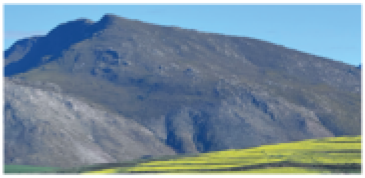
Notice of Annual General Meeting

2026

Innovating to enhance life, together creating a greener future

Contents

For the benefit of our stakeholders, the forthcoming 59th annual general meeting (AGM) of Omnia Holdings Limited, scheduled for Friday 11 September 2026 at 10:00 as per this notice of meeting, will be held virtually as permitted by the JSE Limited, the provisions of the Companies Act, and Omnia's memorandum of incorporation (MOI).



The AGM will be hosted on an interactive electronic platform to facilitate voting and remote participation by shareholders. Further details, including how to submit votes by proxy before the meeting, are contained in the following notice of AGM.

omnia.co.za

Salient ESG features

Fatalities

↔ **Zero**

(FY25: Zero)

Recordable case rate (RCR)

number of recordable cases or injuries relative to 200 000 working/exposure hours

↓ **0.16**

(FY25: 0.20)

Lost-time injury incidents

injuries leading to a person's inability to perform their regular duties for at least one full shift

↓ **7**

(FY25: 11)

Fire, explosion and releases (FER)

↓ **0.08**

(FY25: 0.17)

B-BBEE rating

↔ **Level 2**

(FY25: Level 2)

Global Credit Rating

↔ **long-term: A+ short-term: A1, both with stable outlook**

(FY25: long-term A+, short-term: A1, both with stable outlook)

CO_2 intensity per tonne manufactured[1]

↓ **0.047 tonnes CO_2e**

(FY25: 0.050 tonnes CO_2e)

Energy use efficiency (net)

per tonne manufactured

↓ **0.25 gigajoules**

(FY25: 0.26 gigajoules)

Renewable energy use

solar generation (output)

↑ **24 183 MWh**

(FY25: 20 109 MWh)

Water use efficiency

per tonne manufactured

↔ **0.40 kilolitres**

(FY25: 0.40 kilolitres)

Water recycled or reused

↓ **182 megalitres**

(FY25: 194 megalitres)

Used oil consumed

↑ **31 dry megalitres**

(FY25: 29 dry megalitres)[2]

1 *Carbon emissions intensity has been restated due to a revised Scope 2 methodology using supplier-specific steam factors.*
2 *FY25 used oil consumed has been restated for comparability, with FY26 first year of being independently assured.*

Financial highlights

Revenue

↑ 6%

R24 200 million
(FY25: R22 818 million)

Operating profit

↑ 28%

R2 170 million
(FY25: R1 698 million)

Operating margin

↑ 21%

9.0%
(FY25: 7.4%)

EBITDA[1]

↑ 21%

R2 775 million
(FY25: R2 302 million)

Earnings per share

↑ 24%

861 cents
(FY25: 692 cents)

Headline earnings per share

↑ 21%

849 cents
(FY25: 704 cents)

Total dividend distribution
ordinary dividend of
470 cents
and special dividend
of **280 cents**

(FY25: ordinary dividend 400 cents, special dividend of 275 cents)

Disciplined net working capital management

R3 751 million

(FY25: R3 426 million)

Strong net cash position[2]

R1 678 million

(FY25: R1 770 million)

Net asset value increased

R10 759 million

(FY25: R10 428 million)

[1] *Non-IFRS measure. Excludes impairments of R34 million (FY25: R13 million).*
[2] *Excluding lease liabilities.*

Letter to shareholders

Dear Shareholders

On behalf of the board of directors of Omnia Holdings Limited, it gives me great pleasure to invite you to attend the **59th Annual General Meeting** (AGM) of the company, to be held virtually at **10:00** on Friday, **11 September 2026.**

The AGM provides an important opportunity for shareholders to engage with the board and management, consider the company's performance and governance, and exercise their voting rights on matters presented for approval.

As the meeting will be conducted electronically, I encourage all shareholders to participate through the electronic participation and proxy voting channels detailed in this communication.

The AGM notice package contains the following:

- The Notice of AGM, setting out the business of the meeting and the resolutions proposed for consideration and adoption by shareholders;
- Proxy and voting forms, together with instructions on how to exercise your voting rights; and
- An electronic participation form, to be completed should you, or your duly appointed proxy, wish to attend and participate in the AGM electronically.

Reports available online:

The following documents are available online on the company's website at *www.omnia.co.za* .

- The 2026 Integrated Annual Report.
- The complete set of audited Annual Financial Statements for the year ended 31 March 2026.
- The Social and Ethics Committee Report in the ESG Report 2026 , as required in terms of the Companies Act, 71 of 2008, as amended ("Companies Act").
- The Remuneration Policy and Remuneration Committee Report, including the Implementation Report contained in the Integrated Annual Report 2026, as required by the JSE Listings Requirements and the Companies Act.

The board values the continued support and engagement of our shareholders and looks forward to your participation in the meeting.

Yours sincerely

T Eboka

Chair

21 July 2026

Notice of annual general meeting

Omnia Holdings Limited

(Incorporated in the Republic of South Africa)
Registration number: 1967/003680/06
JSE code: OMN
LEI NUMBER: 529900T6L5CEOP1PNP91
ISIN: ZAE000005153
("Omnia" or "the company" or "the Group")

Notice is hereby given to shareholders of the company that the 59th AGM of Omnia Holdings Limited will be held on Friday, 11 September 2026, at 10:00 or any other adjourned or postponed time as determined in accordance with the provisions of subsection 64(4) or 64(11)(a)(i) of the Companies Act to consider and, if deemed fit, to pass with or without modification, the resolutions set out below.

