



MERGER NOTICE NO 11: 2022

THE PROPOSED ACQUISITION OF A FURTHER INTEREST IN NAMIBIA BREWERIES LIMITED AND THE IN-SCOPE ASSETS OF DISTELL GROUP HOLDINGS LIMITED BY HEINEKEN B.V (“HEINEKEN”) THROUGH SUNSIDE ACQUISITIONS LIMITED (“NEWCO”)

Pursuant to section 49(1) of the Competition Act of 2018, the Competition and Consumer Authority (“the Authority”) has received a merger notification for the proposed acquisition by Heineken through Newco of -

- i. a further interest in Namibia Breweries Limited (“NBL”); and
- ii. the combination of Heineken's current South African business, and the flavoured alcoholic beverages (“FABs”), wine and spirits businesses of Distell Group Holdings Limited (“Distell”).

The Acquiring Enterprise, Newco, is a company duly incorporated in terms of the Laws of the Republic of South Africa. It does not control any entity in Botswana. Newco is a special purpose vehicle controlled by Heineken. Heineken is active in the production, marketing and distribution of beer and other beverage products through its subsidiaries and associated companies. Heineken is active in Botswana through a wholly-owned subsidiary Heineken Botswana Proprietary Limited (“Heineken Botswana”).

Heineken does not have local manufacturing facilities in Botswana, and all of Heineken's beverages are imported from South Africa through Heineken N.V.'s South African-based subsidiary, Heineken South Africa Export Company (“HSAEC”). Heineken Botswana is responsible for the day-to-day execution of various commercial functions in Botswana, such as demand planning sales and marketing, in conjunction with its local distributors.

The Directors of Heineken Botswana are Nicolaas Josephes Vos (Motswana), Neil Roy Stainton (South African) and Maarten Hoedemaker (Dutch).

The Target Enterprises

NBL Investment Holdings Proprietary Limited (“NIH”), is a company incorporated in accordance with the Laws of Namibia. NIH is controlled by O&L Beverage Co. Proprietary Limited (“Olfitra”) and Heineken. NIH is a holding company which controls NBL, a company incorporated under the Laws of Namibia and listed on the Namibian Stock Exchange. NBL produces a range of beers (and other beverages) in Namibia.

In Botswana, NIH indirectly controls Flycatcher Proprietary Limited ("Flycatcher") through NBL. Flycatcher is a dormant entity that does not sell any goods or provide any services. NBL does not have any local production facilities in Botswana. Since 2019, NBL's products have been imported into Botswana from South Africa by Heineken in terms of a pre-existing arrangement with HSAEC, and distributed for sale in Botswana through the same local distributor appointed to distribute Heineken's products (SMC Brands Botswana Proprietary Limited).

The Directors of Flycatcher are Nicholaas Josephes Vos (Motswana), Sven Thieme and Hendrik Jacobus van der Westhuizen (Namibian).

Distell, is a company incorporated in accordance with the Laws of the Republic of South Africa. Distell is controlled by Remgro Limited. In Botswana, Distell indirectly controls Distell Botswana Proprietary Limited ("Distell Botswana"). Distell is a South African-based company that manufactures, markets and distributes wines, spirits and FABs. Distell does not have any local manufacturing facilities in Botswana. It supplies customers with FABs, wine and spirits by exporting these products into Botswana from South Africa and distributing them through a single appointed local distributor.

The Directors of Distell Botswana are Philip Leon Fouche (Namibian), Huibertus Marius Magtellus Francois Cloete (South African) and Tsaone Modirwa Semausu and Wilson Kenneth Khupe (Botswana).

According to section 50(3), of the Competition Act of 2018, "any person, including a third party that is not a party to the proposed merger, may voluntarily submit to the inspector or the Authority any document, affidavit, statement or other relevant information in respect of a proposed merger."

The Competition and Consumer Authority, therefore, invites any stakeholder to share their views for or against the proposed merger, which may be sent within 10 days from the date of this publication to the following address:

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