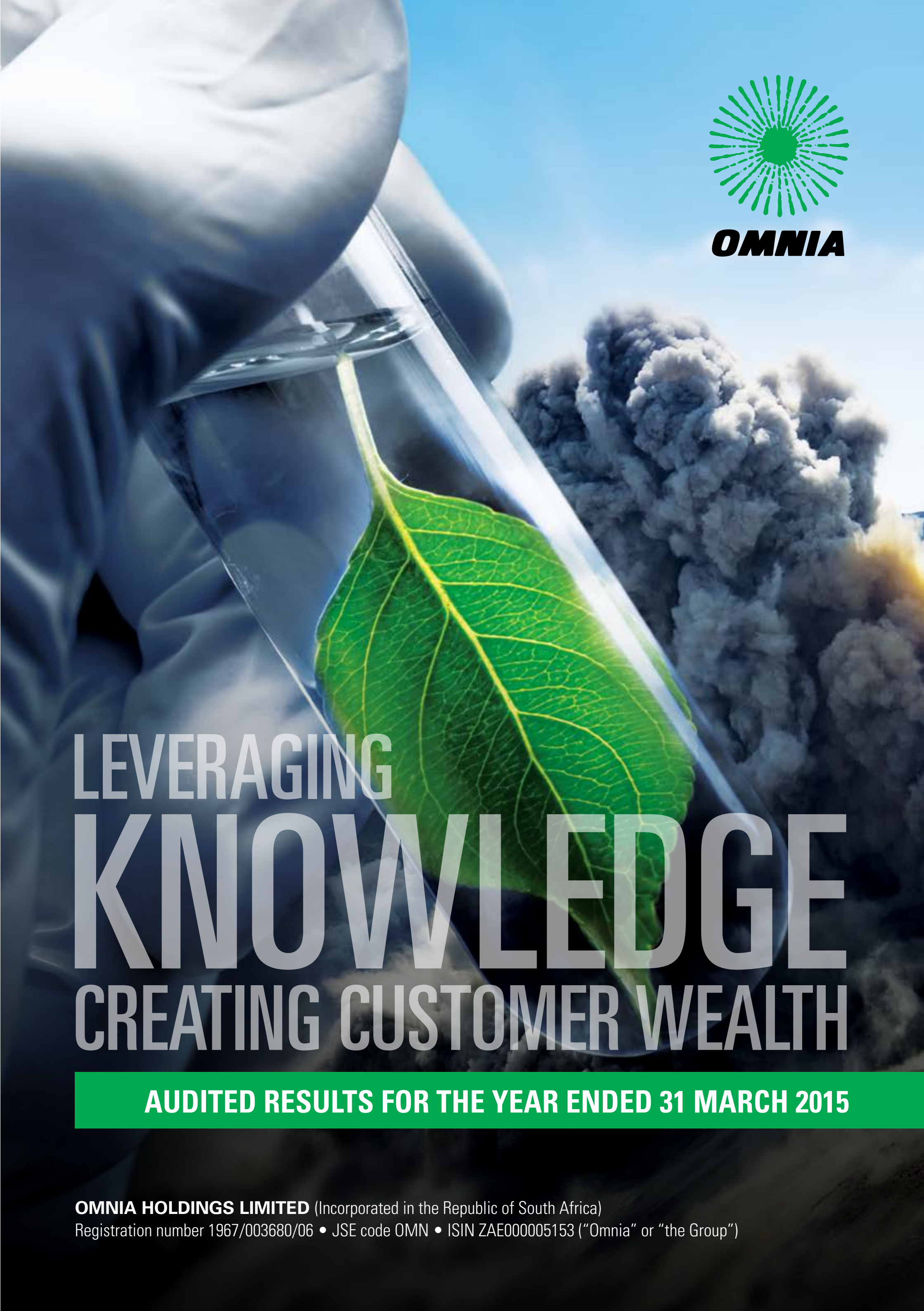

OMNIA

LEVERAGING KNOWLEDGE CREATING CUSTOMER WEALTH

AUDITED RESULTS FOR THE YEAR ENDED 31 MARCH 2015

OMNIA HOLDINGS LIMITED (Incorporated in the Republic of South Africa)
Registration number 1967/003680/06 • JSE code OMN • ISIN ZAE000005153 ("Omnia" or "the Group")

FINANCIAL HIGHLIGHTS

Revenue at an all-time high of

R16.8 billion

up 3.5% year-on-year

Profit before tax level at

R1 331 million

Operating profit up

4%

R1 476 million

Headline earnings per share rose by 2.6%

R14.65

PER SHARE

Profit after tax of

R934 million

down 5.8%, due to an overall higher effective tax rate

A-

CREDIT RATING

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

Debt: equity ratio higher at

12.3%

due to increased short-term working capital requirements for the Agriculture division

