OMNIA HOLDINGS LIMITED

Reg No 1967/003680/06

58th ANNUAL GENERAL MEETING OF SHAREHOLDERS
HELD VIRTUALLY, ON WEDNESDAY, 11 SEPTEMBER 2025 AT 10h00

PRESENT

T Eboka	**Chairperson**
T Mokgosi-Mwantembe	**Independent Non-Executive Director**
S Gobalsamy	**Executive Director**

ATTENDEES

S Mdluli	**Company Secretary**
Mantric Mia	**JSE Investor Services**
M Wenner	**The Meeting Specialist (Pty) Ltd**
F Adam	**The Meeting Specialist (Pty) Ltd**
O Ben Nathan	**Digital cabinet**
K Usher	**Digital cabinet**
T Kodde	**Scribe**

SHAREHOLDERS **As per Annexure A**

APOLOGIES

none

WELCOME AND QUORUM

Ms Tina Eboka, the Chairperson of the Board, welcomed all those present to the 58th annual general meeting (AGM) of Omnia Holdings Limited. The meeting was held virtually, as provided for by the JSE Limited and in terms of the provisions of the Companies Act 71 of 2008 (the Act), as amended, and the Company's Memorandum of Incorporation (MoI).

The Chairperson mentioned that questions and answers will be addressed once all the resolutions have been put to the meeting. Shareholders are able to ask written or verbal questions. The procedures on how to pose a question were shared with the shareholders.

The Chairperson mentioned that the quorum requirements for this meeting are at least 3 members entitled to vote and are present in person or represented by proxy; and that in terms of the Act, that at least 25% of the shares in issue are represented.

With the necessary quorum being present, the meeting was duly constituted.

NOTICE OF THE MEETING

The Notice of the AGM was distributed to shareholders within the prescribed time frame. The Notice contained full details of the resolutions to be considered at the meeting. There being no changes to the proposed resolutions, the Chairperson proposed the Notice be taken as read.

VOTING PROCEDURES

The Chairperson highlighted that the voting on all resolutions proposed at this meeting will be conducted by way of a poll. The representative of the transfer secretaries (JSE Investor Services) and the TMS team present at this meeting will be acting as scrutineers.

It was noted that only shareholders who are in possession of a valid proxy, which has been filed in accordance with the Notice of meeting, or shareholders who are reflected on the share register, or who are in possession of a written letter of representation, are entitled to speak and vote at this meeting. Any person not so entitled may however pose questions after the conclusion of the meeting.

The results will be announced before the close of the formal business of the meeting.

PRESENTATION OF AUDITED ANNUAL FINANCIAL STATEMENTS

The Chairperson proposed the adoption of the annual financial statements for the year ended 31 March 2025, as set out in the Notice convening the meeting. The annual financial statements were contained in the annual financial statement report (which also contained the reports of the directors, audit committee and the independent external auditor) and had been sent to shareholders; this fully covered the activities of the Company for the year under review.

There were no objections, and the 2025 Annual Financial Statements were noted and adopted.

PRESENTATION OF SOCIAL AND ETHICS COMMITTEE REPORT

A report of the members of the Social and Ethics Committee for the year ended 31 March 2025, as included in the Integrated Report 2025, was available on the Company's website. There were no objections and the 2025 Social and Ethics Committee Report was taken as read.

PRESENTATION OF RESOLUTIONS

The resolutions were presented one by one. The floor would be opened for discussion once all resolutions had been posed.

ORDINARY RESOLUTION NO. 1: APPOINTMENT OF INDEPENDENT EXTERNAL AUDITORS

To approve the appointment of the auditor Deloitte & Touche for the 2026 financial year as independent auditor, with Mr Thega Marriday being the designated individual auditor partner who would undertake the audit for the upcoming financial year was put to the meeting.

IT WAS RESOLVED THAT, the appointment of Deloitte & Touche as independent auditors with Thega Marriday being the individual registered auditor until the conclusion of the next AGM, be and is hereby approved.

