

NOTICE OF ANNUAL GENERAL MEETING 2019



OMNIA



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")

omniar@omnia.co.za
www.omnia.co.za

Trusted Performance Innovative Solutions

BETTER WORLD

FINANCIAL FEATURES

▲ REVENUE UP 7% TO
R18 628 MILLION

▼ OPERATING PROFIT DOWN
98% TO R24 MILLION

▼ LOSS BEFORE TAX
OF R414 MILLION

▼ LOSS AFTER TAX
OF R407 MILLION

▼ BASIC EARNINGS PER
SHARE OF (609 LOSS)
CENTS

▼ HEADLINE EARNINGS
PER SHARE OF (112 LOSS)
CENTS



ORO AGRI
ACQUISITION
EFFECTIVE FROM
1 MAY 2018



NITROPHOSPHATE
PLANT AT SASOLBURG
COMMISSIONED
24 MARCH 2019



BBBEE RATING
LEVEL 3



GROUP
RECORDABLE CASE
RATE OF **0.36**



CAPITAL RESTRUCTURE
AND **R2 BILLION**
RIGHTS ISSUE ON TRACK

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In 1980 Omnia listed on the JSE Limited (JSE) and is incorporated and domiciled in the Republic of South Africa. Omnia is a diversified chemicals group that supplies chemicals, manufactured and technology-based products as well as specialised services and solutions for the agriculture, mining and chemical applications industries. Using technical innovation combined with intellectual capital, Omnia leverages the expertise of 4 755 employees working in 48 countries to add value for customers at every stage of the sourcing, manufacturing, supply and service chain. With its vision of leaving a **Better World** as a footprint, the Group's solutions promote the responsible use of chemicals for health and safety, always assessing any potential environmental impact and ensuring a shift towards cleaner technologies. The subsidiaries of the Group are also involved in the development, manufacture, distribution and sale of mining explosives and accessories, fertilizers, speciality fertilizers, mining and industrial chemicals.

LETTER TO SHAREHOLDERS

DEAR SHAREHOLDERS

The current financial year experienced adverse market conditions, marked by droughts and late rains, a volatile rand currency, changes in the local and international mining industry, and overall difficult global trading conditions.

South Africa found itself in an economic recession in 2018. The 2018 recession spanned the first half of the financial year, recovering in the second half with overall annual growth at 0.8% driven by the growth of the finance and business services industries. However, the core markets within which Omnia trades, agriculture and mining, were worst impacted, creating a highly cost-conscious customer with low liquidity. The agriculture sector had a difficult year, registering a contraction of 4.8%. A slowdown in the production of field crops and horticultural products stunted growth in the first two quarters.

Globally, agriculture commodities remain in a cycle of lower prices, placing pressure on input supplier margins and volumes. In African markets, the low agriculture commodity prices impacted on farmers' ability to settle their debt and also made farmers more susceptible to using inexpensive input supplies. Overall Omnia's trade in the international markets is subject to economic and currency development, apart from specific industry sector challenges similar to that of South Africa. Omnia's international agriculture businesses are well established in the countries where it has a physical presence (Zambia, Zimbabwe, Mozambique, Brazil and Australia) while the southern African region is supported by sales directly from manufacturing facilities in South Africa.

The Zimbabwean budget deficit increased in 2018, worsening liquidity shortages. The introduction of an electronic clearance system (RTGS) and so called 'Bond' notes and coins introduced a new local currency. The Zimbabwean Reserve Bank established an inter-bank foreign exchange market for RTGS on 20 February 2019. While official rates were published from that date, access to those official rates remains a challenge in Zimbabwe. This has resulted in a rapid inflationary increase as people stocked up on basic commodities such as fuel and food. The liquidity issues in Zimbabwe remain a major concern for the next year and the situation in the country is expected to remain fluid; subsequent to 31 March 2019 the rate continued to deteriorate.

In Australia, the weakening Australian dollar had a positive impact on agriculture product exports from Australia to other countries. The expected increase of agriculture exports from Brazil to China, replacing volumes previously supplied by the USA, did not materialise as expected due to the drought experienced in Brazil.

South African mining production contracted by 1.6% compared to 2018 despite growth experienced in the rest of the world. In the mining sector, there was positive news with the finalisation of the Mining Charter and improving commodity prices, however, reinvestment for mining remains slow as mining in other countries is more attractive (South African mines are not competitive and government regulation is onerous). As a result, the low investment is evident by the fact that only 1% of global exploration is spent on exploration in South Africa, while 6% is spent on exploration in both Canada and Australia. The mining sector in Africa continues to move forward in terms of new mining developments and expansion of existing operations. In Australia, miners are benefiting from the weaker currency, resulting in increasing margins with products priced in US dollars.

The overall operating margin was 0.1% for the year, down from 6.7% in the prior year. Following the adjustment of the once-off items in the current year's results, as set out below, the current year operating margin is 2.3%:

- A further impairment of a problematic debtor in Angola of R44 million, now fully provided for
- Protea Chemicals incurred R35 million to restructure its business. As a result, annual costs of R75 million have been removed from the business on an ongoing basis, however, this full benefit will only be realised in FY2020. Phase two of the process has commenced, which will result in additional annual savings and improved quality of business as part of its newly developed strategy. Notwithstanding these actions, management included an impairment of the entire goodwill balance of R324 million due to historical performance
- The Emerging Farmers programme, in a year of drought, continues to be under stress linked to the financial pressure experienced by farmers. To this end, a further provision has been made for expected losses. Management action has been implemented to reduce the risks within this business and to reduce the exposure of the Group
- Both businesses in Zimbabwe, Fertilizer Zimbabwe and Acol Chemical, have been impacted by an intentional slowdown in business due to the liquidity constraints in the country. In addition, their financial results have been reduced (by c.R95 million) to approximately one quarter of their nominal value following the introduction of an alternative currency in Zimbabwe, namely the RTGS dollar (real time gross settlement) through the impact of the accounting treatment on the change in functional currency
- Net share-based payment charges of R54 million relate to the Group's share schemes. The Group's 12-year BBEE share scheme, Sakhile 1, increased with a non-cash share-based payment charge of R80 million
- Transaction costs linked to the acquisition of Oro Agri of R28 million
- The Group completed the acquisition of Oro Agri effective 1 May 2018. Overall, this business performed slightly below expectation due to global trade wars and the drought experienced in Brazil. Oro Agri is a rapidly growing business, and the Group has invested in a production and research facility in Europe which will assist in future growth

CAPITAL RESTRUCTURE

- On 30 May 2019 the Group announced a R2 billion rights issue
- The proceeds of the rights issue will reduce debt. This will result in a sustainable debt structure going forward
- The board is of the view that this capital structure, together with a well thought through turnaround strategy, will stand the business in good stead once implemented

PERFORMANCE

The Group made a loss of R407 million for the 2019 financial year compared to a profit of R664 million for the same period in the prior year.

The main factors affecting the operational performance in the three main divisions were as follows:

AGRICULTURE DIVISION

Lower profits were largely driven by exchange rate volatility, market and price pressures (low prices for key agriculture commodities, in Africa and globally), economic challenges in Zimbabwe and an unstable political climate. Further pressure on regional demand as a consequence of various droughts and unfavourable weather patterns have disrupted planting patterns. Other challenges include high inflation and other costs required to address local challenges (labour, energy, taxes) compared to inexpensive imports with no import protection in place.

MINING DIVISION

Lower profits were driven by uncertainty regarding the outcome of the Mining Charter and slow reinvestment in the market. Furthermore, increased competition and oversupply, leading to local margin pressure as well as price pressure on mining supplies as a direct result of cost-cutting activities in the mining sector, has put this business under severe pressure. Cost competitiveness of mining in core regions, coupled with uncertainty, is resulting in low growth locally when compared to other countries.

CHEMICALS DIVISION

Lower profits were driven by a decrease in commodity prices and a decline in demand, resulting from a general slowdown in the sector. Low oil prices filtered through into reduced pricing on oil-based products. The South African manufacturing sector stagnation has suppressed chemical demand and even though this business has now been rightsized to implement a new strategy, the effectiveness of this strategy on the business performance will only become apparent in the next financial year.

BALANCE SHEET

- R4 403 million (2018: R2 542 million) of net interest-bearing borrowings at 31 March 2019, an increase from the prior year due to debt funding of working capital and financing of the nitrophosphate plant
- Credit rating issued in July 2019 changed to BBB- (Long Term) and A3 (Short Term)

OPERATIONAL

- Level 3 BBEE rating remained unchanged (to be renewed on 18 September 2019)
- Reportable case rate was 0.36 (2018: 0.47) at year end
- Completion of nitrophosphate plant ahead of schedule on 24 March 2019

DIVIDENDS

- Interim dividend declared of 75 cents per share down 63% (2018: 200 cents)
- No final dividend (2018: 150 cents)

This is a notification that the Omnia Holdings Limited integrated annual report for the year ended 31 March 2019 is available on our website at www.omnia.co.za. In addition, a printed copy will also be available upon request from Investor Relations at omnialR@omnia.co.za.

For the preparation of this integrated annual report, Omnia has followed the regulations and purpose of the Companies Act, the JSE Listings Requirements and King IV Report on Corporate Governance.

I have the pleasure of inviting you to the 52nd Omnia Holdings Limited annual general meeting (AGM), to be held at 10:00 on Friday, 27 September 2019 at our office in Bryanston, Johannesburg.

I encourage each shareholder to attend in person or to participate through the proxy and electronic channels outlined in this notification which contains:

- The official notice of AGM that lists proposed resolutions for adoption by shareholders
- Proxy and voting forms, together with guidelines for your participation should you decide not to attend in person

Warm regards



R Havenstein
Chair

31 July 2019

NOTICE OF ANNUAL GENERAL MEETING

Omnia Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number 1967/003680/06
Share code: OMN ISIN: ZAE 000005153
("Omnia" or the "company" or the "Group")

Notice is hereby given to the shareholders of the company that the 52nd annual general meeting (AGM) of Omnia Holdings Limited will be held on Friday, 27 September 2019 at 10:00 or any other adjourned or postponed time determined in accordance with the provisions of subsections 64(4) or 64(11)(a)(i) of the Companies Act 71 of 2008, as amended (the Companies Act) at Omnia House, Epsom Downs Office Park, 13 Sloane Street, Epsom Downs, Bryanston, South Africa to consider and, if deemed fit, to pass, with or without modification, the resolutions set out below.

The notice of the company's 52nd AGM has been sent to shareholders who were recorded as such in the company's securities register on Friday, 26 July 2019, being the record date used to determine which shareholders are entitled to receive notice of the AGM.

The record date on which shareholders must be registered in the securities register in order to attend and vote at the AGM is Friday, 20 September 2019, being the voting record date used to determine which shareholders are entitled to attend and vote at the AGM. The last day to trade in order to be entitled to vote at the AGM will therefore be Tuesday, 17 September 2019.

IDENTIFICATION

Section 63(1) of the Companies Act, requires that a person wishing to participate in the AGM (including any representative or proxy) must provide satisfactory identification (such as an identity document, a driver's licence or a passport) before they may attend or participate in the AGM.

