



**Caterpillar Inc. – RPMGlobal Holdings Limited**

MN-01058

# **Phase 1 Determination**

**Acquisition may be put into effect**

18 December 2025

## 1. Determination

<b>Notified acquisition</b>	Caterpillar Inc.'s ( <b>Caterpillar</b> ) proposed acquisition of 100% of the fully diluted share capital in RPMGlobal Holdings Limited (ASX: RUL) ( <b>RPM</b> ) (the <b>Acquisition</b> ).
<b>Determination</b>	The Australian Competition and Consumer Commission has determined under section 51ABZE(1) of the <i>Competition and Consumer Act 2010</i> (Cth) that the Acquisition may be put into effect.
<b>Parties to the Acquisition</b>	<p>The acquirer, Caterpillar, is a global manufacturer and supplier of construction and mining equipment, natural gas and off-highway diesel engines, industrial gas turbines and diesel-electric locomotives.</p> <p>Caterpillar supplies a range of equipment and ancillary support and services to mining customers including large haul trucks, loading equipment, drilling equipment, dozers and graders, support trucks and site support machines, underground hard-rock equipment, longwall systems and associated attachments and parts.</p> <p>Caterpillar also supplies different mining software solutions: Cat MineStar, Cat Foresight and Cat VisionLink, which can be integrated with Caterpillar and other original equipment manufacturer (<b>OEM</b>) mining equipment for mining equipment management and automation.</p> <p>The target, RPM, is a global provider of mining software solutions for managing mine planning and design, simulation, scheduling, asset management, operational management, financial modelling and environmental, social and governance reporting. Its software is used by mining companies, OEMs and contractors.</p>
<b>Reasons for determination</b>	The reasons for the ACCC's determination are set out in section 2.

## 2. Statement of reasons

- 2.1. When making a determination in Phase 1, the Australian Competition and Consumer Commission (**ACCC**) undertakes a competition assessment and considers whether it is appropriate for an acquisition to be approved or subject to further assessment in Phase 2 in accordance with section 51ABZJ of the *Competition and Consumer Act 2010* (Cth) (the **Act**). In doing so, the ACCC must have regard to the object of the Act and all relevant matters, including the interests of consumers.
- 2.2. For more information about the ACCC's approach to considering notified acquisitions, see the ACCC's [merger assessment guidelines](#) and [interim merger process guidelines](#).
- 2.3. For the reasons given below, the ACCC has determined that the Acquisition may be put into effect.

## Industry background

### Mining equipment

- 2.4. Mining equipment refers to various categories of machinery, vehicles and tools to assist in the carrying out of works to be used to support the extraction of minerals from the earth. The following products can be considered examples of mining equipment:
- (a) Large haul trucks
  - (b) Loading equipment, which includes large wheel loaders, hydraulic mining shovels and electric rope shovels
  - (c) Drilling equipment
  - (d) Track-type tractors (Dozers)
  - (e) Graders, used to maintain haul roads and site surfaces
  - (f) Support trucks and site support machines, including water trucks for dust control and wheel tractor-scrapers
  - (g) Underground hard-rock equipment, including load-haul-dump loaders and underground mining trucks
  - (h) Longwall systems and components
  - (i) Attachments and machine parts, including buckets, lips and other tools designed for mining equipment
  - (j) Other smaller or specialised products.

### Mining software solutions

- 2.5. Mining software solutions cover a variety of digital technology tools which support and assist the overall efficiencies of mining development and operations, and include tools to assist with asset management, simulation, automation and safety, planning and scheduling, financials and ESG.

#### *Asset management software*

- 2.6. Asset management software assists mining companies and other businesses to plan and manage their assets throughout their lifecycle to improve their longevity and ensure their optimal functioning. It also assists with budgeting, scheduling servicing, repairs and maintenance including forecasting the costs involved, and decision-making for procuring assets.

#### *Simulation software*

- 2.7. Simulation software assists mining companies with operational decision making by reproducing different scenarios to determine the most efficient and productive method to carry out works. This software typically enables the user to create models of a mine site to test and investigate various options such as haulage routes, drag lining (and other mining equipment work) methods, or to quantify the impact of changes to haulage systems. Mining companies can use simulation

software to help inform procurement choices between alternative suppliers of mining equipment.

## Overlap and relationship between the Parties

- 2.8. The Acquisition would combine a mining OEM with a supplier of asset maintenance and mining simulation software.
- 2.9. Caterpillar is a customer of RPM for asset management software and simulation software (AMT and Simulate products), and as such, there is a vertical relationship between the merger parties.
- 2.10. While Caterpillar does supply OEM mining software through its Cat MineStar and Cat VisionLink products, these are focussed at individual assets, differing from the RPM MinePlanner an AMT products that focus on whole of mine.
- 2.11. Caterpillar and RPM (the Parties) submitted that the relevant geographic market would likely range from national to global for each type of mining equipment and global for asset management and simulation software. However, the ACCC did not find it necessary to reach concluded views on the product and geographic dimensions of markets for the supply of mining equipment, asset management software or simulation software.