RE-ELECTION OF DIRECTORS

The meeting was asked to consider the re-election of the following directors in terms of the Company's MoI. Each of these directors, being eligible, offered themselves for re-election or confirmation at this meeting. Abbreviated curriculum vitae in respect of each of these directors were contained in the Notice of the Annual General Meeting. The Chairperson requested shareholders to consider, and if deemed fit, elect the directors named below by way of passing the separate resolutions set out below. The Chairperson handed over to the Remuneration and Nominations Committee Chair to present Resolution 2 to the shareholders.

ORDINARY RESOLUTION NO 2: Re-election of director: Ms T Eboka

To re-elect Ms T Eboka as director of the Company.

IT WAS RESOLVED THAT Ms T Eboka, who retires by tenure, and being eligible, be and is hereby re-elected as a director of the Company.

ORDINARY RESOLUTION NO 3: Re-election of director: Ms T Mokgosi-Mwatembe

To re-elect Ms T Mokgosi-Mwatembe as director of the Company.

IT WAS RESOLVED THAT the re-election of Ms T Mokgosi-Mwatembe, who retires by rotation, and being eligible, be and is hereby re-elected as a director of the Company.

ORDINARY RESOLUTION NO 4: Re-election of director: Mr G Cavaleros

To re-elect Mr G Cavaleros as director of the Company.

IT WAS RESOLVED THAT the re-election of Mr G Cavaleros who retires by rotation, and being eligible, be and is hereby re-elected as a director of the Company.

Ordinary Resolution 5: Re-election of director: Prof N Binedell

To re-elect Prof N Binedell as director of the Company.

IT WAS RESOLVED THAT the re-election of Prof N Binedell, who retires by rotation, and being eligible, be and is hereby re-elected as a director of the Company.

ORDINARY RESOLUTION NO 6: APPOINTMENT TO THE AUDIT AND RISK COMMITTEE

In terms of section 94 of the Companies Act and as recommended by the King Report of Corporate Governance for South Africa 2016 (King IV™), members of the Audit Committee have to be elected by the shareholders. Shareholders were asked to confirm the appointment of the following independent non-executive directors as members of the Audit and Risk Committee: Mr G Cavaleros, Mr R Bowen, Mr W Plaizier, and Ms R van Dijk. Abbreviated curriculum vitae in respect of these directors offering themselves for appointment to the audit and risk committee were contained in the integrated annual report. By way of separate ordinary resolutions, the Audit Committee members, which consist of independent non-executive directors, are up for election.

Ordinary Resolution No 6.1: Appointment of Mr G Cavaleros as a 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.

IT WAS RESOLVED THAT Mr G Cavaleros, being eligible, be and is hereby elected as a member and Chair of the Audit and Risk Committee.

It was noted that Ordinary Resolution 6.1 is subject to the passing of Ordinary Resolution 4.

Ordinary Resolution No 6.2: Appointment of Ms R van Dijk as a member of the Audit and Risk Committee

To confirm the appointment of independent non-executive director Ms R van Dijk as member of the Audit and Risk Committee.

IT WAS RESOLVED THAT Ms R van Dijk, being eligible, be and is hereby elected as a member of the Audit and Risk Committee.

Ordinary Resolution No 6.3: Appointment of Mr W Plaizier as a member to the Audit and Risk Committee

To confirm the appointment of independent non-executive director Mr W Plaizier as member of the Audit and Risk Committee.

IT WAS RESOLVED THAT Mr W Plaizier, being eligible, be and is hereby elected as a member of the Audit and Risk Committee.

ORDINARY RESOLUTION NO 7: APPOINTMENT TO THE SOCIAL AND ETHICS COMMITTEE

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 the Companies Act as well as the recommendations of the King IV Code. Shareholders are asked to confirm the appointment of the following directors as members of the social and ethics committee. By way of separate ordinary resolutions, the Social and Ethics Committee members, are up for election:

Ordinary Resolution No 7.1: Appointment of Mr W Plaizier as a member and Chair to the Social and Ethics Committee

To confirm the appointment of Mr W Plaizier as member of the Social and Ethics Committee.

