

**NOTICE OF
GENERAL MEETING 2019**



OMNIA

Trusted Performance Innovative Solutions
BETTER WORLD

NOTICE OF GENERAL MEETING

Omnia Holdings Limited
Incorporated in the Republic of South Africa
(Registration number 1967/003680/06)
Share code: OMN ISIN: ZAE000005153
("Omnia" or the "Company" or the "Group")



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, please consult your broker, Central Securities Depository Participant ("CSDP"), attorney, accountant, banker or other professional advisor immediately. If you have disposed of all of your Omnia ordinary shares, then this document and the attached form of proxy (green), should be forwarded to the purchaser to whom, or the broker, agent, CSDP or banker through whom you disposed of your Omnia ordinary shares.

This document is available in English only. Copies of this notice of general meeting and form of proxy (green) may be obtained from the registered offices of Omnia during normal office hours from Wednesday, 26 June 2019 to Thursday, 25 July 2019. The notice of general meeting and form of proxy (green) will also be available on the website of the Company <https://www.omnia.co.za/component/jdownloads/send/57-downloads/215-notice-of-egm> from Wednesday, 26 June 2019.

Please take note of the following provisions regarding the action required by Omnia shareholders:

NOTICE IS HEREBY GIVEN that a general meeting of Omnia shareholders will be held at 09:00 on Thursday, 25 July 2019 at the registered office of the Company, being Omnia House, Epsom Downs Office Park, 13 Sloane Street, Epsom Downs, Bryanston, 2021 ("General Meeting"), for the purpose of considering and, if deemed fit, passing, with or without modification, the special resolutions set out below.

This notice of General Meeting ("Notice") has been sent to Omnia shareholders who were recorded as such in the Company's securities register on Friday, 21 June 2019, being the record date used to determine which Omnia shareholders are entitled to receive the Notice.

The record date on which Omnia shareholders must be registered in the Company's securities register in order to attend and vote at the General Meeting is Friday, 19 July 2019, being the voting record date used to determine which Omnia shareholders are entitled to attend and vote at the General Meeting. The last day to trade in order to be entitled to vote at the General Meeting will be Tuesday, 16 July 2019.

IDENTIFICATION

Section 63(1) of the Companies Act, 71 of 2008, as amended, ("Companies Act") requires that a person wishing to participate in a shareholders' meeting (including any representative or proxy) must provide satisfactory identification (such as identity documents, driver's licences or passports) before they may attend or participate in the shareholders' meeting.

INTRODUCTION AND PURPOSE OF THE NOTICE OF GENERAL MEETING

Omnia shareholders are referred to the announcements released on SENS on Tuesday, 23 April 2019 and Thursday, 30 May 2019 wherein it was announced that the Group was engaged in a collaborative process with its principal debt providers to devise and implement a restructuring of its existing debt and that Omnia intended to undertake a rights offer to its shareholders of R2 billion, respectively. This renounceable rights offer ("Rights Offer") and debt restructuring collectively form part of a comprehensive capital restructure and de-gearing exercise to be undertaken by Omnia.

The Company has mandated Java Capital to act as Independent Financial Advisor and Transaction Sponsor and The Standard Bank of South Africa Limited (acting through its Corporate and Investment Banking Division), Investec Bank Limited (acting through its Investment Banking Division), Absa Bank Limited (acting through its Corporate and Investment Banking Division) and Rand Merchant Bank (a division of FirstRand Bank Limited), as Joint Bookrunners and exclusive Joint Underwriters (collectively the "Advisors") on the Rights Offer, in order to ensure that the full R2 billion will be raised.

Omnia, in conjunction with its Advisors, has undertaken a detailed analysis of its capital structure in order to identify an appropriate and prudent gearing level for the Group. To this end, Omnia has entered into an interim debt arrangement with a view to replacing this interim arrangement with a new long-term debt structure during the 2020 financial year. The proceeds of the Rights Offer will be applied to reduce the overall gearing of the Group. Further details of the debt restructure are provided later in this Notice.