Cash generated from operations remained steady at

R1.8 billion

SUMMARY CONSOLIDATED INCOME STATEMENT

for the year ended 31 March 2015

Rm	Audited 2015	%	Audited 2014
Revenue	16 835	4	16 259
Cost of sales	(12 898)	2	(12 647)
Gross profit	3 937	9	3 612
Distribution expenses	(1 524)	15	(1 324)
Administrative expenses	(907)	–	(908)
Other operating expenses	(90)	14	(79)
Other operating income	60	(48)	115
Operating profit	1 476	4	1 416
Finance expenses	(192)	34	(143)
Finance income	47	(16)	56
Profit before taxation	1 331	–	1 329
Income tax expense	(397)	18	(337)
Profit for the year	934	(6)	992
Attributable to:			
Owners of Omnia Holdings Limited	939	(6)	996
Non-controlling interest	(5)	–	(4)
Profit for the year	934	(6)	992
Earnings per share from profit attributable to owners of Omnia Holdings Limited			
Basic earnings per share (cents)	1 402	(6)	1 496
Diluted earnings per share (cents)	1 308	(3)	1 344
Headline earnings per share (cents)	1 465	3	1 428
Diluted headline earnings per share (cents)	1 366	6	1 283

SUMMARY CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 March 2015

Rm	Audited 2015	%	Audited 2014
Profit for the year	934	(6)	992
Other comprehensive income, net of tax			
Currency translation differences	367	44	255
Total comprehensive income for the year attributable to:	1 301	4	1 247
Owners of Omnia Holdings Limited	1 306	4	1 251
Non-controlling interest	(5)	25	(4)
	1 301	4	1 247

SUMMARY CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2015

Rm	Audited 2015	Audited 2014
Operating profit	**1 476**	1 416
Depreciation and amortisation	**353**	295
Adjustment for non-cash items	**17**	58
Cash generated from operations	**1 846**	1 769
Utilised by working capital	**(878)**	(52)
Interest paid	**(208)**	(169)
Interest received	**47**	56
Taxation paid	**(341)**	(289)
Net cash inflow from operating activities	**466**	1 315
Cash outflow from investing activities	**(578)**	(791)
Cash outflow from financing activities	**(466)**	(337)
Net (decrease)/increase in cash and cash equivalents	**(578)**	187
Net cash and cash equivalents at beginning of year	**(131)**	(321)
Exchange rate movements on cash and cash equivalents	**10**	3
Net cash and cash equivalents at end of year	**(699)**	(131)

SUMMARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2015

Rm	Stated capital	Treasury shares	Other reserves	Retained earnings	Non-controlling interest	Total
	Attributable to the owners of Omnia Holdings Limited					
At 31 March 2013	1 289	(9)	389	3 285	(2)	**4 952**
Recognised income and expenses						
Profit for the year ended 31 March 2014				996	(4)	**992**
Currency translation difference			255			**255**
Transactions with shareholders						
Ordinary dividends paid				(301)		**(301)**
Treasury shares sold		3				**3**
Share-based payment – value of services provided			11			**11**
At 31 March 2014	1 289	(6)	655	3 980	(6)	**5 912**
Recognised income and expenses						
Profit for the year ended 31 March 2015				939	(5)	**934**
Currency translation difference			367			**367**
Change in functional currency of subsidiary			11	(12)		**(1)**
Transactions with shareholders						
Ordinary shares issued	211		(37)	(405)		**(231)**
Ordinary dividends paid				(322)		**(322)**
Treasury shares purchased		(66)		15		**(51)**
Treasury shares sold		2	18			**20**
Share-based payment – value of services provided			14			**14**
At 31 March 2015	**1 500**	**(70)**	**1 028**	**4 195**	**(11)**	**6 642**

SUMMARY CONSOLIDATED BALANCE SHEET

as at 31 March 2015

Rm	Audited 2015	%	Audited 2014
ASSETS			
Non-current assets	**4 473**	5	4 270
Property, plant and equipment	**3 927**	7	3 672
Intangible assets	**519**	(3)	537
Available-for-sale financial assets	**–**	(100)	34
Investment accounted for using the equity method	**20**	18	17
Deferred income tax assets	**7**	(30)	10
Current assets	**7 431**	18	6 302
Inventories	**3 886**	21	3 213
Trade and other receivables	**3 118**	13	2 751
Income tax assets	**27**	100	–
Cash and cash equivalents	**400**	18	338
Total assets	**11 904**	13	10 572
EQUITY			
Capital and reserves attributable to the owners of Omnia Holdings Limited	**6 653**	12	5 918
Stated capital	**1 500**	16	1 289
Treasury shares	**(70)**	100	(6)
Other reserves	**1 028**	57	655
Retained earnings	**4 195**	5	3 980
Non-controlling interest	**(11)**	83	(6)
Total equity	**6 642**	12	5 912
LIABILITIES			
Non-current liabilities	**605**	31	462
Deferred income tax liabilities	**502**	47	342
Trade and other payables	**37**	100	–
Debt	**66**	(45)	120
Current liabilities	**4 657**	11	4 198
Trade and other payables	**3 503**	(2)	3 577
Debt	**55**	(35)	84
Income tax liabilities	**–**	(100)	68
Bank overdrafts	**1 099**	100	469
Total liabilities	**5 262**	13	4 660
Total equity and liabilities	**11 904**	13	10 572
Net debt	**820**		335
Net asset value per share (Rand)	**98.44**		88.67
Capital expenditure			
Depreciation	**322**		264
Amortisation	**31**		31
Incurred	**587**		855
Authorised and committed	**92**		143
Authorised but not contracted for	**96**		184