IT WAS RESOLVED THAT Mr W Plaizier, being eligible, be and is hereby elected as a member of the Social and Ethics Committee.

The Chairperson handed over to the Remuneration and Nominations Committee Chair to present Resolution 7.2 to the shareholders.

Ordinary Resolution No 7.2: Appointment of Ms T Eboka as a member to the Social and Ethics Committee

To confirm the appointment of Ms T Eboka as member of the Social and Ethics Committee.

IT WAS RESOLVED THAT Ms T Eboka, being eligible, be and is hereby elected as a member of the Social and Ethics Committee.

It was noted that Ordinary Resolution 7.2 is subject to the passing of Ordinary Resolution 2.

Ordinary Resolution No 7.3: Appointment of Mr S Gobalsamy as a member to the Social and Ethics Committee

To confirm the appointment of Mr S Gobalsamy as member of the Social and Ethics Committee.

IT WAS RESOLVED THAT Mr S Gobalsamy, being eligible, be and is hereby elected as a member of the Social and Ethics Committee.

ORDINARY RESOLUTION NO 8: AUTHORISATION TO SIGN DOCUMENTS GIVING EFFECT TO APPROVED RESOLUTIONS

The shareholders were requested to confirm the authorisation to sign documents giving effect to the resolutions set out in the Notice of the meeting and duly passed by shareholders.

IT WAS RESOLVED THAT the granting of signing authority to the company secretary and/or any director of the Company to sign all such documents required to give effect to all resolutions validly passed by the meeting, be and is hereby approved.

ORDINARY RESOLUTION NO 9: NON-BINDING ADVISORY VOTES ON THE REMUNERATION POLICY AND IMPLEMENTATION REPORT OF OMNIA

The Chairperson explained that resolutions, 9.1 and 9.2, are tabled in accordance with the JSE Listings Requirements and King IV recommendation that the Company should obtain an indication of support from the shareholders by way of non-binding advisory votes on the remuneration policy and implementation report applicable to all employees and directors of the Company.

The Chairperson stated that while this is a non-binding advisory vote, Omnia commits that if more than 25% of shareholders exercising their voting rights vote against the remuneration policy and the remuneration implementation report, the Company will engage with shareholders to obtain an understanding of their concerns in this regard.

Ordinary Resolution No 9.1: Non-binding advisory vote to support the remuneration policy

The Chairperson asked that a non-binding advisory vote be put out to assess the support for the Group's remuneration policy, details of which were contained in the 2025 integrated annual report which was distributed to shareholders.

IT WAS RESOLVED THAT the non-binding advisory vote on the remuneration policy be and is hereby endorsed.

Ordinary Resolution No 9.2: Non-binding advisory vote to support the implementation report

The Chairperson asked shareholders to cast a non-binding advisory vote to note their support for the Group's implementation of the principles of the remuneration policy.

IT WAS RESOLVED THAT the non-binding advisory vote on the implementation of the remuneration policy be and is hereby endorsed.

SPECIAL BUSINESS

The meeting was asked to consider and, if deemed fit, pass with or without modification the following special resolutions.

APPROVAL OF NON-EXECUTIVE DIRECTORS' FEES AND CHAIRPERSON'S FEES

Shareholders are hereby asked 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 set out in detail in the notice of the meeting.

It was noted that all special resolutions require at least 75% of the voting rights present to be passed.

Special Resolution 1.1: Approval of Non-Executive Directors' Fees

Shareholders are requested to approve the basis for compensation of non-executive directors as set out in detail in the Notice of the meeting. The Chairperson highlighted that the Chairperson of the Remuneration and Nominations Committee will put special resolutions 1.1 and 1.2 to the meeting.

IT WAS RESOLVED THAT the remuneration payable to non-executive directors for the period 1 October 2025 until 30 September 2026, be and is hereby approved.

Special Resolution 1.1 was passed with 99.57% of the voting rights.

