



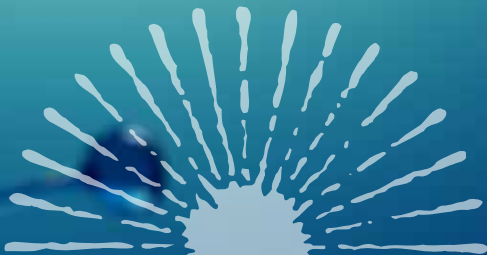
OMNIA

OMNIA HOLDINGS LIMITED

TRUSTED PERFORMANCE
INNOVATIVE SOLUTIONS
BETTER WORLD

2018

NOTICE OF ANNUAL
GENERAL MEETING





OMNIA

SUMMARY OF AUDITED RESULTS



REVENUE
INCREASED BY
7%
TO R17.4 BILLION



OPERATING PROFIT
INCREASED BY
11%
TO R1 156 MILLION



OPERATING MARGIN
INCREASED TO
6.7%
FROM 6.4%



PROFIT AFTER TAX
INCREASED BY
12%
TO R664 MILLION



HEADLINE EARNINGS
PER SHARE
INCREASED BY
12%
TO 991 CENTS



GEARING AT
YEAR-END OF
34%

RECORDABLE CASE
RATE OF

0.47

DOWN FROM 0.54 IN
PRIOR YEAR

ACQUISITION OF
UMONGO PETROLEUM
FOR

R780m

COMPLETED
1 DECEMBER 2017

ACQUISITION OF
ORO AGRI FOR

US\$100M

COMPLETED
30 APRIL 2018

LONG-TERM
FINANCING OF

R800m

FOR PLANT
FINANCING
ARRANGED

COMMENCED
CONSTRUCTION OF

R630m

NITROPHOSPHATE
PLANT AT SASOLBURG

BBBEE RATING

LEVEL 3

FOR FY2017

CONTENTS

In 1980 Omnia listed on the JSE Limited (JSE) and is incorporated and domiciled in the Republic of South Africa. Omnia is a diversified chemicals Group that supplies chemicals, manufactured and technology based products as well as specialised services and solutions for the agriculture, mining and chemical applications industries. Using technical innovation combined with intellectual capital, Omnia, leverages the expertise of 4 817 employees working in 31 countries, to add value for customers at every stage of the sourcing, manufacturing, supply and service chain. With its vision of leaving a **Better World** as a footprint, the Group's solutions promote the responsible use of chemicals for health and safety, always assessing any potential environmental impact and ensuring a shift towards cleaner technologies. The subsidiaries of the Group are also involved in the development, manufacture, distribution and sale of mining explosives and accessories, fertilizers, speciality fertilizers, mining and industrial chemicals.

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DEAR SHAREHOLDER

The highlight of the year was undoubtedly the successful conclusion of the two major acquisitions totalling approximately R2.0 billion. Firstly, the Umongo Petroleum transaction closed on 30 November 2017 and the results for the 4 months from 1 December 2017 to 31 March 2018, were included in the results of the Chemicals division for the year under review. Secondly, the Oro Agri transaction which will form part of the Agriculture division, was announced on 1 March 2018 and closed on 30 April 2018. From 1 May 2018, the results will be consolidated into the FY2019 financial results, boosting revenue and profitability. Both acquisitions meet Omnia's criteria of being excellent high growth potential companies with a "capital light asset right" footprint. This will allow Omnia to grow the Group on an international basis with greater flexibility in terms of geographic reach. This will also further diversify Omnia's revenue and profits outside South Africa into other high growth regions, creating value for shareholders and customers.

Group profit for the year of R664 million was up 12% on the prior year under challenging trading conditions. Despite headwinds in various parts of the business, the performance in the Agriculture division was encouraging, the Chemicals division was flat overall despite the weak South African economy and the Mining division was lower based on margin pressures and a substantial provision for a potential bad debt in Angola.

Agriculture RSA, excluding once offs as set out below, was up 15% largely due to growth in the speciality lines, increased production efficiencies and successful currency hedging strategies.

Agriculture International returned a solid performance for the year with operating profits up 44% on the back of strong growth in Australia and Brazil, coupled with an exceptional performance in Zimbabwe where the change in political leadership and renewed focus on the agriculture sector along with significant inflation, boosted margins in the retail business. Agriculture Trading recovered from a loss in the prior year to a profit in the current year due to an improved business model with better working capital management and focus on trading margin, albeit not at desired levels.

Mining RSA operating profit was up 20% despite the uncertainty in the local mining industry. Mining International was down 32% due to the large write off described below and once off set-up cost incurred for USA and Canada. Excluding these adjustments, the results would be flat year-on-year.

Chemicals RSA was sharply lower by 53%, due to the economic stagnation for the last six months of the financial year leading up to and after the government conference in December 2017, and the impact of the severe storm in the Durban port in October 2017 that created a significant backlog in supply chain activities and congestion in the port facility for a few months thereafter. Chemicals International reported a four-fold increase in profits largely due to the demand for specialised product and service solutions from the offshore oil and gas sector and significantly higher demand for agrochemicals in Zimbabwe, following the change in government's approach to the agriculture sector.

