



MERGER NOTICE NO 38: 2017

THE PROPOSED SALE OF THE BUSINESS AND SALE OF ASSETS OF VPB PROPCO (PTY) LTD (IN LIQUIDATION), QSR FOOD COMPANY (PTY) LTD (IN LIQUIDATION), BOITUMELO DIJO (PTY) LTD (IN LIQUIDATION) AND GREENAX (PTY) LTD (IN LIQUIDATION) ("THE TARGET ENTERPRISES") BY BRADELYMORE'S HOLDINGS (PTY) LTD ("THE ACQUIRING ENETRPRISE").

Pursuant to section 56(1) of the Competition Act (Cap 46:09), the Competition Authority ("the Authority") has received a merger notification for the proposed sale of the business and sale of assets of VPB Propco (Pty) Ltd (in liquidation), QSR Food Company (Pty) Ltd (in liquidation), Boitumelo Dijo (Pty)Ltd (in liquidation) and Greenax (Pty) Ltd (in liquidation) ("the Target Enterprises") by Bradleymore's Holdings (Pty) Ltd ("Bradleymore").

The Acquiring Enterprise, Bradleymore is a limited liability company incorporated in accordance with the laws of the Republic of Botswana. Bradleymore is a special purpose vehicle that was set up for purposes of the proposed transaction and, as such, is not involved in any form of activity. The Acquiring Enterprise is a joint venture between Vivo Energy Africa Holdings Limited ("Vivo Energy"), and Baobab Khulisani South Africa (Pty) Ltd ("Baobab Khulisani") (through its wholly owned Botswana registered entity - Seynara (Pty) Ltd). Vivo Energy controls Vivo Energy Botswana (Pty) Ltd whilst Seynara does not directly or indirectly control any firm. Vivo Energy through its network of Shell-branded retail service stations in Botswana, is a marketer of various oil products including retail fuels, commercial fuels and lubricants. On the other hand, Baobab Khulisani, a South African KFC franchisee operates eleven (11) stores in South Africa.

The Acquiring Enterprise is acquiring the assets and the business of the Target Enterprises as a going concern from Nigel Dixon-Warren in his capacity as liquidator of the Target Enterprises. The business of the Target Enterprise is operated through three wholly owned subsidiaries of VPB Propco (Pty) Ltd (in liquidation) being Greenax (Pty) Ltd (in liquidation) ("Greenax"), QSR (Pty) Ltd (in liquidation) ("QSR") and Boitumelo Dijo (Pty) Ltd (in liquidation) ("Boitumelo").

The aforementioned subsidiaries operate twelve (12) KFC franchises in Botswana situated in the following areas: six (6) in South-East district; two (2) in

North-East district; and one (1) in each of Southern (Kanye), Kweneng district (Molepolole), Ngamiland district (Maun), and Chobe district (Kasane).

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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