



competition commission
south africa

Media Statement

For Immediate Release

13 July 2022

STATEMENT ON THE LATEST DECISIONS BY THE COMPETITION COMMISSION

The Competition Commission of South Africa (CCSA) held its ordinary meeting on Thursday 7 July 2022, 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) as amended. These matters include but are not limited to complaints, mergers, and acquisitions.

1. MERGERS AND ACQUISITIONS

1.1 K2021134577 (South Africa) (Pty) Ltd (“Newco”)/ Emerald Hotel Resort & Casino South Africa (Emerald)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby Newco intends to acquire Emerald, with conditions.

Newco is a newly registered private company jointly controlled by Tsogo Sun Gaming and other shareholders.

Tsogo Sun Gaming is an indirect subsidiary of Tsogo Sun Gaming Limited. Tsogo Sun Gaming Limited, all the firms controlled (directly or indirectly) by Tsogo Sun Gaming Limited, all the firms controlling Tsogo Sun Gaming Limited, and all of the firms controlled by those firms shall be referred to as ‘Tsogo Sun’.

Tsogo Sun operates casino and entertainment destinations offering a wide variety of gaming, dining, and entertainment facilities in South Africa. In addition to its interests in casinos, Tsogo Sun also has interests in bingo and Limited Pay-Out Machine (LPMs) operations as well as bookmaking interests.

The Target firm is Emerald and the majority shareholding interest in Emerald is held by LCIOI, which is a wholly owned subsidiary of a foreign/offshore Investment Manager.

Emerald offers casino, short-term hotel accommodation, conferencing or banqueting facilities, and leisure activities. Emerald is situated in Vanderbijlpark, Gauteng.

Following its investigation of the proposed merger, the Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in the relevant market.

However, the Commission was concerned about the likely implications of the proposed merger on public interest grounds such as employment, and on local SMMEs supplying the Target Firm pre-merger. The Commission was also concerned about the likely relocation of the Target Firm post-merger, including the likely impact of this on the local community. To address these concerns, the Commission recommended to the Tribunal that the proposed merger be approved subject to the following conditions:

1. That the merging parties shall not retrench any employees of the Target Firm for a period of twenty-four (24) months following the approval date.
2. If any positions become available at the Target Firm within twenty-four (24) months from the approval date, the Acquiring Firm will consider employing the former employees of the Target Firm who had been retrenched by the Target Firm in 2021, in circumstances where their skillsets are similar to, and/or suitable for, the relevant positions which may become available at the Target Firm, and the Acquiring Firm and the relevant employee(s) are able to agree to mutually agreeable terms of employment.
3. The merging parties shall also for a period of three years (3) from the approval date, ensure the merged entity maintains or improve on the current level of procurement of goods and services from suppliers situated in the surrounding area of the Target Firm.
4. Newco committed to substantial investment in the Emerald business over a period of 5 (five) years following the approval of the merger.
5. In addition, for a period of five (5) years from the approval date, Newco commits not to relocate the casino licence in respect of Emerald from the current site on which Emerald's operations are located to another site within the Gauteng province.

1.2 Sanlam Investment Holdings (Pty) Ltd (SIH) (and its subsidiaries)/ The Asset Management Business of Absa Group Limited (Absa Group)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby SIH intends to acquire the Asset Management Business of Absa Group Ltd, without conditions.

SIH and its subsidiaries are controlled by SIH Capital Holdings (Pty) Ltd ("Sanlam Capital Holdings"). Sanlam Capital Holdings is ultimately controlled by Sanlam Limited and African Rainbow Capital Financial Services ("ARC FS"). In addition to Sanlam Capital Holdings, Sanlam controls a number of firms including the following: Sanlam Life Insurance Limited; Sanlam Independent Financial Services (Pty) Ltd; Sanlam Investment Holdings Limited; Sanlam Spec (Pty) Ltd; Sanlam Investments (Pty) Ltd; and Sanlam PrefCo (Pty) Ltd. Sanlam and all its subsidiaries will collectively be referred to as the "Sanlam Group". Relevant to the proposed transaction are the activities of SIH. SIH provides asset management services throughout South Africa.

The primary target firm is the Asset Management Business of Absa Group. The Asset Management Business of Absa Group/the Target Firms comprises Absa Asset Management, Absa Alternative Asset Management, Absa Fund Managers, the Absa Multi-Manager business, and the EFT Business.