The Group's overall operating profit margin for the year was 6.7%, up from 6.4% in the prior year. Following the adjustment of the once off items in the current year's results, as set out below, that affect the various segments but net off overall, the current year operating profit margin remains unchanged at 6.7%:

- R201 million income in respect of the legal dispute with the main supplier of Phosphoric acid, whose appeal to the South African High Court was dismissed in November 2017. This resulted in the reversal of the R101 million liability previously

held on balance sheet and the write up of R100 million for the fair value of the amount previously classified as a contingent asset and not recognised (Agriculture RSA)

- R64 million expense for the bad debt provision for a single large debtor in Angola with the recoverability of the full amount continuing (Mining International)
- R28 million expense for the costs incurred on the two acquisitions recently completed for the Agriculture and Chemicals divisions
- R37 million expense for the Mining International consisting of R23 million in respect of restructuring and set-up costs for new territories (USA and Canada) and R14 million for the mark to market revaluation for the 35% option held in Advanced Initiating Systems (AIS), the Australian arm of BME
- R43 million expense for the additional environmental rehabilitation provisions in Agriculture RSA
- R30 million expense for the administrative penalty for Agriculture RSA, to settle the long running dispute with the Competition Commission regarding the Nutri-flo matter dating back to 2003

The currency hedge programme successfully protected the business against the strengthening of the currency and the resultant impact on inventory valuation and margins.

Key corporate activity in the financial year was as follows:

- Acquired 100% of LDR Precision Technical Field Services (“LDR”) for R12 million, effective 1 August 2017, now part of the newly established entity called Axioteq
- Completed the acquisition of a 90% interest in Umongo Petroleum for R780 million as announced on 11 May 2017, effective 1 December 2017 with a net cash impact of R566 million. The remainder of the purchase price is contingent on future performance
- Acquired the remaining 35% interest in AIS for A\$4.4 million (R45 million), effective 1 January 2018
- On 1 March 2018, announced the acquisition of 100% interest in the Oro Agri group of companies for US\$100 million, with the transaction completed on 1 May 2018 and US\$54 million of the purchase consideration paid
- Commenced construction of the R630 million Nitrophosphate plant at Sasolburg, to reduce the dependency on Omnia’s single supplier of Phosphoric acid, increase the economic and environmental benefit, and to further increase the Agriculture division’s margin by 1.0% to 1.5% (excluding Oro Agri’s effect on the margin). Completion scheduled by 31 March 2019

Subsequent to year-end, finalised the R800 million (including capitalised interest costs) 6.5 year long term finance facility for the Nitrophosphate plant.

Further progress on the implementation of the Microsoft Dynamics ERP platform (Dynamics AX) that was rolled out in three major business units.

BALANCE SHEET

- Net working capital increased largely due to inclusion of Umongo Petroleum for the first time, assisting customers with longer payment terms and additional strategic inventory on hand. Inventory was also affected by lower fertilizer sales at the end of the financial year due to lack of rainfall in some areas and higher than normal rainfall and changes to mining plans at two major customers in Zambia that affected Mining International’s revenue for the year due to lower mining activity and stock holding at year-end

- R2 542 million net debt at the end of the year, excluding the Oro Agri deal which closed post year-end
- 34% net debt:equity gearing ratio at year-end
- Global Credit Rating issued in August 2017 was A- (Long Term), A1- (Short Term) with a stable outlook

OPERATIONAL

- Level 3 BBEE for FY2017 and the FY2018 rating to be completed shortly
- 6 690 AXXIS™ electronic detonators used by BME in a single world record opencast blast in Zambia

REPORTABLE CASE RATE

Improved to 0.47 (2017: 0.54) and Omnia regrettfully reports the loss of the lives of two colleagues in work related incidents.

DIVIDENDS

- Final dividend declared of 150 cents per share
- Total dividend for the year of 350 cents per share

The Omnia Holdings Limited annual financial statements, SERC report and the remuneration and implementation report for the year ended 31 March 2018 is available on our website at www.omnia.co.za. In addition, printed copies will also be available upon request from our company secretary at info@omnia.co.za. The integrated annual report for the year ended 31 March 2018 will be made available to the shareholders on the website by the latest 13 August 2018.

For the preparation of this report, Omnia has followed the regulations and purpose of the Companies Act, the JSE Listings Requirements and King IV Report on Corporate Governance.

I also have the pleasure of inviting you to the 51st Omnia Holdings Limited Annual General Meeting (AGM), to be held at 10:00 am on Thursday, 20 September 2018 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 notice of AGM that lists proposed resolutions for adoption by shareholders; and
- proxy and voting forms, together with guidelines for your participation should you decide not to attend in person.

Warm regards



RB Humphris
Chairman

31 July 2018

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given to the shareholders of the Company that the 51st Annual General Meeting (AGM) of Omnia Holdings Limited will be held on Thursday, 20 September 2018 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 51st AGM has been sent to shareholders who were recorded as such in the company's securities register on Friday, 20 July 2018, being the notice 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, 14 September 2018, 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, 11 September 2018.

IDENTIFICATION

Section 63(1) of the Companies Act, 71 of 2008, as amended (the "Companies Act") requires that a person wishing to participate in the AGM (including any representative or proxy) must provide satisfactory identification (such as identity documents, driver's licences or passports) before they may attend or participate in the AGM.

ORDINARY BUSINESS

The purpose of the AGM is for the following business to be transacted and to consider and, if deemed fit, to pass the resolutions set out below:

PRESENTATION OF THE ANNUAL FINANCIAL STATEMENTS

The audited financial statements of the Group for the year ended 31 March 2018, including the independent auditor's, audit committee's, SERC and director's reports, for the year ended 31 March 2018 as approved by the board on 26 June 2018, 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.

