

MERGER DECISION NO 7: 2026

Notice in Terms of Section 53(4) (a)(ii) of the Competition Act 2018

DECISION ON THE ASSESSMENT OF THE PROPOSED SALE AND ACQUISITION OF 75% SHAREHOLDING IN COCA-COLA BEVERAGES AFRICA PROPRIETARY LIMITED FROM THE COCA-COLA COMPANY AND GUTSCHE FAMILY INVESTMENTS PROPRIETARY LIMITED TO COCA-COLA HBC AG AND COCA-COLA HBC HOLDINGS B.V.

Introduction of the Merging Parties

Pursuant to section 53(4)(a)(ii) of the Competition Act 2018 (“the Act”), notice is hereby given on the decision made by the Competition and Consumer Authority (“the Authority”) in relation to the proposed sale and acquisition of 75% shareholding in Coca-Cola Beverages Africa Proprietary Limited (“CCBA” or the “Target Enterprise”) from The Coca-Cola Company (“TCCC”) and Gutsche Family Investments Proprietary Limited (“GFI”) to Coca-Cola HBC AG (“CCHBC AG”) and Coca-Cola HBC Holdings B.V. (“CCHBC BV”) (collectively “CCHBC” or the “Acquiring Enterprise”) - (the “Proposed Transaction”). Pursuant to a successful implementation of the proposed acquisition, CCHBC AG and CCHBC BV will together hold 75% of the issued share capital in CCBA. CCHBC will acquire sole control over CCBA. In addition, CCHBC BV and TCCC intend to enter into an option agreement which will enable the sale of the remaining shares (25%) held by TCCC in CCBA to CCHBC BV following completion of the Proposed Transaction.

CCHBC BV, a company incorporated within the Laws of the Netherlands, is a wholly owned subsidiary of CCHBC AG. CCHBC AG is a public company incorporated within the Laws of Switzerland and listed on the London Stock Exchange and Athens Exchange. No enterprise holds a shareholding or other rights in CCHBC AG that are sufficient to confer control. As on 31 December 2024, the principal shareholders of CCHBC AG are Kar-Tess Holding and TCCC. Kar-Tess Holding is a private limited liability company registered in Luxembourg. TCCC is a public company listed on the New York Stock Exchange and is not controlled (whether directly or indirectly) by any enterprise/s. TCCC is a global company and controls several enterprises spanning a multitude of jurisdictions. The Target Enterprise is a company incorporated with the Laws of South Africa. The shareholders of CCBA are GFI and TCCC which solely controls it. In Botswana, CCBA

indirectly controls Coca-Cola Beverages Botswana Proprietary Limited (“CCBB”), a company incorporated within the Laws of Botswana, as at 50.1%. The remaining 49.9% shares of CCBB is held by Sechaba Brewery Holdings Limited (“SBHL” or “Sechaba”).

Merging Parties

In terms of the activities of the Merging Parties, CCHBC is an authorised bottler of TCCC that prepares, packages, distributes and sells beverages bearing TCCC brands (“TCCC branded beverages”) and other beverages in 29 countries in Europe, Eurasia and Africa. CCHBC also partners with other businesses such as Monster Energy, Brown Forman and Edrington and is active in the bottling and distribution of a wide variety of drinks including sparkling soft drinks; water; energy and sports drinks; juice, snacks and premium spirits; coffee, and ready-to-drink tea. The CCHBC Group does not have any business interests or activities in Botswana.

On the other hand, CCBA is an investment holding company with interests primarily in the carbonated and non-carbonated soft drink industry. CCBA operates a number of bottling plants and over 100 active production lines that service over 800,000 outlets. In particular, CCBA holds controlling interests in subsidiaries authorised to prepare, package, distribute and sell TCCC-branded beverages (and other authorised branded beverages such as Monster in specific regions across the African continent. CCBA operates in 14 territories in Africa, specifically South Africa, Uganda, Kenya, Ethiopia, Mozambique, Tanzania, Namibia, Comoros, Mayotte, Zambia, Botswana, Eswatini, Lesotho and Malawi.

CCBB currently has one bottling plant and three distribution centres in Botswana. As the owner of the trademark and other related intellectual property rights in TCCC branded beverages, TCCC has authorised CCBB to prepare, package, distribute and sell the TCCC branded beverages to customers, i.e. wholesalers and retailers within Botswana. For completeness, CCBB currently distributes thirteen (13) TCCC brands which are Fanta, Coca Cola, Sprite, Stoney, Spa-letta, Schweppes, Appletiser, Powerade, Monster, Predator Energy, Cappy and Mazoe and Bon-aqua.

Competitive Analysis and Public Interest

In the assessment of Substantial Lessening of Competition, the investigations have revealed that both the Acquiring and Target Enterprises are involved in the preparation, packaging, distribution and selling of TCCC branded beverages (carbonated and non-carbonated soft drink industry). However, as explained above, the Acquiring Enterprise has no business interests in Botswana. Therefore, the transaction under assessment is not expected to substantially lessen competition or restrict trade or the provision of services or to endanger the continuity of supplies in the relevant market or in any market in Botswana.

The implementation of the proposed merger is not expected to result in the acquisition of a dominant position in the relevant market in Botswana. There will be no accretion in market share in any relevant markets, and the competitive status quo will be unaffected post implementation of the proposed acquisition. In addition, the distribution and selling of carbonated and non-carbonated soft drinks industry is highly competitive and characterised by many players in Botswana who will continue to provide competitive pressure on the Merged Enterprise.

In terms of Public Interest considerations, the Authority does not foresee any detriment to public interest that will arise because of the transaction under consideration. The proposed merger is not expected to result in any merger specific retrenchments. Furthermore, the proposed merger will not affect SHBL's 49.9% shareholding in CCBB. The business activities in Botswana including the day-to-day production and distribution should continue uninterrupted post- merger.

The Determination

The Authority determined through the analysis of the facts of the merger that the structure of the relevant market is not expected to change upon implementation of the proposed transaction as the proposed merger is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market under consideration. Furthermore, the proposed merger will not have any negative effects on public interest matters in Botswana as per the provisions of section 52(2) of the Act.

Pursuant to the provision of section 53 of the Act, the Authority has decided to unconditionally approve the proposed sale and acquisition of 75% shareholding in Coca-Cola Beverages Africa Proprietary Limited from The Coca-Cola Company and Gutsche Family Investments Proprietary Limited to Coca-Cola HBC AG and Coca-Cola HBC Holdings B.V.

However, as stated under section 61 of the Act, this approval does not override or negate any other mandatory statutory approvals or processes that any of the parties to this merger must comply with under the Laws of Botswana.

Dated at Gaborone on this 5th day of March 2026.

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