Omnia Holdings Limited

Company audited financial statements

for the year ended 31 March 2025

Living our Purpose, Shaping our future

Contents

Omnia is a diversified Group that conducts research and development, manufactures and supplies chemicals, and provides specialised services and solutions for the Agriculture, Mining and Chemicals application industries.

Omnia adds value for customers at various stages of the supply and service chain by using innovation and solutions 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.

Agriculture

Mining

Chemicals

Statement of responsibility by the board of directors

for the year ended 31 March 2025

The board of directors is responsible for the preparation, integrity and fair presentation of the annual financial statements of Omnia Holdings Limited.

The annual financial statements for the year ended 31 March 2025 are presented on pages 2 to 36 and have been prepared in accordance with IFRS®* Accounting Standards as issued by the International Accounting Standards Board ("IASB") applicable to companies reporting under IFRS Accounting Standards, the Financial Reporting Pronouncements issued by the Financial Reporting Standards Council, to the extent applicable, the JSE Listings Requirements, SAICA Financial Reporting Guide as issued by the Accounting Practices Committee and the Companies Act 71 of 2008, as amended (Companies Act). They are based on appropriate accounting policies, which have been consistently applied and which are supported by reasonable and prudent judgements, including judgements involving estimations. The going concern basis has been adopted in preparing the annual financial statements. The directors have no reason to believe that the company will not be a going concern in the foreseeable future based on forecasts and available cash resources.

The board of directors is also responsible for the company's systems of internal controls. These are designed to provide reasonable, but not absolute assurance as to the reliability of the annual financial statements and to adequately safeguard, verify and maintain accountability of assets. These controls are monitored throughout the company by management and employees with the necessary segregation of authority and duties. Processes are in place to monitor internal controls, to identify material breakdowns and implement timely corrective action. The board of directors is committed to the continuous improvement of the control environment.

The annual financial statements have been audited by Deloitte & Touche. The independent auditor was granted unrestricted access to all financial records and related data, including minutes of meetings of shareholders, the board, and committees of the board. The directors believe that all representations made to the independent auditor during its audit were valid, complete and appropriate. The report of the auditor is presented on pages 08 to 09.

The directors of the company are responsible for the controls over, and the security of the website and, where applicable, for establishing and controlling the process for electronically distributing annual reports and other financial information to shareholders and to the Companies and Intellectual Property Commission.

The directors' report and the annual financial statements were approved by the board on 9 June 2025 and are signed on its behalf by

T Gobalsamy
Chief executive officer

S Serfontein
Finance director

9 June 2025

The CEO and finance director responsibility statement

for the year ended 31 March 2025

Each of the directors, whose names are stated below, hereby confirm that:

(a) the annual financial statements set out on pages 03 to 36, fairly present, in all material respects, the financial position, financial performance and cash flows of Omnia in terms of IFRS;

(b) to the best of our knowledge and belief, no facts have been omitted or untrue statements made that would make the annual financial statements false or misleading;

(c) internal financial controls have been put in place to ensure that material information relating to Omnia has been provided to effectively prepare the financial statements of Omnia;

(d) the internal financial controls are adequate and effective and can be relied upon in compiling the annual financial statements, having fulfilled our role and function as executive directors with primary responsibility for implementation of and execution of controls;

(e) where we are not satisfied, we have disclosed to the audit committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and have taken steps to remedy the deficiencies; and

(f) we are not aware of any fraud involving directors.

Signed by the CEO and the finance director

T Gobalsamy
Chief executive officer

S Serfontein
Finance director

9 June 2025

Certificate by the company secretary

for the year ended 31 March 2025

In terms of section 88(2)(e) of the Companies Act, I confirm that, to the best of my knowledge, Omnia Holdings Limited has lodged with the Companies and Intellectual Property Commission for the financial year ended 31 March 2025 all such returns and notices as are required of a public company in terms of the Companies Act, and that all such returns and notices are true, correct and up to date.

S Mdluli
Company secretary

9 June 2025

Preparation of financial statements

for the year ended 31 March 2025

The annual financial statements were published on 9 June 2025 and are for the year ended 31 March 2025. These comprise the certificate by the company secretary, the directors' report, the audit and risk committee's report, the independent auditors report, the basis of reporting and material accounting policies, and the annual financial statements.

These annual financial statements have been audited as required by the Companies Act and their preparation was supervised by the finance director, Stephan Serfontein CA(SA).

Directors' report

for the year ended 31 March 2025

The board of directors present its report which forms part of the annual financial statements of Omnia Holdings Limited (the company) for the year ended 31 March 2025. The annual financial statements set out the financial position, results of operations and cash flows of the company for the financial year ended 31 March 2025 and were prepared by the Group finance function of Omnia and supervised by Stephan Serfontein, the finance director.

Incorporation

The company was incorporated in South Africa on 10 April 1967 and obtained its certificate to commence business on the same day. The company listed on the JSE Limited (JSE) in 1980.

Business profile

Omnia Holdings Limited is the ultimate holding company for the Omnia Group and is an investment holding company. The company operates principally in South Africa. The company holds investments in South Africa and the rest of the world.

There have been no material changes to the nature of the company's business from the prior year.

Financial results

The company generated a total comprehensive income of R635 million for the year ended 31 March 2025 (FY24: R1 759 million).

Dividends and share repurchase

The board has declared a final ordinary gross cash dividend of 400 cents (FY24: 375 cents) per ordinary share totalling R649 million (FY24: R619 million) and a special gross cash dividend of 275 cents (FY24: 325 cents) per ordinary share totalling R446 million (FY24: R537 million), payable from income and reserves in respect of the year ended 31 March 2025. During the financial year, Omnia Holdings Limited repurchased and cancelled 2 639 725 shares (FY24: 2 913 190) at an average price of R65.15 (FY24: R60.34)

Share capital

There have been no changes to the authorised share capital during the year under review.

Share capital decreased during the current year to R3 109 million (FY24: R3 240 million) as a result of the repurchase of shares through the share repurchase programme. The total number of shares in issue as at 31 March 2025, net of treasury shares was 162 196 078 (FY24: 164 099 361).

Further detail of the authorised and issued capital of the company is given in note 6 of the annual financial statements.

Refer to pages 34 and 36 of the annual financial statements for the shareholders' analysis.

Directors and company secretary

The curricula vitae of the directors and company secretary in office at the date of this report are available on www.omnia.co.za. The following changes were made to the company secretary:

- A Ellis resigned as company secretary to the board effective 6 August 2024; and
- S Mdluli was appointed as company secretary to the board effective 1 November 2024.

The directors of the company during the year and to the date of this report are as follows:

Directors	Designation
T Eboka	Non-executive chair
T Gobalsamy	Executive
S Serfontein	Executive
N Binedell	Non-executive
R Bowen	Non-executive
G Cavaleros	Non-executive
S Mncwango	Non-executive
T Mokgosi-Mwantembe	Non-executive
W Plaizier	Non-executive
R van Dijk	Non-executive

Details of directors' remuneration are set out in note 20 to the annual financial statements.

Directors' interests in shares

The table below summarises the directors' interest in shares in Omnia Holdings Limited:

	31 March 2025				31 March 2024			
	Total	**Direct beneficial**	**Indirect beneficial**	**Indirect non-beneficial**	Total	Direct beneficial	Indirect beneficial	Indirect non-beneficial
N Binedell	**8 000**	**8 000**	**—**	**—**	12 000	12 000	—	—
T Gobalsamy	**2 372 022**	**2 372 022**	**—**	**—**	1 988 850	1 988 850	—	—
S Serfontein	**320 967**	**320 967**	**—**	**—**	250 518	250 518	—	—
Total	**2 700 989**	**2 700 989**	**—**	**—**	2 251 368	2 251 368	—	—

There has been no change to the above from 31 March 2025 to the date of this report.

Special resolutions

At the general and annual general meeting of Omnia shareholders convened on 11 September 2024, the following special and general resolutions were passed by shareholders:

- Approval of non-executive directors' and chair's fees;
- General approval: Financial assistance for subscription of securities in terms of section 44 of the Companies Act;
- General approval: Financial assistance for loans in terms of section 45 of the Companies Act; and
- General authority to repurchase shares.

