

COMPETITION TRIBUNAL OF SOUTH AFRICA

Case No: LM109Oct24

In the matter between:

CP Spruce Holdings, S.C SP

Primary Acquiring Firm

and

The Kidney care segment of Baxter
International Inc.

Primary Target Firm(s)

Panel	:	I Valodia (Presiding Member)
	:	A Ndoni (Tribunal Member)
	:	G Budlender (Tribunal Member)
Heard on	:	17 January 2025
Order issued on	:	17 January 2025

ORDER

Further to the recommendation of the Competition Commission in terms of section 14A(1)(b)(i) of the Competition Act, 1998 ("the Act") the Competition Tribunal orders that-

1. the merger between the abovementioned parties be approved subject to the conditions set out in "**Annexure A**" in terms of section 16(2)(B) of the Act; and
2. a Merger Clearance Certificate be issued in terms of the Competition Rule 35(5)(a).

Signed by: Imraan Valodia
Signed at: 2025-01-17 17:08:27 +02:00
Reason: Witnessing Imraan Valodia

Imraan Valodia

Presiding Member
Prof. Imraan Valodia

17 January 2025

Date

Concurring: Ms. Andiswa Ndoni and Adv Geoff Budlender SC

Merger Clearance Certificate

Date : 17 January 2025

To Bowmans Gilfillan Attorneys

Case Number: LM109Oct24

CP Spruce Holdings S.C. SP And The Kidney Care
Segment of Baxter International Inc.

Notice CT 10

About this Notice

This notice is issued in terms of section 16 of the Competition Act.

You may appeal against this decision to the Competition Appeal Court within 20 business days.

You applied to the Competition Commission on **04 October 2024** for merger approval in accordance with Chapter 3 of the Competition Act.

Your merger was referred to the Competition Tribunal in terms of section 14A of the Act or was the subject of a Request for consideration by the Tribunal in terms of section 16(1) of the Act.

After reviewing all relevant information, and the recommendation or decision of the Competition Commission, the Competition Tribunal approves the merger in terms of section 16(2) of the Act, for the reasons set out in the Reasons for Decision.

This approval is subject to:

☐

no conditions.

☒

the conditions listed on the attached sheet.

The Competition Tribunal has the authority in terms of section 16(3) of the Competition Act to revoke this approval if

- a) it was granted on the basis of incorrect information for which a party to the merger was responsible.
- b) the approval was obtained by deceit.
- c) a firm concerned has breached an obligation attached to this approval.

Contacting the Tribunal

The Competition Tribunal
Private Bag X24
Sunnyside
Pretoria 0132
Republic of South Africa
Tel: 27 12 394 3300
e-mail: ctsa@comptrib.co.za

The Registrar, Competition Tribunal

Tebogo Mphahlele

ANNEXURE A

IN THE LARGE MERGER BETWEEN

CP SPRUCE HOLDINGS, S.C.SP

AND

**THE KIDNEY CARE SEGMENT OF BAXTER INTERNATIONAL INC. KNOWN AS
VANTIVE**

CASE NUMBER: LM109OCT24

CONDITIONS

1. DEFINITIONS

The following words shall, unless otherwise stated or inconsistent with the context in which they appear, bear the following meanings:

- 1.1 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED];
- 1.2 **“Acquiring Firm”** means CP Spruce Holdings, S.C.SP;
- 1.3 [REDACTED];
- 1.4 **“Agreements”** [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
- 1.5 [REDACTED]
- 1.6 **“Approval Date”** means the date referred to on the Tribunal’s Merger Clearance Certificate (Notice CT10) in terms of the Competition Act;
- 1.7 **“Baxter”** means Baxter Healthcare S.A or Baxter AG, as the case may be.;

- 1.8 **“Commission”** means the Competition Commission of South Africa, a statutory body established in terms of section 19 of the Competition Act;
- 1.9 **“Commission Rules”** means the Rules for the Conduct of Proceedings in the Commission;
- 1.10 **“Competition Act”** means the Competition Act No 89 of 1998, as amended;
- 1.11 **“Conditions”** means these conditions contained in this Annexure A;
- 1.12 **“Days”** mean any calendar day other than a Saturday, a Sunday or an official public holiday in South Africa;
- 1.13 [REDACTED]
- 1.14 [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
- 1.15 **“Implementation Date”** means the date, occurring after the Approval Date, on which the Merger is implemented by the Merger Parties;
- 1.16 [REDACTED]
[REDACTED]
- 1.17 **“Merger”** means the acquisition by the Acquiring Firm of the Target Firm;
- 1.18 **“Merger Parties”** means the Acquiring Firm and the Target Firm;
- 1.19 [REDACTED]
[REDACTED]
- 1.20 **“Target Firm”** means the kidney care segment of Baxter International Inc. known as Vantive;
- 1.21 [REDACTED]
[REDACTED]
- 1.22 **“Tribunal”** means the Competition Tribunal of South Africa, a statutory body established in terms of section 26 of the Competition Act; and

1.23 **“Tribunal Rules”** means the Rules for the Conduct of Proceedings in the Tribunal.

2. **CONDITIONS TO THE MERGER**

The Target Firm agrees to the following:

2.1 It will continue to grant [REDACTED] the licence to use the technology and produce the products in terms of the Licence Agreement;

2.2 It will continue to supply [REDACTED] in terms of the current Agreements between the parties;

2.3 [REDACTED]
[REDACTED]
[REDACTED],

2.4 [REDACTED]
[REDACTED]
[REDACTED] and

2.5 [REDACTED]
[REDACTED]
[REDACTED]

3. **MONITORING OF COMPLIANCE WITH THE CONDITIONS**

3.1 The Acquiring Firm shall inform the Commission of the Implementation Date within 5 (five) Days of it becoming effective.

3.2 The Acquiring Firm shall, on an annual basis, submit to the Commission an affidavit deposed to by an executive director of the Acquiring Firm on the anniversary of the Implementation Date confirming compliance with the Conditions for a period of 3 (three) years from the Implementation Date. After this period, the Commission may ask for such an affidavit at its discretion for the duration of the Conditions, but not more often than once per year.

3.3 The Commission may at any time request additional information from the Acquiring Firm which is relevant and necessary for the monitoring of compliance with these Conditions.

4. **APPARENT BREACH**

An apparent breach by the Merger Parties of any of the Conditions shall be dealt with in terms of Rule 39 of the Commission Rules and Rule 37 of the Tribunal Rules.

5. **VARIATION**

The Merger Parties and/or the Commission may at any time, and on good cause shown, apply to the Tribunal for any of the Conditions to be waived, relaxed, modified and/or substituted.

6. **GENERAL**

All reporting documents referred to in these Conditions and all correspondence in relation to the Conditions must be submitted to the following e-mail address: mergerconditions@compcom.co.za.