



GOVERNMENT GAZETTE

OF THE

REPUBLIC OF NAMIBIA

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General Notices

NAMIBIAN COMPETITION COMMISSION

No. 405

2019

NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: EXXONMOBIL EXPLORATION AND PRODUCTION NAMIBIA LTD //
NATIONAL PETROLEUM CORPORATION OF NAMIBIA (PTY) LTD
CASE NO. 2019JUL0025MER

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission received notification of the abovementioned proposed merger on **22 July 2019**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on grounds that the proposed transaction is not likely to substantially prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *the decision was based on materially incorrect or misleading information for which a party to the merger is responsible; or*
 - (b) *any condition attached to the approval of the merger that is material to the implementation is not complied with.*

P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION

NAMIBIAN COMPETITION COMMISSION

No. 406

2019

NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: REMBO LTD // ERINDI (PTY) LTD & OTJIMAKURU WILD (PTY) LTD
CASE NO. 2019APR0014MER

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission has received notification of the abovementioned proposed merger on 2 May 2019.
2. Please note that the Commission has **approved the proposed merger with the following conditions:**

1. There shall be no retrenchment of employees of the merged undertaking as a result of the merger for a period of 5 years from the date of the approval of the merger.
2. For the sake of clarity retrenchments do not include:
 - 2.1 voluntary separation, resignation and voluntary early retirement (“voluntary separations”); and
 - 2.2 retrenchments which are merger specific but agreed to with the Commission in writing after the date of approval of the merger (“merger specific retrenchments”).
3. The employees of Erindi Ranch (Pty) Ltd will be employed by Rembo (Pty) Ltd on terms and conditions of employment that are on the whole not less favourable to them than the terms and conditions of employment that prevailed prior to the implementation of the proposed transaction.

COMPLIANCE PROCEDURES, MONITORING AND REPORTING OBLIGATIONS

Merger Specific Retrenchments

4. In the event that the merged undertaking identifies any potential merger specific retrenchments, it will request the Commission’s agreement to these merger specific retrenchments by way of written correspondence at least one month before these retrenchments are due to be affected. The merged undertakings’ written correspondence must include, but shall not necessarily be limited to:
 - 4.1 a list of employees likely to be affected by the merger specific retrenchments;
 - 4.2 the number and categories of employees likely to be affected by the merger specific retrenchments, as well as their job titles;
 - 4.3 the reasons for the retrenchments;
 - 4.4 a description of the steps taken by the merged undertakings to avoid the merger specific retrenchments; and
 - 4.5 the intended date of the merger specific retrenchments.
5. The Commission must within 20 business days of receipt of the correspondence referred to in paragraph 4 above indicate to the merged undertaking whether:
 - 5.1 it agrees to these merger specific retrenchments;
 - 5.2 does not agree to the merger specific retrenchments; or
 - 5.3 it requires further information from the merged undertaking prior to giving its consent.
6. In the event that the Commission requires further information it will, within 20 business days of receiving the aforementioned additional information, indicate in writing to the merged undertaking whether it agrees to or does not agree to these retrenchments.

7. The Commission will not unreasonably withhold its consent to the merger specific retrenchments. In the event that the Commission withholds its consent to the merger specific retrenchments it will provide the merged undertakings with its reasons for withholding its consent in writing.

Non-merger specific retrenchments

8. For the sake of transparency, in the event that the merged undertaking identifies any non-merger specific retrenchments, it will inform the Commission of these potential retrenchments at least one month before these retrenchments are due to be affected. The merged undertakings correspondence must include, but is not limited to:
 - 8.1 a list of employees likely to be affected by non-merger specific retrenchments;
 - 8.2 the number and categories of employees likely to be affected by the non-merger specific retrenchments, as well as their job titles;
 - 8.3 an explanation of the reasons that give rise to the non-merger specific retrenchments (including changes to operational requirements);
 - 8.4 a description of the steps taken by the merged undertakings to avoid the non-merger specific retrenchments; and
 - 8.5 the intended date of the non-merger specific retrenchments.