More information on these resolutions can be obtained from the company secretary at cosec@omnia.co.za

Directors' and officers' disclosure of interest in contracts

During the financial year, no contracts were entered into in which the directors and officers of the company had an interest and which significantly affected the business of the company. The directors had no interest in any third party or company responsible for managing any business activities of Omnia Holdings Limited.

Going concern

In determining the appropriate basis of preparation of the annual financial statements, the directors are required to consider whether the company can continue to operate for the foreseeable future. At the date of approving these annual financial statements, the directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements.The directors conclude that the going concern assumption is an appropriate basis of preparation for these annual financial statements.

Events after the reporting period

Refer to note 19 of the annual financial statements for disclosure regarding events after the reporting period.

Auditor

The audit and risk committee recommended that Deloitte & Touche be reappointed as the external auditor of the company for the forthcoming financial year, and that Thega Marriday be appointed as the designated auditor for this purpose, in terms of the resolution to be proposed at the annual general meeting in accordance with the Companies Act.

Secretary

The Company secretary is S Mdluli.

Audit and risk committee report

for the year ended 31 March 2025

The Omnia Holdings audit and risk committee (committee or ARC) is pleased to present its report for the financial year ended 31 March 2025, The report is prepared in accordance with the requirements of the Companies Act No 71 of 2008 (Companies Act), as amended, the JSE Listings Requirements and the recommendations of the King IV Report on Corporate Governance™[1] for South Africa 2016 (King IV) and describes how the committee discharged its obligations in terms thereof during the reporting period.

The committee's duties are set out in its charter which is available on Omnia's website at https://www.omnia.co.za/investor-hub#charters

In terms of its charter, the committee provides independent oversight of the effectiveness of Omnia's internal financial control environment, its assurance functions and services, and the integrity of the annual financial statements and related reporting. The ARC has also been mandated by the board to monitor the Group's risk management and combined assurance activities and its IT function.

Committee composition and meeting attendance

The committee comprises independent non-executive directors, all of whom satisfied the requirements of section 94(4) of the Companies Act. As a collective and having regard to the size and complexity of the Group, the committee is adequately skilled, and its members collectively possess the appropriate financial and risk management-related qualifications, skills, expertise and experience required to discharge its responsibilities.

During the financial year, the committee comprised the following members all of whom attended every meeting held throughout the year, in addition detail is provided below of the regular invitees to the ARC meeting:

Member	Appointed	Attendance[3]	Regular invitees
George Cavaleros (Chair)	5 August 2019	5/5	Chair of the board Chair of social and ethics committee Chief executive officer Finance director Chief operating officer External and internal auditors General counsel Group enterprise risk manager Group finance members
Ronnie Bowen	13 April 2017	5/5	
Wim Plaizier[2]	30 March 2021	5/5	
Ronel van Dijk	1 May 2022	5/5	

2 Chair of social and ethics committee.
3 The attendance reflects the number of scheduled meetings. No additional meetings were held during the financial year.

As part of the annual evaluation of the board, the performance of the committee was also assessed and was found to be satisfactory.

Key focus areas for the year ended 31 March 2025

In addition to carrying out the duties as set out in its charter, the committee focused on the following matters during the year:

- Ongoing upgrade of the financial accounting system and related governance
- Information and technology governance, including cyber risks and cybersecurity
- The internal control environment and financial risk processes, including the combined assurance framework
- Enterprise risk management, including the implementation of an integrated combined assurance model
- Governance and oversight exercised over international operations, particularly joint ventures
- Finance team skills and capacity
- Working capital management
- Simplification of the Group structure
- Legal matters, tax and treasury

Discharge of duties for 2025 financial year

The committee is satisfied that, in respect of the year under review, it has conducted its affairs and discharged its duties and responsibilities in accordance with its charter, the JSE Listings Requirements, the Companies Act and King IV. To this end, the following specific aspects are highlighted:

Recommendation of the annual financial statements to the board for approval

The committee reviewed the company's accounting policies, significant accounting matters and material judgements and estimates, as well as the going concern assessment applicable to the annual financial statements for the year ended 31 March 2025 and ensured that the annual financial statements and the related results announcements were materially in compliance with the provisions of the Companies Act, IFRS and the JSE Listings Requirements.

The auditor's unmodified audit opinion is set out on pages 8 to 9 of the annual financial statements.

Audit and risk committee report continued

for the year ended 31 March 2025

Discharge of duties for 2025 financial year continued

External audit quality and independence

The committee considered and satisfied itself with the audit quality (including the audit approach and plan) and independence of Deloitte and Thega Marriday in their respective capacities as the appointed external audit firm and designated audit partner. In doing so, the committee considered the external auditor's suitability assessment and adherence in terms of paragraph 3.84(g) of the JSE Listings Requirements and also considered audit tenure in terms of King IV. The committee reviewed audit quality based on the committee's own assessment in addition to considering the documents presented by Deloitte, as required by the JSE Listings Requirements, and found it to be satisfactory. The committee will recommend to shareholders on 11 September 2025 that the services of Deloitte and Thega Marriday (the designated partner) be retained for the company's 2026 financial year. This (2025) is both Deloitte and the designated partners fourth year of appointment as our external auditor.

Furthermore, the committee ensured that the scope of non-audit services rendered by Deloitte did not impair auditor independence. Fees for external audit related services incurred during the year amounted to R3.8 million (FY24: R3.2 million)and non-audit-related services to Rnil million (FY24: Rnil million).

Internal audit and internal financial controls

The internal audit function, outsourced to PwC, has unfettered access to the committee, with Paul Prinsloo in his capacity as lead internal audit partner attending all committee meetings. Internal audit activities were carried out in terms of a committee-approved detailed risk-based internal audit plan and related scope letters focusing on matters of management and committee interest. Periodic amendments to either the internal audit plan or related scope letters are reviewed and approved by the committee.

At every relevant meeting, the committee considered the results of the reviews performed by internal audit and ensured that adequate responses were provided by management to address recommendations made by PwC. Further, the committee tracked progress on high and medium risk findings monitoring management actions. Following the work conducted in terms of the internal audit plan, PwC concluded that the company's internal financial controls were adequately designed and operated effectively during the year. Notwithstanding such findings, there are areas identified by PwC where continued management attention is required. The committee concurs with this assessment.

Important improvements in the internal financial control (IFC) environment during the year were communicated by the chief executive officer (CEO) and finance director (FD) to the committee.

Notwithstanding such progress, the CEO and the FD informed the committee that certain low, medium and high IFC shortcomings continue. Based on feedback from the CEO and FD, such inadequacies are not pervasive within the company. Both the Group's internal auditors and the external auditors concur with the assessment of the CEO and the FD.

Actions to remedy these matters and to improve the IFC environment have been communicated to the committee by the CEO and the FD, and include the following:

- ongoing focused remediation of IFC shortcomings;
- continued automation of financial controls by standardising business processes with the ongoing upgrade to Microsoft D365 (ERP system) in the medium term;
- increasing levels of governance and oversight, particularly over non-South African operations; and
- continued focus on staff capacity and critical skills levels.

The committee will continue to monitor the success of the remediation plan.

The internal audit plan for the year ending 31 March 2026 is in the process of being finalised by PwC and will be presented to the committee for its consideration.

The committee has satisfied itself that the internal audit function is independent and had the necessary resources, standing and authority to discharge its duties.

Evaluation of the expertise and adequacy of the finance director and the finance function

In terms of JSE Listings Requirement 3.84(g), the committee considered and satisfied itself regarding the appropriateness of the expertise of the finance director, Stephan Serfontein as well as the experience and adequacy of resources within the Group's finance function. Capacity constraints in the business operations finance functions have been substantially remedied providing a solid platform to ensure that management's IFC remediation plans (presented above) are promptly and successfully implemented.

Enterprise risk management (ERM)

Management has continued to make significant progress in strengthening the risk management function within Omnia. Over the last 12 months, management has focussed on embedding the approved Enterprise Risk Management (ERM) Policy and Framework in the business.The Enterprise Risk Management Committee (ERMC) which supports implementation of risk management processes, remains actively engaged and provides a platform to table and report ERM matters up to the Group Executive Committee, ARC and ultimately the Board.

