



Integrated Annual Report 2025

Living our Purpose, Shaping our Future



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Omnia Holdings Limited (Omnia) is a global, diversified chemicals company supplying chemicals and specialised services and solutions to the agriculture, mining and chemicals application industries. Omnia combines technical innovation and intellectual capital to add value for customers at every stage of the supply and service chain.



Omnia is committed to shaping a brighter and more promising future for all stakeholders by sustaining livelihoods, providing growth opportunities and using technology to ensure the efficient use of resources.

Our purpose

Innovating to enhance life, together creating a greener future

Our purpose has four supporting pillars aimed at:

Enhancing lives

Sustaining livelihoods Optimising the use of natural resources

Caring for our planet

Our values



Be safe



Respect and grow



Achieve excellence together



Do the right thing

Our strategic priorities



Build a safety-first culture and invest in our people



Protect and grow our core



Expand our international business



Drive sustainable business practices to ensure a greener future



Our reporting suite 2025

Our full suite of reports is available online at: www.omnia.co.za



Integrated Annual Report



Environmental, Social and Governance Report



Tax Transparency Report



Leadership

Annual Financial Statements



Notice of Annual General Meeting



King IV Application Register

Getting around



Refers you to information available online at www.omnia.co.za



Refers you to a section where more information can be found in this report



Indicates information that was independently assured

Navigation tools



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Feedback

We welcome your feedback on our reports. Please send comments to omnialR@omnia.co.za



www.omnia.co.za omniaIR@omnia.co.za

How we create value Financial performance

About this report

Our Integrated Annual Report is our primary communication with stakeholders. It provides comprehensive, balanced, clear and relevant information on our strategic delivery during the vear.

Our context

The aim of the report is to build trust with stakeholders, enabling them to make informed assessments of our ability to create sustained value over the short, medium and long term. This report, which includes information and data on our strategy, our performance and risk mitigation, is prepared following an extensive, company-wide collaborative reporting process led by the Finance director and overseen by the board.

Reporting period and audience

This Integrated Annual Report 2025 covers Omnia's performance for the 12 months ended 31 March 2025 (FY25). Any significant, material event occurring between the end of the financial year and the date of board approval of this report is also included.

While this report is primarily aimed at shareholders and providers of capital, we recognise that it is also of interest to a broad range of stakeholders including our employees, suppliers, customers, governments and communities.

Materiality

Material sustainability concerns, from both a financial and nonfinancial perspective, are integrated into this report in terms of their potential to influence our ability to create, preserve and/or erode value. Our 2025 reporting process included an independently facilitated materiality assessment to determine our most material matters to guide the content of our reports.

The assessment considered double materiality, that is both impact materiality (the effect that Omnia and its activities has on society and the environment) and financial materiality (the effect of society and the environment on Omnia's ability to create value).

The material issues identified were taken into account in compiling our reports. To read more on our materiality assessment and its outcomes, see Materiality process and outcomes in this report. More detailed disclosure on our material matters is provided in our ESG report.

Scope and boundary

Our Integrated Annual Report provides material information on Omnia: our business model, strategy, governance, risks and opportunities, performance and outlook, and on how these interact and contribute to the creation, preservation and erosion of value over time. This report covers the primary activities of our primary operating segments: Agriculture, Mining and Chemicals as well as Manufacturing and supply chain. This covers the operations of all Group entities unless otherwise stated.

Basis of preparation – frameworks and guidelines

In compiling this report, we have applied the principles and content elements of the Integrated Reporting Framework, which are housed under the IFRS Foundation. Furthermore, as a South African-based JSE-listed company, we report in compliance with the following:

- JSE Listings Requirements
- King IV Report on Corporate Governance for South Africa, 2016 (King IV)
- Companies Act 71 of 2008, as amended (the Companies Act)
- IFRS Accounting Standards (IFRS)

In reporting our non-financial and sustainability performance, including our ESG performance, we were guided by the principles and requirements of the following:

- Global Reporting Initiative (GRI) Standards
- JSE Sustainability Disclosure Guidance and Climate Change Disclosure Guidance
- United Nations Sustainable Development Goals (SDGs)

Global reporting standards and materiality

Financial materiality

Our annual financial statements detail the financial effects of the operating context on our business. These statements primarily target investors and capital markets interested in the effects on enterprise value that have already occurred or are included in future cash flow projections.



Impact materiality

Our ESG Report considers the impact Omnia and its activities have on society and the environment. It provides a detailed overview of Omnia's sustainability performance for all stakeholders seeking to understand our significant sustainability impacts.



Double materiality

Our Integrated Annual Report considers what is material, from both financial and impact perspectives, to Omnia's ability to create, preserve and erode value in the short, medium and long term.





Board statement of responsibility

The board, acknowledging its responsibility for ensuring the integrity of this Integrated Annual Report, applied its collective mind to the preparation and presentation of this report. In reviewing this report and its approval process, and confirming the integrity of the report content, the board was supported by the audit and risk committee (ARC).

Executive management, assisted by a dedicated reporting team led by the Finance director, was responsible for the report's preparation, assurance and review process.

The board believes this integrated report is presented in accordance with the IFRS Foundation's Integrated Reporting Framework and addresses all relevant material matters to offer a balanced, integrated view of our strategy, our financial, operational and non-financial performance, and our ability to create and preserve value in the short, medium and long term. On the recommendation of the ARC, the board approved this report for the year ended 31 March 2025 on 22 July 2025.

Tina Eboka (Board chair)

Seelan Gobalsamy (Chief executive officer)

Stephan Serfontein (Finance director)

Nick Binedell

Ronald Bowen

George Cavaleros (Audit and risk committee chair)

Sizwe Mncwango

Thoko Mokgosi-Mwantembe (Remuneration and

Wim Plaizier (Social and ethics committee chair)

Ronel van Dijk

Year at a glance FY25

Financial performance

Revenue

R22 818 million

(FY24: R22 219 million)

Operating margin¹

7.4%

(FY24: 7.7%)

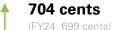
Earnings per share



692 cents

(FY24: 705 cents)

Headline earnings per share



704 cents

Net working capital



Net cash position²

R1 770 million (FY24: R2 301 million)

Net asset value



R10 428 million (FY24: R10 820 million)

Total shareholders distribution

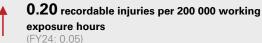


Includes ordinary dividends totalling R649 million (FY24: R619 million), a special dividend totalling R446 million (FY24: R537 million) and shares repurchased for R172 million (FY24: R176 million).

- ¹ Ex Chemicals restructuring costs increased from FY24 by 3% to 7.9%
- ² Excludes lease liabilities
- 3 Includes CSI and development initiatives

Social performance

Recordable case rate (RCR)



Fatalities



(FY24: Zero)

Employees



3 803 people employed

(FY24: 3 756)

Salaries and wages



R2 507 million

(FY24: R2 135 million)

Training and development



R46 million

(FY24: R43 million)

Preferential procurement



R8 900 million (FY24: R8 804 million)

Social investment³



R59 million

(FY24: R50 million)

Total tax contribution4



R1 594 million FY24: R1 506 million)

Environmental performance

Renewable energy use



20 109 MWh (FY24: 12 976 MWh)

Energy efficiency (net) per tonne manufactured



→ 0.26 GJ/t (FY24: 0.26 GJ/t)

Water recycled/reused



194 ML

(FY24⁵: 181 ML)

Water efficiency per tonne manufactured



0.40 kL/t (FY24: 0.41 kL/t)

Greenhouse gas emissions intensity per tonne manufactured



0.034 tonnes coge/t (FY24: 0.040 tonnes CO₂e/t)

Volume of dry used oil consumed



27 ML

(FY24: 25 ML)



- 4 Total tax contribution comprises actual taxes borne by the Group as well as those taxes collected on behalf of revenue authorities at 31 March 2025
- ⁵ The FY24 figure was restated after a manual error in the recycled water calculation was identified. This was discovered following the implementation of a new system in the current year, which enhanced data collection, verification and assurance processes.





Based in South Africa, Omnia is a global chemicals company with a presence in 23 countries, distributing to more than 40 countries from over 70 distribution centres.



Agriculture



Mining



Chemicals

In this section

P5	Corporate profile
P6	Our operations and impacts
P7	Investment case

About Omnia Our context Leadership

Corporate profile

Omnia is a global, diversified chemicals group supplying chemicals and specialised services and solutions to the agriculture, mining and chemicals application industries.

Established over 70 years ago, Omnia is headquartered in Johannesburg, South Africa, and has its main production facilities in Sasolburg, some 70km to the south of Johannesburg.

Omnia's global presence currently extends to 23 countries. Our operations are to be found in Africa, Australia, Indonesia, Brazil. North America and China.

Omnia combines technical innovation and intellectual capital to add value for customers at every stage of the supply and service chain. Our portfolio of products and services supports sustainable agriculture and the responsible extraction of mining commodities.

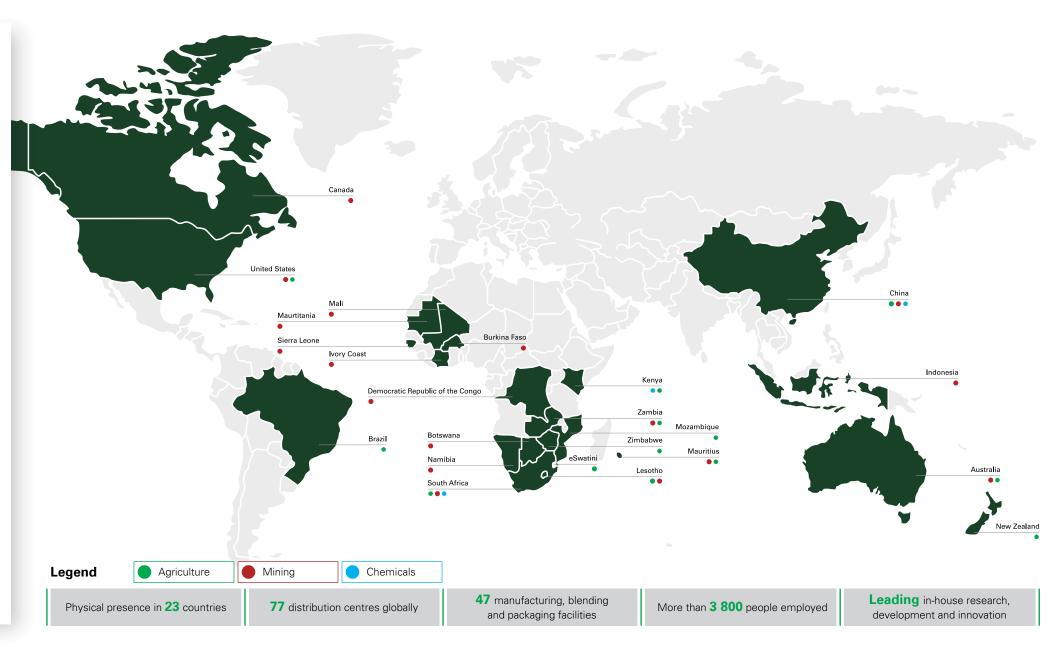
In line with our purpose of 'innovating to enhance life, together creating a greener future', our products and service solutions promote the responsible use of chemicals for health, safety and a lower environmental impact, while increasing the use of cleaner technologies.

Our resilient business, supported by core operations and an integrated supply chain, along with investment in agriculture technologies, mining explosives, and R&D, strengthens our market position and underpins our international diversification.

Omnia is listed on the JSE (OMN.JO) and A2X securities exchanges and, at 31 March 2025, had a market capitalisation of R10.9 billion (31 March 2024: R9.7 billion). Our investors include retail and institutional investors.

Broad-based black economic empowerment

In South Africa, Omnia is rated as level 2 in terms of broadbased black economic empowerment (B-BBEE) scorecard.



Our operating segments

Agriculture

Our Agriculture segment drives growth in the agricultural sector by providing granular, liquid, and speciality fertilizers, along with humates and other biostimulants that enhance soil health, improve crop performance, and increase food production. These solutions support sustainable livelihoods and job creation. The key differentiator is our Nutriology® model, a science-based approach to growing that promotes resource efficiency, optimises yields and crop quality, and maximises returns while reducing farming risks and minimising the environmental impact.

Product range

- Granular, liquid and speciality fertilizers: Our granular fertilizers are scientifically formulated for uniform nutrient distribution, and our liquid fertilizers offer comprehensive solutions for foliar sprays and soil enhancement. These products include OmniCalTM, a high-value granulated calcium nitrate product for agricultural export markets.
- Biostimulants: Our range of products improves germination, increases plants' root mass, aids disease resistance and improves nutrient efficiency. Our humate products and applications include microbial products that improve soil conditions and nutrient uptake by crop.
- AgTech (agriculture technology): Our AgTech offering enables precision farming by using data analysis to optimise planting and fertilizer management. This offering is supported by our growing soil analysis service.

Kev FY25 statistics

- Employs 1 478 people
- Generated net revenue of R11 541 million, equivalent to 51% of Group revenue (FY24: R11 818 million and 53%)
- Operating margin of **8.5%** (FY24: 8.1%)
- Operating profit of **R981 million** (FY24: R954 million)

Mining

Our mining segment, BME, through BME Blasting Solutions and BME Metallurgy (previously Mining Chemicals), offers integrated solutions for commercial mining, which are customised to boost efficiency, increase yields, and reduce costs and environmental impact. Our innovative technologies enhance the safe extraction and recovery of materials and minerals. We are a leader in bulk emulsions for commercial mining applications, services and technology. Our proprietary blast design software, BlastMap™ and AXXIS™ electronic initiating systems deliver precision and accuracy to improve blasting efficiencies.

How we create value

Product range

- Bulk emulsions: BME's bulk emulsions are robust, high quality and reliable. Our emulsions deliver a sustainable and innovative solution using the highest quantity of used oil per tonne of emulsion by comparison in the market.
- Packaged explosives: BME's packaged products are manufactured in our world-class production facility, offering stability and performance.
- **Initiating systems:** BME manufactures and supplies a range of initiating systems that are performance driven, reliable and cost efficient. Our range of non-electric detonators is engineered for enhanced quality, while our AXXIS™ electronic detonators, developed in-house by BME, offer superior performance, reliability, safety, and precision.
- Surface and underground technology: Our software systems include BlastMap[™], Xplolog[™] and Xplocharge[™] and deliver effective blast designs, smart customer solutions and efficient data control
- Equipment: BME has a variety of manufactured equipment that deliver safe and cost-effective blasting outcomes.
- Hydrogen peroxide emulsion: Our partnership with Hypex Bio enables delivery of a hydrogen peroxide emulsion that offers significant environmental benefits.
- **Metallurgical solutions:** BME Metallurgy enables the efficient extraction of metals from ore through our innovative chemical solutions and in collaboration through principal partnerships.

Kev FY25 statistics

- Employs 1 803 people
- Generated net revenue of **R9 121 million** equivalent to 40% of Group revenue (FY24: R8 289 million and 37%)
- Operating margin of 12.4% (FY24: 12.1%)
- Operating profit of **R1 129 million** (FY24: R999 million)

Chemicals

Business portfolio review

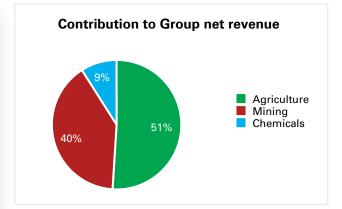
Our Chemicals segment, through Protea Chemicals, is a large chemical manufacturer and distributor of local and international chemical products in South Africa. It has an extensive warehousing, logistics and supply chain footprint that services a number of countries across the continent. The Chemicals segment continued to face significant challenges due to a subdued manufacturing sector. Ongoing strategic management actions have been undertaken to restructure the business and rationalise business lines.

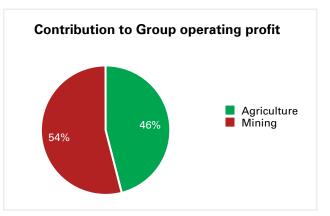
Product range

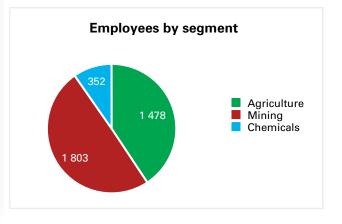
- Water care: We offer complete water care solutions that enable clean drinking water for millions of Africans daily. Our products include disinfectants and filtration for municipalities, industry, and mining.
- Bulk trading: We secure critical bulk powders and liquids for customers by leveraging our supply chain networks. Our products include natural soda ash, sodium bicarbonate, and ammonium sulphate.
- Agri-sciences: We supply quality ingredients to support the health and growth of livestock and crops, and our nutrition solutions are used by animal feed and pet food manufacturers.
- **Industrial chemistry:** We are a strategic partner to the coatings, adhesives and solvents industry, and support sectors, such as automotive and steel fabrication, with a wide range of products.
- Life sciences: We source product and ingredient solutions globally for our customers, including sustainably sourced raw materials and green technologies to achieve the best possible ESG impact.

Key FY25 statistics

- Employs 352 people*
- Generated net revenue of **R2 156 million**, equivalent to 9% of Group revenue (FY24: R2 112 million and 10%)
- Operating margin loss of 6.2% (FY24: 0.5% profit)
- Operating loss of R133 million (FY24: R11 million profit)







^{*} A comprehensive restructure process was implemented at Protea Chemicals in February 2025.

Investment case

Why invest in Omnia – our investor proposition

Omnia has demonstrated the ability to delivery to long-term shareholder value creation. Our attractive customer proposition and record for operational excellence have positioned the company for continued future growth.

Our compelling investor proposition is based on the following:



Primary sectors

We operate in the primary sectors of agriculture and mining, supplying premium solutions and technologies to customers in these sectors



Leadership

International diversification

Growth in our Mining business segment is driving our international diversification. Our international business now contributes 56% to the revenue generated by this segment.



ESG integrated into business model

ESG is embedded in our manufacturing processes, our products and our services, ensuring we meet our customers' needs now and into the future. We do this through products that promote efficiency, safety and sustainable outcomes.



Operational excellence

Operational excellence is a core value. Our business is supported by our robust and agile manufacturing and supply chain through our integrated manufacturing complex, one of the newest and most reliable production assets in SADC.



Distinct competitive advantage

Over time, we have built up a distinct competitive advantage in the primary sectors in which we operate by maintaining the quality of our products and reliable, timely deliveries. Our Mining segment has pioneered innovative and superior blasting technologies while our Agriculture sector has developed premium agri-solutions through our Nutriology® brand. In addition, our AgriBio products are a superior quality source of humates.



Cash generative, strong balance sheet

We have a track record for strong cash generation and a solid balance sheet. At financial year end, net cash and cash equivalents stood at more than R1.9 billion.



Attractive dividend yield

Omnia has an attractive dividend yield of over 5% on our ordinary dividend, before accounting for the additional yield on the special dividend. Our dividend policy targets an ordinary dividend cover range of 1.5x to 2.5x headline earnings. For FY25, the board thus approved a final ordinary dividend of 400 cents (FY24: 375 cents) a share, which reflected a strong track record of consistent free cash flow generation.





Our context

Given the dynamic and complex environment in which we operate, it is vital to monitor external variables and engage with stakeholders.

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External operating context and market drivers

In an increasingly complex global environment characterised by trade disruptions, severe climate events, and heightened global tensions, we are mindful of the multitude of potential impacts on our business. Our approach is to remain focused on our strategic intent to seek growth opportunities while being agile in our responses to changing market conditions.

Those macroeconomic issues that affect us the most are dealt with throughout this report, together with our responses to these issues, and the factors supporting our strategy to protect and grow core operations and expand internationally.

Our macro environment in FY25

Global growth remained resilient through much of FY25, supported by declining inflation and cautious monetary policy easing in several economies. However, instability and slower momentum emerged in early 2025, driven by escalating trade tensions, heightened policy uncertainty and an escalation in geopolitical tensions. These pressures have elevated input costs for businesses, complicated supply chain planning, and underscored the ongoing fragility of the global economic landscape.

Climate change remains a key structural risk, with erratic weather patterns disrupting agricultural cycles, infrastructure resilience, and water resource availability.

The global mining and agriculture sectors, however, continued to demonstrate resilience despite macroeconomic and geopolitical challenges. In the mining sector, sustained demand for critical minerals supporting the global energy transition, underpinned exploration activity and supported positive fundamentals for the explosives market.

In the agriculture sector, demand was supported by demographic growth, rising income levels, technological advancement, and government-backed food security initiatives. However, adverse weather events contributed to increased price volatility in some commodities. In response, the sector has accelerated the adoption of precision agriculture and sustainable farming practices to enhance productivity and mitigate climate-related risks.

Both sectors remain exposed to ongoing volatility but continue to benefit from structural demand drivers and targeted investment in operational resilience and sustainability. In the markets in which we operate, regional economic dynamics reflected considerable divergence:

- In South Africa, the economy remained under pressure, impacted by continued though reduced loadshedding and persistent logistical inefficiencies. These challenges weighed heavily on manufacturing, construction, and mining – particularly in iron ore and coal – where production remained subdued and infrastructure constraints persisted.
- African markets continued to experience broad-based macroeconomic pressures, including persistent currency depreciation driven by constrained access to US dollars, elevated sovereign risk, and tightening global financial conditions. Foreign exchange shortages remained a key constraint across several markets, impacting import-dependent sectors and cross-border trade. In the mining sector, investment sentiment remained mixed, with select markets continuing to attract capital for battery and critical minerals exploration, while others were impacted by infrastructure constraints and policy unpredictability. Agricultural activity across the region was shaped by erratic weather patterns, fluctuating input costs, and logistical inefficiencies.
- Indonesia continued to experience strong growth, supported by resilient domestic consumption, improved export performance, and a buoyant mining sector.
- Brazil's economy showed moderate resilience, supported by strong domestic demand, a recovering labour market, and robust commodity exports. However, high inflation, elevated interest rates, and a historic drought — strained consumer spending, agriculture, and the currency. Agribusiness exports, driven by strong Chinese demand however, continued to underpin the external sector, making up nearly half of total exports.
- In Australia, economic activity remained subdued in FY25, with
 the economy expanding at a slower pace compared to the
 previous year. While the agriculture and mining sectors
 benefited from favourable export dynamics, their performance
 was constrained by adverse weather conditions, volatile
 commodity prices, and ongoing global economic uncertainty.
- Canada posted moderate economic expansion, driven by strong consumer spending and resilient labour market conditions. Investment in mining, especially in critical and precious minerals, remained firm. However, US tariffs pose a risk to the economy.

Outlook

Globally, the macroeconomic environment is expected to remain challenging, influenced by persistent geopolitical tensions, including ongoing conflicts and trade disruptions that could continue to impact energy and commodity markets.

Increasing trade tariffs in key global markets may further exacerbate these disruptions, affecting international trade flows and economic stability. Heightened inflationary pressures and supply chain disruptions are expected to add to economic volatility.

South Africa's economic growth outlook remains subdued due to ongoing fiscal pressures, declining commodity prices, reduced export opportunities linked to sluggish global economic conditions and geopolitical risks, as well as enduring domestic infrastructure challenges.

However, the global outlook for agriculture and mining remains fundamentally strong. Driven by increasing global populations and urbanisation, the demand for food, technology, and basic materials continues to rise, underpinning the strategic importance of Omnia's primary markets.

Food security and the need to address climate change remain pivotal macroeconomic priorities globally, reinforcing the essential role agriculture plays in sustainable development. Simultaneously, the mining sector benefits from accelerated global shifts towards urbanisation and decarbonisation, increasing demand for critical minerals and materials.

These strong and positive fundamentals are expected to provide growth opportunities for Omnia, positioning the company to capitalise on increasing demand in these critical sectors. The Group's strategic focus on innovation, sustainability, and global expansion further strengthens its ability to leverage these positive industry dynamics.

The manufacturing and supply chain capabilities will continue to ensure operational reliability and mitigate risks in the current environment of heightened supplier challenges, logistical disruptions and infrastructure constraints. For agriculture the outlook remains positive, supported by forecasts of improved agronomic conditions across key operating regions. The Mining segment is well-positioned for continued growth across its primary markets in Africa, North America and the Asia-Pacific.

Omnia continues to execute its strategy with clarity and discipline, expanding its global footprint and reinforcing the competitiveness of its core operations. With an integrated value chain, agility in responding to geopolitical and macroeconomic shifts, and a culture rooted in continuous improvement, Omnia is set to compete and lead across its core markets.



Challenges in operating environment

- Geopolitical tension increasing market volatility
- Rise in trade protectionism and geopolitical risks, disrupting supply chains
- Persistent currency depreciation, US dollar shortage in African markets
- Pricing pressures in Zambia and Mozambique, drought and heightened competition
- Infrastructure constraints persist in South Africa
- Excessive rainfall and volatile weather conditions



Supportive market dynamics

- Mining sector underpinned by strong demand for critical minerals essential to energy transition
- Accelerating exploration activity and rising global mining capex investment
- Urbanisation and population growth driving long-term mineral and food demand
- Rising incomes and technological advancements supporting increased agricultural productivity
- Sustained fertilizer demand to maintain and improve crop yields
- Growing ESG focus and evolving regulatory frameworks fuelling demand for sustainable agriculture practices



Understanding our stakeholders

Strong stakeholder relationships are important to the success of our business, to our ability to deliver on our strategy, and to creating and sharing value while safeguarding its continuity. By understanding our external operating environment, stakeholder expectations, risks, opportunities and material issues, we are better able to mitigate risks, address our material issues and deliver on our strategy and purpose.

Open, honest and transparent stakeholder engagement is core to our purpose and values, builds trust in relationships which in turn underpins our strategic priorities.

Identifying and prioritising our stakeholders

We prioritise stakeholders by considering:

- Their potential to contribute to our strategic success
- The extent to which they can influence our performance
- The implications for Omnia of a stakeholder's concerns and how each stakeholder is in turn impacted by our concerns
- Risk to which Omnia would be exposed should a stakeholder's concerns not be addressed

We have identified six key stakeholder groupings. Each grouping's most important concerns and how these are being addressed are summarised below.





Investors

Omnia's investors include current shareholders, potential investors. providers of capital and other funders. They support our business by providing capital that is critical to sustaining and growing our business. Consistent, reliable and timely communication therefore supports informed decision making and manages expectations.

How we engage

Interim and annual results presentations, annual reports, media releases and SENS announcements, capital market days, executive meetings with institutional investors (either at conferences or oneon-one meetings)

Key investor engagement in FY25

- Interim and annual results presentations, supported by accompanying communication and collateral
- Hosted a capital markets day for institutional investors
- Annual shareholder's AGM
- Attending investor conferences

Investors' primary Omnia's response FY25 concerns FY25 How Omnia navigates the Effective communication challenging macroeconomic with the market on strategic and geopolitical and operational matters that environment are material to the company Infrastructural challenges in Consistent delivery on South Africa and its performance targets aligned with key strategic priorities implications for Omnia Progress on strategy Maintaining open and particularly international transparent relationships growth projects with shareholders, including regular engagements to Return on investment and how Omnia is likely to identify and address potential concerns perform going forward Maintaining capital discipline

Related material matters by category

- Environment
- Governance
- Economic



Employees and labour unions

Employees are vital to our business, providing the knowledge, skills and experience required to operate safely and optimally. Employee engagement is aimed at improving our employee value proposition, promoting labour stability and enhancing productivity. We respect the right to freedom of association and maintain strong relationships with trade unions and the employees they represent.

How we engage

Direct meetings with employees, trade union representatives, internal newsletters and intranet, social media, performance reviews, visiblefelt leadership, culture and values-based engagement, workshops and training, wage negotiations, bargaining council engagements at bargaining council.

Key employee engagement in FY25

- · Group and divisional townhall meetings
- Long-service awards
- Leadership engagements
- Safety stand-down sessions across the Group

Employee's primary concerns FY25

- Fair remuneration and benefits, and recognition
- Improved conditions of employment
- Ongoing training, career development - capacity buildina
- Safe and healthy work environment
- Respectful workplace

Omnia's response FY25

- Conducting biannual reviews and continuing to align remuneration with performance
- Enhancing employee value proposition by extending benefits such as death cover
- Expanding leadership development programmes to a broader group of employees
- Fostering a values-based organisation with a strong emphasis on safety
- Advancing our culture transformation journey by embedding our values, and fostering a unified, purposeled culture

Related material matters by category

Social



Our customers procure products and services from Omnia and are the source of demand on which our business is based. Ensuring customer satisfaction is essential to the long-term viability of our business. This entails ensuring reliable supply of quality products, while simultaneously innovating and developing new products and services that anticipate customers' future needs and expectations.

How we engage

Direct customer engagement, product presentations, customer events - farmer days, site visits and exhibitions and industry forums

Key customer engagement in FY25

- Direct customer engagement
- Product presentations
- Customer events farmer days, webinars, media
- · Exhibitions and industry forums

Customer's primary concerns FY25

Quality and consistency of products and services

- Supply reliability and responsiveness to specific needs
- Supply of relevant and innovative solutions, products and services
- Strong partnership management
- ESG concerns, including safety and reduced GHG emissions

Omnia's response FY25

- Continued focus on product quality and consistent supply
- Invest in manufacturing and supply chain
- Investment in R&D to develop next generation products
- Global distribution partnerships to bring world-class technology to customers
- Continue to build strong partnerships with customers
- Increased focus on safety culture and improvements in ESG metrics

Related material matters by category

- Environment
- Governance
- Economic

About Omnia Our context

Understanding our stakeholders continued



Omnia's business partners and suppliers provide the products and services we require as inputs for our business activities. Strong, collaborative supplier engagement is necessary to ensure coordination in the supply and delivery of the products and services our customers require. Positive engagement with our business partners helps to strengthen our capabilities.

How we engage

Direct engagement, conduct of due diligence throughout supply chain, contracts

Key supplier/business partner engagement in FY25

- Direct engagement
- Due diligence conducted throughout supply chain
- Contract negotiations

Business partners/suppliers' primary concerns FY25

- Reliable and timely material requirement plans to facilitate demand forecasting
- Collaborative business relationships and partnerships to ensure supply chain security
- Procurement opportunities
- Implications of cost optimisation measures

Omnia's response FY25

- Build strong relationships and continuous direct engagement
- Contract negotiation and management
- Continued end-to-end supply chain optimisation
- Due diligence conducted throughout supply chain

Related material matters by category

- Governance
- Economic



Governments and regulators

Governments and regulators play a critical role in creating an environment that supports business. They develop and implement legislation and regulations with which we are required to comply. We engage regularly and transparently with these stakeholders across our operating jurisdictions to foster collaborative relationships, uphold our licence to operate, support shared objectives, demonstrate compliance, and contribute meaningfully to policy development.

How we engage

Proactive engagements with relevant government departments on product certifications, regulatory licensing and investigations. workshops and public forums, site visits and on-site audits. membership of and active participation in various industry bodies that interact with government and regulators.

Kev government/regulator engagement in FY25

- Product certifications, regulatory licensing and investigations
- Workshops, public forums, site visits and on-site audits
- Commenting on new proposed legislation
- Implementation of and participation in task teams
- Membership of and active participation in various industry bodies that interact with government and regulators
- Publication of Tax Transparency Report

Governments'/regulators' primary concerns FY25

- Legal and regulatory compliance, including certification and product licences
- Alignment of company policy with regulatory environment
- Tax compliance
- Positive ESG commitment and contribution
- Renewable energy initiatives and climate change

Omnia's response FY25

- · Commenting on new proposed legislation
- Implementation of and participation in several task teams
- Publication of annual Tax Transparency and ESG reports

Related material matters by category

- Environment
- Governance



Host communities and NGOs

Omnia partners with communities to implement socio-economic development programmes and initiatives, which are important for their socio-economic sustainability and stability. Community partnerships align not only with our values but grant us our social licence to operate. Community engagement enables us to contribute to the safety and health of communities and to protect the environment, while promoting food security and facilitating access to quality education and skills development.

How we engage

Community forums, workshops, formal working collaborations initiated with various municipalities that are home to host communities in our areas of operation.

Key community engagement in FY25

- Training and development programmes
- Community forums and
- CSI initiatives
- Bursaries and skills development
- · Formal working collaborations initiated with various municipalities that are home to host communities in our areas

Communities'/NGOs' primary concerns FY25

- Employment, recruitment process and opportunities
- Skills development
- Local procurement and access to economic opportunities
- Enterprise development
- · Access to information about Omnia
- Food security
- Environmental and climate change impacts

Omnia's response FY25

- Local recruitment and employment
- Training and development programmes
- Local procurement and supplier development
- Regular engagement
- CSI initiatives
- Bursaries and skills development
- Monitoring and management of environmental risks of operation

Related material matters by category

- Environment
- Economic
- Social



To read more about our relationship with stakeholders, see the section Value created and shared with stakeholders in this



Managing risks and opportunities

Our context

Enterprise risk management

The world is dynamic and complex, exposing our business to both risks and opportunities.

As a multinational organisation, the macroeconomic landscape could have a material impact on our business. It is essential that these risks and opportunities are managed proactively to enable Omnia to achieve its strategic objectives and business imperatives.

Risk management governance

In line with the King IV Code of Good Corporate Governance, the Omnia board bears ultimate responsibility for the management of risks and opportunities, and for embedding a sound risk culture within Omnia. The board oversees and determines the level of risk considered acceptable and those deemed intolerable in delivering on our strategy, in line with the board-approved risk appetite and tolerance framework.

Risk management at Omnia is aligned with ISO 31000, which enables risk based business decision-making processes embedded across the organisation. Omnia's governance documents, being key risk management requirements, include our enterprise risk management policy and framework, risk appetite and tolerance framework, business continuity management policy and framework, crisis management and communication protocols, internal risk assessment standards, combined assurance model and combined assurance roles and responsibilities.

Our risk management framework, guided by the commitments in the policy, aims to:

- Provide a structured approach for proactive risk management across the business
- · Clearly define roles and responsibilities, including oversight
- Assimilate risk management into our decision-making processes
- Ensure resilience through effective business continuity management and disaster recovery
- Ensure alignment with the board-approved risk appetite and tolerance framework
- Support Omnia's growth strategy

Risk governance structures

How we create value



Board

- Ultimate responsibility for risk management
- Determines and oversees risk appetite and tolerance thresholds
- Oversees and monitors risks and opportunities

Audit and risk committee

- Reviews and evaluates effectiveness of risk management programme
- Reviews and evaluates effectiveness of the combined assurance model
- Ensures that risks and opportunities are managed through appropriate risk mitigating measures
- Oversees effective business continuity management
- Reports material matters to the board



Executive committee

- Oversees risks management programme
- Ensures efficient execution of risk mitigating measures
- Reviews and evaluates feedback from the committee and forum below
- · Reports material matters to the audit and risk committee



Enterprise risk management committee

- Ensures effective implementation of risk management processes across
- Reports to the Group executive committee (exco)



Combined assurance forum

- Ensures the effective implementation of the combined assurance model across Omnia
- Reports to Group exco

Combined assurance

Omnia applies three levels of defence for our risk-based combined assurance model.



Board of directors



Board committee



Combined assurance forum

First line of defence

- Line management
- Department heads
- · Divisional:
- Managing director
- Finance director
- Chief operating

Second line of defence

- officer
- Exco

Governance oversight exercised through:

- Exco
- Company secretary
- Enterprise risk management
- Legal and compliance
- SHEQ and
- sustainability
- Finance
- · Strategy, capital and M&A
- Brand, marketing, communications and investor relations
- Procurement
- Human resources
- Information Technology

Third line of defence

- Internal audit
- External audit
- Forensic audit
- Other independent assurance providers



Risks and opportunities continued

How we identify our top business risks

Understanding of the macro environment in which we operate relative to our internal operating context is critical in determining our risks and opportunities. Our enterprise risk management function collaborates with divisional, shared services and executive management to identify, assess and evaluate key risks and opportunities. It also continuously monitors plans and their effectiveness to mitigate and manage the risks and to pursue opportunities. In evaluating our risks, we consider their causes, impacts as well as their likely occurrence relative to our ability to deliver on our strategic imperatives and create value. Our risk profiles are reviewed and updated regularly while keeping the governance committees appraised continuously.

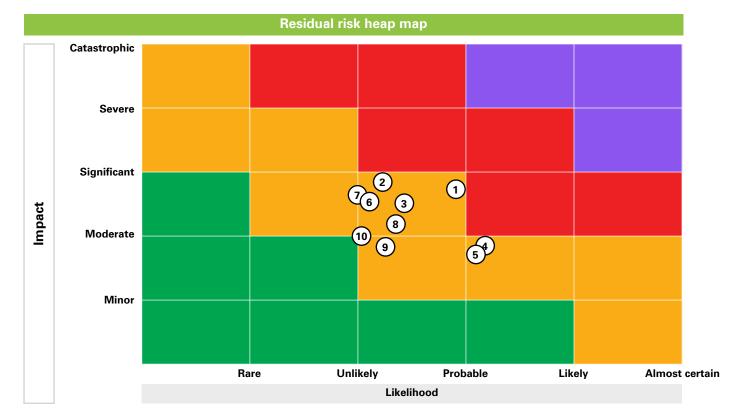
We consider both inherent and residual risk ratings. Inherent risk rating is the level of risk before the implementation of mitigating measures while residual risk rating is the level of risk once

appropriate mitigation measures have been implemented. The decision whether or not to implement further mitigation measures is informed by our risk appetite and tolerance thresholds.

Omnia defines a top risk as being one that could significantly affect our ability to deliver on our strategic objectives and priorities.

Opportunities

The process to identify, prioritise and manage risks also entails the identification of opportunities. As with risk management, the management of opportunities that could contribute to the growth of the business includes developing action plans to enable us to act on those opportunities identified for the benefit of all stakeholders. The management of opportunities is vital to the success of our business and to the achievement of our strategic objectives.



Top risks – an overview

In the past 12 months, major changes in both the micro and macro environments persisted and this sustained exposure to ever-changing local and global priorities required us to adapt and respond accordingly. This state of change and how it was navigated is largely represented by the top 10 risks below.

Residual risk ranking: 2025

Residual risk ranking 2025 (Ranking 2024)	Risk name	Risk source
(4)	Country risk and regional instability	
(2)	Supplier and customer concentration	
3 (1)	Macroeconomic challenges	•
4 (3)	Critical infrastructure failure	
(5)	Management of our talent	
6 (7)	Safety performance, ESG strategy and stakeholder expectations	
7 (9)	Technology continuity and resilience	
8 (6)	Operational continuity and efficiency management	
9 (8)	Climate change and variability	•
(11)	Third party risk	•
Source of risk		
External ris	k: emanating externally with limited control	

Internal risk: emanating internally; such risks mostly within our control

Risks and opportunities continued

1) Country risk and regional instability

Description

Omnia operates over a wide-geographic footprint which exposes it to varying cultures, practices, laws, regulations, judicial systems, socio-economic environments and localisation requirements. Operating in many jurisdictions adds significant complexity and burden in managing regulatory and compliance requirements, including adherence to labour laws, tax regulations, and foreign exchange controls. Geopolitical risks, such as regional conflicts, global tensions, economic sanctions, tariff wars and trade embargoes, further increase Omnia's risk exposure. Omnia collaborates with local partners to prioritise employee safety, market access and ensure compliance with governing laws and regulations which poses a risk to Omnia as there is a level of reliance on third parties to manage risk.

Mitigating action

- Ongoing monitoring of regulatory and related changes using specialist services
- Use of regional specialist consultants for complex matters
- Use of flexible formulations, multi-sourcing and holding stock, to mitigate supply risk
- Diversification of sources of profits into less risky jurisdictions
- Country risk reporting and market intelligence gathering, including identification of opportunities, crisis response planning and assessments of geopolitical threats

Related strategic priorities

- · Protect and grow our core
- Expand our international business
- Drive sustainable business practices to ensure a greener future

Related material matters

- Mitigating country and political risk, and ensuring regulatory compliance
- · Effectively allocating capital
- Ensuring safety, health and well-being of employees, customers and communities

Capitals affected









Board oversight

ARC; SEC

(2) Supplier and customer concentration

Description

Supplier

Omnia is exposed to supplier concentration risk in supply of inputs into the production process as well as critical services such as electricity and water. Omnia makes use of suppliers such as Sasol and Foskor for input products, and interruptions to supply may materially impact Omnia's ability to produce and supply product in line with demand plans.

Alternative suppliers may be sourced but may be unable to meet existing quantity, quality, time or pricing resulting in potential loss of business, reputational damage and financial losses.

