



**OMNIA**

LEVERAGING  
**KNOWLEDGE**

CREATING CUSTOMER WEALTH

NOTICE OF ANNUAL  
GENERAL MEETING

OMNIA HOLDINGS LIMITED

**2015**

Omnia Holdings Limited (“Omnia” or “the Group”) is a business that performs in an integrated manner. Our three divisions work together to ensure a responsible, efficient use of resources, and are viewed holistically to create a sustainable Group.

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# DEAR SHAREHOLDER

Our Omnia Group has productively completed another year and we have maintained our consistent financial performance despite the challenging economic and political environments, locally and internationally.

After the successful completion and operation of the nitric acid 2 complex over the last few years, the Group is in a consolidation phase preparing for a number of exciting growth projects. During this phase productivity is being rigorously driven whilst enhancing further aspects of customer services.

This is a notification that the Omnia Holdings Limited annual integrated report for the year ended 31 March 2015 is available on our website at [www.omnia.co.za](http://www.omnia.co.za). In addition, a printed copy will also be available upon request from Celeste Appollis, our company secretary.

For the preparation and integration of this report Omnia has followed the regulations and aim of King III, the Companies Act of 2008 and JSE regulations.

I also have the pleasure of inviting you to the 48th Omnia Holdings Annual General Meeting (AGM), to be held at 10:00 am on Thursday, 17 September 2015 at our office in Bryanston, Johannesburg.

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

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

Warm regards



**NJ Crosse**

Chairman

18 June 2015

# SUMMARY OF AUDITED RESULTS

for year ended 31 March 2015

Revenue up 3.5%

# R16.8 billion

Group revenue rose to R16.8 billion (2014: R16.3 billion) based on an improved performance by the Agriculture division, offset by weaker performances by the Mining and Chemicals divisions due to general slowdowns in both sectors.



Operating profit up

# 4%

Operating profit margin increased to

# 8.8%

Operating margin for the year under review was marginally higher year-on-year.

Operating profit increased to R1 476 million (2014: R1 416 million) setting a new record for the Group.



Agriculture division up at  
**9.0%** (2014: 6.5%)



Mining division down at  
**13.5%** (2014: 15.2%)



Chemicals division down at  
**2.4%** (2014: 3.8%)

The year-on-year comparison for the divisional operating margins in percentage terms were mixed.

Profit before tax (2014: R1 329 million) was flat year-on-year.

# R1 331 million

# Profit for the year down 5.8%

Profit for the year decreased from R992 million to R934 million, due to the higher effective tax rate.

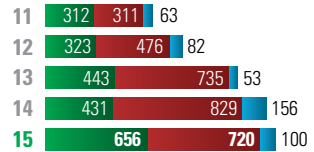


Headline earnings per share

**R14.65**  
PER SHARE

Headline earnings per share increased from R14.28 per share to R14.65 per share.

**DIVISIONAL OPERATING PROFIT (Rm)**



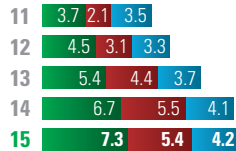
■ Agriculture ■ Mining ■ Chemicals



Debt:equity ratio higher at **12.3%**

The gearing ratio at 12.3% at year-end was higher than the 5.7% recorded at the end of the prior year due to increased working capital requirements for the Agriculture division.

**DIVISIONAL REVENUE (Rbn)**

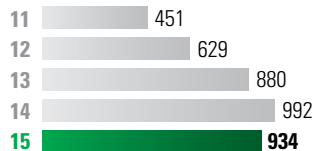


■ Agriculture ■ Mining ■ Chemicals

**Total dividend up 3.2% to 490 cents per share**

A final dividend of 300 cents per share (2014: 290 cents per share) bringing the total dividend for the year to 490 cents per share (2014: 475 cents per share).

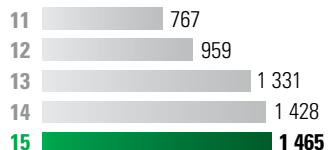
**PROFIT AFTER TAX (Rm)**



**A- CREDIT RATING**

Credit rating affirmed in July 2014 as A- (long term) and A1- (short term), with a positive ratings outlook.