IMPORTANT DATES TO NOTE

Description	Date
Integrated annual report released	Wednesday, 31 July 2019
AGM	Friday, 27 September 2019
Interim results announcement	Tuesday, 26 November 2019

ORDINARY RESOLUTIONS

The purpose of the AGM is for the following business to be transacted and to consider and, if deemed fit, to pass the resolutions set out below, with or without modification:

PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS

The audited financial statements of the company and the Group for the year ended 31 March 2019, including the independent auditors, audit committee and directors' reports, for the year ended 31 March 2019 as approved by the board on 20 June 2019, are hereby presented to shareholders as required in terms of section 30(3)(d) and section 61(8) of the Companies Act and have been made available on the website, www.omnia.co.za.

PRESENTATION OF THE SOCIAL, ETHICS AND RISK COMMITTEE

The report of the social, ethics and risk committee (SERC) on the statutory matters within the mandate of the SERC is hereby presented to shareholders as required in terms of the Companies Regulation 43(5)(c) and has also been made available to shareholders on the website, www.omnia.co.za.

1. ORDINARY RESOLUTION NUMBER 1: RE-APPOINTMENT OF AUDITORS

To approve the continuation in office of the current auditors, PricewaterhouseCoopers Inc (PwC) as independent auditors, with Ms T Rae being the designated individual audit partner, who has undertaken the audit for the upcoming financial year.

Explanation for and effect of ordinary resolution number 1

In compliance with section 90(1) of the Companies Act, a public company must each year, at its AGM, appoint an external auditor. The audit committee has recommended the re-appointment of PwC as external auditor of the Group. The effect of passing this resolution will be to appoint PwC as the company's external auditor until the date of the next AGM.

Auditor independence and quality is important to Omnia and is reviewed annually by the audit committee, as required by the Companies Act. Omnia is aware of and supports the mandatory audit firm rotation, which becomes effective in 2023. In terms of the timing to rotate audit firms, the considerations include:

- The magnitude of the audit and the firms and available resources necessary to perform such a complex audit
- The implementation of the Microsoft Dynamics AX ERP system throughout the Group, the related change management issues and upgrades to the overall control environment

Omnia's current auditors, PwC, have been the appointed auditors of the Omnia Group for the last 41 years. At this point in time, Omnia needs to balance the requirement for change to enhance auditor independence with the impact of the change of auditor on the Group to ensure that the reporting risk is mitigated, and continuity is not impacted.

Based on the factors as set out above, the board concluded that it is not appropriate to propose a change to the external auditor in the upcoming 2019 AGM. The board and audit committee will re-evaluate the matter to deal with mandatory audit firm rotation and audit tenure concerns in good time for the 2023 deadline, with the best interest of the Group as the overarching criterion. Once Omnia is able to undertake such a change, the board will propose the change at the AGM for approval.

In terms of the rotation of audit partners, in line with the requirements of the Companies Act, 71 of 2008, Omnia follows a five-year rotation cycle of the audit partner. In addition, PwC themselves have their own five-year audit partner rotation policy which has been applied consistently over the years. The current audit partner has extensive experience in auditing companies listed on the JSE and was appointed to lead the Omnia audit from FY2017.

2. ORDINARY RESOLUTION NUMBER 2: RE-ELECTION OF DIRECTOR: MR R HAVENSTEIN

To re-elect Mr R Havenstein who retires by tenure in terms of Omnia's MOI.

3. ORDINARY RESOLUTION NUMBER 3: RE-ELECTION OF DIRECTOR: MR F BUTLER

To re-elect Mr F Butler who retires by tenure in terms of Omnia's MOI.

4. ORDINARY RESOLUTION NUMBER 4: RE-ELECTION OF DIRECTOR: MR S MNCWANGO

To re-elect Mr S Mncwango who retires by tenure in terms of Omnia's MOI.

5. ORDINARY RESOLUTION NUMBER 5: RE-ELECTION OF DIRECTOR: PROF N BINEDELL

To re-elect Prof N Binedell who retires by rotation in terms of Omnia's MOI.

6. ORDINARY RESOLUTION NUMBER 6: RE-ELECTION OF DIRECTOR: MS L DE BEER

To re-elect Ms L de Beer who retires by rotation in terms of Omnia's MOI.

7. ORDINARY RESOLUTION NUMBER 7: CONFIRMATION OF APPOINTMENT OF NEW DIRECTOR: MR T GOBALSAMY

To confirm the appointment of Mr T Gobalsamy as a director, in accordance with the MOI of Omnia.

8. ORDINARY RESOLUTION NUMBER 8: CONFIRMATION OF APPOINTMENT OF NEW DIRECTOR: MR W PLAIZIER

To confirm the appointment of Mr W Plaizier as a director, in accordance with the MOI of Omnia.

Explanation for and effect for ordinary resolutions 2 to 8

All retiring directors are eligible and offer themselves for re-election as directors of Omnia in accordance with the provisions of the MOI of Omnia and in terms of section 61(8)(b) of the Companies Act.

As per the MOI, at the AGM held each year, one-third of the directors (excluding the managing director and the executive financial director), or if their number is not a multiple of 3 (three), then the number nearest to, but not less than one third, shall retire from office, provided that if, at the date of any AGM, any director will have held office for a period in excess of 3 (three) years or longer since his/her last election or appointment, he/she shall retire at such AGM, either as one of the directors to retire in pursuance of foregoing or additionally thereto. The directors to retire at each AGM shall be those who have been longest in office since their last election, for which purposes the length of time a director has been in office shall be computed from the date of his/her last election. As between directors of equal tenure, the directors to retire shall, in the absence of agreement, be selected from among them by lot. Any director holding office for an aggregate period in excess of 9 (nine) years since his/her first election or appointment, shall retire from office at such a general meeting (notwithstanding that he/she may have retired from office the previous AGM).