Risk management activities continue to be directed using the annual work plan, which includes ongoing reporting across governance structures to track progress.

A key focus within the work plan remains the review of business risk which incorporate strategic objectives, as well as consideration of the internal and external operating environment, culminating in the development of Executive Committee approved Group risk profiles.

In addition to these planned activities, management maintains a proactive approach to identifying emerging risks and opportunities, and conducting deep dives as necessary to reinforce a suitable risk culture.

While certain practices related to risk management have advanced during 2025, management recognise the need to further improve and mature the risk management function within the organisation, focus on risk capacity and experience within the individual businesses, as well as applying relevant technologies to improve risk assessment and reporting.

Combined assurance

Management has focused its activities on implementing the Combined Assurance Model and work plan in a sustainable manner. The Combined Assurance Forum (CAF) has been embedded with a mandate to oversee, coordinate and report on assurance activities over the three lines of defence. The CAF remains accountable to the Group Executive Committee, which ratifies decisions before they are presented to the ARC and ultimately the Board for approval as appropriate.

Over the past 12 months, certain assurance activities have been incorporated into the 2025 Combined Assurance Coverage Plan (CACP) thus aligning assurance activities with the Group Risks.

Looking ahead to 2026, the focus remains on more optimally operationalising combined assurance activities as well as improving integration of such activities with risk management principles and practices to better reinforce a proactive and structured assurance environment. The 2026 CACP is currently being finalised and will be presented to the ARC shortly.

Key focus areas for the year ending 31 March 2026

In addition to carrying out the duties as set out in its charter, the audit and risk committee will focus on the following matters during 2026, which by their nature are expected to require oversight over multiple years:

- Information technology and governance including cyber-security, the implementation of the IT strategy
- Upgrade of financial accounting systems and related governance
- Risk management and combined assurance effectiveness
- Control environment
- Finance team skills and capacity
- Business and legal structures
- Tax and treasury
- Working capital management

Finally, the committee thanks the Omnia management team for its significant contribution to the Group's achievements during a very challenging year.

George Cavaleros
Audit and risk committee chair

9 June 2025

Independent auditor's report

To the shareholders of Omnia Holdings Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the separate financial statements of Omnia Holdings Limited (the company) set out on pages 10 to 33, which comprise the separate statement of financial position as at 31 March 2025; and the separate statement of comprehensive income; the separate statement of changes in equity; and the separate statement of cash flows for the year then ended; and notes to the separate financial statements, including material accounting policy information.

In our opinion, the separate financial statements present fairly, in all material respects, the separate financial position of Omnia Holdings Limited as at 31 March 2025, and its separate financial performance and separate cash flows for the year then ended, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Separate Financial Statements section of our report. We are independent of the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In terms of the IRBA Rule on Enhanced Auditor Reporting for the Audit of Financial Statements of Public Interest Entities, published in Government Gazette No. 49309 dated 15 September 2023 (EAR Rule), we report:

Final materiality

We define materiality as the magnitude of misstatement in the separate financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the nature and extent of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the separate financial statements as a whole as follows:

Materiality	**R25 million (2024: R43 million).** The change in materiality is as a result of the movement in total assets from prior year.
Basis for determining materiality.	A key judgement in determining materiality is the appropriate benchmark to select, based on our perception of the needs of shareholders. We considered which benchmarks and key performance indicators have the greatest bearing on shareholder decisions. We determined that total assets remained the key benchmark.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the separate financial statements of the current period.

We have no key audit matters to report on the separate financial statements.

Other information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Omnia Holdings Limited Company Audited Financial Statements for the year ended 31 March 2025" and in the document titled "Omnia Holdings Limited Audited Consolidated Financial Statements for the year ended 31 March 2025", which includes the Directors' Report, the Audit and Risk Committee's Report and the Certificate by the Company Secretary as required by the Companies Act of South Africa, which we obtained prior to the date of this report, and the Integrated Annual Report, which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's reports thereon.

Our opinion on the separate financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the separate financial statements

The directors are responsible for the preparation and fair presentation of the separate financial statements, in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the separate financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the separate financial statements

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report, unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

Audit Tenure

In terms of the IRBA Rule published in Government Gazette No. 39475 dated 4 December 2015, we report that Deloitte and Touche has been the auditor of Omnia Holding Limited for 4 years.

Signed by:
Deloitte & Touche
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Deloitte & Touche
Registered Auditor
Per: Thega Marriday
Partner

9 June 2025

5 Magwa Crescent
Waterfall City
Waterfall
2090
Johannesburg
South Africa

Statement of financial position

as at 31 March 2025

Rm	Notes	2025	2024
Assets			
Non-current assets		**877**	871
Investments in subsidiary	3	**877**	871
Current assets		**383**	1 325
Cash and cash equivalents	4	**31**	26
Loans to Group companies	5	**352**	1 299
Total assets		**1 260**	2 196
Equity and liabilities			
Equity			
Share capital	6	**3 109**	3 240
Share-based payment reserve	7	**143**	137
Accumulated loss		**(2 069)**	(1 552)
Total equity		**1 183**	1 825
Liabilities			
Current liabilities		**77**	371
Loans from Group companies	8	**6**	288
Income tax		**8**	—
Financial guarantee liabilities and other payables	9, 10	**63**	83
Total equity and liabilities		**1 260**	2 196

The accounting policies and notes on pages 14 to 33 an integral part of the annual financial statements.

Statement of comprehensive income
for the year ended 31 March 2025

Rm	Notes	2025	2024
Revenue	11	**630**	1 744
Impairment reversal on financial assets and liabilities	12	**26**	33
Interest income		**3**	1
Administration and other expenses	12	**(15)**	(17)
Profit before income tax		**644**	1 761
Taxation	13	**(9)**	(2)
Other comprehensive income		**—**	—
Total comprehensive income for the year		**635**	1 759

The accounting policies and notes on pages 14 to 33 form an integral part of the annual financial statements.

Statement of changes in equity

for the year ended 31 March 2025

Rm	Share capital	Treasury shares	Share-based payment reserve	Accumulated loss	Total equity
At 31 March 2023	3 534	(60)	122	(2 678)	918
Profit for the year	—	—	—	1 759	1 759
Total comprehensive income for the year	—	—	—	1 759	1759
Share repurchase	(234)	—	—	—	(234)
Share-based payment transactions	—	—	15	—	15
Dividends paid	—	—	—	(633)	(633)
At 31 March 2024	3 300	(60)	137	(1 552)	1 825
Profit for the year	**—**	**—**	**—**	**635**	**635**
Total comprehensive income for the year	**—**	**—**	**—**	**635**	**635**
Share repurchase	**(172)**		**—**	**—**	**(172)**
Shares vested as part of Broad-Based Employee Share Scheme	**—**	**41**	**—**	**—**	**41**
Share-based payment transactions	**—**	**—**	**6**	**—**	**6**
Dividends paid	**—**	**—**	**—**	**(1 152)**	**(1 152)**
At 31 March 2025	**3 128**	**(19)**	**143**	**(2 069)**	**1 183**
Notes	6	6	7		

The accounting policies and notes on pages 14 to 33 form an integral part of the annual financial statements.

Statement of cash flows

for the year ended 31 March 2025

Rm	Notes	2025	2024
Cash flows from operating activities		**3**	2
Cash generated from operations	14	**—**	1
Interest received		**3**	1
Cash flows from investing activities		**170**	200
Cash advances received on loans to Group companies	5	**170**	200
Cash flows from financing activities		**(168)**	(176)
Proceeds on treasury shares sold relating to Broad-Based Employee Share Scheme		**42**	—
Payments to participants of Broad-Based Employee Share Scheme		**(41)**	—
Other cash inflows		**3**	—
Payments for share repurchase	6	**(172)**	(176)
Total cash and cash equivalents movement for the year		**5**	26
Cash and cash equivalents at the beginning of the year[1]		**26**	—
Cash and cash equivalents at the end of the year	4	**31**	26

[1] FY24 Cash and cash equivalents opening balance for the year is under R1 million

The notes on pages 14 to 33 are an integral part of these financial statements.