**HEADLINE EARNINGS PER SHARE (Cents)**



# NOTICE OF ANNUAL GENERAL MEETING

for the year ended 31 March 2015

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

Notice is hereby given that the 48th annual general meeting of Omnia Holdings Limited will be held on Thursday, 17 September 2015 at 10:00 am or any other adjourned or postponed time determined in accordance with the provisions of subsections 64(4) or 64(11)(a)(i) of the Companies Act, at Omnia House, Epsom Downs Office Park, 13 Sloane Street, Epsom Downs, Bryanston, South Africa to consider and, if deemed fit, to pass with or without modification, the resolutions set out below.

The notice of the company’s 48th annual general meeting has been sent to shareholders who were recorded as such in the company’s securities register on Friday, 17 July 2015, being the notice date used to determine which shareholders are entitled to receive notice of the annual general meeting.

The record date on which shareholders must be registered in the securities register in order to attend and vote at the 48th annual general meeting is Friday, 11 September 2015, being the voting record date used to determine which shareholders are entitled to attend and vote at the annual general meeting. The last day to trade in order to be entitled to vote at the annual general meeting will, therefore be Friday, 4 September 2015.

## ORDINARY BUSINESS

### 1. Ordinary resolution number 1: The presentation of the annual financial statements

To present the annual financial statements for the year ended 31 March 2015, together with the reports of the directors, audit committee and auditors.

### 2. Ordinary resolution number 2: Re-appointment of auditors and confirmation of their remuneration

To approve the continuation in office of the current auditors, PricewaterhouseCoopers Inc. as independent auditors, with Eric Mackeown being the individual registered auditor who has undertaken the audit for the forthcoming year and to confirm their remuneration for the past year’s audit.

### 3. Ordinary resolution number 3: Re-election of director: Mr SW Mncwango

To re-elect Mr SW Mncwango who retires by rotation in terms of the company’s memorandum of incorporation.

### 4. Ordinary resolution number 4: Re-election of director: Prof SS Loubser

To re-elect Prof SS Loubser who retires by rotation in terms of the company’s memorandum of incorporation.

**5. Ordinary resolution number 5: Re-election of director: Mr FD Butler**

To re-elect Mr FD Butler who retires by rotation in terms of the company's memorandum of incorporation.

**6. Ordinary resolution number 6: Re-election of director: Mr RC Bowen**

To re-elect Mr RC Bowen who retires by rotation in terms of the company's memorandum of incorporation.

All retiring directors are eligible and offer themselves for re-election as directors of Omnia Holdings Limited in accordance with the provisions of the memorandum of incorporation of Omnia Holdings Limited.

**7. Ordinary resolution number 7: Confirmation of appointment of new director: Mr WG Koonin**

To confirm the appointment of Mr WG Koonin as a director, in accordance with the memorandum of incorporation of Omnia Holdings Limited.

Abbreviated curriculum vitae in respect of each director offering himself for re-election or confirmation are listed immediately below this notice.

**8. Ordinary resolution number 8: Appointment of the audit committee**

**8.1. Ordinary resolution number 8.1: Appointment of Ms HH Hickey to the audit committee**

To confirm the appointment of independent non-executive director, Ms HH Hickey to the audit committee.

**8.2. Ordinary resolution number 8.2: Appointment of Ms D Naidoo to the audit committee**

To confirm the appointment of independent non-executive director, Ms D Naidoo to the audit committee.

**8.3. Ordinary resolution number 8.3: Appointment of Mr FD Butler to the audit committee**

Subject to the passing of ordinary resolution 5, to confirm the appointment of independent non-executive director, Mr FD Butler to the audit committee.

Abbreviated curriculum vitae in respect of each director offering themselves for appointment to the audit committee are listed immediately below this notice.

**9. Ordinary resolution number 9: Approval of remuneration policy**

To approve the company's remuneration policy for the year ended March 2015 contained on Omnia's website at [www.omnia.co.za](http://www.omnia.co.za) and pages 88 to 94 of Omnia Holdings Limited Integrated Annual Report dated 18 June 2015, which was distributed to shareholders in July 2015.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

for the year ended 31 March 2015

## *Explanation*

This resolution is required in accordance with the King III recommendation that the company obtain a non-binding advisory vote by the shareholders in the general meeting, on the remuneration policy applicable to all employees and directors of the company, and any of its subsidiaries or divisions.

## **10. Ordinary resolution number 10: General authority to place unissued shares under the control of the directors.**

To renew the authority that all the unissued shares be placed under the control of the directors.