NOTICE OF GENERAL MEETING (CONTINUED)

To effect the capital restructure and de-gearing exercise, including the Rights Offer, Omnia is required to convene a General Meeting of shareholders to seek approval to:

- increase the authorised ordinary share capital of Omnia;
- grant the directors the authority to issue more than 30% of Omnia's issued share capital to facilitate the execution of the Rights Offer; and
- grant the directors the authority to authorise the Company to provide direct or indirect financial assistance, by way of a loan, guarantee, the provision of security or otherwise, to Umongo Petroleum Proprietary Limited, Omnia Group Proprietary Limited and any wholly-owned subsidiary, including in relation to the restructured debt package, (collectively, the "**Required Resolutions**").

The Required Resolutions are set out in this Notice. The JSE Limited ("**JSE**") has been informed of the corresponding amendment to Omnia's share capital, subject to such increase and amendments being approved by Omnia shareholders and filed with the Companies and Intellectual Property Commission.

Omnia shareholders are referred to Omnia's annual financial results for the financial year ending 31 March 2019, which were published on 25 June 2019, for more detailed financial information. Further details in relation to the Rights Offer, the Group and the Group's financial information will be disclosed in a circular ("**Rights Offer Circular**") to be sent to Omnia shareholders as soon as is practically possible following shareholder approval of the Required Resolutions. The salient dates pertaining to the Rights Offer will be released on SENS and published in the Rights Offer Circular.

RATIONALE FOR THE CAPITAL RESTRUCTURE AND DE-GEARING EXERCISE

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. The Group monitors capital on the basis of net interest-bearing borrowings over adjusted EBITDA. The Group aims to keep this ratio at 2.0 x to 3.0 x in the medium-term and below 2.0 x in the long-term, measured at year-end.

Rm	2019	2018
Net interest-bearing borrowings at 31 March	4 403	2 542
Adjusted EBITDA for the financial year ended 31 March	1 137	1 464
Ratio	3.9 x	1.7 x

The Group leveraged its balance sheet in its 2017, 2018 and 2019 financial years as part of a strategic growth initiative, which included:

- expansion through the acquisitions of Umongo Petroleum (December 2018) and Oro Agri (May 2019) and making market entries into new jurisdictions;
- investment in the new nitrophosphate plant; and
- investment in the Microsoft Dynamics AX system and related infrastructure.

At 31 March 2019, the Group had reached the end of its expansionary capital expenditure programme and therefore capital expenditure will reduce significantly in the medium-term.

In the 2019 financial year, the Group was adversely affected by droughts, late rains, a volatile Rand, a material slowdown in the local and international mining industry, and overall difficult trading conditions, resulting in a net loss after tax of R407 million. Increased working capital requirements, following the recent acquisitions, were funded through a combination of borrowings and bank overdraft facilities.

The net loss after tax, together with the increase in the Group's debt levels, was not in line with the Group's principal debt providers' expectations and covenant requirements. The Group proactively engaged with its debt providers, and, by 31 March 2019, the debt providers agreed to waive all potential rights of default on existing loan facilities (disclosed as current interest-bearing borrowings and bank overdrafts on the balance sheet) on the condition that new debt terms be agreed before 25 June 2019.

The Group has now secured a R6.8 billion bridge debt facility with its principal debt providers, comprised of a term loan of R5.0 billion and committed overdraft and other facilities of R1.8 billion (the "**Bridge Debt Facility**"). The Bridge Debt Facility allowed the Group to settle all existing borrowings and overdraft facilities at 24 June 2019.

While the Bridge Debt Facility provides the Group with the liquidity it requires in the short-term, the Group's debt levels remain high. In order to ensure the Group's long-term sustainability, the Company intends to make a Rights Offer of R2 billion to existing shareholders as an immediate solution to strengthen the capital structure. Proceeds from the Rights Offer will be used to partly repay the Bridge Debt Facility. The Rights Offer will reduce debt levels to within the Group's targeted range, thereby affording the Group access to undrawn debt facilities and reducing the Group's cost of capital.