The AGM will be held virtually, as permitted by the JSE Limited, the provisions of the Companies Act and Omnia's MOI. An interactive electronic platform will be used to facilitate voting and remote participation by shareholders.

The notice of AGM has been sent to shareholders who were recorded as such in the company's securities register on Friday, 10 July 2026, being the record date used to determine which shareholders are entitled to receive notice of the AGM.

The record date on which shareholders must be registered in the securities register in order to attend and vote at the AGM is Friday, 4 September 2026, being the voting record date used to determine which shareholders are entitled to attend and vote at the AGM. The last day to trade in order to be entitled to vote at the AGM will therefore be Tuesday, 1 September 2026.

Identification

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

Important dates to note

Description	2026
Record date for receipt of notice purposes	Friday, 10 July
Integrated Annual Report, ESG Report and Tax Transparency Report released	Tuesday, 21 July
Notice of meeting released to shareholders	Tuesday, 21 July
Last date to trade for voting purposes	Tuesday, 1 September
Record date for voting purposes (record date)	Friday, 4 September
For administration purposes, forms of proxy to be lodged by	Wednesday, 9 September before 10:00
Virtual AGM at 10:00	Friday, 11 September
Results of meeting released on SENS	Friday, 11 September
Interim results announcement	Monday, 9 November

Presentation of the annual financial statements

The audited annual financial statements of the company and the Group, including the independent auditor's report, audit and risk committee and directors' reports for the year ended 31 March 2026, as approved by the board of directors and published on SENS on 8 June 2026, are hereby presented to shareholders as required in terms of section 30(3)(d) and section 61(8) of the Companies Act and have been made available on the website, *www.omnia.co.za*.

Presentation of the social and ethics committee report

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

Ordinary resolutions

1. **Ordinary resolution number 1: Appointment of independent external auditor**

   "Resolved to approve the appointment of the auditor, Deloitte & Touche, as independent auditor with Mr Petrus van Zijl being the designated individual audit partner who will undertake the audit for the upcoming financial year."

   Explanation for and effect of ordinary resolution number 1

   In accordance with paragraph 5.7(h)(iii) of the JSE Listings Requirements, the audit and risk committee has reviewed the credentials and accreditation information relating to Deloitte & Touche and Mr Petrus van Zijl in order to assess their suitability for appointment. The assessment encompassed a review of, *inter alia*, the relevant IRBA inspection reports, transparency reports, proof of registration and qualifications report. The audit and risk committee is comfortable that Deloitte & Touche and Mr Petrus van Zijl are suitable for appointment as the independent and designated auditor respectively of the Group for the ensuing year. Mr Petrus van Zijl will replace Mr Thega Marriday as designated auditor following Mr Marriday's rotation off the audit in accordance with the applicable mandatory audit partner rotation requirements. Accordingly, the committee recommends the appointment.

2. **Ordinary resolution number 2: Re-election of director: Ms T Eboka**

   "Resolved to re-elect Ms T Eboka who retires by tenure in terms of Omnia's MOI."

3. **Ordinary resolution number 3: Re-election of director: Prof N Binedell**

   "Resolved to re-elect Prof N Binedell who retires by tenure in terms of Omnia's MOI."

4. **Ordinary resolution number 4: Re-election of director: Mr W Plaizier**

   "Resolved to re-elect Mr W Plaizier who retires by rotation in terms of Omnia's MOI."

5. **Ordinary resolution number 5: Re-election of director: Ms R van Dijk**

   "Resolved to re-elect Ms R van Dijk who retires by rotation in terms of Omnia's MOI."

Explanation for and effect of ordinary resolution numbers 2 to 5

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

As per the MOI, at the AGM held each year, one-third of the directors (excluding the executive directors), or if their number is not a multiple of 3 (three) then the number nearest to, but not less than one-third, shall retire from office, provided that if, at the date of any AGM, any director will have held office for a period in excess of 3 (three) years since their last election or appointment, they shall retire at such AGM. The directors to retire at each AGM shall be those who have been longest in office since their last election, for which purposes the length of time a director has been in office shall be computed from the date of their last election.

As between directors of equal tenure, the directors to retire shall, in the absence of agreement, be selected from among them by lot. Any director holding office for an aggregate period in excess of nine years since their first election or appointment, shall retire from office at such a general meeting (notwithstanding that they may have retired from office at the previous AGM). To ensure independence, long-tenure non-executive directors must stand for re-election at every AGM. Accordingly, Ms T Eboka and Prof N Binedell will stand for re-election at this year's AGM, due to long tenure (ten years and nine years respectively).

The board has carefully considered the continued tenure of Ms T Eboka and Prof N Binedell and is satisfied that their skills, experience, institutional knowledge and valued contributions continue to enhance the effectiveness of the board. The board further considers both directors to exercise independent judgment and provide objective oversight and constructive challenge in the discharge of their duties. The board is therefore of the view that their continued service is in the best interests of the company and its shareholders and unanimously recommends that shareholders vote in favour of their re-election as non-executive directors of the company.

