



MERGER DECISION NO 22 OF 2022

DECISION ON THE PROPOSED ACQUISITION OF SHARES FROM HUGH CRAWFORD ROSS AND CORAL ANN ROSS EQUATING TO 50% OF THE TOTAL ISSUED SHARES IN PIE CITY (PTY) LTD BY ABHI ARORA.

Introduction of the Merging Parties

- i. 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 shares from Hugh Crawford Ross and Coral Ann Ross ("the Sellers") equating to 50% of the total issued shares in Pie City (Pty) Ltd ("Pie City") by Abhi Arora ("Mr. Arora"). The transaction was notified to the Authority on 8th July 2022 and the merger assessment was completed on 26th July 2022.
- ii. Mr Arora, the Acquirer, is a citizen of Botswana. He possesses shareholding in property companies being: Timely Concepts (Pty) Ltd, Brangus Botswana (Pty) Ltd, and Plot 53686 Phakalane (Pty) Ltd.
- iii. Pie City, the Target Enterprise, is a company incorporated in accordance with the Laws of the Republic of Botswana. Pie City does not control any enterprise. It sells pies, pizzas, fruit juices, soft drinks (330ml), water, energy drinks and soft serve ice cream at stores. Its shareholders are: Hugh Crawford Ross, Johanna Magdalena Mass, Paul Humphrey Maas and Coral Ann Ross. Pie city has retail outlets in Gaborone, Kanye, Molepolole and Mogoditshane. The Directors of Pie City are: Hugh Crawford Ross, Johanna Magdalena Maas and Paul Humphrey Maas ("South Africans").

Relevant Markets

- iv. Mr Arora has businesses interests in the property market while Pie City manufactures and sells pies, pizzas, and soft drinks. As such, there is no overlap in the activities of the Merging Parties in Botswana. Due to lack of overlap in the activities of the Merging Parties, the Authority has decided not to reach a definitive conclusion on the market definition.

Competitive Analysis and Public Interest

- v. The Authority has not established any substantial lessening of competition concerns arising from the merger. Furthermore, there is no acquisition of market dominance post-merger; nor any negative effect on public interest that was identified as per the provisions of section 52(2) of the Competition Act, 2018.

The Determination

- vi. Pursuant to the provision of Section 53 of the Competition Act, the Authority has decided to unconditionally approve the proposed acquisition of shares from Hugh Crawford Ross and Coral Ann Ross equating to 50% of the total issued shares in Pie City (Pty) Ltd by Abhi Arora.
- vii. 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 26th day of July 2022.

Tebelelo Pule, Chief Executive Officer, Competition and Consumer Authority, P/Bag 00101, Gaborone, Plot 28, Matsitama Road, Tel: 3934278 Fax: 3121013