The Target Firms are all ultimately wholly owned and controlled by Absa Financial Services Limited (“AFS”) except for the ETF Business which is wholly owned and controlled by Absa Bank Limited (Absa Bank). AFS and Absa Bank are controlled by Absa Group.

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.

1.3 K2022341645 (South Africa) Proprietary Limited (“BidCo”)/ Five Properties in the Live Easy Portfolio (“Live Easy Portfolio”)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby Bidco intends to acquire the Live Easy Portfolio, without conditions.

The primary acquiring firm is BidCo, an entity incorporated for the purposes of the proposed transaction. BidCo ultimately controlled is in turn wholly controlled by Mergence Group Proprietary Limited (“Mergence Group” or the “Acquiring Group”).

The target firms are Huis Dawid Proprietary Limited (“Huis Dawid”); Optima Asset Management Proprietary Limited (“Optima”); Rivport Proprietary Limited (“Rivport”); Sciprime Proprietary Limited (“Sciprime”); and Unlocked Properties 30 Proprietary Limited (“Unlocked”). These firms will be collectively referred to as the (“Target Firms” or “Live Easy Portfolio”). Each of the Target firms are jointly controlled by Scipio Investments Proprietary Limited (“Scipio”) and Stockdale Street Investment Partnership V (“Stockdale Street”).

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 MSC Mediterranean Shipping Company S.A. (MSC)/ Bolloré Africa Logistics SAS (BAL)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby SAS Shipping Agencies Services Sàrl (“SAS Lux”) intends to acquire BAL, without conditions.

SAS Lux is a wholly owned subsidiary of SAS Shipping Agencies (CY) Ltd (“SAS Agencies”), which is in turn controlled by MSC. MSC is in turn controlled by Mediterranean Shipping Company Holding S.A. (“MSC Holding SA”), which is the holding company of the MSC Group.

In South Africa, MSC Holding indirectly controls Mediterranean Shipping Company Holding Pty Ltd, which in turn directly and solely controls Mediterranean Shipping Company Pty Ltd (“MSC South Africa”). MSC South Africa controls several firms within South Africa.

The Acquiring Group provides, at a worldwide level, maritime transport and containerized liner shipping services. The Acquiring Group operates a fleet of more than 650 ships covering more than 500 ports of

call globally. The Acquiring Group is also active in logistics (warehousing and distribution, off-dock storage, contract logistics projects, specialized reefer services, etc.) as well as in rail, inland waterway, and road transport.

BAL is a wholly owned subsidiary of Bolloré SE, incorporated in France. BAL owns many entities across the globe and in South Africa. BAL and all its subsidiaries will henceforth be referred to as the Target Firm.

BAL is active in transport and logistics services mainly in the African continent. It is currently integrated within the Seller's Transport and Logistics Division.

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 Mr Price Group Limited ("Mr Price")/ Blue Falcon 188 Trading Proprietary Limited (trading as Studio 88)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby Mr Price intends to acquire Studio 88, without conditions.

The primary acquiring firm is Mr Price. Mr Price is a South African focused omnichannel retailer that sells predominantly private-label merchandise and operates through physical stores and its e-commerce platforms. Its retail store brands include Mr Price (Apparel), Mr Price Sport, Mr Price Home, Miladys, Sheet Street, and Power Fashion.

Studio 88 is the Target Firm.

Studio 88 is a branded sports-lifestyle, "athleisure" oriented clothing apparel, footwear, and accessories retailer. Studio 88 sells sought-after international sporting, leisure, and lifestyle brands to various emerging market consumer segments throughout sub-Saharan Africa.

Studio 88 operates through the following divisions: *Studio 88* is the flagship chain of the Studio 88 group and focuses on branded sports/leisure lifestyle apparel; *Side-Step* is a fashion footwear division specialising in branded footwear; *Skipper Bar* sells men's classic branded sports/leisure lifestyle and fashion apparel and footwear to a typically more mature/traditional emerging market consumer in South Africa; *John Craig* targets brand-conscious male consumers with a focus on smart and casual wear and *Linea Italiana* operates as a fashion boutique selling clothing from the Italian brand DMD Muracchini.

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 Corvest 13 (Pty) Ltd (“Corvest 13”)/ of Wrapsa Investment Holdings (Pty) Ltd (“Wrapsa)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby Corvest 13 intends to acquire Wrapsa, without conditions.