Reporting obligations

9. In order for the Commission to monitor compliance with the conditions, the merged undertaking must, for the duration of the subsistence of the condition as set out in paragraph 1 above, in addition to the correspondence referred to in paragraphs 4 and 8 above, provide the Commission with reports:
 - 9.1 On the Implementation Date informing the Commission of the implementation of the transaction;
 - 9.2 Within two months of the Implementation Date; and
 - 9.3 Thereafter on a bi-annual basis commencing on a date to be communicated to the parties;
10. The merger compliance reports must include but shall not necessarily be limited to the following information:
 - 10.1 Regarding employment;
 - 10.1.1 a list of all the employees as at the date of the report which includes their full names, positions, job grades and remuneration;
 - 10.1.2 copies of the existing (pre- the transaction) employment contract, and where relevant, post transaction employment contracts indicating the terms and conditions of employment. Where no written employment contracts are concluded, the employer must enter into written employment contracts with the employees that contain the terms and conditions of employment;

- 10.1.3 a list of the employees recruited, promoted and retrenched from the time that the merger was approved or since the period covered by the most recent merger compliance report submitted to the Commission;
- 10.1.4 the reasons for the retrenchments;
- 10.1.5 a list of employees dismissed (if any) as a result of disciplinary conduct as provided for under the relevant and applicable policies of the merged undertaking;
- 10.1.6 The contact details of the dismissed employees as indicated in paragraph 10.1.5 above;
- 10.1.7 a copy of the Affirmative Action Report for the merged undertakings as submitted to the Office of the Employment Equity Commissioner; and
- 10.1.8 any additional information that may reasonably be required by the Commission to monitor compliance with the condition.

Definitions

- 11. *The term “merged undertaking” means collectively Rembo (Pty) Ltd; Erindi Ranch (Pty) Ltd and Otjimakuru Wild (Pty) Ltd, including any subsidiaries of the said entities, subsequent to the merger;*
 - 12. *The term “acquiring group” means the total of all the undertakings as defined in rule 27(1)(a)(b)(c);*
 - 13. *“Commission” means the Namibian Competition Commission, a statutory body established in terms of the Competition Act, 2003 (Act No. 2 of 2003.);*
 - 14. *“retrenchments” constitute dismissals arising from collective termination or redundancy*
 - 15. *“terms and conditions” in relation to employment contracts means any term and/or condition agreed upon between employer and employee relating to, among others, employee duties and responsibilities, work days, working hours, leave days, sick leave, remuneration, benefits such as pension and medical aid schemes or contributions thereto;*
 - 16. *“Implementation Date” means the date on which the Merger is implemented by the parties;*
 - 17. *References to “date of approval” means the date on which the merger is approved by the Commission;*
3. The Commission’s decision is based on grounds that although the proposed transaction is not likely to substantially prevent or lessen competition in Namibia, as envisaged by section 47(2) (a) of the Competition Act, 2003, it raises public interest concerns, relating to employment. The Commission in order to safeguard employment recommends that the merger be approved subject to conditions.

4. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
- (a) *the decision was based on materially incorrect or misleading information for which a party to the merger is responsible; or*
 - (b) *Any condition attached to the approval of the merger that is material to the implementation is not complied with.*

P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION

NAMIBIAN COMPETITION COMMISSION

No. 407

2019

NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: NAMANE LOGISTICS (PTY) LTD // CROSSROADS DISTRIBUTION (PTY) LTD
CASE NO. 2019AUG0030MER

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission has received notification of the abovementioned proposed merger on 14 August 2019.
2. Please note that the Commission has **approved the proposed merger without conditions.**
3. The Commission's decision is based on grounds that the proposed transaction is not likely to prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *the decision was based on materially incorrect or misleading information for which a party to the merger is responsible; or*
 - (b) *Any condition attached to the approval of the merger that is material to the implementation is not complied with.*

P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION

NAMIBIAN COMPETITION COMMISSION

No. 408

2019

**NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: GRIDWORKS DEVELOPMENT PARTNERS LLP // METTLE SOLAR
INVESTMENTS (PTY) LTD
CASE NO. 2019JUL0026MER**

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission has received notification of the abovementioned proposed merger on 16 July 2019.
2. Please note that the Commission has **approved the proposed merger without conditions.**
3. The Commission's decision is based on grounds that the proposed transaction is not likely to prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Be informed that the Commission's approval does not include or imply any other approval, authorization, permission or consent which may be required in terms of any other legislation or law.
5. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *The decision was based on materially incorrect or misleading information for which a Party to a merger is responsible; or*
 - (b) *Any condition attached to the approval of the merger that is material to the Implementation is not complied with.*

**P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION**

NAMIBIAN COMPETITION COMMISSION

No. 409

2019

**NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: AFRICAN MARKETING (PTY) LTD // HERCO MARKETING (PTY) LTD
CASE NO. 2019JUL0024MER**

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission has received notification of the abovementioned proposed merger on 12 July 2019.
2. Please note that the Commission has **approved the proposed merger without conditions.**

