairment of Financial Assets

The entity recognises an allowance for expected credit losses (ECLs) for financial instruments measured at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For receivables, the entity applies a simplified approach in calculating ECLs. Therefore, management does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. ECLs are based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial assets are written off when there is no reasonable expectation of recovering the contractual cash flows.

COMPETITION AND CONSUMER AUTHORITY

ACCOUNTING POLICIES

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

13 FINANCIAL INSTRUMENTS (Continued)

Trade and other payables

After initial recognition, trade and other payables are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss."

Derecognition

A financial asset is derecognised when the rights to receive cash flows from the asset have expired. A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

14 PROVISIONS AND CONTINGENCIES

Provisions are recognised when the Competition and Consumer Authority has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate

Provisions are recognised when the Competition and Consumer Authority has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are measured at management's best estimate of expenditure required to settle the obligation at the reporting date, and are discounted to present value where the effect of the time value of money is material. When discounting is used, the increase in the provision due to the passage of time is recognised as finance costs. Contingent assets and contingent liabilities are not recognised.

15 TAX

No provision for tax is made as the Authority is exempt from Income Tax.

16 LEASES

Leases are recognised, measured and presented in line with "IFRS 16: Leases". The Authority recognises a right-of-use asset and a lease liability at the commencement date of the contract for all leases conveying the right to control the use of an identified assets for a period of time.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date of the lease and deferred lease asset amount relating to the lease contract at the beginning of the reporting period. The right-of-use asset is depreciated using the straight line method over the shorter of the asset's useful life and the lease term.

The lease liability is measured at the present value of the lease payments that are not paid at the commencement date, discounted using the incremental borrowing rate at the date of initial application. Lease payments included in the measurement of the lease liability consists of the fixed payments. The lease liability is subsequently measured by discounting revised lease payments using the applicable entity's incremental borrowing rate at the date of initial application.

COMPETITION AND CONSUMER AUTHORITY

ACCOUNTING POLICIES

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

16 LEASES (Continued)

The Authority presents the right-of-use asset separately under Non-current Assets and the lease liability separately under Current and Non-Current Liabilities.

The Right-of-Use Assets are depreciated over the lease period.

Right-of-Use Asset	Useful life
Buildings	3 - 6.5 years

After the commencement date, the Right- of- Use Assets are measured at cost less any accumulated depreciation and any accumulated impairment losses adjusted for any re-measurement of the lease liability.

Leases of low value assets

The Authority has elected not to recognise right of use assets and lease liabilities for leases of low value assets. The Authority recognises lease payments associated with such leases as an expense in the statement of comprehensive income.

17 GOVERNMENT GRANT

Government grants are recognised when there is reasonable assurance that: the Authority will comply with the conditions attaching to them; and the grants will be received.

Government grants related to income

These are government grants other than those related to assets. These are recognised as income over the periods necessary to match them with the related costs that they are intended to compensate. A government grant that becomes receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Authority with no future related costs is recognised as income of the period in which it becomes receivable. When the grant relates to an expense item, it is recognised on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. Government grants related to income are presented as income in the statement of comprehensive income.

Government grants related to assets (Capital Grants)

These are grants whose primary condition is that for the Authority to qualify for them, it should purchase, construct or otherwise acquire long-term assets. Subsidiary conditions may also be attached restricting the type or location of the assets or the periods during which they are to be acquired or held. The grants are transferred to the statement of comprehensive income in a manner that represents the economic benefits derived from the usage of such assets. The grant is recognised in statement of comprehensive income over the useful lives of depreciable assets as reduced depreciation expenses.

Deferred income

Grants received in advance or grant received, but not spent for the purpose of which is it received by the end of reporting date is deferred in the statement of financial position. There was no deferred income during the year.

COMPETITION AND CONSUMER AUTHORITY

ACCOUNTING POLICIES

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

18 NEW AND AMENDED STANDARDS AND INTERPRETATIONS

(a) At the date of approval of these financial statements, the entity had chosen not to early adopt the following applicable Standards that were in issue but not yet effective.

