



OMNIA



At home in Africa

Integrated Annual Report
for the year ended 31 March
and
Notice of Annual General Meeting
to be held on 30 September

2014

Our integrated annual report 2014

Dear Shareholder

This financial year marks the completion of yet another successful five-year planning cycle for the Group. It is remarkable that the process of planning followed by Omnia has delivered consistent financial performance over the past 20 years, despite prevailing extremely turbulent economic and political environments, locally and internationally. I'm very pleased to be able to say that the 8% compound real growth in earnings target for this five-year plan has been comfortably exceeded, achieving 10,3%. In this five-year period the value of your company has increased from R2,3 billion to R14,3 billion which is reflected in the growth of Omnia's share price.

It is most gratifying to report to you that Omnia had another good year in which we generated a record revenue of R16,3 billion and record profit of R992 million. All three divisions performed better than the previous year after adjusting for the abnormally high long-term incentive plan costs that came through in the final year of the current five-year plan. Our strategy of growing our business outside South Africa is proving successful, with revenue generated outside South Africa having grown from 24% of revenue five years ago to the current level of 35% of revenue.

Inserted in this notification is your copy of the Omnia Holdings integrated annual report for the year ended 31 March 2014, which you can scan through at your leisure, and print out sections that are particularly relevant to you. A full copy of the integrated annual report is on our website www.omnia.co.za and you may also request a traditional printed copy from Celeste Appollis, Omnia's company secretary.

In preparing and disseminating our integrated annual report, Omnia has embraced the regulations and intent of King III, the Companies Act of 2008 and current JSE regulations.

I also have the pleasure of inviting you to the 47th Omnia Holdings Annual General Meeting (AGM), to be held at 10:00 on Tuesday, 30 September 2014 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

19 June 2014

Summary of audited results

for the year ended 31 March 2014

Revenue

Group revenue rose 21,0% to R16,3 billion (2013: R13,4 billion) on the back of volume and sales price increases in the Mining and Agriculture divisions and price increases in the Chemicals division.

Operating profit

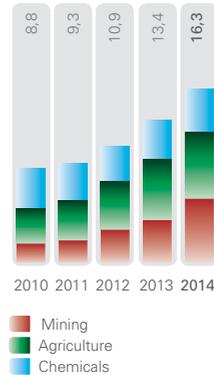
Operating profit increased 15,0% to R1 416 million (2013: R1 231 million) after abnormally high cash-settled Long Term Employee Incentive Plan (LTIP) expenses of R127,9 million (2013: R34,3 million). Adjusting both years for the abnormal portion of the LTIP expenses, underlying operating profit increased 22,4% to R1 495 million (2013: R1 222 million), with all three divisions improving underlying operating profit over the prior year.

The Group finance director's report in the 2014 integrated annual report explains the reasons for, and the basis of, the adjustment for the abnormal portion of the LTIP in both years.

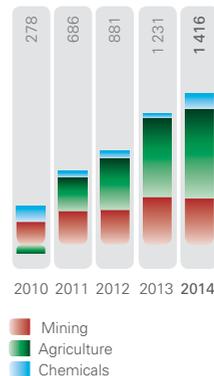
Operating profit margin

The operating profit margin reduced to 8,7% from the prior year's 9,2%. Adjusting for the abnormal portion of the LTIP expenses, underlying operating profit margin was 9,2%, on par with the prior year.

DIVISIONAL REVENUE (Rbn)



DIVISIONAL OPERATING PROFIT (Rm)



Profit for the period

Profit for the year increased 12,7% from R880 million to R992 million. Adjusting both years for the abnormal portion of the LTIP expenses, underlying profit for the year increased 20,2% from R873 million to R1 049 million.

Earnings per share

Basic earnings per share increased 12,3% from 1 332 cents per share to 1 496 cents per share. Headline earnings per share increased by 7,3% from 1 331 cents per share to 1 428 cents per share.

The calculation of basic and headline earnings per share have not been adjusted for the abnormal portion of the LTIP expenses.

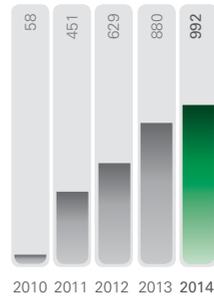
Debt:equity ratio

The debt:equity ratio improved from 11,4% to 5,7%.

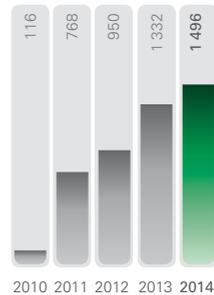
Total dividend up 13% to 475 cents per share

A final dividend of 290 cents per share was declared (2013: 270 cents per share) bringing the total dividend for the year to 475 cents per share (2013: 420 cents per share).

