



## NOTICE OF ANNUAL GENERAL MEETING 2025

Living our Purpose,  
Shaping our Future

# Contents

P1	Salient ESG features
P2	Financial highlights
P3	Letter to shareholders
P10	Notice of annual general meeting
P22	Abbreviated curricula vitae
P24	Background information
P25	Participation form
P26	Form of proxy
P27	Notes to the form of proxy
P29	Electronic communication with shareholders
P30	Guideline to participation
P31	Corporate information



For the benefit of our stakeholders, the forthcoming 58th annual general meeting (AGM) of Omnia Holdings Limited, scheduled for Thursday 11 September 2025 at 10:00 as per this notice of meeting will be held virtually as permitted by the JSE Limited, the provisions of the Companies Act, and Omnia’s memorandum of incorporation (MOI). The AGM will be hosted on an interactive electronic platform to facilitate voting and remote participation by shareholders. Further details, including how to submit votes by proxy before the meeting, are contained in the following notice of AGM.

# Salient ESG features

## Fatalities

**Zero**  
(FY24: zero)

## Recordable case rate (RCR)

number of recordable cases or injuries  
relative to 200 000 working/exposure hours

**0.20**  
(FY24: 0.05)

## Lost-time injury incidents

injuries leading to a person's inability to  
perform their regular duties for at least one  
full shift

**11**  
(FY24: 4)

## Fire, explosion and releases (FER)

**0.17**  
(FY24: 0.38)

## B-BBEE rating

**Level 2**  
(FY24: Level 2)

## Global credit rating

**Long term: A+  
Short term: A1, both  
with stable outlook**

(FY24: long term A+, short term:  
A1, both with stable outlook)

## CO<sub>2</sub> intensity

per tonne manufactured

**0.034 tonnes CO<sub>2</sub>e**  
(FY24: 0.040 tonnes CO<sub>2</sub>e)

## Energy use efficiency (net)

per tonne manufactured

**0.26 gigajoules**  
(FY24: 0.26 gigajoules)

## Renewable energy use

solar generation (output)

**20 109 MWh**  
(FY24: 12 976 MWh)

## Water use efficiency

per tonne manufactured

**0.40 kilolitres**  
(FY24: 0.41 kilolitres)

## Water recycled or reused

**194 megalitres**  
(FY24: 182<sup>1</sup> megalitres)

## Used oil consumed

**27 dry megalitres**  
(FY24: 25 dry megalitres)

<sup>1</sup> The FY24 figure was restated after a manual error in the recycled water calculation was identified. This was discovered following the implementation of a new system in the current year, which enhanced data collection, verification, and assurance processes.

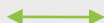
# Financial highlights

## Revenue


**3%**
**R22 818 million**

(FY24: R22 219 million)

## Operating profit


**R1 698 million**

(FY24: R1 703 million)

Excluding Chemicals restructuring costs increased from FY24 by 6% to R1 797 million

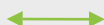
## Operating margin


**3%**
**7.4%**

(FY24: 7.7%)

Ex Chemicals restructuring costs increased from FY24 by 3% to 7.9%

## EBITDA <sup>1</sup>


**R2 302 million**

(FY24: R2 308 million)

Excluding Chemicals restructuring costs increased from FY24 by 4% to R2 401 million

## Earnings per share


**2%**
**692 cents**

(FY24: 705 cents)

## Headline earnings per share


**1%**
**704 cents**

(FY24: 699 cents)

## Total dividend distribution

ordinary dividend of **400 cents** and special dividend of **275 cents**

(FY24: ordinary dividend 375 cents, special dividend of 325 cents)

## Disciplined net working capital management

**R3 426 million**

(FY24: R3 604 million)

## Strong net cash position <sup>2</sup>

**R1 770 million**

(FY24: R2 301 million)

## Net asset value

**R10 428 million**

(FY24: R10 820 million)

<sup>1</sup> Non IFRS measure. Excludes impairments of R13 million (FY24: R nil).

<sup>2</sup> Excluding lease liabilities.



# Letter to shareholders

## Dear shareholders

### Overview

Omnia navigated the 2025 financial year with confidence, rising to challenges, successfully maximising opportunities and once again showing an unwavering commitment to building a robust business for the benefit of all stakeholders.

Omnia delivered a strong performance for FY25, underpinned by robust contributions from the Mining segment as well as Agriculture South Africa (RSA) and International operations. This performance was achieved in a challenging operating environment characterised by volatile market conditions, extreme weather including excessive rainfall and severe droughts, and macroeconomic uncertainty.

The Mining segment continued its outstanding growth trajectory, achieving increased volumes, improved profitability, and stronger margins. Agriculture RSA delivered near-record volumes and higher margins, the segment's performance was complemented by a strong contribution from its Agriculture International operations. However, this performance was partially offset by operational and regulatory challenges experienced in the segment's Rest of Africa operations. An accelerated restructuring of the Chemicals segment was implemented as part of the strategic objective to drive future operational efficiencies and profitability.

Omnia's focus on operational excellence and strategic execution has strengthened manufacturing processes, and optimised supply chain performance. These initiatives supported sales efforts, reinforcing the Group's competitive position and ensuring reliable supply to its customers amidst macroeconomic challenges.

The Group maintains a disciplined capital allocation framework that aligns attractive shareholder distributions with continued investment for long term value creation. In line with this framework, the Group invested in protecting and growing its core operations as well as deploying capital towards international expansion and sustainability initiatives — reinforcing its long-term value creation strategy.

The Group's strategy to grow and diversify its business, both geographically and across sectors, is yielding tangible results. The robust performance of the Mining segment illustrates this success and reinforces Omnia's competitive position in a structurally attractive global market. These developments further support the Group's commitment to delivering sustainable shareholder returns through economic cycles.

### Safety

The safety and well-being of employees and all stakeholders remain the Group's highest priority. During the year, the Recordable Case Rate (RCR) increased to 0.20 in FY25 from 0.05 in FY24. This outcome is disappointing but we commend the Mining segment and its employees for recording a world class RCR performance of 0.00 for the third consecutive year. The Group notes that the long-term trend since FY20 continues to reflect steady progress, underscoring the effectiveness of safety measures implemented over the years.

Safety is a core value for the Group and is deeply embedded within its organisational culture. This is further supported by transparent communication, active near-miss reporting, and the promotion of Omnia's proactive safety motto: "See something. Say something. Do something."

Through this comprehensive and proactive approach, Omnia reaffirms its commitment to zero harm and to protecting the health and safety of its people and the communities in which it operates.

# Letter to shareholders *continued*

## Financial performance

In the context of heightened global and regional volatility, businesses are required to operate with increased agility, discipline, and resilience. Economic uncertainty, logistical disruptions, and sector-specific challenges have underscored the need for cost control, diversification, and operational efficiency. The Group's performance for the year reflects its ability to navigate these external pressures effectively, with targeted investments, prudent financial management, and continued focus on supply chain resilience and market responsiveness. The financial and operational outcomes outlined below demonstrate the Group's ability to sustain growth, generate cash, and maintain a strong financial position amid a complex and evolving operating environment.

Revenue increased by 2.7% to R22 818 million (FY24: R22 219 million), primarily driven by stronger performance in the Mining segment. This growth offset the impact of lower average but more stable selling prices in the Agriculture SADC region. Operating profit remained broadly in line with the prior year at R1 698 million (FY24: R1 703 million) despite the costs associated with the Protea Chemicals restructuring, increased credit loss provisions in the Agriculture Rest of Africa business and currency volatility. Profit for the year declined by 5.7% to R1 097 million (FY24: R1 163 million) due to a reduction in net finance income on debtors and cash.