Standard/Interpretation	Effective date: Years beginning on or after:
Lack of Exchangeability (Amendments to IAS 21-The Effects of Changes in Foreign Exchange Rates)	01 January 2025
Contracts Referencing Nature-dependent Electricity (Amendments to IFRS 9 and IFRS 7)	01 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	01 January 2027
Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred until further notice (IASB)
IFRS 19 Subsidiaries without Public Accountability: Disclosures	01 January 2027
Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards	01 January 2026
Amendments to IFRS 7 Financial Instruments: Disclosures	01 January 2026
Amendments to IFRS 9 Financial Instruments	01 January 2026
Amendments to IAS 10 Statement of Cash flows	01 January 2026
Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments	01 January 2026
Amendments to IFRS 10 Consolidated Financial Statements	01 January 2026

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

		2025 BWP	2024 BWP
1 GOVERNMENT SUBVENTION			
Revenue/subvention received from the Government of Botswana		33,790,634	33,400,730
Armotisation of capital grant	18	855,352	578,771
Total Government subvention received		34,645,986	33,979,501
Amount recognised as income includes amortisation of grants received to fund capital expenditure.			
There were no unfulfilled conditions or contingencies attached to these income and capital grants.			
2 REVENUE ARISING FROM CONTRACTS WITH CUSTOMERS			
Regulation 16 (2) stipulates that a merger application shall be accompanied by a merger fee of 0.01 percent of the merging enterprises' combined turnover or assets in Botswana, whichever is higher. The basis of recognition is disclosed in Accounting Policy note 8. The revenue is recognised on completion of assessment of a merger.	55		
		5,906,399	7,960,118
3 OTHER INCOME			
Sale of tender documents		6,825	12,050
Bidders are required to pay for tender documents upon collection. There are no contractual obligations around tender fees and the fees are non-refundable.			
Sundry income		7,729	419
Profit on disposal of assets		10,524	130,682
This is profit made from the sale of non-current assets			
		25,078	143,151
4 STAFF COSTS			
Salaries and wages		21,861,620	19,245,695
Allowances and benefits		4,051,354	3,666,628
Pension fund contributions		2,309,580	2,167,506
Medical aid and uniforms		1,496,894	1,390,866
Contract gratuity, severance and leave pay		2,302,968	2,414,739
		32,022,416	28,885,434
5 ADMINISTRATION EXPENSES			
Advertising and Publicity		190,505	914,374
Competition and Consumer Board sitting allowances		335,000	404,100
Competition and Consumer Board training and related expenses		69,420	258,116
External audit fees		261,943	256,773
Internal audit fees		343,368	-
Bank charges		13,933	15,185
Depreciation	7 & 18	855,352	713,730
Insurance		461,635	439,856

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	2025 BWP	2024 BWP
5 ADMINISTRATION EXPENSES(CONTINUED)		
Cleaning expenses	297,970	268,221
Printing and stationery	257,741	449,684
Merger related costs	-	91,880
Information technology and related services costs	1,583,414	977,623
Workshop and seminars	-	19,715
Staff training	2,000	374,207
Staff welfare and social activities	122,410	352,362
Utilities	1,495,926	1,401,798
Vehicle Expenses	139,290	172,144
Legal expenses	1,247,912	1,221,851
Recruitment expenses	35,942	164,993
Repairs and maintenance	335,884	458,530
Security services	175,443	135,727
Subscriptions to professional bodies	68,428	98,593
Office refreshments and utensils	63,551	165,779
Travel and accommodation	396,568	764,980
Depreciation on right of use asset	2,458,524	2,756,433
Consultancy Costs	269,859	633,652
	11,482,018	13,510,306
6 FINANCE INCOME AND COSTS		
6.1 Finance Income		
Interest income from bank deposits	65,636	116,002
6.2 Finance Costs		
Lease Liabilities	947,193	1,192,073