RECONCILIATION OF HEADLINE EARNINGS

for the year ended 31 March 2015

Rm	Audited 2015	%	Audited 2014
Profit for the year attributable to owners of Omnia Holdings Limited	**939**	(6)	996
Adjusted for loss on disposal of fixed assets	**3**	50	2
Adjusted for profit on disposal of associate	**–**	(100)	(55)
Adjusted for impairment of available-for-sale financial asset	**39**	100	11
Adjusted for insurance proceeds for replacement of property, plant and equipment	**–**	(100)	(3)
Headline earnings	**981**	3	951

SEGMENTAL ANALYSIS

for the year ended 31 March 2015

Rm	Audited 2015	%	Audited 2014
Revenue, net of inter-segmental sales	**16 835**	4	16 259
Agriculture	**7 287**	9	6 680
Mining	**5 351**	(2)	5 458
Chemicals	**4 197**	2	4 121
Operating profit	**1 476**	4	1 416
Agriculture	**656**	52	431
Mining	**720**	(13)	829
Chemicals	**100**	(36)	156

OTHER RESERVES

as at 31 March 2015

Rm	Audited 2015	Audited 2014
Share-based payment reserve	**101**	124
Foreign currency translation reserve	**906**	528
Gain on treasury shares sold	**18**	–
Net discount arising on acquisition of shares of subsidiaries	**3**	3
	1 028	655

NOTES

Basis of preparation

These provisional summarised financial statements have been prepared in accordance with the framework concepts and the measurement and recognition requirements of International Financial Reporting Standards (IFRS), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee and Financial Pronouncements as issued by the Financial Reporting Standards Council, presentation and disclosures as required by IAS 34 Interim Financial Reporting, the JSE Listings Requirements and the requirements of the Companies Act of South Africa. The summarised financial statements do not include all of the information required by IFRS for full annual financial statements. The preparation of these financial statements was supervised by the group finance director, WG Koonin CA(SA).

The financial statements have been prepared using accounting policies that comply with IFRS and which are consistent with those applied in the preparation of the financial statements for the year ended 31 March 2014, unless otherwise stated.

The accounting standards, amendments to issued accounting standards and interpretations, which are not yet effective as at 31 March 2015, have not been adopted by the Group.

The directors take full responsibility for the preparation of these summarised financial statements and the financial information has been correctly extracted from the underlying annual financial statements.

Audit opinion

The Group's auditors, PricewaterhouseCoopers Inc., have issued their opinion on the Group's financial statements for the year ended 31 March 2015. The audit was conducted in accordance with International Standards on Auditing. They have issued an unmodified audit opinion. These summarised financial statements have been derived from the Group financial statements and are consistent in all material respects with the Group financial statements. A copy of their audit report is available for inspection at the company's registered office. Any reference to future financial performance included in this announcement, has not been reviewed or reported on by the auditors.

ADDITIONAL INFORMATION

for the year ended 31 March 2015

	Audited 2015	Audited 2014
Weighted average number of shares in issue ('000)	**66 970**	66 592
Weighted average number of diluted shares in issue ('000)	**71 799**	74 127
Number of shares in issue ('000) (excluding treasury shares)	**67 471**	66 678

COMMENTARY

Introduction

Omnia is a diversified provider of specialised chemical products and services used in the agriculture, mining and chemical sectors. Omnia's corporate office is in Johannesburg, South Africa and its main production facility in Sasolburg, some 70 kilometers south of Johannesburg. The Group's operations extend into 16 countries on the Africa continent, including South Africa with focused operations also in Australasia, Brazil, China and Mauritius. Our client base extends across southern and West Africa and to other regions such as Europe, South America and South East Asia. Omnia differentiates itself from other commodity chemical providers by adding value at every stage of the supply and service chain through technological innovation and by deploying our intellectual capital. The sustainability of the business model is based on and strengthened by our targeted backward integration through installing technologically advanced plants to manufacture core materials such as nitric acid and explosives emulsions. In addition to securing sources of supply, this enables us to improve operational efficiencies throughout the product development and production chain. Omnia provides customised, knowledge-based solutions through our Agriculture, Mining and Chemicals divisions. The Group's proven business model makes us a market leader in the distribution of industrial chemicals. Omnia continues to grow and prosper, offering extraordinary value to our customers by tailoring our solutions to their business needs through product and service innovation, with the expert application thereof.

Global Economic Environment

The past year's global **macro-economic environment** was characterised by several conflicting developments. The recovery of the US economy continued to gain momentum, resulting in a strengthening of the US dollar and markets anticipating the US Federal Reserve raising interest rates for the first time since 2009. In contrast, the Eurozone continued to struggle with little or no growth and the possibility of deflation setting in. The decision by the European Central Bank to launch a Quantitative Easing program of up to €1 trillion and the threat of Greece defaulting on debt obligations and exiting the Eurozone, weighed further on the region's common currency. The recent elections in the United Kingdom, voted in a majority government, paving the way for a more-stable outlook for the United Kingdom and sterling. China's economy continued to grow strongly, albeit at a slower rate, which has had a knock-on effect in terms of the global economy and in particular, the demand for commodities. Credit expansion and favourable monetary policy that previously supported the growth in the Chinese economy, has started to weigh on the economic outlook for the country due to the high costs of servicing public sector, corporate and household debt. Further changes implemented by the Chinese government affecting the import and export of commodities, combined with stricter environmental laws to deal with chronic air pollution, have also altered the supply/demand and pricing fundamentals of certain commodities across the globe.

