

DEPARTMENT OF ECONOMIC DEVELOPMENT**NO. 371****27 MARCH 2020****COMPETITION COMMISSION****NOTIFICATION TO APPROVE WITH CONDITIONS THE TRANSACTION INVOLVING:****BAIN CAPITAL INVESTORS, LLC****AND****THE COMPANIES COMPRISING THE KANTAR GROUP****CASE NUMBER: 2019AUG0007**

1. On 05 August 2019, the Competition Commission ("Commission") received notice of an intermediate merger wherein Bain Capital Investors LLC ("Bain Capital") intends to acquire sole control over the business of the Kantar Group, through the Bain Capital Vehicles.
2. The proposed transaction is an international transaction that has been notified in 10 (ten) other jurisdictions, namely, the EU, China, Kenya, Mexico, Russia, South Korea, Turkey, the USA, Argentina and Ukraine.
3. The primary acquiring firm is Bain Capital, a public company incorporated in the United States of America ("USA"). Bain Capital is a global private equity investment firm that invests, through its family of funds, in companies across various industries, including information technology, healthcare, retail and consumer products, communications, financial services and industrial/manufacturing.
4. The primary target firm is the various companies comprising Kantar Group. The Kantar Group is controlled by WPP LC ("WPP"). WPP is a public company listed on the London and New York stock exchanges and is not controlled by any firm or individual. In South Africa, the

Kantar Group controls Kantar South Africa Proprietary Limited, the Customer Equity Company Proprietary Limited and Added Value Group Proprietary Limited.

5. Kantar is active in the provision of market research services, media measurement services and marketing and communications services. Kantar's product offering covers a breadth of techniques and technologies, from purchase and media data to predicting long term trends; from neuroscience to exit polls; from large scale quantitative studies to qualitative research, incorporating ethnography and semiotics. In relation to media measurement, Kantar is active in television audience measurement, advertising expenditure measurement, and a range of other media measurement services. Kantar also offers marketing and communications insight and consultancy services.
6. The Commission considered the activities of the merging parties and found that the proposed transaction does not present any horizontal overlap in the activities of the merging parties. This is because no firm within the acquiring group sells products or renders services which are considered by buyers as reasonably interchangeable with, or substitutable for, any products or services provided by the Kantar Group. Moreover, no vertical overlap arises as a result of the proposed transaction as the merging parties do not supply each other with any products or services.
7. Accordingly, owing to the absence of horizontal or vertical overlaps between the merging parties, the Commission is of the view that the proposed transaction is unlikely to substantially prevent or lessen competition in any market in South Africa.
8. The merging parties were not able to provide an unequivocal statement on whether or not the proposed transaction will result in job losses. In view of this and in line with the Commission's approach in previous matters, the Commission is of the view that it is appropriate in the circumstances to impose an employment condition placing a moratorium on merger specific retrenchments for a period of 2 years ("the conditions").
9. For the above reasons, the Commission approves the proposed transaction subject to employment-related conditions.