The remuneration and nominations committee continues to prioritise succession planning for both the board and senior executives, and this remains one of its critical areas of focus. The composition of the board and board sub-committees are thoroughly and regularly reviewed to ensure their effectiveness to maintain bench strength in line with Omnia's strategy and value creation objectives, as well as to align with the Group's diversity targets. The ongoing succession plan within the board is expected to overlap new directors with those reaching the end of their tenure.

All of Omnia's non-executive directors are independent. The remuneration and nominations committee applied the independence recommendations as part of the King IV practices and followed a process to determine this classification, which is aligned with best-practice guidelines.

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

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

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

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

6. Ordinary resolution number 6: Appointment to the audit and risk committee

6.1 Ordinary resolution number 6.1: Appointment of Mr G Cavaleros as a member and chair of the audit and risk committee

"Resolved to confirm the appointment of independent non-executive director Mr G Cavaleros as a member and chair of the audit and risk committee."

6.2 Ordinary resolution number 6.2: Appointment of Mr W Plaizier as a member of the audit and risk committee

"Resolved to confirm the appointment of independent non-executive director Mr W Plaizier as a member of the audit and risk committee, subject to his re-election as a director in terms of ordinary resolution 4."

6.3 Ordinary resolution number 6.3: Appointment of Ms R van Dijk as a member of the audit and risk committee

"Resolved to confirm the appointment of independent non-executive director Ms R van Dijk as a member of the audit and risk committee, subject to her re-election as a director in terms of ordinary resolution 5."

Explanation for and effect of ordinary resolution numbers 6.1 to 6.3

Section 94(2) of the Companies Act requires a public company, at each AGM, to elect an audit committee comprising at least 3 (three) members unless (i) the company is a subsidiary of another company that has an audit committee and (ii) the audit committee of that other company will perform the functions required under section 94 on behalf of the subsidiary company. Section 94(4)(a) of the Companies Act requires, among other things, that each member of the audit committee must be an independent non-executive director of the company. The board of directors has considered and is satisfied that the directors recommended for election as members of the audit and risk committee meet the requirements of section 94(4) of the Companies Act as well as the recommendations of the King IV Code.

7. Ordinary resolution number 7: Appointment to the social and ethics committee

7.1 Ordinary resolution number 7.1: Appointment of Mr W Plaizier as a member and chair of the social and ethics committee

"Resolved to confirm the appointment of independent non-executive director Mr W Plaizier as a member and chair of the social and ethics committee, subject to his re-election as a director in terms of ordinary resolution 4."

7.2 Ordinary resolution number 7.2: Appointment of Ms T Eboka as a member of the social and ethics committee

"Resolved to confirm the appointment of independent non-executive director Ms T Eboka as a member of the social and ethics committee, subject to her re-election as a director in terms of ordinary resolution 2."

7.3 Ordinary resolution number 7.3: Appointment of Mr T Gobalsamy as member of the social and ethics committee

"Resolved to confirm the appointment of executive director Mr T Gobalsamy as a member of the social and ethics committee."

Explanation for and effect of ordinary resolution numbers 7.1 to 7.3

Section 61 of the Companies Act requires a public company, at each AGM, to elect a social and ethics committee comprising at least 3 (three) members unless it has been exempted which exemption will be granted if (i) the company has a formal mechanism that performs the duties of the social and ethics committee; or (ii) it is not reasonably necessary having regard to the nature and extent of the structures and activities of the company and the public interest, to require the company to have a social and ethics committee. No exemption has been applied for. Section 72 (7A) of the Companies Act requires that the social and ethics committee must have a minimum of 3 (three) members, a majority of whom must be non-executive directors. The board of directors has considered and is satisfied that the directors recommended for election as members of the social and ethics committee meet the requirements of section 72 (7A) of the Companies Act as well as the recommendations of King IV.

8. Ordinary resolution number 8: Approval of remuneration policy and remuneration report

8.1. Ordinary resolution number 8.1: Approval of remuneration policy

"Resolved that the company's remuneration policy be and is hereby approved."

Explanation for and effect of ordinary resolution number 8.1

The newly introduced section 30A of the Companies Act requires all public companies to adopt a remuneration policy and submit such policy to shareholders for approval by ordinary resolution at each AGM. Once approved, the remuneration policy will remain valid for a period of 3 (three) years, after which it must be re-approved by shareholders. The policy may be amended before the expiry of the three-year period; however, any material amendments may only take effect once approved by shareholders by ordinary resolution, whether at a general meeting convened for that purpose or at an AGM. The remuneration policy can be accessed in the Integrated Annual Report on pages 85 - 90, which was made available to shareholders on 21 July 2026.

8.2 Ordinary resolution number 8.2: Approval of remuneration report

"Resolved that the company's remuneration report be and is hereby approved."

Explanation for and effect of ordinary resolution number 8.2

The reason for ordinary resolution number 8.2 is that the newly introduced section 30B of the Companies Act requires all public companies to prepare a remuneration report in respect of the previous financial year of the company for presentation and approval at the AGM. The remuneration report can be accessed in the Integrated Annual Report on pages 82 - 99, which was made available to shareholders on 21 July 2026.