The remainder of the Bridge Debt Facility, after reduction by the proceeds of the Rights Offer, is expected to be refinanced into a structured term loan and working capital debt package. As a part of the debt restructure, the Company is required to provide certain parent company guarantees in respect of the facilities in the restructured debt package, in particular to secure the performance of other Omnia group companies thereunder. However, a restructuring of the debt in isolation would not de-gear the Group, hence the decision to undertake the Rights Offer to strengthen the capital structure immediately and allow management to focus on decreasing Omnia's operational leverage to best position the Group for growth. The new capital structure together with a well thought-through business turnaround strategy is expected to deliver improved results going forward.

Omnia has engaged with its major shareholders and has to date received supportive feedback regarding the rationale for the capital restructure and de-gearing exercise. The Group has received signed letters of support from shareholders and asset managers in respect of approximately 58% of Omnia's voting shares as at the last practicable date for this Notice, to vote in favour of the Required Resolutions or to recommend to their clients that they vote in favour of the Required Resolutions, as applicable, to enable the Rights Offer to take place.

STANDBY UNDERWRITING AGREEMENT

The Company has entered into a standby underwriting agreement with Absa Bank Limited, Investec Bank Limited, Rand Merchant Bank (a division of FirstRand Bank Limited) and The Standard Bank of South Africa Limited (together, the "**Joint Bookrunners**"), which have undertaken to severally underwrite 25% of the Rights Offer each (the "**Standby Underwriting Agreement**").

Shareholders should note that (i) a failure to approve the Required Resolutions at a general meeting within 45 days of the signature date of the Standby Underwriting Agreement and/or (ii) a termination or cancellation of the Standby Underwriting Agreement would constitute an event of default under the Bridge Debt Facility, which would require the Group to find another method of restructuring and reducing its overall debt.

REQUIRED RESOLUTIONS

The Required Resolutions are:

SPECIAL RESOLUTION NUMBER 1: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT, in terms of section 36(2)(a) and section 16(1)(c) of the Companies Act, the authorised ordinary share capital of the Company be and is hereby amended by the creation of a further 425 000 000 ordinary shares of no par value in the authorised share capital of the Company, ranking *pari passu* in all respects with the existing shares in the authorised share capital of the Company, so as to result in a total of 500 000 000 ordinary shares of no par value in the authorised share capital of the Company, and that clause 8.1 of the Company's memorandum of incorporation be amended in order to reflect the increase by the replacement of "75 000 000 (seventy five million)" with "500 000 000 (five hundred million)"."

Reason for and effect of special resolution number 1

The reason for special resolution number 1 is to ensure that the Company has sufficient share capital to implement the Rights Offer as well as to provide the Company with headroom for any future share issuances. The price at which Omnia ordinary shares will be issued pursuant to the Rights Offer will be determined immediately prior to the posting of the Rights Offer Circular depending on, *inter alia*, market conditions prevailing at such time. Consequently, the directors believe that it is necessary to increase the authorised share capital of the Company in order to give the Company sufficient flexibility to make the Rights Offer at a price which will, in the circumstances prevailing at the time, be appropriate.

In order for special resolution number 1 to be adopted, the support of at least 75% of the total number of votes cast by Omnia shareholders present or represented by proxy at this General Meeting and entitled to vote, is required.