Special Resolution 1.2: Approval of Chairperson's Fees

The purpose of special resolution 1.2 was to approve the Board Chairperson's annual fee one million five hundred and fifty-three thousand, five hundred rand per annum (R1 553 500 pa), exclusive of VAT, for the period from 1 October 2025 until 30 September 2026.

IT WAS RESOLVED THAT the Board Chairperson's annual fee of **one million five hundred and fifty-three thousand, five hundred rand per annum (R1 553 500 pa), exclusive of VAT, for the period from 1 October 2025 until 30 September 2026*****, be and is hereby approved.***

SPECIAL RESOLUTION NO 2: FINANCIAL ASSISTANCE TO RELATED AND INTER-RELATED PARTIES

The reason for and effect of special resolution number 2 is to authorise the directors generally to approve the provision of financial assistance by the Company in terms of Sections 44 and 45 of the Companies Act.

Special Resolution 2.1

The shareholders were requested to vote to authorise the directors, subject to compliance with the Company's MOI and the Companies Act, each as presently constituted and as amended from time to time, to 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.

IT WAS RESOLVED THAT the Board may authorise the Company to generally provide any financial assistance in the manner contemplated in and subject to compliance with the requirements of the memorandum of incorporation of the Company and the provisions of section 44 of the Act to a director or prescribed officer of the Company or of a related or interrelated company or corporation.

Special Resolution 2.2

To authorise the directors, in terms of and subject to compliance with the Company's MOI and the Companies Act, each as presently constituted and as amended from time to time, to 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.

IT WAS RESOLVED THAT the Company, as authorised by the Board, may generally provide, in terms of and subject to compliance with the requirements of the memorandum of incorporation of the Company and the provisions of section 45 of the Act, any direct or indirect financial assistance to a related or interrelated company or corporation, or to a shareholder of a related or interrelated company, pursuant to the authority hereby conferred upon the Board for these purposes.

SPECIAL RESOLUTION NO 3: GENERAL AUTHORITY TO REPURCHASE SHARES

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 as included in the Notice of AGM. 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.

IT WAS RESOLVED THAT the Company or any of its present or future subsidiaries be and are hereby authorised to acquire ordinary shares issued by the Company from any person (including any director or prescribed officer of the Company or any person related to any director or prescribed officer of the Company) on such terms and conditions as may be determined by the directors from time to time in their discretion, subject to compliance with the applicable requirements of the memorandum of incorporation of the Company, the provisions of the Act and of the JSE Listings Requirements.

GENERAL QUESTIONS

The Chairperson opened the meeting for questions. There were no questions raised.

RESULTS

The outcome of the results were displayed. It was noted that all of the resolutions proposed to the meeting was passed with the required number of votes present. The full details of the results of the voting will be published on the JSE Stock Exchange News Services.

CLOSING

There were no further questions, the 58th annual general meeting of Omnia Holdings Limited were formally closed. The Chairperson confirmed that the proceedings ended at 10:30.

CHAIRPERSON OF THE BOARD
Tina Eboka

ANNEXURE A

ATTENDANCE REGISTER AT THE OMNIA HOLDINGS LIMITED ANNUAL GENERAL MEETING

User Name	Source
Adam Johannes Snyman	SHAREHOLDER
Nerina Bodasing	GUEST
Paul Prinsloo	GUEST
Tanya Rae	GUEST
Thega Marriday	GUEST
Madeleine Kotze	GUEST
Louise Fortuin	GUEST
Jacques De Villiers	GUEST
Shivani Bhikha	GUEST
Gareth Driver	GUEST
Tebogo Malatji	GUEST
Wim Plaizier	GUEST
George Cavaleros	GUEST
Nick Binedell	GUEST
Ronald Bowen	GUEST
Ronel van Dijk	GUEST
Ralf Hennecke	GUEST
Stefan Serfontein	GUEST
Tiaan Kotze	GUEST
Ronelle Kind	GUEST
Glen Heinrich	GUEST
Amanda Radouane	GUEST