Commodity prices play a critical role in our business. Commodity prices came under pressure, virtually across the board with sharp declines being registered from the middle of calendar 2014 that were caused by a variety of factors including declining demand and oversupply due to additional production capacity coming on stream. The strong rise in the US dollar, also contributed to the decline commodity prices as they are denominated in the US currency. Events in the Middle East, the reluctance of OPEC to curtail oil production output and the rapid development of the shale gas industry in the USA, created a significant oversupply in oil markets with Brent crude dropping by more than 50% to below $50 per barrel at one stage. The further complication of slowing global growth and new technology also weighed on oil prices. The short- to medium-term outlook for commodity prices remains weak and will most likely lead to further contractions over the next few years in the mining industry, which is a key market in which Omnia operates.

FINANCIAL REVIEW

Income statement

Group revenue rose 3.5% to R16 835 million (2014: R16 259 million) based on an improved performance by the Agriculture division which was offset by weaker performances by the Mining and Chemicals divisions due to a general slowdown in both sectors.

Gross profit increased by a commendable 9.0% to R3 937 million (2014: R3 612 million) with a robust improvement in the Agriculture division's margin, offset by lower volumes and competitive pricing that affected the performance of the Mining division, and the tight trading environment in which the Chemicals division operates that put margins under pressure.

Administrative expenses of R907 million (2014: R908 million) were unchanged year-on-year, before taking into account the R200 million once-off charge in the prior year for the Long Term Incentive Plan (LTIP). On a *pro forma* basis excluding this amount, the current year's expense of R907 million (2014: R708 million on a *pro forma* basis) was 28.1% higher year-on-year. This year-on-year increase in costs, is partially attributable to the weaker rand: US dollar exchange rates which affected the costs of running our businesses outside South Africa, and the once off write-offs and associated restructuring charges relating to both the West Africa business unit in the Mining division and the Angolan and Mozambique business units in the Agriculture division. Included in administrative expenses is the impairment of available-for-sale financial assets of R39 million (2014: R11 million).

Distribution expenses increased by 15.1% to R1 524 million (2014: R1 324 million), due in part to the depreciation charge on capital expenditure projects completed in the prior year that were subject to a full year depreciation charge in the current year. Sales volumes increased in the Agriculture and Chemicals divisions resulting in higher distribution expenses and an increase in US dollar transport rates outside South Africa, when converted at the higher amount due to the weakening of the South African rand against the US dollar.

Other operating expenses of R90 million (2014: R79 million) included R59 million (2014: R48 million) in foreign exchange losses, largely driven by the weaker euro: US dollar exchange rate and volatility of the local currencies of various African countries in which we operate, that fix their currencies against the US dollar. Amortisation of intangible assets of R31 million (2014: R31 million) for the year was unchanged.

Other operating income of R60 million (2014: R115 million) was lower year-on-year, primarily due to the prior year's R52 million gain on the disposal of the interest in Nalco Africa.

Operating profit of R1 476 million (2014: R1 416 million) was up 4.2% year-on-year. The Agriculture division had an excellent year, with a sharp increase of 52.2% in operating profit to R656 million (2014: R431 million) largely due to the improvement in margin as a result of volume growth, the significant improvement in the performance at the Sasolburg plant that reduced the unit cost of finished goods produced, improvement in overhead recoveries based on higher throughput volumes, a strong performance in the high-margin speciality products business and growth in the high-margin retail sales in Africa. The Mining division returned a respectable operating profit of R720 million (2014: R829 million), down 13.1% in a slow market and after taking various once-off charges primarily on the West Africa operations. The Chemicals division's operating profit of R100 million (2014: R156 million) was 36% lower year-on-year before taking into account the R52 million gain in the prior year on the disposal of our interest in Nalco Africa. Excluding this amount, the year-on-year profit on a *pro forma* basis of R100 million (2014: R104 million) was 3.8% lower which is commendable when considering the restructuring initiative that took place in this division and the poor economic environment in South Africa where the issues in the manufacturing sector were accentuated by labour strikes and shortages of electricity.

Operating profit margin of 8.8% (2014: 8.7%) for the year under review was marginally higher year-on-year. The year-on-year comparison of the divisional operating margins in percentage terms were mixed with the Agriculture division up at 9.0% (2014: 6.5%), the Mining division down at 13.5% (2014: 15.2%) and the Chemicals division down at 2.4% (2014: 3.8%). With reference to the past year's guidance on operating profit margin and the outlook for the 2016 financial year, the guidance for Agriculture remains unchanged at 8.0% – 10.0%, Mining would be slightly lower at 13.5% – 15.0% due to prevailing market conditions and Chemicals also lower at 3.0% – 4.0% as this business continues to rebuild.

Net finance expenses of R145 million (2014: R87 million) was sharply higher year-on-year due to the higher levels of working capital required for an extended period during the latter part of the financial year in the Agriculture division. This increased requirement was attributable to the higher stock levels that developed as a result of the better-than-planned performance at Sasolburg, the late rains that delayed the start to the planting season, a lack of follow up rains combined with the late summer drought that led to a slowdown in additional nitrogen fertilizer top dressing sales in the latter part of the season. Finance expenses of R192 million (2014: R143 million) are net of the capitalisation of R16 million (2014: R26 million) of interest costs relating to capital projects under construction during the current financial year. Finance income of R47 million (2014: R56 million) declined as a result of lower cash balances on hand during the year and reduced levels of funding provided to farmers and on which interest income is earned.