7 PLANT AND EQUIPMENT

2025	Furniture & Fittings BWP	Motor Vehicles BWP	Computer Equipment BWP	Work-In- Progress BWP	Total BWP
COST					
At 31 March 2024	4,053,981	2,700,720	6,005,681	-	12,760,383
Additions for the period	40,256			1,107,308	1,147,564
Disposals	(146,827)		(140,600)	-	(287,427)
Reclassified from Held for Sale	139,015	-	24,979	-	163,994
At 31 March 2025	4,086,425	2,700,720	5,890,059	1,107,308	13,784,514
ACCUMULATED DEPRECIATION					
At 31 March 2024	3,052,534	1,311,758	4,511,390	-	8,875,682
Depreciation	183,634	270,760	400,958	-	855,352
Depreciation on Disposals	(133,749)		(133,858)	-	(267,607)
Reclassified from Held for Sale	122,078	-	24,979	-	147,057
At 31 March 2025	3,224,497	1,582,518	4,803,469	-	9,610,484
CARRYING AMOUNT					
At 31 March 2025	861,928	1,118,202	1,086,591	1,107,308	4,174,029

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

7 PLANT AND EQUIPMENT (CONTINUED)

2024	Furniture & Fittings BWP	Motor Vehicles BWP	Computer Equipment BWP	Work-In- Progress BWP	Total BWP
COST					
At 31 March 2023	3,444,552	1,815,847	5,327,495	-	10,587,894
Additions for the period	728,829	1,266,784	1,280,708	-	3,276,321
Disposals	(73,390)	(381,911)	(412,632)	-	(867,933)
Reclassified from Held for Sale	195,400	-	-	-	195,400
Reclassified as Held for Sale	(241,410)	-	(189,889)	-	(431,299)
At 31 March 2024	4,053,981	2,700,720	6,005,681	-	12,760,382
ACCUMULATED DEPRECIATION					
At 31 March 2023	3,051,880	1,536,920	4,768,566	-	9,357,366
Depreciation	134,775	156,749	287,247	-	578,771
Depreciation on Disposals	(64,401)	(381,911)	(372,070)	-	(818,382)
Reclassified from Held for Sale	164,246	-	-	-	164,246
Reclassified as Held for sale	(233,966)	-	(172,353)	-	(406,319)
At 31 March 2024	3,052,534	1,311,758	4,511,390	-	8,875,682
CARRYING AMOUNT					
At 31 March 2024	1,001,447	1,388,962	1,494,291	-	3,884,700

8 ASSETS HELD FOR SALE

As at year end, the Authority held assets which were approved for sale in their current condition but were not yet disposed as at year end. The sale process is expected to be completed within one year. The assets have been remeasured and are now carried at the lower of their carrying amount or fair value less cost to sell, Fair value less cost to sell has been determined as the amount as advised by a professional valuer. An impairment loss has been recognised for assets whose fair value was lower than the carrying amount and have not been depreciated after recognition as "held for sale".

Notes	2025 BWP	2024 BWP
Balance at beginning of the year	18,874	27,643
Transferred from plant and equipment	-	244,546
Depreciation charged for the year before classification as held for sale -	(242,072)	
Balance transferred from plant and equipment	18,874	30,117
Impairment on reclassification		(2,596)
Assets sold	(15,317)	(8,647)
Carrying amount classified to held for sale	3,557	18,874

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	Notes	2025 BWP	2024 BWP
9 RECEIVABLES AND PREPAYMENTS			
Receivables-Deposits		249,983	249,983
Staff receivables		530,456	488,728
Allowance for credit losses		(18,897)	(18,897)
		761,542	719,814
Prepayments		520,298	1,054,250
Allowance for credit losses		(51,040)	(51,040)
		1,230,800	1,723,024

Staff receivables are for salary advances recovered over Six months and Twenty Four months for training advance. Staff advances do not attract any interest. Receivables were evaluated for impairment.

A prepayment of P51 040 was made to a supplier who failed to deliver and the amount receivable has been classified as a doubtful debt. Amounts receivable from employees are recoverable through payroll deductions.

Receivables - Deposits consists of rental and utilities deposits. Prepayments mainly consists of rental, licences and insurance paid for in advance.

Reconciliation of allowance for credit losses

Opening balance	(69,937)	(69,937)
Provision raised during the year	-	-
Closing Balance	(69,937)	(69,937)

A provision for doubtful debts was raised for amounts due to the Authority for more than 12 months.

10 CASH AND CASH EQUIVALENTS

Call	1,258,651	1,196,075
Current	(965,569)	468,545
Cash in hand	3,050	6,194
	296,132	1,670,814

A sweeping arrangement is in place between the current and the call accounts held with Standard Chartered Bank.

