



# GOVERNMENT GAZETTE

## OF THE

# REPUBLIC OF NAMIBIA

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WINDHOEK - 28 February 2023

No. 8037

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## General Notices

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### NAMIBIAN COMPETITION COMMISSION

No. 62 2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
TO THE PROPOSED MERGER: UBIQUE ZINC LIMITED // NAMIB LEAD  
AND ZINC MINING (PROPRIETARY) LIMITED

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

**CASE NO.: 2022OCT0046MER**

1. The Commission has received notification of the abovementioned proposed merger on **31 October 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 63

2023

**NOTICE OF DETERMINATION MADE BY THE COMMISSION  
IN RELATION TO THE PROPOSED MERGER:  
MANTA BIDCO LTD // MEDICLINIC INTERNATIONAL PLC**

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

**CASE NO.: 2022SEP0038MER**

1. The Commission has received notification of the abovementioned proposed merger on **8 September 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:**

**Date:**

**NAMIBIAN COMPETITION COMMISSION**

No. 64

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION  
IN RELATION TO THE PROPOSED MERGER:  
CHOPPIES SUPERMARKETS NAMIBIA (PROPRIETARY) LIMITED //  
KAREE INVESTMENTS ONE SIX NINE (PROPRIETARY) LIMITED

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

**CASE NO.: 2022SEP0039MER**

1. The Commission has received notification of the abovementioned proposed merger on **14 September 2022**.
2. Please note that the Commission has **approved the proposed merger with conditions**.
3. The Commission's decision is based on grounds that although the proposed transaction is unlikely to result in the prevention or substantial lessening of competition or in any undertaking acquiring or strengthening a dominant position. However, the Commission in conclusion is of the view that to see to it that the acquirer indeed employ the 51 former employees, an employment condition is adopted and as such the proposed merger be approved subject to the following conditions:
  - 3.1 The acquirer shall create a minimum of 51 jobs and offer employment of at minimum 40 and maximum 51 former employees of the seller within a period of 2 months from the date of approval of the proposed merger on terms and conditions currently enjoyed by the acquirer's employees.
  - 3.2 For the sake of clarity, former employees of the seller relate to those who are currently without jobs and are willing to accept the terms and conditions of employment as offered by the acquirer.

**COMPLIANCE PROCEDURES, MONITORING AND REPORTING OBLIGATIONS****Non- merger specific retrenchments**

1. For the sake of transparency, in the event that the merged undertakings identify 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 effected. The merged undertakings correspondence must include, but is not limited to:
  2. a list of employees likely to be affected by non-merger specific retrenchments;
  3. the number and categories of employees likely to be affected by the non-merger specific retrenchments, as well as their job titles;
  4. an explanation of the reasons that give rise to the non-merger specific retrenchments (including changes to operational requirements);
  5. a description of the steps taken by the merged undertakings to avoid the non-merger specific retrenchments; and
  6. the intended date of the non-merger specific retrenchments.