As significantly noted by the Institute of Directors SA in their 2018 evaluation, the dynamics at board level have shifted substantially. Around a third of the directors have within the last two years been refreshed and are able to appropriately challenge the status quo. Another third of the directors add valuable long-term institutional knowledge and experience. All of Omnia's directors are independent with the exception of the previous chairman. Mr Humphris will retire and, as such, has not made himself available for re-election to the board. The board applied the independence recommendations as part of the King IV practices and the nominations committee followed a robust process to determine this classification.

The board is satisfied that the composition of the board reflects the appropriate balance of knowledge, skills, experience, competencies in industries and fields relevant to the Group's business operations, diversity and independence to execute its roles and responsibilities effectively.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

The board supports the re-election of these directors, also considering the following additional key criteria:

- In-depth knowledge of the nature of the industry in which the Group operates
- An understanding of the complexity of the business
- Support to new executives and board members
- Experience in the fast-changing global and competitive environment
- Providing the necessary continuity to the Group

Mr T Gobalsamy and Mr W Plaizier were appointed after the last annual general meeting. In accordance with the company's Memorandum of Incorporation, directors appointed during the year shall retain office until the next annual general meeting of the company, during which meeting they must be confirmed by the shareholders. The company wishes to propose that the appointment of Mr T Gobalsamy and Mr W Plaizier as directors of the company be confirmed.

Abbreviated curricula vitae in respect of each director offering themselves for re-election or confirmation are set out at the end of this notice.

9. ORDINARY RESOLUTION NUMBER 9: APPOINTMENT TO THE AUDIT COMMITTEE

9.1 Ordinary resolution number 9.1: Appointment of Ms L de Beer as member and chair of the audit committee

To confirm the appointment of independent non-executive director, Ms L de Beer, as member and chair of the audit committee, subject to her re-election as a director in terms of resolution number 6.

9.2 Ordinary resolution number 9.2: Appointment of Mr R Bowen as member of the audit committee

To confirm the appointment of independent non-executive director, Mr R Bowen as a member of the audit committee.

9.3 Ordinary resolution number 9.3: Appointment of Ms T Eboka as member of the audit committee

To confirm the appointment of independent non-executive director, Ms T Eboka as a member of the audit committee.

Explanation for and effect of ordinary resolutions 9.1 to 9.3

Section 94(2) of the Companies Act requires a public company, at each AGM, to elect an audit committee comprising at least three members unless (i) the company is a subsidiary of another company that has an audit committee and (ii) the audit committee of that other company will perform the functions required under section 94 on behalf of the subsidiary company. Section 94(4)(a) of the Companies Act requires, among other things, that each member of the audit committee must be an independent non-executive director of the company. The board has considered and is satisfied that the directors recommended for election as members of the audit committee meet the requirements of section 94(4) of the Companies Act as well as the recommendations of the King IV code.

10. ORDINARY RESOLUTION NUMBER 10: GENERAL AUTHORITY TO PLACE UNISSUED SHARES UNDER THE CONTROL OF THE DIRECTORS

To renew the authority for a maximum of 2 000 000 (two million) of the unissued shares of Omnia to be placed under the control of the directors.

It is proposed, subject to the provisions of sections 38 and 41 of the Companies Act, the MOI of Omnia and the JSE Listings Requirements, that a maximum of 2 000 000 (two million) of the authorised, but unissued ordinary no par value shares of the company, be placed under the control of the directors of the company to allot and issue as and when necessary subject to such terms and conditions as deemed appropriate by the directors in their sole discretion.

Explanation for and effect of ordinary resolution 10

In terms of this resolution, the directors are authorised to allot, issue and otherwise dispose of unissued shares of the company to such person or persons and on such terms and conditions at their discretion as a general authority until the next AGM, subject to the aggregate number of such shares able to be allotted, issued and otherwise disposed of in terms of this resolution being limited to a maximum of 2 000 000 shares and further subject to the provisions of the JSE Listings Requirements.

11. ORDINARY RESOLUTION NUMBER 11: AUTHORISATION TO SIGN DOCUMENTS GIVING EFFECT TO RESOLUTIONS

It is proposed that any one director or the company secretary of Omnia be and is hereby authorised to do all such things and sign all documents and take all such action as they consider necessary to implement the resolutions set out in the notice convening the AGM.

All ordinary resolutions shall require support from more than 50% of the votes cast by shareholders present or represented by proxy at this AGM, and entitled to vote, in order to pass.

NON-BINDING VOTES

12. NON-BINDING ADVISORY VOTES ON THE REMUNERATION POLICY AND IMPLEMENTATION REPORT OF OMNIA

12.1 Ordinary resolution number 12.1: Non-binding advisory vote to support the remuneration policy

To confirm support for the Group's remuneration policy by way of a non-binding advisory vote.

12.2 Ordinary resolution number 12.2: Non-binding advisory vote to support the remuneration implementation report

To confirm support for the Group's remuneration implementation report by way of a non-binding advisory vote.

Explanation for and effect of non-binding advisory votes 12.1 and 12.2

These resolutions are tabled in accordance with the JSE Listings Requirements and the King IV recommendation that the company obtain a non-binding advisory vote by shareholders at the AGM, on the remuneration policy and the remuneration implementation report applicable to all employees and directors of the company, and any of its subsidiaries or divisions. Failure to pass these resolutions will not have legal consequences relating to the existing arrangements. However, the board will take the outcome of the vote into consideration when assessing Omnia's remuneration policy and will engage with shareholders with a view of obtaining an understanding for shareholders' concerns with the remuneration policy and/or implementation report. The remuneration policy and remuneration and implementation report dated 31 July 2019 were made available to shareholders on 31 July 2019 on Omnia's website at www.omnia.co.za.