## Competition assessment

- 2.12. The ACCC has considered the effects of the Acquisition by comparing the likely future state of competition if the Acquisition proceeds against the continuation of the current state of competition (being the likely future state of competition if the Acquisition does not proceed).

## Relevant areas of competition

- 2.13. Mining companies acquire mining equipment from OEMs, and both OEMs and mining companies may acquire asset maintenance and mining simulation software.
- 2.14. The ACCC has considered whether the Acquisition is likely to substantially lessen competition in the supply of mining equipment in Australia, by:
  - a. Providing Caterpillar with the ability to profitably raise the price or lower the quality of, or restrict the supply of, the asset management or simulation software that rival OEMs acquire from RPM.
  - b. Undermining the ability or incentive of rival OEMs to compete effectively through their pricing, the quality of their offerings, or their investment in innovation by allowing Caterpillar to gain access to competitively significant information (**CSI**) about rival OEMs' mining equipment (and their supply of that equipment) through rival OEMs' and mining customers' use of RPM software.
  - c. Undermining the ability or incentive of rival OEMs to compete effectively through their pricing, the quality of their offerings, or their investment in innovation by allowing Caterpillar to gain access to CSI about customers of mining equipment through their use of RPM software.

- 2.15. The ACCC initially considered additional ways in which the Acquisition could result in competitive harm in the supply of mining equipment and/or mining software in Australia. These theories were considered and dismissed early as they were not supported by the evidence before the ACCC.

## Vertical effects – foreclosure of rival OEMs

- 2.16. The ACCC considers that the Acquisition is unlikely to have the effect of substantially lessening competition in the supply of mining equipment in Australia as Caterpillar and RPM are unlikely to have the ability to foreclose rival OEMs by denying them access to RPM software, nor are they likely to have the ability to partially foreclose rivals by raising the price or lowering the quality of supply of the software.
- 2.17. The ACCC considers that RPM's software is not likely to be sufficiently important to competitive effectiveness in the supply of mining equipment such that a substantial lessening of competition would result were rivals unable to use it. This is because, based on information provided by the Parties and market feedback, some rivals of Caterpillar do not use AMT, and some do not use RPM's simulation software. The ACCC also considers it likely that there are alternative software suppliers that rival OEMs could switch to. Information provided by the Parties outlined that competitors to RPM's AMT product include SAP, Oracle, Microsoft, MEX, Hexagon, Pronto, Cosmo Tech, Dingo and OXMT. Information provided by the Parties and other market participants indicated that competitors to RPM's simulation products include TIMining, SimMine, AnyLogic, ThreeDify, Deswik (owned by Sandvik), ExtendSim, Micromine, Autodesk, Simio, Rockwell Automation, Datamine and idoba.
- 2.18. Some market feedback has also suggested RPM's simulation software may be important to OEMs because alternatives do not currently have the same level of functionality and/or RPM's simulation software is the preferred software of customers of mining equipment to compare the offerings of OEMs. However, even in these circumstances, the ACCC considers that denying rivals' use of the software would not necessarily lead to Caterpillar increasing sales at the expense of rivals. This is because it is likely that mining customers would be wary of choosing Caterpillar's offering in the knowledge that Caterpillar has denied rivals from presenting their offerings on an equal footing.

## Reduced competition arising from accessing and using competitively significant information about rival OEMs' mining equipment

- 2.19. The ACCC considers that Caterpillar's access to and/or use of rival OEM's CSI is unlikely to have the effect of substantial lessening of competition in relation to the supply of mining equipment in Australia. Given physical and contractual limitations as well as the presence of rival software suppliers, the ACCC does not consider that Caterpillar is likely to be in a position to access and/or use this information to undermine rivals' ability or incentive to compete effectively.
- 2.20. As a result of information provided by the Parties and market participants, the ACCC understands that the types of information about OEMs' mining equipment that are inputted into AMT by users of the software (other than information that is already available to rivals) can include:

- The life cycle and maintenance strategy for equipment, including estimates of the costs of maintenance and of replacing parts/components
- The actual cost of maintaining the equipment
- Parts pricing
- Equipment hire and maintenance rates
- The revenue from hire and maintenance contracts (which when combined with cost information can indicate the profitability of such contracts)
- The actual usage and downtime of the equipment.

2.21. As a result of information provided by the Parties and market participants, the ACCC understands that the types of information about OEMs' mining equipment that are inputted into RPM's simulation software (other than information that is already available to rivals) can include:

- Particular configurations of equipment (such as a particular tyre size on a truck or a particular bucket size on an excavator)
- Specifications resulting from those configurations (such as weight and payload of the machine)
- Equipment specifications that are typically not publicly available
- Fuel usage
- Costs.