The Group's operating margin declined slightly to 7.4% (FY24: 7.7%), primarily due to margin pressure in the Chemicals segment, which offset margin resilience in both the Agriculture and Mining segments. The Mining segment delivered an improved operating margin of 12.4% (FY24: 12.1%), supported by strong performance from Mining RSA and Mining International, as well as higher throughput and efficiencies. The Agriculture segment also recorded a higher operating margin of 8.5% (FY24: 8.1%), driven by operational efficiencies and increased volumes which was enabled by enhanced manufacturing and supply chain capabilities. Additionally, the Agriculture International business further improved its high-margin profile at 25.4% (FY24: 23.0%), despite ongoing investment to expand distribution capabilities in the US and the impact of extreme drought conditions and resultant currency depreciation in Brazil.

Net working capital decreased to R3 426 million (FY24: R3 604 million), reflecting a focus on disciplined cash conversion. This was driven by high debtors collections, stringent inventory management and increased trade payables. This was partially offset by a strategic investment in safety inventory in anticipation of a planned shutdown by a key supplier, aimed at ensuring uninterrupted operations and increased inventory in the Agriculture Rest of Africa division due to changing supply routes in SADC. The Group's disciplined capital allocation and stringent working capital management supported the maintenance of a strong financial position, resulting in a net cash balance of R1 770 million (FY24: R2 301 million).

## Capital allocation

Omnia's disciplined capital allocation is central to achieving its strategy and long-term value creation objectives. The Group applies a structured and strategic approach to capital deployment, ensuring that investments support operational resilience, sustainable growth, and the delivery of consistent shareholder returns. All capital decisions are assessed for alignment with the Group's strategic priorities, including growth, efficiency, and ESG commitments.

## **Investment to protect the core and grow internationally**

During the year, R253 million was invested in maintenance, safety, and regulatory capital expenditure, aligned with the Group's commitment to continuous improvement and operational excellence. Key initiatives included the upgrade of technology infrastructure at the Sasolburg integrated manufacturing complex, ongoing investment in the Mining segment's Mobile Manufacturing Unit (MMU) renewal programme, and targeted projects to enhance resilience against water insecurity in the Sasolburg region.

# Letter to shareholders *continued*

An additional R53 million was allocated to ESG-related investments in FY25, primarily directed toward expanding solar energy capacity in South Africa. This initiative contributed to an increase in the proportion of renewable energy in the Group's total energy consumption to 11.89% (FY24: 10.85%).

Growth in the core business was underpinned by the successful execution of several growth capital initiatives. In Sasolburg, Ammonium Nitrate (AN) storage capacity was doubled, enhancing operational resilience and enabling the onboarding of new customer contracts. Investment in integrated manufacturing and supply chain capabilities continues to reinforce Omnia's competitive positioning, facilitating market share gains across front-facing segments, including Agriculture, Mining, and ammonia derivatives sales.

The Mining segment secured multiple contract wins and extensions across the SADC region, with capital deployed to support execution. This includes the mobilisation of BME Blasting Solutions and BME Metallurgy operations in Namibia, extension of a major South African contract, and the renewal of several contracts throughout the region.

In Mining International, the Group's Indonesian MNK joint venture secured new contracts, necessitating further capital investment in operational assets. In Canada, commissioning of non-electric and electronic detonator facilities were completed, while collaboration with Hypex Bio continues on the manufacturing of a hydrogen peroxide emulsion plant for local market trials. In Australia infrastructure development remains on track, with strategic partnership discussions ongoing.

In the Agriculture International segment, ongoing research and development initiatives are expanding the biostimulant product portfolio, aimed at improving water and nutrient use efficiency for customers. These developments support the Group's strategic objective of enabling sustainable agricultural practices globally.

## **Share repurchase programme**

On 11 September 2024, we obtained shareholder approval for a share repurchase programme, authorising Omnia to buy back up to 5% of outstanding share capital. Shares repurchased under this programme are subsequently cancelled. During the period, 2.6 million (FY24: 2.9 million) shares were repurchased for R172 million (FY24: R176 million). Share repurchases have been value accretive for shareholders since commencing in 2023 and continue to be considered a key pillar of our capital allocation framework.

## **Dividend declaration**

The Group's dividend policy targets an ordinary dividend cover range of 1.5x to 2.5x headline earnings. In line with this policy, the board has approved a final ordinary dividend of 400 cents (FY24: 375 cents) per share, or R649 million (FY24: R619 million) reflecting a strong track record of consistent free cash flow generation and the increasing share of profitability from the Mining segment supporting that cash flow.

Taking into consideration the Group's liquidity position, the strength of its financial position, the outlook for operations, sustaining capital requirements and growth opportunities, a special dividend of 275 cents (FY24: 325 cents) per share or R446 million (FY24: R537 million) has also been approved by the board. This brings the dividend distribution for the year to 675 cents per share, or R1 095 million.

# Letter to shareholders *continued*

The key factors driving operating profit in the three segments were as follows:

## Agriculture



The **Agriculture** segment delivered a resilient performance during the period, despite operating in a challenging environment characterised by adverse weather conditions, supply chain and infrastructure constraints, currency volatility, and other economic headwinds. This performance was driven by strong results in Agriculture RSA and International divisions, partially offset by weaker performance in the Rest of Africa.

The Agriculture segment reported a 2.3% decrease in revenue to R11 541 million (FY24: R11 818 million) as lower selling prices offset higher volumes. This was particularly acute in the SADC region due to drought conditions, heightened competition and changing market dynamics.

Operating profit for the year increased by 2.8% to R981 million (FY24: R954 million). Operating margins improved to 8.5% (FY24: 8.1%), driven by higher margin extraction in South Africa, supported by relatively stable albeit lower commodity prices, higher manufacturing output, and efficiency improvements in the Manufacturing and Supply chain capability. Margins were further supported by the strong performance of the International business, which continued to deliver healthy returns. In contrast, performance in the Rest of Africa was weaker, impacted by challenging economic conditions, foreign exchange movements, regulatory challenges and delayed debtor collection.

## Manufacturing and Supply Chain

The Manufacturing and Supply Chain (MOS) capabilities remained central to the Group's operational efficiency and long-term competitive advantage. These functions played a pivotal role in supporting customer-facing business segments by improving responsiveness, driving cost efficiency, and ensuring consistent product availability across key markets. Enhanced MOS capabilities contributed directly to higher sales volumes and more effective margin management throughout the Group.

Manufacturing operations maintained a strong focus on maximising plant output to enhance margins. Efforts centred on improving plant reliability and availability, as well as the optimal use of manufacturing inputs.

The ammonia value chain was strengthened by alternative sourcing strategies and investment in logistics infrastructure. Key enhancements to supply security included the increased utilisation of road and rail tankers and the commissioning of a new 5,000-tonne AN storage tank at the Sasolburg manufacturing complex. These initiatives ensured a reliable supply of ammonium nitrate-based products to the Group's extensive agriculture and mining customer network across the region. In addition, increased throughput and reliability in the nitric acid plants supported the strategic growth area of third-party ammonia derivatives and a further shift towards long-term contracts.

ESG initiatives continued to progress according to plan. An additional 5 MW of renewable energy capacity is scheduled for commissioning in FY26, which will bring the total annual renewable energy generation to approximately 30 000 MWh. This investment is expected to increase the proportion of self generated electricity used in operations to more than 50%.

The MOS capabilities remains well positioned to drive key strategic priorities, including cost competitive, reliable and sustainable production, improving return on capital and fostering innovation through targeted technology upgrades.

# Letter to shareholders *continued*

**Agriculture RSA's** net revenue decreased by 1.2% to R8 715 million (FY24: R8 823 million) due to lower average selling prices, partially offset by higher volumes. Operating profit for the period increased by 27.7% to R886 million (FY24: R694 million) due to strong margin extraction, increased manufacturing throughput and effective inventory price risk management. Operating margins increased to 10.2% (FY24: 7.9%).

**Agriculture Rest of Africa's** net revenue decreased by 9.4% to R2 208 million (FY24: R2 438 million) due to lower selling prices and increased competition. Operating loss for the year was R62 million (operating profit FY24: R132 million), due to deteriorating customer credit positions and foreign exchange impact. Operating margins decreased to (2.8)% (FY24: 5.4%).

