

MERGER DECISION NO 4: 2026

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

DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF 50% OF THE ISSUED ORDINARY SHARE CAPITAL OF MAPULA NG 12 CONCESSIONAIRE PROPRIETARY LIMITED BY DESERT AND DELTA SAFARIS 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 relation to the proposed acquisition of 50% of the issued ordinary share capital of the Botswana Public Officers Pension Fund (“BPOPF”) held through the Letsema Property Fund from Mapula NG 12 Concessionaire Proprietary Limited (“Mapula NG 12” or the “Target Enterprise”) by Desert and Delta Safaris Proprietary Limited (“Desert & Delta Safaris” or the “Acquiring Enterprise”) - (the “Proposed Transaction”).

Desert and Delta Safaris is a private company incorporated in accordance with the laws of the Republic of Botswana. The Acquiring Enterprise is an established tourism operator in Botswana, wholly owned by Chobe Holdings Limited (“Chobe Holdings”). Chobe Holdings is a company listed on the Botswana Stock Exchange. Chobe Holdings’ largest shareholder is Botswana Public Officers Pension Fund, who holds a 32% ownership interest.

The Mapula NG 12 is a private company incorporated in accordance with the Laws of Botswana. Mapula NG 12 is wholly owned by BPOPF through Letsema Property Fund. BPOPF is a pension fund duly licensed in Botswana.

Merging Parties

In terms of the activities of the Merging Parties, Chobe Holdings is principally involved in safari tourism through its subsidiaries, namely Desert & Delta Safaris, Ker & Downey Botswana and Chobe Game Lodge. It is also involved in aviation, through its air charter company, Safari Air, and it is a part owner of Chobe Farms in Kasane. Desert & Delta

Safaris owns and operates seven (7) photographic tourism lodges in northern Botswana and markets two (2) other lodges under its brand. In addition to accommodation, Desert & Delta also offers activities such as game drives, boat rides, mekoro rides, walking and cultural excursions.

On the other hand, the Target Enterprise is the sublease holder of a piece of land and improvements thereon, situated at Seronga / NG 12 in the Batawana Tribal Territory, Mapula Lodge. Mapula NG 12 is looking to redevelop Mapula Lodge into a 4-star, 24-bed, photographic tourism lodge. The Target Enterprise is not involved in any other business. Mapula is wholly owned by BPOPF.

Competitive Analysis and Public Interest

In the assessment of Substantial Lessening of Competition, the investigations have revealed that both the Acquiring and Target Enterprises are involved in photographic tourism lodges. However, the Target Enterprise only owns one lodge under its portfolio which is not yet operational pending redevelopment and renovations. Moreover, as explained above BPOPF is a shareholder in both the Target Enterprise and Chobe Holdings (the owner of the Acquiring Enterprise), thus an ultimate beneficiary of Desert & Delta Safaris. Therefore, the transaction under assessment is not expected to substantially lessen competition or restrict trade or the provision of services or to endanger the continuity of supplies in the relevant market or in any market in Botswana.

The implementation of the proposed merger is not expected to result in the acquisition of a dominant position in the relevant market in Botswana as the Target Enterprise currently is not operational. Therefore, the Proposed Transaction will not result in any market share accretion in any relevant market. In addition, the photographic tourism market is highly competitive and characterised by many players in Botswana who will continue to provide competitive pressure on the Merged Enterprise.

In terms of Public Interest considerations, the Authority does not foresee any significant detriment to public interest that will arise because of the transaction under consideration. The proposed merger presents a good investment proposition for the Acquiring Enterprise and Target Enterprise, whose ultimate beneficial owners are citizens of Botswana. Furthermore, the Proposed Transaction will result in the development of a tourism site and will maintain employment levels and improve tourism income in Botswana.

The Determination

The Authority determined through the analysis of the facts of the merger that the structure of the relevant market is not expected to change upon implementation of the proposed transaction as the proposed transaction is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market under consideration.

Furthermore, the proposed merger will not have any negative effects on public interest matters in Botswana as per the provisions of section 52(2) of the Act.

Pursuant to the provision of section 53 of the Act, the Authority has decided to unconditionally approve the proposed acquisition of 50% of the issued ordinary share capital of the Botswana Public Officers Pension Fund held through the Letsema Property Fund from Mapula NG 12 Concessionaire Proprietary Limited by Desert and Delta Safaris 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 12th day of February 2026.

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