1. ORDINARY RESOLUTION NUMBER 1: RE-APPOINTMENT OF AUDITORS

To approve the continuation in office of the current auditors, PricewaterhouseCoopers Inc (PwC), as independent auditors, with Ms T Rae being the individual registered auditor, who has undertaken the audit for the forthcoming year.

EXPLANATION FOR AND EFFECT OF ORDINARY RESOLUTION NUMBER 1

In compliance with section 90(1) of the Companies Act, a public company must each year, at its AGM, appoint an external auditor. The audit committee has recommended the re-appointment of PricewaterhouseCoopers Inc. as external auditor of the Group. The effect of passing of this resolution will be to appoint PwC as the company's external auditor until the date of the next AGM.

Auditor independence and quality is important to Omnia and is reviewed annually by the audit committee, as required by the Companies Act. Omnia is aware of and supports the mandatory audit firm rotation, which becomes effective in 2023. In terms of the timing to rotate audit firms, the considerations include:

- the need to fully implement and bed down the two recent acquisitions, Umongo Petroleum and Oro Agri
- the implementation of the new Microsoft Dynamics AX ERP system throughout the Group, the related change management issues and upgrades to the overall control environment
- the changes in composition of the audit committee, including the recent appointment of a new independent non-executive audit committee chairman
- the switch of the internal audit function to an outsource model during FY2018 with the appointment of Deloitte as internal auditors and in the role of chief audit executive

Omnia's current auditors, PwC has been the appointed auditors of Omnia Group for the last 40 years. At this point in time, Omnia needs to balance the requirement for change to enhance auditor independence with the impact of the change of auditor on the Group, to ensure that the reporting risk is mitigated and continuity is not impacted.

Based on the factors as set out above, the board concluded that it is not appropriate to propose a change to the external auditor in the upcoming 2018 AGM. The board and audit committee will re-evaluate the matter to deal with mandatory audit firm rotation and audit tenure concerns in good time for the 2023 deadline, with the best interest of the Group as the overarching criteria. Once Omnia is able to undertake such a change, the board will propose the change at the AGM for approval.

In terms of the rotation of audit partners, in line with the requirements of the Companies Act, 71 of 2008, Omnia follows a five-year rotation cycle of the audit partner. In addition, PwC themselves have their own five-year audit partner rotation policy which has been applied consistently over the years. The current audit partner has extensive experience in auditing companies listed on the JSE and was appointed to lead the Omnia audit from FY2017.

2. ORDINARY RESOLUTION NUMBER 2: RATIFICATION OF THE CONDUCT OF THE BOARD OF DIRECTORS

To regularise the procedure for the rotation and re-election of directors and ratify, as a matter of caution should same be necessary, the conduct of the board of directors and its committees during the period from 2 October 2012, being the date of adoption of the new memorandum of the company (MOI), until the date on which the 51st AGM of the shareholders is held.

EXPLANATION FOR AND EFFECT OF ORDINARY RESOLUTION 2

The board has recently become aware of an inadvertent oversight in terms of the application of clauses 23.2.1 and 23.2.2 of Omnia's MOI which are general blanket rules regarding rotation of directors. Clause 23.2.1 deals with the retirement of directors by rotation and clause 23.2.2 deals with a director who has served on the board for more than nine years.

In those cases in which directors were treated as if they were retiring pursuant to clause 23.2.1 of the MOI rather than clause 23.2.2 but were re-elected, the breach was a technical one, which the board has been advised by its lawyers, did not legally affect such directors' re-election.

This oversight related to the following directors, namely Mr RB Humphris (current director), Mr R Havenstein (current director), Ms HH Hickey (retired director), Dr WT Marais (retired director), Mr NJ Crosse (retired director), Mr NKH Fitz-Gibbon (retired director) and HP Marais (alternate retired director). These directors had served on the board for longer than nine years each, and automatically retired annually pursuant to clause 23.2.2 of Omnia's MOI and were either treated as if they were retiring pursuant to clause 23.2.1 of the MOI every third year and were only put up for re-election in those years but not in the intervening two years; or were treated as if they had retired and were therefore not put up for re-election.

In those instances where directors were required to retire under one or other clause of the MOI and stand for re-election at the AGM, but continued in office as directors, clause 23.4 of the MOI provides that if the place of the retiring director is not filled, that director if willing, continues in office until the end of the next AGM and so on from year to year.

The board has, however, decided in the interest of transparency to request shareholders to ratify any conduct by the directors when instead of acting as *de jure* directors, they were acting as *de facto* directors both at board level and at committee level. This is to avoid any problems regarding resolutions previously passed where the directors could be considered to be acting outside their mandate on the basis of not being properly appointed.

In the interest of the company and shareholders, this resolution proposes to ratify such appointments in order to regularise this issue and rectify any shortcoming in the procedural aspects of the historical voting for directors that did not take place in accordance with the MOI. Furthermore, starting from the 51st AGM to be held on 20 September 2018, the board will ensure that the provisions of the MOI concerning the retirement of directors by rotation are correctly implemented and that the relevant directors who retire either by rotation as per clause 23.2.1. or on an annual basis as required by clause 23.2.2. are put up, where the board considers appropriate, for re-election.

