MERGER DECISION NO 32: 2026

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

DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF 16% SHAREHOLDING IN MBENSE SOSIBO INVESTMENT HOLDINGS (PTY) LIMITED AND 32.65% SHAREHOLDING IN UBUSISIWE UKUPHILA (PTY) LTD BY REMA TIP TOP HOLDING SOUTH AFRICA (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 8% shareholding held by Mbuso Thabethe; and 8% shareholding held by Mlungisi Zola Tsotsi in Mbense Sosibo Investment Holdings (Pty) Limited (“Mbense” or the “Target Enterprise”) and all shares held by the Trustees of the Patrick Martin Investment Trust ("PMIT") in Ubusisiwe Ukuphila (Pty) Ltd ("Ubusisiwe"), a shareholder in the Target Enterprise, by Rema Tip Top Holding South Africa (Pty) Ltd (“RTT” or the “Acquiring Enterprise”) [the “Proposed Transaction”]. The Proposed Transaction will accordingly result in RTT holding a combined 65% direct and indirect shareholding in the Target Enterprise (i.e. a 16% direct shareholding plus Ubusisiwe's existing 49% direct shareholding). RTT will have a 100% shareholding in Ubusisiwe.

The Primary Acquiring Enterprise is a company incorporated in South Africa. RTT is a wholly owned subsidiary of Rema Tip Top AG ("Rema AG"), a company incorporated in Germany. Rema AG is 100% controlled by OWG Beteiligungs AG ("OWG AG"), also a German incorporated company. RTT currently has approximately 67.35% shareholding in Ubusisiwe, a South African company, with the remaining shares held by PMIT, a trust registered in South Africa. Ubusisiwe has 49% shareholding in the Target Enterprise.

The Primary Target Enterprise is a company duly incorporated in accordance with the Laws of South Africa. The shareholders of the Primary Target Enterprise are Ubusisiwe, Mbuso Thabethe, Makhosazana Thabethe and Mlungisi Zola Tsotsi. Mbense holds 100% of the shares issued in Dunlop Belting Products (Pty) Ltd ("DBP"), a South African company. The Target Enterprise and all enterprises directly or indirectly controlled by it are referred to as the Target Group. The Target Group does not control any enterprises in Botswana.

Relevant Markets

In terms of the activities of the Merging Parties, RTT is involved in the supply of conveyor belts used for bulk material and heavy weight applications ("Heavy Weight Conveyor Belts") and products relating to the surface protection of mining and other equipment (including with regard to asset corrosion and wear protection) which are manufactured by Rema Tip Top Afrique (Pty) Ltd (a subsidiary of RTT). RTT and its subsidiaries also provide ancillary services relating to the servicing and maintenance of Heavy Weight Conveyor Belts to its customers. RTT and its subsidiaries (excluding the Target Group) do not provide any goods or services in Botswana.

On the other hand, Ubusisiwe and the Target Enterprise are investment holding companies. Ubusisiwe's sole asset is its investment in the Target Enterprise, in turn, the Target Enterprise's sole asset is its 100% shareholding in DBP. DBP is an operating company which manufacturers Heavy Weight Conveyor Belts at its manufacturing plant in Gauteng, South Africa. DBP has several wholly owned subsidiaries incorporated in South Africa which sell, service and maintain (including supplying components for) Heavy Weight Conveyor Belts and related conveyor belt structures primarily in South Africa. In Botswana, the Target Group is involved in the sale of Heavy Weight Conveyor Belts to its exclusive distributor, Mechano Technix Proprietary Limited ("Mechano Technix"), a company incorporated in Botswana.

Competitive Analysis and Public Interest

In the assessment of Substantial Lessening of Competition, the investigations have revealed that the Acquiring Group already has a controlling stake in the Target Group through Ubusisiwe and is thus indirectly involved in the supply of heavy weight conveyor belts in Botswana through the Target Enterprise's subsidiary. The transaction is therefore 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 an acquisition of a dominant position in the relevant market as the supply of Heavy Conveyor Belts in Botswana will remain competitive as it is characterised by multiple players in Botswana who will continue to provide competitive pressure on the Merged Enterprise. As explained above, the Acquiring Enterprise is already indirectly active in Botswana through its interest in the Target Enterprise, therefore, the Proposed Transaction will not result in any market share accretion.

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 Transaction is not expected to alter the Target Group's existing commercial arrangement and agreement with its exclusive distributor in Botswana, Mechano Technix, which will remain in force post-implementation of the Proposed Transaction.

The Determination

The Authority determined through the analysis of the facts of the merger that the structure of the relevant market is not going 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 16% shareholding in Mbense Sosibo Investment Holdings (Pty) Limited and 32.65% shareholding in Ubusisiwe Ukuphila (Pty) Ltd by Rema Tip Top Holding South Africa (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 16th day of September 2026.

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