EBITDA was higher at R1 829 million (2014: R1 711 million), with the year-on year difference partially attributable to the higher depreciation and amortisation charge at R353 million (2014: R295 million).

Profit before tax of R1 331 million (2014: R1 329 million) was flat year-on-year.

Taxation of R397 million (2014: R337 million) increased by 17.8% or R60 million higher year-on-year due to the higher than normal effective tax rate of 29.8% (2014: 25.4%). The 4.4 percentage point increase is due to a combination of the losses made by separate legal entities in various countries that could not be offset against profits made elsewhere in the Group, the mix of profits, varying tax rates and formulas in the various countries in which we operate that changes year-on-year and the lower amount of Section 12I tax incentives claimed in the past financial year. The Section 12I tax incentive claimed of R1.4 million (2014: R11.5 million), was due to the reduction in expenditure on the qualifying capital project, namely the nitric acid 2 complex in Sasolburg.

Profit after tax of R934 million (2014: R992 million) was 5.8% lower year-on-year, due to the higher effective tax rate.

Total comprehensive income was higher year-on-year at R1 301 million (2014: R1 247 million), due to the higher foreign-currency translation differences of R367 million in the 2015 financial year (2014: R255 million).

Headline earnings per share of R14.65 (2014: R14.28) was up 2.6% year-on-year.

Nanotron

The Nanotron incentive scheme operated from 1 April 2009 to 31 March 2014. The SENS announcement detailing the transaction was issued on 12 December 2014 and the distribution to participants was finalised shortly thereafter.

Over the five-year period ended 31 March 2014, the Group achieved a compound annual growth rate of 10.37% above the threshold growth rate set by shareholders at 8%. As a result of the criteria having been met, on 30 November 2014, the board of directors of Omnia exercised the option to acquire the remaining 81.446% interest in Nanotron held by participants at a total cost of R439.7 million. This was calculated in accordance with the valuation formula and based on the 30-day VWAP at the exercise date of R210.69. Participants were settled 50% in cash amounting to R219.9 million and the remaining 50% by way of equity with the issuance of 1 043 527 new Omnia Holdings shares, with an equivalent value of R219.9 million. At the inception of the Nanotron scheme, a once off charge of R29 million was recorded in FY2010 and no further amounts were recorded thereafter. On this basis, the prior year LTIP charge of R200 million **excludes** any amount for Nanotron as detailed below and there was no further LTIP charge in the year under review on settlement of the amount due to the participants.

Prior year LTIP charges

In order to contextualise the accounting in the Income Statement for the annual LTIP charge in respect of the various schemes and with reference to the detail contained in the prior year's Integrated Annual Report, a summary of the financial effects is set out below.

Due to the poor profit in the first year (FY2009) of the five-year plan and the subsequent improvement in financial performance in the fourth (FY2013) and fifth years (FY2014) of the plan, there was a significant catch-up in the LTIP charges during the latter period. A substantial portion of the R200 million charge in the previous financial year was as a result of the Group meeting the overall five-year target in the final year of the scheme which ended on 31 March 2014. The prior year LTIP charge of R200 million consisted of: R128 million for the cash- and equity-settled LTIP for the Partner 4 and the Phantom Share schemes, R62 million for the Share Appreciation Rights scheme and R10 million for the equity-settled Sakhile 1 and Sakhile 2 schemes. There was no additional charge in the 2014 financial year for the Nanotron scheme.

Due to the strong financial performance particularly in the last two years of the five year scheme that ended on 31 March 2014, a *pro forma* calculation of the expenses was performed to normalise the charges for the previous two years as set out below:

Rm	FY2014	FY2013	Total
Actual charges for the year: cash- and equity-settled schemes	128	34	162
Pro forma charges for the year: cash- and equity-settled schemes	49	43	92
***Pro forma* difference on profit before tax**	(79)	9	**(70)**

On this basis, the net *pro forma* adjustment to the profit before tax for FY2014 would be R79 million (or R57 million after tax). The current year's headline earnings of R981 million, would be 2.7% lower year-on-year if the prior year's headline earnings increased by R57 million, from R951 million to R1 008 million. The headline earnings per share of 1 465 cents per share would be 3.2% lower year-on-year if the prior year's headline earnings per share increased from 1 428 cents per share to 1 514 cents per share.

Current year LTIP charges

The current year's LTIP charges of R19 million (2014: R200 million) consists of: R8 million (2014: R128 million) for the new cash- and equity-settled Partnership with Management 5 Share Scheme (Partner 5), RNil (2014: R62 million) for the Share Appreciation Rights scheme and R11 million (2014: R10 million) for the equity-settled Sakhile 1 and Sakhile 2 schemes. This compares to an estimated charge in the order of R75 million for the current year, if the target for year one of the five-year plan was met. The lower charge in the current year is due to the R212 million shortfall in the profit before tax for year one of the new five-year plan that commenced on 1 April 2014.

