



MERGER NOTICE NO 31: 2015

THE PROPOSED ACQUISITION OF 91.8% ISSUED SHARE CAPITAL IN MAINSTREET 87 (PTY) LTD BY KILIMANJARO SAKHUMNOTHO CONSORTIUM (PTY) LTD.

Pursuant to section 56(1) of the Competition Act (Cap 46:09), the Competition Authority has received a merger notification for the proposed acquisition of 91.8% issued Share Capital in Mainstreet 87 (Pty) Ltd by Kilimanjaro Sakhumnotho Consortium (Pty) Ltd.

Kilimanjaro Sakhumnotho Consortium (Pty) Ltd (BEE Consortium) the acquiring firm, is a private company incorporated under the Laws of the Republic of South Africa. BEE Consortium is controlled by Kilimanjaro Capital (Pty) Ltd (Kilicap) and Mpilo Oil and Gas (Mpilo O&G). The BEE consortium has been established specifically for the proposed transaction. Kilicap is controlled by Shira Holdings (Pty) Ltd (Shira Holdings). Mpilo O&G is controlled by Sakhumnotho Oil and Gas (Pty) Ltd (Sakhumnotho O&G). Sakhumnotho O&G is controlled by Sakhumnotho Group Holdings (Pty) Ltd (Sakhumnotho Holdings). Sakhumnotho Holdings is a diversified investment company with investments in a range of sectors in South Africa including: financial services mining and resources, oil and gas, property, aviation, engineering and manufacturing, industrial pumps and education. BEE Consortium and its shareholders do not sell any product or provide any service in, into or from Botswana.

Main Street 87 (Pty) Ltd (Main Street), the target firm, is a company incorporated under the Laws of the Republic of South Africa. Main Street is a subsidiary of Tosaco (Pty) Ltd (Tosaco). Tosaco is a consortium of 13 empowerment companies formed in 2003 to acquire a 25% stake in Total South Africa (Pty) Ltd (TSA), via Main Street. TSA is a South African subsidiary of the Total Group which is an international oil and gas company that produces, refines and markets oil, and also manufactures petrochemicals. TSA is active in the petroleum industry operating in South Africa, Namibia, Botswana, Lesotho and Swaziland. In Botswana, TSA conducts business activities through its subsidiary, Total Botswana (Pty) Ltd, which is incorporated under the Laws of Botswana. It has 12 "Total" branded service stations in Botswana whose business activities comprise the marketing and distribution of petrol, diesel and various lubricants. Therefore, the target enterprise, Main Street, is active in the Botswana market through the Total Group. The following are the directors of total Botswana: N Lekalakala, M G Bain, T Brand, N Q Zeka, N Rajmohamed (South Africans), C M R J des Closieres (French).

According to section 57(3), of the Competition Act, “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 Authority therefore seeks any stakeholder views for or against the proposed merger, which may be sent within 10 days from date of this publication to the following address:

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