



## **MERGER DECISION NO 12 OF 2025**

### **DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF LOT 973 RASERURA, MOCHUDI; LOT 22525 MOCHUDI, BOSEJA WARD (NOW PLOT 24404 MOCHUDI) AND THE BUSINESS OPERATIONS FROM BILLABONG HOLDINGS (PTY) LTD BY JOYLAND CENTRE (PTY) LTD**

#### **Introduction of the Merging Parties**

Pursuant to section 53(4)(a)(ii) of the Competition Act, 2018 ("the Act"), notice is hereby given on the decision made by the Competition and Consumer Authority ("the Authority") in relation to the proposed acquisition of Lot 973 Raserura, Mochudi; Lot 22525 Mochudi, Boseja ward (now Plot 24404 Mochudi) and the business operations from Billabong Holdings (Pty) Ltd ("Billabong Holdings" or the "Target Enterprise") by Joyland Centre (Pty) Ltd ("Joyland Centre" or the "Acquiring Enterprise"). Post implementation, Joyland Centre will assume 100% ownership of all land, buildings, listed movables and business interests and other proprietary interests of the Billabong Holdings English Medium Primary and Secondary School.

The Acquiring Enterprise, Joyland Centre is a private company incorporated in accordance with the Laws of Botswana. The Shareholder of Joyland Centre is Victorine Bih Taolo. In addition, the Target Enterprise, Billabong Holdings is a private company incorporated in accordance with the Laws of Botswana. The Shareholders of Billabong Holdings are Unity Dow and Cheshe Dow.

#### **Relevant Markets**

The merger assessment findings indicate that the Acquiring Enterprise owns and operates pre-primary, primary school and secondary school in Metsimotlhabe. On the other hand, the Target Enterprise operates a private primary and secondary school located in Mochudi. The target school offers primary school education from standard 1 to standard 7, as well as secondary school education from form 1 to form 5.

The assessment of the merger shows that although both the Acquiring Enterprise and Target Enterprise operate private primary and secondary schools, there is no existence of geographic overlaps and therefore it is very rare for a child staying in Mochudi to attend a school in Metsimotlhabe or vice-versa. If at all, it can only be a child or two.

#### **Competitive Analysis and Public Interest**

Based on the assessment findings, the structure of the relevant market is not expected to significantly change upon implementation of the proposed merger as the proposed transaction is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market under consideration. However, the Authority considered the business offerings of the

Merging Parties in relation to employment and resolved that the proposed merger may have a negative effect on public interest matters in Botswana as per the provisions of section 52(2) of the Act.

## **The Determination**

The Authority determined through the analysis of the facts of the merger that the structure of the relevant market will not significantly change in Botswana upon the implementation of the proposed merger. However, the Authority is determined to enhance public interest matters in Botswana as per the provisions of section 52(2) of the Act by safeguarding the jobs of employees of the Merging Parties. Pursuant to the provision of section 53 of the Act, the Authority has decided to approve the proposed acquisition of Lot 973 Raserura, Mochudi; Lot 22525 Mochudi, Boseja ward (now Plot 24404 Mochudi) and the business operations from Billabong Holdings (Pty) Ltd by Joyland Centre (Pty) Ltd 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):
  - i. Voluntary retrenchment and/or voluntary separation arrangements;
  - ii. Voluntary early retirement packages.
  - iii. Unreasonable refusals to be redeployed;
  - iv. Resignations or retirements in the ordinary course of business;
  - v. Retrenchments lawfully effected for operational requirements unrelated to the Merger; and
  - vi. 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 provide details (Full name; Identification number; Gender; Position; Contact number) of the current employees of the Target Enterprise and the Acquiring Enterprise within thirty (30) business days from the Approval date.
- c) 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; and
- d) 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.

However, as stated under Section 61 of the Act, this approval does not override or negate any other mandatory statutory approvals or processes that any of the parties to this merger must comply with under the Laws of Botswana.

Dated at Gaborone on this 9<sup>th</sup> day of April 2025.

Tebelelo Pule, Chief Executive Officer, Competition and Consumer Authority,  
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