Customer

Omnia is exposed to customer concentration risk in certain regions, this could be as result of business model decision i.e., entering into regional partnership arrangements, but may result from other factors such as the size of regional customer pools and Omnia's ability to break into competitive regional landscape, lack of suitable local partners. A loss of customer or change to business requirements may materially impact the performance of Omnia from a profitability and continuity standpoint. Changes to regional profile and customer network could result in further complications such as loss of regional insight, loss of access to stock holdings, logistics vulnerabilities and loss of flexibility in delivery methods.

Mitigating action

- Long-term supply agreements entered into for stability of supply
- Sourcing alternative suppliers for critical goods
- Stock management linked to demand cycles
- Intelligent demand forecasting for supply stability
- Blending facilities for competitive positioning

Related strategic priorities

- Protect and grow our core
- Expand our international business

Related material matters

- Ensuring business resilience and operational efficiency
- Engaging with customers and partners, and ensuring sustainable and resilient supply chains
- Ensuring safety, health and well-being of employees, customers and communities

Capitals affected







Board oversight

ARC; SEC



3 Macroeconomic challenges

Description

Omnia is exposed to volatility in the macroeconomy with movements in commodity prices, exchange rates and inflation. This impacts the cost base, production costs, pricing strategies, and revenue predictability thus requiring robust risk management and hedging strategies to mitigate financial exposure. Particular concern exists where sustained low commodity prices, which negatively impact profitability and may require adjustment to the business model. The Group's international growth strategy will mitigate the product concentration risk through diversification.

Mitigating action

- Foreign currency hedging process
- Delayed pricing mechanisms
- Strategic inventory management, linked to demand
- Production optimisation process
- Major contracts linked to price changes

Related strategic priorities

- Protect and grow our core
- Expand our international business

Related material matters

- Ensuring business resilience and operational efficiency
- · Effectively allocating capital
- Upholding ethical business conduct

Capitals affected

Board oversight



ARC



Risks and opportunities continued



Critical infrastructure failure

Description

Omnia is exposed to risk due to deteriorating infrastructure in some of the geographies in which it operates. Omnia's South African exposure is significant, given the production and supply chain conducted in country; there is however some exposure anticipated within all geographies. Deteriorating South African infrastructure includes the national road network, Transnet Freight Rail and National Ports Authority, Eskom's electrical network and the municipal water network which may disrupt Omnia's operations as well as those of its mining and agribusiness customers.

Infrastructural challenges may increase operational costs, constrain production and impact Omnia's ability to supply customers. In addition, it may impact customer continuity, customer demand and consumption i.e., loss of access to water may result in a change in planting patterns which in turn may result in a change in the type of product used.

Mitigating action

- Strengthening contingency plans, backup systems, alternative routes for security of supply
- Expanding rolling stock and storage capacity, ongoing transport strategy reviews
- Sourcing alternative supply through multiple sourcing options
- Scheduled preventative maintenance, forecasting linked to demand cycles and replacement capital programmes
- Actively participating in industry and government initiatives

Related strategic priorities

- · Protect and grow our core
- Expand our international business

Related material matters

- Ensuring business resilience and operational efficiency
- Driving digitisation and innovation
- Engaging with customers and partners, and ensuring sustainable and resilient supply chains

Capitals affected





Board oversight

ARC: SEC

(5) Management of our talent *

Description

Omnia operates in very challenging and competitive environments, this gives rise to difficulties in attracting, managing and retaining the right talent. Recruitment lead times may be long, particularly for senior and specialist staff, which exacerbates operational capacity constraints and skills gaps and also prevents the use of proactive workforce planning principles. Addressing these challenges is crucial to reducing dependency on key personnel and resolving the organisation's ongoing skills shortages as well as enabling physical and mental wellness and unlocking employee potential.

* Previously titled 'Attraction and retention of critical skills'

Mitigating action

- Implementation of talent acquisition framework
- Evolution of an attractive employee value proposition
- Implemented performance management systems and frameworks, value-based scorecards, and calibration process for reviews
- Training, development and leadership programmes at executive, management and staff level
- Talent management framework, internal talent reviews

Related strategic priorities

Build a safety-first culture and invest in our people

Related material matters

- Developing and sustaining a skilled workforce in a positive and inclusive workplace
- Ensuring security of people and assets, including critical incident management
- Driving digitisation and innovation

Capitals affected





Board oversight ARC; SEC; RNC

6 Safety performance, ESG strategy and stakeholder expectations

Description

Safety performance

Omnia's operations are inherently hazardous, and pose risks related to safety and health for employees, customers, suppliers, and surrounding communities. In addition to the above, risk events could result in significant damage to the environment or assets. Omnia remains committed to promoting a safety-first culture, investing in its workforce, processes, and standards. Failure to maintain a safe working environment could result in reputational damages, loss of operating licences, financial losses, and may prevent the company from securing new contracts.

ESG strategy

Omnia's operations involve activities and materials that pose inherent environmental risks. To address these challenges, Omnia remains committed to advancing sustainability initiatives through its published ESG strategy and targets. Failure to effectively implement the ESG strategic initiatives, including availability of technologies and alternative energy sources, may lead to Omnia being unable to meet the 2030 ESG targets resulting in potential reputational damage, loss of customers and loss of investor confidence.

Mitigating action

- Implemented safety-first culture including, mandatory training for employees and stakeholders as well as regular awareness sessions and communications
- Implementation of safety policies, frameworks, and procedures
- Developed detailed engineering controls, preventative maintenance programmes, statutory inspections for highrisk processes
- Crisis response plans, investment in protective measures
- ESG targets linked to strategy and KPIs, which are subject to regular review

Related strategic priorities

- Build a safety-first culture and invest in our people
- Drive sustainable business practices to ensure a greener future

Related material matters

- Ensuring security of people and assets, including incident management
- Ensuring safety, health and well-being of employees, customers and communities
- Driving the energy transition and decarbonisation

Capitals affected









Board oversight





Risks and opportunities continued

Technology continuity and resilience *

Description

Omnia is dependent on the existence of effective, reliable and secure information and operational technology, which connects our people, stores data and controls industrial and business processes. The rapid evolution and availability of artificial intelligence and other new technologies has increased the threat from cyber-attacks and information security, while driving a need for business to be flexible and adapt to changes.

Failure to adequately secure and maintain existing technology may result in the inability to continue to operate in line with desired Omnia operations. Failure to adequately assess the benefits, risks and requirements for developing technology may result in failed implementation of technology that does not fit within the Omnia architecture or strategy resulting in increased risk of adverse events such as a cybersecurity breach resulting in business continuity issues.

* Previously titled 'Technology resilience and cybersecurity'

Mitigating action

- Implementation of IT governance framework, approved Group IT policies, standardisation of systems and processes
- System recovery protocols, cybersecurity measures for data protection
- Investment in specialist skills, appointment of ITSM and asset management specialist
- · Cybersecurity awareness training, implementation of cybersecurity audits and penetration tests
- Network and perimeter scanning and monitoring process

Related strategic priorities

Protect and grow our core

Related material matters

- Driving digitisation and innovation
- · Ensuring security of people and assets, including critical incident management
- Ensuring business resilience and operational efficiency

Capitals affected **Board oversight**





ARC: SEC

Operational continuity and efficiency management *

Description

Omnia may be unable to continue with critical production in line with demand plans as a result of outages due to unplanned maintenance or damage to critical production equipment, or as a result of other disruptions to operations such as staff unavailability, Operational Technology system downtime which could lead to extended operational downtime. These challenges affect Omnia's ability to maintain sufficient levels of inventory, to fulfil contractual obligations. This results in heightened reputational risks and commercial losses, emphasizing the need for robust risk management and preventive measures.

* Previously titled 'Business capacity and capability'

Mitigating action

- Rolling maintenance programme, critical spare-holding
- Strategic inventory management, linked to demand
- Quality control through scheduled inspections and laboratory analysis for product quality verification
- Supply and demand optimisation process
- Production optimisation process, providing flexible production process

Related strategic priorities

Protect and grow our core

Related material matters

- Ensuring business resilience and operational efficiency
- Driving digitisation and innovation
- Engaging with customers and partners, and ensuring sustainable and resilient supply chains

Capitals affected

Board oversight





ARC: SEC

(9) Climate change and variability

Description

Omnia is exposed to longer-term climate change phenomena, like El Niño (rising sea temperatures) and La Niña (falling sea temperatures), as well as short-term climate variability, which pose risk to both the Agriculture and Mining segments. Extreme weather conditions, such as excessive rain, droughts, or severe storms, disrupt crop planting windows and mine blasting schedules (particularly in open-pit operations). These disruptions create challenges for demand forecasting and inventory management. In response, Omnia has developed innovative solutions like the Nutriology® model to support farmers in adapting to climate impacts and EnviNOx® technology to reduce greenhouse gas emissions, showcasing its commitment to sustainability and resilience.

Mitigating action

- Increased use of scenario analysis of extreme weather patterns and development of mitigation measures to respond to the variability
- Strategies and investments to decarbonise key processes
- Products and services that help customers mitigate extreme
- On-going climate change monitoring for primary markets
- Disaster recovery and response plans in place

Related strategic priorities

- · Protect and grow our core
- Drive sustainable business practices to ensure a greener future

Related material matters

- Driving the energy transition and decarbonisation
- Pursuing climate resilience and adaptation
- Implementing sound environmental management

Capitals affected





ARC; SEC

Board oversight

(10) Third-party risk

Description

Omnia is exposed to a wide range of third-party relationships over diverse operations and geographies, giving rise to elevated levels of third-party risk. Omnia engages with third parties for the supply of goods and services, as well as operational partnerships and joint ventures as a means of accessing regional markets. These relationships expose Omnia to risks, including financial losses, legal liabilities, and reputational damage, should these partners fail to meet their contractual obligations and maintain the standards set by Omnia. Omnia works to ensure that rigorous due diligence, effective oversight, and well-structured agreements are in place to mitigating these potential repercussions and safeguarding the company's interests.

Mitigating action

- Active contract management processes, regular contractual review for major third-party relationships, structured risk treatment plans
- Steering committees established for identified risks, independent assessments conducted for third-party relationships with remediation plans
- Defined standards for key risk areas, ongoing operational monitoring, governance-driven frameworks for managing third-party engagements
- Access to third party databases such as World check to validate counter-parties
- Provision of on-boarding training and ensuring compliance with safety standards

Related strategic priorities

- · Protect and grow our core
- Expand our international business

Related material matters

- Upholding ethical business conduct
- Ensuring safety, health and well-being of employees, customers and communities
- Ensuring security of people and assets, including critical incident management

Capitals affected







Board oversight ARC: SEC





Corporate governance

Materiality process and outcomes

The concept of 'double materiality' was again used to assess and determine our most material matters for FY25. Double materiality looks at both impact and financial materiality over the short, medium or long term, where:



Impact materiality

considers how Omnia's business activities and actions may potentially impact our broader external environment (people, society and the environment) and any related risks and/or opportunities



Financial materiality

considers how the external environment may affect Omnia's performance, future cash flows and prospects and thus our enterprise value - and any related risks and/or opportunities

Our materiality assessment process

This process was independently facilitated, in collaboration with the leadership team. Identification of the ultimate list of material matters was overseen by exco. The outcomes of this process were approved and confirmed by the board.

Our four-step materiality assessment process involved the following:











- Review of material matters reported by eight of our local and global peers, a wide range of sustainability standards, including GRI, SASB and CSRD, and the findings of various ratings agencies and industry risk assessments. We also considered key priorities identified by the International Fertilizer Association (IFA).
- **Comparison** with outcomes of comprehensive FY24 stakeholder engagement process in which shareholders, customers and employees were interviewed.
- An online leadership survey completed by exco, business segment and discipline heads and selected board members to determine those matters they considered most important from both impact and financial materiality perspectives. The results of this survey were used to rank the list of 37 material matters identified in the first two steps above. For each matter, respondents indicated expected time frames (short, medium or long term) and for financial materiality, whether the matter was a risk and/or an opportunity.
- An executive review of the survey outcomes resulted in several amendments being made, based on exco's knowledge of the market, company, stakeholders and strategic plan. The most significant matters identified are aligned with our top risks identified through our comprehensive risk management process see Managing risks and opportunities in this report.



Materiality process and outcomes continued

Our top material matters FY25

The top 13 material matters identified in our latest materiality assessment are categorised and described below. These matters are not ranked so as not to place undue emphasis on any one matter, particularly as materiality is dynamic and relative materiality can change, depending on circumstances and stakeholders affected.



Environmental matters

Description	Nature of materiality	Time frame	Risk/opportunity	Capitals affected	Relevant SDGs	Stakeholders affected	For further information, see:	
Pursuing climate resilience and adaptation: We are embedding climate change resilience into our business to address potential physical risks (such as floods and droughts) and transition risks (regulatory, market, reputational, and legal). This includes helping customers build resilience and adapt to climate change and variability. Related matter FY24: Promoting energy efficiency, transitioning to renewable energy sources and ensuring that we adapt our company and our products to climate change	Impact	Medium to long term	Risk and opportunity	Natural capitalManufactured capitalFinancial capital	SDG 6 CLEAN WATER AND SANTATION SDG 7 AFFORDABLE AND CLEAN ENERGY SDG 9 NOUSTRY INNOVATION AND INFRASTRUCTURE SDG 12 CRESPONSIBLE RESPONSIBLE ACTION SDG 13 ACTION SDG 15 CLIMATE ACTION SDG 15 ON LAND	CustomersInvestors	In this report Managing risks and opportunities Environmental stewardship Managing capital trade-offs for value creation Understanding our stakeholders	ESG report ESG strategy Contribution to SDG Innovating to create a greener future. Climate change, decarbonisation and our energy transition Waste, water and circularity Biodiversity, land use and environmental stewardship
Driving the energy transition and decarbonisation: We are driving the shift to a lower carbon business and products by enhancing efficiency and investing in renewable and low-carbon technologies.	Impact Financial	Short to medium term	Risk and Opportunity	Natural capitalManufactured capitalFinancial capital	SDG 6 CLEAN WATER AND SANITATION SDG 7 AFFORDABLE AND CLEAN ENERGY	InvestorsCustomers	In this report Managing risks and opportunities	ESG report Innovating to create a greener future
Related matter FY24: Promoting energy efficiency, transitioning to renewable energy sources and ensuring that we adapt our company and our products to climate change					SDG 9 ROUSTRY, INNOVATION AND INFRASTRUCTURE SDG 12 CONSUMPTION SDG 13 CLIMATE ACTION SDG 15 UFE ON LAND		Environmental stewardship Value created and shared with stakeholders Manufacturing and supply chain	Climate change, decarbonisation and our energy transition Biodiversity, land use and environmental stewardship

Materiality process and outcomes continued

Our top material matters FY25 continued



Environmental matters continued

Description	Nature of materiality	Time frame	Risk/opportunity	Capitals affected	Relevant SDGs	Stakeholders affected	For further information, see:	
Implementing sound environmental management: We are implementing sound environmental management practices to drive efficient and responsible resource use, and promoting sustainable regenerative agriculture to enhance ecosystem resilience (including the preservation and promotion of biodiversity, ecosystems and improving nutrient yields).	Impact	Medium to long term	Risk and opportunity	Natural capital	SDG 3 GOOD HEALTH AND WELL-BEING SDG 6 CLEAN WATER AND SANTATION SDG 7 CLEAN ENERGY	Host communities and NGOsInvestors	In this report Managing risks and opportunities Agriculture Our strategy Environmental stewardship	ESG report Innovating to create a greener future Biodiversity, land use and environmental stewardship
Related matter FY24: Protecting and promoting biodiversity and sustainable ecosystems					SDG 8 DECENT WORK AND DECONOMIC GROWTH SDG 9 NOUNTRANSPARDED SDG 12 CONSUMPTION AND PRODUCTION SDG 13 CLIMATE ACTION SDG 15 ON LAND			
Being good water stewards: We secure stable access to water and focus on being good water stewards through efficient usage and sustainable sourcing.	Impact Financial	Long term	Opportunity	Natural capitalManufactured capitalSocial and	SDG 6 CLEAN WATER AND SANTATION SDG 7 AFFORDABLE AND CLEAN ENERGY	Investors Host communities and NGOs	In this report Managing risks and opportunities	ESG report ESG strategy
Related matter FY24: Securing stable access to water and being good water stewards				relationship capital	SDG 7 CLEAN ENERGY SDG 9 NOUSTRY, INNOVATION AND INFRASTRUCTURE SDG 12 CONSUMPTION AND PRODUCTION SDG 13 CLIMATE ACTION SDG 15 UFE ON LAND		Value created and shared with stakeholders Manufacturing and supply chain Environmental stewardship	Waste, water and circularity Contribution to SDGs Biodiversity, land use and environmental stewardship

Materiality process and outcomes continued

Our top material matters FY25 continued



Societal matters

Description	Nature of materiality	Time frame	Risk/opportunity	Capitals affected	Relevant SDGs	Stakeholders affected	For further information, see:	
Developing and sustaining a skilled workforce in a positive and inclusive workplace: We are developing our workforce to ensure it is suited for the future of work, through continuous learning and skills development initiatives. We create a respectful and inclusive workplace culture where employees feel valued, fulfilled, rewarded, engaged and motivated. Related matter FY24: Attracting, retaining and developing talent suited for the future nature of work	Impact	Short to medium term	Opportunity	 Human capital Social and relationship capital 	SDG 3 GOOD HEALTH AND WELL-BEING SDG 4 QUALITY EDUCATION SDG 5 GENDER EQUALITY SDG 8 DECENT WORK AND ECONOMIC GONOMIC STREET STAND GOMMUNITIES	Employee and labour unions	In this report Managing risks and opportunities Our strategy Empowering employees Business model	ESG report Contribution to SDGs Business strategy and model Attracting and developing people
Ensuring safety, health and well-being of employees, customers and communities: We ensure the health, safety (including process safety) and well-being of employees, customers and communities.	Impact Financial	Short to medium term	Risk and opportunity	Human capital	SDG 3 GOOD HEALTH AND WELL-BEING SDG 11 SUSTAINABLE CITIES AND COMMUNITIES	Employee and labour unions	In this report Understanding our stakeholders	ESG report ESG governance
Related matter FY24: Ensuring occupational and process safety, and the well-being of our workforce					SDUTT AND COMMUNITIES		Managing risks and opportunities Empowering employees Corporate governance	Engaging with stakeholders Contribution to SDGs Safety, health and well-being Attracting and developing people
								Ethical standards, policies and regulatory compliance Responsible sourcing and resilier

Materiality process and outcomes continued

Our top material matters FY25 continued

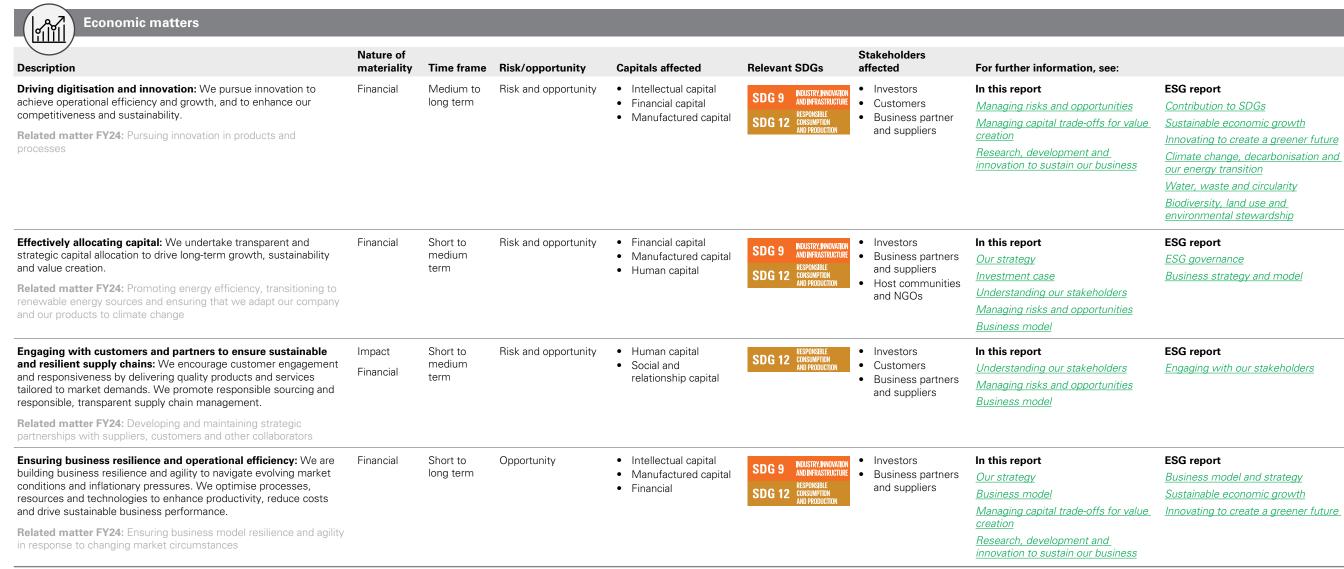


Governance matters

Description	Nature of materiality	Time frame	Risk/opportunity	Capitals affected	Relevant SDGs	Stakeholders affected	For further information, see:	
Ensuring security of people and assets, including critical incident management: We have in place robust security measures to protect our people, assets, and products. We ensure cybersecurity and data privacy and promote sound integrated risk management.	Impact Financial	Medium to long term	Risk and opportunity	 Human capital Social and relationship capital Intellectual capital Financial capital 	SDG 3 GOOD HEALTH AND WELL-BEING PEACE, JUSTICE AND STRONG INSTITUTIONS	Employee and labour unionsCustomersBusiness partners and suppliers	In this report Managing risks and opportunities Empowering employees Corporate governance	ESG report Security of people and assets
Related matter FY24: Ensuring the security of our people, assets and products (including cyber-security)								
Mitigating country and political risk and ensuring regulatory compliance: We identify and mitigate country and political risks that may impact our business and strategic planning. We ensure compliance with current and evolving legal requirements and industry standards and ensure compliance with tax obligations and regulation. Related matter FY24: Considering and mitigating geopolitical instability and country risks	Financial	Medium to long term	Risk and opportunity	 Social and relationship capital Financial capital Intellectual capital 	SDG 16 PEACE, JUSTICE AND STRONG INSTITUTIONS	Government and regulatorsCustomersInvestors	In this report Managing risks and opportunities Corporate governance	ESG report ESG governance Ethical standards, policies and regulatory compliance Responsible sourcing and resilient supply chains
Upholding ethical business conduct: We ensure business ethics and integrity by promoting ethical conduct, transparency and anticorruption measures. Related matter FY24: Upholding business ethics and integrity and promoting disclosure and transparency	Impact Financial	Medium to long term	Risk and opportunity	Social and relationship capital	SDG 16 PEACE, JUSTICE AND STRONG INSTITUTIONS	Customers Investors Business partners and suppliers	In this report Managing risks and opportunities Business model Value created and shared with stakeholders Corporate governance	ESG report ESG strategy Ethical standards, policies and regulatory compliance Responsible sourcing and resilient supply chains

Materiality process and outcomes continued

Our top material matters FY25 continued





To read more about our material matters, see Materiality and material matters in our ESG Report.



Leadership

Our leadership believes that long-term value is built through disciplined capital allocation, operational excellence, customer-centric innovation, a commitment to sustainability and empowering our people.

In this section

P24	Chairperson's message
P26	Board summary and profiles
P28	Governance in support of value creation
P30	Executive team
P31	CEO's review

Leadership

Chairperson's message

Omnia navigated the 2025 financial year with confidence, rising to challenges, successfully maximising opportunities and once again showing an unwavering commitment to building a robust business for the benefit of all stakeholders.

As board chair, I am proud to contribute to this integrated report that details the challenges navigated, our achievements and the commitment of the Omnia team as a whole. Combined, the dedicated work undertaken and the results vielded demonstrate the strength of our strategy, our collective commitment to delivery and the strong relationships we have built with customers and partners in South Africa, elsewhere in Africa and internationally.

Operating environment

Our external operating environment, both globally and in South Africa, remains challenging.

Globally, geopolitical uncertainty, increased trade protectionism, currency volatility, and supply chain disruptions that affect access to critical inputs and markets, as well as climate change are reshaping the agriculture and mining sectors. Among other impacts, geopolitical tensions can lead to trade restrictions while currency volatility affects export profitability and cost of imported equipment and fertilizers, especially in emerging economies. Global supply chain disruptions exacerbate operational costs and limit productivity, and, in South Africa, our home base, there are ongoing infrastructure challenges.

Furthermore, climate change introduces long-term risks, such as extreme weather events, including excessive rainfall and flooding, shifting growing seasons and water scarcity, which threaten crop yields and mining operations alike. Together, these forces demand greater resilience, innovation, and strategic planning across both sectors.

However, given our experience and learnings over the last five vears in dealing with such challenges and supply chain disruptions especially, we are well positioned to ensure consistent supply to our customers.

We are also well placed to overcome the ongoing issues related to energy and water supply, especially in South Africa. We are increasing our renewable energy infrastructure and continue to enhance our water efficiency. This work is ongoing and will further enhance the resilience of our operations in the years ahead.

The risk management, planning and sustainability execution that has been undertaken by management and their teams enables the Group to successfully navigate ongoing and new challenges.

Strategy and performance

Omnia's performance in FY25 is testament to the hard work of management and all employees, and to the Group's focused strategy.

Our business strategy to grow and diversify, both geographically and across sectors, is vielding tangible results. This success is illustrated by the robust performance delivered by the Mining segment and reinforces Omnia's competitive position globally in this market. These developments support our commitment to delivering sustainable shareholder returns through economic cvcles.

The Group's leadership has astutely identified locations, partners and early stage investments that over time will vield growth opportunities. It is testament to the reputation of Omnia that innovative companies seek out the Group as a partner. Management has exhibited great maturity, skill and confidence in carefully assessing which ventures to pursue and which not to.

In FY25, following a comprehensive review of our Chemicals business, the tough decision was taken to restructure this aspect of our business in line with our strategy. This restructure was part of a broader initiative to realign the segment with prevailing market dynamics, improve operational efficiency and costs, and support long-term sustainability and growth.

Role of ESG in our strategy

While we measure our success in terms of our financial performance and shareholder returns, our achievements in relation to our ESG (environmental, social and governance) performance are of equal importance - how we as a team work to reduce our environmental impact, support communities and strengthen governance.

The ESG strategy is core to our business strategy and operating model. It embeds sustainability in all that we do and informs how we support business objectives by caring for the environment, ensuring employee safety and well-being, engaging with communities, and collaborating with our clients, supply chain partners and other stakeholders. It reinforces our belief that responsible environmental and social stewardship are integral to long-term business success.

Our ESG strategy focuses on manufacturing and the responsible consumption of natural resources, and encompasses ESG risks and



opportunities across the entire product life cycle. It also extends beyond Omnia to include supply chain partners, the changing expectations of key stakeholders and increased regulatory reporting requirements.

Given the agriculture sector's direct and profound impact on natural resources, communities, and food systems, ESG principles are critically important. Environmentally, agriculture is both a contributor to and a victim of climate change, making sustainable land use, water conservation, and emissions reduction vital. Socially, the sector employs millions globally, often in rural and vulnerable communities, so fair labour practices, community engagement, and food security are key concerns.

Governance ensures transparency, ethical sourcing, and regulatory compliance, which are increasingly demanded by consumers, investors, and governments. Strong ESG performance not only mitigates risk, such as reputational damage or regulatory fines, it also opens access to green financing, improves market competitiveness, and builds long-term resilience in the face of global challenges.

At a Group level, good progress was made in the year in delivering improved water efficiency, reduced carbon intensity and increased investment in renewable energy.

Financial performance

Disciplined capital allocation and stringent working capital management supported the maintenance of a strong financial position, resulting in a net cash balance for FY25. This enabled us to continue investing both in growing and sustaining our business and in returning value to shareholders - through our share repurchase programme, which has been value-enhancing for shareholders, and the declaration of an ordinary and special dividend.

Omnia's disciplined approach to capital allocation is central to the achievement of our strategy and long-term value creation objectives. The Group applies a structured and strategic approach to capital deployment. All capital allocation decisions are assessed for alignment with our strategic priorities, including growth, efficiency, and ESG commitments.

About Omnia Leadership Our context How we create value Business portfolio review

Chairperson's message continued

People, culture and communities

We are proud to be building a diverse company, and we benefit from a wide range of skills, perspectives and experience in the business. We continue to invest in employee training and development and support the education of employees' family members. We also invest in skills development and education initiatives in the communities where we operate.

We encourage innovation to advance our growth prospects through fresh approaches, new technology and scientific applications. We are continually strengthening our culture of trust and collaboration, internally and with customers, host communities and partners.

We are aware of the impact of our work in the communities where we operate, and employees at Omnia take their responsibilities in this regard seriously. We work hard to improve our environmental performance and are continually seeking ways to recycle water, reduce our energy use and emissions, and preserve the environment.

Acknowledgement

In conclusion, I want to thank my fellow board members for their ongoing support, leadership and insight. To our business leadership and all employees, I congratulate them for a successful year and thank them for their commitment to making Omnia the robust, resilient business that it is. The team work that is evident at Omnia will ensure that the business continues to thrive in the years ahead and succeed in reaching the targets it has set.

Outlook

As geopolitical tensions, trade protectionism and conflicts globally have increased, we will protect and grow our business by retaining our composure in the face of these storms. Despite these emerging challenges, the global outlook for agriculture and mining remains fundamentally strong. We will continue to expand our global footprint and reinforce the competitiveness of core operations. We will maintain our strategic approach as we navigate any hurdles and continue to seek opportunities. We remain committed to executing our responsibilities for the benefit of all stakeholders.

Tina Eboka

Board chair

22 July 2025



Board summary and profiles

Our board leadership Non-executive directors



Tina EbokaIndependent non-executive | Chair

Appointed: 2016
Year of birth: 1959

Qualifications: BSc, MBA

Skills and expertise: Business management,

finance, strategy,

engineering, corporate and

social affairs

Committee Social and ethics

membership:

committee, Remuneration and nominations

committee

External directorships: TymeBank; TymeHolding;

Reunert Group



Nick Binedell

Appointed: 2017

Year of birth: 1953

Qualifications: BCom, MBA, PhD

Skills and expertise: Business management,

strategy, governance,

finance

External directorships: None



Ronald Bowen
Independent non-executive

Appointed: 2011 Year of birth: 1951

Qualifications: BSc (Hons)

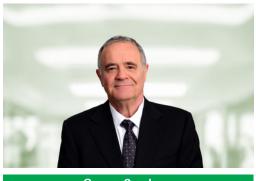
Skills and expertise: Business management,

finance, strategy, global and local governance

Committee membership:

Audit and risk committee

External directorships: None



George Cavaleros
Independent non-executiv

Appointed: 2019
Year of birth: 1956

Qualifications: CA(SA), CFA, ACIS, CIA,

CISA, CFP, MCom (Applied Risk Management)

Skills and expertise: External and internal audit,

finance and accounting, risk management and controls, corporate governance

Committee Audit membership: (Chai

Audit and risk committee (Chair), Remuneration and nominations committee

External directorships: Sygnia Limited



Sizwe MncwangoIndependent non-executive

Appointed: 2010

Year of birth:

Qualifications: BSc, MSc (Civil Eng), MBA

1966

Skills and expertise: Business management,

engineering, governance,

strategy

External directorships: Shell Downstream South

Africa; Sekelo Oil Trading; Science, Technology and Innovation for Africa (STISA) Oil Trading; Thebe Mining Resources,

Empact Group

Board summary and profiles continued

Our board leadership

Non-executive directors continued



Thoko Mokgosi-Mwantembe Independent non-executive

Appointed: 2018
Year of birth: 1961

Qualifications: Diploma in Teaching, BSc,

MSc (Medicinal Chemistry), SEP, MCRP

Skills and expertise: Business management,

chemicals, information systems, strategy

Committee membership:

Remuneration and nominations committee

(chair)

External directorships: Royal Bafokeng Platinum; Valterra Platinum Limited;

Oceana; Balwin



Wim Plaizier
Independent non-executiv

Appointed: 2019
Year of birth: 1961

Qualifications: BSc, MBA, EMCCC

Skills and expertise: Business management,

strategy, supply chain operations, chemicals and mining industry, nature conservation, social development

Committee membership:

Social and ethics committee (chair), Audit and risk committee

External directorships: None



Ronel van Dijk Independent non-executive

Appointed: 2022 Year of birth: 1972

Qualifications: CA(SA)

Skills and expertise: Finance, business management, corporate

governance

Committee membership:

External directorships: Adcorp Holdings Limited;

Audit and risk committee

Adcorp Holdings Limited; Hans Merensky Holdings Proprietary Limited

Executive directors



Seelan Gobalsamy
Chief executive officer

Appointed: 2018
Year of birth: 1976

Qualifications: CA(SA), AMP

Skills and expertise: Finance, business

management, strategy, mergers and acquisitions

Committee Social and ethics membership: committee

External directorships: Momentum Holdings;

Momentum Metropolitan Life



Finance director

Appointed: 2019

Year of birth: 1977

Qualifications: CA(SA)

Skills and expertise: Finance, business

management, strategy

External directorships: None

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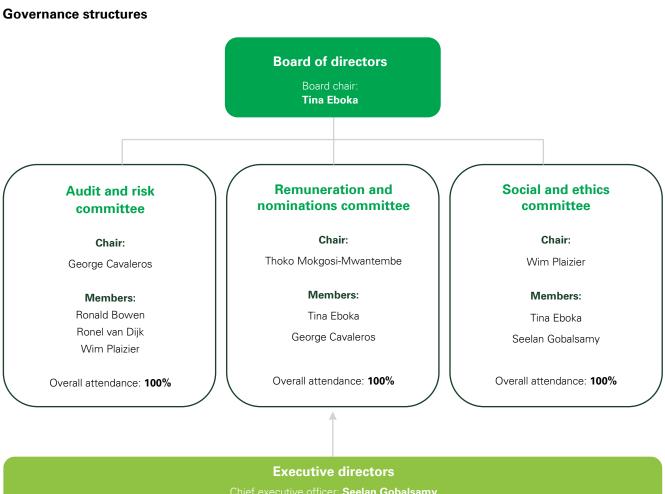
Board characteristics FY25

Age range of board

Governance in support of value creation

Omnia is a committed corporate citizen with good corporate governance being vital to the long-term sustainability of our business. Strong governance provides the foundation that enables us to deliver on our global diversification aspirations and significant growth opportunities.

Having solid governance processes and policies in place has enhanced our operating model, renewed our culture and revitalised our stakeholder engagement. Our governance framework ensures that our business and ESG priorities are aligned and instills a culture of operational excellence.



Independence Unitary, independent board comprising 10 members **Tenure** Meetings and attendance **Diversity** Gender **Ethnicity**

Age

independent non-executive executive directors directors Two directors have tenures of less than Average length of tenure five years and two have tenures exceeding vears ten years board meetings 30% of board members are female of board members are black of directors are South



6

vears

Average age of board

members

Company secretary

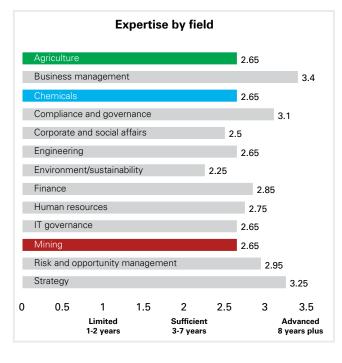
Simphiwe Mdluli was appointed company secretary effective 1 November 2024, following the resignation of Altovise Ellis. As Group company secretary, Simphiwe is responsible for governance in all those jurisdictions in which Omnia operates. He is supported by in-country legal and secretarial services to ensure that the Group's standards apply in the locality in which each entity operates.

Chief executive officer: Seelan Gobalsamy Finance director: **Stephan Serfontein**

Governance in support of value creation *continued*

Expertise

The board draws on a set of desirable skills and industry experience from its members to guide Omnia. A criteria matrix tracks the experience, balance of skills and level of knowledge of our directors. The board is satisfied that it has sufficient experience in all areas considered.



Areas of governance

Our governance activities cover the following principal areas:



Risk governance

Strategy implementation



Taxation



Regulatory

compliance









Climate change

Board focus areas FY25

- Reviewed strategy execution against strategic objectives
- Continued to focus on safety and implementation of renewed ESG strategy
- Continued board training to enhance skills
- Reviewed performance of strategic investments
- Continued improvement and oversight of governance risk management
- Continued focus on evolving the Omnia culture

Board focus areas FY26

- Increase focus on safety as key principle and value
- Build capacity in the board including succession management
- Continue our culture journey in support of our strategic objectives
- Focus on risk management, embed risk management framework and combined assurance model
- Identify and review international growth opportunities
- Increase oversight of international operations
- Implement ESG strategy



To read more about our governance activities, see Corporate Governance in this report.



Executive team



Seelan Gobalsamy

Qualifications: CA(SA), AMP

More than 20 years' executive leadership experience, covering finance, business management, strategy, and mergers and acquisitions



Stephan Serfontein

Qualifications: CA(SA)

More than 20 years' corporate, strategic and finance experience



Tiaan Kotzé

Qualifications: CA(SA)

More than 25 years' international corporate finance experience



Ralf Hennecke

Qualifications: MBA, NDip Mining Engineering

More than 25 years' experience in mining industry



Ditebogo Malatsi

Qualifications: MPhil, BCom (Hons)

More than 15 years' commercial experience



Glen Heinrich

Qualifications: PhD, CFA, MSc, BEng (Chemical)

More than 15 years'experience in investing and capital management



Bronwyn Murray

Qualifications: Postgraduate Diploma, LLB. BCom

More than 15 years'experience in strategic human resources management and law collectively



Jacques de Villiers

Qualifications: B.Eng (Mechanical)

More than 20 years' industry experience



Nerina Bodasing

Qualifications: MBA, BSc (Hons)

More than 20 years' experience in investor relations and strategic communications



Francois Visagie

Qualifications: M.Eng (Chemical), BCom

More than 20 years' industry experience



Simphiwe Mdluli

Qualifications: LLM, LLB, BA Law

Attorney of the High Court of South Africa More than 20 years' commercial experience

CEO's review

Our theme for this year's Integrated Annual Report, 'Living our Purpose, Shaping our Future" reflects Omnia's strategic initiatives that are creating enduring value by reinforcing the competitiveness of our core operations and expanding our global footprint through bold, future-focused action.

Our context

Despite persistent macroeconomic headwinds, we delivered sustained profitability and continued to create long-term value for shareholders. Our performance reflects the strength, quality, and growing diversity of our business, underpinned by a strong focus on manufacturing efficiency, supply chain resilience, and customerdriven innovation.

Safety

The safety and well-being of our employees and all stakeholders remain our highest priority. This year, our Recordable Case Rate (RCR) increased to 0.20 in FY25, up from 0.05 in FY24, a disappointing outcome. However, I'm pleased to note that our Mining segment maintained a world-class RCR of 0.00 for the third consecutive year. Importantly, when we look at the broader picture, the longer-term trend since FY20 shows consistent progress, reinforcing the effectiveness of the safety measures we have implemented over time.

Safety is more than just a metric for us, it's a deeply held value that is woven into the fabric of our culture. We reinforce this commitment through open communication, proactive near-miss reporting, and by living our safety motto every day: See something. Sav something. Do something. Through this comprehensive and proactive approach, we remain committed to zero harm and to protecting the health and safety of our people and the communities in which we operate.

Operating environment

In the context of heightened global and regional volatility, businesses are required to operate with increased agility, discipline, and resilience. Our performance in FY25 reflects our ability to navigate these external pressures effectively, with disciplined capital allocation, prudent financial management, and continued focus on supply chain resilience and market responsiveness.

Our strategy to grow and diversify our business, both geographically and across sectors, is yielding tangible results, supported by innovation in products and processes, collaboration with suppliers and customers, and through partnerships.

Operating and financial performance

Leadership

The strong performance we delivered in FY25 was underpinned by a robust contribution from the Mining segment, while the performance of Agriculture South Africa (RSA) and International operations reflect this segment's resilience.

How we create value

Our robust performance was achieved in a challenging operating environment characterised by volatile market conditions, extreme weather including excessive rainfall and severe droughts, and macroeconomic uncertainty.

The Mining segment continued its outstanding growth trajectory, achieving increased volumes, improved profitability, and stronger margins. Our Agriculture segment performed resiliently, as Agriculture RSA delivered near-record volumes and higher margins, while this was offset by weaker performance in the Rest of Africa. This segment's performance was further complemented by a strong contribution from the Agriculture International operations.

We accelerated the restructuring of the Chemicals segment as part of our strategic objective to drive future operational efficiencies and profitability. As part of this restructuring we implemented a Section 189 process. Our decision to implement this consultation process was not taken lightly and followed a comprehensive review of this segment's operations to address macroeconomic pressures, operational costs and the evolving business landscape.