3. ORDINARY RESOLUTION NUMBER 3: RE-ELECTION OF DIRECTOR: MR RB HUMPHRIS

To re-elect Mr RB Humphris who retires by tenure in terms of Omnia's MOI.

4. ORDINARY RESOLUTION NUMBER 4: RE-ELECTION OF DIRECTOR: MR FD BUTLER

To re-elect Mr FD Butler who retires by tenure in terms of Omnia's MOI.

5. ORDINARY RESOLUTION NUMBER 5: RE-ELECTION OF DIRECTOR: MR R HAVENSTEIN

To re-elect Mr R Havenstein who retires by tenure in terms of Omnia's MOI.

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 Omnia's MOI.

7. ORDINARY RESOLUTION NUMBER 7: RE-ELECTION OF DIRECTOR: MS TNM EBOKA

To re-elect Ms TNM Eboka who retires by rotation in terms of Omnia's MOI.

EXPLANATION FOR AND EFFECT FOR ORDINARY RESOLUTIONS 3 TO 7

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.

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

The board has enlisted the services of the Institute of Directors for independent facilitation, in line with best practice, for evaluating the performance and independence, where applicable of the directors standing for re-election, and the board is satisfied with their independence. Following the feedback received and also considering the fact that during the past financial year there were a number of board rotations, the board believes there is an appropriate balance of skills between experienced and newly elected directors. The board supports the re-election of these directors. Their CV's are enclosed and the following additional key criteria that these directors bring to the board were considered:

In-depth knowledge of the nature of the industry in which the Group operates; the complexity of the business; support provided to the new executives and board members; contribution to safety and environmental sustainability; wealth of knowledge of chemicals and chemicals services industries and operations; experience in the fast changing global and competitive environment; and the continuity provided to the organisation which has enabled Omnia to grow over the years.

8. ORDINARY RESOLUTION NUMBER 8: CONFIRMATION OF APPOINTMENT OF NEW DIRECTOR: MS L DE BEER

To confirm the appointment of Ms L de Beer as a director, in accordance with the MOI of Omnia.

9. ORDINARY RESOLUTION NUMBER 9: CONFIRMATION OF APPOINTMENT OF NEW DIRECTOR: MS TM MOKGOSI-MWANTEMBE

To confirm the appointment of Ms TM Mokgosi-Mwantembe as a director, in accordance with the MOI of Omnia.

10. ORDINARY RESOLUTION NUMBER 10: APPOINTMENT TO THE AUDIT COMMITTEE

10.1 ORDINARY RESOLUTION NUMBER 10.1: APPOINTMENT OF MS L DE BEER AS MEMBER AND CHAIRMAN OF THE AUDIT COMMITTEE

Subject to the adoption of resolution 8, to confirm the appointment of independent non-executive director, Ms L de Beer, as member and chairman of the audit committee.

10.2 ORDINARY RESOLUTION NUMBER 10.2: APPOINTMENT OF MR RC BOWEN AS MEMBER OF THE AUDIT COMMITTEE

Subject to the adoption of resolution 6, to confirm the appointment of independent non-executive director, Mr RC Bowen as a member of the audit committee.

10.3 ORDINARY RESOLUTION NUMBER 10.3: APPOINTMENT OF MS TNM EBOKA AS MEMBER OF THE AUDIT COMMITTEE

Subject to the adoption of resolution 7, to confirm the appointment of independent non-executive director, Ms TNM Eboka as a member of the audit committee.

Explanation for and effect for ordinary resolution 10.1 to 10.3

Section 94(2) of the Companies Act requires a public company, at each annual general meeting, to elect an audit committee comprising at least 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 has considered and is satisfied that the directors recommended for election as members of the audit committee meet the requirements of section 94(4) of the Companies Act and King IV.

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

11. NON-BINDING ADVISORY VOTES ON THE REMUNERATION POLICY AND IMPLEMENTATION REPORT OF OMNIA

11.1 ORDINARY RESOLUTION NUMBER 11.1: NON-BINDING ADVISORY VOTE TO SUPPORT THE REMUNERATION POLICY

To confirm support for the Group's remuneration policy by way of a non-binding advisory vote.

11.2 ORDINARY RESOLUTION NUMBER 11.2: NON-BINDING ADVISORY VOTE TO SUPPORT THE IMPLEMENTATION REPORT

To confirm support for the Group's implementation report by way of a non-binding advisory vote.

Explanation for and effect of non-binding advisory votes 11.1 to 11.2

This resolution is required in accordance with the JSE Listings Requirements and the King IV recommendation that the company obtain a non-binding advisory vote by the shareholders in the AGM, on the remuneration policy and the implementation report applicable to all employees and directors of the company, and any of its subsidiaries or divisions. Failure to pass this resolution will not have legal consequences relating to the existing arrangements. However, the board will take the outcome of the vote into consideration when assessing Omnia's remuneration policy and will engage with shareholders with a view of obtaining an understanding for shareholders' concerns with the remuneration policy and/or implementation report. The remuneration policy, remuneration and implementation report dated 31 July 2018, were made available to shareholders on 31 July 2018 on Omnia's website at www.omnia.co.za.

12. ORDINARY RESOLUTION NUMBER 12: GENERAL AUTHORITY TO PLACE UNISSUED SHARES UNDER THE CONTROL OF THE DIRECTORS

To renew the authority for a maximum of 2 000 000 (two million) of the unissued shares to be placed under the control of the directors.