Corvest 13 is wholly controlled by Corvest Offshore Holdco (Pty) Ltd ("Corvest Offshore") which is, in turn, ultimately controlled by FirstRand. Corvest 13 does not directly or indirectly control any firm in South Africa. Corvest 13 and all the firms, directly and indirectly, controlling it will hereinafter collectively be referred to as the Acquiring Group.

The Acquiring Group offers on-balance sheet equity and debt funding packages for medium to large leveraged buyouts and buy-ins, management buyouts and buy-ins, BEE transactions and growth capital solutions. Relevant to the proposed transaction is the Acquiring Group's current and pending non-controlling investments in companies that are active in the pharmaceutical sector namely Brunel Laboratoria (Pty) Ltd ("Brunel") and Avid Brands SA (Pty) Ltd ("Avid").

Brunel is a pharmaceutical brand owner with no manufacturing capabilities. It distributes a portfolio of products including scheduled and complementary medicine, health supplements as well as dispensary consumables. Brunel owns its pharmaceutical and personal care brands and dossiers but outsources all manufacturing, packing, and logistics to third parties. Brunel currently procures contract manufacturing services from the acquiring group on a sporadic basis. Avid is also a pharmaceutical brand owner with no manufacturing capabilities. It markets and distributes a large portfolio of medicines and FMCG products through pharmacies, mass retailers, and trade outlets. Avid owns its pharma brands and dossiers but outsources all manufacturing, packing, and logistics to third parties.

Wrapsa and all the firms directly and indirectly controlling it will hereinafter collectively be referred to as the “Target Group”. The Target Group operates as a contract manufacturing organisation ("CMO"). A CMO enters into a formal agreement with a customer to manufacture a product within the value chain of the customer. A CMO is typically focused on mass production of a highly commoditised product. The Target Group (through Wrapsa) does not own its own brands, but toll manufactures the brands of third parties. Products are returned to the brand owner for sale and distribution.

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 CTP Limited (“CTP”)/ The packaging operations of Amcor Flexibles South Africa (Pty) Ltd (“Amcor SA”) in Cape Town and Port Elizabeth (“Target Business”).

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby CTP intends to acquire the Target Business from Amcor SA, without conditions.

CTP is a wholly owned subsidiary of Caxton Publishers and Printers Limited (“CAX”), which is, in turn, a wholly owned subsidiary of Caxton and CTP Publishers and Printers Limited (“CAT”). CAT, CAX, CTP, and all firms that they control shall be referred to as the Acquiring Group.

The Acquiring Group, through CTP, is active in general publishing and printing activities, print media, broadcasting, and packaging activities.

The Target Business is controlled by Amcor SA. Amcor SA is a wholly owned subsidiary of Amcor Holding (“Amcor Holding UK”). The Target Business is active in the production of bag-in-box packaging products. Bag-in-box products are primarily used in the wine and fast-moving consumer goods industries. The Target Business also produces integrated film-blowing and embossing of liners, so-called ‘tyre liners’, for local and global tyre manufacturing brands.

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.

1.8 Sibanye Rustenburg Platinum Mine (Pty) Ltd (“Sibanye Rustenburg”)/The 50% participation interest in the PGM Mining operations constituted by the Kroondal and Marikana ‘Pooling and Sharing Arrangements’ held by Rustenburg Platinum Mines Limited

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby Sibanye Rustenburg intends to increase its shareholding in a platinum group metals (“PGM”) Pooling and Sharing Arrangements business (“PSA Businesses”) from 50% to 100% by acquiring Rustenburg Platinum Mines Ltd (“Rustenburg Platinum”)’s 50% participation interest in the PSA Business, without conditions.

Sibanye Rustenburg is controlled by Sibanye Platinum (Pty) Ltd (“SPPL”). SPPL is in turn a wholly owned subsidiary of Sibanye-Stillwater Ltd (“Sibanye-Stillwater”). Sibanye-Stillwater is not directly or indirectly controlled by any firm or individual. Sibanye-Stillwater controls many mining businesses across the globe. For ease of reference, Sibanye-Stillwater will henceforth be referred to as the Acquiring Group.