## Reporting obligations

2. In order for the Commission to monitor compliance with the conditions the merged undertakings must, in addition to the correspondence referred to in paragraphs 2 above, provide the Commission with reports on the following dates:
  - 2.1 60 calendar days after the date of determination of the merger by the Commission, for the status as at the date of the implementation of the transaction (initial report);
  - 2.2 Thereafter on a biannual basis from the date of the initial report referred to in paragraph 4.1 for period of 3 years.
3. The merger compliance reports must include but is not limited to the following information: Regarding employment;
  - 3.1 a list of all the employees as at the date of the report which includes their full names, positions, job grades and remuneration;
  - 3.2 copies of the new employment contracts, under which the employees of the target undertaking are employed with the merged undertaking, for each different job grade and different position indicating the terms and conditions of employment. Where employment contracts are concluded verbally, these must be reduced to writing and where the terms and conditions of employment are not contained in the employment contracts, the merged undertaking must provide a written statement containing the terms and conditions in respect of each job grade and position (which condition is only relevant for the first report);
  - 3.3 a list of the employees 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;
  - 3.4 the reasons for the retrenchments; and
  - 3.5 any additional information that may reasonably be required by the Commission to monitor compliance with the condition.
4. **Definitions**
  - 4.1. The term “**acquirer**” means Choppies Supermarkets Namibia (Proprietary) Limited or the total of all the undertakings as defined in rule 27(1)(a)(b)(c).
  - 4.2. The term “**seller**” means Karee Investments One Six Nine (Proprietary) Limited.
  - 4.3. “**Terms and conditions**” means (among other things) a minimum remuneration of N\$9.00 per hour for service department, N\$8.00 per hour for other departments and N\$13.88 per hour for supervisory level, with the current 45-hour week.
  - 4.4. “**Employment contracts**” means any term and/or condition agreed upon between acquirer (as employer) and employee relating to, among others, employee duties and responsibilities, workdays, working hours, leave days, sick leave, remuneration, benefits such as pension and medical aid schemes or contributions thereto.
  - 4.5. “**Commission**” means the Namibian Competition Commission.
  - 4.6. “**Competition Act**” means the Competition Act No. 2 of 2003.

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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 65

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION  
 IN RELATION TO THE PROPOSED MERGER:  
 ITG3 S.A.R.L. // ENERGY INFRASTRUCTURE HOLDINGS S.A.R. L

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

**CASE NO.: 2022AUG0034MER**

1. The Commission has received notification of the abovementioned proposed merger on **15 August 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:****Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 66

2023

**NOTICE OF DETERMINATION MADE BY THE COMMISSION  
IN RELATION TO THE PROPOSED MERGER:  
JOHN THOMAS COLEMAN // SURE START INVESTMENTS  
TWENTY – FIVE CLOSE CORPORATION**

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

**CASE NO.: 2022JULY0028MER**

1. The Commission has received notification of the abovementioned proposed merger on **2 August 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:****Date:**

**NAMIBIAN COMPETITION COMMISSION**

No. 67

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION  
IN RELATION TO THE PROPOSED MERGER:  
DAIKON INVESTMENTS (PROPRIETARY) LIMITED //  
NAMIBIA PLASTIC PACKAGING DISTRIBUTORS (PROPRIETARY) LIMITED

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

**CASE NO.: 2022AUG0032MER**

1. The Commission has received notification of the abovementioned proposed merger on **11 August 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:****Date:****NAMIBIAN COMPETITION COMMISSION**

No. 68

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION  
IN RELATION TO THE PROPOSED MERGER:  
CHEVRON NAMIBIA EXPLORATION LIMITED // HARMATTAN ENERGY LIMITED

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

**CASE NO.: 2022AUG0035MER**



1. The Commission has received notification of the abovementioned proposed merger on **9 September 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 69

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
TO THE PROPOSED MERGER: CLOUDY SKY INVESTMENTS FOUR FIVE  
(PROPRIETARY) LIMITED // AJ ESTERHUIZEN TRUST

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

**CASE NO.: 2022JUN0026MER**

1. The Commission has received notification of the abovementioned proposed merger on **28 June 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 70

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
TO THE PROPOSED MERGER: CYMOT PROPERTY UNIT TRUST //  
DEMUSHUWA PROPERTY INVESTMENTS SEVENTEEN (PROPRIETARY) LIMITED

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

**CASE NO.: 2022AUG0036MER**

1. The Commission has received notification of the abovementioned proposed merger on **18 August 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:****Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 71

2023

**NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
TO THE PROPOSED MERGER: DCC TECHNOLOGIES NAMIBIA  
(PROPRIETARY) LIMITED // THE DRIVE CONTROL BUSINESS OF  
DRIVE CONTROL CORPORATION (NAMIBIA) (PROPRIETARY) LIMITED**