Subject to the provisions of sections 38 and 41 of the Companies Act, the memorandum of incorporation of the company and the JSE Listings Requirements, that the entire authorised, but unissued share capital of the company from time to time, be and is hereby placed under the disposal and under the control of the directors of the company. The directors are hereby authorised to allot, issue and otherwise dispose thereof to such person or persons and on such terms and conditions at their discretion as a general authority until the next annual general meeting, subject to the aggregate number of such shares able to be allotted, issued and otherwise disposed of in terms of this resolution being limited to a maximum of 5% (five percent) of the number of issued share capital and further subject to the provisions of the JSE Listings Requirements.

## **11. Ordinary resolution number 11: Authorisation to sign documents giving effect to resolutions**

That any one director or the secretary of the company be and they are 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 annual general meeting.

All ordinary resolutions shall require 50% of the votes cast by shareholders present or represented by proxy at this annual general meeting, and entitled to vote, in order to pass.

## **SPECIAL BUSINESS**

### **12. Special resolutions numbers 12.1 – 12.2**

#### **12.1. *Special resolution 12.1: Approval of non-executive directors' fees***

To approve the basis for compensation to non-executive directors as a fee per meeting attended and an hourly fee for any additional consulting services rendered, and that the annual fees payable to the non-executive directors from 1 October 2015 until 30 September 2016, and which will be paid quarterly in arrears, be as follows:



<b>Activity</b>	<b>Current Fee R</b>	<b>Proposed Fee R</b>
Main board per meeting attended	36 500	39 000
Main board related consulting services	2 688/hour	2 688/hour
Subsidiary board meetings attended	19 000	20 000
Subsidiary board related consulting services	2 240/hour	2 240/hour
Remuneration committee per meeting attended	19 000	20 000
Social, ethics and risk committee per meeting attended	19 000	20 000
Audit committee per meeting attended	26 500	28 000
Audit committee chairperson per meeting	47 000	50 000
Remuneration committee chairperson per meeting	33 500	35 500
Social, ethics and risk committee chairperson per meeting	33 500	35 500

### **12.2. Special resolution 12.2: Approval of chairman's fees**

To approve that the chairman's fee be increased from R2 809 000 to R 2 949 450 from 1 October 2015 until 30 September 2016.

#### ***Explanation***

The reason for and effect of special resolutions number 12.1 and 12.2 is to grant the company the authority to pay fees or remuneration to its directors for their services as directors in accordance with section 66(9) of the Companies Act. Each of special resolutions number 12.1 and 12.2 will be considered by way of a separate vote and, in order for each such resolution to be adopted, in terms of the JSE Listings Requirements as read with the Companies Act, the support of at least 75% (seventy-five percent) of the total number of the votes cast by shareholders present or represented by proxy at this annual general meeting, and entitled to vote, is required.

The chairman receives a fixed monthly fee irrespective of the amount of time spent on main board, board committees or other company related matters.

The chairman's many years of experience and invaluable extensive knowledge of the Group has led to his in-depth involvement at a number of levels and functionalities, from strategic to tactical issues. The chairman's involvement thus extends far beyond board related matters and the board recognises that he has played a key role in the success that the Group has enjoyed and in building the Group to the strong position it enjoys.

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

for the year ended 31 March 2015

The non-executive members of the board review the chairman's fee on an annual basis for approval at the annual general meeting. In reviewing the annual fee, due cognisance is given not only to comparative public information on the chairman's remuneration, but also to acknowledge the in-depth involvement throughout the Group on other non-board specific related work and his personal contribution to the successful development and growth of the Group.

## **13. Special resolution number 13: Financial assistance to a related or inter-related company**

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 company, provided the total amount of such financial assistance granted shall not exceed a maximum of R5 billion.

### *Explanation*

The reason for and effect of this special resolution number 13 is to grant the directors of the company the authority to cause the company to provide financial assistance to any company or corporation which is related or inter-related to the company. It does not authorise the provision of financial assistance to a director or prescribed officer of the company or financial assistance to any third party. As the financial assistance granted is primarily in the form of guarantees issued by Omnia Holdings Limited to suppliers and bankers for credit and banking facilities granted to subsidiaries of Omnia Holdings Limited, the granting of such financial assistance should have no impact on the financial position of the Group. In order for this special resolution number 2 to be adopted, in terms of the JSE Listings Requirements as read with the Companies Act, the support of at least 75% (seventy-five percent) of the total number of votes cast by shareholders present or represented by proxy at this annual general meeting and entitled to vote, is required.