PROFIT AFTER TAX (Rm)



EARNINGS PER SHARE (Cents)



Notice to shareholders of Omnia Holdings Limited

for the year ended 31 March 2014

Notice is hereby given that the 47th annual general meeting of Omnia Holdings Limited will be held on Tuesday, 30 September 2014 at 10:00 or any other adjourned or postponed time determined in accordance with the provisions of subsections 64(4) or 64(11)(a)(i) of the Companies Act, 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 47th annual general meeting has been sent to shareholders who were recorded as such in the company's securities register on Friday, 4 July 2014, 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 47th annual general meeting is Friday, 19 September 2014, 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, 12 September 2014.

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 2014, 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, 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 NJ Crosse

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

4. Ordinary resolution number 4: Re-election of director: Ms HH Hickey

To re-elect Ms HH Hickey who retires by rotation in terms of the company's memorandum of incorporation.

5. Ordinary resolution number 5: Re-election of director: Ms D Naidoo

To re-elect Ms D Naidoo who retires by rotation in terms of the company's memorandum of incorporation.

6. Ordinary resolution number 6: Re-election of director: Mr R Havenstein

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

7. Ordinary resolution number 7: Confirmation of appointment of new director: Ms KP Shongwe

To confirm the appointment of Ms KP Shongwe as a director, in accordance with the memorandum of incorporation of Omnia Holdings Limited.

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.

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

8. Appointment of the audit committee

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

Subject to the passing of ordinary resolution 4, to confirm the appointment of independent non-executive director, HH Hickey, to the audit committee.

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

Subject to the passing of ordinary resolution 5, to confirm the appointment of independent non-executive director, D Naidoo, to the audit committee.

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

To confirm the appointment of independent non-executive director, 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 2014 contained on pages 108 to 112 of the Omnia Holdings Limited integrated annual report dated 19 June 2014, which was distributed to shareholders in July 2014.

Explanation

This resolution is required in accordance with the King III recommendation that the company obtains a non-binding advisory vote by the shareholders in 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

Notice to shareholders of Omnia Holdings Limited continued

for the year ended 31 March 2014

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

Special resolutions numbers 12.1 and 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 2014 until 30 September 2015, and which will be paid quarterly in arrears, be as follows:

Activity	Current fee	Proposed fee
Main board per meeting attended	R32 500	R36 500
Main board related consulting services per hour	R2 400	R2 688
Subsidiary board per meeting attended	R18 000	R19 000
Subsidiary board related consulting services per hour	R2 000	R2 240
Audit committee per meeting attended	R25 500	R26 500
Audit committee chairperson per meeting attended	R44 000	R47 000
Remuneration and Social, ethics and risk committee per meeting attended	R18 000	R19 000
Remuneration and Social, ethics and risk committee chairperson per meeting attended	R31 500	R33 500

12.2 Special resolution 12.2: Approval of chairman's fees

To approve that the chairman's fee be increased from R2 650 000 to R2 809 000 from 1 October 2014 until 30 September 2015.

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.

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 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 R7,5 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 13 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.

Notice to shareholders of Omnia Holdings Limited continued

for the year ended 31 March 2014

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 13 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 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 above mentioned meeting subject to the provision of suitable identification. A member entitled to attend and vote at the above mentioned 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 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, Friday, 26 September 2014, 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 thereat. 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

19 June 2014

Abbreviated CVs

NJ Crosse, FD Butler, HH Hickey, R Havenstein, D Naidoo, KP Shongwe

Name: Neville John Crosse
Age: 61
Qualifications: BSc Chem Eng, MBL
Designation: Non-executive chairman
Date appointed to the Board: 1 January 1990
Board committee memberships: Social, ethics and risk committee and remuneration committee
Significant directorships: Chemical and Allied Industry Association
Experience: Joined Omnia as project engineer in 1977. Appointed managing director of Omnia Fertilizer in 1985 and Group managing director of Omnia Holdings in 1990. In 2001 was appointed non-executive chairman of Omnia Holdings.

Name: Frank Desmond Butler
Age: 61
Qualifications: BSc Chem Eng, MBA
Designation: Independent non-executive director
Date appointed to the 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, having occupied senior positions including the position of chairman of CRM International Group between 1980 and 2001.

