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**OUTCOME CASES BEFORE THE TRIBUNAL WEDNESDAY, 20 JULY**

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| Type of matter | Parties involved | Competition Commission’s recommendation to Tribunal |
| Large merger | Santam Limited And ABSA Insurance Company Limited Intermediate Commercial Line Business | Approval |
| Large merger | Nestle S.A. (Nestle) And R and R Ice Cream Public Limited Company | Approval |
| Large merger | Invenfin (Pty) Ltd And Dynamic Commodities (Pty) Ltd | Approval |
| Large merger | KKR  DVB Aviation Capital Ltd And AERCAP Holdings N.V. in respect of a portfolio of 37 Aircraft | Approval |
| Large merger | Vukile Property Fund Limited and Diecel Trade and Invest (Pty) Ltd And Protea Glen Shopping Centre (Pty) Ltd In respect of a letting enterprise Known as Protea Glen Shopping Centre | Approval with conditions |
| Large merger | Super Group Trading (Pty) Ltd And the business of Sandown Motor Holdings (Pty) Ltd | Approval |

**Tribunal adds conditions to approval of merger of short-term insurers**

The Competition Tribunal has approved the merger between two providers of short-term insurance, Santam Limited and ABSA Insurance Company’s (Pty) Ltd (AIC’s) Intermediated Commercial Lines Limited, but included the condition that Santam was not to retrench any employees for a year after the date of the approval of the merger.

The Tribunal said staff were to be informed of the condition.

Santam, is a short-term insurer registered in South Africa and a wholly-owned subsidiary of Santam Limited.

AIC, the target company, is selling the business of underwriting and providing short-term insurance cover to commercial clients. The business, which Santam wishes to acquire from ABSA Insurance, is only the intermediate commercial line business that provides short-term insurance such as property, motor liability and engineering products to commercial clients.

**Nestle S.A merger with R&R Ice Cream receives approval**

The Tribunal has approved the merger between Nestle S.A (Nestle) and R&R Ice Cream Limited Company, ultimately controlled by PAI Europe V (Fund V) based in the United States. The current transaction forms part of a worldwide transaction whereby Nestle and Fund V will establish JVCo, which will be an incorporated joint venture.

The acquiring firm Nestle S.A. is listed on the Swiss Stock Exchange and wholly controls two companies in SA, namely Nestle South Africa Proprietary Limited (Nestle S.A) and Galderma Laboratories South Africa (Pty) Ltd.

Nestle South Africa manufactures, supplies and delivers a wide range of products, from bottled water to cereals, chocolate and dairy products.

The target firm is R&R Ice Cream Public Limited Company controlled Fund V which controls a number of countries throughout the world, including R&R Ice Cream South Africa Proprietary Limited. Its products include Country Fresh, King Kone and Jive.

The effect of the transaction is that Nestle will be re-acquiring control of R&R SA though JVCo.

**Two frozen foods companies given approval to merge**

The Competition Tribunal has approved the merger between Invenfin Pty Ltd and Dynamic Commodities (Pty) Ltd, both of which operate in the frozen food sector.

Invenfin, the buyer, is wholly-owned by listed company Remgro Limited. It offers a range of foods from desserts to ready to eat food. Dynamic Commodities, produces high quality frozen desserts largely for the export market.

Following the implementation of the deal will see Invenfin with shares in Dynamic Commodities.

**Merger involving AerCap and special purpose vehicle KKK DVB**

The Tribunal approved the merger between primary acquiring firm KKR DVB, a special purpose vehicle created for the proposed transaction, while the target firm is AerCap Holdings N.V. (AerCap) in respect of the portfolio of 37 aircraft. The transaction will give KKR control over AerCap.

KKR DVB is controlled by KKR, and KKR is controlled by KKR Management LLC. KKR offers a range of alternative asset funds and other investment products to investors. It has control over several portfolio companies that have subsidiaries in South Africa. KKK recent acquired a division of Airbus Group SE Electronic Defence.

The target firm AerCap, listed on the New York Stock Exchange, comprises a portfolio of 37 aircraft that are leased to third parties. Only one of which is located in SA.

**Vukile Property and Diecel Trade mergers approved**

A merger between acquiring firms, listed Vukile Property Fund Limited (Vukile) and Diecel Trade and Invest (Pty) Ltd (DTI) and Protea Glen Shopping Centre (Pty) Ltd (PGSC).

Vukile is a property owning business, whose property portfolio ranges from rental, retail property to land under development. The DTI is a wholly-owned subsidiary of Operation Network Enterprise Property Holdings (Pty) Ltd (ONE Property Holdings). DTI and all companies controlled by it will be referred to as ONE Property Holdings. ONE Property Holding holds a diverse portfolio of properties including rental properties, office properties, special retail in the two other provinces, as well as Gauteng.

The target firm is Protea Glen Shopping Centre situated in Johannesburg, Gauteng. In terms of the transaction Vukile and DTI will have joint control over the target property.

The Commission recommended that the merger be granted with conditions. It was concerned that Vukile and DTI, who are competitors in rental markets, had entered into a co-ownership agreement that involved the establishment of a management committee to oversee the budget, strategy and monthly management of accounts of the acquired company. The Tribunal supported the condition that representatives of the two companies sign an agreement that they will not share commercially sensitive information.

**Super Group targets two businesses**

Super Group Trading (Pty) Ltd (SGT), ultimately owned by listed-company Super Group, has been given the Tribunal’s approval to acquire two target businesses which consist of some Western Cape motor dealerships and a property owned by Koppieview Property (Pty) Ltd.

The Tribunal approved the merger without conditions. Post-transaction, SGT will control the target businesses and property, if the merger is approved by the Tribunal.

SGT is supply chain mobility management company and already possesses 43 franchised motor dealerships in Gauteng, Mpumalanga and the North West provinces.

As a result of the merger SGT will acquire certain motor vehicle businesses in the Western Cape and property that is a purpose built car dealership.

Issued by:

Chantelle Benjamin

Communications: Competition Tribunal

Tel (012)394 1383

Cell: +27 (0) 73 007 5603

Twitter: @comptrib

E-Mail: [chantelleb@comptrib.co.za](file:///C:\Users\Gilliand\Downloads\chantelleb@comptrib.co.za)

On Behalf Of:

Lerato Motaung

Registrar: Competition Tribunal

Tel: (012) 394 3355

Cell: +27 (0) 82 556 3221

E-Mail: [LeratoM@comptrib.co.za](mailto:LeratoM@comptrib.co.za)