## **SOLVENCY AND LIQUIDITY STATEMENT**

The directors confirm that the company will not enter into any transaction in terms of ordinary resolution 10 or special resolution 2 unless:

- the company and its subsidiaries ("the Group") will be able to pay its debts as they become due in the ordinary course of business for a period of 12 (twelve) months after the date of the transaction;
- the assets of the company and the Group, valued in accordance with the accounting policies used in the latest Group annual financial statements will exceed the liabilities of the company and the Group for a period of 12 (twelve) months after the date of the transaction;
- 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 the transaction; and
- the working capital of the company and the Group will be adequate for the ordinary business purposes for a period of 12 (twelve) months after the date of the transaction.

## INTERPRETATION OF THIS NOTICE

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

- “beneficial shareholder” means the holder of a beneficial interest in shares of the company who is entitled to cast the votes attaching to those shares, but is not the registered shareholder of those shares;
- “Companies Act” means the Companies Act, 2008 (Act 71 of 2008), as amended;
- “control” shall mean where the company
  - is able, directly or indirectly, to exercise control of the majority of the voting rights associated with the securities of that other company or,
  - has the right to appoint or elect directors of that other company, who control a majority of the votes at a meeting of those directors;
- “CSDP” means the Central Securities Depository Participant;
- “financial assistance” includes lending money, guaranteeing a loan granted by a third party such as a financial institution or an obligation to a supplier, and securing any debt or obligation;
- “JSE Listings Requirements” means the JSE Limited Listings Requirements as amended from time to time and as interpreted and applied by the JSE Limited;
- “register” means the company’s securities register and the company’s register of disclosures of beneficial interest in securities;
- “registered shareholder” or “shareholder” in relation to the shares means the holder of those shares whose name is entered in the company’s register as such and is entitled to cast the votes attaching to those shares; and
- “related” or “inter-related” company is a company which is either directly or indirectly controlled by the company or the business of the company, or is a subsidiary of the company.

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

## VOTING

A member is entitled to attend and to vote at the annual general meeting subject to the provision of suitable identification. A member entitled to attend and vote at the annual general meeting may appoint one or more proxies to attend, speak and to vote in his/her stead. A proxy need not be a member of the company. A form of proxy is enclosed. On a show of hands every shareholder present in person or by proxy and if a member is a body corporate, its representative, shall have one vote. On a poll every shareholder present in person or by proxy

# NOTICE OF ANNUAL GENERAL MEETING CONTINUED

for the year ended 31 March 2015

and if the person is a body corporate, its representative, shall have one vote for every share held or represented by him/her.

A form of proxy is attached for completion by registered certificated shareholders and dematerialised shareholders with own-name registration who are unable to attend the annual general meeting in person, but wish to be represented thereat. Forms of proxy must be completed in accordance with its instructions and received by the company secretary at the registered office or the transfer secretaries at 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000), before the commencement of the annual general meeting (or any adjournment thereof) or handed to the chairman of the meeting before the appointed proxy exercises any shareholder rights at the meeting, provided that should such proxy be returned to the company secretary or transfer secretaries later than 10:00 on Tuesday, 15 September 2015, then before the meeting, a copy of such proxy form will need to be furnished to the chairman of the meeting before the proxy exercises any shareholder rights at the meeting.

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

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

By order of the Board



**CD Appollis**

Group company secretary  
18 June 2015

# ABBREVIATED CVs



## 1: Sizwe Mncwango

**Age:** 49

**Qualifications:** BSc; MSc Civ Eng; MBA

**Title:** Independent non-executive director

**Date appointed to Board:** 29 July 2010

**Board committee membership:** None

**Significant directorships:** None

**Experience:** Served on numerous boards and former CEO of Central Energy Fund (SOC) Limited. Extensive experience in general management, deal structuring and turnaround strategies.

## 2: Prof Stephanus Sebastiaan Loubser

**Age:** 67

**Qualifications:** PhD

**Designation:** Independent non-executive director

**Date appointed to Board:** 30 January 2003

**Board committee memberships:** Remuneration committee (chairperson)

**Significant directorships:** None

**Experience:** Served as head of operational research at Sanlam, general manager marketing of National Productivity Institute and managing director of Nissan Marketing Company. Joined University of Stellenbosch as senior lecturer and later as Professor of Marketing of Graduate School of Business. Consultant in strategy, marketing and business transformation.