Revenue increased by 2.7% to R22 818 million (FY24: R22 219 million), primarily driven by a stronger performance in the Mining segment. This growth offset the impact of lower average but more stable selling prices in the Agriculture Rest of Africa division.

Operating profit remained broadly in line with the prior year at R1 698 million (FY24: R1 703 million) despite the costs associated with the Protea Chemicals restructuring, increased credit loss provisions in the Agriculture Rest of Africa business and currency volatility.

Headline earnings per share increased by 1% to 704 cents (FY24: 699 cents).

Our focus on operational excellence and strategic execution has strengthened manufacturing processes, and optimised supply chain performance. These initiatives supported sales efforts, reinforcing the Group's competitive position and ensuring reliable supply to its customers amidst macroeconomic challenges.

We demonstrated disciplined working capital management, achieving a favourable working capital-to-revenue ratio of 15.0% (FY24: 16.2%), reflecting efficient resource utilisation. This, combined with continued strong underlying operational



performance, supported healthy cash generation from operations, excluding movements in net working capital, of R2 577 million (FY24: R2 450 million). This disciplined approach maintained a solid net cash balance of R1 770 million (FY24: R2 301 million), underpinning the Group's strong financial position.

Capital allocation

Omnia's disciplined capital allocation is central to achieving our strategy and long-term value creation objectives. We apply a structured and strategic approach to capital deployment, ensuring that investments support operational resilience, sustainable growth, and the delivery of consistent shareholder returns. All capital decisions are assessed for alignment with our strategic priorities, including growth, efficiency, and our ESG commitments.

Investment to protect the core and grow internationally

We invested R253 million in FY25 in maintenance, safety, and regulatory capital expenditure, aligned with our commitment to continuous improvement and operational excellence.

Key initiatives included the upgrade of technology infrastructure at the Sasolburg integrated manufacturing complex, ongoing investment in the Mining segment's Mobile Manufacturing Unit (MMU) renewal programme, and targeted projects to enhance resilience against water insecurity in the Sasolburg region.

We allocated an additional R53 million to ESG-related investments in FY25, primarily to expand solar energy capacity in South Africa. This contributed to an increase in the proportion of renewable energy in the Group's total energy consumption to 11.9% (FY24: 10.9%).

Growth in our core business was underpinned by the successful execution of several growth capital initiatives. In Sasolburg, Ammonium Nitrate storage (ANS) capacity was doubled, enhancing operational resilience and enabling the onboarding of new customer contracts. Investment in integrated manufacturing and supply chain capabilities continues to reinforce our competitive positioning, facilitating market share gains across front-facing segments, including Agriculture, Mining, and ammonia derivatives sales.

CEO's review continued

The Mining segment secured multiple contract wins and extensions across the SADC region, with capital deployed to support execution. This includes the mobilisation of BME Blasting Solutions and BME Metallurgy operations in Namibia, extension of a major South African contract, and the renewal of several contracts throughout the region.

Our context

In Mining International, our joint venture with MNK in Indonesia secured new contracts, necessitating further capital investment in operational assets. In Canada, commissioning of non-electric and electronic detonator facilities was completed and we are continuing our collaboration with Hypex Bio on the manufacturing of a hydrogen peroxide emulsion plant for local market trials. In Australia infrastructure development remains on track, with strategic partnership discussions ongoing.

In the Agriculture International division, ongoing research and development initiatives are expanding the biostimulant product portfolio, aimed at improving water and nutrient use efficiencies for customers. These developments support our strategic objective of enabling sustainable agricultural practices globally.

Our strategic investments in sustainability, digitalisation, and targeted market expansion will continue to unlock new growth opportunities to meet the evolving needs of customers in agriculture, mining, and industrial sectors.

Returning value to shareholders

Reflecting our strong financial position, consistent free cash flow generation, and disciplined capital allocation, the board declared a total dividend of 675 cents per share for the year. This comprises an ordinary dividend of 400 cents and a special dividend of 275 cents per share, returning R1 095 million to shareholders.

The declared dividend reflects our strong operational performance and continued progress in executing our strategy, most notably the growing contribution from the Mining segment. As this segment's profitability and cash flow continue to increase, the board resolved to increase the earnings payout ratio in FY25. This decision is underpinned by confidence in the sustainability and quality of our earnings and cash flows.

Following shareholder approval for a share repurchase programme. we purchased 2.6 million (FY24: 2.9 million) shares for R172 million (FY24: R176 million). Share repurchases have been value accretive for shareholders since commencing in 2023 and continue to be considered a key pillar of our capital allocation framework.

Environmental stewardship

We remain committed to advancing our environmental stewardship by minimising our impact on natural resources to create a healthier environment.

We have demonstrated this commitment through our ongoing improvements in key environmental performance indicators. In FY25 water efficiency improved to 0.40 kilolitres per tonne manufactured (FY24: 0.41 kilolitres per tonne). Water use efficiency and responsible water management continue to be key focus areas within our broader sustainability strategy.

We made notable progress in reducing emissions, with carbon intensity declining to 0.034 tonnes CO2e per tonne manufactured (FY24: 0.040t CO₂e/t. This was primarily driven by a significant reduction in Scope 1 emissions and our increased use of renewable energy, particularly solar power generated at the Sasolburg manufacturing complex, which has a peak installed capacity of 10MW. As a result, overall energy consumption declined and energy efficiency remained stable at 0.26GJ per tonne manufactured. Additional renewable energy capacity is currently under development and is expected to contribute approximately 10 000 MWh once completed.

We continue to integrate ESG principles across our operations, as we recognise that reducing our environmental impact is essential to delivering on our long-term purpose.

Outlook

Leadership

Globally, the macroeconomic environment is expected to remain challenging, influenced by persistent geopolitical tensions, including ongoing conflicts and trade disruptions that could continue to impact energy and commodity markets. Increasing trade tariffs in key global markets may further exacerbate these disruptions, affecting international trade flows and economic stability. Heightened inflationary pressures and supply chain disruptions are expected to add to economic volatility.

South Africa's economic growth outlook remains subdued due to ongoing fiscal pressures, declining commodity prices, reduced export opportunities linked to sluggish global economic conditions and geopolitical risks, as well as enduring domestic infrastructure challenges.

However, the global outlook for agriculture and mining remains fundamentally strong. Driven by increasing global populations and urbanisation, the demand for food, technology, and basic materials continues to rise, underpinning the strategic importance of our

primary markets. Food security and the need to address climate change remain pivotal macroeconomic priorities globally. reinforcing the essential role agriculture plays in sustainable development.

The mining sector will benefit from the accelerated global shift towards urbanisation and decarbonisation, increasing demand for critical minerals and materials. These strong and positive fundamentals are expected to provide growth opportunities for Omnia, and we are well positioned to capitalise on increasing demand in these critical sectors.

In our Chemicals segment, FY26 will be a significant transition year. in which non-core assets and business lines will be sold, capital released and returns improved. This is in line with the strategic restructuring initiatives we have undertaken to ensure the longterm sustainability and profitability of Protea Chemicals.

We continue to execute our strategy with clarity and discipline. expanding our global footprint and reinforcing the competitiveness of our core operations. The leadership team remains steadfast in the belief that long-term value is built through disciplined capital allocation, operational excellence, customer-centric innovation, and a relentless commitment to sustainability. Our strong financial foundation and proven resilience across market cycles reflects the quality of our portfolio and the depth of our management capabilities.

With our clear strategic direction, high-performance culture, and steadfast commitment to responsible growth, we are well positioned to play a meaningful role in building a more sustainable and secure global future and to deliver sustainable shareholder returns through economic cycles.

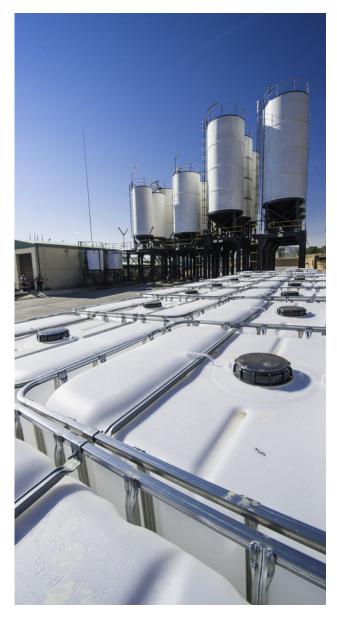
Thank you

In concluding another successful financial year, I acknowledge and appreciate the outstanding efforts, dedication, and commitment demonstrated by our people at Omnia. A special thank you to my fellow executives and board members for their invaluable support and guidance. Driven by our purpose of innovating to enhance life, together creating a greener future, we continue to advance our mission of enabling mineral extraction and economic growth as well as food security, through our mining and agricultural activities, contributing to a more sustainable future for all stakeholders.

Seelan Gobalsamy

CFO

22 July 2025





How we create value

We create sustained long-term value for all stakeholders by optimising and balancing the use of scarce resource inputs and relationships in the conduct of our business.

In this section

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P34	Our strategy
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P39	Value created and shared with stakeholders
P42	Managing capital trade-offs for value creation

Our strategy

Omnia's strategy is aimed at sustainably growing the business for a safer, greener future. The objective is to protect and grow our business by building on existing strengths, creating further value from the core business, and sustainably allocating capital resources to position the business for global growth. Our strategy ensures that we lead with purpose as we innovate to enhance life, together creating a greener future. ESG principles are core to the strategy.

Leadership



Our strategy is focused on growth, diversification and enhancing resilience and agility

Protect and grow core business

- Enhance skills and competitive strengths to ensure gains in customer markets and penetrate adjacent markets
- Optimise efficiency and sustainability of our manufacturing and
- Maintain security of supply to customers
- Ensure strong cash generation and prudent working capital management
- Maintain disciplined capital allocation
- Invest to build a sustainable, green future
- Establish R&D as a strategic capability
- · Drive cost savings and efficiency initiatives

Grow internationally

- Be a global leader in mining solutions and disruptive explosive technology
- Accelerate global growth in biological and technological solutions in the agriculture sector
- Expand product offering internationally
- Embed and grow existing JVs and partnerships
- Explore new partnerships
- Invest or partner to grow sustainable solutions for global
- · Allocate capital to value accretive opportunities in support of strategy

Our strategic priorities are:

Attract, retain and develop the talent and skills we require

(See Empowering employees)

(See Business portfolio review)

environmental impacts

competitiveness

globally

Ensure operational excellence and cost

(See Research, development and innovation)

(See Governance in support of value creation)

Develop innovative and sustainable solutions for our Mining and Agriculture customers

Ensure effective governance, especially of risk

management and mitigation and our social and







Augment our capabilities and customer value propositions with select partnerships that will

accelerate our global presence and growth

Maintain financial discipline and a strong

financial position, thereby retaining optionality



Ensure alignment with ESG priorities

(See Sustainability performance)

for growth opportunities

(See Finance director's report)





Protect our reputation and relationships with key stakeholders

(See Understanding our stakeholders)

Capital allocation framework

The capital allocation framework underpins and supports delivery on our strategy and sustainable future growth. This framework enables the disciplined allocation of capital toward protecting the core, growing profitability and shareholder returns.

Allocate capital toward strategic pillars								
		Protect the core	Grow the core	Grow internationally		Ordinary dividends		
Capital productivity Operating	Maximise cash flow generation	Safety, environment and maintenance capital	Organic expansion, partnerships,	Organic expansion, partnerships,	Distribute surplus cash flow	Special dividends		
productivity		expenditure	M&A	M&A		Share repurchase		

Our strategy continued

What we did to deliver on our strategy in FY25

Our context

Protect and grow the core

During the period, strategy execution was focused on strengthening our core, enhancing efficiency and synergies across our operations as well as increasing the competitiveness of our market-facing segments. Key highlights:

- The Agriculture RSA division delivered strong volume growth for high-margin speciality products and expanded distribution presence in South Africa, in line with an objective to diversify market channels in an increasingly competitive landscape
- Operating models have been revised in the Agriculture Rest of Africa division. This is in response
 to shifting market dynamics and the evolving macroeconomic and political challenges in the region
- A refreshed brand was launched for BME, coinciding with the integration of BME and Mining Chemicals. This paves the way for leveraging our international presence to globalise our mining proposition across the mine to metal value chain
- In the Mining segment, the multi-year MMU renewal programme is enabling BME's expansion in SADC and augmenting its ability to grow market share with highly reliable and modern assets
- Strategic initiatives and capital projects in MOS have improved the competitive advantage of Omnia, enabling the growth of our market facing segments, including the growth of strategic sales
- In Protea Chemicals, an accelerated turnaround plan is being implemented. A sale process is
 underway for the profitable Watercare business. Components of the business that are
 complementary to the rest of the Group are being integrated, with the rest of the business
 undergoing rationalisation of infrastructure and product portfolios. Non-core assets will be sold,
 capital released and returns improved



Grow internationally

Agriculture:

- Strategic execution in the AgriBio division is focused on developing and delivering a large customer pipeline, leveraging our manufacturing capabilities in Australia
- In FY25, a new international wholesale channel was finalised and is beginning to deliver volumes. Volume take-up from key customers also reverted to normalised levels (following their operational challenges in FY24)
- Several other large-scale distributorships and/or partnerships are in development, including global trials and joint market studies with potential partners
- Following entry into the US market in FY23, building local expertise and distribution capabilities remains a priority. Business development initiatives to secure national trials and distributions are ongoing
- Explore strategic opportunities and partnerships to enable value creation

Mining:

- BME secured multiple contract wins and extensions across the SADC region, with capital being deployed to support its execution
- In West Africa, the business delivered improved profitability and growth while closely monitoring any regional instability
- In Indonesia, the JV with MNK is responsibly growing its market presence, with a considered integration of the 10 contracts ceded into the JV and six new contracts won. BME is coordinating with MNK to enhance its market competitiveness, with a key objective of penetrating top-tier metals mines
- In Canada, infrastructure projects have been commissioned and will provide a platform to pursue business development opportunities in the broader region
- In Australia, BME is transitioning from a traded model to local manufacturing, a
 drive to build infrastructure continued in the year. Supplementing organic
 development with a strategic partner remains a key priority
- Following Omnia's investment in Hypex Bio in October 2023, the focus has been on growing with the business as it expands internationally, with an emulsion plant being built for entry into the Canadian market. Discussions on co-development of products and the roadmap for taking this technology to new markets with BME are underway
- Growing BME Metallurgy across the international footprint is firmly underway.
 The resurgence in the uranium market continues to provide growth in Namibia.
 The integrated manufacturing and supply chain capability supported increased ammonia derivative sales





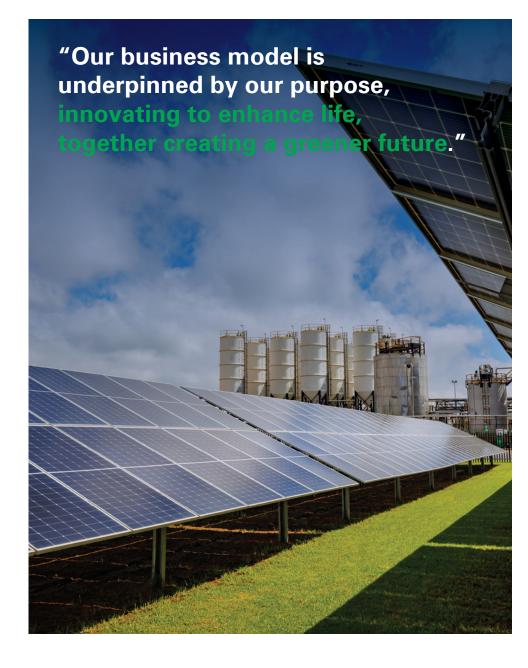


About Omnia

Our context

Leadership

Business model



Our business model describes how we optimise and balance the use of scarce resource inputs and relationships in the conduct of our business to ensure delivery on our strategy and its objectives, and in so doing creating sustained long-term value for all stakeholders.

In addition to our strategy and the management of the necessary inputs, our business model takes into account the external operating environment, stakeholders and their needs and expectations, and the resulting risks, opportunities and material issues.

External drivers of our business include prevailing economic conditions, agricultural and mining output, weather patterns and commodity prices.

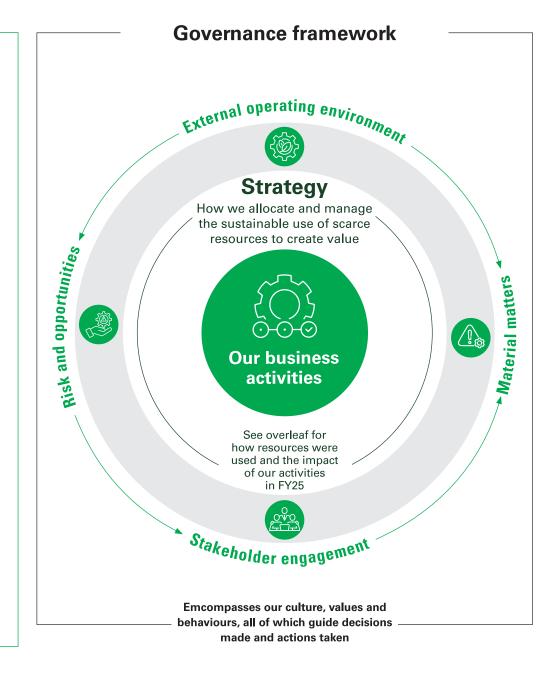


To read more about these aspects. see the Strategy, External operating context, Understanding our stakeholders and Risks and opportunities sections in this report.

Guiding all that we do is our governance framework, our values and code of ethics.



To read more on these, see Governance in support of value creation and Corporate governance.



How we create value

Business portfolio review



INPUTS – what we used in FY25 (includes activities aimed at creating/preserving value)



Financial capital

- Share capital reserves: R10 491 million (FY24: R10 839 million)
- Available debt and revolving credit facilities: R3 400 million: USD60 million (FY24: R3 400 million: USD60 million)
- Net cash and cash equivalents: R1 929 million (FY24: R2 450 million)



Human capital

- Skilled, diversified workforce of **3 803** employees (FY24: 3 756)
- R46 million invested in training and development (FY24: R43 million)
- Continued to prioritise safe work practices and wellness
- Experienced, committed, diverse board and leadership
- Maintained focus on visible leadership, culture
- Reward structures aligned with strategic delivery and performance

Manufactured capital

- Integrated manufacturing and supply chain
- Well-maintained factories, plant, machinery and equipment carried at R4 799 million (FY24: R4 842 million)
- Assets include:
 - **47** manufacturing, blending and packaging plants
 - 77 distribution centres

Leadership



Intellectual capital

- Institutional expertise, knowledge and technology
- Ongoing promotion of innovation and product development through registration of new trademarks, patents and designs
- Strong core belief system in place as is a performance driven culture that prioritises safety
- Brand and reputation



Social and relationship capital

- Natural resources consumed in the conduct of our business and production processes:
- Renewable electricity: 20 109 MWh (FY24: 12 976 MWh)

Natural capital

Water: 1 588 ML (FY24: 1 588 ML)

- Signatory to Responsible Care®
- · Active participation in public policy forums and industry associations
- Ongoing constructive engagement with customers, suppliers, government and regulators, and communities
- Collaborative business partnerships
- Supplier code of conduct

OUTPUTS FY25



We produced:

3 943 187 tonnes

(FY24: 3 925 580 tonnes)



We generated:

Revenue of R22 818 million

(FY24: R22 219 million)

GHG emissions (CO₂e) of 140 397 tonnes

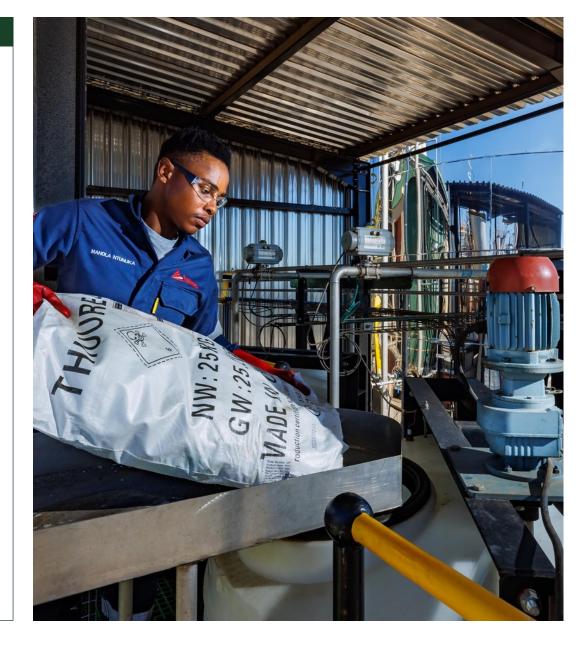
(FY24: 156 759 tonnes)

Hazardous waste:

- 1374 tonnes were disposed of (FY24: 1 146 tonnes)
- 633 tonnes were reused or recycled (FY24: 706 tonnes)

Non-hazardous waste:

- 4 070 tonnes were disposed of (FY24: 4 047 tonnes)
- **660 tonnes** were reused or recycled (FY24: 551 tonnes)



Leadership

Social responsibility

ESG report

Business model continued

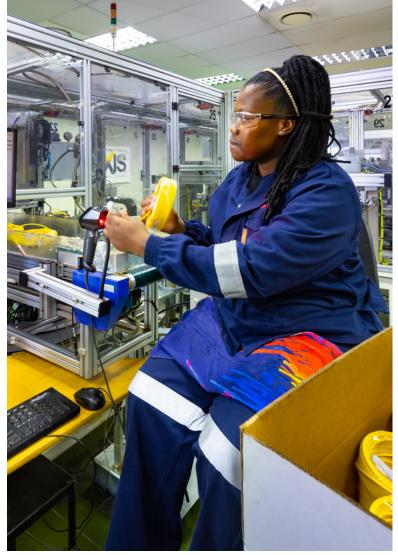
OUTCOMES – what we achieved FY25 **Financial capital** Manufactured capital To read more, see: To read more, see: • Purchase of plant and equipment : R731 million Headline earnings increased Finance director's report Business portfolio review (FY24: R757 million) • Total capital spend of **R703 million** in growing **Agriculture** Summarised financial statements • Year on year, the value of property, plant and business **Mining** equipment decreased to R4 799 million Resilient balance sheet (FY24: R4 842 million) Market capitalisation of R10 912 million at Chemicals 31 March 2025 (31 March 2024: R9 747 million) Manufacturing and supply chain RONCA of 18.2% (FY24:18.6%) Intellectual capital **Human capital** • Paid **R2 507 million** in salaries, wages and benefits Empowering employees Innovations developed include the Centralised Research, development and (FY24: R2 135 million), equivalent to R659 216 per Electronic Blasting System, new application innovation to sustain our business ESG report employee (FY24: R568 424) protocols for software integration into third party systems and a refresh of the Blasting Guide App for Improved safety performance iOS and Android systems • 2 587 employees attended training • We registered the following: - 1 251 trademarks - 14 patents - 3 designs Natural capital Social and relationship capital • 55% increase in renewable electricity consumed Environmental stewardship • Maintained positive and constructive relations with Understanding our stakeholders customers (customer loyalty), governments and · Energy use efficiency stable ESG report Value created and shared with other stakeholders · GHG emissions intensity improved stakeholders

Retained level 2 B-BBEE rating

Improved investor confidence

programme

• **36 657** people supported in the food gardening



Increase in volume of used oil consumed to 27 ML

Improved water use efficiency

(FY24: 25 ML)

About Omnia Leadership Our context

Value created and shared with stakeholders

strives to create and share value with those stakeholders on which we depend and with whom we co-exist.



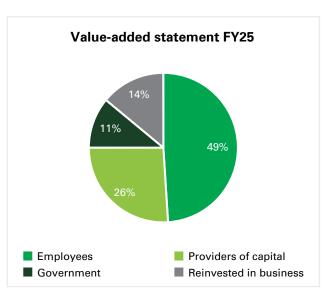
To read about our engagement with these stakeholders and their concerns, see Understanding our stakeholders.

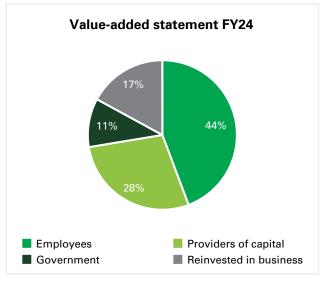


In line with our purpose and strategy, Omnia The economic value generated and distributed is presented in the value-added statement below.

Rm	FY25	% change	FY24
Revenue	22 818	3	22 219
Net cost of raw materials, goods and services	(17 689)	2	(17 374)
Total wealth created	5 129	6	4 845
Value added	5 129		4 845
		FY25: % wealth distributed	
Distributed as follows:			
To employees			
Remuneration and benefits	2 507	49	2 135
To providers of capital			
Dividends	1 152	22	629
Finance cost	207	4	204
To government			
Local taxation	383	7	332
Foreign taxation	164	3	180
To reinvest in the business			
Deferred taxation	(39)	(1)	25
Depreciation and amortisation	591	12	605
Retained for growth	164	3	735
Total wealth distributed	5 129	100	4 845

Value add ratios	FY25	% change	FY24
Number of employees	3 803	1	3 756
Revenue per employee (R000)	6 000	1	5 916
Value created per employee (R000)	1 349	5	1 290

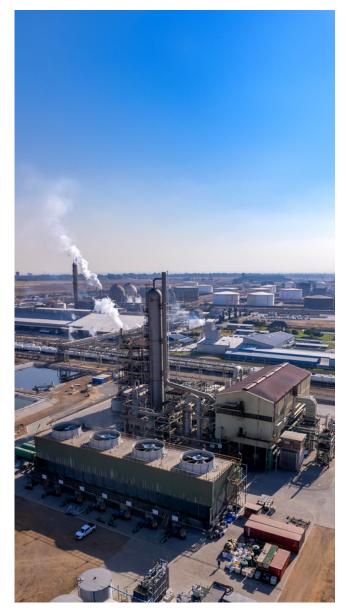




Value created and shared with stakeholders continued

In addition, the value created for and distributed to stakeholders in FY25 and key related metrics are summarised as follows:

Leadership





Investors

Omnia creates value for shareholders by delivering on its strategy and operating excellently, and meeting its targets and guidance, all of which combine to ensure that investors earn positive returns on their investments in the company.

Dividends declared/paid

Ordinary dividend

Special dividend

(FY24: R537 million)

Share repurchases

26%

Total shareholder return

(FY24: 10%)

Paid to providers of capital

R1 359 million (FY24: R833 million)

R649 million

R446 million

R172 million

(FY24: R176 million)

(FY24: R619 million)

Closing share price at year end

R67.16 (FY24: R59.03)

Shares in issue at year end

162 484 636 (FY24: 165 124 361)

Combined shareholding held by:

• Top 5 shareholders

Employees

41.5% (FY24: 45.1%)

2.7% (FY24: 2.3%)



Employees

In addition to the salaries and wages paid to employees, Omnia also invests in employee training and development to build employee capacity and equip them to succeed at work. We promote an inclusive and diverse culture that encourages innovation. Globally, we encourage local employment.

Number of employees

3 803 (FY24: 3 756)

Paid in salaries and benefits

equivalent to

Spent on training and development

Employees participating in share ownership scheme

R2 507 million

(FY24: R2 135 million)

R659 216/employee (FY24: R568 424/employee)

R46 million (FY24: R43 million)

R45 million

realised value for employees on vesting of My Omnia Broad-Based Share Scheme





Omnia's preferential procurement spends, especially in-country spend, generates positive indirect economic impacts. It supports the viability of suppliers, local economic activity and downstream employment. All suppliers are bound by our supplier code of ethics.

Total procurement spend (goods and services)

R16 200 million (FY24: R14 200 million)

Preferential procurement spend

R8 900 million (FY24: R8 804 million)

• as a proportion of total procurement spend

66.8% (FY24: 62%)

Number of suppliers globally

3 507 (FY24: 4 475)



Value created and shared with stakeholders continued



Omnia delivers value to customers by ensuring that the products and services we provide are produced ethically, that they exceed the required quality requirements and that they are delivered on time.

Revenue earned from sales

R22 818 million (FY24: : R22 219 million)

Number of customers globally c. 5 000





Leadership

Governments and regulators

Omnia's contribution to governments - we have a presence in 23 countries - is both direct and indirect and includes taxes paid, both corporate and on behalf of employees, job creation, local procurement and the creation of business opportunities. Furthermore, our corporate social investment's focus on food security, education and skills development supports governments and their related efforts.

Corporate taxes paid

R669 million (FY24: R631 million)

Taxes paid on behalf of employees (personal income tax)

R574 million (FY24: R536 million)





Communities and environment

Value created for communities is both direct and indirect. In addition to jobs created and local procurement spend, both of which boost local economic activity in host communities, Omnia also invests in local socio-economic initiatives focused on food security, education and skills development. In addition, we mitigate our environmental impacts which can negatively affect communities and broader society by the responsible use of natural resources and increasing our use of renewable energy).

Socio-economic investment (includes CSI and development initiatives)

R59 million (FY24: R50 million)

Number of reportable environmental incidents No major or catastrophic incidents for fifth consecutive year

Increasing use of renewable energy consumed

Total energy usage of **1 187 TJ** of which **12%** was renewable energy (FY24: 1 145 TJ and 11%)

Increasing water volumes recycled

194 ML (12% of total water used) (FY24: 181 ML and 11%)



Managing capital trade-offs for value creation

Managing capital trade-offs for value creation

Together our business model and strategy guide our business decisions and actions, and the disciplined allocation and use of our capital resources. Optimising the value created entails trade-offs that are shared among key stakeholders. Our key activities and their capital trade-offs in FY25 are summarised below.



Capital management and allocation

To ensure that funds (financial capital) are available to invest in growing our business, delivering on our strategy and creating value, it is vital that we operate productively. This drives the decisions on how financial capital should be allocated.

The priority is to allocate capital to sustain the core business (safety, maintenance and environmental capital expenditure); grow the core (through organic expansion, partnerships and mergers and acquisitions); and grow internationally.

Surplus cash flows are distributed to shareholders through dividends and share repurchases.

These principles enable sustainable growth, supporting a strong balance sheet and robust shareholder returns.



For more on our capital allocation framework, what was achieved in FY25 and the sharing of value, see Our strategy and Finance director's report.



Investing to sustain our core

Capital is allocated for investment in the business to ensure the efficient and sustainable operation of our core manufacturing facilities and the supply of innovative solutions to deliver on a greener future for all. This is underpinned by a disciplined programme focused on maintenance, safety and regulatory compliance, as well as a drive to continuously improve and optimise our processes.

In FY25, capital was deployed as follows:

- R253 million invested in maintenance, safety, storage and efficiency projects across our manufacturing facilities
- Upgrades to the operational technology infrastructure at the Sasolburg complex
- The Mining segment continued to invest in the MMU renewal programme to support existing operations and new business
- Allocation to enhance resilience against water insecurity in the Metsimaholo Local Municipality (where the Sasolburg complex is based)



Investing for growth

Growth in the core business was supported by the completion of several capital initiatives in FY25. In Sasolburg, the AN storage capacity was doubled, further entrenching operational resilience and supporting new customer contracts. The Mining segment had contract wins in SADC, with capital deployed to execute on these contracts. This includes BME Blasting Solutions and BME Metallurgy mobilisations in Namibia, a key customer in South Africa, and several contract renewals across the region.

Our strategy to grow internationally continued in FY25. This strategy is supported by the global population growth megatrend, the growing imperative for sustainable mining and agricultural practices and a burgeoning need for food security. Additionally, there is increased societal pressure to limit climate change and decarbonise our systems and processes to achieve global carbon emission targets by 2050.

For our Mining segment, this was highlighted by new contract wins in Indonesia that was supported by additional assets. In Canada, non-electric and electronic detonator plants have been commissioned, while the team continues to work with Hypex Bio to build a hydrogen peroxide emulsion plant in that market. Infrastructure development in Australia is underway (including the commissioning of our electronic detonator plant), while the search for a local partner continues.

In FY25, expansion capex amounted to R339 million.

3 million

Investing in ESG

R53 million was invested in ESG capex in FY25, to expand Sasolburg's solar capacity, bringing our peak installed capacity to 10MW. The complex's self-generation has improved the security of our power supply by reducing our reliance on the national power utility, 35% of the Group's electricity consumption is from renewal sources, up from 33% in FY24.

The volume of used dry oil consumed by the Mining segment has increased to 27 ML (FY24: 25 ML), protecting 27 trillion liters of water from contamination. The business has invested capital to bolster our used oil collection and storage capacity.

Our research, development and innovation efforts, together with targeted partnerships are contributing to growth in the biostimulant product offering from our AgriBio business. In conjunction with our Nutriology® model, this increases efficiencies in the use of water and nutrients for our agriculture customers.

Capitals enhanced

Financial, manufacturing, human, intellectual and social and relationship capitals

Capitals reduced

Financial capital

Capitals enhanced

Manufacturing, intellectual and human capitals

Capitals reduced

Financial and human capitals

Capitals enhanced

Manufacturing capital, intellectual capital, human capital

Capitals reduced

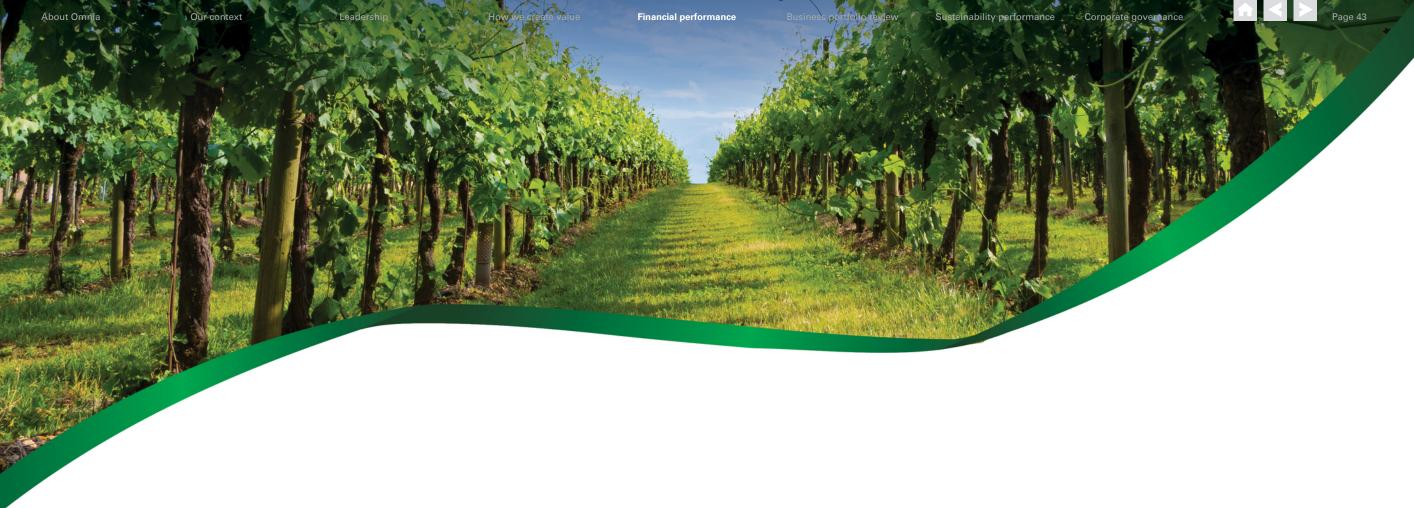
Financial capital

Capitals enhanced

Manufacturing capital, Intellectual capital, Human capital, Social and relationship capital, Natural capital

Capitals reduced

Financial capital



Financial performance

The strong financial performance achieved in FY25 was underpinned primarily by the robust performance of our Mining business segment.

In this section

	Journal
P44	Finance director's report
P45	Summarised financial statements
P48	Five-year financial overview

Business portfolio review

Finance director's report

Against the backdrop of a persistently challenging macroeconomic environment, the Group's strong FY25 financial performance reflected our ability to effectively navigate external pressures, maintain reliability of supply to our customers and provide comprehensive solutions to meet customer demands.

Our context

Our mining segment continued to benefit from the success of its global diversification strategy and robust operational execution. supported by new contracts and contract extensions in SADC and enhanced profitability from our West Africa and Indonesian operations.

BME Metallurgy delivered solid contributions to earnings, driven by higher ammonia derivatives sales and continued strong performance from Namibia.

Resilience was demonstrated by our Agriculture segment with the South Africa operations delivering increased volumes and our International AgriBio business further elevating its high operating margins. The segment's positive performance was, however, offset by challenges in Rest of Africa such as currency depreciation, increased credit loss provisions and heightened competition.

In our Chemicals segment, we are confident that the rationalisation of infrastructure and product portfolios and the integration of certain business lines into the broader Omnia Group will ensure long-term business sustainability and position the segment for future growth.

Notable benefits have also been realised from our ESG-focused investments resulting in higher levels of energy efficiency, emissions reduction and sustainable resource usage being achieved - enhancing Omnia's operational resilience while creating long-term value for all stakeholders.

This robust set of results demonstrates Omnia's potential for continued growth and long-term shareholder value creation.

FY25 performance

Revenue increased by 2.7% to R22 818 million, driven by the increasing demand for our Mining products and solutions, alongside expanding opportunities in the global market. Operating profit remained broadly in line with the prior year at R1 698 million (FY24: R1 703 million) despite the costs associated with the Protea

Chemicals restructuring, increased credit loss provisions in the Agriculture Rest of Africa business and currency volatility.

How we create value

Leadership

The Group's operating margin declined to 7.4% (FY24: 7.7%), primarily due to margin pressure in the Chemicals segment, which offset margin growth in both the Agriculture and Mining segments. Operating margins in the Agriculture and Mining segments improved to 8.5% (FY24: 8.1%) and 12.4% (FY24: 12.1%) respectively. Additionally, the Agriculture International business further improved its high-margin profile at 25.4% (FY24: 23.0%), despite ongoing investment to expand distribution capabilities in the US and the impact of extreme drought conditions and resultant currency depreciation in Brazil.

Net finance expense increased to R93 million from R1 million in FY24 due to reductions in net finance income from debtors balances in the Agriculture segment and increased utilisation of supply chain finance during FY25. As a result, profit for the year declined by 6% to R1 097 million (FY24: R1 163 million). The effective tax rate of 31.6% remained in line with the prior year rate of 31.7%.

Effective FY25, the Agriculture International division was disaggregated separating Agriculture Rest of Africa and Agriculture International. In addition, following the change of the functional currency of Omnia Zimbabwe to USD with effect from 1 April 2023, Omnia Zimbabwe is no longer separately reported and has been reported within the Agriculture Rest of Africa division.

Net working capital (NWC) decreased to R3 426 million (FY24: R3 604 million), reflecting a focus on disciplined cash conversion. This was driven by high debtors collections, stringent inventory management and increased trade payables. This was partially offset by strategic investments in safety inventory in anticipation of a planned shutdown by a key supplier and changing supply routes in SADC impacting the Agriculture Rest of Africa division. We continue to diligently manage our NWC to ensure we meet market demand and increase cash generation while maintaining optimised inventory levels.

Cash generation remained a key strength for Omnia in FY25. We reported a net cash balance of R1 770 million (FY24: R2 301 million), reflecting our strong underlying operational performance as well as our continued disciplined approach to working capital and cash management. Our financial strength enhances our ability to allocate capital in a disciplined manner and return capital to shareholders.

In line with the Group's dividend policy, the board approved a final ordinary dividend of 400 cents (FY24: 375 cents) per share, or R649 million (FY24: R619 million) reflecting a strong track record of



consistent free cash flow generation and the increasing share of profitability from the Mining seament supporting these cash flows.

A special dividend of 275 cents (FY24: 325 cents) per share, or R446 million (FY24: R537 million) was also approved by the board after taking into consideration the Group's liquidity position, the strength of its financial position, the outlook for operations. sustaining capital requirements and growth opportunities. This brings the dividend distribution for the year to 675 cents per share, or R1 095 million. Additionally, the share repurchase programme continues to be executed in a disciplined, structured approach in line with the approval granted by shareholders.

Strategic delivery and financial position

We are starting to see tangible value being generated from our investments made over the past couple of years into strengthening our core business and diversifying our operations across sectors and geographies. Ongoing mobilisation efforts in our International Mining and Agriculture segments are progressing well and are laying down the groundwork for long-term success in these chosen markets. We remain focused on execution, capital discipline, and delivering sustainable returns.

Our ability to operate with increased agility, discipline and resilience amidst the challenging and volatile operating environment was affirmed by Omnia's long-term and short-term credit ratings being maintained, with a stable outlook, at A+ and A1 respectively. This rating was predicated off Omnia's low leverage and strong underlying performance despite commodity price volatility.

