



competition commission
south africa

Weekly Media Statement

For Immediate Release

09 December 2020

The Competition Commission of South Africa (CCSA) held its ordinary weekly meeting on Tuesday 08 December 2020, to review and take decisions on matters brought before the Commission by members of the public and corporate applicants, in terms of the Competition Act (89 of 1998). These matters include but are not limited to complaints, mergers and acquisitions.

LATEST DECISIONS BY THE COMPETITION COMMISSION

1.1 Bachique 813 (Pty) Ltd (Bachique)/ Tupperware Holdings SA (Pty) Ltd (Tupperware Holdings)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby Bachique intends to acquire Tupperware Holdings, without conditions.

Bachique does not control any firms. Bachique is jointly controlled by Trinitas Equity Partners (Pty) Ltd (Trinitas) and Forbes Investment Holdings (Pty) Ltd (FIH). Trinitas is a privately owned South African investment group that has investments across a range of industry sectors. Of relevance to this transaction is the Acquiring Group's interest in Main Street Holdings (Pty) Ltd which is the holding company for Sunpac (Pty) Ltd (Sunpac).

Sunpac is a wholesale distributor of branded and private label cosmetic, oral care, haberdashery and baby products to South African retailers. Sunpac's distribution channel includes supermarkets, pharmacies and beauty stores, online retailers and baby stores. Sunpac's main focus is on the distribution of hair care products to pharmacies and beauty stores.

FIH is a South African domiciled investment holding company with investments and expertise in sectors such as retail property and non-alcoholic beverages. FIH is wholly owned by Hilcona

Holdings Ltd, a firm incorporated in the British Virgin Islands. Hilcona Holdings Ltd is in turn wholly owned by Raccoon International Investments Ltd.

The primary target is Tupperware Holdings SA, the holding company for Avroy Shlain Cosmetics (Pty) Ltd (ASC). ASC controls Avroy Shlain Cosmetics (Botswana) (Pty) Ltd. Tupperware Holdings SA is ultimately controlled by Tupperware Brands Corporation (U.S). Tupperware Brands Corporation (U.S) holds its plastic products business separately through Tupperware Southern Africa (Pty) Ltd (South Africa). Tupperware Southern Africa (Pty) Ltd which houses the plastic products business does not form part of the proposed transaction. As such, the only business of relevance to this transaction is ASC.

ASC develops, markets and supplies its own products under the principle brand name, Avroy Shlain, directly to end customers. The product range of ASC includes fragrances for men and women, colour cosmetics, skin, body and ethnic hair care products and fashion accessories (handbags, scarfs and travel bags). ASC supplies its products directly to the end customer through several beauty advisors across South Africa.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.2 Advent International Corporation (Advent)/ Nielsen Global Connect (Nielsen)

The Commission has conditionally approved the proposed merger whereby Advent intends to acquire Nielsen.

The Advent Group is a global private equity firm, focused on buyouts and growth equity investments in five core sectors, namely (1) business and financial services, (2) healthcare, (3) industrial, (4) retail, consumer and leisure, and (5) technology. Since its founding, Advent has invested USD 52 billion in over 360 private equity investments across 41 countries, and as of 30 June 2020, managed USD 58.4 billion in assets.

The Nielsen Group provides retail tracking services. It offers a variety of software platforms, data analytics, and consumer panel services that allow clients to optimize their pricing and commercial strategy. Nielsen forms one of two main parts of Nielsen Holdings Plc, the other being Nielsen Global Media.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets.

The Commission further notes that the proposed transaction does not result in a horizontal overlap and thus it is unlikely to result in potential job duplications between the employees of the Advent Group and the Nielsen Group that may necessitate job losses. In addition, the merging parties have agreed to a condition stating that there will be no retrenchments resulting from the proposed transaction for a period of at least two years following the implementation of the merger.

1.3 Nimble Credit Fund 1 (Pty) Ltd (Nimble Fund 1)/ Parts of Edcon Limited's (in business rescue) loan book which consists of two tranches of book debt assets (Edcon Book Debts)

The Commission has unconditionally approved the proposed merger whereby Nimble Fund 1 intends to acquire Edcon Book Debts.