Notes to the annual financial statements
for the year ended 31 March 2025

GENERAL INFORMATION
Omnia Holdings Limited is a public company incorporated and domiciled in South Africa.

1. MATERIAL ACCOUNTING POLICIES
The principal accounting policies applied in the preparation of these annual financial statements are set out below.

1.1 BASIS OF PREPARATION

The material accounting policies in the preparation of these annual financial statements are set out within the notes to the annual financial statements. These policies have been consistently applied to all years presented, unless otherwise stated.

All policies stated in the annual financial statements relate to the company. The annual financial statements for the year ended 31 March 2025 have been prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IASB") applicable to companies reporting under IFRS Accounting Standards, the Financial Reporting Pronouncements issued by the Financial Reporting Standards Council, to the extent applicable, the JSE Listings Requirements and the Companies Act of South Africa.

The annual financial statements have been prepared under the historical cost convention except for derivative financial instruments measured at fair value and investments held at fair value.

Assets and liabilities are classified as either current or non-current on the statement of financial position. Assets are classified as current when they are expected to be realised within 12 months after the reporting date or when held primarily for being traded or have no terms of repayment. All other assets are classified as non-current. Liabilities for which the company has an unconditional right to defer settlement for at least 12 months from the reporting date are classified as non-current.

Expenses in the statement of comprehensive income are presented by function with additional disclosure regarding the nature of expenses provided in the notes.

The preparation of the annual financial statements in conformity with IFRS Accounting Standards requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the annual financial statements and the reported amounts of revenues and expenses during the reporting period based on management's best knowledge of current events and actions. Actual results may differ from these estimates. Areas involving a high degree of judgement or complexity or areas where assumptions and estimates are significant to the company's annual financial statements are disclosed in the relevant note.

1.2 GOING CONCERN
In determining the appropriate basis of preparation of the annual financial statements, the directors are required to consider whether the company can continue to operate for the foreseeable future. At the date of approving these annual financial statements, the directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors conclude that the going concern assumption is an appropriate basis of preparation for these annual financial statements.

1.3 MATERIAL JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY
The preparation of annual financial statements in conformity with IFRS Accounting Standards requires management, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. Areas involving a high degree of judgement or complexity or areas where assumptions and estimates are significant to the company's annual financial statements are disclosed in the relevant note.

Key sources of estimation uncertainty
Impairment of financial assets
The impairment provisions for financial assets are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. For details of the key assumptions and inputs used, refer to the individual notes addressing financial assets.

Impairment testing
The recoverable amounts of cash-generating units and individual assets have been determined based on the higher of value-in-use calculations and fair values less costs to sell. These calculations require the use of estimates and assumptions. It is reasonably possible that the key assumptions may change which may then impact our estimations and may then require a material adjustment to the carrying value of tangible assets.

The company reviews and tests the carrying value of assets when events or changes in circumstances suggest that the carrying amount may not be recoverable. Assets are grouped at the lowest level for which identifiable cash flows are largely independent of cash flows of other assets and liabilities. If there are indications that impairment may have occurred, estimates are prepared of expected future cash flows for each group of assets. Expected future cash flows used to determine the value-in-use of tangible assets are inherently uncertain and could materially change over time. They are significantly affected by a number of economic factors.

1. MATERIAL ACCOUNTING POLICIES continued

1.3 MATERIAL JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY continued

Key sources of estimation uncertainty continued

Financial guarantee liabilities

As at 31 March 2025, the financial guarantee liability was recognised at the higher of the expected loss allowance and the amount initially recognised less the cumulative amount of amortisation recognised in accordance with the principles of IFRS 15. The recognised financial guarantee liability as at 31 March 2025 is lower than at 31 March 2024. This is due to a combination of the lower probability of default of the company at reporting date compared to when the guarantees were issued and cancellation of previous facilities.

As the company and other guarantors to the loan facility are jointly and severally liable, the financial guarantee liability is not apportioned between guarantors. The financial guarantee was recognised initially on 31 March 2022 with the corresponding entry as an investment in subsidiary. This initial recognition rationale has been applied consistently.

1.4 FINANCIAL INSTRUMENTS

Financial instruments held by the company are classified in accordance with the provisions of IFRS 9 *Financial Instruments*. Broadly, the classification possibilities, which are adopted by the company, as applicable, are as follows:

Financial assets that are debt instruments:

- Amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows).

Financial liabilities:

- Amortised cost.

Note 17 *Financial instruments* and risk management presents the financial instruments held by the company based on their specific classifications.

The specific accounting policies for the classification, recognition and measurement of each type of financial instrument held by the company are presented below:

Loan to Group companies

Classification

Loan to Group companies (note 5) is classified as a financial asset subsequently measured at amortised cost.

It has been classified in this manner because the contractual terms of the loan gives rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the company's business model is to collect the contractual cash flows on the loan.

Recognition and measurement

The loan to Group companies is recognised when the company becomes a party to the contractual provisions of the loan. The loan is measured, at initial recognition, at fair value plus transaction costs, if any.

It is subsequently measured at amortised cost.

The amortised cost is the amount recognised on the loan initially, minus principal repayments, plus cumulative amortisation (interest) using the effective interest rate method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Impairment

The company recognises a loss allowance for expected credit losses on all loans receivable measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective loans.

The company measures the loss allowance at an amount equal to lifetime expected credit losses (lifetime ECL) when there has been a significant increase in credit risk since initial recognition. If the credit risk on a loan has not increased significantly since initial recognition, then the loss allowance for that loan is measured at 12-month expected credit losses (12-month ECL).

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a loan. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a loan that are possible within 12 months after the reporting date.

In order to assess whether to apply lifetime ECL or 12-month ECL, in other words, whether or not there has been a significant increase in credit risk since initial recognition, the company considers whether there has been a significant increase in the risk of a default occurring since initial recognition rather than at evidence of a loan being credit-impaired at the reporting date or of an actual default occurring.

GENERAL INFORMATION continued

1. MATERIAL ACCOUNTING POLICIES continued

1.4 FINANCIAL INSTRUMENTS continued

Loan to Group companies continued

Macro-economic information
Forward-looking information utilised regarding macro-economics is derived from Moody's Analytics. This incorporates their GCorr macro-economic forecast set by applying three macro-economic forecasts: Baseline, Stronger Near-term Rebound (S1) and Moderate Recession (S3) with forecast sets weighted 40%, 30%, 30% respectively to determine the expected credit loss percentage.

Sovereign ratings
The impact of sovereign risk has been considered in the loss allowances calculation. Moody's Investor Services were used for available ratings. The Moody's Analytics Impairment Calculation tool was utilised to convert ratings into ECL percentages. The mid-point between the previous and current year's scaler was applied.

Significant increase in credit risk
In assessing whether the credit risk on a loan has increased significantly since initial recognition, the company compares the risk of a default occurring on the loan as at the reporting date with the risk of a default occurring as at the date of initial recognition.

The company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the counterparties operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information.

If a loan is assessed to have a low credit risk at the reporting date, then it is assumed that the credit risk on the loan has not increased significantly since initial recognition.

The company regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increases in credit risk before the amount becomes past due.

Definition of default
For purposes of internal credit risk management purposes, the company considers that a default event has occurred if there is either a breach of financial covenants by the counterparty, or if internal or external information indicates that the counterparty is unlikely to pay its creditors in full (without taking collateral into account).

Irrespective of the above analysis, the company considers that default has occurred when a loan installment is more than 90 days past due unless there is reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy
The company writes off a loan when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Loans written off may still be subject to enforcement activities under the company recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Credit risk
Details of credit risk related to the loan to Group companies is included in the specific notes and the financial instruments and risk management note (note 17).

Loans from Group companies
Classification
Loans from Group companies (note 8) are classified as financial liabilities subsequently measured at amortised cost.

Recognition and measurement
Loans from related parties are recognised when the company becomes a party to the contractual provisions of the loan. The loans are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest rate method.

Borrowings expose the company to liquidity risk. Refer to note 17 for details of risk exposure and management thereof.

