



## COMPETITION TRIBUNAL OF SOUTH AFRICA

Case No: LM122Aug17

In the matter between:

**Old Mutual plc**

Primary Acquiring Firm

And

**Old Mutual (Netherlands) B.V**

Primary Target Firm

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Panel : Yasmin Carrim (Presiding Member)  
: AW Wessels (Tribunal Member)  
: Enver Daniels (Tribunal Member)  
Heard on : 06 September 2017  
Order Issued on : 06 September 2017  
Reasons Issued on : 09 October 2017

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### Reasons for Decision

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#### Approval

[1] On 06 September 2017, the Competition Tribunal ("Tribunal") unconditionally approved the transaction involving Old Mutual plc and Old Mutual (Netherlands) B.V.

[2] The reasons for approving the proposed transaction follows.

## **Parties to the proposed transaction**

### *Primary acquiring firm*

- [3] The primary acquiring firm is Old Mutual plc ("OM plc"), a company incorporated in accordance with the laws of the United Kingdom. OM plc is the holding company for the Old Mutual group of companies ("Old Mutual Group") globally. OM plc is listed on the London Stock Exchange, with a secondary listing on the Johannesburg Stock Exchange and is not controlled by any firm.

### *Primary target firms*

- [4] The primary target firm is Old Mutual (Netherlands) B.V. ("OM BV"), a company incorporated in accordance with the laws of the Netherlands. OM BV is directly controlled by OM Group (UK) Limited ("OMGUK"), which is in turn controlled by OM Mutual plc ("OM plc"), the primary acquiring firm in the instant transaction. OM BV holds the entire issued share capital of Old Mutual Group Holdings (SA) (Pty) Ltd (OMGH).

## **Proposed transaction and rationale**

- [5] The proposed transaction entails an internal restructuring of the Old Mutual Group, which will result in a change of direct control of OM BV. The merging parties submit that the internal restructuring will be carried out in four phases that will be notified separately to the Commission, to the extent necessary.

## **Impact on competition**

- [6] The OM plc, is a direct holding company of the Old Mutual Group which provides investments, savings, life assurance, asset management, banking and property and personal insurance in Africa, America and Asia.

[7] OM BV is a wholly-owned subsidiary of OM plc and does not supply any products or services. OM BV directly wholly-owns Old Mutual Group Holdings, which is in turn the holding company for the Old Mutual Group SA.

[8] The Competition Commission ("Commission") considered the activities of the merging parties and found that the proposed transaction does not present any horizontal overlap because it does not change the structure of any market as it relates to an internal reorganization of the Old Mutual Group. The Commission therefore concluded that the proposed transaction is unlikely to substantially prevent or lessen competition in any relevant market in South Africa.

[9] We concur with the Commission's finding.

#### **Public interest**

[10] The merging parties confirmed that the proposed transaction will not have any negative effect on employment in South Africa.

[11] The proposed transaction further raises no other public interest concerns.

#### **Conclusion**

[12] In light of the above, the proposed transaction was approved unconditionally.

  
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**Ms Yasmin Carrim**

09 October 2017

**DATE**

**Mr AW Wessels and Mr Enver Daniels concurring**

Tribunal Case Manager : Ms Busisiwe Masina  
For the merging parties : Mr Robert Wilson of Webber Wentzel  
For the Commission : Mr Amanda Mfuphi