9. Ordinary resolution number 9: General authority to repurchase shares

"Resolved that the company and/or any subsidiary of the company ("the Group") be authorised by way of a general authority in terms of sections 4, 46 and 48 of the Companies Act and the JSE Listings Requirements to acquire issued shares of the company ("shares") upon such terms and conditions and in such numbers as the directors of the company may from time to time determine, but subject to the MOI of the Group, the provisions of the Companies Act, and the JSE Listings Requirements where applicable, and provided that:

1. The repurchase of shares will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Group and the counterparty (reported trades are prohibited);
2. This general authority shall be valid until the company's next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this resolution;
3. In determining the price at which the shares are acquired by the Group in terms of this general authority, the maximum premium at which such shares may be acquired will be 10% (ten percent) of the weighted average of the market price at which such shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the acquisition of such shares by the Group;
4. The acquisitions of shares in the aggregate in any one financial year do not exceed 5% (five percent) of the number of issued shares, and the aggregate holding of subsidiaries of the company may not exceed 10% (ten percent) of the number of issued shares;
5. The board of directors, when approving any repurchase authorised by this resolution, has acknowledged that it has applied the solvency and liquidity test as set out in the Companies Act and reasonably concluded that the Group will satisfy the solvency and liquidity test after that repurchase is effected;
6. The Group will not repurchase shares during a prohibited period as defined in the JSE Listings Requirements, unless there is a repurchase programme in place, an independent third party has been instructed in this regard, the dates and quantities of shares to be repurchased during the prohibited period are fixed, and details thereof have been submitted to the JSE in writing prior to commencement of the prohibited period;
7. Where the Group has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of shares, an announcement will be made in accordance with the JSE Listings Requirements, and announcements shall likewise be made for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter; and
8. The Group only appoints one (1) agent to effect any repurchase(s) on its behalf."

Explanation for and effect of ordinary resolution number 9

The reason for and effect of ordinary resolution 9 is to authorise the company and/or any of its subsidiaries by way of the general authority to acquire its own issued shares on such terms, conditions and for such amounts as may be determined from time to time by the directors of the company, subject to the limitations set out in ordinary resolution 9.

The board currently has the intention to repurchase shares in terms of this general repurchase authority, if it is granted, but will continually review Omnia's position, having regard to prevailing circumstances and market conditions, in considering whether to effect any particular repurchase in terms of this ordinary resolution 9.

a. Disclosures required in terms of paragraph 7.91 of the JSE Listings Requirements:

The JSE Listings Requirements require the disclosure of the following information as at the last practicable date:

- The names of Omnia shareholders that, directly or indirectly, are beneficially interested in 5% (five percent) or more of the issued ordinary shares as at 31 March 2026 is set out on pages 80 to 81 in the consolidated audited annual financial statements of Omnia for the year ended 31 March 2026;
- The share capital of the company consists of 500 000 000 authorised shares of no par value, and 162 297 200 issued shares of no par value. Omnia holds 5 826 326 shares in treasury; and
- There have been no material changes in the financial position or trading position of Omnia and its subsidiaries between 31 March 2026, being the end of its last financial period for which annual results have been published, and the date of this notice.

b. Solvency and liquidity

The directors, after considering the effect of the maximum repurchase, being 5% (five percent) of the issued shares of Omnia, are of the opinion, in accordance with section 4 of the Companies Act and as required in terms of paragraph 7.91 (c) of the JSE Listings Requirements, that:

- The company and the Group will be able in the ordinary course of business to pay its debts for a period of 12 (twelve) months after the date of this notice;
- The assets of the company and the Group will be in excess of the liabilities of the company and the Group for a period of 12 (twelve) months after the date of this notice. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Group;
- The share capital and reserves of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice; and
- The working capital of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice.

A resolution has been passed by the directors authorising the repurchase of shares in terms of a general authority, confirming that the company and its subsidiaries have passed the solvency and liquidity test in terms of sections 4 and 48 of the Companies Act and that, since the test was performed, there have been no material changes to the financial position of the Group.

c. Employee share plans and vesting of executive's shares

In respect of awards vesting in terms of the Long-Term Incentive Plan and the Omnia Broad-based Employee Share Trust, the board, in accordance with advice as to best market practice, has resolved that Omnia employees required to sell shares on the vesting of share awards must do so via an agent independent to the executing broker for the share repurchase programme.

d. Responsibility statement

The directors of the company, whose names appear on page 1 of the Integrated Annual Report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this ordinary resolution number 9 and certify that to the best of their knowledge and belief, there are no facts that have been omitted, which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the information provided in connection with this ordinary resolution number 9 constitutes all such information required by the Companies Act and the JSE Listings Requirements.

10. Ordinary resolution number 10: Authorisation to sign documents giving effect to resolutions

It is proposed that any one (1) director or the company secretary of Omnia be and is hereby authorised to do all such things and sign all documents and take all such action as they consider necessary to implement the resolutions set out in the notice convening the AGM.

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

Special resolutions

1. Special resolution number 1: Approval of non-executive directors' fees

1.1 Special resolution number 1.1: Approval of non-executive directors' fees

"Resolved to approve the basis for compensation of non-executive directors as an annual fee and an hourly fee for any additional meetings and/or consulting services rendered, and that the annual fees payable to the non-executive directors from 1 October 2026 until 30 September 2027 be approved as follows:

Activity	Number of meetings	Per annum /hour	Current fee R	Proposed fee[1] R
Main board	6 – 8	per annum	R515 300	R536 000
Main board-related ad hoc meetings	n/a	per hour	R3 700	R3 900
Lead independent director	6 – 8	per annum	R582 600	R606 000
Remuneration and nominations committee	4	per annum	R132 100	R137 400
Remuneration and nominations committee chair	4	per annum	R230 500	R239 800
Social and ethics committee	4	per annum	R132 100	R137 400
Social and ethics committee chair	4	per annum	R230 500	R239 800
Audit and risk committee	5	per annum	R226 600	R235 700
Audit and risk committee chair	5	per annum	R397 500	R413 400

[1] *Proposed fee calculated after applying 4% increase, rounded up to the nearest hundred.*

Annual fees are based on a minimum attendance to meetings, failing which a proportionate deduction will be applicable. An increase of 4% in directors' fees is proposed by the board for the year from 1 October 2026 to 30 September 2027. All fees exclude VAT.

