

DEPARTMENT OF ECONOMIC DEVELOPMENT

NO. 643

29 JUNE 2018

COMPETITION COMMISSION

NOTIFICATION OF CLOSED CONDITIONAL MERGER APPROVALS

1 OCTOBER 2017 – 31 MARCH 2018

1. CASE NO. 2014DEC0763 MARIO II CORP AND SIGMA-ALDRICH CORPORATION

The Commission imposed conditions that required the merged entity to renew the Distribution Agreements of two small distributors for a period of 2 (two) years. In addition, the conditions capped the number of retrenchments that the merging parties can make as a result of the merger for a period of 2 (two) years. The various compliance reports submitted by the merged entity confirmed that it has complied with the Conditions, as the merged entity renewed the Distribution Agreements of the small distributors and did not retrench any employees for a period of 2 (two) years. The Commission was thus satisfied that the merging parties complied with the conditions.

2. CASE NO. 2015SEP0520 VUKILE PROPERTY FUND LIMITED AND THAVHANI PROPERTY INVESTMENTS PROPRIETARY LIMITED IN RESPECT OF A 1/3 INTEREST IN THE THAVHANI MALL LETTING ENTERPRISE

The Competition Tribunal granted Vukile Property Fund approval for the acquisition of the remaining undivided share in Thavhani Mall (Step-in Rights), which would have triggered a separate merger notification, on condition that Vukile Property Fund exercises its Step-in Rights by 25 May 2017. Vukile Property Fund failed to exercise its Step-in Rights by 25 May 2017 as stipulated by the conditions and therefore forfeited the Tribunal's approval for the acquisition of the remaining undivided share in the Thavhani Mall. The conditions therefore lapsed and were closed by the Commission.

3. CASE NO. 2014JUN0310 FOSTER WHEELER M&M LIMITED AND MDM ENGINEERING GROUP LIMITED

The Commission imposed a condition that required the merging parties to not retrench any employees for a period of 3 (three) years as a result of the merger. The compliance affidavits submitted by the merging parties confirmed that they did not retrench any employees as a result of the merger during the moratorium period. The Commission was thus satisfied that

the merging parties complied with the conditions because there were no retrenchments as a result of the merger during the moratorium period.

4. CASE NO. 2015JUN0310 DIMENSION DATA MIDDLE EAST AND AFRICA (PTY) LTD AND BRITISH HOUSE HOLDINGS (PTY) LTD

The Competition Tribunal imposed a condition that required the merging parties to not retrench any employees for a period of 2 (two) years as a result of the merger. The compliance reports submitted by the merging parties confirmed that they did not retrench any employees as a result of the merger during the moratorium period. The Commission was thus satisfied that the merging parties complied with the conditions because there were no retrenchments as a result of the merger during the moratorium period.

5. CASE NO. 2014JUL0347 HOLCIM LIMITED AND LAFARGE S.A.

The Commission imposed a condition that required Holcim to divest its shareholding interest in AfriSam Limited (AfriSam) to a purchaser approved by the Commission. Holcim divested the shareholding interest in AfriSam within the required divestiture period and it provided the Commission with transactional documents proving that the sale of the shareholding interest was executed. The Commission was thus satisfied that the merging parties complied with the conditions because Holcim divested of its shareholding interest in AfriSam.

6. CASE NO. 2015JUL0378 SMG TYGERVALLEY PROPRIETARY LIMITED AND MCCARTHY LIMITED IN RESPECT OF A BMW AND MINI MOTOR DEALERSHIP AND RELATED APPROVED REPAIR CENTRE, MCCARTHY FORSDICKS TYGERVALLEY

The Commission had imposed a condition that required the merging parties to invite affected employees for any job opportunities that arose within McCarthy for a period of 12 months. The compliance report submitted by McCarthy indicates that it has complied with the conditions, as it communicated various vacancies that became available to the affected employees. The Commission was thus satisfied that the merging parties complied with the conditions.