It is proposed, subject to the provisions of sections 38 and 41 of the Companies Act, the MOI of Omnia and the JSE Listings Requirements, that a maximum of 2 000 000 (two million) of the authorised, but unissued share capital of the company, be placed under the control of the directors of the company to allot and issue as and when necessary subject to such terms and conditions as deemed appropriate by the directors in their sole discretion.

EXPLANATION FOR AND EFFECT OF ORDINARY RESOLUTION 12

In terms of this resolution, the directors are authorised to allot, issue and otherwise dispose of unissued shares of the company 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 2 000 000 shares of the issued share capital and further subject to the provisions of the JSE Listings Requirements. The purpose of the above is to facilitate the Group's long-term incentive plans.

13. ORDINARY RESOLUTION NUMBER 13: AUTHORISATION TO SIGN DOCUMENTS GIVING EFFECT TO RESOLUTIONS

That any one 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% of the votes cast by shareholders present or represented by proxy at this AGM, and entitled to vote, in order to pass.

SPECIAL BUSINESS

14. SPECIAL RESOLUTION NUMBERS 1.1 – 1.2

14.1 SPECIAL RESOLUTION 1.1: APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES

To approve the basis for compensation of non-executive directors as an annual fee (previously fee per meeting) and an hourly fee for any additional consulting services rendered, and that the annual fees payable to the non-executive directors from 1 October 2018 until 30 September 2019, will be paid monthly in arrears, be as follows, exclusive of VAT:

Activity	Number of meetings	Current fee R	Proposed fee R
Main board	6 to 8	47 000 per meeting	398 000 annually ²
Main board related ad hoc meetings	n/a	2 688/hour	2 849/hour
Lead independent director	6 to 8	47 000 per meeting	450 000 annually ²
Subsidiary board meetings attended by invitation	n/a	20 000 per meeting	21 200 per meeting
Subsidiary board related ad hoc meetings	n/a	2 240/hour	2 240/hour
Remuneration and nominations committee	4	24 000 per meeting	102 000 annually ²
Remuneration and nominations committee chairman	4	42 000 per meeting	178 000 annually ²
Social, ethics and risk committee	3	24 000 per meeting	79 000 annually ²
Social, ethics and risk committee chairman	3	42 000 per meeting	138 000 annually ²
Audit committee	5	33 000 per meeting	175 000 annually ^{1, 2}
Audit committee chairman	5	58 000 per meeting	307 000 annually ^{1, 2}

¹ An additional meeting is being instituted to prepare for the release of the annual results.

² Annual fees are based on a minimum attendance to meetings failing which a proportionate deduction will be applicable.

14.2 SPECIAL RESOLUTION 1.2: APPROVAL OF CHAIRMAN'S FEES

To approve the chairman's fee at R1 800 000, exclusive of VAT, for the period from 1 October 2018 until 30 September 2019.

Explanation for and effect of special resolution number 1.1 to 1.2

The reason for and effect of special resolution numbers 1.1 and 1.2 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 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 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 AGM, and entitled to vote, is required.

The structure of the chairman's fee was different in the past as it was a fixed fee of R2 949 450 for the period 1 October 2017 to 30 September 2018, irrespective of ad hoc services. The chairman's fees of R1 800 000 (exclusive of VAT), includes attendance of committee meetings, as applicable. The fee is also based on a minimum attendance to meetings failing which a proportionate deduction will be applicable. The fee now excludes ad hoc services, which will be remunerated on an hourly-basis.

The non-executive members of the board review the Chairman's fee on an annual basis for approval at the AGM. In reviewing the Chairman's fee, due cognisance will be given not only to comparative public information on the Chairman's remuneration, but also to acknowledge his in-depth involvement of the Group and industry and his personal contribution to the successful development and growth of the Group.

15. SPECIAL RESOLUTION 2: FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED PARTIES**SPECIAL RESOLUTION 2.1**

To authorise the directors, in terms of and subject to the provisions of section 44 of the Companies Act, to cause the company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any person for the purpose of, or in connection with, the subscription of any debt 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 debt securities of the company or a present or future-related or inter-related company in terms of section 44 of the Companies Act.

SPECIAL RESOLUTION 2.2

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 direct or indirect financial assistance to any company or corporation or future company or corporation which is related or inter-related to the company, provided the total amount of such financial assistance granted after the date of this resolution, does not exceed, in aggregate, where such financial assistance is granted in Rands a maximum of R3.2 billion and where such financial assistance is granted in United States dollars a maximum of US\$250 million.

EXPLANATION FOR AND EFFECT OF SPECIAL RESOLUTIONS NUMBER 2.1 AND 2.2

On a regular basis, and in the ordinary course of business, the company provides loan financing, guarantees and other support to the related and controlled entities within the Group.

The reason for special resolutions 2.1 and 2.2 is to obtain approval from the shareholders to enable the company to provide financial assistance in accordance with the provision of sections 44 and 45 of the Companies Act. The effect of these special resolutions is to grant the directors of the company the authority until the 52nd AGM of the company in 2019, to authorise and provide financial assistance in appropriate circumstances.

The board undertakes that it will not adopt a resolution that authorises such financial assistance unless the requirements of sections 44(3)(b) and 45(3)(b) of the Companies Act are satisfied, inter alia, that immediately after providing the financial assistance, the company would satisfy the solvency and liquidity test set out in section 4 of the Companies Act; and that the terms under which the financial assistance is proposed to be given are fair and reasonable to the Company.