1.2 Special resolution number 1.2: Approval of board chair's fees

"Resolved to approve the board chair's fee[1] at R1 615 700 per annum, exclusive of VAT, for the period from 1 October 2026 to 30 September 2027 (1 October 2025 to 30 September 2026: R1 553 500)."

Explanation for and effect of special resolution numbers 1.1 and 1.2

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

2. Special resolution number 2: Financial assistance to be granted by the company

2.1 Special resolution number 2.1: General approval: financial assistance for subscription of securities in terms of section 44 of the Companies Act

"Resolved that the board of directors may, subject to compliance with the company's MOI and the Companies Act, each as presently constituted and as amended from time to time, authorise the company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any executive or employee who is a participant in an employee share incentive scheme for the purpose of, or in connection with, the subscription of any option, or any securities, issued or to be issued by the company or a present or future-related or inter-related company or for the purchase of any securities of the company or a present or future-related or inter-related company in terms of section 44 of the Companies Act."

This special resolution number 2.1 shall be effective as from the date of the passing of this resolution for the maximum period permitted under the Companies Act.

To note about special resolution number 2.1

We currently do not provide financial assistance of any kind to any executive or employee who is a participant in an employee share incentive scheme for the purposes contemplated in the resolution. However, we would like to have this option available in the event it becomes necessary in terms of our remuneration and retention strategies.

2.2 Special resolution number 2.2: Authorisation, general approval: financial assistance in terms of section 45 of the Companies Act

"Resolved that the board of directors may, subject to compliance with the company's MOI and the Companies Act, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance, by way of a loan, guarantee, the provision of security or otherwise, to any other company or corporation that is or becomes related or inter-related to the company for any purpose or in connection with any matter."

This special resolution number 2.2 shall be effective as from the date of the passing of this resolution for the maximum period permitted under the Companies Act.

Explanation for and effect of special resolution number 2.2

On a regular basis and in the ordinary course of business, the company provides loan financing, guarantees, security and other forms of financial assistance to entities within the Omnia Group and, where appropriate, to other related or inter-related companies and corporations.

The reason for special resolution number 2.2 is to obtain the shareholder approval contemplated in section 45 of the Companies Act in respect of financial assistance transactions that remain subject to that section.

Shareholders are advised that, following the introduction of section 45(2A) of the Companies Act, the provisions of section 45 no longer apply to the giving by a company of financial assistance to, or for the benefit of, its subsidiaries. Accordingly, shareholder approval under section 45 is generally no longer required for loans, guarantees, security or other financial assistance provided by the company to its subsidiaries.

This special resolution is therefore retained to ensure that the board has the necessary shareholder authority to approve financial assistance transactions that continue to fall within the ambit of section 45, including financial assistance to related or inter-related entities that do not qualify for the subsidiary exemption contained in section 45(2A).

The effect of this special resolution is to authorise the board, to the extent required by section 45 of the Companies Act, to provide financial assistance in appropriate circumstances and to facilitate the efficient conduct of the Group's commercial, treasury and financing activities.

Solvency and liquidity statement

The board undertakes that it will not authorise any financial assistance to which section 45 applies unless it is satisfied that the relevant requirements of the Companies Act have been met, including that:

- immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test contemplated in section 4 of the Companies Act; and
- the terms on which the financial assistance is provided are fair and reasonable to the company.

The company will also comply with the notification requirements contained in section 45(5) of the Companies Act in respect of any financial assistance transaction to which section 45 remains applicable.

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

Interpretation of this notice

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

- "Companies Act" means the Companies Act 71 of 2008, as amended
- "CSDP" means a central securities depository participant
- "financial assistance" includes lending money, guaranteeing a loan granted by a third party such as a financial institution or an obligation to a supplier, and securing any debt or obligation
- "JSE Listings Requirements" means the listing requirements of the JSE Limited pursuant to the provisions of the Financial Markets Act (Act No. 19 of 2012), as amended from time to time
- "register" means the company's securities register and the company's register of disclosures of beneficial interest in securities
- "registered shareholder" or "shareholder" in relation to the shares means the holder of those shares whose name is entered in the company's register as such and is entitled to cast the votes attaching to those shares
- "related" or "inter-related" company is a company that is either directly or indirectly controlled by the company or the business of the company or is a subsidiary of the company

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

Attendance and voting

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

Shareholders or their proxies who wish to participate and vote in the virtual AGM through the electronic participation platform, must email a participation application form to *proxy@tmsmeetings.co.za*.

Every shareholder virtually present or by proxy, or if a shareholder is a body corporate, its representative, shall have one vote for every share held or represented by them.

A form of proxy is attached for completion by registered certificated shareholders and dematerialised shareholders with own-name registration who are unable to attend the virtual AGM but wish to be represented thereat.

