



MERGER DECISION NO 18: 2025

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

DECISION ON THE ASSESSMENT THE PROPOSED SALE AND PURCHASE OF CERTAIN IMMOVABLE AND MOVABLE PROPERTIES FROM ROSE DIAMOND PROPRIETARY LIMITED BY FD VAN ZYL AND SONS PROPRIETARY LIMITED

Introduction of the Merging Parties

Pursuant to Section 53(4)(a)(ii) of the Competition Act 2018 ("the Act"), notice is hereby given on the decision made by the Competition and Consumer Authority ("the Authority") in respect of the proposed sale and purchase of certain immovable properties together with the developments therein, being: Farm Lot 401, Farm Lot 402 and Farm Lot 403, situated in Thankane; Farm No.KN3, situated in Ngwaketse West Farms; and Lease Area No.17-KN, situated in Ranch KN-37, all in the Bangwaketse Tribal Territory from Rose Diamond Proprietary Limited ("Rose Diamond" or the "Selling Enterprise") by FD Van Zyl and Sons Proprietary Limited ("FD Van Zyl" or the "Acquiring Enterprise").

The Acquiring Enterprise, FD Van Zyl, is a company incorporated in accordance with the Laws of Botswana. It is a newly established company for the purposes of the proposed transaction. The Acquiring Enterprise is wholly controlled by Ferdinand Deon Van Zyl. The Acquiring Enterprise does not directly or indirectly control any enterprise in Botswana.

The Selling Enterprise, Rose Diamond, is a 100% subsidiary of Imross Holdings Proprietary Limited ("Imross Holdings"). Both companies are registered in Botswana. Imross Holdings is in turn controlled by Robert Albertus Pertorius and Pieter Jacobus Haasbroek.

Relevant Market

The Acquiring Enterprise is a property holding company whose core business is to purchase and lease properties. Currently, it does not own any property under its portfolio. On the other hand, the Selling Enterprise owns five (5) commercial farms being: Farm Lot 401, Farm Lot 402 and Farm Lot 403, situated in Thankane; Farm No.KN3, situated in Ngwaketse West Farms; and Lease Area No.17-KN, situated in Ranch KN-37; all these properties are situated in the Bangwaketse Tribal Territory (*The Properties being sold*). Rose Diamond is currently leasing out these farms for cattle farming operations.

Based on the description of the activities of the merging parties, as alluded above, there exists product overlap. This is because the Acquirer is a newly established property holding company and currently does not have any property under its portfolio. On the flipside, the Selling Entity owns five (5) commercial farms, which are the properties being sold. Therefore, the Acquiring Enterprise is a new entrant in the property market in Botswana. Consequently, the proposed merger is not expected to alter the relevant market post-implementation, as the status quo will be maintained. As such, no competition concerns are expected to arise because of the merger post-implementation.

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 the Act, the Authority has decided to unconditionally approve the proposed sale and purchase of certain immovable properties together with the developments therein, being: Farm Lot 401, Farm Lot 402 and Farm Lot 403, situated in Thankane; Farm No.KN3, situated in Ngwaketse West Farms; and Lease Area No.17-KN, situated in Ranch KN-37, all in the Bangwaketse Tribal Territory from Rose Diamond Proprietary Limited by FD Van Zyl and Sons Proprietary 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 5th day of June 2025.

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