## 3: Frank Desmond Butler

**Age:** 62

**Qualifications:** BSc Chem Eng; MBA

**Designation:** Independent non-executive director

**Date appointed to Board:** 27 September 2002

**Board committee memberships:** Social, ethics and risk committee chairman and audit committee

**Significant directorships:** None

**Experience:** Private consultant in risk management and business strategies; chairman of CRM International Group 1980 to 2001.

# ABBREVIATED CV'S

## 4: Ronald Clifford Bowen

**Age:** 63

**Qualifications:** BSc (Hons)

**Designation:** Independent non-executive director

**Date appointed to Board:** 28 September 2011

**Board committee memberships:** None

**Significant directorships:** None

**Experience:** Senior executive for Süd Chemie AG Group, Germany and Ashland Chemicals, USA for 30 years. Served on Boards of Sasol, Industrial Development Corporation (IDC), Central Energy Fund (CEF) and PetroSA as well as several other Boards in South Africa and internationally. Council member of global consultancy group and consultant on specialty chemicals worldwide.

## 5: Wayne Gregory Koonin

**Age:** 45

**Qualifications:** B.Com; B.Acc; Chartered Accountant (SA)

**Designation:** Group finance director

**Date appointed to the Board:** 1 August 2014

**Experience:** Over the past 17 years Wayne has operated at board level as group financial director or chief financial officer gaining extensive international experience working for various international mining companies with listings on the ASX, TSX, LSE, AIM, JSE and NASDAQ exchanges. This provided him with exposure to various international regulatory issues, reporting standards and transactions and to develop a portfolio of experience covering information technology, legal, corporate finance and strategy.

## 6: Hester Helena Hickey

**Age:** 61

**Qualifications:** BCompt (Hons); Chartered Accountant (SA)

**Designation:** Independent non-executive director

**Date appointed to Board:** 13 June 2008

**Board committee memberships:** Audit committee (chairperson)

**Significant directorships:** Cashbuild Limited, African Dawn Capital Limited, Pan African Resources plc, Sentinel Pension Fund

**Experience:** Extensive experience in auditing, internal audit, risk management and governance. Consultant in governance and director training. Serves on board and member of audit committee of several listed and private companies. Performs board evaluations and director training for Institute of Directors (IOD).

## 7: Dhanasagree (Daisy) Naidoo

**Age:** 43

**Qualifications:** BCom; Chartered Accountant (SA); MAcc (Tax)

**Designation:** Independent non-executive director

**Date appointed to Board:** 1 April 2011

**Board committee memberships:** Remuneration committee; audit committee

**Significant directorships:** STRATE Limited, Hudaco Industries Limited, Mr Price Group Limited, Anglo American Platinum Limited, Marriott Unit Trust Management Company Limited, Old Mutual Unit Trust Managers Limited and Old Mutual Alternative Risk Transfer Limited. Trustee of Discovery Health Medical Scheme and South African Securities Investors Protection Fund.

**Experience:** Head of debt structuring unit at Sanlam Capital Markets and appointed to sub-credit committee of Sanlam Investment Cluster. Serves on Boards and member of audit committee of several companies. Provides risk advisory services to Vantage Mezzanine Fund. Member of SAICA and IOD.

# FORM OF PROXY

## Omnia Holdings Limited

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

### For use at the annual general meeting to be held at Bryanston on Thursday, 17 September 2015 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 annual general meeting 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 and surname in block letters)*

Of \_\_\_\_\_  
*(Full address)*

being the registered holder of \_\_\_\_\_ shares in the company hereby appoint:

1. \_\_\_\_\_ or

2. \_\_\_\_\_ or

the chairman of the meeting as my/our proxy to attend, speak and to vote for me/us and on my/our behalf at the annual general meeting of, Omnia Holdings Limited to be held at 10:00 am on Thursday, 17 September 2015 at Omnia House, Epsom Downs Office Park, 13 Sloane Street, Epsom Downs, Bryanston and at every adjournment of that meeting as follows:

# FORM OF PROXY CONTINUED

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Ordinary resolution number 1:</b> To present the annual financial statements for the year ended 31 March 2015			
<b>Ordinary resolution number 2:</b> Re-appointment of the auditors, together with Eric Mackeown being the individual registered auditor, for the ensuing year and approval of their remuneration			
<b>Ordinary resolution number 3:</b> Re-election of director: Mr SW Mncwango			
<b>Ordinary resolution number 4:</b> Re-election of director: Prof SS Loubser			
<b>Ordinary resolution number 5:</b> Re-election of director: Mr FD Butler			
<b>Ordinary resolution number 6:</b> Re-election of director: Mr RC Bowen			
<b>Ordinary resolution number 7:</b> Confirmation of appointment of new director: Mr WG Koonin			
<b>Ordinary resolution number 8.1:</b> Appointment of HH Hickey to the audit committee			
<b>Ordinary resolution number 8.2:</b> Appointment of D Naidoo to the audit committee			
<b>Ordinary resolution number 8.3:</b> Appointment of FD Butler to the audit committee			
<b>Ordinary resolution number 9:</b> Approval of remuneration policy			
<b>Ordinary resolution number 10:</b> General authority to place the unissued shares under the control of the directors			
<b>Ordinary resolution number 11:</b> Authorisation to sign documents giving effect to resolutions			
<b>Special Resolution number 12.1:</b> Approval of non-executive directors' fees			
<b>Special Resolution number 12.2:</b> Approval of chairman's fees			
<b>Special resolution number 13:</b> Financial assistance to related or inter-related company			

*(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 \_\_\_\_\_ 2015.

Signature: \_\_\_\_\_

Capacity and authorisation (see note 7):



# NOTES TO PROXY

1. A member may insert the name of a proxy or the names of two alternate proxies of the member's choice in the space(s) provided, with or without deleting the "chairman 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 member should insert an "X" in the relevant space according to how he wishes his votes to be cast.
2. However, if a member wishes to cast a vote in respect of a lesser number of ordinary shares than he owns in the company, he should insert the number of ordinary shares held in respect of which he wishes to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the meeting as he deems fit in respect of all the members' votes exercisable at the meeting. A member is not obliged to use all the votes exercisable by him, but the total of the votes cast and abstentions recorded may not exceed the total number of the votes exercisable by the member.
3. The completion and lodging of this form of proxy will not preclude the relevant member from attending the meeting and speaking and voting in person to the exclusion of any proxy appointed in terms hereof, should such member wish to so do.
4. The chairman of the meeting may reject or accept any form of proxy which is completed and/or received other than in compliance with these notes.
5. Shareholders who have dematerialised their shares with a CSDP or broker, other than own-name registrations, must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the meeting or the shareholders concerned must instruct their CSDP or broker as to how they wish to vote in this regard. This must be done in terms of the agreement entered into between the shareholder and the CSDP or broker concerned.
6. Any alteration to this form of proxy, other than the deletion of alternatives, must be signed, not initialled, by the signatory/(ies).
7. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity (e.g. on behalf of a company, close corporation, trust, pension fund, deceased estate, etc.) must be attached to this form of proxy, unless previously recorded by the company or waived by the chairman of the meeting.
8. A minor must be assisted by his/her parent or guardian, unless the relevant documents establishing his/her capacity are produced or have been registered by the company.
9. Where there are joint holders of shares any one holder may sign the form of proxy; and the vote of the senior joint holder who tenders a vote, as determined by the order in which the names stand in the company's register of members, will be accepted.
10. Forms of proxy must be completed in accordance with its instructions and received by the company secretary at the registered office or the transfer secretaries at 13th Floor, Rennie's House, 19 Ameshoff Street, Braamfontein before the commencement of the annual general meeting (or any adjournment thereof) or handed to the Chairman of the meeting before the appointed proxy exercises any shareholder rights at the meeting, provided that should such proxy be returned to the company secretary or transfer secretaries later than 10:00 am on Tuesday, 15 September 2015, then before the meeting, a copy of such proxy form will need to be furnished to the Chairman of the meeting before the proxy exercises any shareholder rights at the meeting.

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

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

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

The completion of a form of proxy does not preclude any shareholder from attending the annual general meeting.

# CONTACT INFORMATION

## REGISTERED OFFICE AND POSTAL ADDRESS

**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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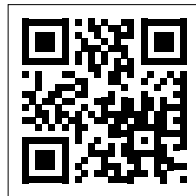
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