Financial guarantee liabilities
A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the company are initially measured at their fair values and, if not designated as at fair value through profit or loss and do not arise from a transfer of a financial asset, are subsequently measured at the higher of:

- the amount of the loss allowance determined in accordance with IFRS 9; and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the revenue recognition policies.

Refer to note 9 for details of financial guarantee contracts.

GENERAL INFORMATION continued

1. MATERIAL ACCOUNTING POLICIES continued

1.4 FINANCIAL INSTRUMENTS continued

Loan from Group companies continued

Derecognition

Financial assets

The company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. Loans receivable are therefore derecognised once the loan has been fully repaid with no further cashflows to be received. If the company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the company retains substantially all the risks and rewards of ownership of a transferred financial asset, the company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities

The company derecognises financial liabilities when, and only when, the company obligations are discharged, cancelled or they expire. Loans payable are therefore derecognised once the company has made all necessary repayments to settle the obligation. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

1.5 SHARE CAPITAL AND EQUITY

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Ordinary shares are classified as equity.

Where such shares are subsequently sold or re-issued, any consideration received is included in shareholders' equity attributable to the company's equity holders.

Where the company, or its share incentive schemes purchase the company's equity share capital, the consideration paid, including any attributable transaction costs are treated as treasury shares until the shares are cancelled or re-issued. The consideration paid is deducted from equity attributable to the company's equity holders. Where such shares are subsequently sold, or vest to participants or are re-issued, any consideration received is included in shareholders' equity attributable to the company's equity holders.

1.6 SHARE-BASED PAYMENTS

Goods or services received or acquired in a share-based payment transaction are recognised when the goods, or as the services are received. A corresponding increase in equity is recognised if the goods or services were received in an equity-settled share-based payment transaction or a liability if the goods or services were acquired in a cash-settled share-based payment transaction.

When the goods or services received or acquired in a share-based payment transaction do not qualify for recognition as assets, they are recognised as expenses.

For equity-settled share-based payment transactions the goods or services received and the corresponding increase in equity are measured, directly, at the fair value of the goods or services received provided that the fair value can be estimated reliably.

If the fair value of the goods or services received cannot be estimated reliably, or if the services received are employee services, their value and the corresponding increase in equity, are measured, indirectly, by reference to the fair value of the equity instruments granted.

Vesting conditions that are not market related (i.e. service conditions and non-market related performance conditions) are not taken into consideration when determining the fair value of the equity instruments granted. Instead, vesting conditions that are not market related shall be taken into account by adjusting the number of equity instruments included in the measurement of the transaction amount so that, ultimately, the amount recognised for goods or services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. Market conditions, such as a target share price, are taken into account when estimating the fair value of the equity instruments granted. The valuation model utilised in such circumstances is the Monte Carlo model. The number of equity instruments are not adjusted to reflect equity instruments that are not expected to vest or do not vest because the market condition is not achieved.

As an exception, when the company is obligated, in terms of tax legislation, to withhold an amount of employees' tax associated with an equity-settled share-based payment transaction (thus creating a net settlement feature), the full transaction is still accounted for as an equity-settled share-based payment transaction.

GENERAL INFORMATION continued

1. MATERIAL ACCOUNTING POLICIES continued

1.7 REVENUE

Dividends are recognised in profit or loss, when the company's right to receive payment has been established.

2. NEW STANDARDS AND INTERPRETATIONS

2.1 STANDARDS AND INTERPRETATIONS EFFECTIVE AND ADOPTED IN THE CURRENT YEAR

The company has applied the following standards and amendments for the first time for the annual reporting period commencing 1 April 2024:

- Amendment to *IAS 1 Presentation of Financial Statements* on Classification of Liabilities as Current or Non-current
  Amendment clarifies how to classify debt and other liabilities as current or non-current.
- Amendment to *IAS* 1 *Presentation of Financial Statements* on Classification of Long-term Debt Affected by Covenants

  Amendments specify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least 12 months after the reporting date (and therefore must be considered in assessing the classification of the liability as current or non-current).
- Amendment to *IFRS 16 Leases* for a seller-lessee to subsequently measure lease liabilities arising from sale and leaseback transaction in a way that does not result in the recognition of a gain or loss to the right of use it retains.
- Amendment to *IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments* disclosures for supplier finance arrangements. The amendments define the term supplier finance arrangements and introduces the requirement to disclose qualitative and quantitative information about supplier finance arrangement.
- *IAS 12 Income taxes (IAS 12) amendment relating to International Tax Reform – Pillar Two Model Rules:* IAS 12 introduced a temporary exception to the requirements to recognise and disclose information about deferred tax assets and liabilities related to Pillar Two income taxes and targeted disclosure requirements for entities affected by the global anti-base erosion (GloBE) model rules.

The company has assessed the above new standards applicable to the company and no significant impact has been noted.

2.2 STANDARDS, INTERPRETATIONS AND AMENDMENTS ISSUED BUT NOT EFFECTIVE

The following new standards, interpretations and amendments applicable to the Group were issued but not yet effective:

- Annual improvements to IFRS accounting standards: Amendments to *IFRS 7 Financial instruments* disclosures and its accompanying guidance on implementing IFRS 7; *IFRS 9 Financial Instruments*; *IFRS 10 Consolidated financial statements statements* and *IAS 7 Statement of cash flows*. These are changes to update wording and clarify items of oversight within these standards.
- Amendments to *IFRS 9 Financial Instruments* and *IFRS 7 Financial instruments disclosures* relating to contracts referencing nature dependent electricity (previously power purchase agreements). The changes are to improve the disclosure of these contracts in the financial statements clarifying the application of own use requirements; permitting hedge accounting if these contracts are used as hedging instruments; and adding new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows.
- Amendments to *IAS 21 The Effects of Changes in Foreign Exchange Rates* on how to assess whether a currency is exchangeable and how to determine the exchange rate when its not. In the case where a currency is not exchangeable at the measurement date, the entity is required to estimate the spot rate and disclose how the lack of exchangeability affects or is expected to affect, the entity's financial performance, financial position and cash flows.
- New Standard *IFRS 18 Presentation and Disclosure in financial statements* introducing three sets of requirements on improved comparability in the statement of comprehensive income, enhanced transparency of management-defined performance measures and improvements on the grouping of information in the financial statements.

The new standards, interpretations and amendments, except as detailed above, will not have a material impact on the amounts recognised.

3. INVESTMENTS IN SUBSIDIARY

Subsidiaries are all entities (including special purpose entities) over which the company has control. The company controls an entity when the company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Investments in subsidiary is shown at cost less accumulated impairment in the company's annual financial statements. Where an indication of impairment exists, the recoverable amount of the investment is assessed. Where the recoverable amount of the investment is less than its carrying amount, it is written down immediately to its recoverable amount and the impairment loss is recognised as an expense in profit or loss.

The company grants options over its equity instruments to the employees of subsidiaries. Any shares allocated by Omnia Holdings Limited are accounted for as an investment in the underlying subsidiaries where the employees work.

Rm	Carrying amount 2025	Carrying amount 2024
Investment at cost in unlisted subsidiary	**739**	733
Investment in financial guarantee	**138**	138
	877	871
The movement in investments:		
Opening balance at 31 March	**733**	718
Share-based payments	**6**	15
	739	733

The following information relates to the company's investment in subsidiary:

	Effective %	Country of incorporation	Number of shares held 2025	Number of shares held 2024
Omnia Group Investments Limited[1]	100	South Africa	**6 921 902**	6 921 902

[1] Omnia Group Investments Limited is an investment holding company.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash on hand, deposit on call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Amounts disclosed as cash and cash equivalents are readily convertible to known amounts of cash, are not subject to significant risk of changes in value and are held to settle short-term commitments.

Rm	2025	2024
Bank balances and cash	**31**	26

The carrying amount of bank and cash balances are denominated in the following currencies:

Rm	2025	2024
South African (ZAR)	**31**	26

Credit risk

The table below shows the cash invested at the reporting date at financial institutions grouped per Moody's short-term credit rating of financial institutions.