Acknowledgments

In closing, I would like to acknowledge and extend a big thank you to the entire Omnia community for their incredible efforts in delivering another set of strong financial results. We must continue to strive for operational excellence, innovate to create sustainable solutions and collaborate to ensure that we achieve our strategic objectives and encompass the motto of "living our purpose and shaping our future".

I also wish to express my appreciation to our board, executive committee and shareholders - thank you for your continued support and guidance.

Stephan Serfontein

Finance director

22 July 2025

A

Summarised financial statements

Summary consolidated statement of comprehensive income

for the year ended 31 March 2025

Rm	Audited 12 months 31 March 2025	Audited 12 months 31 March 2024	% change
Revenue	22 818	22 219	3
Cost of sales	(17 689)	(17 374)	(2)
Gross profit	5 129	4 845	6
Distribution expenses	(1 343)	(1 369)	2
Administrative expenses	(2 010)	(1 773)	(13)
Other operating income	166	141	18
Other operating expenses	(166)	(123)	(35)
Impairment losses on non-financial assets	(13)	_	(>100)
Impairment losses on financial assets	(116)	(46)	(>100)
Share of net profit of investments: equity accounted	59	37	59
Operating profit before items below	1 706	1 712	_
Net impact of hyperinflation and foreign exchange losses	(8)	(9)	11
Net foreign exchange losses	(3)	(6)	50
Monetary adjustment for hyperinflation	(5)	(3)	(67)
Operating profit	1 698	1 703	_
Finance income	114	203	(44)
Finance expense	(207)	(204)	(1)
Profit before income tax	1 605	1 702	(6)
Income tax expense	(508)	(539)	6
Profit for the year	1 097	1 163	(6)
Other comprehensive income			
Items that may be reclassified to profit or loss (net of tax)			
Currency translation differences – Zimbabwe	_	(7)	>100
Currency translation differences (including)/excluding Zimbabwe ¹	(177)	129	(>100)
Reclassification of currency translation differences	30	-	>100
Other comprehensive (loss) / income for the year	(147)	122	(>100)
Total comprehensive income for the year	950	1 285	(26)
¹ Includes Zimbahwe for EY25 and excludes Zimbahwe in EY24. Zimbahwe is shown separately for EY	21		

¹ Includes Zimbabwe for FY25 an	d excludes Zimbabwe in FY24	l, Zimbabwe is shown se	eparately for FY24.
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Rm	Audited 12 months 31 March 2025		% change
Profit for the year attributable to:			
Owners of Omnia Holdings Limited	1 142	1 160	(2)
Non-controlling interest	(45)	3	(>100)
	1 097	1 163	(6)
Total comprehensive income for the year attributable to:			
Owners of Omnia Holdings Limited	994	1 284	(23)
Non-controlling interest	(44)	1	(>100)
	950	1 285	(26)
Earnings per share attributable to the equity holders of Omnia Holdings Limite	ed		
Basic earnings per share (cents)	692	705	(2)
Diluted earnings per share (cents) ¹	692	696	(1)

¹ In FY25, the diluted earnings per share is limited to the basic earnings per share due to the calculation being antidilutive in nature.



Page

Summarised financial statements continued

Summary consolidated statement of financial position

as at 31 March 2025

Rm	Audited 12 months 31 March 2025	Audited 12 months 31 March 2024
Assets		0.1
Non-current assets	5 898	5 916
Property, plant and equipment	4 799	4 842
Right-of-use assets	440	362
Goodwill and intangible assets	18	91
Investments accounted for using the equity method	288	252
Financial assets at fair value through profit and loss or other comprehensive income	228	201
Trade and other receivables	_	4
Deferred income tax	125	164
Current assets	10 936	11 609
Inventories	4 738	4 350
Trade and other receivables	3 891	4 501
Derivative financial instruments	11	1
Income tax	331	307
Cash and cash equivalents	1 940	2 450
Restricted receivable	25	_
Assets classified as held for sale	343	1
Total assets	17 177	17 526
Equity		
Capital and reserves attributable to the owners of Omnia Holdings Limited	10 491	10 839
Share capital	2 718	2 926
Reserves	1 037	1 167
Retained earnings	6 736	6 746
Non-controlling interest	(63)	(19)
Total equity	10 428	10 820

	Audited 12 months	Audited 12 months
Rm		31 March 2024
Liabilities		
Non-current liabilities	870	908
Deferred income tax	405	479
Interest-bearing borrowings	_	1
Lease liabilities	430	361
Provisions	35	67
Current liabilities	5 811	5 798
Interest-bearing borrowings	159	148
Lease liabilities	69	58
Bank overdrafts	11	_
Derivative financial instruments	7	1
Income tax	239	308
Contract liabilities	564	557
Provisions	63	36
Trade payables – supply chain financing	847	727
Trade and other payables	3 852	3 963
Liabilities directly associated with assets classified as held for sale	68	_
Total liabilities	6 749	6 706
Total equity and liabilities	17 177	17 526
Additional information		
Net working capital ¹	3 426	3 604
Net cash (including lease liabilities) ²	1 271	1 882
Net cash (excluding lease liabilities) ²	1 770	2 301
Net asset value per share (Rand)	66	67
Capital expenditure		
Depreciation	523	537
Amortisation	68	68
Capital expenditure incurred	703	713
Capital expenditure - authorised and contracted	164	149
Capital expenditure - authorised but not contracted	499	520

¹ Includes trade payables – supply chain financing.

² Excludes trade payables – supply chain financing.





Summarised financial statements *continued*

Summary consolidated statement of cash flows

for the year ended 31 March 2025

Rm	Audited 12 months 31 March 2025	Audited 12 months 31 March 2024
Net cash inflow from operating activities	3 864	3 252
Cash generated from operations	4 638	3 844
Interest paid	(204)	(137)
Interest received	99	178
Income taxes paid	(669)	(633)
Net cash outflow from investing activities	(663)	(1 002)
Purchase of property, plant and equipment	(702)	(713)
Proceeds on disposal of property, plant and equipment, and intangible assets	58	47
Additions to intangible assets	(1)	-
Purchase of shares in Hypex Bio	_	(184)
Restricted receivable (raised)/released	(25)	17
Investment in joint venture (MNK) and associate	_	(176)
Proceeds on disposal of joint venture	7	7
Net cash outflow from financing activities	(3 676)	(1 659)
Proceeds on treasury shares forfeited under share schemes	21	26
Purchase of treasury shares	(308)	(190)
Proceeds from interest-bearing borrowings raised	228	481
Repayment of interest-bearing borrowings	(231)	(474)
Repayment of trade payables – supply chain financing	(2 154)	(791)
Repayment of lease liabilities	(80)	(82)
Dividends paid	(1 152)	(629)
Net (decrease)/increase in cash and cash equivalents	(475)	591
Net cash and cash equivalents at the beginning of the year	2 450	1 861
Effect of foreign currency movement	(46)	(2)
Net cash and cash equivalents at the end of the year	1 929	2 450



How we create value

Five-year financial overview

Rm	FY25	FY24	FY23	FY22 ¹	Restated FY21 ¹
Consolidated statements of comprehensive income					
Revenue	22 818	22 219	26 572	21 437	16 436
Operating profit	1 698	1 703	1 899	1 597	1 138
Finance costs (net)	(93)	(1)	(81)	(76)	(264)
Profit before taxation	1 605	1 702	1 818	1 521	874
Income tax expense	(508)	(539)	(666)	(428)	(267)
Profit for the year	1 097	1 163	1 152	1 093	607
Non-controlling interest	(45)	3	(17)	(3)	_
Profit attributable to owners of Omnia Holdings Limited	1 142	1 160	1 169	1 096	607
Dividends distributed to participants of the share incentive schemes on unvested shares	(44)	(24)	(45)	(24)	_
Profit on disposal/impairment of property, plant and equipment/intangible assets	(14)	(11)	(11)	34	4
Reclassification of foreign currency translation reserve to profit and loss	30	_	_	_	_
Tax effect	4	3	3	(2)	_
Net impact of sale of Zimbabwe investment in joint venture	_	_	90	_	_
Insurance proceeds for replacement of property, plant and equipment	(1)	(1)	_	(1)	(5)
Headline earnings	1 117	1 127	1 206	1 103	601
Dividends paid	1 152	629	1 343	1 008	_
Consolidated statements of financial position					
Capital and reserves attributable to owners of Omnia Holdings Limited	10 491	10 839	10 275	10 022	9 740
Non-controlling interest	(63)	(19)	(20)	(4)	(1)
Non-current liabilities	870	908	929	317	351
Deferred income tax liabilities	405	479	472	488	379
Current liabilities	5 811	5 798	5 651	5 188	4 270
Total equity and liabilities	17 177	17 526	16 835	16 011	14 739
Non-current assets and investments	5 898	5 916	5 300	4 954	5 213
Non-current intangible assets	18	91	159	278	779
Deferred income tax assets	125	164	174	216	77
Current assets	10 936	11 609	11 535	10 563	8 670
Total assets	17 177	17 526	16 835	16 011	14 739
Net cash/(interest-bearing borrowings) including leases	1 271	1 882	1 388	2 082	1 394
Consolidated statements of cash flows					
Cash generated from operations	4 638	3 844	2 991	1 941	2 512
Net finance costs and taxation paid	(774)	(592)	(722)	(574)	(405)
Net cash inflow from operating activities	3 864	3 252	2 269	1 367	2 107
Net cash (outflow)/inflow from investing activities	(663)	(1 002)	(245)	664	1 566
Net cash (outflow) from financing activities	(3 676)	(1 659)	(2 746)	(1 447)	(2 697)
Net (decrease)/increase in cash and cash equivalents	(475)	591	(722)	584	976

Leadership

Rm	FY25	FY24	FY23	FY22 ¹	Restated FY21 ^{1,2}
Statistical information					
Earnings, dividends and issued shares					
Basic earnings per share (cents)	692	705	692	653	364
Headline earnings per share (cents)	704	699	742	672	361
Final ordinary dividend per share (cents)	400	375	375	275	200
Total ordinary dividend per share (cents)	400	375	375	275	200
Dividend cover (times) ¹	1.8	1.9	2.0	2.4	1.8
Net asset value per share (Rand)	66	67	63	59	58
Number of shares in issue at year-end, excluding treasury shares ('000)	156 982	159 954	161 305	162 832	165 684
Number of shares held as treasury shares and not included above ('000)	5 502	5 170	7 747	6 220	3 368
Number of employees at year-end	3 803	3 756	3 869	4 010	4 200
Profitability, liquidity and leverage					
Operating profit as a percentage of revenue (%)	7.4	7.7	7.1	7.4	6.9
Effective tax rate (%)	31.6	31.7	36.6	28.1	30.5
Return on average equity (%) ³	10.9	10.9	12.3	11.4	6.1
Net (cash)/interest-bearing borrowings to equity (%)	(16.8)	(21.8)	(18.1)	(20.8)	(14.3)
Current ratio	1.9	2.0	2.0	2.0	2.0
Net interest-bearing borrowings/EBITDA (adjusted) cover	(0.5)	(8.0)	(0.5)	(8.0)	(0.7)
EBITDA (adjusted) net finance cost cover	26.0	2 206.9	34.1	117.6	7.6
Share performance					
Market value per share (Rand)					
– at year-end	67.2	59.0	56.2	75.2	48.7
- highest	78.1	65.6	87.1	75.2	50.2
- lowest	52.8	52.5	55.0	47.2	15.0
Value of shares traded (R million)	3 707	4 852	10 854	4 689	2 415
Volume of shares traded ('000)	57 075	65 344	154 308	79 639	73 839
Share volumes traded as a percentage of total issued shares (%)	35.1	39.6	91.2	47.1	43.7

¹ From continuing operations, excluding Umongo Petroleum's results from FY22 and FY21 (Dividend cover recalculated for FY22 and FY21).

² From continuing operations, excluding Oro Agri's results from FY21.

³ Return on equity on diluted basis



Business portfolio review

Despite a year characterised by several macroeconomic challenges and other external pressures, our business demonstrated its resilience and agility by delivering an overall solid performance.

In this section

P50	Agriculture
P52	Mining
P54	Chemicals
P56	Manufacturing and supply chain
P58	Research, development and innovation to sustain our business (intellectual capital)
P60	Five-year segmental review

Agriculture



Top related risks

- Country risk and regional stability
- Supplier and customer concentration
- Macroeconomic challenges
- Critical infrastructure failure
- Climate change and variability

Top related material matters

- Climate resilience and adaptation
- Environmental management
- Water stewardship
- Customer engagement and partnerships
- Mitigating country risk and legal compliance

SDGs













What we do

Omnia's Agriculture business manufactures and trades in granular and speciality fertilizers, humates and other biostimulants, as well as value-added services and solutions to customers through operations in South Africa, Southern and East Africa, Australasia, South America (Brazil) and the US.

Our Agriculture segment comprises three divisions, namely, RSA, Rest of Africa and International. In FY25, Omnia separated Agriculture Rest of Africa, which includes Omnia Zimbabwe, from Agriculture International. Additionally, the functional currency of Omnia Zimbabwe, which is no longer reported separately, was changed to the US dollar with effect from 1 April 2023. As a result of these changes, we have restated certain FY24 information for our Agriculture segment, although the totals remain unchanged.

The business is supported by our Nutriology model that focuses on the science of growing. In addition, Omnia also invests in infrastructure, supply chain and production facilities that we monitor closely to ensure balance between volumes and margins realised from the market.

We aim to grow our biostimulant market share by expanding into new markets in Asia-Pacific, the Middle East and Europe, while growing existing markets.



See our <u>footprint map</u> and <u>Manufacturing and supply chain</u> to see the markets in which our Agriculture segment is active.



Operating performance

The Agriculture segment's resilient performance in FY25 was driven by strong contributions from the RSA and International divisions, despite a challenging operating environment marked by adverse weather conditions in SADC and Brazil, supply chain and infrastructure constraints, currency volatility, and other broader macroeconomic headwinds. The strong results in the Agriculture RSA and International divisions were partially offset by weaker performance in the Rest of Africa.

The Agriculture segment's revenue for the year was R11 541 million (FY24: R11 818 million), 51% of Group revenue. Operating profit was R981 million (FY24: R954 million) with an operating margin of 8.5% (FY24: 8.1%). Net working capital of R1 652 million was down from R1 798 million in FY24.

Agriculture RSA

Omnia's differentiated Nutriology® model, which integrates scientific crop production with specialised on-farm advisory services, continued to be a key driver of customer engagement and value creation in the South African market. The consistent delivery of high-quality products, customised solutions, and expert technical support further reinforced customer demand and supported a stronger sales performance. Favourable agronomic conditions, following the transition from El Niño to La Niña contributed to increased agricultural activity.

Intensified marketing efforts and enhanced operational agility led to higher demand and volume growth. Despite the increase in fertilizer volumes, global pressure on commodity prices partially offset the increase in volumes sold.

The business continued to effectively navigate infrastructure and supply chain disruptions, supported by its integrated manufacturing facilities and supply chain, which ensured reliable customer supply, improved efficiencies and enabled volume growth.

In FY25, Agriculture RSA's net revenue decreased by 1% to R8 715 million (FY24: R8 823 million) due to lower average selling prices, partially offset by higher volumes. Operating profit for the period increased by 28% to R886 million (FY24: R694 million) due to strong margin extraction, increased manufacturing throughput and effective inventory price risk management. Operating margins increased to 10.2% (FY24: 7.9%).

Agriculture Rest of Africa

Omnia provides a range of products and value-add services in different countries in the rest of Africa, with SADC serving as our primary market. This market consists of multiple sectors in Mozambique, Zimbabwe and Zambia, which also houses our regional hub for peripheral markets.

Sales volumes were impacted by reduced commercial activity, particularly in Zambia, as a result of severe drought conditions in the SADC region. The drought adversely affected crop health and electricity generation, and led to currency depreciation and delayed debtor collections. In addition, the business faced broader macroeconomic challenges and shifting market dynamics across the region.

The division's net revenue declined by 9.4% to R2 208 million (FY24: R2 438 million) due to lower selling prices and increased competition. Operating loss for the year was R62 million (operating profit FY24: R132 million), as a result of deteriorating customer credit positions and foreign exchange impact. Operating margins decreased to (2.8)% (FY24: 5.4%).

Agriculture International

The global agricultural market continues to reflect a growing trend for sustainable farming practices including the use of biostimulants, particularly in developed markets. Agriculture International delivered notable growth in biostimulant volumes and improved margins, driven primarily by new contracts and the recovery of two key customers, even as the business continues to develop its distribution capability in the US market.

In Australia strong volume growth was supported by robust domestic sales and increased exports. Brazil maintained resilient volume performance despite challenging drought conditions, benefiting from sustained demand from key customers. The Brazilian business was however impacted by the depreciation of the Real during the period. This was partly driven by macroeconomic effects linked to the severe drought, which weighed on investor confidence in the region.

The International business's net revenue increased by 11% to R618 million (FY24: R557 million) due to higher volumes both from Australia and exports.

Operating profit, which includes the impact of mobilisation costs in the United States, increased by 23% to R157 million (FY24: R128 million) while operating margins improved to 25.4% (FY24: 23.0%).

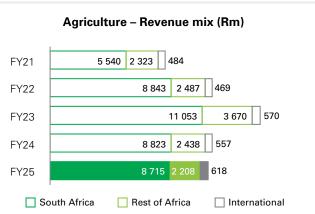


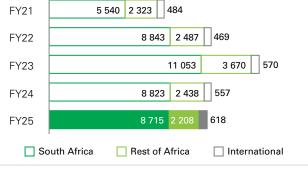
To read about safety performance and employee matters in our Agriculture segment, see the section <u>Empowering</u> <u>employees</u> in this report as well as the <u>ESG report</u>.

Agriculture continued

Operational performa	ance	FY25	FY24	% change
Agriculture production (incl. intermediary products)	tonnes	3 397 474	3 397 039	0.01
Number of retail outlets (RoA)		33	33	_
Number of employees		1 478	1 417	4
RCR		0.33	0.06	>100
FER rate		0.30	0.71	(58)
Financial performance	Financial performance			
Net revenue	Rm	11 541	11 818	(2)
Operating profit	Rm	981	954 ¹	3
Operating margin	%	8.5	8.1 ¹	5
Profit before taxation	Rm	901	965 ¹	(7)
Segment net controlled assets ³	Rm	5 667	5 564	2
NWC ²	Rm	1 652	1 798	(8)
NWC ratio	%	14.3	15.2	(6)
Return on net controlled assets	%	17.3	17.1	1

- Restated following Agriculture International division disaggregation. Within Agriculture Rest of Africa profit before taxation, interest income for FY24 has been reallocated to head office and eliminations as it related to Group funding transactions. In the current year the above changes aligns with the revised internal reporting to the CODM.
- ² Net working capital includes supply chain financing
- 3 Net-controlled assets are total assets (including trapped cash) less cash, financial taxation and non-interest-bearing liabilities (with the exclusion of trade payables supply chain finance included as part of net working capital) and is a measure of the





South Africa Rest of Africa¹ International¹

2 208

2 438

3 670

2 487

2 323

618

557

570

469

484

Agriculture - Revenue by segment (Rm)

8 715

8 823

11 053

8 843

5 540

FY25

FY24

FY23

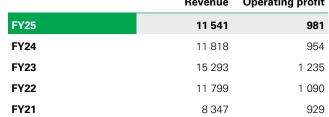
FY22

FY21

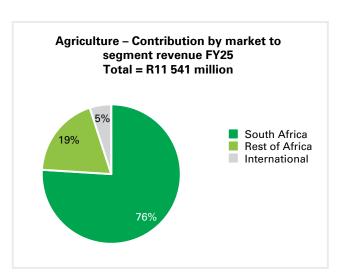
Agriculture - Operating profit and margin 10.9% 8.5% 8.5% 8.1% 7.3% 565 1 2 1 9 1 248 954 981 FY22 FY25 FY21 FY23 FY24 Profit (Rm) — Margin (%)

		Revenue	Operating profit
FY2	5	11 541	981
FY2	4	11 818	954
FY2	3	15 293	1 235
FY2	2	11 799	1 090
FY2	1	8 347	929









Outlook FY26

The outlook for our Agriculture segment remains positive, driven by expected improvements in agronomic conditions across key regions. Food security and the need to address climate change remain pivotal macroeconomic priorities globally, reinforcing the essential role agriculture plays in sustainable development.

Our proprietary Nutriology® model remains integral to our agriproduct offering, enabling the Group to support farmers by reducing their production risks and improving returns, while actively managing costs and navigating commodity price volatility.

We anticipate demand in South Africa to be resilient, despite pricing pressures, whereas operations in the Rest of Africa remain cautious amidst complex infrastructure and regulatory conditions, particularly with improving prospects in Zambia.

Internationally, the Agriculture segment is poised for growth through expanded AgriBio offerings and strengthened global distribution networks.

Our manufacturing and supply chain capabilities will continue to support our Agriculture segment by ensuring operational reliability and we are well-positioned to mitigate risks in the current environment of heightened supplier challenges, logistical disruptions and infrastructure constraints.

About Omnia

Mining



Top related risks

- Country risk and regional stability
- Supplier and customer concentration
- Macroeconomic challenges
- Critical infrastructure failure
- Climate change and variability

Top related material matters

- Climate resilience and adaptation
- Customer engagement and partnerships
- Mitigating country risk and legal compliance

SDGs







Our context







What we do

Omnia's Mining segment, BME, is a leading manufacturer and supplier of explosives, technical services, mining chemicals and valueadd technology to the mining, quarrying and construction industries.

BME supplies a range of innovative solutions to enhance mining yields, blasting and rock breaking optimisation and specialist products and technical support services to mineral processing plants for mineral recovery optimisation.

The rebranding of Mining Chemicals to BME Metallurgy and its integration into BME further strengthens our value proposition to customers by enhancing our ability to deliver end-to-end mining and chemical solutions.

Our products and services provide efficient, safe solutions for mining operations, while reducing the environmental footprint and social impact of mining operations.



See our footprint map and Manufacturing and supply chain to see the markets in which our Mining segment is active.

Operating performance

The Mining segment ensures reliability of supply to customers, demonstrating its ability to navigate challenges and win new business through exceptional customer service and an innovative product offering.

Our strategy to diversify our Mining segment by growing our international footprint continues to yield results with progress in building key infrastructure in Canada and Australia and an increased contribution to profitability from the Indonesian business. The contribution from Mining International was driven by improved margins and product mix, with the gains predominantly from SADC, West Africa and Indonesia.

In FY25, the Mining segment's revenue increased 10.0% to R9 121 million (FY24: R8 289 million), driven by higher sales volumes in Mining RSA and an increase in contribution from Mining International year on year predominately due to new contract wins, contract extensions, and increased ammonia derivative sales.

Operating profit increased by 13.0% to R1 129 million (FY24: R999 million) and overall operating margins expanded to 12.4% (FY24: 12.1%) supported by stringent cost management initiatives.

In South Africa, while the mining industry benefited from a significant easing in loadshedding, infrastructure constraints continued to impact the ability to export minerals. BME's agile manufacturing and supply chain, which was further supported by additional ammonium nitrate storage commissioned during the year, ensured security of supply to our customers.

Minina RSA

Net revenue increased 3.9% to R4 009 million (FY24: R3 860 million). Operating profit increased 12.6% to R472 million (FY24:

Despite market challenges, infrastructure constraints and an underperforming coal and diamond sector. Mining RSA successfully focused on driving organic growth within its existing customer base to secure new contracts. Supply chain agility and the used oil network, which remained strong, contributed to operating performance.

Mining International

Net revenue increased by 15.4% to R5 112 million (FY24: R4 429 million). Operating profit increased by 13.3% to R657 million (FY24: R580 million) due to new business in Namibia with the growth in the uranium market, increased volumes in Zambia and improved margins in West Africa with Mali remaining core to the region.

The demobilisation of our business in Burkina Faso is close to completion with the sale of assets concluded, pending a lease transfer, which is imminent.

The business continues to monitor volatility in the West African region, with a focus on operational efficiency and optimising support models. In Mali, focus remains on meeting localisation requirements published in the Mali Mining Code.

In Indonesia, our joint venture partnership with MNK continues to progress and deliver favourable results. New contracts have been secured, one of which involves a gold and copper mine, reflecting the JV's strategic diversification into the metals sector.

The integration of this joint venture has focused on aligning and standardising business operations and procedures across all projects, and the ceding of most contracts to the JV. The new business pipeline remains strong for top and second tier metal mines.

Our business in Canada was negatively impacted by pricing challenges resulting in the loss of a key surface mining contract. This led to an impairment of assets for this contract during the financial year, impacting profitability. The underground market remains our strategic focus with a new contract gained during the vear.

The non-electric detonator plant at the Nairn facility is commissioned and awaiting regulatory approval, with the AXXISTM plant hot commissioning imminent. The introduction of the AXXIS™ titanium electronic detonator and Viperdet™ non-electric detonator ranges to the Canadian mining sector highlights BME's commitment to providing innovative and reliable blasting solutions.

BME Canada, in partnership with Hypex Bio, is on track to introduce nitrate-free explosives to the Canadian market in FY26. The set up of the emulsion plant will commence in the second half of this calendar year with customers expressing interest to undertake trials. There is growing interest from the mining industry in leveraging this technology to meet ESG goals, therefore market development remains a key priority.

In Australia, we continue to pursue an organic growth strategy. The Kalgoorlie AXXIS™ assembly plant is the first electronic detonator plant in Western Australia and is expected to be commissioned by Q2 FY26. Several other infrastructure projects are underway in Eastern Australia.

We continue to explore partnerships that offer complementary capabilities to enhance our existing local operations.

BME Metallurgy

Mining Chemicals was rebranded as BME Metallurgy in FY25. This has aligned Mining Chemicals' services and operations with BME, enhancing the Mining segment's ability to offer an integrated offering that combines mine blasting and chemical processing solutions, offering a wider array of solutions across the mining

This integration enables BME Metallurgy to leverage the segment's extensive global footprint, extending its reach and impact.

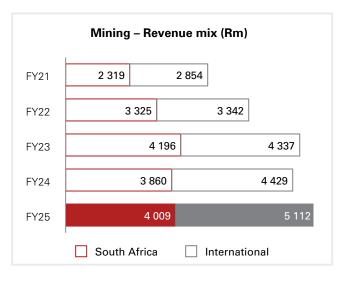
During the year under review BME Metallurgy performed strongly through increased ammonia derivative sales and sales in the base and precious metals market. BME Metallurgy also benefited from higher volumes in Namibia through a new contract and the ramp up of current uranium projects.

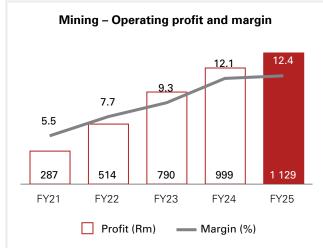


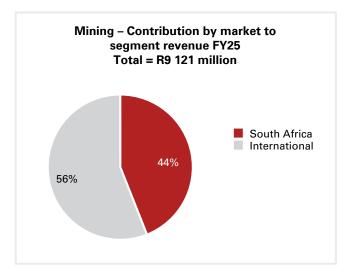
To read about the safety performance and employee matters in our Mining segment, see the section Empowering employees in this report as well as the ESG report.

Mining continued

				%
Operational performa	ance	FY25	FY24	change
INNOVEX TM	tonnes	300 500	304 900	(1)
Distribution volumes: Mining Chemicals	tonnes	210 790	142 816	48
Number of employees		1 803	1 638	10
RCR		0.00	0.00	-
FER rate		0.00	0.06	(100)
Financial performance	е			
Net revenue	Rm	9 121	8 289	10
Operating profit	Rm	1 129	999	13
Operating margin	%	12.4	12.1	3
Profit before taxation	Rm	1 133	998	14
Segment net controlled assets	Rm Rm	3 158 1 632	2 902 1 493	9
NWC ratio	%	17.8	18.0	(1)
Return on net controlled assets	%	35.8	34.4	4









Outlook FY26

Our Mining segment is well-positioned for continued growth across its primary markets in Africa, North America, and Asia-Pacific. In South Africa, although sector pressures persist, the business will focus on organic growth through new and existing customer relationships. Increased demand for uranium, copper and green metals is expected to boost mining volumes in the SADC region, while operational efficiencies and profitability will be prioritised in West Africa despite ongoing regional risks.

Internationally, the Indonesian joint venture aims to expand its commodity diversification, and product portfolio in key growth markets.

The commissioning of our AXXISTM detonator plants in Canada, as well as the introduction of a hydrogen peroxide emulsion plant marks a significant strategic advancement in the region.

The development of key infrastructure in Australia confirms our commitment to this important market.

Additionally, BME Metallurgy is set to capitalise on growth opportunities, particularly in the uranium sector in Namibia.

Strategic partnerships and technological integration will continue to drive competitiveness, profitability, and shareholder value across Omnia's mining operations globally.

Chemicals



Top related risks

- Supplier and customer concentration
- Macroeconomic challenges
- Operational continuity and efficiency management

Our context

Safety performance, ESG strategy and stakeholder expectations

Top related material matters

- · Ensuring safety, health and well-being
- Business resilience and operational efficiency
- Customer engagement and partnerships
- People and asset security and critical incident management

SDGs











What we do

Leadership

Protea Chemicals is a chemical distributor and manufacturer of specialty, functional and effect chemicals. An extensive warehousing and logistics network serves solutions to customers in South Africa and selected countries in Africa.

How we create value

Protea Chemicals operated under four divisions namely Agriculture Sciences, Life Sciences, Industrial Chemistry and Watercare. Our value-added services included technical, laboratory and quality management services and advisory support. In the future, and as part of the restructure, Protea Chemicals will only provide bulk traded chemicals and Watercare products and solutions until the latter is sold, which is an asset held for sale.

The Chemicals segment has facilities in Johannesburg, Durban and Cape Town. In Mobeni in KwaZulu-Natal, the segment manufactures water and wastewater treatment chemicals and fertilizer anti-caking agents, proflow and blends white oils. In Blackheath in Cape Town, we produce ferric sulphate used in water treatment. In Sasolburg, we operate the chlorine packaging and sodium hypochlorite manufacturing facility. The segment also blends proprietary liquids at its facilities in Killarney Gardens in Cape Town and Wadeville in Johannesburg, both these facilities are in the process of being closed, with non-core assets being sold, as these products are being discontinued.



See our <u>footprint map</u> and <u>Manufacturing and supply chain</u> to see the markets in which our Chemicals segment is active.

Performance

During FY25, Protea Chemicals continued to face a challenging operating environment, resulting in a comprehensive restructure, including the regrettable decision to implement a Section 189 consultation process.

The proposed restructuring is part of our ongoing efforts to adapt to market demands, ensure long-term business sustainability and position the Chemicals segment for future growth. The decision to implement a Section 189 consultation process was not taken lightly and follows a comprehensive review of the business segment's operations, and is aimed at addressing macroeconomic pressures, operational costs and the evolving business landscape. The restructure includes the closure of certain unprofitable product lines and the two large sites in Johannesburg, and Cape Town.

As part of plans to reshape the Chemical segment, the Group is rationalising parts of the non-core business, included selling or closing warehouses and plants that are not fully utilised.

A Section 189 process was concluded at the end of April 2025 and the complete closure of certain parts of the business is expected to be finalised by December 2025.

The segment's focus will be to grow the bulk traded business segment by leveraging capabilities within the Group, specifically in Manufacturing and supply chain. The Watercare business is being held for sale as part of the restructure process.

Protea Chemicals was negatively impacted by restructuring costs during the course of FY25. These costs include severance payments, and costs associated with site closures and lease cancellations as well as net realisable value adjustments to stock.

Net revenue increased to R2 156 million (FY24: R2 112 million) due to increased volumes, although sales prices were lower.

Operating profit was negatively impacted by lower sales margins and R99 million in restructure costs, which resulted in an operating loss of R133 million (FY24: operating profit of R11 million).

Net working capital reduced significantly to R421 million (FY24: R517 million) due to the rationalisation of certain product lines.

Overall the segment continued to be impacted by a lack of growth in the manufacturing industry and an oversupply of certain chemicals resulting in lower margins.

The continued poor environment reinforces the decision to close unprofitable business lines and sell assets to retrieve capital and improve returns. This will position Protea to be sustainably profitable going forward.

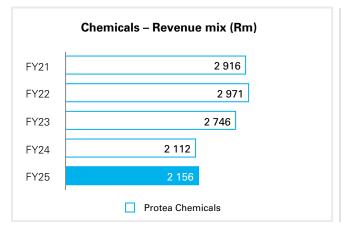


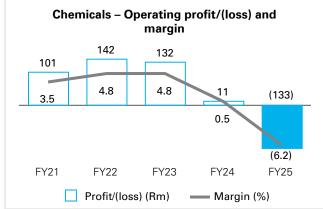
To read about the safety performance and employee matters in our Chemicals segment, see the section Employees in this report as well as the ESG report.

				%
Operational performa	nce	FY25	FY24	Change
Distribution volumes	tonnes	183 903	174 068	6
Number of employees		352	512	(31)
RCR		0.17	0.00	>100
FER rate		0.00	0.00	-
Financial performance	e			
Net revenue	Rm	2 156	2 112	2
Operating (loss)/ profit	Rm	(133)	11	(>100)
Operating margin	%	(6.2)	0.5	(>100)
(Loss)/ Profit before taxation	Rm	(139)	9	(>100)
Segment net- controlled assets	Rm	637	733	(13)
NWC	Rm	421	517	(19)
NWC ratio	%	19.5	24.5	(20)
Return on net controlled assets	%	(20.9)	1.5	(>100)



Chemicals continued





Outlook FY26

In the Chemicals segment, strategic restructuring initiatives have been undertaken to ensure the long-term sustainability and profitability of Protea Chemicals. FY26 will be a significant transition year in which non-core assets and business lines will be sold, capital released and returns improved.

Going forward, the Chemicals segment will prioritise growth in the profitable bulk traded business by leveraging the Group's existing strengths in Manufacturing and Supply Chain.

The Water Care business, while also profitable, is considered non-core and a formal sale process is underway.

"A strategic restructuring is being undertaken to ensure the long-term sustainability and profitability of Protea Chemicals."



Pa

Manufacturing and supply chain

What we do

Omnia has 47 manufacturing, blending and packing facilities, as well as 77 distribution centres across the globe. Our vertically integrated supply chain is the backbone of all our manufacturing activities, ensuring that we can consistently deliver high-quality products and services to our customers.

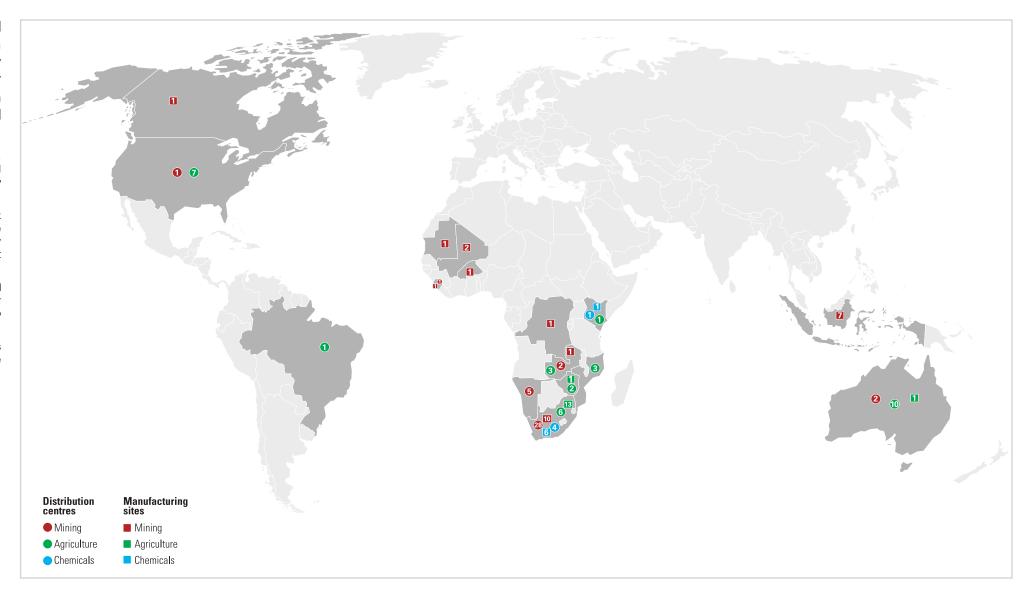
We manufacture granulated fertilizers containing nitrogen, phosphorus and potassium (NPK), and also import chemical compound fertilizers. Our operations include Southern Africa's only fully integrated fertilizer and explosives manufacturing complex.

The manufacturing part of our operations provides the feedstock we use in the Mining business to produce dual salt emulsion. The feedstock enables us to provide a more stable and environmentally responsible solution to our customers, compared to single salt emulsions based on an ammonium nitrate only.

Omnia also manufactures OmniCalTM, a high-value granulated calcium nitrate product for agricultural export market. Our granulation and nitrophosphate technologies have enabled us to manufacture a high-quality chemical compound fertilizer.

Integrating our manufacturing and supply chain functions has ensured that the business is able to cost effectively manufacture and distribute products.

"Our vertically integrated manufacturing and supply chain function is the backbone of our business."



Manufacturing and supply chain continued

Operating performance

Manufacturing

We continued to prioritise sales growth, enhance our demand and supply planning, and manage working capital efficiently, all aimed at further strengthening our manufacturing capabilities.

While rail logistics improved in South Africa, it remains a concern. We faced challenges such as port congestion and inefficiencies, water shortages, deteriorating infrastructure, and energy constraints.

Despite these challenges, we were able to maintain supply security for our customers, by staying focused on maximising plant output to enhance margins. We also prioritised improving plant reliability and optimising the use of manufacturing inputs.

Our reverse osmosis water treatment plant at the Sasolburg operation improved water efficiency and reduced potable water consumption by 134 ML.

The business continued to upgrade equipment and site infrastructure during the course of the year.

Capital expenditure in FY25 was aimed at improving plant reliability and efficiency, reducing cost and energy consumption, and maintaining and repairing plant infrastructure to ensure safety.

We also continued to invest in securing an uninterrupted power supply through renewable energy initiatives, while advancing our ESG goals.

Omnia has been growing its soil analysis services to external customers in South Africa over the past five years, with our current focus on expanding this offering to international markets.

The business completed the first two phases of the distributed control system upgrade at nitric acid plant 1 and we plan to implement the final phase in FY26.

Manufacturing Centre of Excellence (CoE)

All our manufacturing sites are participating in the CoE, which facilitates collaboration, aligns standards and enhances project management and execution.

How we create value

The business has also identified dedicated workstreams, each led by a champion. These workstreams are tasked with driving improvement, documenting knowledge and processes, while standardising practices.

The workstreams include:

- Quality and analytical services
- Mechanical installation standards
- Control, instrumentation and electrical systems
- Civil and structural
- Knowledge management

Supply chain

We have strengthened our ammonia value chain through alternative sourcing strategies and investment in logistics infrastructure

Key enhancements to supply security included the increased utilisation of road and rail tankers and the commissioning of a new 5 000-tonne ANS tank at the Sasolburg manufacturing complex. These initiatives ensured a reliable supply of ammonium nitratebased products to the Group's extensive agriculture and mining customer network across the region. In addition, increased throughput and reliability in the nitric acid plants supported the strategic growth area of third-party ammonia derivatives and a further shift towards long-term contracts.

Our supply chain finance programme, which we began implementing in 2022, has assisted with reducing our net working capital and improved our creditor terms.

Following the logistics controls review, a standardised Service Level Agreement (SLA) was developed and has been fully implemented across Agriculture RSA and Manufacturing. Operations and Supply Chain. Early results indicate a reduction in

the frequency of incidents. Progress within the SADC region is also tracking positively.

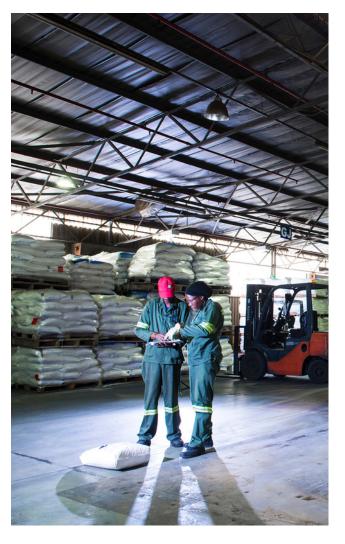
We continued with our supply chain improvement programme which is focused on:

- Procurement: Sourcing raw materials from reliable local and international suppliers, while establishing long-term contracts and leveraging economies of scale
- Inventory management: Implementing a robust inventory management system, demand prediction, waste minimisation and lead time reductions
- Logistics: Leveraging technology to manage the execution of the Group logistics strategy and optimising the transport of goods from suppliers to production sites and from production sites to customers to reduce our carbon footprint
- Supply chain: Near real-time visibility into supplier performance, inventory levels and delivery schedules to improve decisionmaking and minimise disruptions
- Relationships: Fostering strong relationships with suppliers, customers and logistics providers to ensure timely delivery and high-quality service
- Compliance: Ensuring compliance with all regulatory requirements and industry standards to maintain a good reputation and minimise risk
- Investment: Investing in technology and automation to improve efficiency, reduce costs and increase the speed and accuracy of supply chain operations

Outlook

The manufacturing and supply chain capabilities will continue to ensure operational reliability and mitigate risks in the current environment of heightened supplier challenges, logistical disruptions and infrastructure constraints.