**Agriculture International's** net revenue increased by 11.0% to R618 million (FY24: R557 million) due to higher volumes both from Australia and exports. Operating profit which includes the impact of mobilisation costs in the US increased by 22.7% to R157 million (FY24: R128 million). Operating margins improved to 25.4% (FY24: 23.0%).

## Mining



The **Mining** segment delivered a robust performance against a challenging macro-economic environment, coupled with periodic adverse weather conditions in the last quarter and sustained infrastructure challenges in South Africa. Despite this, volumes in SADC continued to grow and the security of supply to customers was maintained. The segment's strategy to diversify earnings across commodities and internationally is yielding results with increased earnings from Indonesia, West Africa and SADC offsetting challenges experienced in Canada. In BME Metallurgy, performance remained strong with increased contributions from Namibia and ammonia derivatives sales.

Overall revenue increased by 10.0% to R9 121 million (FY24: R8 289 million) due to increased volumes, new contract wins and extensions in South Africa (in the iron ore, platinum, zinc and manganese sectors) and SADC (uranium sector in Namibia, and copper in Zambia). BME Metallurgy's higher revenue was driven by increased volumes, including ammonia derivatives sales. Operating profit rose by 13.0% to R1 129 million (FY24: R999 million) as a result of strong growth in RSA, Indonesia and West Africa, partially offset by the loss of a surface mine contract in Canada. Overall the operating margin increased to 12.4% (FY24: 12.1%) and remained above the segments's medium term guidance range of 10%-12%.

**Mining RSA's** sales volumes were marginally behind the prior year due to external challenges in the Eastern region with some coal mine closures and others going into care and maintenance. Volumes were also impacted by a declining diamond sector and excessive rainfall in the latter part of FY25. This was offset by successfully securing contract extensions and gaining new business in both surface and underground mines. Net revenue increased by 3.9% to R4 009 million (FY24: R3 860 million). Operating profit grew by 12.6% to R472 million (FY24: R419 million) driven by management actions undertaken which resulted in cost efficiencies, including an increase in used oil.

**Mining International's** net revenue increased by 15.4% to R5 112 million (FY24: R4 429 million) due to increased volumes in Zambia and Namibia, but offset against a lower ammonia price. Operating profit increased by 13.3% to R657 million (FY24: R580 million) supported by an increased contribution from Namibia and Indonesia, improved product mix in BME Blasting Solutions and BME Metallurgy and margin improvement in West Africa. In Zambia, despite experiencing a significant drought for most of the year which had an impact on electricity supply, volumes increased through organic growth and contract extensions. BME also secured new business across SADC in both the blasting solutions and Metallurgy businesses.

# Letter to shareholders *continued*

West Africa's volumes remained relatively consistent despite the winding down and exit from Burkina Faso due to security concerns. Continued focus on operational and commercial efficiencies contributed to an improvement in profit. The operations in Mauritania and Mali continued to perform well, despite localised instability in some regions which is being closely monitored.

The integration process with Indonesian partner MNK has progressed, with most contracts ceded into the JV. In addition, the JV successfully secured six new contracts since inception, including a metal mine as the business continues to focus on diversifying commodity exposure. The JV has a strong pipeline for new business and is bidding for additional opportunities with top tier metal mines. The introduction of dual salt emulsion and AXXIST™ detonators will improve efficiencies and reduce environmental impact.

In Canada, the loss of a surface mining contract in November 2024 and subsequent impairment of assets relating to the contract has impacted the profitability of the business. Despite this setback, the focus remains on executing against the market strategy and leveraging partnerships in the region. The Nairn facility is progressing well, with the AXXIST™ electronic detonator and non-electric detonator assembly lines commissioned and awaiting regulatory approval. This will also provide a platform for the export of detonators into the region.

The strategic partnership with Hypex Bio is advancing well with the hydrogen peroxide emulsion plant under construction and due for installation in the second half of FY26 at the Nairn facility in Canada. Trials are expected to commence in the latter part of FY26. Work is also underway to introduce this technology to other regions within BME's footprint. Hypex Bio are currently commercially blasting in Europe and continue to trial their technology on new mines in other territories. There is growing interest from global mining businesses to use this technology in order to address their ESG goals.

The segment has continued to pursue an organic growth strategy with infrastructure development in Australia. Good progress has been made on the set up of the AXXIST™ electronic detonator assembly plant in Kalgoorlie, Western Australia. The commissioning of the detonator line is expected in Q2 FY26, the first in the region. Planning is progressing for additional infrastructure in Eastern Australia. In addition, the business will continue to assess partnership opportunities to accelerate market penetration.

In BME Metallurgy, the rebrand and integration into BME has been completed successfully. The business has delivered a strong performance, despite some market pressure in the base and precious metals sectors, with some recovery in base metals seen in the latter part of FY25. This improvement was due to an optimised sales mix and an increase in sales volumes in Namibia. Additionally, the integrated manufacturing and supply chain capability supported increased ammonia derivatives sales to customers. Focus will remain on leveraging BME's international footprint in its primary markets for international growth.

## Chemicals



The **Chemicals** segment continued to face challenges in the operating environment in South Africa due to weak economic growth and demand. Globally the sector has been adversely affected by depressed global chemical prices, leading to reduced margins and low profitability.

During FY25, the business continued to face a challenging operating environment, resulting in a strategic review, to restructure the business and rationalise product lines and infrastructure. The proposed restructuring is part of our ongoing efforts to adapt to market demands, ensure long-term business sustainability and position the Chemicals segment for future growth.

# Letter to shareholders *continued*

The segment's net revenue increased by 2.1% to R2 156 million (FY24: R2 112 million) due to increased volumes, although sales prices were lower. The segment generated an operating loss for the year of R133 million (FY24: R11 million operating profit) as a result of lower sales margins and restructuring costs, and despite cost containment measures. The performance includes restructuring costs of R99 million that include severance payments, costs associated with closing sites as well as net realisable value adjustments to inventory due to the rationalisation of product lines. Net working capital declined to R421 million (FY24: R517 million) despite revenue being slightly higher, mainly due to managing inventory down for product lines being discontinued as part of the restructure, as well as efficient receivable collections.

In concluding another successful financial year, Omnia acknowledges and appreciates the outstanding efforts, dedication, and commitment demonstrated by its people. Driven by its core purpose of *innovating to enhance life, together creating a greener future*, Omnia continues to advance its mission of enabling mineral extraction and economic growth as well as food security, through its mining and agricultural activities, contributing to a more sustainable future for all stakeholders.

This is a notification that the Omnia Holdings Limited integrated annual report for the year ended 31 March 2025 is available on our website at [www.omnia.co.za](http://www.omnia.co.za).

For the preparation of the integrated annual report, Omnia applied the Integrated Reporting Framework's<sup>1</sup> principles and content elements and, as a South African-based JSE-listed company, Omnia has reported in compliance with the Companies Act, the JSE Listings Requirements, the King Report on Corporate Governance<sup>TM 2</sup>, and International Financial Reporting Standards (IFRS).

I have the pleasure of inviting you to the 58th Omnia Holdings Limited AGM to be held at 10:00 Thursday, 11 September 2025. As the meeting will be held virtually, I encourage each shareholder to participate through the various electronic and proxy channels outlined in this notification which contains:

- The official notice of the AGM that lists proposed resolutions for adoption by shareholders;
- Proxy and voting forms, together with guidelines for your participation; and
- An electronic participation form should you or your proxy decide to attend

<sup>1</sup> The Integrated Reporting Framework is now housed within the IFRS Foundation

<sup>2</sup> Copyright and trademarks are owned by the Institute of Directors in South Africa NPC and all of its rights are reserved

**T Eboka**

Chair

22 July 2025



# Notice of annual general meeting

## Omnia Holdings Limited

(Incorporated in the Republic of South Africa)

Registration number 1967/003680/06

JSE code: OMN

LEI NUMBER: 529900T6L5CEOP1PNP91

ISIN: ZAE000005153

("Omnia" or "the company" or "the Group")

Notice is hereby given to shareholders of the company that the 58th AGM of Omnia Holdings Limited will be held on Thursday, 11 September 2025, at 10:00 or any other adjourned or postponed time as determined in accordance with the provisions of subsection 64(4) or 64(11)(a)(i) of the Companies Act 71 of 2008, as amended (the Companies Act), to consider and, if deemed fit, to pass with or without modification, the resolutions set out below.

