Plot 28, Matsitama Road, Main Mall, Gaborone
Private Bag 00101, Gaborone, Botswana
T: +267 393 4278 E: info@cca.co.bw
www.cca.co.bw

MERGER DECISION NO 25: 2025

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

DECISION ON THE PROPOSED ACQUISITION OF 100% ORDINARY SHARES IN KALLAKKI HOLDINGS PROPRIETARY LIMITED, FROM ARTHUR LLOYD KAYS BY KER AND DOWNEY BOTSWANA 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 respect of the proposed acquisition of 100% ordinary shares in Kallakki Holdings Proprietary Limited ("Kallakki Holdings" or "Target Enterprise"), from Arthur Lloyd Kays ("Mr. Aurthur Kays" or "Seller") by Ker And Downey (Botswana) Proprietary Limited ("Ker and Downey" or "Acquiring Enterprise").

The Acquiring Enterprise is a company incorporated in accordance with the Laws of Botswana. It is 100% subsidiary of Chobe Holdings Limited, a Botswana registered company listed on the Botswana Stock Exchange. On the other hand, the Target Enterprise is a company incorporated in accordance with the Laws of Botswana. It is wholly owned by Mr. Arthur Kays (the Seller), a Motswana individual with no other business interests in Botswana.

Relevant Market

In terms of the markets of the Merging Parties, the Acquirer, is a tourism operator in Botswana that owns and operates six (6) photographic safari lodges in northern Botswana and manages one (1) boutique hotel under the Ker And Downey brand. It also offers a range of tourism-related activities, including game drives, boat cruises, mokoro excursions, and guided walking safaris. In addition, the Acquiring Firm wholly owns and controls eight subsidiaries that operate game ranches. These ranches are collectively managed as a single conservancy and trade under the name and style Dinaka Safaris. Furthermore, the Acquiring Entity holds an ownership interest in Maxa Lodge, which is operated by Thutlwa Constructions. It is important to note that the consolidated ranches are adjacent to the Target Property and Dinaka Safaris is an exclusive private Game Reserve on the northern boundary of the Central Kalahari Game Reserve.

On the other hand, the Target is the lease holder of certain proprieties namely OM93 and 128-OM (formerly OM101) situated in the Hainaveld in the Tawana Territory. The leased areas have been recently converted from livestock production to Game Ranch. Kallakki Holdings does not directly or indirectly control any entity in Botswana.

The Proposed Transaction reveals that the activities of the Merging Parties overlap in the game ranch market in the Hainaveld, Tawana Territory. Nonetheless, the Target Property is the only game ranch owned by the Seller, indicating that the Target Enterprise is a relatively small participant in the relevant market. As such, the identified overlap will make an insignificant change in the relevant market due to the size of the Target Enterprise. Therefore, no competition concern expected to rise as result of the merger post implementation. Furthermore, the relevant market is characterised by numerous game ranches owned by both individuals and corporate entities, which will continue to exert effective competitive constraints on the Merged Entity post-merger. Accordingly, the Authority does not envisage the proposed transaction to likely result in a substantial lessening of competition, nor endanger the continuity of service, in the relevant market in Botswana 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 Competition Act 2018. 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, 2018, the Authority has decided to unconditionally approve the proposed acquisition of 100% ordinary shares in Kallakki Holdings Proprietary Limited, from Arthur Lloyd Kays by Ker And Downey (Botswana) 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 13th day of August 2026.

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