The Acquiring Group is a multinational mining and metals processing group with a diverse portfolio of mining processing operations, projects, and investments across five continents. The PSA Businesses comprise various mining rights, assets, liabilities, interests, etc. that have been contributed by Rustenburg Platinum and Sibanye-Stillwater to be mined on a consolidated/joint basis, and which are jointly controlled by Rustenburg Platinum and Sibanye-Stillwater.

The Target Firm/Asset is 50% of the ownership of the PSA Businesses which is currently held by Rustenburg Platinum. The PSA Businesses are jointly (50/50) owned by the Acquiring Group and Rustenburg Platinum.

The PSA Businesses do not control any firm. Rustenburg Platinum is a wholly owned subsidiary of Anglo-American Platinum Ltd (“Anglo Plat”), which is in turn ultimately controlled by Anglo American Plc (“Anglo American”). Anglo American, Anglo Plat, and Rustenburg Platinum will henceforth collectively also be referred to as the “Seller”.

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 Sasol Pension Fund/ Luvon Investments (Pty) Lt/ PHG Property Holdings (Pty) Ltd/ Park Road Trading 7 (Pty) Ltd

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby Sasol Pension Fund (“the Fund”) intends to acquire a target property known as Ferndale on Republic from Luvon Investments Proprietary Limited, PHG Property Holdings Proprietary Limited, and Park Road Trading 7 Proprietary Limited, with conditions. The Fund is registered as a Type B Umbrella Fund in terms of the Pension Funds Act No 24 of 1956 (“Pension Funds Act”), as amended. The Fund is one of several retirement provision options for employees of Sasol South Africa Limited (“Sasol South Africa”) (and its affiliates) within South Africa.

The Funds’ assets are invested in a variety of asset classes in accordance with the Rules of the Fund and the Pension Funds Act and within the guidelines set out in the Fund’s Investment Policy Statement. The Fund currently owns properties that are categorized as regional shopping centres, office and retail, industrial, hospital, fuel service station as well as fast food and drive-through properties in and around Gauteng.

The Target Property, Ferndale on Republic, is a mixed-use development with both retail and office space that is situated on Republic Road, Randburg, Gauteng. It has a total Gross Lettable Area of 53 778 m².

The Commission found that the merging parties’ heads of agreement, provides for exclusivity in favour of Pick n Pay in relation to future leases that the Target Property may allow for other retailers. The exclusivity thereof was likely to have an impact on both competition and public interest grounds. After discussions with the merging parties, the parties agreed to a condition for the removal of the exclusivity clause from the lease agreement.

1.10 Boxer (Pty) Ltd (“Boxer”)/ K201292916 (Pty) Ltd trading as Pick n Pay Atlantis (“Pick n Pay Atlantis”)

The Commission has approved the proposed transaction whereby Boxer acquired Pick n Pay Atlantis, without conditions.

Boxer is 100% controlled by Boxer Holdings (Pty) Ltd (“Boxer Holdings”). Boxer Holdings is in turn 100% controlled by Pick n Pay Retailers (Pty) Ltd (“Pick n Pay Retailers”). Pick n Pay Retailers is 100% controlled by Pick n Pay Stores Limited (“Pick n Pay Stores”). Pick n Pay Stores, Pick n Pay Retailers, Boxer Holdings, Boxer and all the firms that they control shall be referred to as the “Acquiring Group”.

The Acquiring Group operates as a grocery, liquor, and hardware retailer through Pick n Pay and Boxer. Boxer conducts its grocery, liquor, and hardware retail business in three formats namely (i) Boxer supermarkets; (ii) Boxer Super meats (butchery); (iii) Boxer Build, and (iv) Boxer Liquor Stores. Boxer currently has a total of 373 stores across all formats nationally. In the Western, Cape Boxer has a total of 12 stores comprising of Boxer Supermarket (grocery retail stores) (8) and Boxer Liquor (3).

The primary target firm is Pick n Pay Atlantis. Pick n Pay Atlantis conducts its business as a supermarket (grocery and liquor franchise store), forming part of the broader Pick ‘n Pay multi-format, multi-channel retail offering to consumers in South Africa and in particular the Atlantis, Western Cape. Pick n Pay Atlantis is a grocery retail and liquor franchise store, forming part of the broader Pick ‘n Pay multi-format, multi-channel retail offering to consumers in 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.