7. CASE NO. 2016FEB0055 MEDIA24 (PTY) LTD AND NOVUS HOLDINGS (PTY) LTD

The Commission had imposed a condition that required Media 24 (Pty) Ltd (Media24) to divest its majority shareholding in Novus Holdings (Pty) Ltd (Novus). The merging parties provided the Commission with documentary proof that Media24 had divested of its majority shareholding in Novus in the form of an updated share register and the SENS announcement confirming the disposal of the shares. The Commission was thus satisfied that the merging parties complied with the conditions.

8. CASE NO. 2010JUN5157 COMESA FINANCIAL EXCHANGE (PTY) LTD AND EMID HOLDINGS (PTY) LTD AND

CASE NO. 2010JUN5170 LEXSHELL 129 GENERAL TRADING (PTY) LTD AND NOMAD INFORMATION SYSTEMS (PTY) LTD

The Competition Tribunal imposed conditions that required BankservAfrica to implement structural measures to ensure that there is no exchange of competitively sensitive information between the businesses of Emid Holdings (Pty) Ltd (Emid) and Nomad Information Systems (Pty) Ltd (Nomad); and BankservAfrica. In addition, the conditions required BankservAfrica to allow Systems Operators access and/or connectivity to the BankservAfrica Access Service on non-discriminatory terms and conditions.

The compliance reports submitted by the merged entity confirm that BankservAfrica implemented structural measures to ensure compliance with the hold separate conditions. The compliance reports further confirm that BankservAfrica provided direct access to the BankservAfrica systems to, *inter alia*, system operators as required by the conditions. Further, no system operators registered a complaint of an alleged breach who were aware of the Conditions through the Association of Systems Operators. The Commission further received written confirmation from the Association of Systems Operators that the merging parties met their various reporting obligations. The Commission was thus satisfied that the merging parties complied with the conditions. In addition, the Commission notes that BankservAfrica has disposed of its interest in Nomad and Emid and therefore the conditions are no longer applicable.

9. CASE NO. 2015NOV0616 DSV A/S AND UTIW WORLDWIDE INC.

The Commission imposed a condition that required the merging parties to not retrench any non-management employees for a period of 2 (two) years as a result of the merger. The compliance reports submitted by the merging parties confirmed that they did not retrench any non-management employees as a result of the merger during the moratorium period. The Commission was thus satisfied that the merging parties complied with the conditions because there were no retrenchments as a result of the merger during the moratorium period.

10. CASE NO. 2017JUN0003 ENX GROUP LIMITED AND EXTRACT GROUP LIMITED

The Competition Tribunal imposed a condition that required ENX Group Limited to divest its shareholding in Extract Group Limited. The compliance report submitted by the merging parties confirmed that ENX Group Limited complied with the conditions as it disposed of its shareholding in Extract Group Limited within the divestiture period. The Commission was thus satisfied that the merging parties complied with the conditions.

11. CASE NO. 2015JUL0438 DIAGEO SOUTH AFRICA (PTY) LTD AND BRANDHOUSE BEVERAGES (PTY) LTD

The Commission had imposed a condition that capped the number of retrenchments the merging parties can make as a result of the merger for a period of 18 months. The various compliance reports submitted by the merging parties confirmed that they did not exceed the number of allowable retrenchments during the moratorium period. The Commission was thus satisfied that the merging parties complied with the conditions.

12. CASE NO. 2014MAY0182 ARROWHEAD PROPERTIES LIMITED AND VIVIDEND INCOME FUND LIMITED

The Competition Tribunal imposed a condition that required the merging parties to not retrench any employees for a period of 3 (three) years as a result of the merger. The compliance reports submitted by the merging parties confirmed that they did not retrench any employees as a result of the merger during the moratorium period. The Commission was thus satisfied that the merging parties complied with the conditions because there were no retrenchments as a result of the merger during the moratorium period.