

MERGER DECISION NO 45:2025

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

DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF 49.9% OF THE SHARES IN PROCESS AUTOMATION (PTY) LTD BY SHALCAP PA HOLDCO (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 49.9% of the shares in Process Automation (Pty) Ltd (“Process Automation” or the “Target Enterprise”) by Shalcap PA Holdco (Pty) Ltd (“NewCo” or the “Acquiring Enterprise”).

The Acquiring Enterprise, NewCo, is a newly formed company incorporated in accordance with the Laws of the Republic of South Africa. The Acquiring Group does not have any other business interests in Botswana.

The Target Enterprise, Process Automation, is a company incorporated in accordance with the Laws of the Republic of South Africa. The Target Enterprise does not directly or indirectly control any firm both in Botswana and South Africa.

Relevant Markets

In terms of the activities of the Merging Parties, the Acquirer is a newly incorporated enterprise in South Africa and is not yet operational. On the other hand, the Target Firm designs, manufactures and supplies high precision measurement and control instrumentation used in mining operations across Africa, including Botswana. The Target Entity is engaged in the delivery of fully customised engineered instrumentation and system integration solutions tailored to complex and site-specific applications and has a dedicated in-house engineering and R&D function focused on ongoing development and refinement. Once installed on-site, the Target Enterprise systems are supported by proprietary software platforms and a dedicated field service team that provides installation, commissioning, and ongoing technical support. The Target Firm has no

physical presence in Botswana; however, its products and services are exported into Botswana.

In light of the above, the proposed merger indicates that there is no overlap in the products of the Target Enterprise and those of the Acquiring Group's investment portfolio activities. 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 due to 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 Act. Moreover, the merger has the potential to yield benefits in the relevant market in Botswana.

The Determination

Pursuant to the provision of section 53 of the Competition Act, the Authority has decided to unconditionally approve the proposed acquisition of 49.9% of the shares in Process Automation (Pty) Ltd by Shalcap PA Holdco (Pty) Ltd.

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 24th day of November 2025

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