

MERGER DECISION NO 46:2025**Notice in Terms of Section 53(4) (a)(ii) of the Competition Act 2018****DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF 100% OF THE ISSUED ORDINARY SHARES IN RFG HOLDINGS LIMITED BY PREMIER GROUP 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 100% of the issued ordinary shares in RFG Holdings Limited (“RFG Holdings” or “Target Enterprise”) by Premier Group Limited (“Premier Group” or “Acquiring Enterprise”).

The Acquiring Enterprise, Premier Group, is a Johannesburg Stock Exchange (JSE) listed company incorporated in accordance with the Laws of the Republic of South Africa. Premier Group is not controlled by a single entity nor single persons. Premier Group does not have any subsidiaries which are registered in or have presence in Botswana.

The Target Enterprise, RFG Holdings, is also JSE-listed company incorporated in accordance with the Laws of the Republic of South Africa. RFG Holdings is not controlled by a single entity nor single persons. RFG Holdings does not have any subsidiaries which are registered in or have presence in Botswana.

Relevant Markets

In terms of the activities of the Merging Parties, the Acquiring Enterprise is active in the Fast-Moving- Consumer-Goods (“FMCG”) market, with focus on staple foods and associated categories. Premier’s product offerings include bread, wheat flour, maize meal and related staples (supported by a network of bakeries and mills primarily based in South Africa) as well as sugar-based confectionary, home and personal care products. Premier Group’s operations are primarily based in South Africa. Premier’s presence in Botswana relates to exportation of the following products: Mageu Beverages; Confectionary; Pasta; Personal Care and Flour. These products are distributed nationally by third-party distributors.

On the other hand, the Target Enterprise is active in the FMCG market, concentrating on long-life and convenience food categories, including canned fruit and vegetables, jams, fruit juices and nectars, baby foods, canned meats, and dry packaged foods, as well as fresh and frozen ready

meals, pies and pastry products. These products are sold under the brands such as Rhodes, Bull Brand, Today, Magpie and Hinds. RFG Holdings' products are imported into Botswana by third-party distributors and sold across Botswana.

In light of the above, the proposed merger indicates that both the Acquirer and the Target export baking aids into Botswana through third-party distributors. However, a review of their broader product portfolios reveals that Premier Group's core business lies in the production and distribution of bakery and flour products, whereas RFG Holdings focuses on pies, ready meals, canned foods, juices, and jams, categories that are fundamentally distinct.

Moreover, Premier Group's products primarily constitute everyday staples and basic ingredients, while RFG Holdings' offerings are concentrated on meal solutions, preserved foods, and other value-added convenience products. As such, the product portfolios of the merging parties are largely differentiated and complementary in nature, with overlapping arising only in the baking aids segment. Consequently, the proposed transaction is expected to give rise to a limited horizontal overlap post-merger. It's worth noting that there is presence of numerous competing brands and private labels in the baking aids segment in Botswana, including brands such as Moir's and Royal. As such, sufficient competitive pressure is expected to persist post-merger. 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 Competition 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 Act, the Authority has decided to unconditionally approve the proposed acquisition of 100% of the issued ordinary shares in RFG Holdings Limited by Premier Group 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 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