As a result of the lower than planned performance against target, the year-on-year LTIP charge for the cash- and equity-settled scheme decreased by R120 million, from R128 million in the prior year for Partner 4 and Phantom Share schemes to R8 million in the current year for the Partner 5 scheme, which also incorporates a phantom share scheme. The R62 million year-on-year reduction in the LTIP charge for the Share Appreciation Rights scheme, is due to the year-on-year decrease in the share price from R211.05 at 31 March 2014 to R172.50 at 31 March 2015.

Balance sheet

The balance sheet continued to strengthen with total assets increasing by 12.6% or R1 332 million to R11 904 million (2014: R10 572 million). The increase in current assets of R1 129 million was largely attributable to the R673 million increase in inventory as a result of the higher-than-normal build-up of fertilizer stocks in the latter part of the planting season, the R367 million or 13% increase in trade and other receivables due to fertilizer sales taking place later in the season with associated credit terms that extend beyond the financial year end. The net increase in non-current assets of R203 million is largely attributable to lower capital expenditure of R587 million (2014: R855 million) based on capital projects planned for the year offset by the higher depreciation charges of R322 million (2014: R264 million), based in part on the increased capital expenditure in the prior year which is now subject to a full year depreciation charge.

Total liabilities at financial year end were R5 262 million (2014: R4 660 million), up R602 million or 12.9%. Current liabilities increased by R459 million or 10.9% to R4 657 million (2014: R4 198 million), with trade and other payables reducing marginally to R3 503 million (2014: R3 577 million) and bank overdrafts rising from R469 million to R1 099 million, largely to fund the higher than normal fertilizer stockholding in the latter part of the financial year. Non-current liabilities increased by R143 million to R605 million (2014: R462 million), with the increase in deferred tax of R160 million and long-term trade and other payables of R37 million, offset by the decrease in long-term debt of R54 million.

Net debt at year-end was R820 million (2014: R335 million), due to the funding of additional working capital for the Agriculture division, a position that will normalise in the 2016 financial year. Although the gearing ratio of 12.3% at year-end was higher than the 5.7% recorded at the end of the prior year, it remains low and is expected to continue to fall as the year-end fertilizer stockholding normalizes converting back into cash and as the underlying assets continuing to generate higher levels of profitability and cash flow.

Total equity increased to R6 642 million (2014: R5 912 million), a R730 million or 12.3% net movement year-on-year, due to the increase in net profit after tax of R939 million, total increase in the foreign currency translation reserve of R378 million and new shares issued to settle 50% of the amount due to participants in the Nanotron transaction in the amount of R211 million (net of the R8 million in share issuance and transaction costs). This was offset by the reduction in retained earnings due to the release from the share based payment reserve for the Nanotron scheme of R405 million, dividends paid of R322 million, treasury shares purchased in the open market for the new Partner 5 scheme of R64 million and R7 million for other items. The increase in the foreign currency translation reserve is due to the weakening of the year end South Africa rand: US dollar exchange rate, which is used to translate the value at financial year end of those net assets denominated in US dollars, from R10.53 at 31 March 2014 to R12.14 at 31 March 2015. At year end, the total foreign currency translation reserve was R906 million (2014: R528 million).

Cashflow Statement

Cashflow from operations rose by R77 million to R1 846 million (2014: R1 769 million) and net cash inflow from operating activities was R466 million (2014: R1 315 million), with the year-on-year decrease largely attributable to the R878 million (2014: R52 million) of net cash funding utilised for inventory related to working capital funding which will normalise in the following financial year.

Cash flow from investing activities of R578 million (2014: R791 million) was lower due to the reduction in expenditure on major capital projects, which remained in line with the business plan.

Cash flow from financing activities of R466 million (2014: R337 million) was higher due to increased dividend payments of R322 million (2014: R301 million), the net settlement of debt amounting to R83 million (2014: R39 million) and treasury shares purchased for R61 million (2014: R3 million treasury shares issued).

The net decrease in cash and cash equivalents for the year was R578 million (2014: R187 million net increase) and net borrowings and overdrafts at year end totaled R699 million (2014: R131 million).

DIVISIONAL REVIEW

Agriculture

Omnia's Agriculture division comprises Omnia Fertilizer and Omnia Specialities and is the market leader in its field in southern Africa. The division produces and trades in granular, liquid and speciality fertilizers for a broad customer base of farmers, co-operatives and wholesalers throughout southern and East Africa and to select markets in Australasia and Brazil.

The Agriculture division's competitive edge lies in Nutriology®, or what we call the "science of growing". The science of growing is our business philosophy and involves more than just selling fertilizer to farmers – it is about optimising yield and crop quality to maximize returns while reducing farming and environmental risk. Achieving this, entails becoming intricately involved in the producers' businesses to better understand their objectives and targets. Nutriology® also includes leading-edge research and development that results in the development of new products, services and farming practices. The Omnia Nutriology® brand is highly regarded in the regional market and strongly supports management's vision of creating wealth through knowledge.

Omnia Fertilizer services the South African market through regional sales offices and a comprehensive network of agents and representatives supported by qualified agronomists. The rest of the southern Africa market is supported from Omnia's regional offices located in Angola, Mauritius, Mozambique, Zambia and Zimbabwe, while other markets such as Botswana, the Democratic Republic of the Congo (DRC), Kenya, Lesotho, Tanzania, Malawi, Namibia and Swaziland are supported from South Africa.

