



MERGER DECISION NO 16: 2025

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

DECISION ON THE ASSESSMENT THE PROPOSED ACQUISITION OF 100% OF THE ISSUED SHARE CAPITAL OF MARSH BOTSWANA PROPRIETARY LIMITED BY OLEA HOLDINGS LIMITED FROM MMC UK GROUP LIMITED

Introduction of the Merging Parties

Pursuant to section 53(4)(a)(ii) of the Competition Act 2018 ("the Act"), notice is hereby given on the decision made by the Competition and Consumer Authority ("the Authority") in respect of the proposed acquisition of 100% of the issued share capital of Marsh Botswana Proprietary Limited ("Marsh Botswana" or the "Target Enterprise") by Olea Holdings Limited ("Olea Holdings" or the "Acquiring Enterprise") from MMC UK Group Limited ("MMC UK" or the "Seller").

The Acquiring Enterprise, Olea Holdings, is a company incorporated in accordance with the laws of Mauritius. It is a wholly owned subsidiary of Olea Holding France ("Olea France"), a company registered in France. The Acquiring Enterprise and Olea France are collectively referred to as the Acquiring Group. The Acquiring Group does not directly or indirectly control any enterprise in Botswana.

The Target Enterprise, Marsh Botswana, is a company incorporated in accordance with the laws of Botswana. It is a wholly owned subsidiary of MMC UK, a company registered in England.

Relevant Market

The Acquiring Group is a pan-African insurance broker that provides a variety of services tailored to corporate and business insurance needs in some African countries. Its offerings include risk management, trade credit, bonds, guarantees, employee benefits, financial planning, and life insurance. The Acquiring Group also specialises in transport insurance management, IT-based insurance projects, and digitalisation of insurance processes. The Acquiring Group does not sell insurance in Botswana, nor does it conduct any insurance brokerage activities within the country. On the other hand, the Target Enterprise is active in the provision of insurance brokerage advisory services in Botswana. These services cover personal and commercial insurance products, as well as specialised insurance solutions.

Considering the above, the proposed transaction gives rise to a horizontal overlap, as both merging parties are insurance brokers. However, the Acquirer does not operate in Botswana, so this overlap lacks a geographic presence. As a result, the status quo is expected to be maintained post-merger, and no competition concerns are anticipated following the implementation of the proposed transaction. In addition, the Acquiring Enterprise is an offshore enterprise with no direct or indirect presence in Botswana. As such, the Acquiring Entity will be a new entrant into the insurance brokerage market in Botswana. This market in Botswana comprises 75 players, as per NBFIRA's submission. These competitors will pose competitive constraints to the Merged Entity post-merger.

Competitive Analysis and Public Interest

The Authority has established that the Proposed Transaction is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market relevant in Botswana. Furthermore, the proposed merger will not have any negative effect on public interest matters in Botswana as per the provisions of section 52(2) of the Competition Act 2018.

The Determination

Pursuant to the provision of section 53 of the Competition Act 2018, the Authority has decided to unconditionally approve the proposed acquisition of 100% of the issued share capital of Marsh Botswana Proprietary Limited by Olea Holdings Limited from MMC UK Group Limited.

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

Dated at Gaborone on this 19th day of May 2025.

Gomolemo Ratsie, Acting Chief Executive Officer, Competition and Consumer Authority, P/Bag 00101, Gaborone, Plot 28, Matsitama Road, Tel: 3934278 Fax: 3121013