SPECIAL RESOLUTIONS

13. SPECIAL RESOLUTION NUMBERS 1.1 AND 1.2: DIRECTORS' FEES

SPECIAL RESOLUTION NUMBER 1.1: APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES

To approve the basis for compensation of non-executive directors as an annual fee and an hourly fee for any additional meetings and/or consulting services rendered, and that the annual fees payable to the non-executive directors from 1 October 2019 until 30 September 2020 be approved as follows:

Activity	Number of meetings	Current fee R	Proposed fee R
Main board	6 – 8	R398 000 per annum	R398 000 per annum
Main board-related ad hoc and committee meetings	n/a	R2 849 per hour	R2 849 per hour
Subsidiary board meetings attended by invitation	n/a	R21 200 per meeting	R21 200 per meeting
Subsidiary board-related ad hoc meetings	n/a	R2 240 per hour	R2 240 per hour
Remuneration and nominations committee	4	R102 000 per annum	R102 000 per annum
Remuneration and nominations committee chair	4	R178 000 per annum	R178 000 per annum
Social, ethics and risk committee	3	R79 000 per annum	R79 000 per annum
Social, ethics and risk committee chair	3	R138 000 per annum	R138 000 per annum
Audit committee	5	R175 000 per annum	R175 000 per annum
Audit committee chair	5	R307 000 per annum	R307 000 per annum

Annual fees are based on a minimum attendance to meetings, failing which a proportionate deduction will be applicable. There will be no increase in the directors' fees in the next year. All fees exclude VAT.

SPECIAL RESOLUTION NUMBER 1.2: APPROVAL OF CHAIR'S FEES

To approve the chair's fee at R1 200 000, exclusive of VAT, for the period from 1 October 2019 until 30 September 2020 (1 October 2018 – 30 September 2019: R1 800 000).

Explanation for and effect of special resolutions 1.1 and 1.2

The reasons for and effect of special resolutions 1.1 and 1.2 are to grant the company the authority to pay fees or remuneration to its directors for their services as directors in accordance with section 66(9) of the Companies Act. Each of special resolutions 1.1 and 1.2 will be considered by way of a separate vote and, in order for each such resolution to be adopted, in terms of the JSE Listings Requirements as read with the Companies Act, the support of at least 75% (seventy-five percent) of the total number of the votes cast by shareholders present or represented by proxy at this AGM, and entitled to vote, is required.

NOTICE OF ANNUAL GENERAL MEETING (CONTINUED)

14. SPECIAL RESOLUTION NUMBER 2: FINANCIAL ASSISTANCE TO BE GRANTED BY THE COMPANY SPECIAL RESOLUTION NUMBER 2.1: FINANCIAL ASSISTANCE TO BE GRANTED BY THE COMPANY IN TERMS OF SECTION 44 OF THE ACT

To authorise the directors, in terms of and subject to the provisions of section 44 of the Companies Act, to cause the company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the subscription for any option, or any securities, issued or to be issued by the company or a present or future-related or inter-related company or for the purchase of any securities of the company or a present or future-related or inter-related company in terms of section 44 of the Companies Act.

SPECIAL RESOLUTION NUMBER 2.2: FINANCIAL ASSISTANCE TO BE GRANTED BY THE COMPANY IN TERMS OF SECTION 45 OF THE COMPANIES ACT

To authorise the directors, in terms of and subject to the provisions of section 45 of the Companies Act, to cause the company to provide direct or indirect financial assistance to any company or corporation or future company or corporation which is related or inter-related to the company, provided the total amount of such financial assistance granted after the date of this resolution, does not exceed, in aggregate, where such financial assistance is granted in rands a maximum of R3.2 billion and where such financial assistance is granted in United States dollars a maximum of US\$250 million.

Explanation for and effect of special resolutions 2.1 and 2.2

On a regular basis, and in the ordinary course of business, the company provides loan financing, guarantees and other support to the related and controlled entities within the Group.

The reason for special resolutions 2.1 and 2.2 is to obtain approval from the shareholders to enable the company to provide financial assistance in accordance with the provisions of sections 44 and 45 of the Companies Act. The effect of these special resolutions is to grant the directors of the company the authority until the next AGM of the company in 2020 to authorise and provide financial assistance in appropriate circumstances.

The board undertakes that it will not adopt a resolution that authorises such financial assistance unless the requirements of sections 44(3)(b) and 45(3)(b) of the Companies Act are satisfied, *inter alia*, that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test set out in section 4 of the Companies Act; and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the company.

In order for special resolutions 2.1 and 2.2 to be adopted, in terms of the JSE Listings Requirements as read with the Companies Act, the support of at least 75% (seventy-five percent) of the total number of votes cast on these resolutions by shareholders present or represented by proxy at this AGM and entitled to vote is required.

The financial assistance granted is primarily in the form of parent company guarantees issued by Omnia Holdings Limited to suppliers and bankers for credit and banking facilities granted to subsidiaries of Omnia Holdings Limited.

In the event of special resolution 2.2 not having the requisite support, the directors will not hold the authority to grant support to operational divisions in the ordinary course of business, nor to source credit from suppliers which is a critical component of a seasonal business. Further, procurement decisions and the timing of these decisions may be negatively impacted.

