

## **MERGER DECISION NO 8: 2026**

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

#### **DECISION ON THE ASSESSMENT OF THE PROPOSED ACQUISITION OF A CERTAIN PIECE OF LAND BEING LOT 11243, FRANCISTOWN, FROM PHAZHA EDUCATION AND TRAINING CENTRE (PTY) LTD BY BEHROZ INVESTMENTS (PTY) LTD**

#### **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 acquisition of a certain piece of land being Lot 11243, Francistown (“Target Property” or “Target Enterprise” ), from Phazha Education And Training Centre (Pty) Ltd (“Phazha Education & Training Centre” or “Target Seller”) by Behroz Investments (Pty) Ltd (“Behroz Investments” or the “Acquiring Enterprise”).

The Acquiring Enterprise is a company incorporated in accordance with the Laws of Botswana. The Target Enterprise is currently owned and controlled by Phazha Education & Training Centre (the Target Seller), a company incorporated in accordance with the Laws of Botswana.

#### **Merging Parties**

In terms of the markets of the Merging Parties, the Acquiring Enterprise is a property investment company which holds some of the assets from which Regent Hill operates (“Regent Hill”). Regent Hill operates as a private international school with campuses in Gaborone, Metsimothabe, Tlokweng, Molepolole and Mochudi. On the other hand, Seller, Phazha Education & Training Centre is a property holding company and currently has only one property in its portfolio, being the Target Property. The Target Property is a civic and community property and was previously used as the ABM University College Campus in Francistown.

In light of the above, the proposed merger indicates that both the Acquirer and the Target are property-holding companies. The Acquirer owns the properties in which the Regent

Hill campuses in Gaborone, Metsimotlhabe, Tlokweng, Molepolole, and Mochudi are situated. The Target, by contrast, owns a vacant property in Francistown (“the Target Property”), which was previously leased to AMB College until the end of 2019 and to a secondary school until the end of April 2025. It is evident that the Acquirer and the Target do not operate within the same geographic market. Although the proposed merger gives rise to a horizontal overlap, the merging parties’ activities do not overlap geographically. In this context, the proposed transaction is unlikely to have any effect on competition in the relevant market in Botswana. Accordingly, the competitive status quo is expected to be maintained post-merger, and the transaction is not anticipated to alter the structure of the relevant market in Botswana.

### **Competitive Analysis and Public Interest**

The Authority has established that the Proposed Transaction is not likely to result in a substantial lessening of competition, nor endanger the continuity of service in the market relevant in Botswana. Furthermore, the proposed merger will not have any negative effect on public interest matters in Botswana as per the provisions of section 52(2) of the Competition Act 2018. Moreover, the merger has the potential to yield benefits in the relevant market in Botswana.

### **The Determination**

Pursuant to the provision of Section 53 of the Competition Act, 2018, the Authority has decided to unconditionally approve the proposed acquisition of a certain piece of land being Lot 11243, Francistown, from Phazha Education and Training Centre (Pty) Ltd by Behroz Investments (Pty) Ltd.

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 9<sup>th</sup> day of March 2026.

Gideon G. Nkala, Chief Executive Officer, Competition and Consumer Authority, P/Bag 00101, Gaborone, Plot 28, Matsitama Road, Tel: 3934278 Fax: 3121013