SPECIAL RESOLUTION NUMBER 2: AUTHORITY TO ISSUE SHARES IN EXCESS OF 30% OF THE CURRENT ISSUED SHARE CAPITAL OF THE COMPANY

"RESOLVED THAT, subject to the passing of special resolution number 1, and in terms of section 41(3) of the Companies Act, the Company is authorised to issue additional ordinary shares of no par value in the authorised share capital of the Company, such that the voting powers of the additional shares will be equal to or exceed 30% of the voting power of the Omnia ordinary shares held by Omnia shareholders immediately before the issue of the additional shares on the basis that:

- (i) the additional shares may be issued on such terms as may be determined by the directors of the Company, who will be authorised to allot and issue up to the aggregate number of authorised but unissued shares of the Company (for the avoidance of doubt, as increased pursuant to special resolution number 1), but may only be issued pursuant to the Rights Offer to the shareholders of the Company and/or pursuant to an underwriting of such Rights Offer; and
- (ii) such authority includes the authority to allot and issue any ordinary shares of no par value in the authorised but unissued share capital of Omnia to persons falling within the ambit of section 41(1) of the Companies Act, being a director, future director, prescribed officer or future prescribed officer of the Company, or a person related or inter-related to the Company or related or inter-related to a director or prescribed officer of the Company (or a nominee of any of the foregoing persons)."

NOTICE OF GENERAL MEETING (CONTINUED)

Reason for and effect of special resolution number 2

In expectation that the voting power of the Omnia ordinary shares to be issued pursuant to the Rights Offer will be equal to or exceed 30% of the voting power of all the Omnia ordinary shares in issue immediately before the implementation thereof, section 41(3) of the Companies Act requires the approval of Omnia shareholders by special resolution, which is dealt with in special resolution 2. Such authority will include the authority to allot and issue any Omnia ordinary shares in the authorised but unissued share capital of the Company to any underwriter(s) of the Rights Offer (whether or not such underwriter is a related party to the Company (as defined for purposes of the Listings Requirements of the JSE) and/or a person falling within the ambit of section 41(1) of the Companies Act, being a director, future director, prescribed officer or future prescribed officer of the Company or a person related or inter-related to the Company or related or inter-related to a director or prescribed officer of the Company (or a nominee of any of the foregoing persons)).

In order for special resolution number 2 to be adopted, the support of at least 75% of the total number of votes cast by Omnia shareholders present or represented by proxy at this General Meeting and entitled to vote, is required.

SPECIAL RESOLUTION NUMBER 3: AUTHORITY TO PROVIDE FINANCIAL ASSISTANCE IN TERMS OF SECTION 45 OF THE COMPANIES ACT

“RESOLVED THAT, in addition to and notwithstanding the authority provided pursuant to the passing of special resolution number 2.2 at the Omnia annual general meeting held on Thursday, 20 September 2018, the directors may, subject to compliance with the Company’s memorandum of incorporation and the Companies Act, each as presently constituted and as amended from time to time, authorise the Company to provide direct or indirect financial assistance, by way of a loan, guarantee, the provision of security or otherwise, to Umongo Petroleum Proprietary Limited, Omnia Group Proprietary Limited and any wholly-owned subsidiary for any purpose or in connection with any matter. This special resolution number 3 shall be effective as from the date of its passing, for the maximum period permitted under the Companies Act.”

Reason for and effect of special resolution number 3

The reason for special resolution number 3 is to obtain approval from Omnia shareholders to enable the Company to, in accordance with section 45 of the Companies Act, provide direct or indirect financial assistance to Umongo Petroleum Proprietary Limited, Omnia Group Proprietary Limited and any wholly-owned subsidiary for purposes of, inter alia, the facilities contained in the restructured debt package and specifically the guarantees that are required to be provided by the Company in respect of these facilities, including the Bridge Debt Facility.

The effect of special resolution 3 is to permit the directors of the Company to authorise the Company to grant financial assistance in the appropriate circumstances.

In order for special resolution number 3 to be adopted, the support of at least 75% of the total number of votes cast by Omnia shareholders present or represented by proxy at this General Meeting and entitled to vote, is required.

VOTING

A member is entitled to attend and to vote at the General Meeting subject to the provision of suitable identification. A member entitled to attend and vote at the General Meeting may appoint one or more proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company. A form of proxy (**green**) is enclosed.

On a show of hands, every shareholder present in person or in proxy and if a member is a body corporate, its representative, shall have one vote. On a poll, every shareholder present in person or by proxy and if the shareholder is a body corporate, its representative, shall have one vote for every share held or represented by him/her.