The AGM will be held virtually, as permitted by the JSE Limited, the provisions of the Companies Act, and Omnia's MOI. An interactive electronic platform will be used to facilitate voting and remote participation by shareholders.

The notice of AGM has been sent to shareholders who were recorded as such in the company's securities register on Friday, 11 July 2025, being the record 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, 5 September 2025, 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, 2 September 2025.

## Identification

Section 63(1) of the Companies Act requires that a person wishing to participate in the AGM (including any representative or proxy) must provide satisfactory identification (such as an identity document, a driver's licence, or a passport) before they may attend or participate in the AGM.

## Important dates to note

Description	2025
Record date for receipt of notice purposes	Friday, 11 July
Integrated annual report released	Tuesday, 22 July
Notice of meeting released to shareholders	Tuesday, 22 July
Last date to trade for voting purposes	Tuesday, 2 September
Record date for voting purposes (record date)	Friday, 5 September
For administration purposes, forms of proxy to be lodged by	Tuesday, 9 September before 10:00
Virtual AGM at 10:00	Thursday, 11 September
Results of meeting released on SENS	Thursday, 11 September
Interim results announcement	Monday, 10 November

# Notice of annual general meeting *continued*

## Presentation of the annual financial statements

The audited annual financial statements of the company and the Group, including the independent auditor's, audit and risk committee and directors' reports for the year ended 31 March 2025 as approved by the board of directors and published on SENS on 9 June 2025, 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](http://www.omnia.co.za).

## Presentation of the social and ethics committee report

The report of the social and ethics committee (SEC) on the statutory matters within the mandate of the SEC is hereby presented to shareholders as required in terms of Companies Regulation 43(5)(c) and has also been made available on the website, [www.omnia.co.za](http://www.omnia.co.za).

## Ordinary resolutions

### 1. Ordinary resolution number 1: Appointment of independent external auditors

To approve the appointment of the auditor, Deloitte & Touche, for FY26 as independent auditor with Mr Thega Marriday being the designated individual audit partner who will undertake the audit for the upcoming financial year.

#### **Explanation for and effect of ordinary resolution number 1**

In accordance with paragraph 3.84(g)(iii) of the JSE Listings Requirements, the audit and risk committee has reviewed the credentials and accreditation information relating to Deloitte & Touche and Mr Thega Marriday in order to assess their suitability for appointment. The assessment encompassed a review of, inter alia, the relevant IRBA inspection reports, transparency reports, proof of registration and qualifications report. The audit and risk committee is comfortable that Deloitte & Touche and Mr Thega Marriday are suitable for appointment as the independent and designated auditor respectively of the Group for the ensuing year, and accordingly recommends their appointment.

### 2. Ordinary resolution number 2: Re-election of director: Ms T Eboka

To re-elect Ms T Eboka who retires by tenure in terms of Omnia's MOI.

### 3. Ordinary resolution number 3: Re-election of director: Ms T Mokgosi-Mwantembe

To re-elect Ms T Mokgosi-Mwantembe who retires by rotation in terms of Omnia's MOI.

### 4. Ordinary resolution number 4: Re-election of director: Mr G Cavaleros

To re-elect Mr G Cavaleros who retires by rotation in terms of Omnia's MOI.

### 5. Ordinary resolution number 5: Re-election of director: Prof N Binedell

To re-elect Prof N Binedell who retires by rotation in terms of Omnia's MOI.

#### **Explanation for and effect of ordinary resolution numbers 2 to 5**

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.

As per the MOI, at the AGM held each year one-third of the directors (excluding the executive directors), or if their number is not a multiple of 3 (three) then the number nearest to, but not less than one-third, shall retire from office, provided that if, at the date of any AGM, any director will have held office for a period in excess of 3 (three) years or longer since their last election or appointment, they shall retire at such AGM. The directors to retire at each AGM shall be those

# Notice of annual general meeting *continued*

who have been longest in office since their last election, for which purposes the length of time a director has been in office shall be computed from the date of their last election.

As between directors of equal tenure, the directors to retire shall, in the absence of agreement, be selected from among them by lot. Any director holding office for an aggregate period in excess of 9 years since their first election or appointment, shall retire from office at such a general meeting (notwithstanding that they may have retired from office at the previous AGM). To ensure independence, long tenure non-executive directors must stand for re-election at every AGM. Accordingly, Ms Eboka will stand for re-election at this year's AGM, due to long tenure (9 years). The board has considered Ms Eboka to be independent and is, therefore, eligible for re-election. Ms Eboka has invaluable institutional knowledge of the business, which would be invaluable to facilitate a seamless transition and transfer of knowledge between incoming and outgoing directors.

Mr Mncwango (15 years) and Mr Bowen (14 years), whose respective tenures are over 9 years, will retire at this year's AGM and will not stand for re-election. The remuneration and nominations committee continues to prioritise succession planning for both the board and senior executives, and this remains one of its critical areas of focus. The composition of the board and board sub-committees are thoroughly and regularly reviewed to ensure their effectiveness to maintain bench strength in line with Omnia's strategy and value creation objectives, as well as to align with the Group's diversity targets. The ongoing succession plan within the board is expected to overlap new directors with those reaching the end of their tenure.

All of Omnia's non-executive directors are independent. The remuneration and nominations committee applied the independence recommendations as part of the King IV practices and followed a process to determine this classification, which is aligned with best-practice guidelines.

The company is satisfied that the composition of the board reflects the appropriate balance of knowledge, skills, experience, competencies in industries and fields relevant to the Group's business operations, diversity, and independence to execute its roles and responsibilities effectively.

The board of directors proposes the re-election of these directors, also considering the following additional jury criteria:

- In-depth knowledge of the nature of the industry in which the Group operates;
- An understanding of the complexity of the business;
- Support to new executives and board members;
- Experience in the fast-changing global and competitive environment; and
- Providing the necessary continuity to the Group.

Abbreviated curricula vitae in respect of each director offering themselves for re-election or confirmation are set out at the end of this notice.

# Notice of annual general meeting *continued*

## **6. Ordinary resolution number 6: Appointment to the audit and risk committee**

### **6.1 Ordinary resolution number 6.1: Appointment of Mr G Cavaleros as member and chair of the audit and risk committee**

To confirm the appointment of independent non-executive director Mr G Cavaleros as member and chair of the audit and risk committee, subject to his re-election as a director in terms of ordinary resolution 4.

### **6.2 Ordinary resolution number 6.2: Appointment of Ms R van Dijk as member of the audit and risk committee**

To confirm the appointment of independent non-executive director Ms R van Dijk as a member of the audit and risk committee.

### **6.3 Ordinary resolution number 6.3: Appointment of Mr W Plaizier as member of the audit and risk committee**

To confirm the appointment of independent non-executive director Mr W Plaizier as a member of the audit and risk committee.

Explanation for and effect of ordinary resolution numbers 6.1 to 6.3

Section 94(2) of the Companies Act requires a public company, at each AGM, 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 of directors has considered and is satisfied that the directors recommended for election as members of the audit and risk committee meet the requirements of section 94(4) of the Companies Act as well as the recommendations of the King IV Code.

## **7. Ordinary resolution number 7: Appointment to the social and ethics committee**

### **7.1 Ordinary resolution number 7.1: Appointment of Mr W Plaizier as member and chair of the social and ethics committee**

To confirm the appointment of independent non-executive director Mr W Plaizier as a member and chair of the social and ethics committee.