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

**CASE NO.: 2022AUG0037MER**

1. The Commission has received notification of the abovementioned proposed merger on **29 August 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:****Date:**

**NAMIBIAN COMPETITION COMMISSION**

No. 72

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
TO THE PROPOSED MERGER: INNER BANK INVESTMENTS (PROPRIETARY) LIMITED //  
FISCON INVESTMENTS 360 (PROPRIETARY) LIMITED, DESERT EXPLORERS CC //  
HALLIE INVESTMENT NO. 3262 (PROPRIETARY) LIMITED //  
ABRAXAS CONSTRUCTION NAMIBIA CC// NATASHA COIMBRA //  
SILVERWIND TRADING CC // WALVIS BAY JETTY CC //  
THEUNIS KEULDER // DESMON GRETCHEN KEULDER

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

**CASE NO.: 2022AUG0033MER**

1. The Commission has received notification of the abovementioned proposed merger on **15 August 2022**.
2. Please note that the Commission has **approved the proposed merger with the following conditions:**
  - 2.1 Access to the two Jetties
    - 2.1.1 Following implementation, the two Jetties (Walvis Bay Jetty CC, registration number CCCC/2004/0149 and Laramon Jetty) be opened to the public and be made available to other marine tour operators on terms that are not less favourable to others than members of Walvis Bay Jetty CC and Laramon Jetty.
    - 2.1.2 The Merged Entity shall submit to the Commission a transparent and non-discriminatory booking system for approval 30 days after the implementation of the proposed merger.
    - 2.1.3 The booking system shall be communicated and advertised to the industry after approved by the Commission within 10 days, including fees payable by tour operators and other such conditions as imposed. The booking system shall be advertised in the local print media and be made available on request to interested undertakings.
  - 2.2 Access to concession areas operated by the merged undertaking
    - 2.2.1 The Merged Entity shall ensure that all tour operators can access concession areas operated by the merged undertaking post-merger on terms that are not discriminatory and not less favourable to those granted to the merged undertakings and in accordance with other laws, regulations and commitments as stipulated.

**COMPLIANCE PROCEDURES, MONITORING AND REPORTING OBLIGATIONS**

3. **Reporting obligations**
  - 3.1 In order for the Commission to monitor compliance with the conditions, the Merged Entity must, for three years, in addition to the correspondence referred to in paragraphs above, provide the Commission with reports:

- 3.1.1 on the Implementation Date informing the Commission of the implementation of the transaction;
  - 3.1.2 within 30 days of the implementation date submit a booking system for approval; and
  - 3.1.3 whenever amendments are made to the booking system for approval.
- 3.2. The merger compliance reports must include but shall not necessarily be limited to the following information:
- 3.2.1 **Access to the Two Jetties**
    - 3.2.1.1 a list of all companies that made use of the two Jetties, frequencies and the price charged.
  - 3.2.2 **Access to concession areas operated by the merged undertaking**
    - 3.2.2.1 a list of all companies that made use of the concession area, and price charged per person per visit.

#### 4. **Definitions and interpretation**

The term “**Merged Entity**” means the amalgamated undertakings that forms part of the proposed merger and the newly created entity to be named, The Adventure Travel Company Namibia (Pty) Ltd).

The term “**acquiring group**” means the total of all the undertakings as defined in rule 27(1)(a) (b)(c);

“**Implementation date**” shall means the date on which the Commission gives notice of determination to the Merged Entity in the government Gazette.

“**Namibia**” means the Republic of Namibia.

“**Commission**” means the Namibian Competition Commission, a statutory body established in terms of the Competition Act, 2003 (Act No. 2 of 2003).

“**Walvis Bay Jetty CC**” means the close corporation established in terms of the laws of the Republic of Namibia, registration number CC/2004/0149 situated at the waterfront.

“**Laramon Jetty**” means the Jetty from were Laramon Tours operate at the waterfront.