A form of proxy (**green**) is attached for completion by certificated shareholders and dematerialised shareholders with own-name registration who are unable to attend the General Meeting in person but wish to be represented thereat.

The form of proxy (**green**) must be completed in accordance with its instructions and should be received by the company secretary at the registered office or by the transfer secretaries at 13th Floor, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000), before the commencement of the General Meeting (or any adjournment thereof) or handed to the chairperson of the meeting before the appointed proxy exercises any shareholder rights at the meeting. It is recommended that such form of proxy (**green**) be returned to the company secretary or the transfer secretaries no later than 09:00 on Tuesday, 23 July 2019.

Registered certificated shareholders and dematerialised shareholders with own-name registration who complete and lodge forms of proxy will nevertheless be entitled to attend and vote in person at the General Meeting to the exclusion of their appointed proxy/(ies) should such member wish to do so. Dematerialised shareholders, other than with own-name registrations, must inform their CSDP or broker of their intention to attend the General Meeting and obtain the necessary authorisation from their CSDP or broker to attend the General Meeting, or provide their CSDP or broker with their voting instructions should they not be able to attend the General Meeting in person but wish to be represented. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

Certificated shareholders whose shares are held through a nominee or broker, must inform their nominee or broker of their intention to attend the General Meeting and obtain the necessary letter of representation from their nominee or broker, or provide their nominee or broker with their voting instructions should they not be able to attend the General Meeting in person.

ELECTRONIC PARTICIPATION

In compliance with the provisions of the Companies Act, Omnia intends to offer Omnia shareholders (or a representative or proxy for an Omnia shareholder) reasonable access through electronic facilities to participate in the General Meeting by means of a conference call facility. Shareholders will be able to listen to the proceedings of the General Meeting and raise questions and are invited to indicate their intention to make use of the facility by making application in writing (including details as to how the shareholder or its representative can be contacted), to so participate, to the transfer secretaries at the address detailed below, to be received by the transfer secretaries at least five business days prior to the General Meeting, in order for the transfer secretaries to provide the shareholder (or its representative) with details as to how to access any provided electronic participation.

The Company reserves the right to elect not to provide for electronic participation at the General Meeting in the event that it determines that it is not practical to do so. The costs of accessing any means of electronic participation provided by the Company will be borne by the shareholder accessing the electronic participation. Omnia shareholders are advised that participation in the General Meeting by way of electronic participation will not entitle a shareholder to vote. Should a shareholder wish to vote at the General Meeting, he/she may do so by attending and voting at the General Meeting either in person or by proxy.

By order of the board of directors of Omnia



M Nana

Group Company Secretary

Johannesburg

26 June 2019

FORM OF PROXY

Omnia Holdings Limited
Incorporated in the Republic of South Africa
(Registration number 1967/003680/06)
Share code: OMN ISIN: ZAE000005153
("Omnia" or the "Company")



For use only by Omnia shareholders who are:

- certificated shareholders; or
- dematerialised shareholders with "own-name registration",

at the general meeting of shareholders of the Company to be held at 09:00 on Thursday, 25 July 2019 at the registered office of the Company, being Omnia House, Epsom Downs Office Park, 13 Sloane Street, Epsom Downs, Bryanston, 2021, and any adjournment thereof ("**General Meeting**").

Dematerialised shareholders holding Omnia ordinary shares other than with "own-name registration", who wish to attend the General Meeting must inform their Central Securities Depository Participant ("**CSDP**"), or broker of their intention to attend the General Meeting and request their CSDP or broker to issue them with the relevant letter of representation to attend the General Meeting in person or by proxy and vote. If they do not wish to attend the General Meeting in person or by proxy, they must provide their CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker. **These shareholders must not use this form of proxy (green).**

I/we

(full name/s in block letters) of

(address)

Telephone work ()

Telephone home ()

Cellphone

Email address

being the holder/custodian of shares of the Company, hereby appoint (see notes below):