In order for special resolutions 2.1 and 2.2 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 AGM and entitled to vote, is required.

The financial assistance granted is primarily in the form of parent company guarantees issued by Omnia Holdings Limited to suppliers and bankers for credit and banking facilities granted to subsidiaries of Omnia Holdings Limited.

In the event of special resolution 2.2 not having the requisite support, the directors will not hold the authority to grant support to operational divisions in the ordinary course of business, nor to source credit from suppliers as may be required under certain market conditions. Further, procurement decisions and the timing of these decisions may be negatively impacted.

SOLVENCY AND LIQUIDITY STATEMENT

Subject to compliance with the JSE Listings Requirements, the directors confirm that the company will not enter into a transaction in terms of special resolution 2 unless they are satisfied that:

- Omnia will be able to pay its debts as they become due in the ordinary course of business for a period of 12 months after the date on which the test is considered; and
- the assets of the Group, as fairly valued, will equal or exceed the liabilities of the Group, as fairly valued, immediately after providing the financial assistance.

16. 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” means 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;
- “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 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.

17. VOTING

A member is entitled to attend and to vote at the AGM subject to the provision of suitable identification. A member entitled to attend and vote at the AGM may appoint one or more proxies to attend, speak and to vote in his/ her stead. A proxy need not be a shareholder 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 AGM in person 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 at 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein (PO Box 4844, Johannesburg, 2000), before the commencement of the AGM (or any adjournment thereof) or handed to the chairman 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 am on Tuesday, 18 September 2018.

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 AGM 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 AGM and obtain the necessary authorisation from their CSDP or broker to attend the AGM or provide their CSDP, or broker with their voting instructions should they not be able to attend the AGM 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 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 in person.

By order of the board

A handwritten signature in black ink, appearing to be 'M Nana', enclosed within a large, hand-drawn oval shape.

M Nana

Group company secretary

31 July 2018

ABBREVIATED CVs



1 Rod Humphris (61)

Qualifications: *BSc (Chem Eng); BCom*

Designation: Non-executive chairman

Date of appointment: 11 March 1999 – executive managing director to board
30 September 2010 – Social, ethics and risk committee
1 June 2017 – Remuneration and nominations committee

Date of resignation: 31 May 2017 as managing director

Board committee memberships: Social, ethics and risk committee, remuneration and nominations committee

Significant other directorships: Chairman of Chemical and Allied Industries' Association (CAIA)

Number of non-significant directorships: None

Skills and expertise: Business management, strategy, engineering, financial, chemical industry, risk management

Experience: After an initial period in the gold mining industry, Rod joined Omnia as project engineer in 1982. After occupying various positions within Omnia Group, he was appointed as the managing director of Omnia Fertilizer in 1995 and Group managing director of Omnia Holdings Limited in 1999. Appointed as non-executive chairman of the Group on 1 June 2017. He previously served as the chairman of the Fertilizer Society of South Africa from 2000 to 2004. Currently serves as the chairman of the Chemical & Allied Industry Association of South Africa, for which no additional remuneration is received as he acts as the Omnia Group's representative.

Rod is responsible for ensuring the integrity and effectiveness of governance practices by the board. He leads the board and is responsible for representing the board to shareholders. His particular areas of responsibility include strategic planning, maintaining relationships with principals, government and key customers, transformation, corporate relations, top-level contact with regulatory bodies, providing guidance on acquisitions and guiding senior management on key strategic, tactical and operational issues. His foresight, commitment, thorough knowledge of the Group and its markets and in-depth involvement in a large number of non-board specific key issues is recognised as critical factors in the successful development and growth of the Group to its current position. He also provides support

to the new executive team and brings continuity to business strategy especially relating towards the recent acquisitions.

Rod is not considered to be independent as stipulated by the recommendations of King IV due to his personal shareholding in Omnia Holding Limited and that the appointment occurred less than three years after his tenure ended. Whilst the appointment is not aligned to best practice, the board believed his experience and knowledge of the chemicals industry and the Group, is critical to the chairmanship and in helping the board setting the strategic direction of the Group. The board is satisfied that the non-independence of the chairman is properly addressed by the composition of the board and particularly by the appointment of the lead independent non-executive director.

2 Frank Desmond Butler (65)

Qualifications: *BSc (Chem Eng); MBA*

Designation: Independent non-executive director

Date of appointment: 27 September 2002 – Board

30 September 2010 – Social, ethics and risk committee

Board committee memberships: Social, ethics and risk committee chairman

Significant directorships: None

Skills and expertise: Risk management, strategy, chemical industry

Experience: Frank is a private consultant in risk management and business strategies, previously a professional engineer, fellow of IRMSA, he has occupied senior positions, including chairman of CRM International from 1980 to 2001.

3 Ralph Havenstein (60)

Qualifications: *BCom; MSc (Chem Eng)*

Designation: Lead independent non-executive director

Date of appointment: 6 November 2007 – Board

30 March 2011 – Social, ethics and risk committee

24 February 2017 – Remuneration and nominations committee

Board committee memberships: Social, ethics and risk committee, remuneration and nominations committee chairman

Significant directorships: Northam Platinum Limited, Murray & Roberts Holdings Limited

Number of non-significant directorships: 6

Skills and expertise: Engineering, governance, risk management, strategy, chemicals and mining industry

Experience: Previously served as director of Anglo Platinum, Simmer and Jack, Mintek and Sasol and on councils of Chamber of Mines and Chemical and Allied Industries' Association (CAIA).