Our ESG initiatives are progressing and we plan to commission an additional 5 MW of renewable energy capacity in FY26, which will bring our total annual renewable energy generation to about 30 000 MWh.



Our context Leadership How we create value Financial performance Business portfolio review Sustainability performance Corporate governa

Research, development and innovation to sustain our business

What we do

Innovation and intellectual capital are important contributors to the success of our business, helping us add value to the products, services and solutions we offer our customers.

As part of our commitment to continuous innovation, we have embedded research, development and innovation (RDI) capabilities into every aspect of our business. As part of this commitment, Omnia fosters a culture of collaboration and knowledge generation in a responsible manner that decreases our environmental footprint, while developing sustainable solutions.

In doing so, the business has been able to address several challenges over the years, while simultaneously enhancing our market offerings.

The business's commitment to RDI reflects our purpose of innovating to enhance life, together creating a greener future.

Our RDI function fulfills a crucial role in maintaining a competitive advantage across Omnia, exploring new and sustainable methods of operating our business, enhancing existing products and services and supporting field marketing efforts. RDI priorities include managing laboratory functions, field trials, technology application, and core competency development. We also ensure that we manage and document RDI procedures and processes while protecting information through patents as part of our intellectual property management.

Our commitment to RDI is supported by Omnia's CoE which prioritises and co-ordinates our research, development and innovation work. An important aspect of the work done by the CoE is to manage relationships with external stakeholders, including universities and those in the engineering industry. Guided by our RDI acquisition framework, the CoE also focuses on investment opportunities.

Our RDI team includes PhD and MSc professionals in applied sciences and chemistry.



See the <u>Manufacturing and supply chain</u> section for more information.

Macroeconomic environment

Omnia operated against a backdrop of ongoing supply chain disruptions and geopolitical uncertainty in FY25. The macroeconomic environment has highlighted the need to have a strong innovation and R&D culture.

Competition for technical skills such as chemists, technicians, electronic and chemical engineers, as well as software developers, has intensified. However, we are committed to enhancing our RDI. The growing imperative to position ESG at the centre of our work continues, which has spurred research and development and fuelled innovation throughout our business.



Read more about our external operating environment in the section entitled <u>External operating context and market drivers</u> and for employee matters, see the section <u>Empowering employees</u> in this report as well as in the <u>ESG report</u>.

Operating performance

Our direct investment in RDI initiatives in FY25 totalled R14 million (FY24: R10 million). The investment funded several projects and initiatives within software development, innovative blasting solutions and differentiated systems, incorporating artificial intelligence and digital integration.

We currently have 1 251 registered trademarks and 14 registered patents (FY24: 1 205 and 15).

Trademarks and patents – status

		FY24	FY23	FY22	FY21
Registered	1 251	1 205	1 116	1 019	936
Pending application	195	109	200	185	236
Registered	14	15	13	13	13
Pending application	2	14	14	12	10
Registered	3	7	7	7	6
	Pending application Registered Pending application	Pending application 195 Registered 14 Pending application 2	Pending application 195 109 Registered 14 15 Pending application 2 14	Pending application 195 109 200 Registered 14 15 13 Pending application 2 14 14	Pending application 195 109 200 185 Registered 14 15 13 13 Pending application 2 14 14 12

Agriculture

Our agriculture-related RDI focuses on the following three areas:

Manufacturing

Our manufacturing division's RDI projects include advancing the AgriBio sector, providing market-facing divisions with science-based insights, developing new technologies, and offering technical support across manufacturing facilities.

We are committed to providing evidence-based products, enhancing our marketing with data on product effectiveness, application and safety. As part of this commitment, we have prioritised biostimulant research to enhance crop production using AgriBio products.

The business also develops new formulations for regulatory approval, conducts field and greenhouse trials, and also evaluates alternative raw materials as part of our plant nutrition offering.

Sasolburg analytical laboratory

Using RDI-driven technology, our Sasolburg analytical laboratory conducts c. 45 000 analyses a month for our agriculture manufacturing facilities and analyses up to 6 000 soil sample a day during peak season.

Some of the work currently underway at the laboratory involves:

- Using Laser Induced Breakdown Spectroscopy (LIBS) technology for comprehensive soil nutrient analysis, the only one of its kind in the world utilised to determine chemical and physical soil properties. This instrument helps reduce costs, while improving laboratory efficiency
- Demand growth for soil lab services increased by 30%, as we processed a total of c. 390 000 soil tests in FY25 (FY24: c. 302 000)
- Expanded the use of the LIBS technology to analyse plant tissue analysis
- Rolled out mid-infrared (MIR) instrumentation for sap analysis

Nutriology® Solutions

These are specialised solutions to leverage integrated technology, knowledge, and innovation to manage the entire crop lifecycle to enhance yield, minimise production risks and boost farmers' investment returns. The emphasis is on holistic agricultural crop growth through the development and application of specialised products.

Current product focus areas include the development of nitrogen use efficiency solutions for monitoring, evaluating, and remediating maize and wheat crops; the use of real-time data analysis to optimise irrigation and nutrient application; implementing a unique remote sensing and monitoring satellite solution (Super-5TM).

Agriculture technology

The focus of our AgTech service is based on market research, customisation, collaboration, resourcing and product commercialisation to support:

- Precision farming
- Development of sensing systems and robotics to reduce the amount of pesticides, resulting in environmental benefits
- Collection, processing and analysis of data to optimise field spatial variability
- Long-term yield monitoring for effective risk management and fertilisation strategies
- Collaboration with a prominent Al-focused agricultural solution developer
- Implementation of sensing and geo-referenced solutions for real-time detection and analysis
- Autonomous vehicles:
 - Partnership with Naïo Technologies a leading autonomous vehicle innovator based in France and smart spraying technology provider, Carbon Bee
 - Focus on building the market for robotics and autonomous vehicles for agricultural use in South Africa and beyond



Research, development and innovation to sustain our business continued

Mining

Our Mining RDI prioritises product and process development as well as technology innovations to enable operational efficiency, sustainable mining and Internet of Things (IoT) integration for all stakeholders to conduct safer and more cost-effective blasts. We do so by providing mining customers with an easy, effective digital platform to monitor, analyse and report on. The platform helps to integrate bulk emulsion value benefits, realise precision and accuracy with its AXXISTM electronic initiation systems and control drill and blast data, all of which helps to improve customers' mining efficiencies and productivity.

Omnia's RDI teams continued to explore alternate biofuel technologies, as part of our sustainability journey. One of our priorities was to increase the use of used oil content in INNOVEXTM bulk emulsion formulations. This initiative is driven by our growth in international territories and further adds incentive to our sustainability journey, providing tangible value in all regions where our INNOVEXTM bulk emulsion is used.

Used oil consumption exceeded 2 million litres per month. Several variations in INNOVEXTM formulations were developed largely for new regions that required tailored formulations providing compatibility with challenging environments.

Our Mining business's premium electronic initiation system, AXXISTM continued to evolve with features that are forecasted to position it as a superior product in the market.

Focus areas continue in the digital and evolving blasting solutions avenues, which are seen as critical elements to empower our customers with data and value across the complete value chain of their operations.

Al tools for Mining

Significant progress has been made with a market leading technology partner to embed and co-develop Al-enabled blasting and mine performance solutions. These solutions ensure that BME's innovative technologies are embedded across the mine-to-mill value chain.

In FY25, Omnia continued exploring the use of Al tools for the Mining segment. These included:

 BlastMap[™], a blast planning, design and analysis software application used in surface and underground mining. The digital tool has simulation and prediction features, for blast planning. Together with the Mining segment's Xplolog[™] and AXXIS[™] systems, Blastmap[™] provides planned data overlapped by actual data to make informed decisions and optimise blast outcomes.

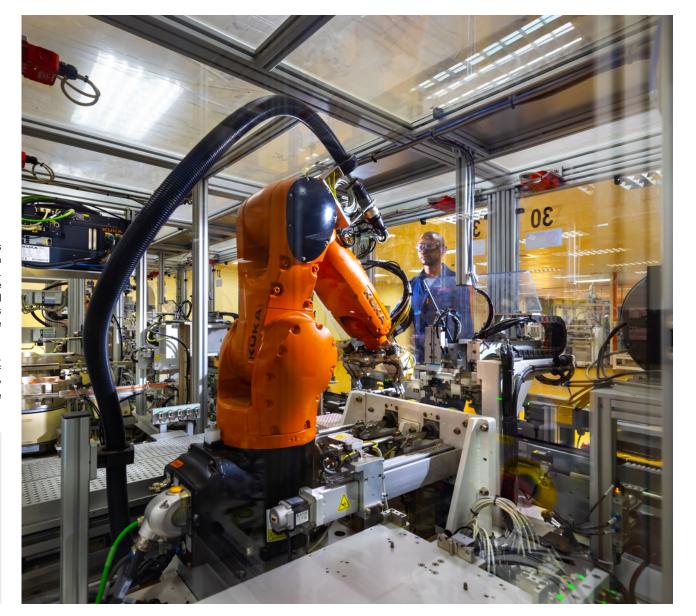
- Xplolog[™] is a software system consisting of two platforms, the Logger which is a device used in the field to capture data of activities performed on a hole and deck level. It is also provides analytics for users to monitor progress in real-time. Xplolog[™] is an important tool for measuring planned values against actual values. The data helps track accountability for quality, customer billing and inventory forecasting for operational efficiency management.
- Xplocharge™ enables our business and customers to take advantage of the latest digital technology available to optimise and automate the charging process. The Xplocharge™ control panel provides safety and operational advantages for customers and employees. The integration between our software suite of products also decreases charging time per hole and provides an instant view of the volume of explosives that have been discharged, allowing for data accumulation for effective reporting and improved decision making.
- BlastMap[™] has evolved to align functionalities and adaptations with 3rd party systems which allows BME to partner with alternate providers, including competitor systems. The BlastMap[™] system has received further updates to improve on its Underground capability offering. Xplolog[™] and Xplocharge[™] continue to receive feature enhancements allowing improved user experience, advanced and dependable data capture providing confidence to our customers.

In FY25, we created a cloud platform that centralises all our data. The platform can be accessed on any device and is an enabler of IoT integration, with a historical data repository that can be used by machine learning models to provide analytics and insights for future blast predictions, bench optimisation and mining needs.

Outlook

Focus areas for FY26 include solving for enhanced efficiency and safety through automation, data integration and software systems. Our focus on digital integration also remains true such that we can empower our customers with data and integrated solutions. Our investment in RDI extends beyond product development and technological innovation.

Omnia will continue implementing key initiatives to deliver operational and production efficiencies. These provide the baseline for manufacturing standards for all Mining segment plants and equipment worldwide.



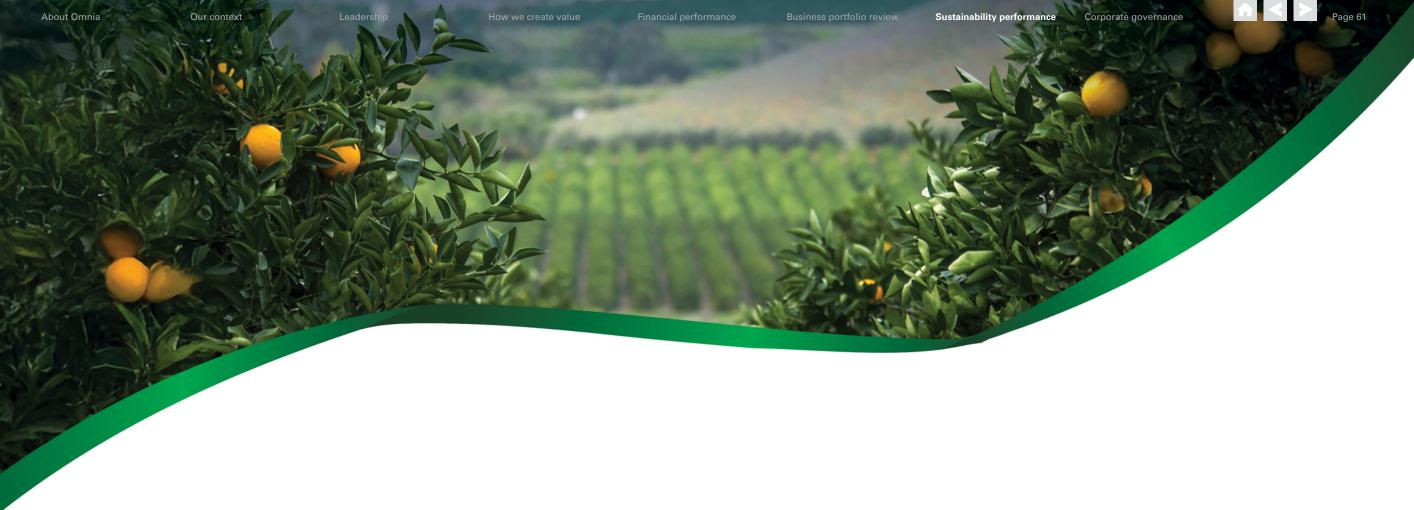
Five-year segmental review

	Rm	FY25	% change	FY24	FY23	FY22 ¹	FY21 ^{1,2}
	Agriculture						
0//	Revenue (external) For more information, see <u>Agriculture</u>	11 541	(2)	11 818	15 293	11 799	8 347
1	Operating profit	981	3	954	1 235	1 090	929
	Operating margin (%)	8.5	5	8.1	8.1	9.2	11.1
	Net controlled assets	5 667	2	5 564	5 947	5 136	5 302
	NWC	1 652	(8)	1 798	2 283	1 425	1 395
	Mining						
$T^{0}T$	Revenue (external) For more information, see Mining	9 121	10	8 289	8 533	6 667	5 173
$\langle M \rangle$	Operating profit	1 129	13	999	790	514	287
	Operating margin (%)	12.4	3	12.1	9.3	7.7	5.5
	Net controlled assets	3 158	9	2 902	2 638	2 405	2 138
	NWC	1 632	9	1 493	1 602	1 285	1 015
$\overline{\mathbb{I}}$	Chemicals						
(~~)	Revenue (external) For more information, see <u>Chemicals</u>	2 156	2	2 112	2 746	2 971	2 916
	Operating profit	(133)	(>100)	11	132	142	101
	Operating margin (%)	(6.2)	(>100)	0.5	4.8	4.8	3.5
	Net controlled assets	637	(13)	733	731	921	949
	NWC	421	(19)	517	508	614	567
	Head office						
	Operating loss ³	(279)	(7)	(261)	(258)	(149)	(179)
	Net controlled assets	(130)	(>100)	(21)	59	95	596
	NWC	(279)	(37)	(204)	(153)	11	(157)

¹ From continuing operations, excluding Umongo Petroleum's results from FY22 and FY21.

² From continuing operations, excluding Oro Agri's results from FY21.

³ Head office and elimination includes acquisition-related costs, amortisation of intangible assets arising from acquisitions, employee share-based payment expenses, reclassification of foreign currency reserves to profit or loss and certain once-off costs.



Sustainability performance

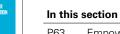
together creating a greener future underpins our approach to sustainability and drives our efforts to create value for society and the environment.













Our purpose - Innovating to enhance life,







How we create value

Our sustainability strategy



Omnia believes that sustainability is a strategic imperative that should sit at the core of business decisions, and an operational priority - driving efficiencies by doing the right thing. The integration of sustainability is crucial for futureproofing our operations and thriving in a rapidly changing global landscape.

Business portfolio review

We are guided by the principle that the responsible use of resources, responsive environmental preservation and operating in a safe and responsible manner protects our employees, communities and the environment while supporting economic sustainability.

By prioritising sustainable business practices, we are better positioned to succeed as a business and to contribute meaningfully, now and in future. Importantly, it is our way of creating a positive and lasting impact, as we live our purpose and shape our future. The value proposition for integrating sustainability into core business operations is to enhance Omnia's advantage and value creation. Strengthening both our competitive advantage and ability to create and sustain value are essential as we embark on our growth plans.

The information in this section of our report summarises the material sustainability information in relation to our people, social and environmental impacts. For more detailed information on these and other sustainability matters, please see our ESG Report 2025.

Our ESG Report 2025 was prepared with reference to:

Global Reporting Initiative (GRI) Standards 2021 - see GRI content index in the ESG Report.



Sustainability Accounting Standards Board (SASB) standards, which fall under the remit of the International Sustainability Standards Board (ISSB), the Metals and Mining Industry Standard and the Chemicals Industry Standard. See SASB content index in the ESG Report.



Task Force on Climate-related Financial Disclosures (TCFD)

recommendations, now under the International Financial Reporting Standards (IFRS) Foundation. See summary in the ESG Report.



United Nations Sustainable Development Goals (SDGs). See the ESG Report for details on our approach and contribution.



"By prioritising sustainable business practices, we are better positioned to succeed as a business and in our contribution now and in the future."

Empowering employees



Top related risks

- Talent management
- Safety performance, ESG strategy

Top related material matters

- Developing and sustaining a skilled workforce in a positive and inclusive workplace
- Safety, health and well-being of employees, customers and communities
- Security of people and assets, including critical incident management

SDGs













We care deeply about the people connected to our organisation, from those we employ directly or indirectly, to the communities around our operations whose lives are shaped by our presence.

How we create value

Our focus remains on building a diverse, inclusive organisation to attract the best talent. We seek to provide safe workplaces that support our goal of achieving zero harm; we invest in the growth and development of our employees, including advancing women in leadership positions and we support the sustainable growth of healthy, prosperous and resilient communities.

Performance at a glance FY25



 3 803 people employed (including fixed term contractors) (FY24: 3 756)



No fatal incidents for third consecutive year



Deterioration in RCR to 0.20 (FY24: 0.05)



 R46 million invested in training and development (FY24: R43 million)



Women make up **25%** of top management and **35%** of senior management

Safety, health and well-being

We are dedicated to the well-being of all our employees and our goal is to achieve zero harm. The safety, health and well-being of all our employees, contractors and communities at and around our operations is a priority and integral to how Omnia operates. Our holistic approach to employee wellness encompasses safety, health and mental well-being. To achieve our goal of zero harm, we continue to focus on rigorous safety protocols, ongoing training and fostering a company-wide culture to enable each employee to take ownership of and responsibility for safety.

We monitor employee health and potential occupational illness through our medical surveillance programme that includes occupational hygiene surveys and ergonomic health risk assessments to identify conditions and interventions required.

There were no fatalities in FY25 (FY24: 0) and our recordable case rate (RCR) was 0.20 per 200 000 hours worked (FY24: 0.05). We recorded zero occupational illnesses for a fifth consecutive year.

RCR per 200 000 hours worked by segment

Segment	FY25	FY24	FY23	FY22	FY21
Agriculture	0.33	0.06	0.26	0.20	0.54
Mining	0.00	0.00	0.00	0.15	0.11
Chemicals	0.17	0.00	0.00	0.28	0.25
Group	0.20	0.05	0.16	0.21	0.35

Total safety incidents - Group

Incident	FY25	FY24	FY23	FY22	FY21
First aid cases	50	50	74	66	85
Lost-time injuries	11	4	6	11	19
Recordable cases	13	4	10	13	21
Fatalities	0	0	0	2	0
LTI rate per 200 000 hours worked	0.17	0.03	0.10	0.18	0.35

All three segments retained their ISO 45001 certifications, an international standard for health and safety at work. We manage

safety and health by proactively measuring and managing both leading and lagging indicators. This includes safety audits and inspections undertaken, near miss incidents (safety and process safety), as well as hours spent on safety training.



Agriculture:

This segment recorded an RCR of 0.33 (FY24: 0.06), reflecting a deterioration in safety performance. In response, targeted interventions have been implemented, including reinforced safety protocols, intensified training programmes, and increased management oversight.



Mining

Mining maintained its RCR performance of 0.00 for the third consecutive year. This achievement is attributable to the positive safety culture engendered by our *Safety for Life* programme. Notwithstanding this performance, the segment remains relentlessly focused on driving a safety culture.



hemicals:

The segment's commitment to safety remains steadfast, despite an increase in RCR to 0.17 (FY24: 0.00) as a result of a road accident.

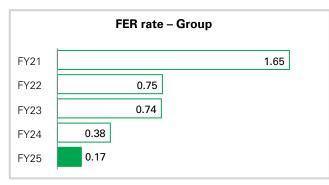


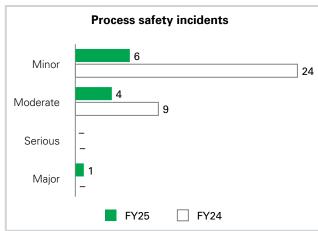
Empowering employees continued

Managing process safety

Omnia's process safety management framework covers the processing and handling of hazardous substances. It is used to manage and ensure the integrity of operating systems and processes by applying good design principles together with engineering and operating practices to reduce safety risks and incidents.

In FY25, we recorded a 12-month rolling fire, explosion, and release (FER) rate of 0.17 (FY24: 0.38). Of the five process safety incidents recorded, one was classified as major. In all, 92 near-miss or lowseverity process safety incidents were recorded in FY25 (FY24: 80).





Each of Omnia's three business segments are signatories to the CAIA Responsible Care® principles. Notably, Omnia Agriculture and BME received first and second runner up places respectively for the 2024 Responsible Care® Sustained High Performance Award. This award recognises the continuous improvement in SHE KPIs by both segments over the past four years.

How we create value

We continue to prioritise safety training. In FY25, employees attended 92 977 safety training hours (FY24: 65 094 training hours).

Occupational health

Occupational hygiene surveys and ergonomic health risk assessments are conducted annually to identify, and if needed, address conditions in the workplace that could harm the health of our employees. In FY25, 2 325 (FY24: 2 452) employees were screened to identify acute or chronic conditions, such as epilepsy, uncontrolled blood pressure and diabetes that could have an adverse impact on employee and contractor well-being.

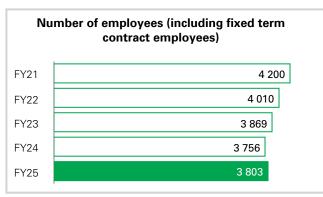
Our SHEQ governance was bolstered by a gap analysis against the ISO 45001 standard for occupational health. This analysis was concluded in January 2025. The exercise highlighted areas for improvement and provided a baseline for measurement.

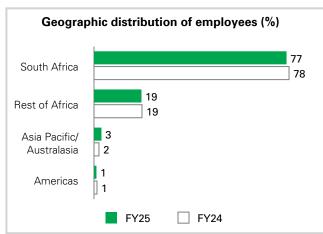
Attracting and retaining talent

Omnia is a dynamic global company where our employees have the opportunity to shape their futures, drive transformative change and make a lasting impact. Our aim is to create a positive workplace culture, attract and grow top talent and maintain a stable and skilled workforce.

The diverse yet niche nature of the business presents Omnia with an opportunity to develop scarce skills, attract and develop young talent, and further de-risk the business through talent mapping and succession planning. We foster a learning culture where employees are encouraged to grow continually. Growth opportunities are provided internally as well as through our learning programmes.

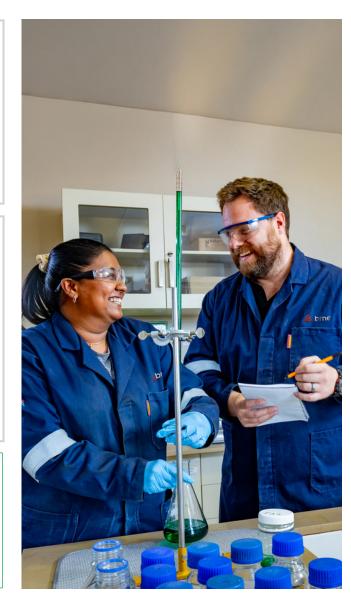
In FY25, our workforce was made up of 85% permanent employees and 15% fixed-term contract workers with 2 935 or 77% employees based in South Africa (FY24: 2 930, 78%). The remainder are employed at our Rest of Africa and International operations. Voluntary staff turnover was 8% (FY24: 7%).





Section 189 at Protea Chemicals

In February 2025, we undertook a Section 189 process at Protea Chemicals as part of efforts to restructure the business. This was a difficult decision and, unfortunately, resulted in the retrenchment of 231 employees. We recognise the significant impact this has had on our people and their families, and we are committed to providing support through this transition. Wherever possible, we worked to place affected employees in available roles within other divisions of the organisation.



Empowering employees continued

Our context

Leadership

Diversity, equity and inclusion

Our priority is to attract and retain the best talent worldwide to continue building a diverse company, as we believe there is strength in our diversity. We have targets in place for women in positions of leadership which we aim to improve annually. Currently, women comprise 23% of our total workforce, 25% of top/executive management and 35% of senior management (FY24: 23%; 33%; 35%).

We embrace diversity in our hiring practices to ensure we continue to build a company that benefits from a wide range of perspectives and experience. Within some of our remote operations especially we prioritise employment of people from the communities where we operate as part of our commitment to ensure share valued.

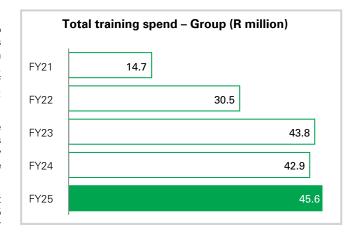
The business has implemented a range of initiatives aimed at advancing women and building a more inclusive workforce. In FY25 we invested R16 million towards the growth and development for women.

Historically Disadvantaged People (HDP) make up 87.0% of our current workforce, reflecting a slight increase from 86.5% in FY24. In FY25, 92.4% of all new appointments were HDP, up from 89.1% in FY24

Training and development

We continue to invest in the development of our people, driving team effectiveness, promoting accountability through clarity and integration, and engaging with our stakeholders. Ongoing talent reviews are aimed at ensuring that employees have the relevant skills and experience to perform optimally, advance their careers and contribute to the delivery of our strategy.

We invested R46 million (FY24: R43 million) in learning and development programmes in FY25, with 2 587 employees attending various training and development programmes.



How we create value

Omnia is committed to cultivating a robust pipeline of talent through structured learnerships, technical apprenticeships, and graduate programmes. This is further supported by our leadership development initiatives - EDGE, LEAP, and IGNITE - which are designed to empower leaders at various levels in the organisation.

In alignment with our purpose, we invest in building critical technical skills, particularly in the manufacturing sector. Over the past three years, we have successfully trained over 40 learners through our apprenticeship programme. Additionally, our Blasting Academy plays a pivotal role in upskilling both Omnia employees and individuals from outlying communities, thereby expanding the broader industry skills base.

Our commitment to long-term impact is also reflected in our Future Fund programme which supports the development of tomorrow's leaders—ensuring a sustainable and purpose-driven pipeline for the future.

Constructive employee relations

Omnia maintains solid and constructive I relations with recognised trade unions premised on mutual respect and a shared commitment to the best interests of employees. This approach has

fostered workforce stability while enabling ongoing progress in meeting both employee and employer needs. Trade unions currently represent 61% (FY24: 60%) of Omnia's South African bargaining unit employees, which in turn makes up around 45% of Group employees.

Business portfolio review

Omnia continues to participate as an active member of the National Bargaining Council for the Chemical Industry (NBCCI) under the three main sub structures of the bargaining council namely: explosives, specialty chemicals and fertilizers. The two-year wage agreement signed at the bargaining council in July 2024 reaches its second and final year from 1 July 2025 - 30 June 2026.

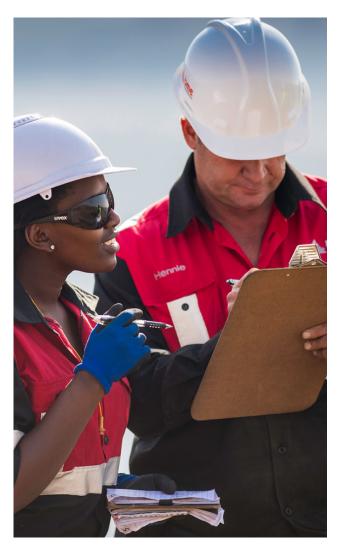
BME's Zambia and Namibia are currently the only operations that have union representation outside of South Africa and have representation levels at 49% and 76% respectively. These operations currently enjoy cordial relations with their recognised Unions. The parties in these two countries participate in annual wage negotiations processes and receive the necessary support from South Africa until the completion of wage negotiations. Wage negotiations in both countries have been successfully concluded for the current financial year. Discussions are currently underway to explore the possibility of a multi-year agreement going forward.

Our employees have a direct stake in our success and in FY25. R45 million was paid to 2 530 employees through the successful vesting of the My Omnia Broad-Based Share Scheme, which was established in 2021.

Our employee share schemes align the interests of employees with those of the company's shareholders and helps to attract and retain employees. These schemes remunerate employees through the issue of performance shares, retention shares, remuneration shares, sign-on shares and deferred bonus shares. Each of the different share award schemes contains specific performance conditions and vesting periods. For more on this, see the Remuneration report.



To read more about our approach to employees, see Safety, health and well-being and Attracting and developing people in our ESG report.



Social responsibility



Top related risks

- Talent management
- Safety performance, ESG strategy and stakeholder expectations

Top related material matters

- Safety, health and well-being of employees, customers and communities
- Security of people and assets, including critical incident management

SDGs











We are committed to caring for all those connected to our organisation, especially the communities around our operations whose lives are influenced by what we do

Our vision for supporting affected communities guides our socioeconomic development strategy, which directly supports our business strategy. Our work in communities is a strategic imperative that supports our business strategy by building thriving communities

By investing in community development projects, supporting education, promoting environmental sustainability and addressing social challenges, we can build trust and strengthen our relationships with our stakeholders, who want to see companies actively contribute to the social, environmental and economic development of affected communities.

Our community investment is aimed at building resilience by investing in education, food security and entrepreneur programmes. We also support communities through our supply chain and we prioritise the recruitment of employees and the sourcing of goods and services from our host communities.

Our education programmes focus on agri-skills training and science, technology, engineering and mathematics (STEM) education. We do this directly and in partnership with our customers, implementation partners and other companies.



We use community engagement to identify host community needs and to enable key local stakeholders to drive change. Stakeholder engagement enables the business to inform, consult and collaborate with, and empower stakeholders.

Our socio-economic investment spending, which includes investment in initiatives for emerging farmers, increased to R59 million in FY25 (FY24:R50 million).

Performance at a glance FY25



 R59 million socio-economic investment (includes CSI and community development) (FY24: R50 million)



 R8 900 million spent on preferential procurement (FY24: R8 804 million)



• 77% of workforce employed locally



 36 675 beneficiaries assisted through our Food Security Programme, with 8 469 people trained in farming skills

Education and skills development

We continue to focus on educational programmes by investing in STEM education, equipping young people and particularly women with the foundational skills to build careers in this area. Our investment in STEM education provides funding for mathematics and science revision programmes for Grade 11 and 12 learners and the mentoring of top-performing female STEM learners.

While the Primestars EduCate programme focuses on improving the educational outcomes for young people, the EduCate Matric Mathematics and Science Revision programme attracted a total of 29 049 attendees nationwide, showcasing the effectiveness of the "theatres of learning" concept. This cinema-based project ensures

that all learners, regardless of background or financial situation, have access to high-quality Matric revision instruction. The learners predominantly come from non-fee-paying schools.

EduCate Matric Mathematics and Science Revision programme "theatres of learning" – key data

Overall learner attendance	29 049
Attendance – Mathematics	17 188
Attendance – Physical science	11 861
No. of participating schools	104
No. of participating teachers	1 116
No. of female learners	16 103 (55%)
No. of male learners	12 946 (45%)

Agri-skills development

We support a national youth entrepreneurship programme that encourages young people to participate in social entrepreneurship programmes, where they learn about the green economy and have an opportunity to participate in an international youth competition.

Step Up 2A Green Start Up aims to help South African youth identify opportunities in the green economy by harnessing technology and entrepreneurship. Another aim of the programme is to develop entrepreneurial skills and change mindsets from that of job seeker to job creator, helping to reduce the elevated levels of youth unemployment in the country.

Programme implementation took place over four weeks in 139 schools in eight provinces, positively impacting 10 778 learners incinema and 1 449 learners in school. The 2024 in-cinema instalment saw 660 entries in Phase 1 and 85 in Phase 2, four of the learners went through to the top 10 boot camp. The in-school installment had 80 entries in Phase 1 and 72 in Phase 2, with six learners progressing to the Top 10 boot camp.

In partnership with Afrika Tikkun, the Omnia Agri-Skills Academy operates at our biggest plant in Sasolburg in the Free State. In FY25, 39 students from the local community completed their formal training (FY24: 10 students). The Omnia Agri-Skills Academy was established in 2023 and of the three cohorts of students, 16 have secured jobs. The training programme has equipped candidates with valuable agricultural skills, opening up employment opportunities and fostering self-sufficiency.

Social responsibility continued

Food security

Our food security programmes equip families with the skills and inputs needed to grow vegetables. We support agriculture entrepreneurship initiatives that train small-scale farmers to participate in the economy through the processing and sale of their produce.

We strive to alleviate food insecurity in our host communities through household, community and schools-based food gardens. These programmes provide technical support, teach gardening skills and offer financial support to enable community members to grow food for their households and generate income through the sale of produce.

Our Food Security Programme has grown exponentially since its launch in 2022. The programme's foundational phase focused on household gardens, benefiting 23 200 beneficiaries, helping 5 800 people gain basic agricultural skills and employing nine people as community champions.

In FY25, we expanded our CSI programmes in the Northern Cape where arid weather conditions have meant household and community gardens often do not become income generating. To address this. Omnia partnered with our Mining customers to explore food security programmes that will benefit the broader community.

The first project was implemented at the existing Sishen Hydroponics Farm in Kathu. While the project has made notable strides in the areas of planting and initial harvesting, challenges such as extreme weather conditions and pests have impacted crop growth and harvest timelines. The team has successfully initiated the outdoor planting, with plans to expand into more structured farming setups involving shade netting and tunnels.

The second project site is in Skeyfontein a rural community 29km outside Postmasburg involving a group of growers that is a youthled community co-operative. The revitalisation of the community farm, which had been dormant for over 10 years, has been widely appreciated by the local community. The farm has become an asset to the local community, providing fresh produce and economic opportunities.

Food security projects – social impact

Achieved a social return on investment of 119% on R340 per beneficiary:

How we create value

No. of beneficiaries 36 657



Members per household

5.5

Financial performance



No. of meal servings c. 27 million



Area of land used sustainably 29.3 ha



Fresh produce grown and harvested

2.97 Mt

Indigenous peoples, culture and heritage

The international expansion of our operations has required an expansion of our community relations engagement to include recognition and protection of indigenous peoples, land and resource rights. We have ensured that community relations and engagement plans and processes are in place to support these communities.



To read more about our approach to and work with communities, see Supporting our communities in our ESG report.



Environmental stewardship



Top related risks

- Climate change and variability
- Safety performance, ESG strategy and stakeholder expectations

Top related material matters

- Climate resilience and adaptation
- Energy transition and decarbonisation
- Sound environmental management
- Good water stewardship

SDGs



15 LIFE ON LAND











As a business. Omnia has a unique role to play in limiting our environmental impacts. We actively seek to conserve and responsibly consume natural resources, combat and mitigate pollution, and protect biodiversity.

We manage the physical risks of climate change by strengthening our capacity to respond and recover from extreme weather events and by integrating active, strategic and meaningful transformation to net-zero emissions. We are investing in clean and renewable energy.

We carefully monitor our resource use and work to improve resource use efficiency through our application of innovation and process technology. Given that water is a strategic natural resource, we focus on water conservation, demand management and recycling within our own business and in collaboration with communities. We also develop tools to assist customers to manage their water use efficiency.

How we create value

Our cradle-to-grave waste management strategy requires us to take accountability for reducing and responsibly managing the waste we generate across the product life cycle.

We preserve, protect and nurture natural ecosystems and biodiversity in the areas where we operate through responsible land use and stakeholder communication and training.

Performance at a glance FY25*



GHG intensity improved to 0.034t CO2e per tonne manufactured (FY24: 0.040t CO₂e/t)



Net energy efficiency remained static at **0.26 GJ/t** manufactured (FY24: 0.26 GJ/t)



Use of renewable electricity (solar) increased **55%** to **20 109 MWh** (FY24: 12 976 MWh)



• Water use efficiency improved to 0.40 kL (FY24: 0.41 kL) while the volume of water recycled or reused increased to 194 ML (FY24: 181 ML)



Non-hazardous waste recycled increased by

Environmental compliance

We are committed to being responsible stewards of our natural environment and its resources through compliance and adoption of the highest global standards and practices applicable to all the regions in which we operate.

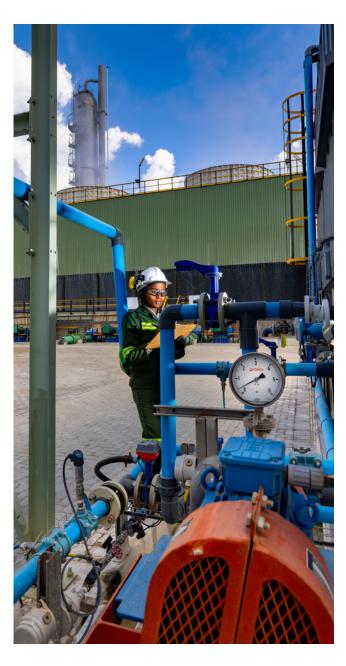
Our approach to compliance is transparent and collaborative. We regularly meet and engage with regulatory authorities and closely monitor changing global and regional regulations so that we can proactively identify and plan for potential environmental compliance challenges. The board oversees the monitoring, enforcement, and reporting of regulatory and legislative compliance. Dedicated environmental managers, supported by subject matter experts for water, waste, air quality, climate change, and land and biodiversity management, are responsible for managing ongoing operational compliance.

All requisite authorisations, licences and permits for the operation of our business are in place. There were no material environmental incidents and no fines, notices of non-compliance or directives issued against the company during the year. All sites across the Group operated below their annual permitted air emission limits.

Integrated ISO recertification audits were conducted in FY23, with certification being valid for up to three years and all three segments of our business are ISO 14001, ISO 45001 and ISO 9001 certified.

Both the Agriculture and Mining segments renewed their Responsible Care™ Global Charter with annual CAIA Responsible CareTM audits conducted

"By prioritising sustainable business practices, we are better positioned to succeed as a business and in our contribution, now and in future."



For the KPIs relating to GHG intensity, net energy efficiency and water efficiency, Omnia has applied an updated assessment approach that is relative to production. These updates to the prior year's data ensure consistency with the current reporting framework. This review did not result in any material differences, and therefore no restatement of prior year figures has been made.

Environmental stewardship continued

Climate, decarbonisation and energy transition

Climate

Omnia recognises the impact our business has on climate, and we are committed to significantly reducing our carbon footprint. We believe that climate change, as an environmental challenge, requires a bold, collaborative and comprehensive approach.

Our decarbonisation pathway, which focuses on reducing energy demand and introducing alternative energy solutions, combines ambitious targets, operational improvements and innovation to reduce the production and release of greenhouse gas (GHG) emissions from our operations by 45% by 2030 against a FY24 baseline.

We are developing a Climate Scenario Analysis Framework which leverages our Group Risk Management Framework and aligns with the recommendations and methodology ascribed by the TCFD. The Omnia Climate Scenario Analysis Framework will be used to conduct an in-depth assessment of severe weather events, focusing on the potential vulnerabilities of Omnia's infrastructure, workforce, and surrounding communities in countries where manufacturing sites and facilities are located. In FY25 Omnia was a participant of the Science Based Targets initiative (SBTi) pilot test for the Chemicals Sector Target-Setting Criteria.

Omnia reports on Scope 1 and Scope 2 emissions under the GHG Protocol. The GHG inventory calculation is, therefore, based on operational control, where production occurs and we have the ability to introduce and implement our operating policies.