Reference to statute or statutory provisions include any subordinate legislation made from time to time thereunder and shall apply as amended.

5. The Commission’s decision is based on the grounds that the proposed merger is likely to prevent or lessen competition in Namibia in the market for the provision of marine tour activities and affect the ability of small and medium sized enterprises, especially those owned by historically disadvantaged persons as envisaged by section 47(2) of the Competition Act, 2003.

6. 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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 73

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
TO THE PROPOSED MERGER: PAFURI PROPERTY INVESTMENTS  
(PROPRIETARY) LIMITED // EDEN PROPERTY HOLDINGS (PROPRIETARY) LIMITED

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

**CASE NO.: 2022OCT0043MER**

1. The Commission has received notification of the above mentioned proposed merger on **8 November 2022**.
2. Please note that the Commission has **approved the proposed merger with the following conditions:**
  - 2.1 **Employment and conservation**
    - 2.1.1 Following implementation, in the instance that the merged entity intends to retrench employees of the target undertakings, the said employees shall be retrenched with severance pay in accordance with the Labour Act 11 of 2007 and other applicable legislation.
    - 2.1.2 Employees retrenched in accordance with paragraph 2.1.1 shall immediately upon retrenchment be re-employed by the merged undertaking 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 transaction.

**For the sake of clarity retrenchments do not include:**

- 2.1.2.1 voluntary separation, resignation and voluntary early retirement (“voluntary separations”);
- 2.1.2.2 retrenchments which are not merger specific or related including that which may be required in the normal course of business through changes in market dynamics and/or the broader economy;
- 2.1.3 The merged undertaking will for a period of 3 (three) years submit to the Commission a detailed progress report describing all conservation activities conducted and undertaken by the merged undertaking.
- 2.1.4 The merged undertaking shall report all future land acquisition to the Commission even if the transaction falls below the merger thresholds.

**COMPLIANCE PROCEDURES, MONITORING AND REPORTING OBLIGATIONS****2.2 Merger Specific Retrenchments**

- 2.2.1 In the event that the merged entity identifies any potential merger specific retrenchments below management level, it will request the Commission to agree to these merger specific retrenchments by way of written correspondence at least one month before the retrenchments are due to be effected. The merged entity’s written correspondence must include, but shall not necessarily be limited to:
  - 2.2.1.1 a list of employees likely to be affected by the merger specific retrenchments;
  - 2.2.1.2 the number and categories of employees likely to be affected by the merger specific retrenchments, as well as their job titles;
  - 2.2.1.3 the reasons for the retrenchments;
  - 2.2.1.4 a description of the steps taken by the merged entity to avoid the merger specific retrenchments; and
  - 2.2.1.5 the intended date of the merger specific retrenchments.

**2.3 Non-merger specific retrenchments**

- 2.3.1 For the sake of transparency, in the event that the merged entity identifies any non-merger specific retrenchments, it will inform the Commission of these potential retrenchments at least 1 (one) month before these retrenchments are due to be effected. The merged entity’s correspondence must include, but is not limited to:
  - 2.3.1.1 a list of employees likely to be affected by non-merger specific retrenchments;
  - 2.3.1.2 the number and categories of employees likely to be affected by the non-merger specific retrenchments, as well as their job titles;