1.11 West Property Group Proprietary Limited (WPG)/ Som Resi Properties Proprietary Limited (Som Resi)

The Commission has approved the proposed transaction whereby WPG acquired ESA, without conditions.

The primary acquiring firm is WPG. WPG is ultimately controlled by the Niall Hegarty Family Trust (Trust).

Through its subsidiary West Property Fund Proprietary Limited (WPF), it acquires and/or develops industrial properties. WPF directly and indirectly (via Bunker Hills and WPF Westlake) owns light industrial properties which it lets to tenants. WPF, and its subsidiaries own 9 light industrial properties situated in Gauteng, Western Cape, and Mpumalanga (Trichardt and Middelburg). WPF does not own or control any residential properties.

The primary target firm is Som Resi. Som Resi is jointly controlled by WPG, Stansh and Minlou Holdings.

Som Resi is a property letting company that is focused on acquiring low-density residential apartment complexes in the low-income areas in Johannesburg, Gauteng, and modifying such properties to increase the number of units as well as tenant density. In addition, Som Resi has been involved in acquiring houses in the suburb of Windsor West. These houses have been demolished and re-developed into residential

blocks of flats available for rental. Som Resi's business activities have to date been confined to the suburbs of Windsor West (19 buildings) and Windsor East (1 building) in Randburg, Johannesburg.

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.

1.12 Mount Olympus BidCo Limited (“Mount Olympus”)/ HKA Global Holdings Limited (“HKA”)

The Commission has approved the proposed transaction whereby Mount Olympus acquired HKA, without conditions.

The primary acquiring firm is Mount Olympus, a company formed specifically for the proposed transaction. Mount Olympus is an investment vehicle incorporated by the laws of the United Kingdom (UK). Mount Olympus is ultimately indirectly controlled by investment funds managed and/or advised by PAI Partners. All firms controlled by PAI Partners are hereby collectively referred to as the “Acquiring Group”.

The Acquiring Group is a European private equity business. At present, the Acquiring Group’s portfolio consists of 27 European companies with a global footprint. Examples of current investments include, *inter alia*, companies in food and beverages, property services, glass packaging, facility management, infrastructure and healthcare, apparel and outdoor accommodation, sun protection and closure system, skin care, and oral care amongst others.

The primary target firm is HKA, a private company incorporated in the UK. In South Africa, HKA controls HKA Global (Pty) Ltd (“HKA SA”) and HKA Vharanani Properties (Pty) Ltd. HKA and all the firms it controls shall be referred to as the “Target Group”.

The Target Group is a global consulting firm headquartered in Britain that provides services in risk mitigation and dispute resolution to companies in the construction, industrial and manufacturing, power and utilities, transport infrastructure, forensic accounting, and cybersecurity industries. The Target Group has a global network of over 40 offices in 18 countries, including South Africa. HKA works with law firms, contractors, owners, operators, and other professional service providers in the field of risk mitigation and dispute resolution. HKA provides dispute resolution advisory services, dispute resolution claims management services, and expert witness services.

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.

1.13 Telecoms Investments Proprietary Limited (“Ignition Telecoms”)/ The Unlimited Group Proprietary Limited (“The Unlimited Group”)

The Commission has approved the proposed transaction whereby Ignition Telecoms intends to acquire Uconnect Mobile Proprietary Limited (“Uconnect Mobile”) from The Unlimited Group, without conditions.

Ignition Telecoms is a holding company for firms in various industries in South Africa, including those active in the provision of telecommunication services. The only firms relevant for the proposed transaction are Me and You Mobile Proprietary Limited (“M&Y”), and Mobius Mobile Telecommunications Proprietary Limited (“Mobius”).

Other than being a holding company, Ignition Telecoms operates a business unit that provides digital value-added subscription services including mobile wifi; digital magazines; remote technology support; two-for-one offers; and music streaming. M&Y and Mobius are mobile virtual network operators (“MVNOs”), and they also operate in the national market for the provision of telecommunications products. M&Y and Mobius are both retailers of pre-paid airtime and post-paid airtime to consumers. Both companies acquire airtime from mobile network operators (“MNOs”), and they do not sell any airtime to wholesalers.

The primary target firm is Uconnect Mobile. Uconnect Mobile is wholly owned by The Unlimited Group.

