



## MERGER NOTICE NO 32: 2021

### **THE PROPOSED ACQUISITION BY K2020893770 (SOUTH AFRICA) (PROPRIETARY) LIMITED (NEWCO) OF 100% OF THE ISSUED SHARE CAPITAL IN SYBRIN SYSTEMS (PROPRIETARY) LIMITED (SYBRIN SYSTEMS) AND SYBRIN (GUERNSEY) LIMITED ("SYBRIN") FROM EOH MTHOMBO (PTY) LTD ("EOH MTHOMBO")**

Pursuant to section 49 (1) of the Competition Act 2018, the Competition and Consumer Authority ["the Authority"] has received a merger notification for the proposed acquisition by K2020893770 (South Africa) (Pty) Ltd ("NewCo") of 100% of the issued share capital in Sybrin Systems (Pty) Ltd ("Sybrin Systems") and Sybrin (Guernsey) Limited ("Sybrin") (collectively, the "Target Enterprises") from EOH Mthombo (Pty) Ltd ("EOH Mthombo").

The Acquiring Enterprise, NewCo, is jointly controlled by 1K1V Sybrin Limited ("1K1V"), a private investment holding company registered in Mauritius; and Crossfin Technology Holdings (Pty) Ltd ("CFTH"), a private investment holding company incorporated in accordance with the Laws of South Africa. NewCo is a special purpose vehicle which has been established for the purposes of facilitating this transaction and allows for the joint investment by 1K1V and CFTH in the Target Enterprises. Therefore, NewCo does not offer any products or activities in Botswana. 1K1V is an affiliate of One Thousand & One Voices Africa Fund 1, a private equity enterprise whose mandate is to invest in businesses across Africa. However, 1K1V does not own or control entities with activities or operations in Botswana. On the other hand, CFTH as an investment company indirectly controls the following entities with operations in Botswana: GAAP Point of Sale Botswana (Pty) Ltd ("GAAP Botswana") and Innervation Value Added Services Botswana (Pty) Ltd ("Innervation Botswana").

GAAP Botswana is engaged in the leasing and sale of Point of Sale (POS) hardware and software, primarily to restaurants, takeaway outlets, pubs and night-clubs. It also provides the support services associated with these products. Innervation Botswana is a PCI-compliant payment and switching business that provides streamlined integrated payment solutions to retailers, thereby enabling greater merchant capabilities and efficiency. Innervation Botswana also facilitates value added services for its clients, including loyalty and rewards.

The Directors of NewCo are: D.C. Sparrow and E.B. Derksen, both South African nationals.

The Primary Target Enterprises are Sybrin Systems and Sybrin. Sybrin Systems is a private company incorporated in accordance with the Laws of the Republic of South Africa, whilst Sybrin is incorporated under Laws of Guernsey.

Both Sybrin Systems and Sybrin are each wholly owned by EOH Mthombo, which, in turn, is wholly owned by EOH Holdings Limited. EOH Holdings is a public company listed on the Johannesburg Stock Exchange and, as such, is not controlled by any single shareholder. In Botswana, the Target Enterprises provide software, implementation and support services in the following domains: payments – providing enterprise payment software to financial institutions in order to streamline and integrate payment processing; document management – a system or process used to capture, track and store electronic documents, such as PDFs, word processing files and digital images of paper-based content; and fraud risk management – which helps to prevent, detect and respond to fraud risks.

The Directors of Sybrin Systems are: J. Boggenpoel; F.S Newman; M.B Mare; B.M Paul; and R. van Hee (all South African nationals). As for Sybrin, its Directors are: M.B Mare; B.M Paul; and A.D Stidolph (all South Africans).

According to section 50 (3), of the Competition Act 2018, “any person, including a third party not party to the proposed merger, may voluntarily submit to the inspector or the Authority any document, affidavit, statement or other relevant information in respect of a proposed merger.”

The Competition and Consumer Authority therefore seeks any stakeholder views for or against the proposed merger, which may be sent within 10 days from date of this publication to the following address:

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