Solvency and liquidity statement

Subject to compliance with the JSE Listings Requirements, the directors confirm that the company will not enter into a transaction in terms of special resolution 2 unless they are satisfied that:

- Omnia will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months after the date on which the test is considered
- The assets of the Group, as fairly valued, will equal or exceed the liabilities of the Group, as fairly valued, immediately after providing the financial assistance

15. INTERPRETATION OF THIS NOTICE

In this notice (including the proxy form attached hereto) the term:

- “beneficial shareholder” means the holder of a beneficial interest in shares of the company who is entitled to cast the votes attaching to those shares, but is not the registered shareholder of those shares
- “Companies Act” means the Companies Act, 2008 (Act 71 of 2008), as amended
- “control” means where the company:
 - Is able, directly or indirectly, to exercise control of the majority of the voting rights associated with the securities of that other company or
 - Has the right to appoint or elect directors of that other company, who control a majority of the votes at a meeting of those directors

- “CSDP” means a Central Securities Depository Participant
- “financial assistance” includes lending money, guaranteeing a loan granted by a third party such as a financial institution or an obligation to a supplier, and securing any debt or obligation
- “JSE Listings Requirements” means the JSE Limited Listings Requirements as amended from time to time and as interpreted and applied by the JSE Limited
- “register” means the company’s securities register and the company’s register of disclosures of beneficial interest in securities
- “registered shareholder” or “shareholder” in relation to the shares means the holder of those shares whose name is entered in the company’s register as such and is entitled to cast the votes attaching to those shares
- “related” or “inter-related” company is a company which is either directly or indirectly controlled by the company or the business of the company or is a subsidiary of the company

The directors of Omnia consider that the proposed resolutions in the notice to shareholders are in the best interest of Omnia and its shareholders and recommend that shareholders vote in favour of passing the resolutions as the directors of Omnia intend to do in respect of their own beneficial holdings.

16. VOTING

A shareholder is entitled to attend and to vote at the AGM subject to the provision of suitable identification. A shareholder is entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and to vote in his/her stead. A proxy need not be a shareholder of the company. A form of proxy is enclosed.

On a show of hands, every shareholder present in person or by proxy and if a shareholder is a body corporate, its representative, shall have one vote. On a poll, every shareholder present in person or represented 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 is attached for completion by registered certificated shareholders and dematerialised shareholders with own-name registration who are unable to attend the AGM in person but wish to be represented thereat.

The form of proxy must be completed in accordance with its instructions and 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 AGM (or any adjournment thereof) or handed to the chair of the meeting before the appointed proxy exercises any shareholder rights at the meeting. It is recommended that such proxy be returned to the company secretary or transfer secretaries by no later than 10:00 on Wednesday, 25 September 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 AGM to the exclusion of their appointed proxy/(ies) should such shareholder wish to do so. Dematerialised shareholders, other than with own-name registrations, must inform their CSDP or broker of their intention to attend the AGM and obtain the necessary authorisation from their CSDP or broker to attend the AGM or provide their CSDP or broker with their voting instructions should they not be able to attend the AGM 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 AGM 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 AGM in person.

By order of the board



M Nana

Group company secretary

31 July 2019

ABBREVIATED CURRICULA VITAE



1. SEELAN GOBALSAMY (43)
Group finance director

2. WIM PLAIZIER (58)
Independent non-executive director

3. RALPH HAVENSTEIN (63)
Chair of the board

4. LINDA DE BEER (50)
Independent non-executive director

5. FRANK BUTLER (67)
Independent non-executive director

6. PROF NICK BINEDELL (66)
Independent non-executive director

7. SIZWE MNCWANGO (53)
Independent non-executive director

1 SEELAN GOBALSAMY (43)
Group finance director

Qualifications:
Chartered Accountant (SA); AMP (Harvard)

Date appointed to board:

- 10 September 2018 – Board
- 1 March 2019 – Group finance director

Board committee membership:
None

Significant directorships:
Bidvest Life Limited

Number of non-significant directorships:
Two

Skills and expertise:
Finance, business management, strategy, mergers and acquisitions

Experience:
Seelan is an accomplished, internationally experienced business leader from the financial services sector. He has assumed senior leadership roles across emerging markets for close to 20 years, including key leadership roles as chief executive officer, chief financial officer and managing director. He served as chief executive of emerging markets for Liberty Holdings and previously the group chief executive of STANLIB Group. Prior to this, he was managing director of Old Mutual Corporate.

2 WIM PLAIZIER (58)
Independent non-executive director

Qualifications:
BSc; MBA

Date appointed to board:

- 11 February 2019 – Board

Board committee membership:
None

Significant directorships:
None

Number of non-significant directorships:
None

Skills and expertise:
Business management, strategy, supply chain operations, chemicals & mining industry

Experience:
Wim has over 35 years' industry and strategic management consulting experience across predominantly the Chemicals, Energy, Oil and Gas, Agriculture, Pulp & Paper and Metals and Mining sectors. He also brings significant international experience to the board, with more than 10 years' experience in Africa. Among other roles during his career, Wim most recently served as a Partner at A.T Kearney where he was responsible for, *inter alia*, the African region and at a global level strategy, business planning, productivity and operations. He retired in 2017 after 21 years within the group and serves currently as interim COO of African Parks, a nature conservancy.

3 RALPH HAVENSTEIN (63)
Chair of the board

Qualifications:
BCom; MSc (Chem Eng)

Date appointed to board:

- 6 November 2007 – Board
- 30 March 2011 – Social, ethics and risk committee
- 24 February 2017 – Remuneration and nominations committee
- 6 June 2019 – Chair of the board

Board committee membership:
Social, ethics and risk committee; remuneration and nominations committee

Significant directorships:
Northam Platinum Limited, Murray & Roberts Holdings Limited

Number of non-significant directorships:
Six

Skills and expertise:
Engineering, governance, risk management, strategy, chemicals and mining industry

Experience:
Previously served as director of Anglo Platinum, Simmer and Jack, Mintek and Sasol and on councils of Chamber of Mines and Chemical and Allied Industries' Association (CAIA).

