



competition commission
south africa

Presentation to Portfolio Committee: Communications and Digital Technologies

Presentation by the Competition Commission – Commissioner
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Introduction Vodacom/Maziv

- The Competition Commission (Commission) was requested to update the Portfolio Committee of Communications and Digital Technologies on the two mergers in communications sector:
 - Vodacom (Pty) Ltd and Maziv (Pty) Ltd, previously known as Business Venture Investments No 2213 Proprietary Limited; and
 - Groupe Canal+ SAS (Canal+) and MultiChoice Group Ltd.

Vodacom/Maziv

- On 13 December 2021, Vodacom (Pty) Ltd (Vodacom) notified the Commission of its intention to acquire a 30% in Business Venture Investments No 2213 Proprietary Limited, previously known as Maziv (Pty) Ltd (Maziv). Following an extensive investigation, the Commission in August 2023 recommended to the Competition Tribunal (Tribunal) that the merger be prohibited.
- In October 2024, the Tribunal issued its ruling and prohibited the merger.
- The Minister of Trade, Industry and Competition (dtic) and the merging parties appealed the Tribunal's decision to the Competition Appeal Court (CAC).
- The CAC set aside the Tribunal's decision and approved the merger subject to conditions agreed to by the Commission and the merging parties.

The Commission's Recommendations: Vodacom/Maziv

- In August 2023, the Commission recommended to the Tribunal to prohibit the merger between Vodacom Maziv for the reasons below:
 - The proposed merger would combine one of South Africa's largest fibre infrastructure players, Vodacom had fibre assets which would have been transferred to Maziv.
 - The proposed merger would result in the loss of direct competition between Vodacom and Maziv in the areas where both Vodacom and Maziv have deployed fibre.
 - The proposed merger would also eliminate price competition in the fibre market.
 - Both Vodacom and Maziv have significant pre-merger plans to expand coverage, particularly in underserved low-income areas, and was therefore also concerned of future competition in relation to fibre and 5G FWA.

The Commission's Recommendations (cont)

- From a vertical perspective, the Commission identified several concerns about incentives for self-preferencing and foreclosure of competitors post-merger including:
 - Dependency of MNOs on Maziv, and DFA specifically for fibre backhaul and metropolitan connectivity services to provide mobile retail services. The merger would create the ability and incentive to partially foreclose or disadvantage rival MNOs.
 - Similarly, providers of lit FTTB services relied on the merging parties, and particularly DFA, for dark fibre. The merger amplified the merged entity's incentive to prefer its own retail businesses over those of competitors.

The Commission's Recommendations (cont)

- The Commission was of the view that:
 - The merger is likely to substantially prevent or lessen competition in several markets and that the conditions offered could not fully address the resultant harm to competition.
 - The public interest commitments provided by the merger parties did not outweigh the competition concerns.
- The Commission received objections of the merger from several market participants.
- On 29 October 2024, the Tribunal prohibited the proposed merger between Vodacom and Maziv.

The Tribunal's Decision

- Following the Commission's recommendations, the Tribunal held a public hearing, which involved participation by the Commission, the merging parties, the interveners and the interested parties (the dtic & CWU).
- The Tribunal concluded that the transaction raises significant horizontal and vertical competition concerns, which will lead to a substantial lessening of competition in the affected markets.
- There are no efficiencies and/or pro-competitive gains that outweigh the anti-competitive effects of the proposed merger.
- The combined horizontal and vertical competition effects cannot effectively be remedied and effectively monitored and enforced.
- The transaction could not be justified on public interest grounds, therefore the anti-competitive effects would be permanent.
- On 29 October 2024, the Tribunal prohibited the proposed merger between Vodacom and Maziv.

The Competition Appeal Court Decision

- The Minister of Trade, Industry & Competition, the merging appealed the decision of the Tribunal to the Competition Appeal Court (CAC).
- Before the hearing of the appeal, the Commission and the merging engaged and agreed on set of conditions that substantially remedy the horizontal and vertical competition concerns which led to the Tribunal's decision to prohibit the merger. As a result, the Commission did not oppose the appeal.
- The Commission made submissions to the CAC, on how the revised conditions substantially remedy the competition concerns.
- The CAC considered the appeal, and set aside the Tribunal's order prohibiting the merger and replaced it with a conditional approval of the merger based on remedies agreed to between the Commission and the merging parties.

The Competition Appeal Court Decision (cont)

- The CAC conditions remedy the following key concerns:
 - The horizontal reduction in competition between Fixed Wireless Access (FWA) and Fibre to the Home (FTTH);
 - The horizontal overlap in FTTH infrastructure and potential price increases post-merger; and
 - The vertical foreclosure concerns.