11 TRADE AND OTHER PAYABLES

Trade Payables and Accruals	1,346,100	715,164
Accrued External Audit Fees	261,942	254,314
Merger Fees Advance and Refunds	474,329	206,688
	2,082,371	1,176,166

Accruals are non-interest bearing and have an average term of three months. Accruals were booked in for the services rendered that was paid after year end. Audit fee provision is based on the terms of the engagement letter. It is payable in stages with the last payment due on delivery of the signed audit report. Merger fees advance refers to merger fees received on notification which remains payable until completion of the assessment of a merger. When a merger has gone through assessment stage, the fees are recognised as revenue.

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	Notes	2025 BWP	2024 BWP
12 EMPLOYEE BENEFITS ACCRUALS			
12.1 Gratuity			
Opening balance		1,595,966	763,428
Raised during the period		1,276,696	1,229,455
Paid during the period		(616,819)	(396,917)
Closing balance		2,255,843	1,595,966
12.2 Leave - Annual			
Opening balance		1,193,263	921,644
Raised during the period		1,011,545	1,185,284
Paid during the period		(111,756)	(913,665)
Closing balance		2,093,052	1,193,263
12.3 Leave - Travel			
Opening balance		43,542	157,957
Raised during the period		67,791	67,625
Adjustment		-	(86,040)
Paid during the period		(28,000)	(96,000)
Closing balance		83,333	43,542
		4,432,228	2,832,771

Total accruals relate to gratuity, leave and leave travel as at the reporting date. The gratuity accrual is calculated in accordance with the respective contracts of employment. Under contract employment, there is an option to pay the gratuity on an annual basis. Leave accrual is calculated based on accrued leave days not taken during the period, while leave travel is a contractual benefit payable to employees including their beneficiaries. Leave travel is paid after every two years of service. The adjustment under leave travel relates to correction of overstated accrual accumulated in previous years and change in the number of dependents.

13 FINANCIAL INSTRUMENTS

The accounting classification of each category of financial instruments and their carrying amounts are as follows:

	Note	Financial Assets at amortised cost BWP	Financial liabilities at amortised cost BWP	Total carrying amount BWP
2025				
Receivables	9	761,542	-	761,542
Cash and cash equivalents	10	296,132	-	296,132
Trade and other payables	11	-	2,082,371	2,082,371
		1,057,674	2,082,371	3,140,045

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

13 FINANCIAL INSTRUMENTS (CONTINUED)

2024	Note	Financial Assets at amortised cost BWP	Financial liabilities at amortised cost BWP	Total carrying amount BWP
Receivables	9	719,814	-	719,814
Cash and cash equivalents	10	1,670,814	-	1,670,814
Trade and other payables	11	-	1,176,166	1,176,166
		2,390,628	1,176,166	3,566,794

Financial risk management objectives and policies

The main risks arising from the Competition and Consumer Authority's financial instruments are interest rate risk, credit risk and liquidity risk. The Competition and Consumer Authority does not hold any derivative financial instruments.

Credit Risk

The Competition and Consumer Authority has exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Credit risk is the risk that the regulated and supervised institutions and other counterparties will not be able or willing to pay or fulfil their obligations in accordance with the Competition Act. The Authority is exposed to credit risk through its cash balances and staff advances. All cash and cash equivalents are placed with financial institutions registered in Botswana.

The maximum exposure to credit risk is represented by the carrying amount of cash and cash equivalents, as shown in the Statement of Financial Position. Credit risk on staff debtors is managed through recoveries from terminal benefits in accordance with the contractual terms and conditions of employment.

Significant Concentration of Credit Risk

Financial assets that potentially subject the Competition and Consumer Authority to concentrations of credit risk consist primarily of cash and cash equivalents, as well as accounts receivable. Cash and cash equivalents are placed with reputable financial institutions in the normal course of trading. The Competition and Consumer Authority does not engage in any other investment portfolios. Expertise and controls have been put in place to manage credit risk.

The Competition and Consumer Authority does not have any significant credit risk exposure to any single counterparty.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Financial instruments that are sensitive to interest rate risk are bank balances and cash (refer note 9). The Competition and Consumer Authority does not have long-term significant interest bearing assets. Since the Competition and Consumer Authority receives funds from Government on a quarterly basis, which are linked to expenditure, it does not engage in long-term investments which attract significant interest rates. The Authority also monitors instructions from the Central Bank on issues relating to interest rate trends.