The form of proxy must be completed in accordance with its instructions and received by the company secretary at the registered office or by the transfer secretaries, JSE Investor Services Proprietary Limited at JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196 or emailed to *meetfax@jseinvestorservices.co.za* before the commencement of the AGM (or any adjournment thereof) or provided to the chair of the meeting before the appointed proxy exercises any shareholder rights at the meeting. It is recommended that such proxy be sent to the company secretary or transfer secretaries by no later than 10:00 on Wednesday, 9 September 2026.

Notice of annual general meeting continued

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

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

Quorum

The quorum requirement for the AGM to begin or for a matter to be considered at the AGM is at least 3 (three) Omnia shareholders present or represented by proxy. As this is a virtual AGM, electronic participation will be deemed as being present. In addition:

- the AGM may not begin until sufficient persons are present or represented by proxy to exercise, in aggregate, at least 25% (twenty five percent) of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM; and
- a matter to be decided at the AGM may not begin to be considered unless sufficient persons are present or represented by proxy to exercise, in aggregate, at least 25% (twenty five percent) of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda.

By order of the board.

DM Dickson
Company secretary

21 July 2026

Abbreviated curricula vitae

Tina Eboka

Independent non-executive director, Chair

Appointed:	Year of birth:	Qualifications:
2016	1959	BSc (Industrial Eng, Textile Eng), MBA

Skills and expertise:	External directorships:
Business strategy development, execution and business turnaround; engineering operations, transformation change management, stakeholder engagement and management.	TymeBank, Tyme Holding and Reunert

Experience:

Ms. Eboka leads and manages the only vertical worsted textile manufacturing business in SA. She was previously the Group managing director of NTP Radioisotopes (SOC), one of four global medical isotopes suppliers based in NECSA. She served as the vice Chair of the OECD-NEA committee of security of supply for medical isotopes for two terms. She served on the Standard Bank Group executive committee and was previously vice-president of CSIR.

Nick Binedell

Independent non-executive director

Appointed:	Year of birth:	Qualifications:
2017	1953	BCom, MBA, PhD

Skills and expertise:	External directorships:
Business management, strategy, governance and finance	None

Experience:

Prof Binedell was the founding Dean of the Gordon Institute of Business Science (GIBS) (1998 – 2015) and has been a board member of two listed companies and a member of a variety of international accreditation bodies for business schools. He lectures and consults in the area of strategic leadership.

Abbreviated curricula vitae continued

Wim Plaizier

Independent non-executive director

Appointed:	Year of birth:	Qualifications:
2019	1961	BSc, MBA, EMCCC
Skills and expertise:		**External directorships:**
Business management, strategy, supply chain operations, chemicals and mining industry, nature conservation and social development		None

Experience:

Mr Plaizier has over 40 years' industry and strategic management consulting experience across the chemicals, energy, agriculture, oil and gas, pulp and paper, and metals and mining sectors. He has significant international experience, with more than 15 years in Africa. Mr Plaizier served as a partner at Kearney for 21 years to 2017, where he was responsible for the Africa region and held multiple other management roles at regional and global levels.

Ronel van Dijk

Independent non-executive director

Appointed:	Year of birth:	Qualifications:
2022	1972	CA(SA)
Skills and expertise:		**External directorships:**
Finance, business management and corporate governance		Adcorp Holdings Limited; Hans Merensky Holdings Proprietary Limited

Experience:

Ms van Dijk's expertise includes finance, risk management and governance. She served as Chief Financial Officer at Spur for most of her 15 year tenure. She currently serves as independent non-executive director at Adcorp and Hans Merensky, where she serves on various board committees, including chairing an audit and risk committee and a social and ethics committee. She previously served as an independent non-executive director and member of the audit committee of Grand Parade Investments Limited, and acted as interim CFO of PPC Limited from 1 November 2019 to 31 March 2021.

Corporate information

Agriculture

Mining

Chemicals

Omnia is a diversified chemicals group that supplies chemicals and specialised services and solutions to the agriculture, mining and chemicals application industries. Using technical innovation combined with intellectual capital, Omnia adds value for customers at every stage of the supply and service chain. With its vision of leaving a Better World, the Group's solutions promote the responsible use of chemicals for health, safety and a lower environmental impact, with an increasing shift toward cleaner technologies.

Omnia's corporate office is based in Johannesburg, South Africa and its main integrated manufacturing complex is in Sasolburg, some 70 kilometres south of Johannesburg. At 31 March 2026, the Group had a physical presence in 23 countries and operations extending into the African continent, including South Africa, with additional focused operations in Australasia, Brazil, Indonesia, North America and China.

Executive directors:
T Gobalsamy (Group CEO)
S Serfontein (FD)

Non-executive directors:

T Eboka (chair)	Prof N Binedell
G Cavaleros	W Plaizier (Dutch)
T Mokgosi-Mwantembe	
R van Dijk	

Company secretary:
D Dickson

Registered office:
Omnia House, Building H
Monte Circle Office Park
178 Montecasino Boulevard,
Fourways, Sandton, 2191

Postal address
PO Box 69888, Bryanston, 2021

Telephone
+ 27 11 709 8888

Email
omniaIR@omnia.co.za

Investor relations contact
omniaIR@omnia.co.za

Anonymous tip-offs
omnia@tip-offs.com

Transfer secretaries
JSE Investor Services South Africa Proprietary Limited

Telephone
+ 27 11 713 0800

Sponsor
Java Capital
6th Floor, 1 Park Lane
Wierda Valley, Sandton, 2196

Telephone
+ 27 (0)83 809 3445

Auditors
Deloitte & Touche
5 Magwa Crescent, Waterfall City, 2090

Telephone
+ 27 11 806 5000

Participation form

Participation at the Omnia Holdings Limited AGM on 11 September 2026

Shareholders or their proxies who wish to participate in the virtual AGM must apply to the company's meeting scrutineers to do so. Application must be made by emailing the form below (application form) to *proxy@tmsmeetings.co.za* or by delivering the form to the offices of the company's meeting scrutineers, The Meeting Specialist Proprietary Limited (TMS), JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196, by no later than 10:00 on Wednesday, 9 September 2026.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own-name" registration, should contact their central securities depository participant (CSDP) or broker in the manner and time stipulated in their agreement with their CSDP or broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

Participants will be able to vote during the virtual AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must provide TMS with the information requested below.