Name: Hester Helena Hickey
Age: 60
Qualifications: BCompt Hons, Chartered Accountant (SA)
Designation: Independent non-executive director
Date appointed to the Board: 13 June 2008
Board committee memberships: Audit committee chairperson
Significant directorships: Cashbuild Limited, African Dawn Capital Limited, Pan African Resources plc and Sentinel Pension Fund.
Experience: Extensive experience in all facets of auditing and risk management at Ironside Greenwood Chartered Accountants, BDO Spencer Stewart, Transnet, Ernst & Young and Liberty Life culminating in holding the position until 2007 of Executive Officer: Head of Risk at AngloGold Ashanti.
 Currently serves on the board and is a member of the audit committees of several listed and private companies. Also performs board evaluations and director training for the Institute of Directors. Former chairman of the South African Institute of Chartered Accountants and past director of Metorex Limited and Glenrand MIB Limited.

Name: Dhanasagree (Daisy) Naidoo
Age: 42
Qualifications: BCom, Chartered Accountant (SA), Master in Accounting (Tax)
Designation: Independent non-executive director
Date appointed to the Board: 1 April 2011
Board committee memberships: Remuneration and audit committee
Significant directorships: STRATE (Pty) Limited, Hudaco Industries Limited, Mr Price Group Limited, Anglo 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 Investors Protection Fund.

Experience: Worked at Sanlam Capital Markets for more than nine years where she served, *inter alia*, as the Head of the Debt Structuring Unit and was appointed to the sub-credit committee of the Sanlam Investment Cluster. Currently serves on boards and is a member of the audit committees of several listed and private companies and provides risk advisory services to the Vantage Mezzanine Fund. Also serves as investment and credit committee member of funds. Member of SAICA and the Institute of Directors of South Africa.

Name: Ralph Havenstein
Age: 57
Qualifications: BCom, MSc Chem Eng
Designation: Lead independent non-executive director
Date appointed to the Board: 6 November 2007
Board committee memberships: Social, ethics and risk committee
Significant directorships: Northam Platinum Limited
Experience: Served as a director of Anglo Platinum, Simmer and Jack, Mintek and Sasol and has also served on the councils of both the Chamber of Mines and Chemical & Allied Industries' Association (CAIA).

Abbreviated CVs continued

Name:	Khumo Portia Shongwe
Age:	49
Qualifications:	BSc (MED) Hons (Psych), MSc (Clin Psych), Executive Masters in Consulting and Coaching for Change
Designation:	Independent non-executive director
Date appointed to the Board:	21 June 2013
Board committee memberships:	None
Significant directorships:	National Business Initiative
Experience:	Currently acts as an independent consultant, executive coach, part time faculty member of business schools and is involved in education development. Has over 15 years' high-level HR experience in the mining industry in a wide variety of capacities including transformation, HR strategic planning, BEE and related community empowerment, HR turnaround projects, communications and sustainable development. Was Executive Director: People and Sustainability for Royal Bafokeng Holdings from 2007 to January 2013 and before that the Vice President: Human Capital of Lonmin Plc – South African operations. Previous board appointments include Astrapak, MB Technologies, Fraser Alexander, MTech Industrials, Vodacom, Impala Platinum among others.
	She is a fellow of the Africa Leadership Initiative (ALI).

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 company")

For use at the annual general meeting to be held at Bryanston on Tuesday, 30 September 2014 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 on Tuesday, 30 September 2014 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

Resolution	For	Against	Abstain
Ordinary resolution number 1: To present the annual financial statements for the year ended 31 March 2014			
Ordinary resolution number 2: Re-appointment of the auditors, together with Eric Mackeown being the individual registered auditor, for the ensuing year and approval of their remuneration			
Ordinary resolution number 3: Re-election of director: Mr NJ Crosse			
Ordinary resolution number 4: Re-election of director: Ms HH Hickey			
Ordinary resolution number 5: Re-election of director: Ms D Naidoo			
Ordinary resolution number 6: Re-election of director: Mr R Havenstein			
Ordinary resolution number 7: Confirmation of appointment of new director: Ms KP Shongwe			
Ordinary resolution number 8.1: Appointment of Ms HH Hickey to the audit committee			
Ordinary resolution number 8.2: Appointment of Ms D Naidoo to the audit committee			
Ordinary resolution number 8.3: Appointment of Mr FD Butler to the audit committee			
Ordinary resolution number 9: Approval of remuneration policy			
Ordinary resolution number 10: General authority to place the unissued shares under the control of the directors			
Ordinary resolution number 11: Authorisation to sign documents giving effect to resolutions			
Special resolution number 12.1: Approval of non-executive directors' fees			
Special resolution number 12.2: Approval of chairman's fees			
Special resolution number 13: Financial assistance to related or inter-related company			

(Mark 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 _____ 2014

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 do so.
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 (eg 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.

Notes to proxy continued

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 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, Friday, 26 September 2014, 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.

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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Sponsor

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