

MERGER NOTICE NO 33: 2021

THE PROPOSED ACQUISITION OF 100% OF THE ISSUED SHARE CAPITAL IN CRADLE ARC INVESTMENTS (PTY) LTD (IN PROVISIONAL LIQUIDATION) FROM CRADLE ARC PLC (IN LIQUIDATION) BY MAX POWER 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 the 3000 ordinary shares constituting 100% of the issued share capital in Cradle Arc Investments (Pty) Ltd (in provisional liquidation) ("Cradle Arc" or the "Target Enterprise") from Cradle Arc Plc in liquidation) by Max Power Limited ("MPL" or the "Acquiring Enterprise").

The Target Enterprise, Cradle Arc, is a limited liability company incorporated in accordance to the Laws of Botswana. Cradle Arc is wholly owned by Cradle Arc Plc, a company incorporated in accordance to the Laws of the United Kingdom and it is submitted to be under liquidation in the United Kingdom under the control of joint liquidators presented by Antony Batty & Company LLP. Cradle Arc directly controls and owns approximately 60% of the issued share capital of Leboam Holdings (Pty) Ltd (in judicial management) ("Leboam").

The Target Enterprise is described as an investment holding company and its major assets are the shares it owns in Leboam. Leboam is a mining entity that operates Mowana Copper Mine ("Mowana Mine") (situated at Dukwi, in the North-East of Botswana) and has been in judicial management since December 2018. The Target Enterprise has been in provisional liquidation since 15th October 2020 and in the hands of the Provisional Liquidator, Mr. Terence Dambe N.O. For completeness, the Directors of Cradle Arc are: Thuso Cecil Dikgaka (Motswana); Marthinus Stephanus Appelgryn; Kevin John Ludolph Van Wouw (South Africans); Mark Christopher Jones; and Dominic Jones Doherty (British).

The Acquiring Enterprise, MPL is an investment holding company incorporated in accordance to the Laws of Mauritius. MPL is wholly owned by Mr. Gregory Elias ("Mr. Gregory") - a citizen of Netherlands who is also the sole director in the company. Mr. Gregory directly and indirectly controls United International Holdings ("United International"), a holding company that has interests in companies that provide trust and banking services. In Botswana, Mr. Gregory controls M P Mining (Pty) Ltd ("MP Mining") which is a limited liability company incorporated in accordance to the Laws of Botswana. The Acquiring Enterprise is a special purpose vehicle (SPV) which is established to enter into a series of transactions pursuant to which (through its subsidiary- MP Mining), it seeks to restore the Mowana Mine which has been in care and maintenance since December 2018 to full production and subsequently take over Mowana Mine. MPL does not produce or sell any products into or from Botswana.

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 merger, which may be sent within 10 days from date of this publication to the following address:

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