4 Ronald Clifford Bowen (66)

Qualifications: *BSc (Hons)*

Designation: Independent non-executive director

Date of appointment: 28 September 2011 – Board

13 April 2017 – Audit committee

Board committee membership: Audit committee

Significant directorships: None

Skills and expertise: Business management, strategy, global and local governance, chemicals industry, finance

Experience: Former senior executive managing speciality chemical businesses on five continents for Süd-Chemie AG, Germany for 30 years. He also worked for Ashland Chemicals Inc. of the United States. He has served on several boards, both locally and internationally, as managing director, executive director and chairman with joint-venture shareholders such as Sasol Limited, the Industrial

Development Corporation, Central Energy Fund (CEF) Limited and PetroSA. He is a council member of a large global marketing consultancy.

5 Tina Eboka (59)

Qualifications: *BSc (Industrial Eng, Textile Eng); MBA*

Designation: Independent non-executive director

Date of appointment: 25 February 2016 – Board
14 March 2018 – Audit committee

Board committee membership: Audit committee

Significant directorships: NTP Radiosotopes (SOC) Limited

Number of non-significant directorships: 2

Skills and expertise: Business management, strategy, engineering, corporate and social affairs, finance

Experience: Tina is currently Group managing director of NTP Radiosotopes (SOC) Limited, the commercial subsidiary of NECSA. She is the current vice chair of the OECD -NEA committee of medical radiosotopes. Her work experience in private and public sectors includes banking, science/technology research, retail and manufacturing sectors. She is a recognised business turnaround specialist who has served as executive director of Standard Bank responsible for setting up group corporate affairs, was previously vice president at CSIR; a senior manager in textiles and stakeholder management at Woolworths and as head of engineering in a manufacturing firm in the USA. Tina has served on other listed boards previously.

6 Linda de Beer (49)

Qualifications: *Chartered Director SA, Chartered Accountant SA, MCom Tax (Pretoria), Professor (UJ)*

Designation: Independent non-executive director

Date of appointment: 30 November 2017 – Board
30 November 2017 – Audit committee
9 May 2018 – Remuneration and nominations committee

Board committee membership: Audit committee chairman, Remuneration and nominations committee

Significant directorships: Aspen Finance, Royal Bafokeng Platinum, Susfin Holdings, Sasfin Bank

Number of non-significant directorships: None

Skills and expertise: Finance, governance

Experience: Linda is a reporting and corporate governance advisor. She also serves as chair of the JSE's Financial Reporting Investigations Panel, member of the King Committee on Corporate Governance in South Africa (served on the King IV Task Team) and JSE's Issuers' Regulatory Advisory Committee.

7 Thoko Mokgosi-Mwantembe (57)

Qualifications: *BSc; MSc (Medicinal Chemistry); Teaching Diploma*

Designation: Independent non-executive director

Date appointed to board: 1 June 2018

Board committee membership: None

Significant directorships: Vodacom Group, Royal Bafokeng Platinum, Old Mutual

Number of non-significant directorships: 4

Skills and expertise: Business management, chemistry, information systems, strategy

Experience: Thoko holds a BSc and Teaching Diploma from Swaziland and a master's degree in Medicinal Chemistry from Loughborough University in the UK. She serves as an independent non-executive director on the boards of a number of JSE listed companies. In 2005 she was named finalist for IT Personality, winner of Top ICT Individual and winner of Top ICT Businesswoman in Africa. In 2007, she was named the Businesswoman of the year in the Corporate Category.

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, 20 SEPTEMBER 2018 AT 10:00 AM.

(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 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 AGM of, Omnia Holdings Limited to be held at 10:00 am on Thursday, 20 September 2018 at Omnia House, Epsom Downs Office Park, 13 Sloane Street, Epsom Downs, Bryanston and at every adjournment of that meeting as follows:

Resolution	For	Against	Abstain
Ordinary resolution number 1: Re-appointment of the auditors, together with MS T Rae being the individual registered auditor, for the ensuing year			
Ordinary resolution number 2: Ratification of conduct by board of directors			
Ordinary resolution number 3: Re-election of director: Mr RB Humphris			
Ordinary resolution number 4: Re-election of director: Mr FD Butler			
Ordinary resolution number 5: Re-election of director: Mr R Havenstein			
Ordinary resolution number 6: Re-election of director: Mr RC Bowen			

FORM OF PROXY CONTINUED

Resolution	For	Against	Abstain
Ordinary resolution number 7: Re-election of director: Ms TNM Eboka			
Ordinary resolution number 8: Confirmation of appointment of new director: Ms L de Beer			
Ordinary resolution number 9: Confirmation of appointment of new director: Ms TM Mokgosi-Mwantembe			
Ordinary resolution number 10.1: Appointment of Ms L de Beer as member and chairman of the audit committee			
Ordinary resolution number 10.2: Appointment of Mr RC Bowen as member of the audit committee			
Ordinary resolution number 10.3: Appointment of Ms TNM Eboka as member of the audit committee			
Ordinary resolution number 11.1: Non-binding advisory vote to support the remuneration policy			
Ordinary resolution number 11.2: Non-binding advisory vote to support the implementation report			
Ordinary resolution number 12: General authority to place the unissued shares under the control of the directors			
Ordinary resolution number 13: Authorisation to sign documents giving effect to resolutions			
Special resolution number 1.1: Approval of non-executive directors' fees			
Special resolution number 1.2: Approval of chairman's fees			
Special resolution number 2.1: Financial assistance in terms of section 44 of the Companies Act			
Special resolution number 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 _____ 2018.