The Nimble Group provides solutions to the credit industry in both the consumer and corporate markets. The Nimble Group has developed its operations in the non-performing loan segment of the market. It focusses on four functional areas, namely: contingent debt collections (i.e. debt collection services); outsourcing in respect of the receivables function; debt purchasing, and fund management.

The Edcon Book Debts is owned by Edcon Limited. Edcon Book Debts does not control any firms. The Edcon Book Debts comprise of the following categories of loan books: the Non-Performing Book, Written-Off Book, and the Current Foreign Portfolio.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.4 Western Cape Fruit Processors (Pty) Ltd (WCFP)/ Associated Fruit Processors (Pty) Ltd (AFP) and Elgin Fruit Juices (Pty) Ltd (EFJ)

The Commission has unconditionally approved the proposed merger whereby WCFP intends to acquire AFP and EFJ.

WCFP is a joint venture that was recently established for purposes of this transaction and does not conduct any business activities. It is intended that post-merger, WCFP will produce grape juice concentrate. In addition to producing grape juice concentrate it will also market and sell the juice concentrates produced by AFP and EFJ.

AFP is a producer of clear apple concentrate, pear juice concentrate, cloudy apple juice aromas and pomace manufactured from locally sourced fresh fruit. AFP's products are sold in local and international markets to customers in the juice and beverage industries. The Coca-Cola Company, the firm controlling AFP, is involved in the production of various beverages which are produced using apple juice concentrate as an input.

EFJ is involved in the production and sale of apple and pear concentrates for leading brands of fruit juice, cider and baby food, both locally and internationally. It also produces pomace and aromas on behalf of its shareholders and external fruit producers. Two-a-Day, a firm controlling EFJ, is involved in the farming and supply of apples and pears which are inputs in the production of apple juice concentrate and pear juice concentrate.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.5 SK Praetorian Holdings, LP (SKP) / Venator Materials plc (Venator)

The Commission has unconditionally approved the proposed merger whereby SKP intends to acquire Venator.

SK Capital is a private investment firm focused on the specialty materials, chemicals and pharmaceuticals sectors.

Venator is a producer of titanium dioxide (“TiO₂”) for use in various end applications (e.g., paints or coatings, plastics, paper, fibres, cosmetics, pharmaceuticals, and food). Venator is also active in the production of performance additives (e.g., inorganic colour pigments and functional additives such as zinc sulphide and barium sulphate compounds, as well as timber treatment and water treatment products).

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.6 Austell Pharmaceuticals (Pty) Ltd (Austell) / Dezzo Trading 392 (Pty) Ltd (Dezzo)

The Commission has unconditionally approved the proposed merger whereby Austell intends to acquire Dezzo.

The Austell and Dezzo are active in the distribution of various generic over the counter and prescription medication.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.7 Great Force Investments 178 (Pty) Ltd (GFI) and Iron Light (Pty) Ltd (Iron Light) / Imbawula Mining (Pty) Ltd (Imbawula)

The Commission has unconditionally approved the proposed mergers whereby GFI and Iron Light intend to acquire Imbawula.

GFI and Iron Light and the firms controlling them and all the firms controlled by those firms (the “Acquiring Group”) are active in the export of thermal coal and contract mining and hold coal prospecting rights.

Imbawula is active in the thermal coal mining sector and supplies thermal coal to Eskom as well as to other domestic industries as well as to the export market.

The Commission found that the proposed transactions are unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.8 Overseas Enterprises Limited (AOE) and Rex Trueform Group (Rex)/ Telemedia (Pty) Ltd (Telemedia)

The Commission has unconditionally approved the proposed merger whereby AOE and Rex intends to acquire Telemedia.

AOE is an investment holding company that is listed on the JSE and has a controlling interest in Rex. Rex is similarly listed on the JSE and has interests in property, retail and water infrastructure. Rex, through Queenspark, is active in the retailing of clothing for men and women, and related accessories. Further, Rex - through some of its subsidiaries - owns a portfolio of properties located in Cape Town. Ombrecorp, a subsidiary of Rex has interest in firms that are active in the water industry.

Telemedia is active in the provision of media broadcast and teleport facilities, and the supply of related solutions and equipment. The company specializes in the provision of satellite and transmission services; the provision of studio and production facilities and services ; the design and building of facilities and systems for broadcasting and transmission; and the hire, sale and installation of broadcasting and solutions and equipment.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.9 Icon Oncology Holdings (Pty) Ltd (Icon)/ Flexcor Twenty-Two (Pty) Ltd (Flexcor)

The Commission has unconditionally approved the proposed merger whereby Icon intends to acquire Flexcor.