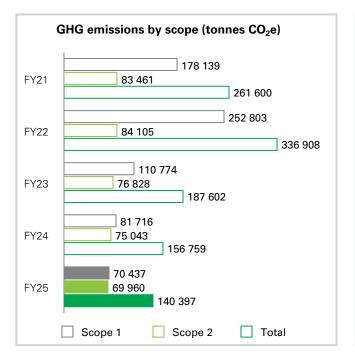
In FY25, we focused on measuring emissions intensity per tonne manufactured and reported lower carbon emissions of 135 126 tonnes out of a total of 140 397 tonnes (FY24: 156 759 tonnes),

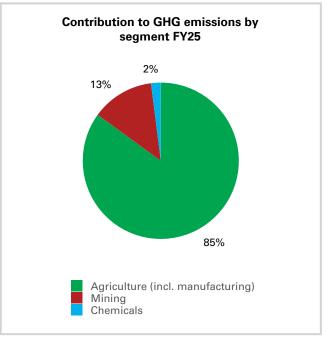
Calcium nitrate production at Sasolburg, which accounted for 69% of process emissions, was the key driver of Group CO_2 process emissions. Reduced Lime consumed in calcium nitrate production generates 0.407t CO_2 /tonne consumed. Additionally, maintenance activities have led to a slight year-over-year improvement in the efficiency of the primary catalyst in the NAP plants. This has resulted in a reduction in N_2O emissions per tonne of acid produced and improved overall efficiency of the EnviNOx® system.

Scope 1 emissions declined by 10% compared to FY24, primarily due to a 57% reduction in $N_2 O$ process emissions from the nitric acid plant with improved tertiary abatement effectiveness.

Renewable electricity generation at Sasolburg has increased by 9% due to the commissioning of the second 5 MW solar plant at Sasolburg in November 2023, this has contributed to the reduction of reducing Group Scope 2 emissions by 8% in FY25. The Sasolburg plant accounted for 82% of Omnia's Group energy consumption. Phase three of expanding our renewable electricity generation is underway.

Scope 3 emissions baseline has been started. The baseline assessment is expected to identify and quantify emissions from various sources to allow the development of future strategies for reduction and reporting. In addition, we remain optimistic about future opportunities as we switch to renewable, environmentally friendly and locally produced energy sources.







Environmental stewardship continued

Leadership

Energy

Energy security remains critical to our business. Omnia continues to pursue energy-efficient processes to reduce overall consumption, including exploring alternative energy sources such as solar and cogeneration. We are also assessing abatement opportunities, including emerging technologies and potential partnerships, to further minimise our environmental impact

In our efforts to reduce our energy intensity, a priority for the Group remains the implementation of energy-efficient processes, including short-term actions, such as the adoption of solar power. Our clean energy transition started in 2012 when we introduced cogeneration to generate electricity, followed by the phased construction and commissioning of a solar power plant in Sasolburg between 2022 and 2023.

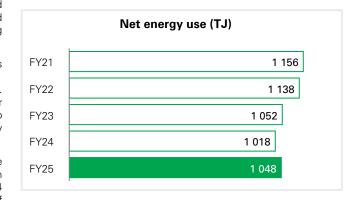
While energy efficiency in FY25 was impacted by Sasolburg's larger capacity nitric acid plant 2 annual planned shutdown in Q1 FY25, net energy efficiency remained steady at 0.26 GJ/tonne. Omnia's target remains a 3% improvement in energy efficiency per tonne manufactured by 2025; 5% improvement by 2030, relative to the FY2024 baseline. Additionally, increase renewable energy consumption by 13% in FY2025 and by 28% in FY2030.

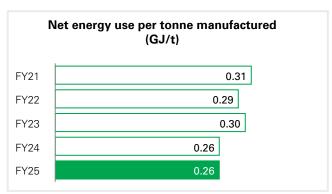
We are committed to enhancing our CDP climate change management performance, with a target to improve our score from D to B by 2027, a milestone already achieved in our 2024 disclosures. We generated 20 109 MWh (FY24: 12 493 MWh) of solar power in FY25, which, together with the electricity produced through cogeneration, allowed us to supplement between 25% and 35% of the electricity requirements at the Sasolburg operations. Looking ahead, our continued investment in renewable energy is expected to supplement up to 28% of the Group's total energy requirements by 2030, reinforcing our commitment to sustainable energy transition.

At Group level, renewable energy accounted for 11.9% (FY24: 10.9%) of total energy consumption. Solar generated electricity accounted for 35% of total electricity consumed; Sasolburg's combined phase 1 and 2 solar plants generated 19 045 MWh, exceeding expectations.

How we create value

Protea Chemicals in Wadeville, South Africa, generated 67 MWh of solar power; the Morewell solar PV plant in Australia generated 87 MWh. Progress was made on allocated capital for further rollouts of energy metering, solar and battery back-up systems, as well as linking sustainability goals to remuneration.





Water

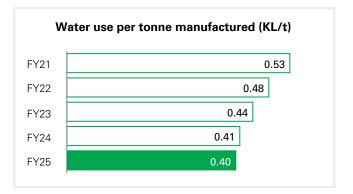
Water, a valuable resource closely linked to human rights, healthy ecosystems and socioeconomic development, is fundamental to sustainability management initiatives. Water is essential to our operations and to a significant portion of our customer base.

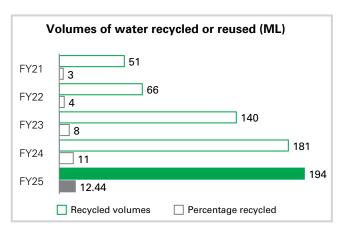
Business portfolio review

We remain committed to preserving fresh water sources, reducing our water use and improving water recycling or reuse. During FY25 we continued to explore opportunities to standardise water conservation and management practices across our business as we analysed our water and wastewater footprints to develop a global plan to reduce water consumption and water waste.

Total water recycled increased to 194 ML, up from 181 ML in FY24. We applied effective water management practices across our sites in line with water use licences, resulting in reduced effluent discharge into water sources. During FY25, Group water consumption was impacted by the Sasolburg plant shutdown and recharging of cooling tower sumps and was highly correlated to performance of our Agriculture (including manufacturing) segment. The Sasolburg operations accounted for 85% of Group water consumption. This resulted in a steady improvement in water use efficiency in FY25; our aim is c. 4% improvement by 2030, based on the revised FY24 baseline.

We also increased the use of used dry oil in emulsion production, thereby reducing potential contamination of water sources pollution.







About Omnia Our co

Environmental stewardship continued

Waste

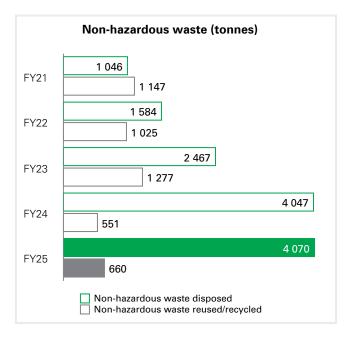
Omnia's waste management aligns with global circular economy best practice by limiting waste generation, improving recycling and supporting initiatives that allow the reintegration of end-of-life materials back into the production cycle or economy.

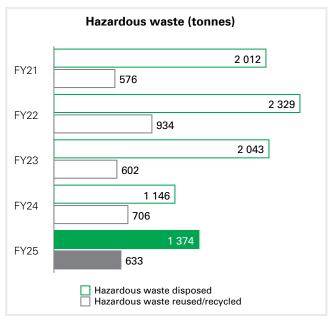
In FY25, we embarked on a journey of Zero Waste to Landfill. This strategy calls for a more holistic approach to waste management and detailed evaluations of our inputs, production processes and ultimately, our product's end-of-life disposal.

Our Zero Waste to Landfill targets are augmented by the collection, sorting and recycling of waste across our product life cycle, as well as investments in innovation and research to recycle and reuse all waste and improve the circularity of end-user waste management.

The volume of waste and hazardous waste generated by the business fluctuates, based on production volumes and plant activities such as shutdowns, construction and decommissioning.

Our hazardous waste disposal is managed by third-party contractors under strict monitoring and control and non-hazardous waste if not recyclable is responsibly disposed off site. Our investment in innovation and research to rehabilitate, and where possible, recycle waste continues.





Nitric Acid Plant No. 2

Biodiversity, land use and environmental stewardship

We continue to actively seek ways to conserve and responsibly consume natural resources, to combat and mitigate pollution, and to protect biodiversity. In addition to limiting our impact on the environment as a business, we are also a producer of products that can positively impact food, water and mineral security.

The preservation and protection of our natural environment and its resources are central to our ESG ambitions. Our approach to biodiversity has evolved over the course of the past decade from one of minimising environmental damage to one where we seek to enhance natural capital and support a nature-positive transition that benefits the environment, our customers and communities.

Our current product suite includes investment in the development of responsible and efficient agriculture and mining solutions:

- Nutriology®, a total crop management process, combines agronomy services, soil testing laboratory services and technology to apply nutrients, protect crops and improve crop yields
- Blast Alliance™ facilitates the connection and integration of different software applications that allow our mining customers to plan and execute minerals blasts while minimising their environmental impact

In FY26, we plan to conduct research to confirm the positive environmental impact of these products. We are also exploring cross segmental solutions where our expertise in agriculture, land rehabilitation and feasibility assessments can be applied to mine rehabilitation.



To read more about our approach to the environment, see Enhancing our environment in our <u>ESG report</u>.



Five-year sustainability performance



The following five-year information is provided on certain key metrics. Detailed data sheets on our sustainability performance may be found in our <u>ESG Report</u>.



Workforce analysis

	South Afr	rica	Rest of Af	rica	Other regi	ons				
Employment type	Male	Female	Male	Female	Male	Female	FY25	FY24	FY23	FY22 ^{1, 2}
Permanent	2 032	651	386	48	101	31	3 249	3 232	3 160	3 221
Fixed-term contract	140	112	252	42	6	2	554	524	478	548
Other	-	-	-	-	-	-	-	_	231	241
Total FY25	2 172	763	638	90	107	33	3 803	3 756	3 869	4 010
Total FY24	2 154	768	621	80	104	29				

¹ Includes 10 months of Umongo Petroleum, which was disposed of effective 31 January 2022.

Training spend

R'000	FY25	FY24	FY23	FY22	FY21
Agriculture	11 632	14 124	10 201	7 639	4 168
Mining	17 942	15 203	10 033	4 860	3 829
Chemicals	1 262	2 793	2 695	1 410	1 405
Head office	13 089	9 991	19 197	15 592	3 484
Total South Africa	43 925	42 111	42 126	29 501	12 886
Agriculture International	740	366	656	495	1 342
Mining International	1 027	375	857	412	391
Chemicals International	_	-	126	53	127
Total training spend	45 692	42 852	43 765	30 462	14 746
Training spend in South Africa (%)	96.1	98.3	96.3	96.8	87.3

Safety

	Measurement	FY25	FY24	FY23	FY22	FY21	FY25 Level of external assurance
Health and Safety							
Lost-time injury frequency rate (LTIFR)	Rate	0.17	0.03	0.10	0.17	0.32	Moderate
Fatalities	Number	-	_	_	2	-	Moderate
RCR	Rate	0.20	0.05	0.16	0.21	0.35	Moderate
Total number of occupational diseases	Number	-	-	_	_	_	Moderate
Near miss	Number	797	1 477	1 560	1655	1 5502	
First aid	Number	50	48	74	66	85	
Process safety							
FER rate	Rate	0.17	0.38	0.74	0.75	1.65	Moderate
Near miss	Number	92	79	105	170	154 ²	
Minor	Number	6	24	40	41	71	

² From continuing operations.

Page

Five-year sustainability performance continued



GHG	Measurement	FY25	FY24	FY23	FY22	FY21	FY25 Level of external assurance
Direct carbon dioxide (CO ₂) scope 1	Tonnes	70 437	81 716	110 774	252 803	178 139	Moderate
Indirect CO ₂ scope 2	Tonnes	69 960	75 043	76 828	84 105	83 361	Moderate
Indirect CO ₂ scope 3	Tonnes	Baseline underway	4 000 000 ²	582 790	737 443	1 223 076	Not Assured
Total GHG (CO ₂ equivalent)	Tonnes	140 397	4 156 759	4 182 150	1 074 351	1 484 576	Not Assured
Atmospheric emissions							
V_2O	Kg	15 393	96 469	172 950	460 971	501 690	
NOx	Kg	12 075	61 033	20 154	59 644	166 079	
Ammonia	Kg	133 685	110 187	21 305	3 256	4 237	
lydrogen fluoride	Kg	_	_	0.55	2.31	0.34	
Air emissions particular matter	Kg	118 124	136 021	117 041	84 551	205 615	
Vaste	-						
otal waste generated	Tonnes	7 969	6 974	6 389	5 873	5 781	Moderate
lazardous waste disposed of	Tonnes	1 374	1 146	2 043	2 329	2 012	Moderate
Ion-hazardous waste disposed of	Tonnes	4 070	4 047	2 467	1 584	1 046	Moderate
ecycled or reused waste	Tonnes	1 293	1 257	1 879	1 959	2 723	Moderate
nergy							
nergy used	TJ	1187	1 145	1 152	1 138	1 156	Moderate
lectricity used	MWh	70 632	74 954	78 634	85 993	85 329	Moderate
Vater							
otal water use	Millions of litres	1 588	1 588	1 678	1 861	1 978	Moderate
ources of water							
Municipal	Millions of litres	1 478	1 503	1 608	1 779	1 895	
Agriculture	Millions of litres	1 399	1 401	1 541	1 678	1 802	Moderate
Mining	Millions of litres	29	42	13	32	23	Moderate
Chemicals	Millions of litres	51	60	54	69	70	Moderate
Groundwater	Millions of litres	67	88	66	69	67	
Agriculture	Millions of litres	38	55	48	47	44	Moderate
Mining	Millions of litres	29	33	18	23	23	Moderate
livers or streams	Millions of litres	12	3	3	4	3	Moderate
olume of water recycled or used	Millions of litres	194	181 ¹	140	66	51	Moderate
ffluent Discharged	Millions of litres	82	134	175	175	311	Moderate
ffluent transferred to a third party for disposal	Millions of litres	4	3	3	2	2	Moderate
egal compliance			_	_	_	·	
nvironmental incidents	Number	_	_	_	_	_	
ransport	Number	_	_	_	_	_	
Spills and leaks	Number	_	_	_	_	_	
Fines, penalties and settlements	Notices	_	_	_	_	_	

¹ The FY24 figure restated after a manual error in the recycled water calculation was identified. This was discovered following the implementation of a new system in the current year, which enhanced data collection, verification, and assurance processes.

² An estimate was determined.

Five-year sustainability performance continued



CSI	Measurement	FY25	FY24	FY23	FY22	FY21
Geographical						
South Africa	R millions	59.0	49.7	46.0	28.5	24.0
International	R millions	0.5	0.1	_	0.2	0.3
Total	R millions	59.5	49.8	46.0	28.7	24.3
Per category						
Education and skills development ¹	R millions	55.2	39.0	41.4	23.6	21.8
Food security	R millions	0.9	10.8	4.5	-	-
Community	R millions	2.9	_	1.0	5.1	1.6
Sport	R millions	-	-	-	-	0.8
Total	R millions	59	49.8	46.0	28.7	24.3

¹ Includes loan funding to the emerging farmer project whereby Omnia provides production input loans to farmers.



Corporate governance

Our commitment to applying the principles of best practice for corporate governance and remuneration underpin the success of our business.

In this section

P76	Corporate governance
P83	Remuneration report
P98	Shareholder analysis
P100	Terms and acronyms
P102	Corporate information

Corporate governance

Omnia is a committed corporate citizen and good corporate governance is imperative to our sustainability. We are now in the next phase of our strategic journey - 'Renew' and 'Grow' - and governance remains a critical pillar of our strategy. In the initial phases of the strategy, 'Stabilise' and 'Fix', we ensured that good governance, supported by the necessary policies and procedures, was central to changing the way Omnia works in relation to its culture, processes and synergies.

Leadership

Strong governance provides the foundation to deliver on our global diversification aspirations and significant growth opportunities.

Having solid governance processes and policies in place enhanced the new operating model, renewing our culture and engagement with the workforce. As we enter the next phase of our strategy it continues to ensure alignment with our ESG priorities, while instilling a culture of excellence and performance.

Ethical leadership

The board is ultimately responsible for the ethical conduct of the business and considers sound corporate governance and an ethical culture as critical to sustainability and this remains a priority focus for the board. We are committed to sustaining best practice in terms of standards of ethics, transparency and good governance and to following strict compliance procedures.

The board leads ethically and successfully within an approved and effective control framework, ensuring that ethics are effectively handled

We hold ourselves accountable to all our stakeholders, including shareholders, governments, regulators, employees, customers, suppliers, financial institutions and communities. In doing so, we advocate King IV's ethical and effective governance outcomes: an ethical culture, good performance, effective control and legitimacy. The board further endorses the principles of integrity, competence. responsibility, accountability, fairness and transparency advocated by King IV.

Given industry, global and national contexts, the board is cognisant that Omnia's strategy must incorporate and integrate ESG concerns and addressing these are integral to our role as a responsible corporate citizen.

The board oversees the Group's adherence to applicable laws, regulations, codes and standards in order to maintain the Group's ethics. While the SEC and audit and risk committee (ARC) monitor the cultivation of an ethical and transparent culture and provide regular updates to the board, the RNC reviews labour and employment relationships and the educational development of employees. The RNC also monitors the application of ethical recruitment, reward and retention. Documented policies including a code of ethics and conduct, supplier code of conduct and whistleblowing policy communicate organisational values and provide a framework for employees to adhere to ethical business practices. Policies cover anti-corruption and bribery, conflicts of interest and declarations of interest and gifts, all of which are available on the company's intranet. The next review of the ethics code is scheduled for July 2026.

How we create value

At an operational level, ethics are monitored continuously by means of management reviews and training. Verification and monitoring are completed with the assistance of an accredited external consultant who verifies external business interests and other conflicts.

The following were also implemented to ensure that ethical standards are maintained at an operational level to foster a culture of integrity and accountability within the Group:

- **Established clear policies:** Comprehensive ethical guidelines and codes of conduct that outline expected behaviours and standards have been developed and implemented. These documents are accessible and understandable to all employees
- **Leadership commitment:** Leaders model ethical behaviour and demonstrate a commitment to our ethical standards. This sets the tone for the entire organisation and influences the behaviour of all employees
- Training and education: Regular training sessions and workshops on ethical issues relevant to Omnia's activities are conducted. This reinforces the importance of an ethical culture and keeps employees informed about best practice and emerging ethical concerns
- Communication channels: Open and safe channels for reporting unethical behaviour have been established with an anonymous whistle-blowing hotline that is overseen by Deloitte. Direct reporting mechanisms are also encouraged. This ensures that there is no fear of retaliation for the reporting of issues
- Ethics audits and reviews: Periodical audits and reviews to assess adherence to ethical standards are conducted. These help to identify potential issues early and allow for corrective action to be taken

- Accountability mechanisms: There are clear consequences for unethical behaviour. Breaches of ethical standards are addressed promptly and fairly, with appropriate disciplinary measures taken
- Ethics committee: An ethics committee has been established to oversee ethical practices, address concerns and provide guidance on complex ethical issues. This committee helps maintain a focus on ethical behaviour across all operational
- Continuous improvement: Regular reviews and updates of ethical standards and governance practices, based on feedback. new developments and best practice in the field, are conducted. This encourages a culture of continuous improvement and learning regarding ethics

A system known as Policy Passport was rolled out across the organisation to evidence that employees have read and acknowledged the policies applicable to the scope of their jobs. A case of identified conflict of interest led to the dismissal of the employee concerned. The process for the onboarding of suppliers in line with the code has become more rigorous.

An incident of corruption was reported during the year and is being investigated. In the case, the employee was suspended, with disciplinary and criminal matters to follow. Additional measures were put in place to require management to have regular oversight of allocation of orders to suppliers to mitigate future risk.

The independent whistle-blowing hotline administered by Deloitte received 35 reports during the year, all of which were investigated by Group Forensics and human resources.

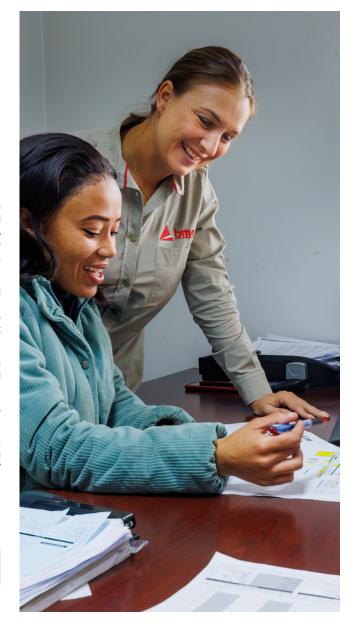
No fines or sanctions were received for non-compliance with laws regarding socio-economic compliance.

The board assessed the Group's application of King IV and is satisfied that the Group complied with these principles in all material aspects for the year under review. Refer to the King IV register at www.omnia.co.za.

Directorate



For details on individual board members, see Board summary and profiles.



Corporate governance continued

Governance structure

Board

Independent non-executive directors

- Tina Eboka (Chair)
- Nick Binedell
- Ronald Bowen
- George CavalerosSizwe Mncwango
- Thoko Mokgosi-Mwantembe
- Wim Plaizier
- Ronel van Dijk

Executive directors

Seelan Gobalsamy – Chief executive officer Stephan Serfontein – Finance director

Company secretary

Simphiwe Mdluli

Company secretary

Audit and risk committee (ARC)

See committee's report in the Consolidated FY25 AFS

Committee members:	Invitees:	
George Cavaleros (Chair)	Board chair	Group risk manager
Ronald Bowen	CEO	Group finance managers
Wim Plaizier	FD	Lead external auditor
Ronel van Dijk	COO	Lead internal auditor
Overall attendance: 100%	Group executive: Governance, legal and compliance executive	Company secretary

Committee functions

- Financial oversight and internal financial control
- Oversight of external auditors, audit process, and financial reporting
- Oversight of internal audit
- · Approval of audit fees, scope and non-audit services
- Enterprise risk management (ERM)
- Combined assurance
- Information and technology governance
- Oversight of taxation and treasury
- Disclosure of sustainability-related information and climate-related matters in compliance with applicable financial reporting standards

The ARC is afforded time at each meeting to discuss matters within its mandate without management or external advisors being in attendance. Further, the ARC meets with the internal and external auditors independently from management to ensure open and frank discussions on the results of their examinations, their evaluation of internal controls, whistle-blowing events, and the overall quality of financial reporting.

Remuneration and nominations committee (RNC)

See committee chair's report in the Remuneration report in this document

Committee members:	Invitees:
Thoko Mokgosi-Mwantembe (Chair)	COO
Tina Eboka	CEO
George Cavaleros	Head of Remuneration and Rewards
	FD

Overall attendance: 100%

Committee functions

- Remuneration policy and integrated reporting
- Remuneration governance
- Performance measurement and incentive plans
- Executive succession planning
- · Labour and employment
- Board composition
- Nomination and appointment of directors
- Performance evaluations of the board and committees
- Continued professional development and induction programmes

Social and ethics committee (SEC)

See committee chair's report in the ESG Report

Committee members: Invitees: Wim Plaizier (Chair) COO

Wim Plaizier (Chair)
Tina Eboka

Tina Eboka Group executive: SHEQ
Seelan Gobalsamy and Sustainability

Group executive: SHEQ and Sustainability Group executive: HR Group executive: HR Company secretary

ARC chair

Group executive:
Governance, legal and

compliance

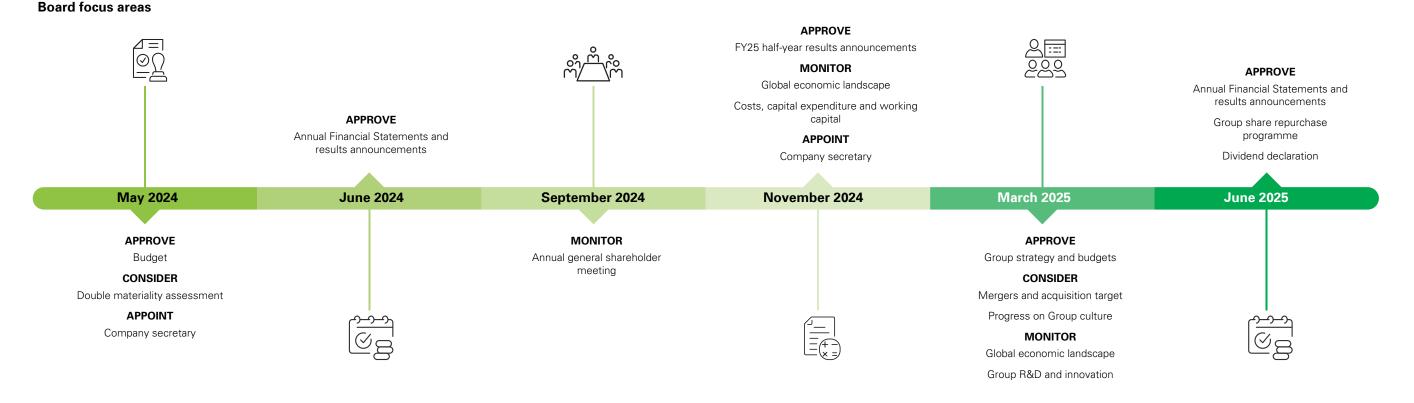
Overall attendance: 100%

Committee functions

- Statutory duties in terms of regulation 43(5) to the Companies Act
- Organisational ethics
- · Responsible corporate citizenship
- Stakeholder relationships
- Safety
- Legal and compliance
- ESG matters
- ESG targets and measurements



Corporate governance continued



Board focus areas FY25

- Reviewed strategy execution against strategic objectives
- Continued to focus on safety and implementation of renewed ESG strategy
- Continued board training to enhance skills
- Reviewed performance of strategic investments
- Continued improvement and oversight of governance risk management
- Continued focus on evolving the Omnia culture

Board focus areas FY26

- Increase focus on safety as key principle and value
- Build capacity in the board including succession management
- Continue our culture journey in support of our strategic objectives
- Focus on risk management, embed risk management framework and combined assurance model
- Identify and review international growth opportunities
- Increase oversight of international operations
- Implement ESG strategy

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Corporate governance continued

Board and committee meetings

The board meets at least quarterly with additional meetings convened when necessary.

Attendance at board and committee meetings FY25

Members	Board	ARC	RNC	SEC
Tina Eboka	4/4	-	4/4	4/4
Nick Binedell	4/4	_	_	_
Ronald Bowen	4/4	5/5	_	-
George Cavaleros	4/4	5/5	4/4	-
Sizwe Mncwango	4/4	_	_	_
Thoko Mokgosi-Mwantembe	4/4	_	4/4	_
Wim Plaizier	4/4	5/5	_	4/4
Ronel van Dijk	4/4	5/5	_	_
Seelan Gobalsamy	4/4	_	_	4/4
Stephan Serfontein	4/4	_	_	_

The board

In line with the continuing obligations of the JSE Listings Requirements, each director is categorised as executive, non-executive or independent. An annual assessment in line with King IV, principle 7, requires each director to disclose any personal financial interest to preclude or manage conflicts of interest. In terms of the JSE Listings Requirements and section 56 of the Companies Act, each director discloses any direct and indirect interest in the share capital of the company.

The board comprises two executive directors and eight independent non-executive directors.

The non-executive directors are free to make their own decisions and judgements. They enjoy no benefits from the company for their services as directors other than their fees. The non-executive

directors are high-calibre professionals and sufficient in number for their views to carry significant weight in the board's deliberations and decisions.

Further, on behalf of the governing body, the RNC reviews the Declarations of Independence of board members who have served for more than nine years. The board assessed the independence of T. Eboka and is satisfied that she remains independent. T. Eboka's institutional knowledge of the business is invaluable and should be preserved to facilitate a seamless transition and transfer of knowledge between incoming and outgoing directors.

S. Mncwango and R. Bowen will retire on tenure from the Board at this year's AGM. The board-level succession plan currently being implemented will result in the appointment of new board members. The objective to have a blend of skills, diversity, tenure and experience will be considered when replacing S. Mncwango and R. Bowen. This will help achieve a healthy balance of new ideas and business continuity.

The roles and responsibilities of the chair and CEO are separate and clearly defined. The CEO is accountable to the board for leading the implementation and execution of the board-approved strategy, policies and business plans. There is a clear balance of power between directors and no one director has absolute power of decision making.

The RNC annually evaluates the ability of our board and committees to provide strong oversight and direction to the CEO and leadership team. The RNC closely monitors that the board has diversity of skills, knowledge and an understanding of board policy direction in the areas and sectors in which we operate. In alignment with our strategy, knowledge in areas such as ESG is prioritised.

There were no changes to the board composition during the year.

Board rotation ensures individual directors are held to account before shareholders. Every year, (as per section 69(3) of the Companies Act), all directors confirm that they remain eligible to serve or act as a director. Further, all non-executive directors retire by rotation and stand for re-election at the AGM at least every third year. To ensure independence, long tenure non- executive directors must stand for re-election at every AGM. Accordingly, T. Eboka will stand for re-election at this year's AGM due to long tenure and T. Mokgosi-Mwantembe, G. Cavaleros and N. Binedell due to rotation.

A board terms of reference is in place and is reviewed annually. The board is satisfied with the fulfillment of its responsibilities in accordance with the its terms of reference.

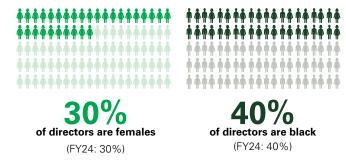
Independence



Diversity

The RNC assesses the board's progress in aligning with the JSE Listings Requirements on the promotion of diversity in areas such as gender, race, culture, age, field of knowledge, skills and experience. Our voluntary diversity targets for gender and ethnicity are 30% and 50% respectively.

Gender and racial diversity



Age of directors

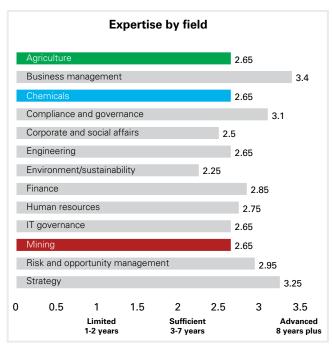


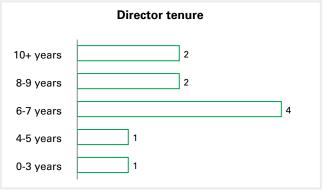
Average age of directors:

61 years

Expertise

The board draws on a set of desirable skills and industry experience from its members to guide Omnia. A criteria matrix tracks the experience, balance of skills and level of knowledge of our directors. The board is satisfied that it has sufficient experience in all areas considered.





Corporate governance continued

Board and committee evaluation

In May 2024, as required by the relevant terms of reference, our board and committees, as well as the company secretary, were subject to performance evaluations. The directors' evaluations took the form of self-evaluation questionnaires while committee evaluations were independently managed with feedback provided to the chair of each committee.

All committees were afforded ratings clearly above the level of satisfactory.

Areas of improvement have been added to the relevant work plans.

Succession planning

The RNC is responsible for ensuring that there is a suitable succession plan for directors and management and that all committees are appropriately constituted and chaired.

The board is satisfied that the depth of skills of current directors meets succession requirements. Such requirements include reviewing skills development, career path and succession planning, policies and procedures and recommendations regarding essential and desired criteria, experience and skills for potential new directors, taking into consideration the board's short-term needs and long-term succession plans. A formal succession planning policy for the board and senior management (CEO and FD) will be reviewed by the board in September 2025.

Board processes

New appointments

New directors undergo a formal induction programme that sets out their responsibilities and fiduciary duties and information pertaining to relevant regulatory and statutory frameworks. The CEO and company secretary manage the process, introducing the director to key management and enabling site visits to our local manufacturing facilities.

Board development

A training programme ensures our board members are informed on topics which are pertinent or priority to our strategic journey. All directors are registered with the Institute of Directors South Africa and have access to the large number of core and specialist programmes offered, at Omnia's cost. The board is being kept abreast on regulatory matters such as updates on the JSE Listings Requirements, director's and officer's duties and liabilities, market abuse and insider trading as well as an update on the proposed Companies Act amendments.

Conflicts of interest

Conflict of interest is a standing agenda item at each board meeting. Annual declarations form part of the independence evaluations.

Share dealings

Board members formally acknowledge the requirements of the Omnia trading in securities policy. The board calendar indicates scheduled closed periods and the company secretary cautions board members and the executive team when trading is prohibited.

Board committees

The board is supported by three board committees. These committees have delegated responsibility to assist in specific matters and report to the board. The delegation of authority to committees does not detract from the board's responsibility to discharge its fiduciary duties to the Group.

The committees promote independent judgement and ensure a balance of power. Each committee has its own terms of reference and an annual work plan.

Each committee meets in closed sessions without management and reports back to the board at the next meeting. Subject matter specialists and senior management are invited to attend committee meetings either by standing invitation or on an ad hoc basis to provide pertinent information and insights into their areas of responsibility.



Audit and risk committee (ARC)

Value creation in FY25

- Appointment of Chief Information Officer
- Information and technology governance and cybersecurity
- Governance and oversight exercised over international operations, particularly joint ventures
- Finance team skills and capacity

Planned value creation in FY26

- Upgrade of systems and related governance
- Risk management and combined assurance effectiveness
- Control environment
- Business and legal structures
- Tax and treasury
- Working capital management

Statement

The ARC is satisfied that, in respect of the period under review, it has conducted its affairs and discharged its duties and responsibilities in accordance with its terms of reference, the JSE Listings Requirements, the Companies Act, and King IV.

Remuneration and nominations committee (RNC)

Value creation in FY25

- Continued oversight of executive leadership succession
- Monitor performance management and how it feeds into rewards and remuneration
- Review the employee value proposition, including the Group's approach to new styles of working, international mobility and future talent
- Recruitment of additional non-executive directors.

Planned value creation in FY26

- · Succession planning and transformation implementation
- Talent management and staff retention

Statement

The RNC is comfortable that it has fulfilled its mandate and met the composition requirements of its terms of reference.

Social and ethics committee (SEC)

Value creation in FY25

- Evaluation and approval of revised ESG strategy and underpinning targets
- Oversight of safety risk environment, performance and incident management
- Governance of ethics
- Oversight of social responsibility, including corporate social responsibilities
- Oversight of maintenance and structural integrity

Planned value creation in FY26

- Safety leadership, culture and performance
- Ethics and corporate social responsibilities
- Responsible procurement

Statement

The SEC is comfortable that it has fulfilled its mandate and met the composition requirements of its terms of reference.

About Omnia Our context How we create value

Corporate governance continued

Executive committee and governance

The executive committee supports a variety of governance functions:

- The Group executive: Group governance, legal and compliance is also the company secretary. In this capacity he is a member of the executive committee, attends board and committee meetings and supports implementation of the strategy by ensuring legislative compliance, helping to simplify and de-risk the organisation structure and auditing in-country compliance requirements in the various geographies that Omnia operates
- The Group executive: Group governance, legal and compliance reports on changes in regulations or litigation that may impact the board's decision making. Ethics training and awareness have been rolled out, including on declarations of interests.
- The FD remains accountable for the information technology portfolio. The governance, risk and compliance manager within IT ensures a focus on enforcing policies, procedures and strong governance within the function



For information on those making up the executive committee, see Our Executive Leadership section.

Group companies within governance framework

The managing directors from each business segment are members of the executive committee, ensuring operational discussions are cross-divisional. This also helps to leverage skills, expertise and Group resources.

The operational framework does not detract from the legal obligations of the divisional managing directors and office-bearers. Each subsidiary company within the Omnia Group is a juristic person and is required to conduct affairs in accordance with its own memorandum of incorporation (MOI) or relevant in-country founding document.

Efforts to simplify the organisational structure, close dormant entities and, where possible, merge businesses that are operating in the same geography continue.

Company secretary

The company secretary is the gatekeeper of governance at a board level, being uniquely positioned between the board, the management team and shareholders to ensure that all these voices come together in the organisation's decision making. Simphiwe Mdluli was appointed as company secretary effective 1 November 2024 following the resignation of Eltovis Ellis.

As Group company secretary, Simphiwe Mdluli is responsible for governance in all geographies in which Omnia operates. In-country legal and secretarial services ensure that the Group's standards apply to the locality in which that entity operates.

Annual audits and communications ensure that entities, both international and local, maintain statutory compliance and adhere to Group governance processes.

All directors have access to the services and advice of the company secretary. Simphiwe Mdluli is not a director of Omnia Holdings and maintains an arm's length relationship with the board.

The board assessed the company secretarial function for the year under review, as required by the JSE Listings Requirements and confirmed that the company secretary demonstrated the requisite level of knowledge and experience to carry out all duties. The newly appointed company secretary is confirmed to be competent, suitably gualified and experienced to meet the complex governance requirements of an international organisation.

Reporting

Governance and compliance reports identify areas within the organisation where compliance initiatives are effective and those areas where more work is needed to meet regulatory standards. This is of particular importance to Omnia when operating in/or expanding into new territories and jurisdictions where the business is bound by new laws and mandates.

The board, with particular input from the ARC, is responsible for reviewing and approving the Integrated Annual Report and other statutory reports to ensure all material matters are fairly represented. The board also reports against King IV and recommends approval of the annual financial statements to the shareholders.

The ARC confirms that Omnia has established appropriate financial reporting procedures and that those procedures are operating in line in accordance with paragraph 3.84 (g)(ii) of the JSE Listings Requirements.

The board maintains records of its decisions, with the company secretary holding the historical minutes of board meetings.

Tracking governance throughout Omnia

Performance against the business plan

The authority of the board is conferred on management and the CEO leads management for the Group as a whole. The executive team is responsible for rolling out the strategy as embedded in the business plan.

The CEO channels communication on implementation of the business plan – from the board to the individual business segments - and provides updates from the segments back to the board. The CEO attends executive committee meetings and in-depth quarterly business reviews with the Group and divisional executives. The CEO attends all board committee meetings and is a member of the SEC. Executives attend board strategy sessions and are regularly invited to report at board meetings and interact with the governing bodv.

The board annually evaluates management's performance against agreed indicators. Incentives are set against financial and nonfinancial targets and Group budgets.



Financial performance

For more on these indicators, see the Remuneration report in this document.

To ensure role clarity and an effective exercise of authority, a delegation of authority framework sets out those matters that are reserved for the board and those that are delegated to the CEO, FD, COO, executive management or divisional management.

Strategy implementation

The board reviews and approves the strategic direction and objectives presented by management annually. The CEO and executive committee develop and lead the execution of the strategy. Plans are cascaded through the segments and into the operating procedures and budgets of business functions. The current execution strategy was reviewed and approved by the board in March 2024.

Risk governance

ERM is an independent function within Omnia and a key enabler in delivering Omnia's strategy. The Group enterprise risk manager in conjunction with the managing directors and heads of departments are responsible for the implementation of risk management across the organisation, with progress reported to the executive committee and oversight provided by the ARC. In line with King IV, a risk-based combined assurance which forms part of the ERM framework has been established and implemented in the business. The model which adopts the three lines of defence, through the evaluation of assurance activities, identifies duplication and areas where gaps exist thus optimising costs and improving the overall control environment. Moreover, a board-approved risk appetite and tolerance framework was approved in March 2024 and is currently being rolled out to the business.

Group risks were reviewed taking into consideration the internal and external operating landscape and the top risks themes are reported on in the IAR.



See Managing risks and opportunities.

Taxation

Omnia is responsible for the payment of legislated taxes in the iurisdictions in which we operate. Audits ensure that tax risks are appropriately identified, managed and mitigated in the various countries of operation.

We have adopted a tax governance framework to facilitate fairness, accountability, responsibility and transparency in relation to tax across the Group. Our board-approved tax strategy defines our strategic approach to the management of tax.

We operationalise our governance of tax strategy, through a formalised tax policy. Key roles, responsibilities and reporting lines of the organisation in relation to tax are defined and tax risks are managed within parameters of our tax risk management methodology.



Further detail on taxation is set out in our Tax Transparency Report.

People and remuneration

In line with our strategic objectives, we have renewed our culture journey to drive values aligned behaviour and high performance. Our refined purpose statement is fully entrenched across the Group, including all international operations. Living this purpose and culture is vital to achieving our strategic objectives.

The governance of remuneration is delegated to the RNC, which annually reviews the remuneration policy and its implementation.

Corporate citizenship

Our aim is to make a sustainable contribution to the global communities in which we operate. In South Africa, with good progress on supplier development and preferential procurement, we have maintained a level 2 B-BBEE rating.

Business portfolio review

Corporate governance continued

The SEC monitors our corporate citizenship responsibilities against a work plan and compliance checklist and reviews progress against transformation targets and an employment equity plan.