- 2.3.1.3 an explanation of the reasons that give rise to the non-merger specific retrenchments (including changes to operational requirements);
  - 2.3.1.4 a description of the steps taken by the merged entity to avoid the non-merger specific retrenchments; and
  - 2.3.1.5 the intended date of the non-merger specific retrenchments.
- 2.4 The merger compliance reports must include but shall not necessarily be limited to the following information:
- 2.4.1 **Regarding employment**
    - 2.4.1.1 a list of all the employees as at the date of the report which includes their full names, positions, job grades and remuneration;
    - 2.4.1.2 a list of all retrenched employees which includes their full names, positions, job grades and remuneration;
    - 2.4.1.3 a list of all re-employed employees which includes their full names, positions, job grades and remuneration;
    - 2.4.1.4 copies of the existing (pre-proposed transaction) employment contracts indicating the terms and conditions of employment. Where employment contracts are concluded verbally these must be reduced to writing and where the terms and conditions of employment are not contained in the employment contracts, the merged entity must provide a written statement containing the terms and conditions in respect of each job grade and position (which condition is only relevant for the first report);
    - 2.4.1.5 copies of the new employment contracts (post-proposed transaction) indicating the terms and conditions of employment. Where employment contracts are concluded verbally these must be reduced to writing and where the terms and conditions of employment are not contained in the employment contracts, the merged entity must provide a written statement containing the terms and conditions in respect of each job grade and position (which condition is only relevant for the first report);
    - 2.4.1.6 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;
    - 2.4.1.7 the reasons for the retrenchments;
    - 2.4.1.8 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 entity;
    - 2.4.1.9 the contact details of the dismissed employees as indicated in paragraph 2.4.1.8 above;



2.4.1.10 a copy of the Affirmative Action Report for the merged entity as submitted to the Office of the Employment Equity Commissioner; and

2.4.1.11 any additional information that may reasonably be required by the Commission to monitor compliance with the condition.

#### 2.4.2 **Regarding conservation**

2.4.2.1 In order for the Commission to monitor compliance with the conditions, the merged undertaking must, provide the Commission with a report on the following dates:

2.4.2.1.1 On the implementation date of the transaction merely informing the Commission of the implementation date of the proposed transaction and thereafter bi-annually for a period of 3 (three) years;

2.4.2.2 The progress report must include but is not limited to the following information:

2.4.2.2.1 A list of all conservation activities conducted and undertaken by the merged undertaking;

2.4.2.2.2 The purpose of each conservation activity conducted and undertaken by the merged undertaking;

2.4.2.2.3 Costs associated with each conservation activity conducted and undertaken by the merged undertaking;

2.4.2.2.4 The success or failure of each conservation activity conducted and undertaken by the merged undertaking; and

2.4.2.2.5 Any additional information that may be required by the Commission to monitor compliance with the Conditions.

#### 2.5 **Definitions and interpretation**

The term “**merged entity**” means the combination the acquiring undertaking and target undertakings and their subsidiaries.

The term “**acquiring group**” means the total of all the undertakings as defined in rule 27(1)(a)(b)(c);

The “**target undertakings**” means Eden Property Holdings (Proprietary) Limited (“Eden Property Holdings”) and Eden Hunting and Tourism (Proprietary) Limited.

“**Commission**” means the Namibian Competition Commission, a statutory body established in terms of the Competition Act, 2003 (Act No. 2 of 2003.);

“**retrenchments**” constitute dismissals arising from collective termination or redundancy;

**“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;

**“Labour Act”** means Labour Act No.11 of 2007

References to **“date of implementation”** means the date on which the proposed merger is implemented by the merging parties.

3. The Commission’s decision is based on grounds that although the proposed transaction is not likely to prevent or lessen competition in Namibia, as envisaged by section 47(2) of the Competition Act, 2003, the Commission found that the proposed merger is likely to have an impact on public interest concerns in particular employment, as envisaged by section 47(2) (e).
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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 74

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
 TO THE PROPOSED MERGER: AL DAHRA AGRICULTURAL COMPANY (NAMIBIA)  
 (PROPRIETARY) LIMITED // AL RAWAFED AGRICULTURAL INVESTMENTS  
 NAMIBIA (PROPRIETARY) LIMITED

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

**CASE NO.: 2022AUG0029MER**

1. The Commission has received notification of the abovementioned proposed merger on **5 August 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.