Each shareholder, who has complied with the requirements below and has indicated their desire to attend the virtual AGM will be contacted between Friday, 4 September 2026 and Wednesday, 9 September 2026 via email/ cell phone with a unique link to allow them to participate by means of the electronic participation platform. The participant's unique access credentials will be forwarded to the email/cell number provided below.

Once the participant has received the link, the onus to safeguard this information remains with the participant.

The application will only be deemed successful if this application form has been fully completed and signed by the participant and delivered or emailed to TMS. The cut-off time, for administrative purposes, to participate in the meeting will be 10:00 on Wednesday, 9 September 2026.

Application form

Name and surname of shareholder representative (if applicable):
ID number:
Email address:
Cell number:
Telephone number:
Name of CSDP or broker:
(If shares are held in dematerialised format)
Share certificate account number or broker account number:
Number of shares:

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the AGM.

The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the participant and will be billed separately by the participant's own telephone service provider.

The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Omnia Holdings Limited, TMS and/or its third-party service providers against any loss, injury, damage, penalty, or claim arising in any way from the use or possession of the telecommunication lines/ webcast/ web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that they will have no claim against Omnia Holdings Limited, TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/ web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM.

Shareholder name:
Signature:
Date:

Form of proxy

Omnia Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number 1967/003680/06
Share code: OMN ISIN: ZAE 000005153
LEI number: 529900T6L5CEOP1PNP91
("Omnia" or "the company or "the Group")

For use at the AGM to be held on Friday, 11 September 2026 at 10:00

(To be completed by certificated shareholders and dematerialised shareholders with own-name registration only.)

If shareholders have dematerialised their shares with a CSDP or broker, they must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the AGM or the shareholders concerned must instruct them as to how they wish to vote in this regard.

This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.

I/We	(full name(s) in block letters)
Of	(full address)
Telephone work ( )	Telephone home ( )
Being the registered holder of [ ]	shares of the company, hereby appoint
1	
2	

or the chair of the meeting as my/our proxy to attend, speak and to vote for me/us and on my/our behalf at the AGM of Omnia Holdings Limited to be held at 10:00 on Friday, 11 September 2026 and at every adjournment of that meeting as follows:

Resolution	For	Against	Abstain
Ordinary resolution 1: Appointment of independent external auditor			
Ordinary resolution 2: Re-election of director: Ms T Eboka			
Ordinary resolution 3: Re-election of director: Prof N Binedell			
Ordinary resolution 4: Re-election of director: Mr W Plaizier			
Ordinary resolution 5: Re-election of director: Ms R van Dijk			
Ordinary resolution 6.1: Appointment of Mr G Cavaleros as a member and chair of the audit and risk committee			
Ordinary resolution 6.2: Appointment of Mr W Plaizier as a member of the audit and risk committee			
Ordinary resolution 6.3: Appointment of Ms R van Dijk as a member of the audit and risk committee			
Ordinary resolution 7.1: Appointment of Mr W Plaizier as a member and chair of the social and ethics committee			
Ordinary resolution 7.2: Appointment of Ms T Eboka as a member of the social and ethics committee			
Ordinary resolution 7.3: Appointment of Mr T Gobalsamy as a member of the social and ethics committee			
Ordinary resolution 8.1: Approval of remuneration policy			
Ordinary resolution 8.2: Approval of remuneration report			
Ordinary resolution 9: General authority to repurchase shares			
Ordinary resolution 10: Authorisation to sign documents giving effect to resolutions			
Special resolution 1.1: Approval of non-executive directors' fees			
Special resolution 1.2: Approval of board chair's fees			
Special resolution 2.1: Financial assistance in terms of section 44 of the Companies Act			
Special resolution 2.2: Financial assistance in terms of section 45 of the Companies Act			

(Indicate whichever is applicable. If no direction is given, the proxy holder will be entitled to vote or to abstain from voting as that proxy holder deems fit.)

Dated this	day of	2026
Signature		

Capacity and authorisation (see note 7 overleaf)

Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space(s) provided, with or without deleting the "chair of the meeting". The person whose name stands first on the form of proxy and who is present at the meeting will be entitled to act as proxy to the exclusion of those whose names follow. A shareholder should insert an "X" in the relevant space according to how they wish their votes to be cast.
2. However, if a shareholder wishes to cast a vote in respect of a lesser number of ordinary shares than they own in the company, they should insert the number of ordinary shares held in respect of which they wish to vote. Failure to comply with the above will be deemed as permission to authorise the proxy to vote or to abstain from voting at the meeting as they deem fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder is not obliged to use all their exercisable votes, but the total of the votes cast and abstentions recorded may not exceed the total number of the votes exercisable by the shareholder.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the meeting and speaking and voting to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to so do.
4. The chair of the meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
5. Shareholders who have dematerialised their shares with a CSDP or broker, other than own-name registrations, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the meeting or the shareholders concerned must instruct their CSDP or broker on how they wish to vote in this regard. This must be done in terms of the agreement between the shareholder and the CSDP or broker concerned.
6. Any alteration to this form of proxy, other than the deletion of alternatives, must be signed and not merely initialled, by the signatory/(ies).
7. Documentary evidence establishing the authority of the person signing this form of proxy, in a representative capacity (e.g. on behalf of a company, close corporation, trust, pension fund, deceased estate) must be attached to this form of proxy, unless previously recorded by the company or waived by the chair of the meeting.
8. A minor must be assisted by their parent or guardian, unless the relevant documents establishing their capacity are produced or have been registered by the company.
9. Where there are joint holders of shares, any one holder may sign the form of proxy, and the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the company's securities register, will be accepted.
10. The form of proxy must be completed in accordance with its instructions and received by the company secretary at the registered office or the transfer secretaries, JSE Investor Services Proprietary Limited at One Exchange Square, Gwen Lane, Sandown, Sandton 2196 or via email to *meetfax@jseinvestorservices.co.za* before the commencement of the AGM (or any adjournment thereof) or provided to the chair of the meeting before the appointed proxy exercises any shareholder rights at the meeting. It is recommended that such proxy be returned to the company secretary or transfer secretaries no later than 10:00 on Wednesday, 9 September 2026.

Notes to the form of proxy continued

Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act

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

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

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

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

If the instrument appointing the proxy or proxies has been delivered to the company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the company's MOI to be delivered by the company to the shareholder, must be delivered by the company to

(a) the shareholder, or (b) the proxy or proxies, if the shareholder has (i) directed the company to do so in writing; and (ii) paid any reasonable fee charged by the company for doing so.

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

Electronic communication with shareholders

Omnia Holdings Limited
(Incorporated in the Republic of South Africa)
Registration number 1967/003680/06
JSE code: OMN
LEI NUMBER: 529900T6L5CEOP1PNP91
ISIN: ZAE000005153
("Omnia" or "the company" or "the Group")

Dear Shareholder

ELECTRONIC COMMUNICATION WITH SHAREHOLDERS

In our commitment to environmental, social and governance (ESG) initiatives aimed at sustainability, we advocate for electronic shareholder communication to minimise paper usage and contribute to the preservation of our planet. Electronic communication offers immediacy, cost efficiency and enhanced reliability.

Although most of our shareholders currently receive communications electronically, we lack your full contact details in our records for this purpose.

Kindly furnish our transfer secretaries, JSE Investor Services (Pty) Ltd, with your contact information below, for electronic submission of all future shareholder communications and integrated reports.

Full name:	
Address:	
Identity number:	
Investor account number:	
Email address:	
Cell phone number:	

Please forward your response to: ecomms@jseinvestorservices.co.za.

We confirm that the information provided will only be used for the purposes of shareholder communication and the necessary procedures will be followed to ensure the protection of your personal information in accordance with the POPIA Act.

Yours faithfully

DM Dickson
Company secretary

Guideline to participation

How to access the meeting virtually

1. In order to participate and vote in the meeting virtually, each user must have an internet-enabled device (phone, laptop, desktop) capable of browsing a regular website.
2. Closer to the meeting date or on the day of the meeting, you will receive a registration link to allow you to register to attend the meeting virtually.
3. Once you have completed the registration form and our moderators have approved your registration, you will receive an email invitation to the meeting, containing the meeting ID and password.
4. Click on the link and you will be directed to the meeting platform.
5. An additional unique link will be sent, individually, to each shareholder who has made contact with The Meeting Specialist Proprietary Limited on *proxy@tmsmeetings.co.za* and who has successfully been validated to vote at the meeting.
6. Guests will only be allowed to observe and listen to the proceedings of the meeting.

Navigating the meeting platform

1. Shareholders who would like to pose questions, may click on the Q&A icon at the bottom of your screen, to ask a question.
2. If you have a question on a particular resolution, please type your name, and the resolution number, followed by your question and press enter or send.
3. Alternatively, if you would like to address the meeting directly, please click on the "raise your hand icon". Once the chair has identified you, your microphone will be unmuted, and you will be able to address the meeting.

How to exercise your votes

1. All shareholders or their representatives, who have requested to vote virtually, would have received a link from Digital Cabinet to either their phone number or email address.
2. The voting will be available on all resolutions once the chair opens the meeting.
3. Click on the vote now link and it will direct you to the voting platform.
4. You will notice that the voting platform contains all the resolutions which have been published in the notice of meeting, with your votes automatically defaulted to "Abstain".
5. Please note that once you click submit, your votes cannot be retracted and revoted.
6. You may vote on all the resolutions simultaneously by defaulting all your votes as either "For" or "Against" or keeping it as an "Abstained" vote and then clicking on the submit button at the bottom of the electronic ballot form.
7. You may also indicate your votes individually, per resolution, by selecting the relevant option ("For", "Against" or "Abstain"), on a resolution-by-resolution basis.
8. Once you have voted on all the resolutions, scroll down to the bottom of the page and click submit.
9. You will receive a message on your screen confirming that your votes have been received.
10. Once again, please ensure that you have selected the correct option on a resolution – either "For" or "Against" or "Abstain" – before clicking the submit button.

You will only be able to access the meeting platform and the voting platform 10 minutes prior to commencement of the meeting.

OMNIA

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