3. The Commission's decision is based on grounds that the proposed transaction is not likely to prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *the decision was based on materially incorrect or misleading information for which a party to the merger is responsible; or*
 - (b) *any condition attached to the approval of the merger that is material to the implementation is not complied with.*

P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION

NAMIBIAN COMPETITION COMMISSION

No. 410

2019

**NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: LITTLE ETOSHA CONSERVATION HOLDINGS (PTY) LTD // HOPEWELL
FARMING (PTY) LTD
CASE NO. 2019MAR0009MER**

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission has received notification of the abovementioned proposed merger on 29th March 2019.
2. Please note that the Commission has **approved the proposed merger with the following conditions:**
 1. The merged undertaking shall, for a period of 3 (three) years after the implementation of the proposed transaction and on an annual basis, submit to the Commission a detailed progress report describing all conservation activities conducted and undertaken by the merged undertaking.

COMPLIANCE PROCEDURES, MONITORING AND REPORTING OBLIGATIONS
Reporting obligations

2. In order for the Commission to monitor compliance with the conditions the merged undertakings must, provide the Commission with a report on the following dates:
 - 2.1 On the implementation date of the transaction merely informing the Commission of the implementation date of the proposed transaction;
 - 2.2 30 November 2019, for the first progress report as referred to in condition 1 above;
 - 2.3 30 November 2020 for the second progress report; and

- 2.4 30 November 2021 for the third and final progress report.
3. The progress reports must include but is not limited to the following information:
 - 3.1 A list of all conservation activities conducted and undertaken by the merged undertaking;
 - 3.2 The purpose of each conservation activity conducted and undertaken by the merged undertaking;
 - 3.3 Costs associated with each conservation activity conducted and undertaken by the merged undertaking;
 - 3.4 The success or failure of each conservation activity conducted and undertaken by the merged undertaking; and
 - 3.5 Any additional information that may be required by the Commission to monitor compliance with the Condition.
3. The Commission's decision is based on grounds that the proposed transaction is not likely to prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *the decision was based on materially incorrect or misleading information for which a party to the merger is responsible; or*
 - (b) *any condition attached to the approval of the merger that is material to the implementation is not complied with.*

P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION

NAMIBIAN COMPETITION COMMISSION

No. 411

2019

NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: ORYX PROPERTIES LTD // WKH INVESTMENTS TWO ((PTY) LTD) // INYATI
ESTATES ONE TO EIGHT CC // CAPITAL GROW NUMBER SEVEN CC
CASE NO. 2019JUL0023MER

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission has received notification of the abovementioned proposed merger on 12 July 2019.
2. Please note that the Commission has **approved the proposed merger without conditions.**

3. The Commission's decision is based on grounds that the proposed transaction is not likely to prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Be informed that the Commission's approval does not include or imply any other approval, authorization, permission or consent which may be required in terms of any other legislation or law.
5. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *The decision was based on materially incorrect or misleading information for which a Party to a merger is responsible; or*
 - (b) *Any condition attached to the approval of the merger that is material to the Implementation is not complied with.*

P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION

NAMIBIAN COMPETITION COMMISSION

No. 412

2019

NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: TELKOM SA SOC LIMITED // TRUDON (PTY) LTD
CASE NO. 2019JUN0019MER

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission received notification of the abovementioned proposed merger on **14 June 2019**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on grounds that the proposed transaction is not likely to substantially prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *the decision was based on materially incorrect or misleading information for which a party to the merger is responsible; or*
 - (b) *any condition attached to the approval of the merger that is material to the implementation is not complied with.*

P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION

NAMIBIAN COMPETITION COMMISSION

No. 413

2019

**NOTICE OF DETERMINATION MADE BY COMMISSION IN RELATION TO PROPOSED
MERGER: WORDPRESS NAMIBIA (PTY) LTD // NAMIBIA MEDIA TRUST
CASE NO. 2019APR0013MER**

Competition Act, 2003 (Act No. 2 of 2003)
(Section 47(7), Rule 30)

1. The Commission has received notification of the abovementioned proposed merger on 18 April 2019.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on grounds that the proposed transaction is not likely to prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003.
4. Be informed that the Commission's approval does not include or imply any other approval, authorization, permission or consent which may be required in terms of any other legislation or law.
5. Note that the Commission has the authority in terms of section 48(1) of the Act to revoke a decision approving the implementation of a proposed merger if -
 - (a) *the decision was based on materially incorrect or misleading information for which a party to the merger is responsible; or*
 - (b) *any condition attached to the approval of the merger that is material to the implementation is not complied with.*

**P. CARLSON
CHAIRPERSON
NAMIBIAN COMPETITION COMMISSION**