Omnia Specialities supplies a comprehensive range of water-soluble and foliar products, trace elements and organic soil conditioners to the southern African market and through offices in Australia, New Zealand and Brazil. Selected speciality products are exported to Europe, Asia and South America.

The Agriculture division turned in an excellent performance with revenue growth of 9.1% to R7 287 million (2014: R6 680 million) on the back of a 6.0% volume increase and a 46% or R331 million year-on-year increase in revenue from the trading and wholesale business, which started in December 2012. Prices were however under pressure in the current year, due to falling crop prices and competition from blenders who tend to focus on the lower-priced urea product, which is generally more attractive to farmers when crop prices are low and margins are under pressure. In contrast, the overall improvement in the current year's performance was achieved in an environment where maize plantings were 1.3% lower than in the preceding year.

The total operating profit margin of 9.0% is a significant improvement over the previous year's margin of 6.5%, and was within the guidance of 8% to 10%. The 2.5 percentage point increase was largely attributable to the import of significantly less granular fertilizer, the effects of the weaker rand (which is a key driver in the net profit margin) and increased production volumes achieved from the nitric acid 2 complex and downstream granulation plants. An improved performance in reducing raw material costs that is determined by a combination of factors including the timing of purchases, price negotiations and hedging strategies, was also recorded. Overall, this resulted in the current year's operating profits increasing by 52% to R656 million (2014: R431 million).

Net working capital increased by 140% to R1 837 million (2014: R765 million) due to higher than normal stockholding due largely to the summer drought that was experienced during the latter part of the planting season. This drought delayed the planting season and also had a negative impact on nitrogen fertilizer top dressing sales in the latter part of the season. Working capital needs were also boosted by the cost of holding the excess purchases of raw materials that took place earlier on in the production plan, that were on a precautionary basis but ultimately not required due to the significant improvement in production performance from the Sasolburg plant.

Mining

Omnia's Mining division services the mining industry through BME and Protea Mining Chemicals.

BME operates throughout Africa with a strong presence in southern and West Africa. BME is a market leader in bulk emulsion and blended bulk explosives formulations for the opencast mining industry; it produces electronic delay detonators and shocktube initiating systems; it has its own range of boosters, and it manufactures packaged explosives for underground mining and specialised surface blasting operations. BME adds value to its products through its world-class blasting consultancy service. Our industry experts, experienced mining engineers and geologists advise and support customer in the planning and execution of blasting operations. This is achieved by using BME's unique and proprietary BlastMap™ software solutions in combination with the accuracy of the AXXIS® Digital Initiation System that is used to control the electronic delay detonators in the blasting process.

Protea Mining Chemicals provides a suite of value-added services to complement a wide range of chemicals and reagents supplied for use by the processing plants on mines in South Africa and Africa. This includes Protea Process®, a comprehensive service that covers the design of equipment, logistics and on-site management and make up of chemicals and reagents.

The Mining division's total revenue decreased by 2.0% to R5 351 million (2014: R5 458 million) on the back of declining volumes of 2.7% following many years of double digit growth. Due to a combination of factors, the markets in West Africa stalled resulting in a number of once-off costs being incurred due to the decrease in contracted tonnes sold as a result of mine closures, the loss of existing contracts through new tenders, and reduction in tonnes mined in response to lower profit margins. Revenues and profits were also affected by provisions for bad debts, the write down in the value of stock on hand and restructuring charges associated with staff retrenchments and various overhead costs. The onset of the Ebola epidemic in West Africa had a significant impact on the economies of countries in that region particularly due to the closure of borders and a general ban on travel. Although travel was limited based on regulations enforced by local authorities and the movement of goods in and out of the region was restricted, it did not hamper the mining and blasting operations of our customers. In contrast, mines were more at risk due to falling commodity prices. Overall, the intensified slowdown of mining activities in Africa, together with the loss of a major coal contract in South Africa, contributed to this disappointing performance overall, which was nevertheless slightly offset by modest growth in the volumes sold to clients that mine copper, platinum and iron ore.

Despite the downturn in world mining revenues and volumes, the Mining division has been remarkably resilient and continues to forge ahead in maintaining its position as an important player in the open cast mining industry on the African continent. The operating profit of R720 million was at an operating margin of 13.5% (2014: 15.2%), which was 1.7 percentage points down on the previous year. This is below the current year's guidance of 15%–16%. Average sales prices increased by 0.8% year-on-year mainly due to the weaker rand, while volumes decreased by 2.7%.

Net working capital was well controlled and increased marginally to R1 090 million (2014: R1 052 million)

Chemicals

The Chemicals division's main business, Protea Chemicals, is a long-established and well-known manufacturer and distributor of specialty, functional and effect chemicals and polymers. It has a significant presence in every sector of the broader chemicals distribution market throughout southern and East Africa. Protea Chemicals represents many leading domestic and international chemical producers, providing cost-effective and efficient distribution channels for their products into the African market. Protea Chemicals continues to be rated as the largest chemical distributor in Africa by the respected industry journal, ICIS Chemical Business. Subsidiary business, Zetachem, manufactures and distributes chemicals for the treatment of water to render it potable, a function mostly undertaken through municipalities.

