



MERGER NOTICE NO 18: 2021

THE PROPOSED ACQUISITION OF 78.15% OF THE ISSUED SHARE CAPITAL IN AFRICAN BANKING CORPORATION OF BOTSWANA LIMITED FROM ABC HOLDINGS LIMITED

Pursuant to section 49(1) of the Competition Act 2018, the Competition and Consumer Authority ("the Authority") has received a merger notification for the proposed acquisition of 78.15% of the issued share capital in African Banking Corporation of Botswana Limited ("BancABC" or the "Target Enterprise") from ABC Holdings Limited ("ABCH"). The proposed transaction involves the sale and transfer of 566,584,954 ordinary shares in the capital of the Target Enterprise, representing 78.15% of the issued shares in the capital of ABC Botswana, currently held by ABCH, to Access Bank Plc ("Access Bank" or the "Acquiring Enterprise").

The Target Enterprise, BancABC, is directly controlled by ABCH at 78.15% shareholding. The remaining 21.85% of the issued share capital is maintained by BancABC as free float on the Botswana Stock Exchange ("BSE"). ABCH has direct and indirect holdings in Botswana, Zimbabwe, Zambia, and Tanzania. BancABC wholly owns and controls Kaleu (Pty) Ltd ("Kaleu"), a company incorporated in accordance to the Laws of Botswana and its business activities involve the provision of insurance services in Botswana.

BancABC is a full service commercial banking institution listed on the BSE. It operates across three (3) distinct business segments being: Retail Banking; Commercial Banking; and Global Markets and Treasury Solutions. BancABC has 12 branches and service centres and 13 Automated Teller Machines (ATMs) in nine (9) towns and villages across Botswana. The implementation of the proposed transaction will result in the Acquiring Enterprise replacing ABCH as a shareholder to have control over the Target Enterprise.

The Directors of BancABC are: Kgotso Elvis Bannalotlhe; Ratang Icho Molebatsi; Lorato Nthando Mosefihanyane; Jacob Mooketsi Motlhabane; Joshua Benjamin Galeforolwe; Boiki Matema Wabo Tema; Ntoti Mosefhe (all Botswana); Beatrice Hamza Basse; (American); and John Bosco Sebabi (Rwandan).

The Acquiring Enterprise, Access Bank, is a public company registered in accordance with the Laws of Nigeria and listed on the Nigeria Stock Exchange, carrying out its business as a commercial banking institution. Access Bank has operations on three (3) continents (Africa, Europe and Asia); 11 countries in Sub-Saharan Africa, the United Kingdom (UK), and Dubai, United Arab Emirates. Its subsidiaries comprise 12 full-service banks, three (3) representative offices, each in China, Lebanon and India, a pension fund custodian and offshore special purpose vehicle (SPV) called Diamond Finance B.V.

There are no ultimate beneficial owners (natural persons) directly or indirectly owning nor controlling at least 5% or more shares in the shareholding structure of the Acquiring Enterprise. According to the register of members, as at 31st December 2020, the only shareholder who held more than 5% of the issued share capital of Access Bank was Stanbic Nominees Nigeria Limited which held 11.98% shares in the Acquiring Enterprise as a custodian for various investors. The Acquiring Enterprise does not have assets in Botswana and has not derived any turnover/ revenue in Botswana.

The Directors of Access Bank are: Omosalewa Temidayo Fajobi; Ajoritsedere Josephine Awosika; Anthonia Olufeyikemi Ogunmefun; Paul Usoro; Adeniyi Adekoya; Iboroma Tamunoemi Akpana; Ifeyinwa Yvonne Osime; Okey Vitalis Nwuke; Hassan Tanimu Usman; Herbert Onyewumbu Wigwe; Roosevelt Michael Ogbonna; Victor Okenyenbunor Etuokwu; Gregory Ovie Jobome; Hadiza Ambursa; Adeolu Bajomo; Chizoma Joy Okoli; and Oluseyi Kolawole Kumapayi (all Nigerian).

According to section 50 (3) of the Competition Act 2018, "any person, including a third party not a party to the proposed merger, may voluntarily submit to the inspector or the Authority any document, affidavit, statement or other relevant information in respect of a proposed merger."

The Competition and Consumer Authority therefore seeks any stakeholder views for or against the proposed acquisition which may be sent within 10 days from date of this publication to the following address:

Director, Mergers and Monopolies
Competition and Consumer Authority
Private Bag 00101
Plot 28, Matsitama Road, Main Mall
Gaborone
Tel: +267 3934278 Fax: +267 3121013
Email: CA@competitionauthority.co.bw