The Revised Conditions

- The revised conditions sort to promote competition between FTTH and FWA, by improving the capex commitment by Maziv and extending it to a five-year period post-merger to ensure that Maziv remains incentivised to service third party network operators.
- The revised conditions also promote competition between FTTH and FWA through enhanced coverage commitments together with connection commitments.
- The revised conditions also provide for a standard divestiture arrangement to maintain pre-merger competition.
- The revised conditions also:
 - Introduce structural changes to Maziv's governance structure that limit the merged entity's incentives to foreclose competitors.
 - The revised conditions also incorporated enhanced fast track interim relief process to that addresses potential foreclosure concerns. This will ensure that any attempt to get first mover advantage can be prevented through a fast-track interim relief.
- The merger parties have also agreed to maintain lower-cost broadband packages in the market to ensure that especially lower-income consumers have a range of competitively priced packages to choose from.
- The revised conditions also brought significant improvements to the public interest commitments, these include additional capex spend to roll-out new (Fibre-to-the Business (FTTB), FTTH and Fibre-to-the-Site (FTTS) infrastructure, enterprise development and an increase in the employee share ownership, free access to 1Gigabit per second fibre lines for public libraries and clinics, an increased in the number of police stations.

Canal+/Multichoice

- On 30 September 2024 Groupe Canal+ SAS (Canal+) notified the Commission of its intention to acquire MultiChoice Group Ltd (MultiChoice).
- Canal+, is a subsidiary of Canal+ SA, which is listed on the London Stock Exchange's Main Market.
- Canal+ is an international media firm involved in the production, commissioning and supply of audiovisual content, the provision of advertising services, development of video games and the publication of books.
- MultiChoice is a audiovisual entertainment services provider which operates across Sub-Saharan Africa.
- It controls several firms in South Africa, including, but not limited to, Supersportbet, Showmax, DSTV Media Sales, Orbicom and SuperSport International Holdings.

The Commission's Recommendations: Canal+ /MultiChoice

- In May 2025, the Commission recommended to the Tribunal to approve with conditions the merger between Canal+ /MultiChoice for the reasons below:
 - The Commission's investigation revealed that the transaction was unlikely to substantially prevent or lessen competition.
 - The Commission sought to protect public interest concerns raised by several stakeholders given the role MultiChoice played in the broader audiovisual ecosystem in South Africa.
 - Therefore the Commission recommended that the Tribunal approves the merger subject to conditions, including:
 - procurement commitments,
 - addressing employment concerns,
 - an increase in the shareholding of historically disadvantaged persons (HDPs),
 - supplier development commitments, and
 - the merged entity's continued operation from South Africa.

The Tribunal's Decision: Canal+ /MultiChoice

- In July 2025, the Tribunal published a decision to approve the merger between Canal+ and MultiChoice with conditions.
- The conditions are primarily related to public interest, including
 - Employment,
 - Promotion of ownership by HDPs and workers,
 - Supplier development and
 - Corporate social investment initiatives.
- The conditions include providing access to international sporting event where South African national teams or individuals are participating.
- The merged entity will identify opportunities to increase the availability of locally produced South African general entertainment content internationally.
- The conditions also included listing of Canal+ on the JSE, subject to obtaining all regulatory approvals.

Monitoring of Conditions

- The Commission monitors conditions and remedies. These includes reporting by divisions on conditions and remedies implementation, and multidisciplinary reporting by the Commission in terms of the Annual Performance Plan.
- The Commission is focusing on strengthening and resourcing its conditions monitoring function to ensure the conditions imposed on mergers are monitored in a timely and effective manner in support of workers, firms, and new entrants.
- The Commission also receives complaints from stakeholders where there is suspicion of violation of the conditions and respond appropriately to such complaints.
- Furthermore, the Competition Act empowers the Commission and the Tribunal to revoke approval of a merger in the event there is a breach of conditions.

Inter-Regulatory Coordination

- The Commission has entered into a Memorandum of Understanding (MOU) with ICASA to coordinate efforts on communications matters.
- The MOU outlines the framework for cooperation and collaboration between the Commission and ICASA on relevant matters.
- The Commission maintains a cooperative regulatory relationship with ICASA in accordance with the MOU.
- The Commission consulted with ICASA regarding both the Vodacom/Maziv and Canal+ /MultiChoice matters.

Conclusion

- The Commission maintains a collaborative regulatory relationship with ICASA, through the MOU.
- The Commission monitors conditions monitoring and will continue to enhance its capacity to ensure effectiveness of our monitoring.
- The merging parties are required to report on compliance with the remedies and conditions of the merger to the Commission in line with the reporting requirements and timelines.



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THANK YOU

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