Rm	National Scale[1]	Global Scale[1]	2025	2024
Investec	P-3	NP	**28**	26
FirstRand	P-3	NP	**2**	—
Standard Bank	P-3	NP	**1**	—
			31	26

[1] P-1 to 3 indicates short-term prime and long-term investment grade. NP indicates short-term not prime and long-term Ba1 to C rating.

5. LOAN TO GROUP COMPANIES

Rm	2025	2024
Subsidiary		
Omnia Group Investments Limited	**309**	1 263
Omnia Group Proprietary Limited	**43**	36
	352	1 299
Split between non-current and current portions		
Current assets	**352**	1 299

The loans are unsecured, interest free and have no fixed terms of repayment.

The company intends to call for the repayment of the loans to subsidiaries within 12 months from the financial year end in order to pay dividends. The loans are therefore classified as current.

The movement in the loan to group companies relate to non-cash advances made and received mainly relating to dividends paid and received and expenses paid on behalf of the holding company. Cash repayments were also received during the year amounting to R170m (FY24: R200m).

EXPOSURE TO CREDIT RISK

The loan to Group companies inherently exposes the company to credit risk, being the risk that the company will incur financial loss if counterparties fail to meet their contractual obligations as they fall due.

In determining the amount of expected credit losses, the company has taken into account any historic default experience, the financial positions of the counterparties as well as the future prospects in the industries in which the counterparties operate.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The maximum exposure to credit risk is the gross carrying amount of the loans as presented above. The company does not hold collateral or other credit enhancements against the loans to Group companies.

CREDIT RATING FRAMEWORK

For purposes of determining the credit loss allowances, management determine the credit rating grades of each loan at the end of the reporting period. These ratings are determined either externally through ratings agencies or internally where external ratings are not available.

The table below sets out the internal credit rating framework which is applied by management for the loan for which external ratings are not available. The abbreviation "ECL" is used to depict "expected credit losses".

Internal credit grade	Description	Basis for recognising expected credit losses
Performing	Low risk of default and no amounts are past due	12-month ECL
Doubtful	Either 30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL (not credit-impaired)
In default	Either 90 days past due or there is evidence that the asset is credit-impaired	Lifetime ECL (credit-impaired)
Write-off	There is evidence indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery	Amount is written off

5. LOAN TO GROUP COMPANIES continued

CREDIT LOSS ALLOWANCES

The following tables set out the carrying amount, loss allowance and measurement basis of expected credit losses for the loan to Group companies by credit rating grade:

Instrument Rm	Basis of loss allowance	Gross carrying amount	Loss allowance	Amortised cost
2025				
Loan to subsidiary				
Omnia Group Investments Limited[1]	12-month ECL	**310**	**(1)**	**309**
Omnia Group Proprietary Limited[2]	Lifetime ECL (not credit-impaired)	**44**	**(1)**	**43**
Total		**354**	**(2)**	**352**
2024				
Loan to subsidiary				
Omnia Group Investments Limited[3]	Lifetime ECL (not credit-impaired)	1 268	(5)	1 263
Omnia Group Proprietary Limited[3]	Lifetime ECL (not credit-impaired)	38	(2)	36
Total		1 306	(7)	1 299

1 The basis of loss allowance has changed from Lifetime ECL (not credit-impaired) to 12-month ECL as the loan has decreased from R1.268m to R0.335m and the credit risk identified is lower. The loss allowance is R1.295m

2 The credit risk has decreased and the corresponding risk percentage is lower than in the prior year. The loss allowance is R0.396m

3 The basis of loss allowance has been updated to reflect the basis used in the prior year.

RECONCILIATION OF LOSS ALLOWANCES

The following table show the movement in the loss allowances for the loan to Group companies:

Rm	2025	2024
Opening balance	**7**	15
Unused amount released through profit or loss	**(5)**	(8)
Closing balance	**2**	7

6. SHARE CAPITAL

Rm	2025	2024
Authorised:		
500 000 000 ordinary shares no par value		
Issued		
162 484 636 ordinary shares of no par value (FY24: 165 124 361)	**3 128**	3 300

All issued shares are fully paid.

	Ordinary share		Treasury shares[2]		
	Number of shares '000	Share capital Rm	Number of shares '000	Capital value Rm	Net total Rm
Balance at 31 March 2023	169 052	3 534	(1 026)	(60)	3 474
Share repurchase programme[1]	(3 928)	(234)	—	—	(234)
Balance at 31 March 2024	165 124	3 300	(1 026)	(60)	3 240
Share repurchase programme[1]	**(2 639)**	**(172)**	**737**	**41**	**(131)**
Balance at 31 March 2025	**162 485**	**3 128**	**(289)**	**(19)**	**3 109**

1 For the share repurchase programme executed by Omnia Holdings Limited, 2.639 million (FY24: 2.913 million) shares at an average price of R65.15 (FY24: R60.34) were repurchased and cancelled.No shares were repurchased by a subsidiary and no treasury shares were repurchased.

In the FY24 financial year 1.015 million shares were repurchased (and subsequently cancelled) from Omnia Group (Pty) Ltd, a wholly owned subsidiary of the company at an original purchase price of R122.50 per share for the Group (57.26 per share at an Omnia Holdings Limited company level).

2 Treasury shares are held by the Omnia Broad-Based Employee Share Trust. 737 thousand shares vested in the year at an original cost of R55.48 per share.

7. SHARE-BASED PAYMENT RESERVE

The company operates equity-settled share-based compensation plans under which the entity receives services from employees as consideration for equity instruments of the Omnia Group, as mentioned in the accounting policy.

As Omnia Holdings Limited settles the share-based payment scheme for no consideration on behalf of its subsidiaries, it accounts for the share-based payment charge as an increase in an investment in its subsidiaries.

The share-based payment reserve is adjusted when the entity revises its estimates of the number of share options that are expected to become exercisable. It recognises the impact of the revision of the original estimates, if any, in profit or loss, with a corresponding adjustment to this reserve in equity.

EMPLOYEE SHARE SCHEME – EQUITY SETTLED

The Group's remuneration and nominations committee approved an employee share scheme to align the interests of its employees with those of the company's shareholders and to attract and retain employees. The plan was set up to remunerate employees through the issue of either performance shares, retention shares, remuneration shares, sign-on shares and deferred bonus shares. Management has determined that all future equity-settled share schemes will be settled through the purchase of shares in the market.

Omnia Broad-Based Employee Share Scheme intends to create ownership of Omnia for all eligible employees employed by Omnia as of 1 July 2021. Employees eligible to participate in the scheme are intended to benefit from the growth in value of the Omnia share price during the execution of the Group strategy.

Shares assigned to employees will be housed in the Omnia Broad-Based Employee Share Trust. All employees who are eligible to participate have been allocated shares, which will vest in the name of the participant at the end of the reporting period.

No other performance-related conditions are attached to the shares.

The allocations and conditions are set out below.

	Number of staff	Number of shares granted	Grant date	Vesting date	Fair value per share on grant date	Number of shares vested/ forfeited	Remaining balance of shares to vest	Historical cost recognised R'000	Current year cost in staff cost R'000
My Omnia 2021	—	955 500	01 Sep 21	30 Jun 24	58.00	(955 500)	—	39 254	3 488
My Omnia 2022	206	67 320	01 Jul 22	30 Jun 25	75.28	(23 778)	43 542	2 056	874
My Omnia 2023	251	90 770	01 Jul 23	30 Jun 26	61.49	(18 133)	72 637	1 028	1 257
	457	1 113 590				(997 411)	116 179	42 338	5 619

Due to the nature of the vesting of these grants, being the completion of a service period, the valuation of the shares have been achieved by taking the relevant spot price at the grant date. Forfeiture rate: 10% (FY24: 10%).

OVERALL SHARE-BASED PAYMENT RESERVE AND EXPENSE RECONCILIATION

	2025	2024
Balance at 1 April 2024	**137**	122
Broad-based share scheme expense capitalised to investment in subsidiary	**6**	15
Balance at 31 March 2025	**143**	137

8. LOANS FROM GROUP COMPANIES

Rm	2025	2024
Subsidiaries		
Omnia Group Proprietary Limited	**6**	264
Omnia Group Investments Limited	**—**	24
	6	288
The loans are unsecured, interest free and have no fixed terms of repayment.		
Split between non-current and current portions		
Current liabilities	**6**	288

EXPOSURE TO LIQUIDITY RISK

Refer to note 17 Financial instruments and risk management for details of liquidity risk exposure and management of loans from Group companies.