### **7.2 Ordinary resolution number 7.2: Appointment of Ms T Eboka as member of the social and ethics committee**

To confirm the appointment of independent non-executive director Ms T Eboka as member of the social and ethics committee, subject to her re-election as a director in terms of ordinary resolution 2.

### **7.3 Ordinary resolution number 7.3: Appointment of Mr T Gobalsamy as member of the social and ethics committee**

To confirm the appointment of executive director Mr T Gobalsamy as a member of the social and ethics committee.

# Notice of annual general meeting *continued*

Explanation for and effect of ordinary resolution numbers 7.1 to 7.3

Section 61 of the Companies Act as amended requires a public company, at each AGM, to elect a social and ethics committee comprising at least three members unless it has been exempted which exemption will be granted if (i) the company has a formal mechanism that performs the duties of the social and ethics committee; or (ii) it is not reasonably necessary having regard to the nature and extent of the structures and activities of the company and the public interest, to require the company to have a social and ethics committee. No exemption has been applied for. Section 72 (7B) of the Companies Act requires that the social and ethics committee must have a minimum of three (3) members, a majority of whom must be non-executive directors. The board of directors has considered and is satisfied that the directors recommended for election as members of the social and ethics committee meet the requirements of section 72 (7B) of the Companies Act as well as the recommendations of the King IV Code.

## **8. Ordinary resolution number 8: Authorisation to sign documents giving effect to resolutions**

It is proposed 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.

## **Non-binding votes**

### **9. Non-binding advisory votes on Omnia's remuneration policy and implementation report**

#### **9.1 Non-binding resolution number 9.1: To support the remuneration policy**

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

#### **9.2 Non-binding resolution number 9.2: To support the remuneration implementation report**

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

### **Explanation for and effect of non-binding advisory votes numbers 9.1 and 9.2**

These resolutions are tabled in accordance with the JSE Listings Requirements and the King IV recommendation that a non-binding advisory vote be obtained from shareholders at the AGM on the remuneration policy and the remuneration implementation report applicable to all employees and directors of the company, and any of its subsidiaries or divisions. Failure to pass these resolutions will not have legal consequences relating to the existing arrangements. However, should 25% or more of shareholders vote against the non-binding resolutions, the company undertakes to engage with shareholders with a view to obtain an understanding of shareholders' concerns with regard to the remuneration policy and/or implementation report. The remuneration policy and remuneration implementation report were made available to shareholders on 22 July 2025 on Omnia's website at [www.omnia.co.za](http://www.omnia.co.za).

# Notice of annual general meeting *continued*

## Special resolutions

### 1. Special resolution number 1: Non-executive directors' fees

#### 1.1 Special resolution number 1.1: Approval of non-executive directors' fees

To approve the basis for compensation of non-executive directors as an annual fee and an hourly fee for any additional meetings and/or consulting services rendered, and that the annual fees payable to the non-executive directors from 1 October 2025 until 30 September 2026 be approved as follows:

Activity	Number of meetings	Per annum /hour	Current fee R	Proposed fee <sup>1</sup> R
Main board	6 – 8	per annum	R490 705	R515 300
Main board-related ad hoc meetings	n/a	per hour	R3 513	R3 700
Lead independent director	6 – 8	per annum	R554 817	R582 600
Remuneration and nominations committee	4	per annum	R125 758	R132 100
Remuneration and nominations committee chair	4	per annum	R219 460	R230 500
Social and ethics committee	4	per annum	R125 758	R132 100
Social and ethics committee chair	4	per annum	R219 460	R230 500
Audit and risk committee	5	per annum	R215 763	R226 600
Audit and risk committee chair	5	per annum	R378 520	R397 500

<sup>1</sup> Proposed fee calculated after applying 5% increase, rounded up to the nearest hundred

Annual fees are based on a minimum attendance to meetings, failing which a proportionate deduction will be applicable. An increase of 5% in directors' fees is proposed by the board for the year 1 October 2025 through 30 September 2026. All fees exclude VAT.

#### 1.2 Special resolution number 1.2: Approval of chair's fees

To approve the chair's fee<sup>1</sup> at R1 553 500 per annum, exclusive of VAT, for the period from 1 October 2025 until 30 September 2026 (1 October 2024 to 30 September 2025: R1 479 511).

### Explanation for and effect of special resolution numbers 1.1 and 1.2

The reasons for and effect of special resolution numbers 1.1 and 1.2 are 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 resolution numbers 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.

# Notice of annual general meeting *continued*

## 2. Special resolution number 2: Financial assistance to be granted by the company

### 2.1 Special resolution number 2.1: General approval: financial assistance for subscription of securities in terms of section 44 of the Companies Act

It is resolved that the board of directors may, subject to compliance with the company's MOI and the Companies Act, each as presently constituted and as amended from time to time, authorise the company to provide financial assistance by way of a loan, guarantee, the provision of security or otherwise to any executive or employee who is a participant in an employee share incentive scheme for the purpose of, or in connection with, the subscription of any option, or any 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 securities of the company or a present or future-related or inter-related company in terms of section 44 of the Companies Act.

This special resolution number 2.1 shall be effective as from the date of the passing of this resolution for the maximum period permitted under the Companies Act.

#### To note about special resolution number 2.1

We currently do not provide financial assistance of any kind to any executive or employee who is a participant in an employee share incentive scheme for the purposes contemplated in the resolution. However, we would like to have this option available to us in the event it becomes necessary in terms of our remuneration and retention strategies.

### 2.2 Special resolution number 2.2: Authorisations, general approval: financial assistance for loans in terms of section 45 of the Companies Act

It is resolved that the board of directors may, subject to compliance with the company's MOI and the Companies Act, each as presently constituted and as amended from time to time, authorise the company to provide direct or indirect financial assistance, by way of a loan, guarantee, the provision of security or otherwise, to any other company or corporation that is or becomes related or inter-related to the company for any purpose or in connection with any matter.

This special resolution number 2.2 shall be effective as from the date of the passing of this resolution for the maximum period permitted under the Companies Act.

#### Explanation for and effect of special resolution number 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 resolution number 2.2 is to obtain approval from the shareholders to enable the company to provide financial assistance in accordance with the provisions of sections 44 and 45 of the Companies Act. The effect of this special resolution is to grant the directors of the company the authority until the next AGM of the company in 2026 to authorise and provide financial assistance in appropriate circumstances, specifically and only for the purpose of enabling the Group to undertake normal commercial and financing activities with and among Group companies, including the granting of loans and the guaranteeing of debts of its subsidiaries.

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. This financial assistance will enable Omnia to optimise Treasury activities within the Group to the benefit of shareholders.



# Notice of annual general meeting *continued*

In the event of special resolution number 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 which is a critical component of a seasonal business. Furthermore, procurement decisions and the timing of these decisions may be negatively impacted. The board of directors 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.

Further, the Company notes its obligation to notify all shareholders and trade unions as per section 45(5) of the Companies Act within ten business days of the board adopting a resolution to provide financial assistance in terms of section 45 of the Companies Act, if the total value of the financial assistance contemplated in that resolution, together with any previous such resolution during the financial year, exceeds one-tenth of 1% of the Company's net worth at the time of the resolution; or within 30 business days of the financial year end, in any other case.

In order for special resolution numbers 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 on these resolutions by shareholders present or represented by proxy at this AGM and entitled to vote is required.

## **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 number 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.

### **3. Special resolution number 3: General authority to repurchase shares**

It is resolved that the company and/or any subsidiary of the company ("the Group") be authorised by way of a general authority in terms of sections 4, 46 and 48 of the Companies Act and paragraph 5.72 of the JSE Listings Requirements to acquire issued shares of the company ("shares") upon such terms and conditions and in such numbers as the directors of the company may from time to time determine, but subject to the Memorandum of Incorporation of the Group, the provisions of the Companies Act, and the JSE Listings Requirements where applicable, and provided that:

1. The repurchase of shares will be effected through the order book operated by the JSE trading system and done without any prior understanding or arrangement between the Group and the counterparty (reported trades are prohibited);
2. This general authority shall be valid until the company's next AGM, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this special resolution;
3. In determining the price at which the shares are acquired by the Group in terms of this general authority, the maximum premium at which such shares may be acquired will be 10% (ten percent) of the weighted average of the market price at which such shares are traded on the

# Notice of annual general meeting *continued*

JSE, as determined over the 5 (five) trading days immediately preceding the date of the acquisition of such shares by the Group.