3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 75

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
TO THE PROPOSED MERGER: CHEVRON NAMIBIA EXPLORATION LIMITED //  
DISPOSAL OF UNDIVIDED PARTICIPATION INTERESTS IN  
TRAGO ENERGY PROPRIETARY LIMITED

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

**CASE NO.: 2022AUG0035MER**

1. The Commission has received notification of the abovementioned proposed merger on **9 September 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 76

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
 TO THE PROPOSED MERGER: CA SALES HOLDINGS LIMITED //  
 TAEUBER AND CORSSSEN SWA (PTY) LTD AND  
 T&C PROPERTIES (PROPRIETARY) LIMITED

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

**CASE NO.: 2022OCT0042MER**

1. The Commission has received notification of the abovementioned proposed merger on **25 October 2022**.
2. Please note that the Commission has **approved the proposed merger with the following conditions:**

**2.1 Employment**

- 2.1.1 Following the implementation, the merged entity should retain 110<sup>1</sup> current employees below management level of the Target Undertakings. Furthermore, the merged entity shall not retrench any of the said employees as a result of the merger for a period of 3 years from the implementation date.
- 2.1.2 Following the implementation, there shall be no retrenchments of employees below management level of the merged entity as a result of the merger for a period of 3 years from the implementation date.
- 2.1.3 Subject to paragraph 2.1.1 and 2.1.2, and notwithstanding the period in between approval of the merger and the implementation date, the merged undertaking shall not retrench any employees during that period.

For the sake of clarity retrenchments do not include:

- 2.1.3.1 voluntary separation, liquidation, resignation and voluntary early retirement (“voluntary separations”);

- 2.1.3.2 retrenchments which are not merger specific or related (including retrenchments pursuant to The Bridge and the termination of principals) including that which may be required in the normal course of business through changes in market dynamics and/or the broader economy;
- 2.1.3.3 below management level retrenchments which are merger specific but agreed to with the Commission in writing after the date of approval of the merger (“merger specific retrenchments”).
- 2.1.4 The employees of the merged entity will be employed 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 transaction.

## COMPLIANCE PROCEDURES, MONITORING AND REPORTING OBLIGATIONS

### 2.2 Merger Specific Retrenchments

- 2.2.1 In the event that the merged entity identifies any potential merger specific retrenchments below management level (over and above the merger related retrenchments pursuant to paragraph 2.1.1), it will request the Commission to agree to these merger specific retrenchments by way of written correspondence at least one month before the retrenchments are due to be effected. The merged entity’s written correspondence must include, but shall not necessarily be limited to:
  - 2.2.1.1 a list of the employees previously employed by the Target Undertakings likely to be affected by the merger specific retrenchments;
  - 2.2.1.2 a list of employees likely to be affected by the merger specific retrenchments;
  - 2.2.1.3 the number and categories of employees likely to be affected by the merger specific retrenchments, as well as their job titles;
  - 2.2.1.4 the reasons for the retrenchments;
  - 2.2.1.5 a description of the steps taken by the merged entity to avoid the merger specific retrenchments; and
  - 2.2.1.6 the intended date of the merger specific retrenchments.
- 2.2.2 The Commission must within 20 business days of receipt of the correspondence referred to in paragraph 2.1.1 above indicate to the merged entity whether:
  - 2.2.2.1 it agrees to the merger specific retrenchments;
  - 2.2.2.2 does not agree to the merger specific retrenchments; or
  - 2.2.2.3 it requires further information from the merged entity prior to giving its consent.

2.2.3 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 entity whether it agrees to or does not agree to these retrenchments.

2.2.4 The Commission will not unreasonably withhold, delay or condition 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 entity with its reasons for withholding its consent in writing.