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/she wishes his/her 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/she owns in the company, he/she should insert the number of ordinary shares held in respect of which he/she wishes 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 he/she 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/her, 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 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, 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. 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 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. It is recommended that such proxy be returned to the company secretary or transfer secretaries no later than 10:00 am on Tuesday, 18 September 2018.

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

2nd Floor, Omnia House, Epsom Downs
Office Park, 13 Sloane Street, Epsom
Downs, Bryanston, 2021. PO Box 69888,
Bryanston, 2021
Telephone: +27 11 709 8888
Email: info@omnia.co.za

TRANSFER SECRETARIES

Link Market Services South Africa Proprietary Limited

13th Floor, Rennie House, 19 Ameshoff
Street, Braamfontein, 2017
Telephone +27 86 154 6572

SPONSOR

Merchantec Capital

2nd Floor, North Block, Hyde Park Office
Tower, corner 6th Road and Jan Smuts
Avenue, Hyde Park, 2196
Telephone +27 11 325 6363

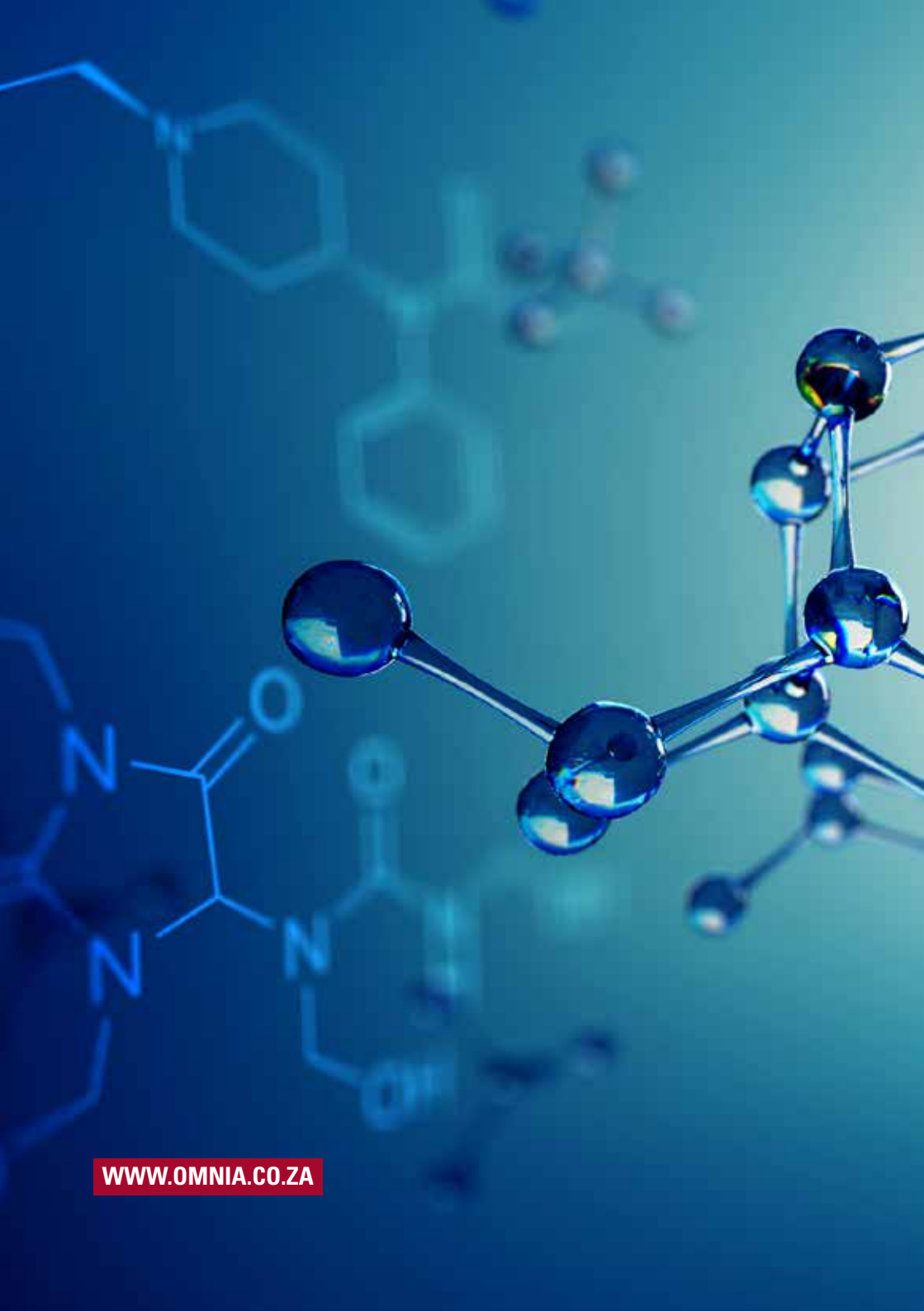
AUDITORS

Pricewaterhousecoopers Inc.

4 Lisbon Lane, Waterfall City, Jukskei View, 2090
Private Bag X36, Sunninghill, 2157
Telephone +27 11 797 4000

www.omnia.co.za

 Agriculture division	 Mining division	 Chemicals division
   	 	 



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