4. The acquisitions of shares in the aggregate in any one financial year do not exceed 5% (five percent) of the number of issued shares, and the aggregate holding of subsidiaries of the Company may not exceed 10% (ten percent) of the number of issued shares;
5. The board of directors, when approving any repurchase authorised by this resolution, has acknowledged that it has applied the solvency and liquidity test as set out in the Companies Act and reasonably concluded that the Group will satisfy the solvency and liquidity test after that repurchase is effected;
6. The Group will not repurchase shares during a prohibited period as defined in paragraph 3.67 of the JSE Listings Requirements, unless there is a repurchase programme in place, an independent third party has been instructed in this regard, the dates and quantities of shares to be repurchased during the prohibited period are fixed, and details thereof have been submitted to the JSE in writing prior to commencement of the prohibited period;
7. Where the Group has cumulatively repurchased 3% (three percent) of the initial number of the relevant class of shares, an announcement will be made in accordance with the JSE Listings Requirements, and announcements shall likewise be made for each 3% (three percent) in aggregate of the initial number of that class acquired thereafter; and
8. The Group only appoints one agent to effect any repurchase(s) on its behalf.

## **Explanation for and effect of special resolution number 3**

The reason for and effect of special resolution 3 is to authorise the company and/or any of its subsidiaries by way of the general authority to acquire its own issued shares on such terms, conditions and for such amounts as may be determined from time to time by the directors of the company, subject to the limitations set out in special resolution 3.

The board currently has the intention to repurchase shares in terms of this general repurchase authority, if it is granted, but will continually review Omnia's position, having regard to prevailing circumstances and market conditions, in considering whether to effect any particular repurchase in terms of this special resolution 3.

In order for the special resolution 3 to be adopted, the support of at least 75% of the voting rights exercised on the resolution by shareholders, present virtually, in person, or represented by proxy at the general meeting, is required. Only shareholders reflected on the share register as such on the voting record date are entitled to vote on special resolution 3.

- (a) Disclosures required in terms of paragraph 11.26 of the JSE Listings Requirements:

The JSE Listings Requirements require the disclosure of the following information as at the last practicable date:

- The names of Omnia shareholders that, directly or indirectly, are beneficially interested in 5% or more of the issued ordinary shares as at 31 March 2025 is set out on page 81 in the consolidated audited annual financial statements of Omnia for the year ended 31 March 2025; and
- The share capital of the company consists of 500 000 000 authorised shares of no par value, and 162 297 200 issued shares of no par value. Omnia holds 6 023 226 shares in treasury.
- There have been no material changes in the financial position or trading position of Omnia and its subsidiaries between 31 March 2025, being the end of its last financial period for which annual results have been published, and the date of this notice.

# Notice of annual general meeting *continued*

## (b) Solvency and liquidity

The directors, after considering the effect of the maximum repurchase, being 5% of the issued shares of Omnia, are of the opinion, in accordance with section 4 of the Companies Act and as required in terms of paragraph 11.26(d) of the JSE Listings Requirements, that:

- The company and the Group will be able in the ordinary course of business to pay its debts for a period of 12 (twelve) months after the date of this notice;
- The assets of the company and the Group will be in excess of the liabilities of the company and the Group for a period of 12 (twelve) months after the date of this notice. For this purpose, the assets and liabilities are recognised and measured in accordance with the accounting policies used in the latest audited annual financial statements of the Group;
- The share capital and reserves of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice; and
- The working capital of the company and the Group will be adequate for ordinary business purposes for a period of 12 (twelve) months after the date of this notice.

A resolution has been passed by the directors authorising the repurchase of shares in terms of a general authority, confirming that the company and its subsidiaries have passed the solvency and liquidity test in terms of sections 4 and 48 of the Companies Act and that, since the test was performed, there have been no material changes to the financial position of the Group.

## (c) Employee share plans and vesting of executive's shares

In respect of awards vesting in terms of the Long-Term Incentive Plan and the Omnia Broad Based Employee Share Trust, the board, in accordance with advice as to best market practice, has resolved that Omnia employees requiring to sell shares on the vesting of share awards must do so via an agent independent to the executing broker for the share repurchase programme.

## (d) Responsibility statement

The directors of the Company, whose names appear on page 2 of the integrated annual report, collectively and individually accept full responsibility for the accuracy of the information pertaining to this special resolution 3 and certify that to the best of their knowledge and belief, there are no facts that have been omitted which would make any statement false or misleading, and that all reasonable enquiries to ascertain such facts have been made and that the information provided in connection with this special resolution 3 constitutes all such information required by the Companies Act and the JSE Listings Requirements.

# Notice of annual general meeting *continued*

## Interpretation of this notice

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

- “Companies Act” means the Companies Act, 2008 (Act 71 of 2008), as amended
- “CSDP” means a 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 listing requirements of the JSE Limited pursuant to the provisions of the Financial Markets Act (Act No. 19 of 2012), as amended, as amended from time to time;
- “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 that 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.

## Attendance and voting

A shareholder is entitled to attend virtually and to vote at the virtual AGM subject to the provision of suitable identification. A shareholder entitled to attend and vote at the virtual AGM may appoint one or more proxies to attend, speak and to vote in their stead. A proxy need not be a shareholder of the company.

Shareholders or their proxies who wish to participate and vote in the virtual AGM through the electronic participation platform, must email a participation application form to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za).

Every shareholder virtually present or by proxy, or if a shareholder is a body corporate, its representative, shall have one vote for every share held or represented by them.

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 virtual AGM 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, JSE Investor Services Proprietary Limited at JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196 or emailed to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) before the commencement of the AGM (or any adjournment thereof) or provided to the chair of the meeting before the appointed proxy exercises any shareholder rights at the meeting. It is recommended that such proxy be sent to the company secretary or transfer secretaries by no later than 10:00 on Tuesday, 9 September 2025.

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 at the AGM to the exclusion of their appointed proxy(ies) should such shareholder wish to do so. Dematerialised shareholders, other than with own-name registrations, must inform their CSDP or broker of their

# Notice of annual general meeting *continued*

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

## **Quorum**

The quorum requirement for the AGM to begin or for a matter to be considered at the AGM is at least three Omnia shareholders present or represented by proxy. As this is a virtual AGM, electronic participation will be deemed as being present. In addition:

- the AGM may not begin until sufficient persons are present or represented by proxy to exercise, in aggregate, at least 25% of the voting rights that are entitled to be exercised in respect of at least one matter to be decided at the AGM; and
- a matter to be decided at the AGM may not begin to be considered unless sufficient persons are present or represented by proxy to exercise, in aggregate, at least 25% of all of the voting rights that are entitled to be exercised in respect of that matter at the time the matter is called on the agenda.

By order of the board of directors

**SM Mdluli**

Company secretary

22 July 2025

# Abbreviated curricula vitae

## Tina Eboka

### Independent non-executive director | Chair

Appointed:	2016
Date of birth:	1959
Qualifications:	BSc (Industrial Eng, Textile Eng), MBA
Skills and expertise:	Strategy, engineering, corporate governance, business turnaround, change and stakeholder management.
Significant directorships:	TymeBank, Tyme Holding and Reunert



#### Experience:

Ms Eboka leads a textile manufacturing, fashion design and communications business. She was the group managing director of NTP Radioisotopes (SOC), the commercial subsidiary of NECSA, and was the vice chair of the OECD-NEA committee of medical radioisotopes for two terms. She served on Standard Bank's group executive committee and was CSIR vice-president.