4 LINDA DE BEER (50)
Independent non-executive director

Qualifications:
Chartered Director (SA); Chartered Accountant (SA); MCOM Tax (Pretoria); Professor (UJ)

Date appointed to board:

- 30 November 2017 – Board
- 30 November 2017 – Audit committee

Board committee membership:
Audit committee (chair)
Permanent invitee to the social, ethics and risk committee

Significant directorships:
Aspen Pharmacare Holdings Ltd, Aspen Finance (Pty) Ltd, MMI Holdings Ltd, Safin Holdings, Sasfin Bank Limited

Number of non-significant directorships:
None

Skills and expertise:
Finance, corporate governance, internal and external audit, IFRS, JSE Listings Requirements, IT governance, risk and strategy

Experience:
Linda is a reporting and corporate governance advisor. She has 10 years' experience in serving on the boards of listed companies. She chairs the JSE's Financial Reporting Investigation Panel, is a member of the King Committee on Corporate Governance in South Africa, serves on the JSE's Issuers' Regulatory Advisory Committee, the Quality Control Assessment Committee of the Auditor General and the Investor Advisory Committee of the Public Company Accounting Oversight Board in the US. She is a professor in practice at the University of Johannesburg.

ABBREVIATED CURRICULA VITAE (CONTINUED)

5 FRANK BUTLER (67)

Independent non-executive director

Qualifications:

Bsc Chem Eng; MBA

Date appointed to board:

- 27 September 2002 – Board
- 30 September 2010 – Social, ethics and risk committee

Board committee membership:

Social, ethics and risk committee (chair)

Significant directorships:

One

Number of non-significant directorships:

None

Skills and expertise:

Risk management, strategy, chemical industry

Experience:

Frank is a private consultant in risk management and business strategies, member of IoDSA and previously a professional engineer, fellow of IRMSA and SAIChE. He has occupied senior positions, including that of chair of CRM International from 1980 to 2001.

6 NICK BINEDELL (66)

Independent non-executive director

Qualifications:

BCom; MBA; PhD

Date appointed to board:

- 24 February 2017 – Board

Board committee membership:

None

Significant directorships:

None

Number of non-significant directorships:

None

Skills and expertise:

Business management, strategy, governance, finance

Experience:

Nick is currently a professor of strategy and leadership at the Gordon Institute of Business Science (GIBS) in South Africa. In 1998, he was appointed to establish GIBS where he was Director and Dean from 2000 – 2015. He was a board member of the International Management Board of the Association of MBAs (AMBA) and served two terms as president of the South African Business Schools Association (SABSA).

7 SIZWE MNCWANGO (53)

Independent non-executive director

Qualifications:

BSc; MSc (Civ Eng); MBA

Date appointed to board:

- 29 July 2010 – Board

Board committee membership:

None

Significant directorships:

Shell Downstream South Africa, Sekelo Oil Trading, Science, Technology and Innovation for Africa (STISA) Oil Trading, Seriti Resources, Thebe Unico, Thebe Mining Resources, Timrite, Turnstone

Number of non-significant directorships:

Eight

Skills and expertise:

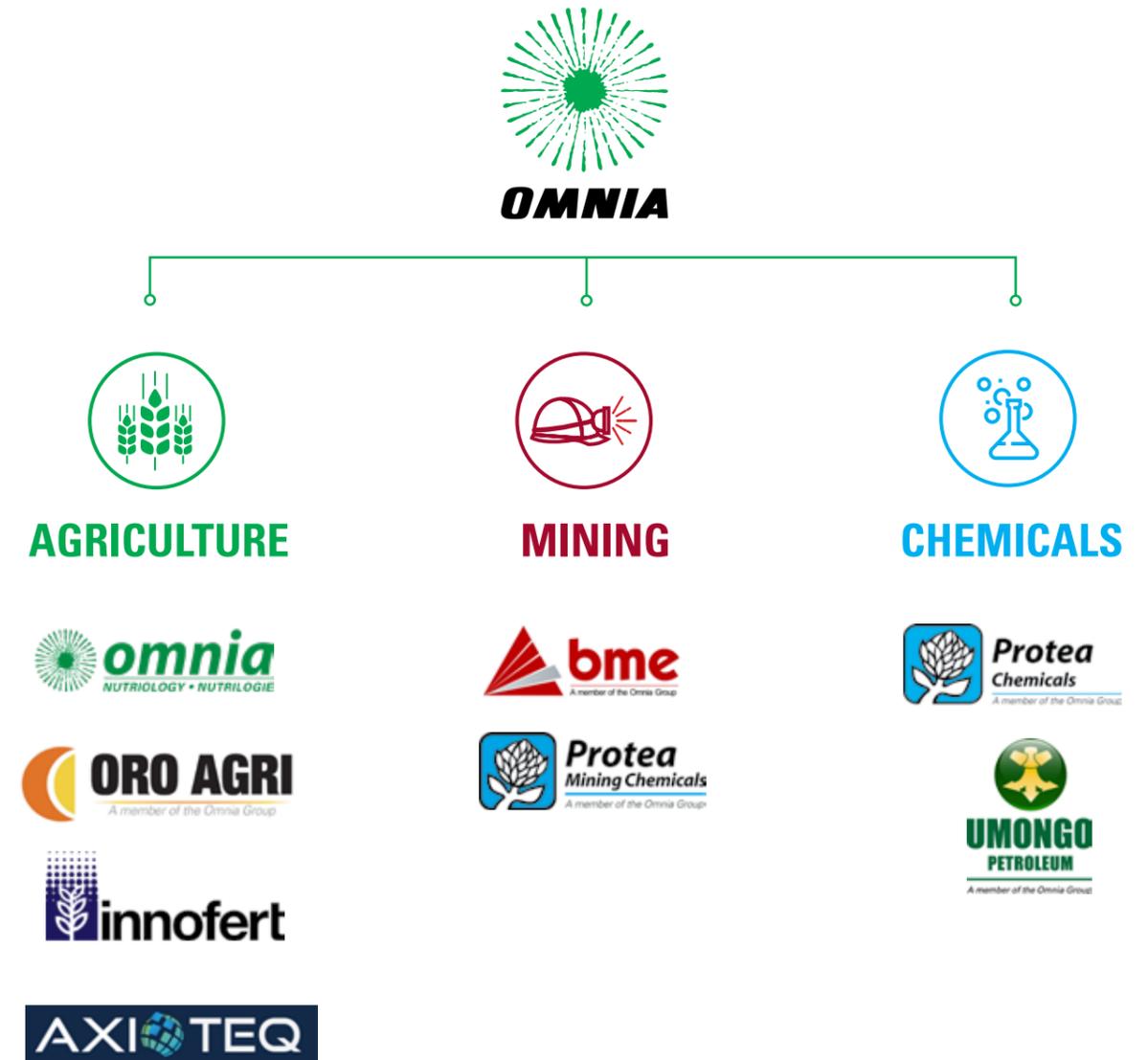
Business management, engineering, governance and strategy