Uconnect Mobile is an MVNO and operates as a retailer of mobile telecommunications products to consumers. In particular, Uconnect Mobile supplies pre-paid airtime. Uconnect Mobile acquires the pre-paid airtime from MNOs and resells it to consumers. Uconnect does not sell its pre-paid airtime to wholesalers - its activities are limited to sales to consumers.

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.

1.14 Seacom South Africa Proprietary Limited (“Seacom SA”)/ Hymax South Africa Proprietary Limited (Hymax”)

The Commission has approved the proposed transaction whereby Seacom SA acquired Hymax, without conditions.

Seacom SA is not controlled by any of its shareholders. Seacom SA and the firms directly or indirectly controlled by it are collectively referred to as the "Acquiring Group".

The Acquiring Group is active at the physical infrastructure, wholesale services, and retail services levels of the fibre industry. The Seacom SA Group owns a national long-haul fibre network (including owned and swapped fibre) in the following areas (i) Johannesburg – Bloemfontein – East London - Cape Town -

Yzerfontein, (ii) Johannesburg – Bloemfontein – Cape Town; (iii) Johannesburg – Bloemfontein – Kimberly; (iv) Johannesburg – Gqeberha (Port Elizabeth) – Cape Town; and (v) Johannesburg – Durban – Mtunzini routes. At the metropolitan level, the Seacom SA Group's network spans the following metros: Johannesburg, Bloemfontein; Cape Town; Durban; Gqeberha; East London, and Pretoria. The Seacom SA Group does not have the last mile fibre-to-the home (FTTH) network. Its last mile fibre-to-the-business (FTTB) network is comprised of connections to buildings in Johannesburg, Cape Town as well as fibre in Kroonstad.

The primary target firm is Hymax, a South African firm. Hymax is ultimately controlled by EOH Holdings Limited ("EOH Holdings"), through EOH Mthombo. Hymax does not control any firms.

Hymax is active in the wholesale services and retail services levels of the fibre supply chain. Hymax however does not own a fibre network but leases dark or lit fibre services supplied by third parties, such as Dark Fibre Africa (and others), to provide its wholesale and retail services. Hymax leases fibre infrastructure in each of the following sub-segments: (i) international; (ii) national; (iii) metropolitan; and (iv) FTTB. Specifically, Hymax provides managed network services on a wholesale basis to other licensed ECNS and ECS operators at the following levels of the fibre supply chain: (i) international (on the South Africa to Europe and South Africa to United Kingdom routes); (ii) national (on the Johannesburg – Bloemfontein – Cape Town; and Johannesburg – Cape Town – Gqeberha – Durban - Johannesburg routes); metropolitan (in the following metros: Pretoria; Johannesburg, Bloemfontein; Cape Town; Durban; Gqeberha (Port Elizabeth); and East London); and last mile FTTB.

At the retail services level, Hymax provides fibre/wireless-based retail services directly to enterprise customers (business end users) throughout South Africa. To provide these ISP services, Hymax leases the FTTB infrastructure owned and operated by other last mile open-access fibre network operators. Hymax does not own the fibre infrastructure itself.

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.

1.15 VDC JNB21 (Pty) Ltd (VDC)/ Target Property from Redefine Properties Ltd (Target Property)

The Commission has approved the proposed transaction whereby VDC acquired the Target Property without conditions.

VDC is ultimately controlled by F1 Europe GPot, LLC (Cayman) which is not controlled by any single entity. The Target Property is owned and controlled by Redefine.

In South Africa, VDC's business activities are to acquire or lease land for purposes of developing hyperscale data centres, develop hyperscale data centres for hyperscale tenants to operate their business

activities, lease the whole or a portion of the data centre to hyperscale clients, and maintain the data centres on a long-term contract basis. Currently, VDC owns 2 (two) industrial properties which will be developed into hyperscale data centres.

The Target Property is a light industrial (warehouse) property situated at 233 Barbara Road, Elandsfontein, Germiston, Gauteng comprising a total of approximately 29,556 m², consisting of building A (approximately 15,734 m² inclusive of a yard area comprising approximately 27,890 m² of rentable light industrial warehouse space) and undeveloped land (zoned business) – approximately 1,666 m².

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.

1.16 Lenmed Health Proprietary Limited ("Lenmed Health")/ Cold Creek Investments 22 Proprietary Limited ("Cold Creek"); and Matlosana Medical Health Services Proprietary Limited ("MMHS")

The Commission has approved the proposed transaction whereby Lenmed Health acquired Cold Creek and MMHS, without conditions.