## Nick Binedell

### Independent non-executive director

Appointed:	2017
Date of birth:	1953
Qualifications:	BCom, MBA, PhD
Skills and expertise:	Business management, strategy, governance, finance
Significant directorships:	None



#### Experience:

Prof Binedell was the founding Dean of the Gordon Institute of Business Science (GIBS) (1998 – 2015) and has been a board member of two listed companies and a member of a variety of international accreditation bodies for business schools. He lectures and consults in the area of strategic leadership.

# Abbreviated curricula vitae *continued*

## George Cavaleros

### Independent non-executive director

Appointed: 2019

Date of birth: 1956

Qualifications: CA(SA), CFA, ACIS, CIA, CISA, CFP, MCom  
(Applied Risk Management)

Skills and expertise: External and internal audit, finance and accounting, risk management and controls, corporate governance

Significant directorships: Sygnia Limited



#### Experience:

Mr Cavaleros retired from Deloitte in 2015 after a 30-year career with the firm. He is the lead independent non-executive director of financial services group Sygnia, and chairs the Group's audit and risk committee. He has held audit committee leadership positions at a medical scheme and at Accelerate Property Fund, a listed real estate investment trust (REIT).

## Thoko Mokgosi-Mwantembe

### Independent non-executive director

Appointed: 2018

Date of birth: 1961

Qualifications: Diploma in Teaching, BSc, MSc, SEP, MCRP

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

Significant directorships: Royal Bafokeng Platinum, Oceana, Balwin, Valterra Platinum



#### Experience:

Ms Mokgosi-Mwantembe 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.



# Background information



**Agriculture**



**Mining**



**Chemicals**



Omnia is a diversified chemicals group that supplies chemicals and specialised services and solutions to the agriculture, mining and chemical application industries.

Omnia adds value for customers at every stage of the supply and service chain by using innovation combined with intellectual capital.

With our purpose of *innovating to enhance life, together creating a greener future*, the Group's solutions for our customers promote the responsible handling and use of chemicals for health, safety and a lower- environmental impact, with a progressive shift towards cleaner technologies.

Omnia's corporate office is based in Johannesburg, South Africa and its main production facility is in Sasolburg, some 70 kilometres south of Johannesburg. At 31 March 2025, the Group had a physical presence in 23 countries and operations extending into the African continent, including South Africa, with additional focused operations in Australasia, Brazil, Indonesia, North America and China.

## Executive directors:

T Gobalsamy (chief executive officer)  
S Serfontein (finance director)

## Non-executive directors:

T Eboka (Chair), Prof N Binedell, R Bowen (British),  
G Cavaleros, S Mncwango, T Mokgosi-Mwantembe,  
W Plaizier (Dutch), R van Dijk

## Company secretary:

SM Mdluli

## Registered office:

Omnia House, Building H  
Monte Circle Office Park  
178 Montecasino Boulevard, Fourways  
Sandton 2191

Postal address: PO Box 69888, Bryanston  
2021 Telephone: +27 11 709 8888

Email: [omniaIR@omnia.co.za](mailto:omniaIR@omnia.co.za)

## Anonymous tip-offs:

[omnia@tip-offs.com](mailto:omnia@tip-offs.com)

## Transfer secretaries:

JSE Investor Services South Africa  
Proprietary Limited

One Exchange Square Gwen Lane,  
Sandown Sandton 2196

Telephone: +27 11 713 0800

## Sponsor:

Java Capital, 6th Floor, 1 Park Lane Wierda  
Valley, Sandton 2196

Postal address: PO Box 522606  
Saxonwold 2132

Telephone: +27 722 3050

## Auditors:

Deloitte & Touche  
5 Magwa Crescent, Waterfall City 2090  
[www.omnia.co.za](http://www.omnia.co.za)

# Participation form

## Participation at the Omnia Holdings Limited AGM on 11 September 2025

Shareholders or their proxies who wish to participate in the virtual AGM must apply to the company's meeting scrutineers to do so. Application must be made by emailing the form below (application form) to [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) or by delivering the form to the offices of the company's meeting scrutineers, The Meeting Specialist Proprietary Limited (TMS), JSE Building, One Exchange Square, 2 Gwen Lane, Sandown, 2196, by no later than 10:00 on Tuesday, 9 September 2025.

Shareholders who have dematerialised their shares, other than those shareholders who have dematerialised their shares with "own-name" registration, should contact their central securities depository participant (CSDP) or broker in the manner and time stipulated in their agreement with their CSDP or broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the meeting, to obtain the necessary authority to do so.

Participants will be able to vote during the virtual AGM through an electronic participation platform. Such participants, should they wish to have their vote(s) counted at the AGM, must provide TMS with the information requested below.

Each shareholder, who has complied with the requirements below and has indicated their desire to attend the virtual AGM will be contacted between Friday, 5 September 2025 and Wednesday, 10 September 2025 via email/cell phone with a unique link to allow them to participate by means of the electronic participation platform. The participant's unique access credentials will be forwarded to the email/cell number provided below.

Once the participant has received the link, the onus to safeguard this information remains with the participant.

The application will only be deemed successful if this application form has been fully completed and signed by the participant and delivered or emailed to TMS. The cut-off time, for administrative purposes, to participate in the meeting will be 10:00 on Tuesday, 9 September 2025.

## Application form

Name and surname of shareholder representative (if applicable):

ID number:

Email address:

Cell number:

Telephone number:

Name of CSDP or broker:

(If shares are held in dematerialised format)

Share certificate account number or broker account number:

Number of shares:

By signing this form, I agree and consent to the processing of my personal information above for the purpose of participation in the AGM.

The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the AGM is for the expense of the participant and will be billed separately by the participant's own telephone service provider.

The participant acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and indemnifies Omnia Holdings Limited, TMS and/or its third-party service providers against any loss, injury, damage, penalty, or claim arising in any way from the use or possession of the telecommunication lines/webcast/web-streaming, whether or not the problem is caused by any act or omission on the part of the participant or anyone else. In particular, but not exclusively, the participant acknowledges that they will have no claim against Omnia Holdings Limited, TMS and/or its third-party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the AGM.

Shareholder name:

Signature:

Date:

# Form of proxy

## Omnia Holdings Limited

(Incorporated in the Republic of South Africa)  
Registration number 1967/003680/06  
Share code: OMN ISIN: ZAE 000005153  
("Omnia" or "the company or "the Group")

For use at the AGM to be held on Thursday, 11 September 2025 at 10:00

*(To be completed by certificated shareholders and dematerialised shareholders with own-name registration only.)*

If shareholders have dematerialised their shares with a CSDP or broker, they must arrange with the CSDP or broker concerned to provide them with the necessary authorisation to attend the 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(s) in block letters)
Of	(full address)
Telephone work ( )	Telephone home ( )
Being the registered holder of	<input type="text"/> shares of the company, hereby appoint
1	
2	

or the chair 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 on Thursday, 11 September 2025 and at every adjournment of that meeting as follows:

Resolution	For	Against	Abstain
Ordinary resolution 1: Appointment of external auditor			
Ordinary resolution 2: Re-election of director: Ms T Eboka			
Ordinary resolution 3: Re-election of director: Ms T Mokgosi-Mwantembe			
Ordinary resolution 4: Re-election of director: Mr G Cavaleros			
Ordinary resolution 5: Re-election of director: Prof N Binedell			
Ordinary resolution 6.1: Appointment of Mr G Cavaleros as member and chair of the audit and risk			
Ordinary resolution 6.2: Appointment of Ms R van Dijk as member of the audit and risk committee			
Ordinary resolution 6.3: Appointment of Mr W Plaizier as member of the audit and risk committee			
Ordinary resolution 7.1: Appointment of Mr W Plaizier as member and chair of the social and ethics			
Ordinary resolution 7.2: Appointment of M T Eboka as member of the social and ethics committee			
Ordinary resolution 7.3: Appointment of Mr T Gobalsamy as member of the social and ethics committee			
Ordinary resolution 8: Authorisation to sign documents giving effect to resolutions			
Non-binding resolution 9.1: Non-binding advisory vote to support the remuneration policy			
Non-binding resolution 9.2: Non-binding advisory vote to support the remuneration implementation report			
Special resolution 1.1: Approval of non-executive directors' fees			
Special resolution 1.2: Approval of chair's fees			
Special resolution 2.1: Financial assistance in terms of section 44 of the Companies Act			
Special resolution 2.2: Financial assistance in terms of section 45 of the Companies Act			
Special resolution 3: General authority to repurchase shares			

