



OMNIA HOLDINGS LIMITED

(Incorporated in the Republic of South Africa)

Registration number 1967/003680/06

JSE code OMN

ISIN ZAE000005153

NOTICE TO SHAREHOLDERS IN TERMS OF S45(5)(b) OF THE COMPANIES ACT

The following resolution was approved by shareholders at the 2017 AGM:

"To authorise the directors, in terms of and subject to the provisions of section 45 of the Companies Act to cause the company to provide any financial assistance to any company or corporation, which is related or inter-related to the companies, provided the total amount of such financial assistance granted shall not exceed a maximum of R6.5 billion split as follows: R3.2 billion and US\$250 million (equivalent to R3.4 billion at an average exchange rate of R13.44: US\$1:00).

The board has adopted resolutions approving the granting of financial assistance to related and interrelated companies of R4.5 billion split as follows: R2.5 billion and US\$169 million (equivalent to R2.0 billion at the closing exchange rate of R11.77: US\$1:00) as at 31 March 2018.

The relevant provisions of the Companies Act and the JSE Listing requirements, including the solvency and liquidity test and that the terms under which the financial assistance was proposed to be given were fair and reasonable to Omnia Holdings Limited, were satisfied each time a resolution of the board was adopted for the provision of financial assistance by Omnia Holdings Limited.

By order of the board

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M NANA
COMPANY SECRETARY
31 JULY 2018