Stakeholder engagement

Our board has mandated the SEC to monitor stakeholder engagement plans, guidelines and practices and approve and review policies relating to stakeholder relationships. The RNC is responsible for stakeholder engagement regarding remuneration. Executive management engages openly with key stakeholders on matters of material interest.

Stakeholder engagement takes place at all levels, in all geographies, across subsidiaries and the Group. Engagement with shareholders and investors takes place through roadshows, meetings and ongoing interactions facilitated by the investor relations team.



Further detail on our stakeholders is set out in the sections Understanding our stakeholders and Value created and shared with stakeholders.

IT and information governance

The ongoing project to upgrade Omnia's enterprise resource planning (ERP) to Microsoft Dynamics 365 (D365) aims to strengthen the governance and control pillars across all segments. This exercise ensures internal controls have been reviewed and where possible processes are standardised. The Group and divisional D365 steering committees ensure governance and control of the project. KPMG provides project governance and control advisory services to the project team to ensure the ERP solution is fit for purpose. These are standing agenda items for the ARC. To ensure competency, much of the D365 training is provided as online learning modules.

The cybersecurity programme implements multiple security controls to minimise risk, including:

- The use of assessments conducted by external experts
- The use of penetration tests and internal phishing simulations
- Substantial security training for all Omnia digital citizens, with assessments
- Significant improvements in security posture, which have been achieved by deploying enhanced security technology across the network. This includes controls such as endpoint detection and response, multi-factor authentication, back-ups and various other class-leading technologies

There has been a heightened focus on the revision of IT policies and implementation of governance controls. This includes a robust review of the company's disaster recovery capability.

How we create value

Regulatory compliance

Leadership

The board is ultimately responsible for ensuring compliance with legislation and regulations. Board members are informed about new legislation that is likely to impact the Group. All potential instances of non-compliance are addressed through the risk management process and tabled for attention by the relevant board committees.

The Group ascribes to the CAIA Responsible Care® standards. which are addressed by our Integrated Management System and ISO 9001, 14001 and 45001 certifications. All segments are certified.

No material fines or non-monetary sanctions were imposed on the Group for non-compliance with any laws or regulations during the year under review, nor has the Group been party to any legal actions for anti-competitive behaviour or antitrust.

Omnia has complied with the provisions of the South African Companies Act, particularly those in relation to incorporation and has operated in conformity with Omnia's Memorandum of Incorporation.

Climate change

The SEC and executive committee are responsible for setting the tone at the top by integrating climate change impacts into all decision making.

Additionally, the Group executive: SHEQ and sustainability together with the line managers and the divisional managing directors are responsible for:

- Defining and identifying GHG emissions
- Implementing procedures and controls to reduce the emissions of GHG as far as is economically feasible
- Identifying and putting plans into place to replace high emission sources with more environmentally friendly options

In FY24, the SEC approved Omnia's revised ESG strategy and climate change policy.



Remuneration report

The Omnia remuneration report is structured in line with the King IV requirements and comprises:

Section1	l:

A report from the chair of the Remuneration and Nominations Committee (the committee) that sets out the context for remuneration decisions and an outline of material issues considered during the year.

The remuneration policy to be tabled at the Annual Section 2: General Meeting (AGM) for a non-binding advisory vote by shareholders.

The implementation of the remuneration policy to Section 3: be tabled at the AGM for a non-binding advisory vote by shareholders.

Section 1: Report from the chair

Our approach to remuneration is aligned with the business strategy and drives its execution in the short to medium-term, supporting sustainable and equitable value creation over the longer term. Based on the principles of fair and responsible remuneration, the relevance of our variable pay structures is reviewed annually to ensure that they continue to encourage a performance-driven culture across the organisation and align the potential earnings of the management team to value creation for the shareholders. The report provides details of our remuneration policy and its implementation as it pertains to the executive directors and prescribed officers, collectively referred to as "the executive".

Shareholder engagement

At the AGM held in September 2024, shareholders supported the remuneration policy and implementation report and the votes in favour exceeded the required 75%.

Non-binding advisory votes in favour	2024 AGM	2023 AGM
Remuneration policy	85.0%	85.8%
Implementation report	77.1%	88.2%

An engagement process with shareholders was undertaken to obtain their feedback on the report and view on remuneration practices. Mixed and differing views were expressed during the engagements with key themes emanating.

The table below summarises the action taken by Omnia in response to the feedback received.

How we create value

Financial performance

Shareholder feedback Action taken by Omnia • Within the 40% weighting allocated to strategic measures, 17% relates to financial metrics with clearly defined, quantifiable targets aimed at driving financial performance through growth Weighting of initiatives, detailed in the policy section. financial to non-This results in a total of 77% of the STI financial measures scorecard being weighted towards quantifiable in the long-term financial measures. incentives (LTI) and LTI: short-term Of the 40% weighting assigned to strategic incentives (STI) measures, the full 20% allocated to growth initiatives is linked to quantifiable financial metrics with performance targets designed to support long-term financial growth. This results in an 80% overall weighting in the LTI scorecard to quantifiable financial measures. STI: • The weightings have been adjusted to drive additional focus on operating margin by reducing the weighting allocated to the net working capital to revenue ratio. Targets have been stretched to drive improved Consider STI and LTI stretch targets performance. Refer to the target setting principles. LTI1: The stretch target on the return on average equity measure has been increased from 13% to 14%. reinforcing management's strategic focus on enhancing shareholder returns. For FY25, salary increases were set at 4% in line with inflation, below the mandate and broader workforce increases. In the prior year, executive base salaries had not kept pace with Omnia's growth in size, complexity, Larger than

mirrored broader workforce increases.

inflationary TGP

to the CEO and

Finance director

increases granted

and performance, creating a risk of salary compression

below executive level. Increases included a market

reflecting company growth, strategic execution, and

competitive but not excessive. Earlier adjustments had

repositioning aligned pay with peer companies—

adjustment following a successful turnaround,

individual contributions. This once-off TGP



Omnia will table this year's remuneration policy and implementation report for two separate non-binding advisory votes by the shareholders at the 2025 AGM in line with best practice. King IV and the JSE Listings Requirements. Should a dissenting vote of 25% or more be received for the remuneration policy, implementation report, or both, an outline of the process and timing of proposed engagements with shareholders to resolve unsatisfactory results will be included in the SENS announcement of the voting results of the AGM.

Shareholders are encouraged to provide feedback regarding their position on the voting requirements. Shareholders wishing to engage with the RNC chair can contact the company secretary.

Overview of the year and context for 2025 remuneration outcomes

Omnia delivered strong performance for FY25 despite a challenging operating environment marked by macroeconomic instability, more erratic and less predictable weather patterns, along with global pressure on commodity prices and currency volatility. As an international business, Omnia is exposed to a myriad of risks in a continuously evolving operating landscape. Global geopolitical tensions, particularly American protectionism, and ongoing conflicts have introduced uncertainties, prompting a comprehensive review of supply chains.

The South African and international Agriculture businesses, as well as Mining overall, delivered increased sales volumes and improved margins. The Agriculture rest of Africa businesses were adversely affected by severe drought conditions, increased competition, regulatory challenges and restructuring. Following a comprehensive strategic review, an accelerated turnaround plan was implemented in Chemicals, focused on restructuring the non-performing sectors of the business, integrating those that have synergies with the rest of the Group and assessing potential partners for the profitable

Overall, achievement on the financial measures in the Short-term incentive (STI) scorecard exceeded the target range, supported by headline earnings per share just exceeding on-target and the net working capital to revenue ratio achieving the stretch target mainly

¹ If the stretch target is achieved, the total award delivered is capped at 100% of the award granted

Remuneration report continued

Leadership

due to strong debtors' collection. The lagging performance in Agriculture rest of Africa and Chemicals resulted in the operating margin measure missing on-target performance but achieving above the threshold level. This overall performance was achieved even though management implemented R99 million of restructuring costs in the Chemicals segment, which reduced headline earnings per share and operating margin in FY25.

The Group continued to allocate capital in alignment with its strategic priorities of investing to protect the core business, grow the international business and to meet sustainability objectives. The share repurchase programme has been value-accretive since commencing in 2023 and continues to be a key pillar of our capital allocation framework. The Group declared an ordinary and special dividend to shareholders.

Omnia demonstrated an ongoing commitment to advance its environmental stewardship and sustainability objectives. The sustainability of our operations was enhanced by increasing the generation capacity of our solar powered energy helping to improve energy efficiency and carbon emissions intensity, together with the continued focus on responsible water usage meant that we landed on, or close to, on target levels for all sustainability measures except for emissions intensity which reached stretch levels. In addition, the company was able to maintain a level 2 on the Broad-Based Black Economic Empowerment scorecard.

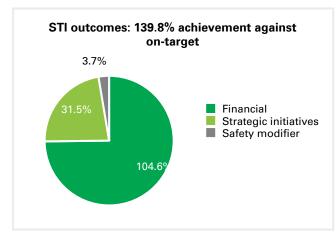
Significant strides have been made in the area of women in leadership with some critical female placements being made during the year, demonstrating meaningful representation and sustained efforts to achieve gender equity at senior levels. The progress on growing and strengthening the organisation's talent bench reflects our ongoing commitment to building a resilient leadership and skills pipeline and accelerating critical placements to support business continuity and leadership capacity in areas critical to global growth. This is reflected in the STI scorecard achievement reaching into the stretch range.

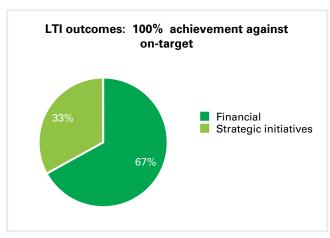
The focus on growth and optimisation resulted in growing profitability internationally, new licensing and distribution agreements, operating model shifts in Mozambique and Zimbabwe and restructuring in the Chemicals business.

While the long-term trend in safety performance reflects steady progress, an increase in the Recordable Case Rate (RCR) for the year, is being addressed through targeted interventions, including reinforcement of safety protocols, intensified training programmes. and increased management oversight. The Fire, Explosion and Releases rate (FER) recorded an improvement in FY25. Omnia maintained its no fatalities record during the year.

In the context of heightened global and regional volatility, the business operated with increased agility, operational discipline and financial resilience. This reflects its ability to effectively navigate external pressures with targeted investments, prudent financial management and continued focus on market competitiveness and reliably delivering value to its customers. We are encouraged that most of the STI and LTI targets set for review, underpinning the Group's strategy, were achieved at the end of FY25. Achievement is summarised below, with further detail included in the implementation report.

How we create value





Key activities undertaken in 2025 financial year

The committee attended to all activities set out in its charter and the annual committee work plan during the year.

Use of independent advisors

The company made use of Old Mutual's Remchannel survey and a comparator Group review conducted by Willis Towers Watson for benchmarking executive remuneration. Non-executive directors' fees benchmarking was conducted by Emergence South Africa.

Periodic specialist remuneration advice was sought on specific remuneration matters from a legal perspective from Bowmans and PWC.

The committee is satisfied that those advisers engaged during the past year provided independent advice and remained objective throughout.

Achievement of objectives

The committee approved the total guaranteed package increases for the executives that were on average below the approved 5% mandate.

Based on the Group STI scorecard overall achievement level of 139.8%, the committee approved an out-performance bonus payment to the CEO and a bonus pool to reward management for their individual contribution to the overall performance of the Group in FY25.

The performance conditions attached to the 2022 LTI awards were achieved in full and the committee approved 100% vesting of the forfeitable performance shares.

The initial award under the broad-based employee share plan vested during the reporting period.

The actual earnings reported in the implementation report reflect the levels of achievement against the performance targets for the executive

Future focus areas

A key focus will be to develop new, and adapt our existing fair pay disclosures that not only meet the requirements of the Companies Amendments Act, 2024 but provide the structures that support meaningful analysis of our pay practices to ensure that remuneration remains fair and free from discrimination at all levels in the organisation and facilitate an approach to address the pay gap in a sustainable manner. We continue improving our remuneration report by incorporating legislative requirements when they become effective and providing enhanced transparency.

The committee will continue to focus on setting appropriate performance conditions for the STI and LTI plans with targets that are sufficiently stretching to meet stakeholder expectations, while remaining realistic and achievable.

Following a favourable vote at the 2024 AGM of 99.91% (2023: 99.48%) in support of the board chair's fee and 99.57% (2023: 99.41%) in support of the non-executive directors' fees, the board recommended that the current fee structure remain in place for the 2026 financial year and that a 5% fee increase be applied, aligned to the annual salary increase mandate approved for South African non-bargaining unit employees. The fee recommendations for the board chair's fee and the non-executive directors' board and committee fees were reviewed by the committee before submission to the board for consideration and recommendation to shareholders for approval by way of a special resolution in terms of the Companies Act requirements.

Confirmation and appreciation

The committee monitored the implementation of the remuneration policy and confirmed that there were no deviations from policy to report. Overall, the policy achieved its stated objectives during the

The committee is satisfied that it executed its duties over the reporting period, according to its terms of reference, relevant legislation and regulations and in accordance with governance standards.

I extend my grateful thanks to my fellow members of the committee for their support, advice and assistance in ensuring that the company achieves an appropriate balance between fair and equitable remuneration that aligns with company performance and the attraction and retention of high calibre talent. I also express my appreciation to the executives for effectively navigating the external pressures through increased agility, operational discipline and financial resilience to deliver value to all stakeholders.

Thoko Mokgosi-Mwantembe

Chair of the RNC

22 July 2025

Remuneration report continued

Section 2: Remuneration policy

The remuneration policy is approved by the board and forms part of the overall remuneration philosophy which defines how we seek to be fair, responsible, transparent and compliant with legislative requirements within the jurisdictions in which the Group operates. Furthermore, we seek to encourage and reward long-term sustainable performance aligned to the Group's strategy as well as to ensure the achievement of the desired performance-driven culture across the Group.

In line with King IV, we have set out below a detailed forwardlooking remuneration policy applicable to the executive and, at a high-level, other employees.

The policy remains largely unchanged from the previous year, other than some minor changes deemed necessary to ensure that the incentive structures remain appropriate and the performance measures and targets are aligned with the direction of the business and imperative to deliver and grow stakeholder value. Certain of the weightings and target setting principles in the STI performance conditions and refinements to the comparator Group referenced in the LTI performance conditions will be implemented for FY26.

The Minimum Shareholding Requirement (MSR) policy, first adopted by the company with effect FY20, was enhanced to further align executive and shareholder interests, increasing the

target levels, aligning measurement dates with the financial year end to deliver consistent reporting and amending the commitment term to ensure that the shareholding levels are maintained for the executive's period in office.

How we create value

Remuneration governance

In line with best practice, the committee is appointed by the board and has delegated authority, in accordance with the committee charter, on all remuneration matters. The committee is responsible for ensuring that the remuneration policy and process support the delivery of the Group's strategy. In terms of King IV, the committee must ensure that the remuneration policy supports fair, transparent and responsible remuneration and legislative and regulatory requirements.

The committee comprises three independent non-executive directors. Details of meeting attendance and mandate have been included in the Corporate governance section of this annual integrated report. The board evaluates the performance of the committee annually.

In addition to the committee members, the CEO, Finance director and COO are invited to attend the meetings when required. Invitees are not present when their own remuneration is discussed and do not vote on committee decisions.

The committee is satisfied that the remuneration policy is fair, transparent and responsible in that it is reviewed and approved annually.

Design principles

Our remuneration policy is driven by the following guiding principles and remuneration is designed in such a way as to:

Foster alignment with Omnia's vision, strategic objectives and shareholder interest

Manage risk and liability and be fiscally responsible

Fair remuneration that is externally competitive and internally equitable

Ensure that the remuneration of executive management is fair and responsible in the context of overall employee remuneration

Promote an ethical culture and responsible corporate citizenship

Motivate and reward the right behaviour and performance of employees and executives

Drive long-term sustainable performance incorporating critical financial and non-financial drivers

Promote responsible business practices incorporating health and safety; environment and governance principles

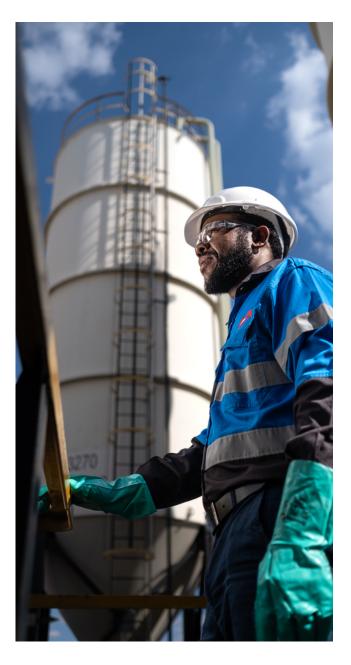
Provide competitive rewards to attract, motivate and retain highly skilled employees vital to the success of the organisation

Fair and responsible remuneration

Business portfolio review

The company's policy on fair and responsible remuneration can be summarised as follows:

- Fair remuneration is impartial, rational and free from discrimination.
- All variable remuneration is linked to performance criteria and value creation metrics. In the short term, this is achieved through the annual STI scorecard which ensures that STI remuneration outcomes are directly related to the achievement of key targets that are important in the execution of our strategy. In the long term, performance forfeitable shares are awarded under the LTI plan where performance achievement against an LTI scorecard determines any consequent share delivery.
- Variable pay would be reduced or recouped through the malus and clawback provisions should appropriate circumstances
- Market benchmarking provides related remuneration data. We use peer Group comparisons and market surveys from leading survey and consulting groups. Affordability is a key consideration in any pay adjustment.
- Horizontal fairness in remuneration is applied and employees performing the same or similar job requirements at the same or similar performance levels in the organisation receive the same or similar remuneration. It is embodied in the Employment Equity Act in South Africa, which requires employers to drive the principle of equal pay for work of equal value and to report to the Department of Labour on their analysis and outcomes. Differences in remuneration are not considered unfair if the difference is based on seniority, length of service, experience, qualifications, performance or skill shortages.
- Vertical fairness is demonstrated by explaining the differences in total remuneration between job levels. This needs to be justified on a consistent basis, for example, according to factors such as risk and job complexity, level of responsibility of decision making, and consequence and impact on the company. Our detailed work on job descriptions and evaluation is important in establishing the transparency of vertical fairness. In South Africa, the Employment Equity Act already requires reporting on the vertical pay gap to the Department of Labour in the EEA4 report. This report measures the gap between the top 10% and bottom 10% of earners.
- In South Africa, the Companies Amendments Act, 2024, when fully effective, will require enhanced remuneration reporting to improve transparency and provide more fair pay disclosures. Once regulations and guidelines are finalised, the committee will make the required disclosure.









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Remuneration report continued

Remuneration framework

The key elements of our remuneration framework and structures are summarised below:

	*	%		<u></u>
	Strategic intent	Remuneration element	Eligibility	Frequency
Total guaranteed package (TGP)	Attract and retain the skills required to execute our	Salary	All employees	Monthly
		Benefits and allowances, including medical aid, retirement benefits, death and disability insurance	Benefits: all employees	Increases take effect 1 July each year
	Based on job, skills, experience, market pay and individual performance	Total official total office and the discussion of the second of the seco	Allowances: job-related	
	Benefits promote saving for retirement and taking care of unforeseen life events			
Short-term incentive (STI)	Support high-performing individuals and teams by	STI payment based on STI scorecard achievement,	All permanent employees	Annual
	aligning reward with company and individual performance through an STI scorecard set annually for the forthcoming financial year	with reference to the target STI percentage for the relevant job and job level		Payable in cash at the end of July each year following the annual salary review based on business performance and affordability
Long-term incentive (LTI)	The primary purpose of the plan is to align reward with a participal appropriate property.	Annual awards of forfeitable shares with performance	Executive directors, prescribed officers, senior	Vesting of forfeitable shares after three or five years
Omnia 2020 Share Plan (equity settled):	through granting annual performance-based share	and employment conditions	management and scarce skills	and based on attainment of applicable performance conditions
Performance forfeitable share awards	awards based on an LTI scorecard set annually by the committee for the forthcoming three years	Awards of forfeitable shares	Generally made in respect of prudent buy-outs on hiring and retention of scarce skills - these awards are infrequent and subject to strict performance and fulfillment conditions	On hiring and in cases of prudent retention
Mirrored cash settled plan for certain jurisdictions	,			
Replacement and retention awards	Direct alignment with shareholder interestsAttract and retain key employees			
	Long-term retention			
All employees share awards (see details of the Omnia	Employee engagement	Inclusive broad-based employee share awards of	Employees who currently do not have any	There will be no further awards under the plan. The
Broad-Based Employee Share Trust below	Create alignment and interest in share price	forfeitable shares with employment conditions but no performance conditions	performance shares	last award was made in 2023. These shares have employment conditions attached to delivery
	Ownership/belonging in the company			

Remuneration report continued

Pay for performance and remuneration mix

Omnia's reward strategy is aligned with its business strategy and enables the execution thereof. Outperformance is distinguished from adequate performance and underperformance and rewarded differently. Performance is fundamentally based on each employee making a fair and proportionate contribution to the overall performance of the Group.

The variable pay portion is made up of an STI and LTI. They are designed to reward performance based on the achievement of specific annual performance criteria. The STI plan rewards employees for meeting or exceeding individual performance objectives and contributing to the achievement of relevant divisional and inter-divisional performance, Group priorities and goals. LTI awards aim to retain critical skills and reward employees for sustainable long-term performance. Performance measures cover financial and non-financial aspects.

An appropriate balance exists between the short-term and long-term incentives. The plans are designed to align with Omnia's business strategy, strategic objectives and key focus areas. Variable pay is linked to performance conditions and forms the greater portion of the expected total remuneration of the executive and senior managers. The board aims to align executive and senior management remuneration with Omnia's long-term interests by ensuring that variable pay is linked to performance conditions and that excessive or inappropriate risk-taking is not encouraged.

Employees have annual performance contracts with a set of key performance indicators (KPI) that are linked to performance conditions, both financial and non-financial. Performance ratings and the audited financial results are used in the calculation of the financial and non-financial performance conditions.

The pay mix for the executive is included below:

R′000	Minimum % TGP	On target up to % of TGP	Stretch up to % of TGP
TGP	100	100	100
STI	-	75-130	75-200 ¹
LTI: Performance conditions	-	75-150	75-250

¹ Based on outperformance pool and personal performance.

Target setting principles

Targets are set for threshold, on-target and stretch levels for all measures. Threshold represents the minimum level of performance required for the payment of any incentive. On-target relates to good performance while stretch targets reflect exceptional stakeholder value creation.

How we create value

The methodology applied in setting the targets is consistent with that applied in prior years, with the financial targets being set at a Group level, built from the bottom up. The reportable segments are rolled up into a divisional level, which in turn are consolidated into Group targets.

While the metrics used in the LTI and STI schemes may appear similar, they differ in how objectives and performance levels are set. For STI, HEPS thresholds, targets, and stretch levels are based on prior year actuals, the upcoming year's budget, and targeted earnings growth. In contrast, LTI performance levels are set using nominal growth rates, with HEPS linked to CPI and GDP benchmarks.

The targets are referenced to external sources, sense-checked back to prior year achievement, budgets and assessed for adequate stretch to drive the strategic objectives of the company and create stakeholder value, while being cognisant of not disincentivising investment in future growth.

Absolute targets for the STI and LTI strategic initiatives have not been disclosed due to commercial sensitivity. Retrospective disclosure of the outcomes against these targets will be disclosed in the following implementation report on a basis similar to the disclosure provided for the 2025 outcomes.

The Group targets and weightings are determined annually by the committee and approved by the board. Divisional targets with reference to the Group scorecard are agreed with the executive and divisional management.

Management STI plan

The incentive structures continue to evolve to keep pace with the progress made on the journey to deliver and grow stakeholder value in line with the company's strategic imperatives. The management STI plan is designed to incentivise Group, divisional, inter-divisional and individual performance.

The incentive values are set with reference to the Total Guaranteed Package (TGP). On-target performance is capped at the percentages of TGP shown below for each participation category and remain unchanged from the prior year:

STI as a percentage of TGP	On target participation level	Maximum
CEO	130%	200%
Finance director and COO	100%	200%
Divisional managing directors	75%	150%

Where stretch targets, set in advance for all performance measures, are achieved, the incentive payout for the CEO would be capped at a maximum of 200% of TGP and an outperformance bonus pool would be made available for distribution to the participation categories below CEO, as shown in the table above. The outperformance bonus pool is approved by the committee and is limited to the STI overall outcome, as well as the 200% maximum.

The committee retains the discretion to adjust bonuses. Downward adjustments would be considered where the performance outcomes on the financial measures are materially below the threshold, there are unacceptable safety outcomes, particularly relating to fatalities or in the case of major environmental incidents or events causing significant harm to Omnia's reputation. The committee may amend the rules of the plan, where appropriate, to ensure a balance between fair reward for the individual and stakeholders' interests.

The STI is calculated in accordance with the formula, taking into account personal performance:

STI = (TGP x on-target STI percentage) x (weighted percentage achievement against performance targets x safety modifier)

The CEO, Finance director and COO are measured 100% on the Group performance, whereas an element of divisional performance is incorporated for divisional executives, while still maintaining an overall Group focus. Individual contribution is considered, and discretionary downward adjustments can be made to the calculation. The divisional managing directors' weighting is 60% Group performance and 40% divisional performance.

The STI drives the safety imperative through the application of a safety modifier based on the RCR and FER outcomes for the year.

The STI bonuses are payable through the payrolls at the end of July each year and are subject to malus and clawback.

The STI performance measures for the period 1 April 2025 to 31 March 2026 are tabled below and remain largely unchanged from the prior year. The weightings on net working capital to revenue and operating were adjusted in line with shareholders' feedback. The performance measures are designed to drive the company's growth strategy while maintaining a focus on profitability and cash generation to support the growth initiatives.

Performance measures	Weigh	2026 nting	Weig	2025 ghting
Financial	(60%		60%
Headline earnings per share	2	24%		24%
Net working capital to revenue	2	24%		27%
Operating margin		12%		9%
Strategic	4	40%		40%
Sustainability: B-BBEE scorecard, net energy and water efficiencies, emissions intensity and risk		10%		10%
People and culture		9%		5%
Growth initiatives		21%		25%
Potential STI before safety modifier	1	00%		100%
Safety modifier 90% — 105%	RCR 7	75%	RCR	75%
Salety illumier 30% — 105%	FER 2	25%	FER	25%

All strategic measures are quantifiable and measurable.

Within the 40% weighting attributable to strategic measures, 17% are measures that are financial in nature with quantifiable targets set to drive financial performance, linked to growth initiatives, resulting in a 77% overall weighting in the scorecard to quantifiable financial measures.

Growth initiatives focus on growing the international AgriBio and Mining businesses with clear targets set for earnings growth in these segments (6%) as well as growth in gross profit from specific distribution markets (6%). Return on net asset targets are set for optimising the business portfolio (5%). The additional financial measures totalling 17%.

Business portfolio review

Remuneration report continued

LTI plans – Omnia 2020 Share Plan

The Omnia 2020 Share Plan governs the allocation of share awards with the objective of rewarding long-term sustainable performance of participants, achieving alignment between participants' remuneration and stakeholder interests and providing an attraction and retention mechanism in a market where highly skilled people are in high demand.

The plan was intended, as far as possible, to link the performance conditions to factors that enhance the company's overall corporate performance and value to stakeholders.

Participation in the LTI plan is proposed by the divisional managing directors, reviewed by the Group Human Resources Executive and the executive directors, and approved by the committee. Award values are based on internal and external benchmarks to ensure alignment between employee levels, individual performance maintaining an appropriate level of retention relative to the individual's strategic importance to the organisation into the future. Maximum award value is capped at 250% of TGP for executive directors.

Shares are purchased in the market and awarded to the confirmed participants. These shares are held in restricted activity accounts in the participant's name for the incentive period and are subject to performance and employment conditions, which determine vesting timelines. The company is not permitted to issue new shares or utilise treasury shares for purposes of settling the awards.

Formal share limits do not ordinarily apply to a plan where a market purchase is used as the only settlement method. All shares, whether performance-based or awarded to employees in terms of the Broad-Based Employee Share Trust, are purchased in the market.

Save for the forfeiture and disposal restrictions participants will have all other shareholder rights including voting and dividends. Dividends are payable in line with ordinary shareholders in terms of dividend declarations and payment dates.

All LTI awards are subject to malus and clawback conditions.

The rules of the plan define the treatment of awards in the event of termination of employment, distinguishing between good and bad leavers, as well as in the event of a change of control and variation

in share capital. For good leavers, awards are pro-rated by time and performance. In the event of death, vesting is accelerated.

How we create value

In the case of bad leavers, full forfeiture of unvested awards is applied.

There are three active awards under the Omnia 2020 Share Plan. The terms of the awards have remained fairly consistent with amendments applied to the performance conditions factoring in shareholder input

- 2025 performance forfeitable share awards to be awarded in July 2025 based on the performance in FY25, details of which are included below.
- 2024 performance forfeitable share awards awarded in July 2024 with the performance period ending 31 March 2027, due to vest in July 2027.
- 2023 performance forfeitable share awards awarded in July 2023 with the performance period ending 31 March 2026, due to vest in July 2026.

Details of the 2022 performance forfeitable share awards that vested in July 2025, based on the performance period ending 31 March 2025, are included in the implementation report

2025 performance forfeitable share awards

The awards will have the performance period 1 April 2025 to 31 March 2028 with performance conditions, detailed below, that will apply to the annual grant in July 2025 and any ad hoc awards made during FY26.

The employment period will commence on award date and extend for a period of three years during which participants are required remain employed within the Group. The awards will vest on expiry of the employment period, following confirmation by the committee of the performance conditions' achievement level. The financial and sustainability achievement levels will be verified by an independent third party. Vesting may be delayed by closed trading periods.

The awards will be governed in accordance with the Omnia 2020 share plan rules.

The performance conditions, tabled below, remain largely unchanged from the prior year, with exceptions detailed in notes 1 and 2.

Linear measurement between threshold and target and between target and stretch

		Vesting levels:	75%	100%	200%
Measure	Weighting	Unit of measure	Threshold	Target	Stretch
Financial	60%				
Headline earnings per share (HEPS) growth (33.3%)	20%	%	CPI	CPI+GDP	CPI+GDP+1%
Return on average equity (33.3%)	20%	%	11	12	14 ¹
Relative total shareholder return (TSR) (33.3%)	20%	Position in peer group	Top 75%	Top 40%	Top 25%
Strategic	40%				
Sustainability	15% ²				
B-BBEE scorecard (25%)	3.75%	B-BBEE level			
Net energy efficiency (25%)	3.75%	GJ per tonne manufactured			
Water efficiency (25%)	3.75%	kL per tonne manufactured			
Decarbonisation (25%)	3.75%	Specific milestone- based goals	To be disclosed on vesting		
People and culture	5% ²				
Women in leadership	5%	% of women in top and senior management			
Growth initiatives	20%				
Total	100%				

¹ The stretch target was increased from 13% in the prior year to 14% demonstrating management's focus on improving returns.

² The weightings have been adjusted from the prior year, allocating an additional 5% to sustainability from people and culture.

Remuneration report continued

Within the 40% weighting attributable to strategic measures, the full 20% allocated to growth initiatives are linked to quantifiable measures that are financial in nature with targets set to drive financial performance, resulting in an 80% overall weighting in the scorecard to quantifiable financial measures. Earnings targets have been set for the measurement of international growth success.

Stretch targets have been set to drive exceptional performance although overall maximum vesting is capped at 100% of the forfeitable shares allocated at the time of award, based on the current LTI share plan structure, which does not accommodate rewarding outperformance with excess allocations,

In 2023 the company adopted the comparator group for the relative TSR performance conditions. The committee reviews the comparator group every three years for continued relativity and appropriateness, although amendments are made when necessary. The comparator group for the FY25 grant for purposes of the relative TSR measure is confirmed as:

AECI	Famous Brands	PPC	ArcelorMittal ¹
Adcock Ingram	Grindrod	Reunert	Astral Foods ²
Afrimat	KAP Industrial	Sappi	AVI ²
Aveng	Nampak	Super Group	Oceana Group ²
Barloworld	Northam Platinum	Thungela Resources ¹	RCL Foods ²

¹ Companies added with effect from FY26.

A cash settled plan is in place for jurisdictions where administrative and regulatory challenges do not allow for equity awards. The cash plan mirrors the equity plan reflected above but does not apply to the executives who are South Africa based.

LTI plans - Omnia Broad-Based Employee Share Trust

The broad-based employee share plan was established in July 2021 in terms of section 8B of the Income Tax Act No. 58 of 1962, with the intention of

- Employees becoming shareholders in Omnia
- Encouraging employee engagement, motivation and commitment, resulting in a common

- Improving company performance which would impact individual and team performance, impacting share price growth, high performance and ethical behaviour positively
- Strengthening employee retention

All permanent Omnia employees were eligible for participation excluding employees already participating in the management share plan under the Omnia 2020 Share Plan rules.

Shares were purchased in the market and held in the trust. The total number of shares that could be held in the trust was limited to five million shares. Trust units linked to the shares were allocated to employees for an incentive period of three years, during which time participants were required to remain employ within the Group. The trust distributed dividends received on the allocated shares to all participants based on the number of units held.

Following the initial allocation in 2021, further awards were made to new employees in July 2022 and July 2023, of the same value.

The first vesting occurred during FY25 benefiting 2,535 employees and realising value of R45 million in total. The subsequent vesting, in FY26 and FY27 will be substantially smaller, approximately 450 employees in total, over the two years.

Terms of employment in relation to remuneration Contracts and restraints of trade

The executive have indefinite permanent employment contracts with notice periods of up to six calendar months.

Restraints of trade restrict incumbents from competitive activities in the manufacture, marketing, distribution and sale of fertilizer, explosives and chemicals and any other products manufactured, marketed or sold by the Group. The restraint periods would be six calendar months for the CEO and Finance director and between six and twelve calendar months for the other executives.

Termination payments

Termination payments are in line with contractual obligations, prevailing law and share plan rules.

Retention awards

Retention awards, seldom granted, are made to the executive in exceptional circumstances.

Sign-on awards/buyout payments

During the hiring process, it is sometimes necessary to compensate a prospective employee for the loss of unvested awards granted by the previous employer. Typically, this is done via similar awards. cost limited by the value of the awards forfeited.

from the Omnia 2020 Share Plan. Sign-on awards and buyout payments are used prudently in this context and include performance conditions.

Guaranteed incentives

These incentives are infrequently granted, subject to strict fulfillment conditions, and they apply only to the first year of employment and are subject to acceptable performance.

MSR policy

The committee approved changes to the MSR policy which came into effect on 4 November 2024.

The executive are required to build up their shareholding in the company to target levels over an approximate five-year period and then maintain these levels for their period in office. The five-year period commenced on the date that the committee approved the amendments to the policy or the date on which the individuals become subject to the policy. Measurement date will be 31 March, in the fifth year. The policy was updated to align measurement and annual review dates with the financial year end, to deliver consistent reporting. Annual reviews leading up to, and after measurement date track progress and ensure target levels are maintained going forward.

The minimum shareholding requirement levels, expressed as a percentage of TGP, have been benchmarked against the market and updated in the policy amendments.

- CEO: 400% of TGP (increased from 200% in 2024)
- Finance director: 200% of TGP (increased from 100% in 2024)
- Prescribed officers: 200% of TGP (increased from 100% in 2024)

To meet the requirements, the executive may commit shares that vest in terms of the LTI plans by way of notice to and approval by the committee prior to vesting. The committed shares will be subject to a further holding period ending on the earlier of termination of employment, the abolishment of the MSR or by an exemption granted by the committee in special circumstances, following a full assessment process. The policy was updated to avoid the need to recommit at each rolling measurement period, when the intention has always been that the levels are maintained for the period in office.

Personal investment shares may, at the election of the executive, be counted when determining whether the target minimum shareholding levels have been satisfied. Personal investment shares are not subject to any restrictions and may be freely disposed of at any time provided it is outside a closed or prohibited

period. These may include shares purchased by the individual, a family trust or family company and vested and settled shares resulting from participation in the company LTI share plans, that haven't specifically been committed in terms of the MSR policy.

Malus and clawback

The policy aligns the interests of the executive with the long-term interests of the company, ensuring that excessive or inappropriate risk-taking is not rewarded. The committee may advise the board to apply its discretion to reduce or recoup any incentive award (in whole or in part), in circumstances where a trigger event has occurred, to ensure that incentive outcomes are fair, appropriate and reflect business performance.

The policy applies to all variable remuneration including STI, retention payments, ex-gratia payments, if any, and LTI awards.

There is a process in place to understand the impact of any trigger event (if applicable), determine the proximity of participants and their accountability, and provide notice to participants, in writing, of any intended action, giving participants the right to respond. The committee may seek and use legal expertise.

Malus is the reduction of unvested or unpaid awards (in whole or in part) before the end of the vesting period (LTI) or prior to payment (STI) and applies to all employees who receive an incentive and is triggered when:

- Any error that has an effect on the calculation of the award
- The company's (or any subsidiary's) audited Annual Financial Statements contain an error that has impacted the calculation of the award
- The company or any business unit or member or subsidiary suffers a material downturn in its financial performance at any time before the accrual of the award
- The discovery that any information or the assessment of any performance condition(s) used to determine an award was based on a material error or inaccurate or misleading information
- The participant, in the reasonable opinion of the committee, had deliberately misled the company or any subsidiary, the market and/or the company's shareholders regarding the financial performance or position of the company or any subsidiary at any time before the accrual of the award
- The participant's actions at any time whether before or during the vesting period having, in the reasonable opinion of the committee, caused harm to the reputation of the company, the subsidiary and/or the participant's business



 $^{^{2}}$ Companies that were excluded from the comparator group with effect from FY26.

- The participant's actions at any time before the accrual of the award had, in the reasonable opinion of the committee, amounted to misconduct or a material error
- The company, the subsidiary or the business unit in which the
 participant works having, in the reasonable opinion of the
 committee following consultation with the relevant committees,
 had suffered a material failure of risk management whether
 before or at the time of the accrual of the award
- The participant's actions had, in the reasonable opinion of the committee, amounted to negligence, incompetence or poor performance at any time whether before or at the time of the accrual of the award
- Any other matter which, in the reasonable opinion of the committee, is required to be taken into account, to comply with prevailing legal and/or regulatory requirements, which for the avoidance of doubt includes the applicable laws published by a regulator from time to time

Clawback is the recoupment, during the clawback period, of all, or a portion, of the clawback amount, from an employee after vesting or payment.

The clawback amount is the value of the variable remuneration on the vesting or payment date. For awards settled in shares, clawback will apply to the cash value of the shares at the vesting date, before the deduction of tax.

The clawback period is up to five years after the settlement of a variable pay award provided that, if an investigation is still ongoing, the clawback period may be extended until the conclusion of the investigation. The clawback policy applies to executive directors, executive committee members, prescribed officers and senior managers.

The committee will consider applying clawback in the following limited circumstances:

- Any error has an effect on the calculation of the award
- The company's (or any subsidiary's) audited Annual Financial Statements contained an error that had impacted the calculation of the award in respect of a period for which the employment condition and employment period applicable to an award were assessed and/or
- The discovery of action or conduct of a participant, which in the opinion of the committee amounts to gross misconduct, that occurred prior to award or vesting and/or

- The discovery that any information or the assessment of any performance condition used to determine an award was based on erroneous, inaccurate or misleading information, and led to a material error in the calculation of any variable pay award and/or
- Where there is reasonable evidence that a trigger event occurred before the vesting date and this is discovered before the expiry of the clawback period, the committee may exercise discretion to require a participant to repay the clawback amount or a portion thereof.

Non-executive director fees

Non-executive directors are remunerated according to their scope of responsibility and contribution to the Group, considering industry norms and external benchmarks. Fees are set at levels to attract and retain high calibre, professional directors to ensure that the board has the necessary skills to execute its mandate and are benchmarked annually against current market data for a defined comparator group by Emergence South Africa, an independent specialist Human Capital, Reward and Learnings solutions provider.

The board chair is paid a fixed annual fee which covers attendance at board and sub-committee meetings. The non-executive board and committee fees have been structured on an annual fee basis, based on an agreed number of scheduled meetings with an additional hourly fee for any additional, formally scheduled meetings and/or consulting services rendered. The fees are based on minimum attendance at meetings, failing which a proportionate reduction would be applied. Non-executive directors do not participate in the STI or LTI plans.

The proposed remuneration of the board chair and non-executive directors, as tabled below, and supported by the committee, will go to shareholders for approval by way of a Special Resolution at the AGM. Shareholders approve the basis for compensation of the board chair and non-executive directors and the annual fees payable for the period 1 October 2025 to 30 September 2026. It is proposed that the current fee structure remain in place and all fees be increased by 5%, aligned to the annual salary increase mandate approved for South African non-bargaining unit employees. All fees are disclosed exclusive of value-added tax (VAT).