### 2.3 **Non-merger specific retrenchments**

2.3.1 For the sake of transparency, in the event that the merged entity identifies any non-merger specific retrenchments, it will inform the Commission of these potential retrenchments at least 1 (one) month before these retrenchments are due to be effected. The merged entity's correspondence must include, but is not limited to:

2.3.1.1 a list of employees likely to be affected by non-merger specific retrenchments;

2.3.1.2 the number and categories of employees likely to be affected by the non-merger specific retrenchments, as well as their job titles;

2.3.1.3 an explanation of the reasons that give rise to the non-merger specific retrenchments (including changes to operational requirements);

2.3.1.4 a description of the steps taken by the merged entity to avoid the non-merger specific retrenchments; and

2.3.1.5 the intended date of the non-merger specific retrenchments.

### 2.4 **Reporting obligations**

2.4.1 In order for the Commission to monitor compliance with the conditions, the merged entity must, for the duration of the subsistence of the merger conditions, in addition to the correspondence referred to in paragraphs above, provide the Commission with reports:

2.4.1.1 on the Implementation Date informing the Commission of the implementation of the transaction;

2.4.1.2 within two months of the Implementation Date; and

2.4.1.3 thereafter on a bi-annual basis.

2.5 The merger compliance reports must include but shall not necessarily be limited to the following information:

#### 2.5.1 **Regarding employment;**

2.5.1.1 a list of all the employees as at the date of the report which includes their full names, positions, job grades, remuneration and an indication whether they were previously employed by the Target Undertaking or the Acquiring Group;

- 2.5.1.2 copies of the existing (pre-proposed transaction) employment contracts indicating the terms and conditions of employment. Where employment contracts are concluded verbally these must be reduced to writing and where the terms and conditions of employment are not contained in the employment contracts, the merged entity must provide a written statement containing the terms and conditions in respect of each job grade and position (which condition is only relevant for the first report);
- 2.5.1.3 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;
- 2.5.1.4 the reasons for the retrenchments;
- 2.5.1.5 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 entity;
- 2.5.1.6 the contact details of the dismissed employees as indicated in paragraph 2.5.1.4 above;
- 2.5.1.7 a copy of the Affirmative Action Report for the merged entity as submitted to the Office of the Employment Equity Commissioner; and
- 2.5.1.8 any additional information that may reasonably be required by the Commission to monitor compliance with the condition.

## 2.6 Definitions and interpretation

The term **“merged entity”** means the combination the acquiring undertaking and target undertakings and their subsidiaries.

The term **“acquiring group”** means the total of all the undertakings as defined in rule 27(1)(a)(b)(c);

The **“target undertakings”** means Tauer & Corssen SWA (Pty) Ltd (“T+C OpCo”) and T&C Properties (Pty) Ltd (“T+C PropCo”) and their subsidiaries.

**“Commission”** means the Namibian Competition Commission, a statutory body established in terms of the Competition Act, 2003 (Act No. 2 of 2003.);

**“retrenchments”** constitute dismissals arising from collective termination or redundancy;

**“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;

References to **“implementation date”** means the date on which the proposed merger is implemented by the merging parties.

3. The Commission's decision is based on the grounds that although the proposed merger is likely to lessen competition in the market for the importation, warehousing, distribution, sale and merchandising of fast-moving consumer goods on behalf of principals in Namibia and affect employment due to job duplications as envisaged by section 47(2) of the Competition Act, 2003, it is a failing undertaking.
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**

**Authorised signature:**

**Date:**

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**NAMIBIAN COMPETITION COMMISSION**

No. 77

2023

NOTICE OF DETERMINATION MADE BY THE COMMISSION IN RELATION  
 TO THE PROPOSED MERGER: TLP INVESTMENTS 208 (PROPRIETARY) LIMITED //  
 FARM OATORE NO. 493 AND REMAINING EXTEND OF PORTION B OF THE  
 FARM TUGAB-OST NO. 4

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

**CASE NO.: 2022JUN0023MER**

1. The Commission has received notification of the abovementioned proposed merger on **20 June 2022**.
2. Please note that the Commission has **approved the proposed merger without conditions**.
3. The Commission's decision is based on the grounds that the proposed merger 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**

**Authorised signature:**

**Date:**

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