1. or failing him/her,

2. or failing him/her,

the chairperson of the General Meeting,

as my/our proxy to attend and act for me/us on my/our behalf at the General Meeting of the Company convened for purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at each postponement or adjournment thereof, and to vote for and/or against such resolutions, and/or to abstain from voting for and/or against the resolutions, in respect of the Omnia ordinary shares registered in my/our name in accordance with the following instructions:

	Number of Omnia ordinary shares		
	For	Against	Abstain
Special Resolution Number 1 Increase in the authorised share capital of the Company			
Special Resolution Number 2 Authority to issue shares in excess of 30% of the current issued share capital of the Company			
Special Resolution Number 3 Authority to provide financial assistance in terms of section 45 of the Companies Act			

Please indicate instructions to the proxy in the space provided above by the insertion therein of the relevant number of votes exercisable.

A member entitled to attend and vote at the General Meeting may appoint one or more proxies to attend and act in his/her stead. A proxy so appointed need not be a member of the Company.

Signed at _____ on _____ 2019

Signature _____

Assisted by (where applicable) _____

NOTES TO PROXY

1. Summary of rights contained in section 58 of the Companies Act, 71 of 2008, as amended ("**Companies Act**").

In terms of section 58 of the Companies Act:

- a shareholder may, at any time and in accordance with the provisions of section 58 of the Companies Act, appoint any individual (including an individual who is not a shareholder) as a proxy to participate in, and speak and vote at, a shareholders meeting on behalf of such shareholder;
 - a proxy may delegate her or his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing such proxy;
 - irrespective of the form of instrument used to appoint a proxy, the appointment of a proxy is suspended at any time and to the extent that the relevant shareholder chooses to act directly and in person in the exercise of any of such shareholder's rights as a shareholder;
 - irrespective of the form of instrument used to appoint a proxy, any appointment by a shareholder of a proxy is revocable, unless the form of instrument used to appoint such proxy states otherwise;
 - if an appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by: (i) cancelling it in writing, or making a later inconsistent appointment of a proxy and (ii) delivering a copy of the revocation instrument to the proxy and to the company; and
 - a proxy appointed by a shareholder is entitled to exercise, or abstain from exercising, any voting right of such shareholder without direction, except to the extent that the relevant company's memorandum of incorporation, or the instrument appointing the proxy, provides otherwise (see note 7 below).
2. The form of proxy (**green**) must only be used by shareholders who hold Omnia ordinary shares in certificated form or who are recorded on the sub-register in electronic form in "own-name".
 3. All other beneficial owners who have dematerialised their Omnia ordinary shares through a CSDP or broker and wish to attend the General Meeting must provide the CSDP or broker with their voting instructions in terms of the relevant custody agreement entered into between them and the CSDP or broker.
 4. A shareholder entitled to attend and vote at the General Meeting may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space provided, with or without deleting "*the chairperson of the General Meeting*". The person whose name stands first on the form of proxy (**green**) and who is present at the General Meeting will be entitled to act as proxy to the exclusion of such proxy(ies) whose names follow.
 5. A shareholder is entitled to one vote on a show of hands and, on a poll, one vote in respect of each Omnia ordinary share held. A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided. If an "X" has been inserted in one of the blocks to a particular resolution, it will indicate the voting of all the Omnia ordinary shares held by the shareholder concerned. Failure to comply with this will be deemed to authorise the proxy to vote or to abstain from voting at the General Meeting as he/she deems fit in respect of all the shareholder's votes exercisable thereat. A shareholder or the proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy, but the total of the votes cast and in respect of which abstention is recorded may not exceed the total of the votes exercisable by the shareholder or the proxy.
 6. A vote given in terms of an instrument of proxy shall be valid in relation to the General Meeting, notwithstanding the death, insanity or other legal disability of the person granting it, or the revocation of the proxy, or the transfer of the Shares in respect of which the proxy is given, unless notice as to any of the aforementioned matters shall have been received by the transfer secretaries not less than 48 hours before the commencement of the General Meeting.
 7. If a shareholder does not indicate on this form of proxy (**green**) that his/her proxy is to vote in favour of or against any resolution or to abstain from voting, or gives contradictory instructions, or should any further resolution(s) or any amendment(s) which may properly be put before the General Meeting be proposed, such proxy shall be entitled to vote as he/she thinks fit.
 8. The chairperson of the General Meeting may reject or accept any form of proxy (**green**) which is completed and/or received other than in compliance with these notes.
 9. A shareholder's authorisation to the proxy including the chairperson of the General Meeting, to vote on such shareholder's behalf, shall be deemed to include the authority to vote on procedural matters at the General Meeting.
 10. The completion and lodging of this form of proxy (**green**) will not preclude the relevant shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
 11. Documentary evidence establishing the authority of a person signing the form of proxy (**green**) in a representative capacity must be attached to this form of proxy (**green**), unless previously recorded by the transfer secretaries or is waived by the chairperson of the General Meeting.
 12. A minor or any other person under legal incapacity must be assisted by his/her parent or guardian, as applicable, unless the relevant documents establishing his/her capacity are produced or have been registered by the transfer secretaries.
 13. Where there are joint holders of Omnia ordinary shares:
 - any one holder may sign the form of proxy (**green**);
 - the vote(s) of the senior shareholders (for that purpose seniority will be determined by the order in which the names of shareholders appear in the Company's securities register) who tender a vote (whether in person or by proxy) will be accepted to the exclusion of the vote(s) of the other joint shareholder(s).
 14. Forms of proxy should be lodged with or mailed to the transfer secretaries:

Hand deliveries to: Link Market Services South Africa Proprietary Limited 13 th Floor 19 Ameshoff Street Braamfontein Johannesburg 2001	Postal deliveries to: Link Market Services South Africa Proprietary Limited PO Box 4844 Johannesburg 2000
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which should, for administrative purposes, be received by no later than 09:00 on Tuesday, 23 July 2019 (or 48 hours before any adjournment of the General Meeting which date, if necessary, will be notified on SENS) or may be handed to the chairperson of the General Meeting immediately before the appointed proxy exercises any of the shareholder's votes at the General Meeting

15. A deletion of any printed matter and the completion of any blank space need not be signed or initialled. Any alteration or correction must be signed and not merely initialled

CONTACT INFORMATION

OMNIA HOLDINGS LIMITED

a company registered and domiciled in
the Republic of South Africa
Registration number: 1967/003680/06
JSE code: OMN ISIN: ZAE000005153

REGISTERED OFFICE AND POSTAL ADDRESS

Omnia Holdings Limited

2nd Floor, Omnia House
Epsom Downs Office Park
13 Sloane Street, Epsom Downs
Bryanston, 2021

PO Box 69888
Bryanston, 2021

Telephone: +27 11 709 8888
Email: omnialR@omnia.co.za
Tip-offs anonymous: omnia@tip-offs.com

SPONSOR

Merchantec Capital

13th Floor,
Illovo Point
68 Melville Road,
Illovo, Sandton, 2196

PO Box 41480
Craighall, 2024

Telephone: +27 11 325 6363

FINANCIAL ADVISOR AND TRANSACTION SPONSOR

Java Capital

6A Sandown Valley Crescent
Sandown
Sandton, 2196

PO Box 522606
Saxonwold 2132

Telephone +27 11 722 3050

TRANSFER SECRETARIES

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13th Floor
19 Ameshoff Street
Braamfontein, 2001

PO Box 4844
Johannesburg, 2000

Telephone: +27 86 154 6572

AUDITORS

PricewaterhouseCoopers Inc.

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Telephone: +27 11 797 4000



OMNIA

OMNIA HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

Registration number 1967/003680/06

JSE code OMN • ISIN ZAE000005153

("Omnia" or "the Group")

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www.omnia.co.za