. Lenmed Health controls several entities including hospitals and entities owning hospital properties.

The principal business of Lenmed Health is the provision of multi-disciplinary private hospital services. Lenmed Health operates ten hospitals throughout South Africa, one in Botswana and one in Mozambique with 1 834 beds in total. Lenmed Health owns and manages multi-disciplinary acute private hospitals in South Africa, with a total of 1 467 beds.

The primary target firms are Cold Creek and MMHS

MMHS is the holding company of a group of companies and trusts situated in Klerksdorp in the North West Province, which together owns and operates hospitals and hospital properties. MMHS owns and manages Wilmed Park Private Hospital ("Wilmed") and Sunningdale Hospital ("Sunningdale"). Wilmed is a multi-disciplinary private hospital with 185 licensed beds, 6 theatres, and an emergency unit and resuscitation room. Sunningdale is also a multi-disciplinary private hospital with 33 operational beds (42 licensed beds). Both Wilmed and Sunningdale are located in Klerksdorp.

MMHS also controls the following hospitals and entities: (i) Parkmed Neuro Clinic ("Parkmed") which is a dedicated psychiatric hospital with 44 operational beds (licensed for 50 beds) located in Klerksdorp; (ii) Daleside Day Hospital Proprietary Limited ("Daleside"), a 20 bed, 2 theatre day hospital which initiated operations during March 2022 also based in Klerksdorp; and (iii) Caerus Nursing School Proprietary Limited ("Caerus"), an investment holding company that owns land and buildings currently rented to Ampath Laboratories and various doctors. MMHS Properties Proprietary Limited is an investment holding company that owns land and buildings next to Wilmed which was used as a Covid-19 vaccination site.

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.

1.17 Boxer Superstores Proprietary Limited (“Boxer” or “Acquiring Firm”)/ Daily Food Stores Proprietary Limited trading as Pick n Pay Family Store Soshanguve (“Daily Food” or “Target Firm”)

The Commission has approved the proposed transaction whereby Boxer acquired Daily Food, without conditions.

Boxer is the Acquiring Group and is a wholly owned subsidiary of Boxer Holdings Proprietary Limited (“Boxer Holdings”). Boxer Holdings is controlled by Pick n Pay Retailers Proprietary Limited (“Pick n Pay Retailers”) which is in turn a wholly owned subsidiary of Pick n Pay Stores Limited (“Pick n Pay”).

The Acquiring Group is involved in the retail supply of food, clothing, general merchandise, pharmaceuticals, and liquor throughout South Africa, both on a corporate-owned and franchise basis. The Acquiring Group also acquires and develops strategic retail and distribution sites. Boxer conducts business as a national supermarket, liquor, and hardware goods retailer.

The primary target firm is Daily Food. Daily Foods conducts its business as a Pick n Pay supermarket and liquor franchise store in Soshanguve which forms part of the broader Pick n Pay multi-format, multi-channel retail offering to consumers in South Africa. The Target Firm offers goods and services which are identical to the product range offered by Pick n Pay in its Pick n Pay branded franchise and corporate supermarket chain stores.

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.

The following cases were decided on 11 July 2022:

1.18 The Foschini Group Limited (TFG)/ Tapestry Home Brands (Pty) Ltd (Tapestry)

The Commission has recommended that the Competition Tribunal approve the proposed transaction whereby TFG intends to acquire Tapestry with conditions.

TFG controls several firms such as Prestige Clothing (Pty) Ltd, Foschini Stores (Pty) Ltd, Cotton Traders (Pty) Ltd, and Markhams (Pty) Ltd, amongst others. TFG and all the firms directly and indirectly controlled by it will hereinafter collectively be referred to as the “TFG Group”.

The TFG Group is a chain-store group with a diverse portfolio of 30 fashion retail businesses offering clothing, jewellery, cellphones, accessories, cosmetics, luggage, sporting apparel and equipment, homeware, and furniture, from value to upper market segments. TFG also operates an upstream textiles

manufacturing operation, Cotton Traders, which supplies manufactured textiles to various TFG and other third-party retail businesses. Of relevance to the proposed transaction are the activities of TFG in the broader homeware sector.