9. FINANCIAL GUARANTEE LIABILITIES

Rm	2025	2024
Omnia Group Proprietary Limited	**51**	68
Other subsidiaries	**9**	13
	60	81
Split between non-current and current portions		
Current liabilities	**60**	81

The timing of the financial guarantee is uncertain. Should a default occur, Omnia Holdings Limited would not be able to contractually defer payment, therefore disclosed as current.

EXPOSURE TO CREDIT RISK

The financial guarantee liabilities expose the company to credit risk, being the risk that the company will incur financial loss if guaranteed parties fail to make payments as they fall due.

	2025			2024		
	Nominal facility Rm	**ECL %**	**Guarantee value Rm**	Nominal facility Rm	ECL %	Guarantee value Rm
Financial guarantees – Omnia Group Proprietary Limited (Term Facility)	**2 786**	**1.8**	**50**	2 798	2.4	68
Financial guarantees – Omnia Group International Limited (Term Facility)	**878**	**1**	**9**	759	1.5	12
Financial guarantees - Other (Term Facility)	**45**	**0.8**	**1**	120	0.8	1
	3 709		**60**	3 677		81

FINANCIAL GUARANTEE RECONCILIATION

Rm	2025	2024
Opening balance	**81**	106
Expected credit loss on financial guarantee liability	**(21)**	(25)
Closing balance	**60**	81

EXPOSURE TO LIQUIDITY RISK

Refer to note 17 Financial instruments and risk management for details of liquidity risk exposure and management for the financial guarantee liabilities.

10. OTHER PAYABLES

Rm	2025	2024
Financial instruments at amortised cost	**3**	2

EXPOSURE TO LIQUIDITY RISK

Refer to note 17 Financial instruments and risk management for details of liquidity risk exposure and management for other payables.

11. REVENUE

The Company's revenue comprises of dividends received.

Accounting policy

Revenue from dividends received is recognised in the accounting period in which the right to receive payment is established.

Rm	2025	2024
Ordinary dividends - Omnia Group Investments Limited	**630**	1 744
	630	1 744

12. EXPENSES BY NATURE

Rm	2025	2024
Directors' fees	**7**	8
Impairment reversal on financial assets and liabilities: Financial guarantees	**(21)**	(25)
Impairment reversal on financial assets and liabilities: Expected credit loss movement	**(5)**	(8)
Other expenses	**8**	9
Total operating expenses	**(11)**	(16)

Included in other expenses is auditors remuneration, billed for the external audit of Omnia Holdings' financial statements, of R3.8 million (FY24: R2.3 million). Non-audit services and other assurance services Rnil (FY24: Rnil)

13. TAXATION

International tax reform - Pillar two model rules

On 24 December 2024, South Africa enacted the Pillar Two Model Rules through the promulgation of the Global Minimum Tax Act and the Global Minimum Tax Administration Act, which are retrospectively effective for companies with financial years commencing on or after 1 January 2024. Under this legislation, a South African parent company is required to remit top-up tax (in South Africa) on the profits of its subsidiaries that are subject to tax at an effective tax rate below 15%. Consequently, Omnia falls within the scope of the Pillar Two Rules for the year ended 31 March 2025.

The Group has assessed the income tax impact of the Pillar Two Model Rules, which falls within the scope of IAS 12 *Income Taxes*. Based on this assessment, the majority of the jurisdictions in which the Group operates qualified for transitional safe harbour relief, with the estimated income tax exposure relating to Pillar Two top-up tax for FY25 being R8 million.

The Group has applied the temporary exception issued by the IASB in May 2023 from the accounting requirements for deferred taxes in IAS 12. Accordingly, the Group neither recognises nor discloses information about deferred tax assets and liabilities related to Pillar Two income taxes.

MAJOR COMPONENTS OF THE TAX EXPENSE

Rm	2025	2024
Normal Tax	**9**	2
Reconciliation between accounting profit and tax expense		
Accounting profit	**644**	1761
Tax at the applicable tax rate of 27%	**174**	475
Tax effect of adjustments on taxable income		
Under-provision of prior year	**—**	1
Non-deductible expenses	**4**	5
Exempt income[1]	**(177)**	(479)
Pillar Two top-up income tax	**8**	—
	9	2

[1] Exempt income includes income from the ECL adjustment of the financial guarantee liability, movement in credit loss allowance and dividend income.

Rm	2025	2024
Income tax expense	**1**	2
Income tax expense relating to Pillar Two income tax	**8**	—
Taxation for the year	**9**	2

14. CASH GENERATED FROM OPERATIONS

Rm	2025	2024
Profit before taxation	**644**	1761
Adjustments for:		
Dividend income (non-cash)	**(630)**	(1 744)
Impairment reversal on financial assets and liabilities	**(26)**	(33)
Other non-cash movements[1]	**15**	17
Interest income	**(3)**	—
Cash generated from operations	**—**	1

[1] Relates to expenses incurred allocated through loan accounts.

15. DEBT RECONCILIATION

Rm	2025	2024
Analysis of debt and movements of debt for each period presented:		
Loans from Group companies	**(6)**	(288)
Financial guarantee liabilities	**(60)**	(81)
Debt	**(66)**	(369)

Rm	Loans from Group companies	Financial guarantee contracts	Total
Debt as at 1 April 2023	(174)	(106)	(280)
Non-cash flows	(114)	25	(89)
Debt as at 31 March 2024	(288)	(81)	(369)
Non-cash flows	**282**	**21**	**303**
Debt as at 31 March 2025	**(6)**	**(60)**	**(66)**

16. DIVIDENDS PAID

Rm	2025	2024
Ordinary and special dividends paid[1]	**(1 152)**	(633)

[1] Ordinary dividend of R3.75 per share (FY24: R3.75) and special dividend of R3.25 per share (FY24: R0.00). Dividends are paid from distributions flowing from underlying Group companies.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

CATEGORIES OF FINANCIAL INSTRUMENTS

Rm	Notes	Amortised cost	Total
Categories of financial assets			
2025			
Cash and cash equivalents	4	**31**	**31**
Loan to Group companies	5	**352**	**352**
		383	**383**
2024			
Cash and cash equivalents	4	26	26
Loan to Group companies	5	1 299	1 299
		1 325	1 325
Categories of financial liabilities			
2025			
Other payables	10	**3**	**3**
Loans from Group companies	8	**6**	**6**
Financial guarantee liabilities	9	**60**	**60**
		69	**69**
2024			
Other payables	10	2	2
Loans from Group companies	8	288	288
Financial guarantee liabilities	9	81	81
		371	371

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT continued

CAPITAL RISK MANAGEMENT

The company's objectives when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) are to maintain an optimal capital structure that reduces the cost of capital.

The capital structure of the company consists of debt, which includes loans from Group companies disclosed in note 8, financial guarantee liabilities disclosed in note 9 and equity as disclosed in the statement of financial position.

In order to maintain or adjust the capital structure, the company may adjust the amount of dividends paid to the shareholders, return capital to the shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the company monitors capital using a gearing ratio.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings as shown in the statement of financial position) less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the statement of financial position plus net debt.

The capital structure and gearing ratio of the company at the reporting date was as follows:

Rm	Notes	2025	2024
Loans from Group companies	8	**6**	288
Financial guarantee liabilities	9	**60**	81
Cash and cash equivalents	4	**(31)**	(26)
Total net borrowings		**35**	343
Equity		**1 183**	1825
Total capital		**1 218**	2 168
Gearing ratio (%)		**3**	16

FINANCIAL RISK MANAGEMENT

Overview

The company is exposed to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk (currency risk, interest rate risk and price risk)

The directors have overall responsibility for the establishment and oversight of the company's risk management framework. The board has established the risk committee, which is responsible for developing and monitoring the company's risk management policies. The committee reports quarterly to the directors on its activities.

The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The company is exposed to credit risk on the loan to Group company.