13 FINANCIAL INSTRUMENTS (CONTINUED)

Interest rates on call deposits ranged from 0.25% and 0.50%.

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

The following sensitivity analysis is measured on cash balance against possible changes in interest rates with all other variables held constant:

	Increase/ decrease in basis points	Effect on Surplus or deficit and equity
2025		
Pula	+100	381
Pula	-100	-381
2024		
Pula	+100	120
Pula	-100	-120

Liquidity Risk

The Competition and Consumer Authority's approach to managing liquidity is to ensure, as far as possible, that it always has sufficient liquidity to meet its liabilities when due, without incurring losses or risking damage to the its reputation.

The ultimate responsibility for liquidity risk management rests with the Competition and Consumer Board, which has established appropriate liquidity risk management procedures for the management of the Competition and Consumer Authority's funding and liquidity management requirements. The Competition and Consumer Authority manages liquidity risk by maintaining adequate cash and cash equivalents to settle liabilities when they become due, by continuously monitoring forecast and actual cash flows, and by matching the Government Subvention to the maturity profile of the financial liabilities.

	Less than 1 month BWP	1 to 3 months BWP	3 to 12 months BWP	1 to 5 years BWP	> 5 years BWP	Total BWP
2025						
Trade and other payables	-	2,082,371	-	-	-	2,082,371
	-	2,082,371	-	-	-	2,082,371
2024						
Trade and other payables	-	1,176,166	-	-	-	1,176,166
	-	1,176,166	-	-	-	1,176,166

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

13 FINANCIAL INSTRUMENTS (CONTINUED)

Fair Value

Due to the short-term nature of all financial assets and financial liabilities, the amortised cost approximates their fair value.

Capital Management

Capital consists of the line item Accumulated losses in the Statement of Financial Position. The Competition and Consumer Authority's objectives when managing capital are to safeguard its ability to continue in order to provide benefits to all its stakeholders and continue as a going concern. Management is of the view that these are being met as the government continues to commit to funding the Authority. During the period under review, the Competition and Consumer Authority did not have any borrowings. As a government owned institution, the Competition and Consumer Authority is supported by the Government of Botswana, which currently provides the necessary support to sustain the operations of the Competition and Consumer Authority.

14 RELATED PARTY TRANSACTIONS

The Competition and Consumer Authority was set up by the Competition Act, 2018. It is a parastatal of the government of Botswana. All related party transactions and balances are non-interest bearing and un-secured. There are no guarantees for transactions with related parties. Transactions with related parties are on agreed terms and conditions. The following transactions were carried out with related parties:

Relationships

Owner with control of entity
Members of Competition and Consumer Board

Government of Botswana
Refer to General Information Page

		2025 BWP	2024 BWP
Subvention Received			
Government of Botswana	(Note 1)	34,645,986	33,979,501
Competition and Consumer Board Expenses			
Competition and Consumer Board Expenses for the year amounted to BWP404 420 (2024: BWP662 216).			
Compensation Paid to Key Management Personnel of the Authority			
Key Management personnel of the Authority comprises the Chief Executive Officer and Directors who are responsible for the strategic direction of the Authority.			
Short term benefits			
Basic salaries and allowances		7,279,673	6,801,577
Rental for CEO's official residence		245,364	403,423
		7,525,037	7,205,000
Post Employment Benefits			
Gratuity		1,276,696	1,229,455
Total employee benefits		8,801,733	8,434,455

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

14 RELATED PARTY TRANSACTIONS (CONTINUED)

Key management personnel are also provided with staff advances under the terms applicable to all staff.

	2025 BWP	2024 BWP
Staff Advances		
Salary advance	99,333	79,768
Training advance	9,974	-
Total Staff Advances	109,307	79,768

There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Competition and Consumer Authority has not recorded any impairment of receivables relating to amounts owed by related parties (2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

15 TAXATION

No provision for taxation is required as the Competition and Consumer Authority is exempt from taxation in terms of the Second Schedule of the Income Tax Act (CAP 52:01).