*(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 \_\_\_\_\_ 2025  
Signature \_\_\_\_\_

Capacity and authorisation (see note 7 overleaf)

# Notes to the form of proxy

1. A shareholder may insert the name of a proxy or the names of two alternate proxies of the shareholder's choice in the space(s) provided, with or without deleting the "chair 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 shareholder should insert an "X" in the relevant space according to how they wish their votes to be cast.
2. However, if a shareholder wishes to cast a vote in respect of a lesser number of ordinary shares than they own in the company, they should insert the number of ordinary shares held in respect of which they wish 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 they deem fit in respect of all the shareholder's votes exercisable at the meeting. A shareholder is not obliged to use all their exercisable votes, but the total of the votes cast and abstentions recorded may not exceed the total number of the votes exercisable by the shareholder.
3. The completion and lodging of this form of proxy will not preclude the relevant shareholder from attending the meeting and speaking and voting to the exclusion of any proxy appointed in terms hereof, should such shareholder wish to so do.
4. The chair 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 on how they wish to vote in this regard. This must be done in terms of the agreement 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 and not merely 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) must be attached to this form of proxy, unless previously recorded by the company or waived by the chair of the meeting.
8. A minor must be assisted by their parent or guardian, unless the relevant documents establishing their 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 securities register, 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, JSE Investor Services Proprietary Limited at One Exchange Square, Gwen Lane, Sandown, Sandton 2196 or via email to [meetfax@jseinvestorservices.co.za](mailto:meetfax@jseinvestorservices.co.za) before the commencement of the AGM (or any adjournment thereof) or provided to the chair 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 on Tuesday, 9 September 2025.

# Notes to the form of proxy *continued*

## **Summary of the rights of a shareholder to be represented by proxy, as set out in section 58 of the Companies Act**

A proxy appointment must be in writing, dated and signed by the shareholder appointing a proxy, and, subject to the rights of a shareholder to revoke such appointment (as set out below), remains valid only until the end of the relevant shareholders' meeting.

A proxy may delegate the proxy's authority to act on behalf of a shareholder to another person, subject to any restrictions set out in the instrument appointing the proxy.

The appointment of a proxy is suspended at any time and to the extent that the shareholder who appointed such proxy chooses to act directly and in person in the exercise of any rights as a shareholder.

The appointment of a proxy is revocable by the shareholder in question by 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 MOI 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.

The completion of a form of proxy does not preclude any shareholder from attending the AGM.

# Electronic communication with shareholders



## **Omnia Holdings Limited**

(Incorporated in the Republic of South Africa)

Registration number 1967/003680/06

JSE code: OMN

LEI NUMBER: 529900T6L5CEOP1PNP91

ISIN: ZAE000005153

("Omnia" or "the company" or "the Group")

**Dear Shareholder**

## **ELECTRONIC COMMUNICATION WITH SHAREHOLDERS**

In our commitment to environmental, social and governance (ESG) initiatives aimed at sustainability, we advocate for electronic shareholder communication to minimise paper usage and contribute to the preservation of our planet. Electronic communication offers immediacy, cost efficiency and enhanced reliability.

Although most of our shareholders currently receive communications electronically, we lack your full contact details in our records for this purpose.

Kindly furnish our transfer secretaries, JSE Investor Services (Pty) Ltd, with your contact information below, for electronic submission of all future shareholder communications and integrated reports.

Full name:

Address:

Identity number:

Investor account number:

Email address:

Cell phone number:

Please forward your response to: [ecomms@jseinvestorservices.co.za](mailto:ecomms@jseinvestorservices.co.za).

We confirm that the information provided will only be used for the purposes of shareholder communication and the necessary procedures will be followed to ensure the protection of your personal information in accordance with the POPIA Act.

Yours faithfully

**SM Mdluli**

Company secretary

# Guideline to participation



## How to access the meeting virtually

1. In order to participate and vote in the meeting virtually, each user must have an internet-enabled device (phone, laptop, desktop) capable of browsing a regular website.
2. Closer to the meeting date or on the day of the meeting, you will receive a registration link to allow you to register to attend the meeting virtually.
3. Once you have completed the registration form and our moderators have approved your registration, you will receive an email invitation to the meeting, containing the meeting ID and password.
4. Click on the link and you will be directed to the meeting platform.
5. An additional unique link will be sent, individually, to each shareholder who has made contact with The Meeting Specialist Proprietary Limited on [proxy@tmsmeetings.co.za](mailto:proxy@tmsmeetings.co.za) and who has successfully been validated to vote at the meeting.
6. Guests will only be allowed to observe and listen to the proceedings of the meeting.



## Navigating the meeting platform

1. Shareholders who would like to pose questions, may click on the Q&A icon at the bottom of your screen, to ask a question.
2. If you have a question on a particular resolution, please type your name, and the resolution number, followed by your question and press enter or send.
3. Alternatively, if you would like to address the meeting directly, please click on the “raise your hand icon”. Once the chair has identified you, your microphone will be unmuted, and you will be able to address the meeting.



## How to exercise your votes

1. All shareholders or their representatives, who have requested to vote virtually, would have received a link from Digital Cabinet to either their phone number or email address.
2. The voting will be available on all resolutions once the chair opens the meeting.
3. Click on the vote now link and it will direct you to the voting platform.
4. You will notice that the voting platform contains all the resolutions which have been published in the notice of meeting, with your votes automatically defaulted to “Abstain”.
5. Please note that once you click submit, your votes cannot be retracted and revoked.
6. You may vote on all the resolutions simultaneously by defaulting all your votes as either “For” or “Against” or keeping it as an “Abstained” vote and then clicking on the submit button at the bottom of the electronic ballot form.
7. You may also indicate your votes individually, per resolution, by selecting the relevant option (“For”, “Against” or “Abstain”), on a resolution-by-resolution basis.
8. Once you have voted on all the resolutions, scroll down to the bottom of the page and click submit.
9. You will receive a message on your screen confirming that your votes have been received.
10. Once again, please ensure that you have selected the correct option on a resolution – either “For” or “Against” or “Abstain” – before clicking the submit button.

*You will only be able to access the meeting platform and the voting platform 10 minutes prior to commencement of the meeting.*

# Corporate information

## Omnia Holdings Limited

(a company registered and domiciled in the Republic of South Africa)

Registration number: 1967/003680/06

JSE code: OMN

ISIN: ZAE000005153

## Registered office

Omnia House

Building H

Monte Circle Office Park

178 Montecasino Boulevard

Fourways

Sandton, 2191

**Telephone:** +27 11 709 8888

**Email:** [omniaIR@omnia.co.za](mailto:omniaIR@omnia.co.za)

## Anonymous tip-offs

[omnia@tip-offs.com](mailto:omnia@tip-offs.com)

## Sponsor

Java Capital

6th Floor, 1 Park Lane

Wierda Valley

Sandton, 2196

PO Box 522606, Saxonwold, 2132, Johannesburg

**Telephone:** +27 11 722 3050

## Investor relations contact

### Nerina Bodasing

Group executive: Investor relations and strategic communications

[Nerina.bodasing@omnia.co.za](mailto:Nerina.bodasing@omnia.co.za)

[omniaIR@omnia.co.za](mailto:omniaIR@omnia.co.za)



## Notes

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## Notes

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



[www.omnia.co.za](http://www.omnia.co.za)  
omnia!R@omnia.co.za