2.22. Where Caterpillar is able to gain access to CSI about rivals that is inputted to the RPM software and use that information, for example, to undercut rivals in competitive bidding processes or to 'free-ride' on rivals' innovations, that could have the effect of deterring rivals and reducing competition.

2.23. The ACCC considers that, post-Acquisition, Caterpillar is not likely to have the ability to access CSI about its rivals for two reasons.

2.24. Firstly, based on documents provided by the Parties, the ACCC considers that there are currently physical and contractual limitations to RPM's access to data inputted to the software by customers. In particular, AMT and RPM's simulation software are client server applications, typically hosted 'on premises' by customers, and with each customer operating their own local version of the software and inputting their own information into that local version. The ACCC understands that where the software is hosted on premises, RPM has no ability to access the data, other than with customer consent.

2.25. Secondly, the ACCC considers that any rival OEMs that are not satisfied by the limitations to RPM's access to their competitively significant data are likely to be able to cease using RPM software. For the reasons identified at paragraph 2.17 above, the ACCC considers that AMT and RPM's simulation software are not likely to be sufficiently important to competitive effectiveness in the supply of mining

equipment such that a substantial lessening of competition would result if rivals were unable to use it.

- 2.26. Some market feedback has suggested that potential barriers to an OEM switching away from RPM's simulation software include that alternatives do not currently have the same level of functionality and/or that RPM's simulation software is the preferred software of customers of mining equipment to compare the offerings of OEMs. The ACCC considers that, even in these circumstances, customers of mining equipment will have an incentive to accommodate rival OEMs to Caterpillar using alternative simulation software if the ongoing use of RPM simulation software is leading to a lessening of competition between OEMs. This is because customers of mining equipment benefit from competition between OEMs.

### Reduced competition arising from accessing and using competitively significant information about customers of mining equipment

- 2.27. The ACCC considers that Caterpillar's access to and/or use of CSI about customers of mining equipment is unlikely to result in a substantial lessening of competition in relation to the supply of mining equipment in Australia. Given physical and contractual limitations as well as the presence of rival software suppliers, the ACCC does not consider that Caterpillar is likely to be in a position to access and/or use this information to undermine rivals' ability or incentive to compete effectively.
- 2.28. As a result of information provided by the Parties and market participants, the ACCC understands that the types of information about customers of mining equipment that is input to AMT by those customers (other than information that is already available to Caterpillar) can include:
- Prices the customer pays for parts or other inputs
  - Maintenance strategies
  - Equipment used
  - Estimates of equipment usage and life
  - The actual labour used to maintain equipment and maintenance costs
  - The actual usage and downtime of the equipment.
- 2.29. As a result of information provided by the Parties and market participants, the ACCC understands that the types of information about customers of mining equipment that is input to RPM's simulation software by those customers (other than information that is already available to Caterpillar) can include:
- Geometric data about the physical layout and features of a mine (noting that it may be in the customer's interest to share such information with a prospective supplier of mining equipment)
  - Historical data on productivity and production, which are used to validate and calibrate simulations

- Operating costs
- Equipment used
- Operational plans (e.g. schedules and targets) and conditions (e.g. shift lengths).

2.30. Where Caterpillar is able to gain access to CSI about customers of mining equipment that is inputted to RPM software, that could have the effect of deterring rivals and reducing competition. For example, rivals may be deterred from competing vigorously (where to do so incurs costs) if they perceive that they are at a disadvantage in winning business with customers because of the information Caterpillar has about those customers.

2.31. The ACCC considers that, post-Acquisition, Caterpillar is not likely to have the ability to access CSI about customers of mining equipment for two reasons.

2.32. Firstly, as stated above at paragraph 2.24, based on documents provided by the Parties, the ACCC considers that there are currently physical and contractual limitations to RPM's access to data inputted to the software by customers.

2.33. Secondly, the ACCC considers that any customers of mining equipment that are not satisfied by the limitations to RPM's access to CSI are likely to be able to cease using RPM software. Information provided by the Parties to the ACCC indicates that many customers of mining equipment, including major mining companies, do not use RPM software. The ACCC also considers it likely that there are alternative software suppliers that customers of mining equipment could switch to, noting the competitors listed above at paragraph 2.17.

### **3. Applications for review**

3.1. A notifying party, or other person who has been allowed to do so by the Australian Competition Tribunal, may apply for review if they are dissatisfied with the determination. Pursuant to section 100C of the Act, applications for review of the determination are to be made to the Australian Competition Tribunal before the end of 14 calendar days after this statement of reasons was included on the ACCC's Acquisitions Register. To confirm whether there has been any application for review, please contact the Australian Competition Tribunal.

**Determination made by a division of the Commission constituted by a direction issued pursuant to section 19 of the Act**