Icon is a South African-based company offering oncology-related clinical, administrative, infrastructure, operational and strategic business management services to aligned oncology practices across Africa.

Flexcor is a national oncology-focused property holding company. More particularly, the business of Flexcor is to own and operate a portfolio of immovable properties and the rental enterprises conducted thereon (the "Target Properties"). The Target Properties are situated across South Africa (save for the Northern Cape and Mpumalanga), and are leased to tenants in the medical industry with a specific focus on oncology. The Target Properties are predominantly used as medical offices for oncologists and radiotherapy bunkers however are also leased to pathologists, radiologists, physiotherapists and other such medical practitioners.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

1.10 K2020501970 (South Africa) (Pty) Ltd (K2020501970)/ Kentz South Africa (Pty) Ltd (Target Firm)

The Commission has unconditionally approved the proposed merger whereby K2020501970 intends to acquire the Target Firm.

K2020501970 (Acquiring Firm) is a private company incorporated in South Africa. The Acquiring Firm is controlled by Xanadu Group, which in turn is controlled by the Xanadu Family Trust (Xanadu Trust). The Acquiring Firm is not a trading entity and it is envisaged to be a holding investment company. The activities of the Xanadu Trust and Xanadu Group are solely investment, accordingly it is an investment company.

The Target Firm is a wholly owned subsidiary of Kentz International Limited (KIL) which is a wholly owned subsidiary of Kentz Corporation Limited. Kentz Corporation Limited is a wholly owned subsidiary of SNC-Lavalin (GB) Limited (SNC-Lavalin) and SNC-Lavalin is a wholly owned subsidiary of SNC Lavalin Group Inc (SNC Lavalin Group).

The SNC-Lavalin Group is part of an international engineering and construction group of companies that provides end-to-end project solutions. In particular, the Target Firm through SNCL SA provides: (a) construction services (structural, mechanical, electrical, instrumentation, piping and plate work), (b) turnaround and maintenance services (structural, mechanical, electrical, instrumentation, controls and piping), and (c) Fabrication facilities and services. The Target Firm operates in the following sectors: oil and gas; mining and metallurgy; and power and infrastructure.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. The Commission further found that the proposed transaction does not raise any public interest concerns.

2 Non-Referrals: The Commission has taken a decision to non-refer (not to prosecute) the following cases:

2.1 Mr. Xolani Pennial Presence Nkosi v Coca Cola Company

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.2 Theo James Burgers and Rachel Joselyn Dennis v Fresh Investment Holdings (Pty) Ltd and FLM SA (Pty) Ltd

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.3 Tshwarelo Golden Ngobeni v Serge Veen, a seller at Bid or Buy Online Shop

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.4: Yiyuan Zhu v Berend Jan De Jager and SA Solar Technology (Pty) Ltd

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.5 Mr. Rudolf Cornelius Terblanche on behalf of Ms Lyudmyla Royttblat v South African Revenue Service (SARS)

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.6 G.H. Laher v Stanley Berger, Dion Vengasammy and Madel

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.7 Anonymous v Mmakuba Primary School

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.8 Ndimpiwe Keli v Bolt/Taxify

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.9 Mr. Bradley August v Cadogan Hall Investment & Trade CC

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.10 Ewart Hadebe v Amajuba School

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.11 Anonymous v South African Institute of Chartered Accountants (SAICA)

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

2.12 Charles Jean Blume on behalf of CJJ Blume (Pty) Ltd T/A Ever-Grow v Paul Roux on behalf of Avima (Pty) Ltd

The Commission is of the view that the conduct complained of does not contravene the Competition Act.

3. Withdrawal of complaints: The Commission has taken a decision to accept the withdrawal of the following complaint

3.1 Bongani Gordon Mathebula v Royal Schools

The Commission has taken a decision to accept the withdrawal of this complaint.

3.2 Mothomang Maria Lesole v Afrox and Sasol Filling Stations

The Commission has taken a decision to accept the withdrawal of this complaint.

Members of the public can now lodge their complaints by SMS/WhatsApp @084 743 0000

[ENDS]

Issued by:

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