COMPETITION TRIBUNAL
REPUBLIC OF SOUTH AFRICA

Case No.: LM104Sep25

In the large merger between:

Vukile Property Fund Limited **Primary Acquiring Firm**

and

Sanlam Life Insurance Limited in respect of the rental enterprise known as Chatsworth Centre **Primary Target Firm**

Panel	:	T Vilakazi (Presiding Member)
	:	A Ndoni (Tribunal Member)
	:	G Budlender (Tribunal Member)
Heard on	:	28 October 2025
Order issued on	:	28 October 2025
Reasons issued on	:	14 November 2025

REASONS FOR DECISION

Approval

[1] On 28 October 2025, the Competition Tribunal ("Tribunal") unconditionally approved the large merger in terms of which Vukile Property Fund Limited ("Vukile") intends to acquire [redacted]% of the undivided shares in Chatsworth Centre (the "Target Property") from Sanlam Life Insurance Limited ("Sanlam Life"). Post-merger, Vukile will jointly own and control the Target Property together with Sanlam Life.

[2] The primary acquiring firm is Vukile, a public company listed on both the Johannesburg and Namibian stock exchanges. Vukile is not controlled by any single firm. Vukile's largest shareholders include Government Employees Pension Fund (20.02%); Sanlam Group; Eskom Pension & Provident Fund; Old Mutual Group; and MMI Holdings Limited, all of which hold greater than 3% of the issued shares. In South Africa, Vukile wholly controls MICC Properties (Pty) Ltd and All Great Investments (Pty) Ltd, including Clidet No. 1011 (Pty) Ltd at just under 100%.

[3] Vukile operates as a retail property-focused real estate investment trust and owns a portfolio of properties in South Africa, Spain and Portugal. Vukile is also involved in property asset management and owns a combination of retail and office properties as well as vacant land. Of relevance to this transaction is Vukile's six properties situated in KwaZulu-Natal, South Africa.

[4] The Target Property is owned by Sanlam Life, which is controlled by Sanlam Limited. Sanlam Limited is a public company listed on the Johannesburg Stock Exchange and is not controlled by a single shareholder. The largest shareholders of Sanlam Limited include Public Investment Corporation (SOC) Limited (14.75%); Ninety One SA (Pty) Ltd (5.01%); The Vanguard Group Inc. (3.2%), and Norges Bank Investment Management (2.41%).

Competition assessment

[5] The Competition Commission ("Commission") found that the activities of the merging parties will result in a horizontal overlap in the market for the provision of rentable retail property. The proposed transaction does not raise a vertical overlap.

[6] The Target Property is classified as a small regional shopping centre with a gross lettable area ("GLA") of 42 402m^2, in accordance with the Independent Property Databank of South Africa Proprietary Limited classifications.

[7] In defining the relevant product market, the Commission relied on previous Tribunal decisions[1] where the Tribunal defined the relevant product market as the market for rentable retail property in comparative centres. In *Community Property Company (Pty) Ltd and Luvon Investments (Pty) Ltd and Twin City (Pty) Ltd in respect of Sam Ntuli Mall* (LM180Feb23), it was noted that small regional and super regional centres may provide a direct competitive constraint to each other and fall within a single market of comparative centres.

[8] In defining the relevant geographic market, the Commission relied on the Tribunal's decisions in *Old Mutual Life Assurance Company (South Africa) Ltd and Another v Woolworths (Pty) Ltd*[2] and *Vukile Property Fund Limited and NAD Property Income Fund (Pty) Ltd, in respect of Batho Plaza and Moruleng Mall*[3], where a 15km radius of the target property was applied for the assessment of rentable retail property classified as comparative centres.

[9] The Commission found that Vukile does not own any rentable retail property within 15km of the Target Property. Vukile's nearest property is Pine Crest Centre, which is 16.3km away from Chatsworth Centre. For completeness, the Commission found that amongst the surrounding competitors identified by the merging parties only Umlazi Mega City (classified as a comparative centre with a GLA of 34 500m^2) is likely to constrain the Target Property as it has a similar tenant mix with anchor tenants such as Pick n Pay, Spar, Boxer and Woolworths,

[1] Redefine Retail (Pty) Ltd v the trustees for the time being of the RPJ Maponya Mall Property Investment Trust; In re: the Trustees for the time being of the *Maponya Mall Property Trust v Redefine Retail (Pty) Ltd*, Case No. 018325.
[2] Case No. 017533.
[3] Case No. LM197Feb15.

while the Target Property has anchor tenants such as Spar, Shoprite, Woolworths and Edgars.

[10] None of the Target Property's tenants raised concerns about the proposed transaction.

[11] Considering the above, we were of the view that the proposed transaction is unlikely to substantially prevent or lessen competition in any relevant market(s).

Public interest analysis

[12] The merging parties submitted that the proposed transaction would have no negative effect on employment.[4] The Commission engaged with the employee representative of Vukile, who raised no concerns.[5]

[13] Sanlam Life does not have employees with respect to the Target Property. The Target Property's administration and management functions are currently provided by Excellerate Real Estate Services (Pty) Ltd t/a JHI ("JHI"), and this will remain unchanged upon transfer of the property.[6] The Commission engaged with the employee representative of JHI, who confirmed that the respective employees were notified of the proposed transaction and did not raise any concerns.[7]

[14] In terms of the promotion of a greater spread of ownership, Vukile has 85.76% of its shareholding held by historically disadvantaged persons ("HDPs"). Sanlam Life has 45% of its shareholding held by HDPs. The proposed transaction raises no other public interest concerns.

Conclusion

[15] For the reasons set out above, we concluded that the proposed transaction is unlikely to substantially prevent or lessen competition in any relevant market and does not raise any significant public interest issues.

[16] In the circumstances, we unconditionally approved the proposed transaction.

Signed by:Thando Vilakazi
Signed at:2025-11-14 10:56:50 +02:00
Reason:Witnessing Thando Vilakazi

Thando Vilakazi

14 November 2025

Prof. Thando Vilakazi **Date**

Ms Andiswa Ndoni and Adv Geoff Budlender SC concurring.

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4 See Schedule 2 of the CC4(1) filed by Vukile.
5 Email from Vukile employee representative dated 7 October 2025.
6 Competitiveness Report, paragraph 35.
7 Email from JHI employee representative dated 1 October 2025.

Tribunal Case Manager:	Theresho Galane and Ofentse Motshudi.
For the Merger Parties:	Palesa Mpe, Leana Engelbrecht, Lwazi-Lwandile Simelane and Nompumelelo Dhlamini of Fasken Inc.
For the Commission:	Grashum Mutizwa and Tshehla Mathe.