Experience:

Sizwe is currently the group chief executive officer of Thebe Investment Corporation, one of the leading investments holding companies that came into being shortly before South Africa's formal political transition to democracy. Prior to that, he was the chief executive officer of Thebe Energy & Resources from 1 April 2015, a role he assumed after serving for two years as the chief executive officer of the Central Energy Fund (CEF). The CEF is a state-owned SA entity focusing on oil, gas, coal, renewable and alternative primary energy sources. Sizwe has served on numerous boards over the past 15 years and brings extensive experience in energy and energy-related investments, which he acquired over the last 29 years.

BACKGROUND INFORMATION

Omnia's corporate offices are based in Johannesburg, south Africa and its main production facility in sasolburg, some 70 kilometres south of Johannesburg. At 31 march 2019 the group has physical presence in 48 countries and operation extending into the African continent, including south Africa, with additional focused operations in Australia, Brazil and China.



NOTES TO THE PROXY

1. A shareholder may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space(s) provided, with or without deleting the "chair of the meeting". The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow. A shareholder should insert an "X" in the relevant space according to how he/she wishes his/ her votes to be cast.
2. However, if a shareholder wishes to cast a vote in respect of a lesser number of ordinary shares than he/she owns in the company, he/she should insert the number of ordinary shares held in respect of which he/she wishes to vote. Failure to comply with the above will be deemed as permission to authorise the proxy to vote or to abstain from voting at the meeting as he/she deems fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder is not obliged to use all the votes exercisable by him/her, but the total of the votes cast, and abstentions recorded may not exceed the total number of the votes exercisable by the shareholder.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to so do.
4. The chair of the meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
5. Shareholders who have dematerialised their shares with a CSDP or broker, other than own name registrations, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the meeting or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.
6. Any alteration to this form of proxy, other than the deletion of alternatives, must be signed and not merely initialled, by the signatory/ (ies).
7. Documentary evidence establishing the authority of the person signing this form of proxy in a representative capacity (e.g. on behalf of a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy, unless previously recorded by the company or waived by the chair of the meeting.
8. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her capacity are produced or have been registered by the company.
9. Where there are joint holders of shares any one holder may sign the form of proxy; and the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the company's securities register, will be accepted.
10. The form of proxy must be completed in accordance with its instructions and received by the company secretary at the registered office or the transfer secretaries at 13th Floor, 19 Ameshoff Street, Braamfontein before the commencement of the AGM (or any adjournment thereof) or handed to the chair of the meeting before the appointed proxy exercises any shareholder rights at the meeting. It is recommended that such proxy be returned to the company secretary or transfer secretaries no later than 10:00 on Wednesday, 25 September 2019.

SUMMARY OF THE RIGHTS OF A SHAREHOLDER TO BE REPRESENTED BY PROXY, AS SET OUT IN SECTION 58 OF THE COMPANIES ACT:

A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders' meeting.

A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.

The appointment of a proxy is revocable by the shareholder in question cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and to the company. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the shareholder as of the later of (a) the date stated in the revocation instrument, if any; and (b) the date on which the revocation instrument is delivered to the company as required in the first sentence of this paragraph.

If the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's memorandum of incorporation to be delivered by the company to the shareholder, must be delivered by the company to (a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the company to do so in writing; and (ii) paid any reasonable fee charged by the company for doing so.

Attention is also drawn to the "Notes to the proxy".

The completion of a form of proxy does not preclude any shareholder from attending the AGM.

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

TRANSFER SECRETARIES

Link Market Services South Africa (Pty) Limited

13th Floor
19 Ameshoff Street
Braamfontein, 2001

PO Box 4844
Johannesburg, 2000

Telephone: +27 86 154 6572

AUDITORS

PricewaterhouseCoopers Inc.

4 Lisbon Lane
Waterfall City
Jukskei View, 2090

Private Bag X36
Sunninghill, 2157

Telephone: +27 11 797 4000