Revenue increased by 1.8% to R4 197 million (2014: R4 121 million) with a marginal increase in volumes sold. The operating margin decreased by 1.4 percentage points to 2.4% (2014: 3.8%) and was below the target of 4.5% – 5.5%, largely as a result of margin pressures in a difficult trading environment. Selling price inflation was lower than overhead cost inflation and manufacturing cost under-recoveries (particularly in Zetachem), were lower due to reduced throughput volumes. The once-off costs associated with a revision of the product and customer service model, facilitated by the re-organisation into the 'One Protea' structure implemented from 1 April 2014, also contributed to the overall reduction in margin year-on-year. As reported in last year's Integrated Annual Report, the FY2014 results of R156 million included a R52 million once-off gain from the sale of our portion of the joint venture with Nalco Africa. On a *pro forma* basis excluding the gain, the R100 million operating profit for the year under review was marginally lower than the prior year's operating profit of R104 million excluding this gain.

A considerable amount of investigation was done in FY2014 to prepare our Chemicals business for a centralised business model – dubbed 'One Protea' – that would simplify the way in which the business was managed going forward. This led to the implementation of the structural changes at the beginning of the 2015 financial year, in which the ten business units within Protea Chemicals were re-organised into a single cross functional matrix business unit to rationalise overheads and avoid duplication of line functions. With the change taking place in the first quarter of the financial year and the impact of the mining and manufacturing strikes in the second and third quarters, the Chemicals division experienced certain disruptions for a large portion of the year. However, during the fourth quarter, trading conditions started to improve, albeit at a slow pace, and further work to derive value from the new One Protea structure continued.

PROSPECTS

We expect that all three divisions – Agriculture, Mining and Chemicals – will continue to find organic growth opportunities to build on their strengths and expand the underlying business. In terms of the markets in which we operate, a key area of concern is the international mining sector which is expected to remain in a depressed state for a few years until global commodity prices start to improve. South Africa is slightly different in that the domestic demand for coal in the medium term will grow considerably as Eskom's new power stations come on line. BME, as a major supplier to the coal industry, should benefit from the increase in volumes to be mined.

A multi-disciplinary team has also been working for the past two years or so on identifying and investigating numerous opportunities to create further growth for the Group. The opportunities currently being explored range from backward integration, market diversification as a possible fourth leg to the Group and potential mergers and acquisitions in similar or related businesses. The focus areas are sufficiently broad and exciting to present numerous opportunities worth pursuing however, the timing of these potential events remains uncertain at this stage.

The Group's balance sheet is strong with the low level of gearing and debt considered to be a strength in today's volatile financial markets. This places Omnia in an enviable position to gear up the balance sheet to fund large capital projects or potential acquisitions, when the opportunity arises.

The weakening of the South African rand against the US dollar is positive for the Group. The weaker rand is a fundamental driver of the Group's profitability not only driving margins, which are principally denominated in US dollars, but also driving volumes as our customers in the main, benefit from a weaker exchange rate.

DIVIDENDS

The board has declared a final gross cash dividend of 300 cents (2014: 290 cents) per ordinary share payable from income in respect of the year ended 31 March 2015. Together with the interim dividend of 190 cents (2014: 185 cents) per share, this provides shareholders with a total dividend this year of 490 cents (2014: 475 cents) per ordinary share. The number of ordinary shares in issue at the date of this declaration is 68 293 352 (including 822 342 treasury shares held by the Group). The gross dividend is subject to local dividends tax of 15% for those shareholders to which local dividends tax is applicable. The resultant net dividend amount is 255 cents per share for those shareholders subject to local dividends tax and 300 cents share for those shareholders not subject to local dividends tax. The company's tax reference number is 9400087715

The salient dates for the final dividend are as follows:

Last day to trade cum dividend	Friday, 10 July 2015
Shares trade ex-dividend	Monday, 13 July 2015
Record date	Friday, 17 July 2015
Payment date	Monday, 20 July 2015

Share certificates may not be dematerialised or materialised between Monday, 13 July 2015 and Friday, 17 July 2015, both dates inclusive.

Changes to the Board

As announced in the "Unaudited results for the six months ended 30 September 2014 and interim cash dividend" announcement released on SENS on 25 November 2014, Mr Noel Fitz-Gibbon retired as executive director and group finance director with effect from 30 September 2014 but continues to serve on the board as a non-executive director with effect from 1 October 2014.

Mr Wayne Koonin joined the Group on 1 August 2014 and was appointed as executive director and group finance director with effect from 1 October 2014.

NJ Crosse
Chairman
18 June 2015

RB Humphris
Group managing director

WG Koonin
Group finance director

Directors: RC Bowen (British), FD Butler, NJ Crosse (Chairman), NKH Fitz-Gibbon, WG Koonin* (Finance director), R Havenstein, HH Hickey, RB Humphris* (Managing director), Prof SS Loubser, Dr WT Marais, HP Marais (alternate), SW Mncwango, D Naidoo, KP Shongwe **Executive directors*

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Transfer secretaries: Link Market Services South Africa (Pty) Ltd, 13th Floor, Rennie House, 19 Ameshoff Street, Braamfontein

Sponsor: Merchantec Capital, 2nd Floor, North Block, Hyde Park Office Tower, corner 6th Road and Jan Smuts Avenue, Hyde Park, 2196

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