16 LEASES (Authority as lessee)

16.1 Right-of-use assets

Opening balance 1 April 2024
Depreciation
Lease Modification
Additions
Closing balance 31 March 2025

10,369,458	14,640,553
(2,458,524)	(2,756,433)
-	(3,300,210)
-	1,785,548
7,910,934	10,369,458

16.2 Lease liability

Opening balance 1 April 2024
Opening balance Adjustment
Add: Interest
Less: Payments
Lease Modification
Additions
Closing balance 31 March 2025

16,352,404	20,537,348
106	-
947,193	1,192,073
(3,988,062)	(3,862,355)
-	(3,300,210)
-	1,785,548
13,311,641	16,352,404

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	2025 BWP	2024 BWP
16 LEASES (CONTINUED)		
16.2 Lease liability (Continued)		
Maturity analysis - contractual undiscounted cash flows		
Within 1 year	4,094,890	3,988,062
Two to five years	10,805,220	14,900,004
Total undiscounted lease liabilities at 31 March 2025	14,900,110	18,888,066
Less: Total finance cost allocated to future periods	(1,588,469)	(2,535,662)
Lease liability at 31 March 2025	13,311,641	16,352,404
Current portion	3,065,186	3,040,869
Non-current portion	10,246,455	13,311,535
	13,311,641	16,352,404
Amounts recognised in Profit or loss		
Finance cost on lease liability	947,193	1,192,072
Depreciation relating to right-of-use assets	2,458,524	2,756,520
Amounts recognised against lease liability		
Total cash outflow for leases	3,988,062	3,862,355
Principal amount paid	3,040,869	2,670,283

17 COMMITMENTS AND CONTINGENCIES

17.1 Capital Commitments

An amount of P1107 308 has been recognised as Work-In-Progress for the partitioning of the leased Francistown office. As at 31 March 2025, the Competition and Consumer Authority capital commitments amounted to P55 365, being retention amount for the work that was in progress for Francistown office. (2024: Nil).

There were no other commitments already made at the end of the reporting period.

17.2 Guarantees

The Competition and Consumer Authority does not have guarantees on employee loans.

18 DEFERRED CAPITAL GRANT

Opening balance	3,928,078	1,095,570
Received during the year	1,147,564	3,276,321
Amortisation of capital grants	(855,352)	(578,771)
Prior year adjustment	-	134,958
Closing balance	4,220,292	3,928,078

Prior year adjustment relates to an unexplained difference in the capital grant account which is attributed to taken balances in previous years. The amount has over the years been disclosed as an immaterial uncorrected mistatement.

COMPETITION AND CONSUMER AUTHORITY

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025

	2025 BWP	2024 BWP
18 DEFERRED CAPITAL GRANT (CONTINUED)		
18.1 Classification of Capital Grant		
Current	855,352	443,813
Non-Current	3,364,940	3,484,265
	4,220,292	3,928,078

The government of Botswana provides capital grants to the Authority to finance the purchase of Plant and Equipment and intangible assets. The grants are transferred to the statement of comprehensive income in a manner that represents the economic benefits derived from the usage of such assets.

19 EVENTS AFTER THE REPORTING DATE

There were no material events that occurred after the reporting date and up to the date of this report which would require adjustments to the financial statements.

20 COMPARATIVE FIGURES

Certain comparative figures have been reclassified to align with the current year presentation.

21 GOING CONCERN

The Authority incurred a net loss of P3 808 528 (2024: P1 391 639) for the year ended 31 March 2025 and as of this date the total liabilities exceeded total assets by P10 431 080 (2024: P6 622 552). Current liabilities exceeded current assets by P8 904 648 (2024: P4 080 908). These factors indicate the existence of doubt on the going concern status of the Authority. However, there has not been an indication from the shareholder that the Authority will not receive funding nor possibility of closure.

At the current funding levels, the Authority has not been able to fully implement its Strategic Plan, with almost all the subvention received from the government being eroded by committed costs. Engagements are therefore ongoing between the Board of Directors and the Ministry regarding additional funding to ensure the Authority effectively executes its mandate. In addition, the Authority put in place stringent cost saving measures to manage operations and continuously ensures that expenditure is aligned to budget.

[illegible]



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