Tapestry controls Coricraft Group (Botswana) (Pty) Ltd, Coricraft Group (Namibia) (Pty) Ltd, R Volpes & Company (Pty) Ltd and Volpes Textile (Pty) Ltd. Tapestry and all the firms directly and indirectly controlled by it will hereinafter collectively be referred to as the "Tapestry Group".

The Tapestry Group is a manufacturer and retailer of household textiles, furniture, bed sets, and mattresses. All of the Tapestry Group's upstream activities in respect of its home textiles, furniture, bed sets and mattress manufacturing activities are dedicated to supplying the needs of its downstream retail businesses. In this respect, the Tapestry Group does not sell manufactured goods to other downstream retailers. The Tapestry Group also offers a portfolio of popular home furnishing consumer brands such as Dial-a-Bed, the Bed Store, Volpes, and Coricraft.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. Regarding public interest, the Commission and the merging parties have agreed on a set of conditions that will ensure that the merging parties' expansions plans are implemented and that the level of employment in the merged entity is increased.

1.19 Sanlam Life Insurance Limited ("Sanlam Life")/ Alexander Forbes Individual Client Administration (Pty) Ltd ("AFICA")

The Commission has approved the proposed transaction whereby Sanlam Life intends to acquire AFICA with conditions.

Sanlam Life is a wholly owned subsidiary of Sanlam Limited ("Sanlam"), which is a public company listed on the Johannesburg Stock Exchange, A2X, and Namibian stock exchanges. Sanlam is not controlled by any one shareholder. Sanlam, Sanlam Life, and the firms that they control shall be referred to as the "Acquiring Group".

The Acquiring Group is a diversified financial services group that operates across the African continent, India, Malaysia, and various other countries. Relevant to the proposed transaction are the activities of Sanlam in respect of linked investment services products ("LISPs"). A LISP is a financial product that allows a customer to invest in a wide range of collective investment schemes, such as unit trust funds, via one source. In addition, the functions of a LISP encompass centralised administration (including collecting client money, executing trades and reconciliation), producing regular statements, providing a single point of contact, and sending out annual capital gains tax certificates.

The primary target firm is AFICA. AFICA is 100% controlled by Alexander Forbes Limited (“AF Limited”). AF Limited is in turn 100% controlled by Alexander Forbes Group Limited (“AF Group”) a company listed on the Johannesburg Stock Exchange. AF Group not controlled by any shareholder. AFICA is an individual financial consulting services firm and a LISP service provider.

The Commission found that the proposed transaction is unlikely to result in a substantial prevention or lessening of competition in any relevant markets. With respect to the effect of the merger on employment, the merging parties have agreed to a condition that they will not retrench any employees as a result of the proposed merger for a period of 36 months from the date of approval of the merger.

The Commission further found that the proposed transaction does not raise any other public interest concerns.

2. COMPLAINTS (NON-REFERRALS)

2.1 Elizabeth Moyo v Alberview Primary School

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

2.2 David Smith on behalf of Uptown Trading 691 CC trading as Top Meat v Enterprise Meats (Pty) Ltd / Molare Meats, Jannie (sales manager), Leon Mbendane (factory manager), factory staff and Ronel (factory shop manager)

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

2.3 Collision Repairers’ Association v Renasa Insurance

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

2.4 M.T Waste Solutions (Pty) Ltd (Nceba Mahonga) v South African Police Services Procurement

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

2.5 Neuberg Global Laboratories v Emirates airline Anja Meadon sales manager

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

2.6. Elizabeth Moyo v Glenview Primary School

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

2.7. Jennifer Wheatley v GS1

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

2.8. Kate Elliott v Motus Renault, Paarden Eiland

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

2.9. Boucher Cardona Inc C/O The National Hospital Network v Fedhealth Medical Scheme C/O Medscheme Holdings (Pty) Ltd

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

2.10. Nomakhosi Motehuli v FNB South Africa

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

2.11. Simon Molefi Moretsi v Omars Auto Dealership and Imas Finance

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

2.12. Dr Mpho Pebane v Devin (Chatz Store, Queenswood)

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

2.13. Lisette Lombard v Vumatel and Mweb

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

2.14. Steven Ndlovu v Xolani Mbambo

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

2.15. Mbuyiseni Ngqeleni v Prof Projects & Construction Company

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

2.16. Elizabeth Pearce v Queenspark clothing store / RCS

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

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

[ENDS]

Issued by:

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