

**MERGER DECISION NO 27: 2025****Notice in Terms of Section 53(4) (a) (ii) of the Competition Act 2018****DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF AN 80% SHAREHOLDING IN BENJU (PTY) LTD BY MARK HASKINS, THROUGH A MANAGEMENT BUYOUT****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 an 80% shareholding in Benju (Pty) Ltd ("Benju" or "Target Enterprise") by Mark Haskins ("Acquiring Enterprise"), through a management buyout. On completion of the proposed merger, the Acquiring Enterprise shall have a controlling stake in the Target Enterprise.

The Acquiring Enterprise, Mark Haskins, is a Motswana male individual and natural person of full legal capacity and is therefore not controlled by any firm. On the other hand, the Target Enterprise, Benju, is a company incorporated in accordance with the Laws of Botswana.

**Relevant Markets**

The merger assessment findings indicate that the Target Enterprise operates within the alcohol wholesale and distribution industry. Specifically, Benju specialises in the distribution of spirits, wines and related products to the wholesale, retail, and Hotels, Restaurants, and Catering trade throughout Botswana. The Acquiring Enterprise also has control in various companies in Botswana, some of which are not operational and therefore dormant. For completeness, none of the companies owned by the Acquiring Enterprise is active in the market under consideration.

The assessment of the business activities of the parties to the merger has established that the Merging Parties are currently not active in the same market. The proposed merger constitutes an internal restructure in the form of a management buy-out. As such, there are no horizontal or vertical overlaps and therefore the implementation of the proposed merger is not expected to result in the acquisition of a dominant position or to substantially lessen competition in the relevant market or in any market in Botswana.

### **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, and the proposed transaction is not expected to endanger the continuity of services in the market under consideration. 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**

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.

Pursuant to the provision of section 53 of the Act, the Authority has unconditionally approved the proposed acquisition of an 80% shareholding in Benju (Pty) Ltd by Mark Haskins, through a management buyout.

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 17<sup>th</sup> day of July 2025.

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