



## COMPETITION TRIBUNAL OF SOUTH AFRICA

Case No:LM027May16

In the matter between:

**RMB HOLDINGS LIMITED**

Primary Acquiring Firm

and

**ATTERBURY PROPERTY  
HOLDINGS PROPRIETARY LIMITED**

Primary Target Firm

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Panel	: Yasmin Carrim (Presiding Member)
	: Mondo Mazwai (Tribunal Member)
	: Andiswa Ndoni (Tribunal Member)
Heard on	: 08 June 2016
Order Issued on	: 08 June 2016
Reasons Issued on	: 23 June 2016

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### Reasons for Decision

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#### Approval

[ 1 ] On 08 June 2016, the Competition Tribunal ("Tribunal") unconditionally approved the large merger between RMB Holdings Limited ("RMH") and Atterbury Property Holdings Proprietary Limited ("Atterbury"). The reasons for approving the proposed transaction follow.

#### Parties to the transaction

[ 2 ] The primary acquiring firm, RMH, is an investment focused company that is not controlled by any firm. It has a non-controlling interest in both First Rand

Bank Limited ("FirstRand Bank") and in Slab Joint Finance Company Proprietary Limited ("Slab").

- [ 3 ] The primary target firm, Atterbury, is controlled by Atterbury ManFou Proprietary Firms Limited ("Atterbury ManFou"). Atterbury is a property investment and development company that holds a portfolio of properties and developments across office, commercial, residential and retail segments. It also operates in the business of information technology business related to the provision of Wi-Fi and other related arrangements.

#### **Proposed transaction and rationale**

- [ 4 ] The proposed transaction involves RMH acquiring a 25.01% share of the ordinary capital in Atterbury. Post-merger, RMH will control Atterbury. It will have the ability to materially influence the policy of Atterbury in a manner contemplated by sections 12(2)(a) – (f) of the Competition Act 89 of 1998 ("the Act").

- [ 5 ] RMH submitted that it had a narrow focus on investments and had no current exposure to property investments. It views property as a highly defensive asset. As such, the proposed transaction will enable to invest in a leading property developer with has a strong management team and growth trajectory. Atterbury submits that it will be able to pursue development and investment opportunities through RMH providing equity and guaranteed debt funding to finance the growth of Atterbury and its portfolios.

#### **Impact on competition**

- [ 6 ] According to the Competition Commission's ("the Commission") findings, there was no overlap found in the merging parties' activities. RMH is not active in the property market where Atterbury is active. The Commission thus found that the proposed transaction is unlikely to result in a substantial lessening of competition in any market

[ 7 ] We concur with the Commission's competition assessment that the proposed transaction is unlikely to substantially prevent or lessen competition in any relevant market as there is no overlap present.

### **Public interest**

[ 8 ] The merging parties submitted that the proposed transaction will not result in an adverse impact on employment. The proposed transaction further raises no other public interest concerns.

### **Conclusion**

[ 9 ] In light of the above, we conclude that the proposed transaction is unlikely to substantially prevent or lessen competition in any relevant market. In addition, no public interest issues arise from the proposed transactions. Accordingly, we approve the proposed transaction unconditionally.



**Ms Yasmin Carrim**

23 June 2016

DATE

### **Ms Mondo Mazwai and Ms Andiswa Ndoni concurring**

Tribunal Researcher: Caroline Sserufusa

For the merging parties: Albert Aukema of Cliffe Dekker Hofmeyr

For the Commission: Nolubabalo Mjoli