



competitiontribunal
SOUTH AFRICA

**COMPETITION TRIBUNAL
REPUBLIC OF SOUTH AFRICA**

Case No.: LM023May25

In the matter between:

Fedgroup Smart Agri Fund Proprietary Limited

Primary Acquiring Firm

And

Forward Finance Holdings Proprietary Limited

Primary Target Firm

Panel: M Mazwai (Presiding Member)
A Ndoni (Tribunal Member)
I Valodia (Tribunal Member)

Heard on: 01 July 2025

Decided on: 02 July 2025

ORDER

Further to the recommendation of the Competition Commission in terms of section 14A(1)(b)(ii) 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 Competition Tribunal Rule 35(5)(a).

**Presiding Member
Ms Mondo Mazwai**

02 July 2025

Date

Concurring: Ms Andiswa Ndoni and Prof. Imraan Valodia

Merger Clearance Certificate

Date : 02 July 2025

To : Backer Mackenzie Attorneys

Case Number: LM023May25

Fedgroup Smart Agri Fund Proprietary Limited And Forward
Finance Holdings Proprietary Limited

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 **05 May 2025** 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
fax: 27 12 394 0169
e-mail: ctsa@comptrib.co.za

The Registrar, Competition Tribunal

Tebogo Mporze

ANNEXURE A
FEDGROUP SMART AGRI FUND PROPRIETARY LIMITED
AND
FORWARD FINANCE HOLDINGS PROPRIETARY LIMITED

CASE NUMBER: LM023May25

CONDITIONS

1. DEFINITIONS

In this document, the following expressions shall bear the meanings assigned to them below and cognate expressions bear corresponding meanings:

- 1.1. **“Acquiring Firm”** means Fedgroup Smart Agri Fund Proprietary Limited;
- 1.2. **“Approval Date”** means the date on which the Tribunal issues a Clearance Certificate (Notice CT10) in terms of the Competition Act;
- 1.3. **“Commission”** means the Competition Commission of South Africa, a statutory body established in terms of section 19 of the Act;
- 1.4. **“Commission Rules”** means the Rules for the Conduct of Proceedings in the Commission;
- 1.5. **“Competition Act”** means the Competition Act 89 of 1998, as amended;
- 1.6. **“Condition”** means these conditions imposed by the Tribunal in relation to the Merger and which are set out in more detail below;
- 1.7. **“Days”** means business days, being any day other than a Saturday, Sunday or an official public holiday in South Africa;
- 1.8. **“ESOP”** means the employee share ownership scheme to be established by the Merging Parties within the Target Firm pursuant to this Condition;
- 1.9. **“ESOP Establishment Period”** means a period no longer than 120 (one-hundred and twenty) Days from the Implementation Date;
- 1.10. **“Implementation Date”** means the date occurring after the Approval Date, on which the

Merger is implemented by the Merger Parties;

- 1.11. **“Merger”** means the Acquiring Firm’s proposed acquisition of control over the Target Firm as notified to the Commission under case number 2025MAY0005;
- 1.12. **“Merged Entity”** means the Target Firm controlled by the Acquiring Firm, with the remaining non-controlling shares held by the ESOP, Ivy Skills Proprietary Limited, and The Rainmakerz, following the implementation of the Merger;
- 1.13. **“Merging Parties”** means both the Acquiring Firm and Target Firm;
- 1.14. **“Qualifying Workers”** means all current and future Workers of the Merged Entity who have a minimum of 2 (two) years of tenure or more experience at the Target Firm and who do not form part of the senior management of the Merged Entity;
- 1.15. **“The Rainmakerz”** means The Rainmakerz Proprietary Limited, a private company registered and incorporated in accordance with the laws of South Africa;
- 1.16. **“South Africa”** means the Republic of South Africa;
- 1.17. **“Target Firm”** means Forward Finance Holdings Proprietary Limited;
- 1.18. **“Tribunal”** means the Competition Tribunal of South Africa, a statutory body established in terms of section 26 of the Competition Act;
- 1.19. **“Tribunal Rules”** means the Rules for the Conduct of Proceedings in the Tribunal; and
- 1.20. **“Worker”** means an employee as defined in the Labour Relations Act 66 of 1995 (as amended).

2. ESTABLISHMENT OF THE ESOP

- 2.1. By the end of the ESOP Establishment Period, the Merging Parties shall establish the ESOP for the benefit of Qualifying Workers. The ESOP shall hold at least [REDACTED] of the issued shares in the Target Firm in accordance with the design principles set out in Annexure B.
- 2.2. Within 15 (fifteen) Days of the Implementation Date, the Merged Entity shall engage with and inform the Qualifying Workers and/or their respective employee representatives of the establishment of the ESOP as set out in 2.1 above, the design principles in Annexure B and the Qualifying Workers and/or their respective employee representatives’ participation in the ESOP in accordance with the design principles.

3. MONITORING

- 3.1. Within 10 (ten) Days of the Implementation Date, the Merged Entity shall circulate a non-confidential version of the Condition to its employees and/or their respective representatives. As proof of compliance herewith, the Merged Entity shall within 5 (five) Days of circulating the Condition, submit to the Commission an affidavit deposed to by a senior official, attesting to such compliance.
- 3.2. Within 5 (five) Days after the Implementation Date, the Merged Entity shall notify the Commission in writing of the implementation of the Merger.
- 3.3. The Merged Entity shall submit a compliance report (including a trust deed for the registration of the ESOP) within 5 (five) Days after the establishment of the ESOP. The report shall be accompanied by an affidavit from a director of the Merged Entity confirming the accuracy of the information contained in the report.
- 3.4. The Commission may request any additional information from the Merged Entity, which the Commission may, from time to time, deem necessary for purposes of monitoring the extent of compliance with the Condition.

4. APPARENT BREACH

- 4.1. Should the Commission receive any complaint in relation to non-compliance with the above Condition or otherwise determine that there has been an apparent breach by the Merging Parties of the Condition, this shall be dealt with in terms of Rule 39 of the Commission Rules, read together with Rule 37 of the Tribunal Rules.

5. VARIATION

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

6. GENERAL

- 6.1. All correspondence in relation to the Conditions must be submitted to the following email addresses: mergerconditions@compcom.co.za and ministry@thedtic.gov.za.