Board chair fee

The proposed single fee for board chair, to be approved at the AGM, is R1,553,500¹ increased by 5% from R1,479,511 in the prior year.

Non-executive directors

Fees are annual except where indicated as hourly.

	Number of meetings	Current total fees approved at 2024 AGM	Proposed total fees ¹
Board director	6-8	490 705	515 300
Lead independent director	6-8	554 817	582 600
Audit and risk committee chair	5	378 520	397 500
Audit and risk committee Member	5	215 763	226 600
Remuneration and nominations committee chair	4	219 460	230 500
Remuneration and nominations committee member	4	125 758	132 100
Social and ethics committee chair	4	219 460	230 500
Social and ethics committee member	4	125 758	132 100
Main board related ad hoc meetings	Hourly	3 513	3 700

¹Proposed fees are calculated after applying a 5% increase, rounded to the nearest hundred.

The committee was satisfied that the fees are market related.



TGP (R'000)

Remuneration report continued

Section 3: Implementation report

The implementation report details the outcomes of implementing the remuneration policy for the executives in FY25 and in accordance with King IV recommendations, remuneration is disclosed as a single figure of earnings received and receivable for the reporting period.

Contractual terms and payments on termination of employment

There was no movement in the executive during FY25 and consequently no termination payments, sign on or buy-out payments. There were no retention awards made in the period.

Guaranteed remuneration increases in the context of fair and responsible remuneration

The mandated annual increase percentages applied to guaranteed remuneration for the executives relative to the changes applied to the remuneration of other staff groupings in South Africa, are set out below. The percentages do not include adjustments for promotions.

Mandated increase percentages (effective 1 July)

Grouping	2025	2024
Executive directors and prescribed officers	5.0	6.0
Non-bargaining unit employees	5.0	6.0
Bargaining unit employees	6.5	6.5

The annual remuneration review is effective 1 July each year. Increase percentages for the international entities were country specific and aligned in most instances to local inflation rates, taking into account prevailing economic conditions and market trends.

Increases for bargaining unit employees are in terms of a two-year Industrial Chemicals Sector Substantive Agreement dated 4 July 2024. In year two, 1 July 2025 to 30 June 2026, the monthly basic wage will increase across the board by the greater of average CPI plus 1.0% improvement factor (average CPI will be the average of the Headline CPI for the 12 months May 2024 to April 2025) or

6.5%. The average CPI for the period May 2024 to April 2025 has been confirmed as 3.6%. Therefore, the agreed wage increase for the period 1 July 2025 to 30 June 2026 will be 6.5%, as it is the higher of the two options.

How we create value

Annual increases for all non-bargaining unit employees, including the executive levels, are awarded to individuals with the intention of realising total levels of pay that are not excessive in comparison to the market benchmarks for the role and complexity, are competitive while still managed within the mandate range, while recognising performance and contribution to the business.

Remuneration outcomes of the executive Total Guaranteed Packages (TGP)

Benchmarking

In line with the prior year practice, executive remuneration is benchmarked against the Remchannel National Survey for the general market comparison, while Willis Tower Watson (WTW) conducted a comparator group comparison, extracting data from published reports and presenting a consolidated view of the Omnia executives' remuneration against the TGP, STI and LTI benchmarks. An appropriate comparator group was selected with reference to organisation size (market capitalisation, revenue and headcount) as well as aspects such as business life cycle, geographical location and footprint, risk profile and industry. The group is reviewed for relativity and appropriateness every three years or as required and is aligned with the group applied in the relative TSR measure under the LTI performance conditions.

The policy is to target the 50th percentile with a bell-shaped curve around the median, ranging from new entrants at the lower end to sustained high performers at the higher end of the pay scale. It aims to position scarce skills pay levels relative to local benchmarks such that they are sufficient to attract, retain and motivate these critical skills of the quality required by the board.

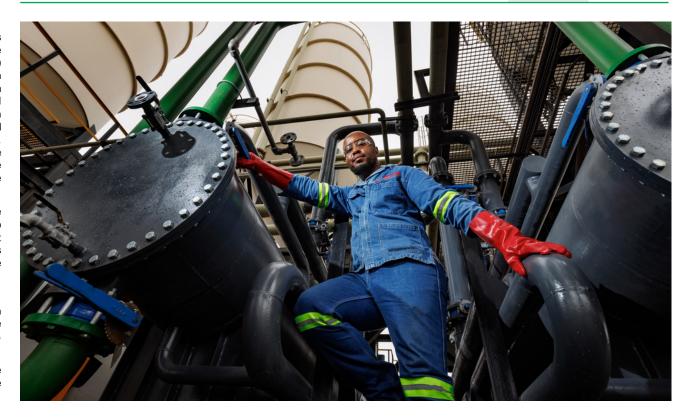
TGP increases awarded

TGP increases awarded to the executives based on performance in FY25 are effective 1 July 2025 and included below. The principle applied was to award lower annual increases than the approved 5% salary increase mandate.

Increases are applied at a TGP level. TGP values will differ to those included in the single figure of remuneration table as the single figure table reflects TGP earned in the financial year.

% increase FY25 FY24

	/0 III01 Cu3C	1123	1167
Executive directors			
Seelan Gobalsamy	4.0	10 452	10 050
Stephan Serfontein	4.0	4 921	4 732
Prescribed officers			
Tiaan Kotzé	4.0	4 921	4 732
Ralf Hennecke	5.0	4 839	4 608



Remuneration report continued

STI performance assessment

Annual bonuses are paid in July 2025 based on achievement levels against the defined performance conditions for the 2025 financial year. The overall achievement levels were calculated and applied to each individual to arrive at the proposed bonus amounts, taking into account Group and divisional accountabilities, maximum potential levels and individual contribution. Stretch targets were achieved translating into an outperformance bonus payable to the CEO. The committee approved an outperformance bonus pool for distribution to the other members of the executive team in recognition of their performance.

STI outcomes

About Omnia

The Group STI outcomes, as assessed by the committee is included below:

		Threshold	Target	Stretch	Ac	hievement	
Measure	Weight	75%	100%	200%	Actual	%	Weighted
Financial	60%						88.2%
HEPS (Rand)	24%	5.53	7.17	8.61	7.32	110.4	26.5%
Net Working Capital to Revenue (%) 1	27%	19	17	15	15	200.0	54.0%
Operating Margin (%)	9%	7	8	9	7.43	85.8	7.7%
Strategic	40%						47.9%
Sustainability	10%						12.7%
B-BBEE scorecard level	2.5%	2	2	1	2	100.0	2.5%
Energy efficiency per tonne	2.5%	0.311	0.246	0.241	0.261	94.2	2.4%
Water efficiency per tonne	2.5%	0.486	0.397	0.389	0.396	112.5	2.8%
Emissions efficiency	2.5%	0.06	0.04	0.035	0.034	200.0	5.0%
People and culture	5%						7.6%
Women in leadership (%)	2.5%	36	37	38	37.87	187.0	4.7%
Talent bench strength (%)	2.5%	60	70	80	71.62	116.2	2.9%
Growth initiatives ²	25%					110.4	27.6%
Before safety modifier	100%						136.1%

		Tolerance levels					
	Weight	90%	100%	105%	Actual	Level attained	Weighted
Safety modifier	RCR 75%	0.313	0.250	0.125	0.200	102.0	76.5%
	FER 25%	1.200	1.000	0.500	0.170	105.0	26.3%
							102.8%
After safety modifier							139.8%

The exceptional performance achieved for net working capital to revenue, together with strong operating cash flow, contributed to excellent free cash flow generation and a robust net cash position of R1,770 million reported at year end. The board in turn declared R6.75 per share or R1,095 million of dividends to shareholders.

STI calculations

TGP x STI% x Achieved = Calculated	d, subject to capping
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STI awarded

R'000	TGP	On-target STI as percentage of TGP	Achieved ¹	Calculated ²	Out performance allocation ³	2025	% of TGP	2024
Executive directors								
Seelan Gobalsamy 4	10 050	130%	139.8%	18 265	-	18 265	182%	15 074
Stephan Serfontein	4 732	100%	139.8%	4 732	1 268	6 000	127%	5 390
Prescribed officers								
Tiaan Kotzé	4 732	100%	139.8%	4 732	868	5 600	118%	5 390
Ralf Hennecke	4 608	75%	145.0%	3 456	2 244	5 700	124%	5 000

Achievement level attained against the Group STI measures from the STI scorecard outcomes is shown after the safety modifier was applied. For Ralf Hennecke, performance is weighted 60% to Group outcomes and 40% to divisional. The weighted achievement is applied in the calculation.

LTI performance assessment

LTI outcomes

The 2022 performance forfeitable share awards granted during FY22, in terms of the Omnia 2020 Share Plan rules, had a three-year performance period that ended 31 March 2025. The committee reviewed and approved an overall achievement level on the performance conditions of 100%. Although there are stretch targets, vesting is limited to 100% of initial award.

The shares vest in full on the satisfaction of the individual employment conditions. The employment period for the CEO ended 31 March 2025, although vesting was only confirmed in June 2025, following approval of the financial results and confirmation of the vesting level by the committee. The employment period for the Finance director and prescribed officers ended 30 June 2025 at which time their shares

The achievement against the performance conditions is detailed below. The financial measures were verified by PwC and the strategic initiatives were assessed by the committee.

		Threshold	Target	Stretch	Α	chievement	
Measure	Weighting	75%	100%	120%	Actual	%	Weighted
Growth in Total Shareholder Return	40%	8%	10%	12%	9.1%	88%	35%
Return on equity (three-year average)	30%	10%	11%	12%	11.4%	108%	32%
Strategic initiatives	30%		See detail	ls below		110%	33%
Total	100%						100%

² Growth initiatives focused on growing the international AgriBio and Mining businesses, capacitating leadership for this growth and optimising the business portfolio.

² Other than the CEO where the incentive is capped at a maximum of 200% of TGP, calculated bonuses are capped at the maximum STI participation level.

³ Overall, achievement against the performance measures was in the stretch range. The committee approved an outperformance bonus pool for distribution to participants based on personal performance, from which an allocation was awarded to individuals in line with policy, capped at 200% of STI participation level, limited to STI overall outcome. The bonus pool was capped and not scaled to the full extent of the outperformance.

While the STI as a percentage of TGP is similar to 2024, the value has increased year on year but only to the extent that TGP has increased. TGP was adjusted in the prior year to remediate the market lag arising from the business coming out of a successful turnaround. Excluding this adjustment, the STI would only be 7% up on the prior year. The 2024 STI value was incorrectly reported as R15,145 million and should have been R15,074 million. This was corrected in the comparatives in this report.

Remuneration report continued

For the 2023 LTI award, quantifiable targets have been set within strategic initiatives with enhancements each year. For the 2022 award, coming out of the turnaround, while stabilising the business, the strategic initiatives centred around driving the strategy across key themes over the three-year measurement period, progress against which is summarised below:

Expansion and diversification:

Expanding Mining International

- Execution of MNK JV in Indonesia and successful ceding of 10 contracts. A further 6 contracts were subsequently won by the JV with profitability growing ahead of plan
- Canada partnership with Consbec executed.
 Electronic and non-electric detonator plants being commissioned to deliver on the strategy of servicing the underground market in Canada and sales of detonators into the US
- Equity agreement executed for a 9.9% stake in Hypex Bio as well as distribution agreement for Canada, furthering commitment to green technologies and global market access for BME
- Electronic detonator plant in Western Australia being commissioned with experienced team in place under new regional GM. Successful AXXISTM product trials, with global rollout underway

Expand Agriculture International

- AgriBio growth realised in Australia, Brazil and export markets in India and SE Asia, including the execution of new large customer and distribution agreements
- Not all opportunities presented were pursued.
 Evaluations were performed and decisions made based on sound capital allocation principles, with careful consideration of strategic alignment, execution, risk and valuation

Optimisation:

Operational excellence

- Leveraged the new operating model to enhance synergies, economies of scale, integrated planning and shared service capabilities
- Improved manufacturing utilisation, efficiency gains and supply chain capabilities grew alternative revenue streams and ensured security of supply to customers
- Commenced optimisation of operating models in the Agriculture Rest of Africa division

Disciplined capital allocation and optimisation

- Robust capital allocation framework developed with its disciplined application applied in rationalising the portfolio to focus on core Agriculture and Mining proposition
- New board-approved Protea strategy to separate business into Trade (integrate into Omnia), Watercare (held for sale) and close (restructure, sell sites) in execution
- Disciplined cost and working capital management
- Strong track record of cash generation and quality earnings - R3.2 billion returned to shareholders between FY23 - FY25

Talent development and retention:

- Maintained a level 2 B-BBEE rating
- Advanced executive development and leadership capability building (EDGE and LEAP programmes, together with the roll out of the Ignite Supervisory Leadership programme)
- Launched revised purpose, values and behaviours that drive how we engage stakeholders and deliver on our strategy. This includes delivery of group-wide initiatives to embed culture and values and drive performance globally through tailor-made programmes and interventions
- Investment in people capabilities and appointment of key strategic roles to support the shift to a growth strategy (following a period of significant restructure and stabilisation). This enabled growth in the core and supported international expansion via partnerships while maintaining competitive advantage in an everchanging business environment
- Implemented the Omnia Broad-based Employee Share Trust benefiting more than 3 000 employees, with the first vesting concluded in FY25 where c. 2 500 beneficiaries realised the value of their trust units (the next tranche vests in September 2025)

ESG performance:

Safety – Zero Harm

- Consistent improvement in the process safety performance measure – Fire, Explosion and Releases (FER), while the occupational safety – Recordable Case Rate (RCR), which was improving over the measurement period, regressed in FY25
- RCR was recorded as 0.21 in FY22, 0.16 in FY23, a record low of 0.05 in FY24 and 0.20 in FY25.
 Management remains committed to the protection of our people and continual improvement in our working environment
- Both the RCR and FER remain within the acceptable industry safety limits

Environment

- Strong ongoing performance against the targets and updated sustainability strategy aligned to the UN (SDGs) to further enhance ESG performance
- · Increased use of used oil in BME emulsions
- Water treatment and recycling plants in Sasolburg and Dryden to improve water recycling rates
- Solar plants rolled out at Sasolburg, Losberg and Dryden, improving renewable energy consumption
- Reduction in carbon emission levels following the optimisation of the abatement systems

R&D:

Agriculture

- Further development and commercialisation of Nutriology® solutions which are developed through digital solutions, cutting-edge laser technology combined with proprietary algorithms for soil and leaf analysis
- Executed distribution partnerships for world class agricultural technology (Carbon Bee and Naïo Technologies)
- Development and trialling of new biological and organic products for global registration, kelp extraction and expansion of humate range

Mining

- Xplolog[™] a BME developed tool for measuring planned values against actual values
- Xplocharge[™] Smart MMU digital system for product charging and delivery optimisation
- AXXIS™ centralised electronic blasting system for underground applications
- BME blasting guide mobile app platform allowing users to calculate blast design outputs and test industry standards
- Executed technology partnership agreements

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Remuneration report continued

LTI awarded - 2025 performance forfeitable share awards

The annual award of performance forfeitable shares to the executives, in terms of the Omnia 2020 Share Plan rules, are reflected in the table below. The awards are based on performance in FY25. The performance conditions are detailed under the remuneration policy. The awards will vest in July 2028 to the extent that the performance conditions are satisfied and the vesting level approved by the committee.

	Number of awards	Value (R′000) ¹	% of TGP
Executive directors			
Seelan Gobalsamy	292 655	20 937	208
Stephan Serfontein	83 870	6 000	127
Prescribed officers			
Tiaan Kotzé	69 891	5 000	106
Ralf Hennecke	69 891	5 000	109

¹ The 20-day V-WAP of R71.54 on the date of approval of the awards was used to calculate the number of shares in terms of the share plan rules.

The LTI plan does not provide for additional share awards when outperformance levels are achieved. The maximum vesting level is 100% of the initial award.

Single total figure of remuneration

Remuneration 2025

The following table sets out the total single figure of remuneration for the executives for FY25.

					20	25				
R'000	Basic salary	Retirement funding		Car allowance	TGP ¹	Other ²	Qualifying dividends ³	STI ⁴	LTI - vested shares ⁵	Total
Executive directors										
Seelan Gobalsamy	9 091	-	319	220	9 630	8	8 892	18 265	-	36 795
Stephan Serfontein	3 701	350	174	352	4 577	8	1 455	6 000	3 227	15 267
	12 792	350	493	572	14 207	16	10 347	24 265	3 227	52 062
Prescribed officers										
Tiaan Kotzé	4 035	350	193	-	4 578	8	2 543	5 600	4 713	17 442
Ralf Hennecke	3 246	583	228	360	4 417	_	1 419	5 700	3 831	15 367
Michelle Nana ⁶	161	29	16	_	206	164	-	-	_	370
	7 442	962	437	360	9 201	172	3 962	11 300	8 544	33 179

¹ TGP is remuneration earned during FY25 and will differ to the values shown under TGP increases awarded. The increases are effective 1 July each year.

- ⁴ STI paid in respect of the FY25 performance period.
- ⁵ Awards that vested during the 2025 financial year, reflected at 20-day V-WAP on vesting date per the rules of the scheme. Shares that were committed to MSR were valued using the 20-day V-WAP at year end. Details of the shares committed to MSR are included in the table of unvested share awards. Awards that vested in June 2025 will be included in FY26, consistent with reporting in prior years.
- ⁶ Resigned with effect 22 April 2024. Leave pay of R160,806 was paid out on termination.

Remuneration 2024

The following table sets out the total single figure of remuneration for the executive for FY24.

					20	24				
R'000	Basic salary	Retirement funding		Car allowance	TGP ¹	Other ²	Qualifying dividends ³	STI ⁴	LTI - vested shares ⁵	Total
Executive directors										
Seelan Gobalsamy	7 789	-	252	220	8 261	8	6 927	15 074 ⁶	56 246	86 516
Stephan Serfontein	3 199	350	158	353	4 060	8	641	5 390	7 229	17 328
	10 988	350	410	573	12 321	16	7 568	20 464	63 475	103 844
Prescribed officers										
Tiaan Kotzé	3 538	350	172	-	4 060	11	1 019	5 390	-	10 480
Ralf Hennecke	2 732	501	204	360	3 800	_	520	5 000	1 948	11 268
Michelle Nana	2 859	350	184		3 393	503	192	_	1 205	5 293
Michael Smith 7	465	-	17	36	518	_	-	-	-	518
	9 594	1 201	577	399	11 771	514	1 731	10 390	3 153	27 559

¹ TGP is remuneration earned during FY24 and will differ to the values shown under TGP increases awarded. The increases are effective 1 July each year.

² Other includes subscription fees, and leave pay and subscription fees for Michelle Nana paid out on termination.

³ Qualifying dividends represent dividends received on unvested shares in terms of the share plan rules.

² Other includes subscription fees and a retention payment paid to Michelle Nana.

³ Qualifying dividends represent dividends received on unvested shares in terms of the share plan rules.

⁴ STI paid in respect of the FY24 performance period.

⁵ Awards that vested during the 2024 financial year, reflected at 20-day V-WAP on vesting date.

⁶ The STI was incorrectly reflected in 2024 remuneration report as R15,145 million when it should have been R15,074 million.

⁷ Resigned with effect 2 May 2023.

Remuneration report continued

Unvested share awards

All movements in LTI awards are included in the table below, together with qualifying dividends earned in the same period.

						OI :	End of		0 111
Unvested share awards	Award date	Award price R	Opening balance	Awarded ¹	Vesting ²	balance	performance period	Expected Vesting Date	
Seelan Gobalsamy									
Performance forfeitable shares	Mar-22	66.00	119 697	-	(119 697)	-	Mar-25	Jun-25	837 879
	Mar-22	66.00	119 697	-	-	119 697	Mar-25	Jun-26	837 879
	Mar-22	66.00	119 698	-	-	119 698	Mar-25	Jun-27	837 886
	Mar-22	66.00	179 546	-	(179 546)	-	Mar-25	Jun-25	1 256 822
	Jul-23	56.90	348 525	-	-	348 525	Mar-26	Jul-26	2 439 675
	Jul-24	54.60	383 171	-	-	383 171	Mar-27	Jul-27	2 682 204
	Jul-25	71.54	-	292 655	-	292 655	Mar-28	Jul-28	_
Total			1 270 334	292 655	(299 243)	1 263 746			8 892 345
Stephan Serfontein									
Performance forfeitable shares	Jul-22	75.30	47 822	-	(47 822)	-	Mar-25	Jun-25	334 754
	Jul-23	56.90	68 493	-	-	68 493	Mar-26	Jul-26	479 451
	Jul-24	54.60	30 503	-	-	30 503	Mar-27	Jul-27	213 521
	Jul-24	54.60	30 503	-	-	30 503	Mar-27	Jul-28	213 521
	Jul-24	54.60	30 503	-	-	30 503	Mar-27	Jul-29	213 521
	Jul-25	71.54	-	83 870	-	83 870	Mar-28	Jul-28	-
Total			207 824	83 870	(47 822)	243 872			1 454 768

Number of restricted shares

¹ Awards related to performance in FY25, with an award date of 1 July 2025.

² Awards linked to a performance period ending 31 March 2025, vesting 30 June 2025. All awards were committed to MSR.

³ Qualifying dividends represent dividends received on unvested shares.

Remuneration report continued

Unvested share awards continued

				N	umber of rest	ricted shares				
nvested share awards		ward date	Award price R	Opening balance	Awarded ¹	Vesting ²	Closing balance	End of performance period	Expected Vesting Date	Qualifying dividends ³
Tiaan Kotzé										
Performance forfeitable shares	Fel	eb-22	60.00	29 167	-	(29 167)	-	Mar-24	Jan-25	204 169
	Fel	eb-22	60.00	29 167	-	-	29 167	Mar-24	Jan-26	204 169
	Fel	eb-22	60.00	41 666	-	(41 666)	-	Mar-24	Jan-25	291 662
	Fel	eb-22	60.00	41 667	-	-	41 667	Mar-25	Jan-26	291 669
	Fel	eb-22	60.00	41 667	_	-	41 667	Mar-26	Jan-27	291 669
	Ju	Jul-22	75.30	19 926	-	(19 926)	-	Mar-25	Jun-25	139 482
	Ju	Jul-23	56.90	68 493	_	_	68 493	Mar-26	Jul-26	479 451
	Ju	Jul-24	54.60	30 503	-	_	30 503	Mar-27	Jul-27	213 521
	Ju	Jul-24	54.60	30 503	_	_	30 503	Mar-27	Jul-28	213 521
	Ju	Jul-24	54.60	30 503	_	_	30 503	Mar-27	Jul-29	213 521
	Ju	Jul-25	71.54	-	69 891	_	69 891	Mar-28	Jul-28	-
Total				363 262	69 891	(90 759)	342 394			2 542 834
Ralf Hennecke										
Performance forfeitable shares	Fel	eb-22	60.00	33 334	-	(33 334)	-	Mar-24	Nov-24	233 338
	Ju	Jul-22	75.30	19 926	-	(19 926)	-	Mar-25	Jun-25	139 482
	Ju	Jul-23	56.90	57 956	-	-	57 956	Mar-26	Jul-26	405 692
	Ju	Jul-24	54.60	30 503	-	-	30 503	Mar-27	Jul-27	213 521
	Ju	Jul-24	54.60	30 503	-	-	30 503	Mar-27	Jul-28	213 521
	Ju	Jul-24	54.60	30 503	-	-	30 503	Mar-27	Jul-29	213 521
	Jι	Jul-25	71.54	_	69 891	_	69 891	Mar-28	Jul-28	_
Total				202 725	69 891	(53 260)	219 356			1 419 075

¹ Awards related to performance in FY25, with an award date of 1 July 2025.

² Awards linked to a performance period ending 31 March 2025, vesting 30 June 2025. All awards were committed to MSR.

³ Qualifying dividends represent dividends received on unvested shares.

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Remuneration report continued

Minimum shareholding requirement (MSR) compliance

Our context

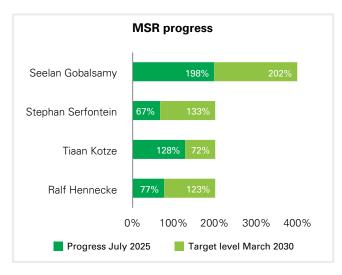
The company's MSR policy has been part of the 2020 Omnia Share Plan. Compliance was measured at the first measurement date of 31 March 2024, where target levels were fully achieved. The policy changes were implemented in November 2024 and the measurement date reset to 31 March 2030.

Progress on shareholding levels attained to date, as reflected below, have been calculated in terms of the policy, based on the market value of committed shares, being the 20-day V-WAP, as a percentage of TGP, on measurement date.

Shares that vested based on the performance period to 31 March 2025, and were formally committed to MSR, were included in the review.

Number of shares committed to MSR	Opening	Committed	Closing
Seelan Gobalsamy	_	299 243	299 243
Stephan Serfontein	-	47 822	47 822
Tiaan Kotzé	_	90 759	90 759
Ralf Hennecke	_	53 260	53 260
Total	_	491 084	491 084

With the move to align measurement dates with the financial year end, participants effectively have five years remaining to ensure compliance with the policy.



How we create value

Non-executive directors fees

Leadership

The non-executive directors' fees paid during the year under review, as approved previously by shareholders, and the total comparative fees are disclosed below. All fees are shown excluding VAT.

R'000	2025	2024
Tina Eboka (Chair)	1 438	1 359
Nick Binedell	477	456
Ronald Bowen	686	654
Sizwe Mncwango	477	456
Wim Plaizier	899	855
Thoko Mokgosi-Mwantembe	720	657
George Cavaleros	1 089	1 020
Ronel van Dijk	686	649
	6 472	6 106



Shareholder analysis

Our context

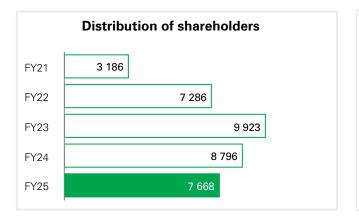
for the year ended 31 March 2025

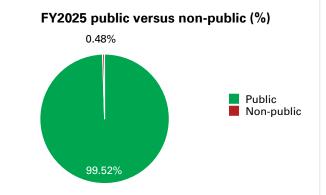
About Omnia

Shareholder type	Number of shareholders	% of total shareholders	Number of shares	% of total shares
Assurance Companies	33	0.43%	3 109 923	1.91%
Close Corporations	34	0.44%	126 195	0.08%
Collective Investment Schemes	311	4.06%	69 161 251	42.56%
Control Accounts	1	0.01%	1	0.00%
Custodians	24	0.31%	1 401 793	0.86%
Foundations & Charitable Funds	30	0.39%	1 436 659	0.88%
Hedge Funds	6	0.08%	1 582 294	0.97%
Insurance Companies	5	0.07%	519 222	0.32%
Investment Partnerships	10	0.13%	54 828	0.03%
Managed Funds	49	0.64%	1 329 977	0.82%
Medical Aid Funds	11	0.14%	514 677	0.32%
Organs of State	12	0.16%	36 794 021	22.64%
Private Companies	131	1.72%	965 573	0.59%
Public Companies	29	0.38%	219 241	0.13%
Public Entities	2	0.03%	242 978	0.15%
Retail Shareholders	6 392	83.35%	12 463 898	7.67%
Retirement Benefit Funds	365	4.76%	18 594 744	11.44%
Scrip Lending	4	0.05%	970 313	0.60%
Share Schemes	1	0.01%	288 558	0.18%
Sovereign Funds	5	0.07%	7 643 691	4.70%
Stockbrokers & Nominees	19	0.25%	1 320 044	0.81%
Trusts	192	2.50%	3 744 748	2.30%
Unclaimed Scrip	2	0.03%	7	0.00%
Total	7 668	100.00%	162 484 636	100.00%

¹ In terms of section 56(3)(a) and (b) and section 56(5)(a)(b) and (c) of the South African Companies Act, 2008 (Act No. 71 of 2008) foreign disclosures have been incorporated into this analysis.

	Number of shareholders	% of total shareholders	Number of shares	% of total shares
Number of shares				
1 – 1 000	5 903	76.98%	837 002	0.52%
1 001 – 10 000	1 062	13.85%	3 494 335	2.15%
10 001 – 100 000	504	6.57%	17 075 583	10.51%
100 001 – 1 000 000	166	2.16%	47 585 072	29.29%
1 000 001 and more	33	0.43%	93 492 644	57.54%
Total	7 668	100.00%	162 484 636	100.00%
Non-public/public				
Non-public	37	0.48%	4 494 951	2.77%
Directors and Prescribed officers (excluding Employee Share Schemes)	35	0.46%	4 147 149	2.55%
Own Holdings (Omnia Group)	1	0.01%	59 244	0.04%
Employee Share Schemes	1	0.01%	288 558	0.18%
Public	7 631	99.52%	157 989 685	97.23%
Total	7 668	100.00%	162 484 636	100.00%

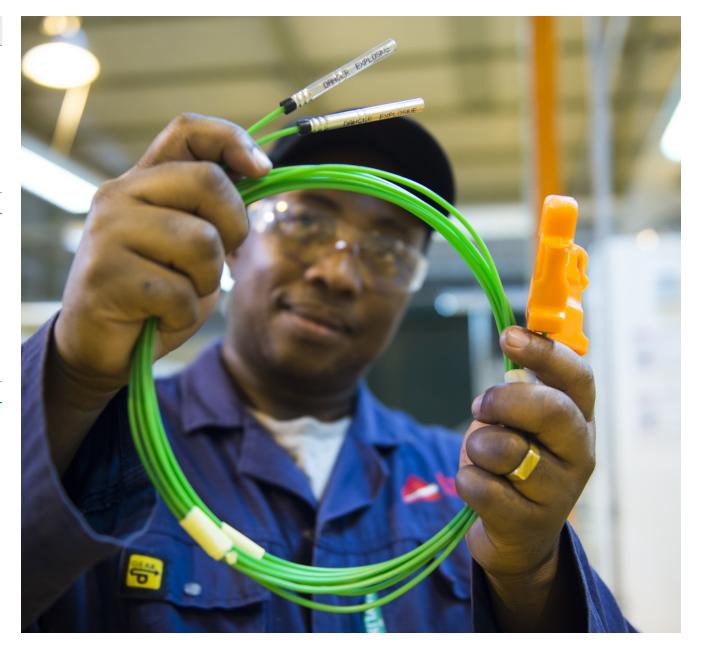




Shareholder analysis continued

for the year ended 31 March 2025

	Number of shares	% of total shares
Fund managers with a holding greater than 3% of the issued shares		
Public Investment Corporation	28 951 902	17.78%
Camissa Asset Management	25 482 546	15.65%
M&G Investments	18 624 547	11.44%
Allan Gray	12 935 431	7.94%
Foord Asset Management	10 136 479	6.23%
Vanguard Investment Management	6 442 924	3.96%
Total	102 573 829	63.00%
Beneficial shareholders with a holding greater than 3% of the issued shares		
Government Employees Pension Fund	35 336 860	21.70%
Allan Gray	8 944 524	5.49%
Foord	8 779 091	5.39%
Camissa Asset Management	7 893 616	4.85%
M&G Investments	6 559 820	4.03%
Vanguard	6 442 924	3.96%
Alexander Forbes Investments	5 632 648	3.46%
Total	79 589 483	48.88%



Terms and acronyms

Our context

About Omnia

AFS	Annual Financial Statements
AGM	Annual general meeting
AgTech	Agriculture technology
Ammonium nitrate	Ammonium nitrate is a salt of ammonia and nitric acid, used mostly in the production of fertilizers and explosives
ARC	Audit and risk committee
AXXIS™	Patented electronic delay detonators
Basic earnings per share	Profit attributable to ordinary shareholders divided by the weighted average number of ordinary shares in issue during the year, excluding shares held by the various share incentive schemes
B-BBEE	Broad-based black economic empowerment is a process by which the South African government is aiming to ensure economic equity among race groups, governed by the Broad-based Black Economic Empowerment Act 53 of 2003
Black	Defined by the Broad-based Black Economic Empowerment Act 53 of 2003 and the Employment Equity Act 55 of 1998 to include Africans, Coloureds and Indians
BlastMap™	BlastMap [™] , is a blast planning, design and analysis software application used in surface and underground mining. The digital tool has simulation and prediction features, for blast planning. Together with the Mining division's Xplolog [™] and AXXIS [™] systems, Blastmap [™] provides planned data overlapped by actual data to make informed decisions and optimise blast outcomes
ВМЕ	BME is a division of Omnia that manufactures and supplies explosives, technical services, mining chemicals and value-add technology to the mining, quarrying and construction industries
CAIA	Chemical & Allied Industries' Association – South African industry body that promotes responsible behaviour, supports education initiatives and facilitates government engagement on behalf of chemicals companies
CDM	Clean development mechanism
CEO	Chief Executive Officer
CO ₂	Carbon dioxide
CO ₂ e	Carbon dioxide equivalent
CoE	Centre of excellence
Companies Act	Companies Act 71 of 2008, which applies to all companies in South Africa
Corporate governance	Framework of rules and practices by which a board of directors ensures accountability, fairness and transparency in a company's relationship with all its stakeholders
CSI	Corporate social investment – an organisation's contribution to social development activities; component of an organisation's greater corporate social responsibility
CSRD	Corporate Sustainability Reporting Directive – a law that requires companies to report on the environmental, social and governance performance of their operations
Current ratio	Current assets divided by current liabilities
D365	Microsoft Dynamics 365 aims to strengthen the governance and control pillars across all segments
Dividend cover	Earnings per share divided by the ordinary dividend per share for the year
EBITDA	Operating profit before finance cost, depreciation and amortisation, net of impairments

Leadership

EBITDA adjusted	Operating profit before finance cost, depreciation and amortisation, net of impairments and other adjustments as per finance covenants
EBITDA finance cost cover	Operating profit before finance cost, tax, depreciation and amortisation divided by finance cost
EDGE Programme	Executive Development for Growth and Excellence programme
Effective tax rate	Tax expense expressed as a percentage of profit before tax
Employment equity	Employment equity applies to all employers and employees and protects employees and job seekers from unfair discrimination and also provides a framework for implementing affirmative action; regulated by Employment Equity Act 55 of 1998
Emulsion	An emulsion is a mixture of two liquids that do not naturally remain mixed together, for example, oil and water. In the emulsion produced by Omnia's Mining segment, these two liquids are kept mixed together by blending them to form tiny droplets of the water-based component with each droplet being covered by a thin skin of oil. The oil and water are kept together by small amounts of a special chemical called an emulsifier. In BME's emulsions, the water-based component contains the nitrates and the oil component comprises mainly used engine oil
Enterprise development	The fostering and promotion of entrepreneurship, typically in the form of small businesses
EnviNOx [®]	A catalyst system that converts the N_2O and NOx gases generated during the production of nitric acid into nitrogen, oxygen and water
Earnings per share	Earnings per share is the portion of a Group's profit allocated to each outstanding share of common stock; indicator of a group's profitability
ERM	Enterprise risk management
ESG	Environmental, social and governance
FER	Fire, explosion and release
FY	Financial year refers to the period from 1 April to 31 March
GDP	Gross Domestic Product
GHG	Greenhouse gas – gas in the atmosphere that absorbs and emits radiation within the thermal infrared range
GJ	Gigajoules – a measurement unit of energy. A trillion joules
GRI	Global Reporting Initiative – a reporting standard generally accepted to be the leading international standard for reporting social, environmental and economic performance
Headline earnings per share	The profit attributable to ordinary shareholders after adjusting for non-headline earnings items, divided by the weighted average number of ordinary shares in issue during the year, excluding shares held by the various share incentive schemes
HDPs	Historically disadvantaged persons
IAR	Integrated Annual Report
IFRS	International Financial Reporting Standards
ISO	International Organization for Standardization
ISO 9001	The internationally recognised standard for a quality management system
ISO 14001	The internationally recognised standard for environmental management systems
ISO 45001	The internationally recognised standard for health and safety at work

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Terms and acronyms continued

JSE	JSE Limited (previously the JSE Securities Exchange and the Johannesburg Stock Exchange) is the largest stock exchange in Africa. It is situated in Sandton, Johannesburg, South Africa
King IV	King IV Report on Corporate Governance for South Africa 2016 – relates to corporate governance and a company's triple bottom line
KPIs	Key performance indicators
LEAP	Leadership Excellence in Action Programme
LTI	Long-time injury
LTIFR	Lost-time injury frequency rate
MD	Managing director
MNK	Multi Nitrotama Kimia (MNK) joint venture (Indonesia)
мми	Mobile manufacturing unit
MOI	Memorandum of incorporation
MOS	Manufacturing and supply chain
MWh	A megawatt (MW) is one million watts, kilowatt-hour (kWh), a thousand watts of power produced or used for one hour, equivalent to 3 600 million joules (MJ)
NAP1	Nitric acid plant 1 at Sasolburg fertilizer factory
Net interest-bearing borrowings	Interest-bearing liabilities net of cash resources
N ₂ O	Nitrous oxide
NOx	Nitrogen oxide
NPK	NPK indicates the nutrient content of fertilizer in terms of nitrogen (N), phosphorus (P) and potassium (K)
Nutriology®	Omnia's Nutriology® model is a science-based approach to growing, which promotes resource efficiency, optimises yields and crop quality, and maximises returns, all while reducing farming risks and minimising environmental impact
NWC	Net working capital
Omnia/the Group	Omnia Holdings Limited and its subsidiaries
Oro Agri	Oro Agri formed part of the Agriculture segment and is an international company involved in the research and development, production, distribution and sales of a unique range of biological products. On 22 June 2020, Omnia announced the receipt of a non-binding indicative offer for the Oro Agri business. Omnia subsequently entered into an agreement with European Crops Products 2 S.A.R.L (ECP) on 19 October 2020 to dispose of our investment in Oro Agri for a consideration of USD146.9 million. The effective date of the disposal is 7 January 2021. The Oro Agri group is consolidated into the Group's results until the effective date and is reported as Agriculture Biological and accounted for as a discontinued operation in the statement of comprehensive income
Preferential procurement	A government affirmative action policy that encourages government departments and agencies to buy goods and services from previously disadvantaged individuals or businesses
Protea Chemicals	Omnia's Chemicals division, Protea Chemicals, is a well-established manufacturer and distributor of specialty, functional and bulk chemicals and polymers

R&D	Research and development
RCR	Recordable case rate is a safety indicator – a recordable case in any incident resulting in occupational illness and/or injury which arises out of or during an employee's normal course of duty and the execution of work-related responsibilities and which, as a result, requires medical treatment excluding diagnostics. Medical treatment is defined as treatment above and beyond first aid, administered by a recognised professional medical practitioner such as a medical doctor, paramedic or nurse. RCR is therefore the number of recordable cases per year or 200 000 working/exposure hours
RDI	Research, development and innovation
Responsible Care®	Omnia is a voluntary signatory to the International Council of Chemical Associations (ICCA) that promotes the chemical industry's unique global initiative for continuous improvement in health, safety and environmental performance, together with open and transparent communication with stakeholders run under the auspices of CAIA
Return on net controlled assets	Operating profit divided by net controlled assets
RNC	Remuneration and nominations committee
RSA	Republic of South Africa
SADC	The Southern African Development Community – a regional economic community comprising 16 member states: Angola, Botswana, Comoros, Democratic Republic of the Congo, Eswatini, Lesotho, Madagascar, Malawi, Mauritius, Mozambique, Namibia, Seychelles, South Africa, Tanzania, Zambia and Zimbabwe
SDG	Sustainable Development Goal
SEC	Social and ethics committee
SENS	Stock Exchange News Service – company announcements such as mergers, take-overs, rights issue, capital issues and cautionary announcements that are published by the JSE
SHEQ	Safety, health, environment and quality
STI	Short-term incentive
TCFD	Task Force on Climate-related Financial Disclosures
The board	Omnia Holdings Limited board of directors
Umongo Petroleum	Umongo Petroleum formed part of the Chemicals segment until its disposal on 31 January 2022
UN	United Nations
Xplocharge™	Xplocharge™ enables business and customers to use the latest digital technology available to optimise and automate the charging process. The Xplocharge™ control panel provides safety and operational advantages for customers and employees. The integration between our software suite of products also decreases charging time per hole and provides an instant view of the volume of explosives that have been discharged, allowing for data accumulation for effective reporting and improved decision making
Xplolog™	Xplolog [™] is a BME developed tool for measuring planned values against actual values. The data helps track accountability for quality, customer billing and inventory forecasting for operational efficiency management

Corporate 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

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