Refer to notes 1 and 5 for further detail.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT continued

FINANCIAL RISK MANAGEMENT continued

Credit risk continued

Liquidity risk

The company is exposed to liquidity risk, which is the risk that the company will encounter difficulties in meeting its obligations as they become due.

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

The company's approach to managing liquidity is to sell its investment in the subsidiary to repay the loan from Group company when the loan is called. The loan from Group company does not have contractual repayment dates and is disclosed as current as the company does not have the unconditional right to defer settlement on this loan.

Included in the liability exposure is the maximum exposure under financial guarantees provided by Omnia Holdings, on amounts not currently drawn.

The company manages its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing requirements are met through a mixture of cash generated from operations and long and short-term borrowings. Committed borrowing facilities are available for meeting liquidity requirements and deposits are held at central banking institutions.

There have been no significant changes in the liquidity risk management policies and processes since the prior reporting period.

The maturity profile of contractual cash flows of non-derivative financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

Rm	Notes	Less than 1 year	Contractual cash flows	Carrying amount
2025				
Current liabilities				
Other payables	10	**3**	**3**	**3**
Loans from Group companies	8	**6**	**6**	**6**
Financial guarantee liabilities	9	**60**	**60**	**60**
		69	**69**	**69**
2024				
Current liabilities				
Other payables	10	2	2	2
Loans from Group companies	8	288	288	288
Financial guarantee liabilities	9	81	81	81
		371	371	371

Foreign currency risk

The company is not exposed to foreign currency risk as they do not have monetary assets or liabilities in currencies other than the company's functional currency.

Interest rate risk

The company is not exposed to significant interest rate risk as there are limited assets or liabilities subject to changes in interest rates.

Price risk

The company is not exposed to equity securities price risk because there are no investments held by the company and classified on the statement of financial position either as available-for-sale or at fair value through profit or loss.

18. GOING CONCERN

The directors believe that the company has adequate financial resources to continue in operation for the foreseeable future and accordingly the annual financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the company. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation that may affect the company.

19. EVENTS AFTER THE REPORTING PERIOD

Dividends approved on 6 June 2025 for declaration 9 June 2025

The board has declared a final gross cash dividend of 400 cents per ordinary share totalling R649 million, payable from income and reserves in respect of the year ended 31 March 2025.

In addition, the board has declared a special gross cash dividend of 275 cents per ordinary share totalling R446 million, payable from income and reserves in respect of the year ended 31 March 2025.

The number of ordinary shares in issue at the date of this declaration is 162 297 200 (including 5 502 554 treasury shares held by the Group). The gross dividend is subject to local dividends tax of 20% (FY24: 20%) for those shareholders to which local dividends tax is applicable. The net final ordinary dividend amount is 320 cents per share for those shareholders subject to local dividends tax and 400 cents per share for those shareholders not subject to local dividends tax. The net special dividend amount is 220 cents per share for those shareholders subject to local dividends tax and 275 cents per share for those shareholders not subject to local dividends tax. The company's tax reference number is 9400087715.

The salient dates for the final dividend are as follows:	
Last day to trade cum dividend	Tuesday, 12 August 2025
Shares trade ex-dividend	Wednesday, 13 August 2025
Record date	Friday, 15 August 2025
Payment date	Monday, 18 August 2025

Share certificates may not be dematerialised or materialised between Wednesday, 13 August 2025 and Friday, 15 August 2025, both dates inclusive.

Shares repurchased subsequent to year end

Under the Group's share repurchase programme executed by Omnia Holdings Limited, a total of 187 436 shares at an average price of R64.65 (totaling R12 million) were repurchased subsequent to 31 March 2025 up to 9 June 2025. The shares repurchased have subsequently been cancelled. No shares were repurchased by a subsidiary and no treasury shares were repurchased.

20. DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS

EXECUTIVE

R'000	Basic salary	STI accrual[1]	Retirement funding	Medical aid	Car allowances	Value of shares vested	Qualifying dividends[2]	Other[3]	Total
2025									
T Gobalsamy	**9 091**	**—**	**—**	**319**	**220**	**—**	**8 892**	**8**	**18 530**
S Serfontein	**3 701**	**—**	**350**	**174**	**352**	**3 227**	**1 454**	**8**	**9 266**
	12 792	**—**	**350**	**493**	**572**	**3 227**	**10 346**	**16**	**27 796**
2024									
T Gobalsamy	7 789	15 074	—	252	220	56 246	6 927	8	86 516
S Serfontein	3 199	5 390	350	158	353	7 229	641	8	17 328
	10 988	20 464	350	410	573	63 475	7 568	16	103 844

1 The remuneration and nominations committee has approved a bonus range to be paid to executives, prescribed officers and other employees, following the finalisation of an appropriate allocation mechanism. The formal salary review process (inclusive of salary increases, STI and LTI allocations) takes place in July of each year. The allocation mechanism and final payment are expected to be finalised in July 2025 and will be disclosed in detail in the Group's integrated annual report. Subsequent to the issue of the FY24 consolidated annual financial statements, the allocation mechanism was finalised and these amounts were paid to the respective individuals; the disclosure has been updated to include these allocations.

2 Qualifying dividends represent dividends received on unvested shares for participants on share schemes.

3 Includes subscription related fees.

Notes to the annual financial statements continued

for the year ended 31 March 2025

20. DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS continued

NON-EXECUTIVE

R'000	Total Fees
2025	
T Eboka (chair)	**1 438**
N Binedell	**477**
R Bowen	**686**
S Mncwango	**477**
W Plaizier	**899**
T Mokgosi-Mwantembe	**720**
G Cavaleros	**1 089**
R van Dijk	**686**
	6 472
2024	
T Eboka (chair)	1 359
N Binedell	456
R Bowen	654
S Mncwango	456
W Plaizier	855
T Mokgosi-Mwantembe	657
G Cavaleros	1 020
R van Dijk	649
	6 106

PRESCRIBED OFFICERS

R'000	Basic salary	STI accrual[1]	Retirement funding	Medical aid	Car allowances	Value of Shares Vested	Qualifying dividends[2]	Other[3]	Total
2025									
CM Kotzé	**4 034**	**—**	**350**	**193**	**—**	**4 850**	**2 542**	**8**	**11 977**
M Nana[5]	**322**	**—**	**29**	**16**	**—**	**—**	**—**	**3**	**370**
R Hennecke	**3 246**	**—**	**583**	**227**	**360**	**3 932**	**1 419**	**—**	**9 767**
	7 602	**—**	**962**	**436**	**360**	**8 782**	**3 961**	**11**	**22 114**
2024									
CM Kotzé	3 538	5 389	350	172	—	—	1 019	11	10 479
M Smith[4]	465	—	—	17	36	—	—	—	518
M Nana[5]	2 859	—	350	184	—	1 205	192	503	5 293
R Hennecke	2 732	5 000	501	204	363	1 948	520	—	11 268
	9 594	10 389	1 201	577	399	3 153	1 731	514	27 558

1 The remuneration and nominations committee has approved a bonus range to be paid to executives, prescribed officers and other employees, following the finalisation of an appropriate allocation mechanism. The formal salary review process (inclusive of salary increases, STI and LTI allocations) takes place in July of each year. The allocation mechanism and final payment are expected to be finalised in July 2025 and will be disclosed in detail in the Group's integrated annual report. Subsequent to the issue of the FY24 consolidated annual financial statements, the allocation mechanism was finalised and these amounts were paid to the respective individuals; the disclosure has been updated to include these allocations.

2 Qualifying dividend represent dividends received on unvested shares for participants on share schemes.

3 Includes retention payments and subscription fees.

4 Resigned on 2 May 2023

5 Resigned on 22 April 2024

20. DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS continued

EMOLUMENTS RELATING TO SHARES GRANTED TO DIRECTORS AND PRESCRIBED OFFICERS

Share plan	Grant month/ award month	Number of shares awarded	Cost per share R'000	Number of shares vested in the current year	Closing balance of shares	Expected vesting date
Omnia 2020 Share Scheme						
Directors						
T Gobalsamy	March 2022	**538 638**	**66**	**—**	**538 638**	Mar 2025 – Mar 2027[1]
T Gobalsamy	July 2023	**348 525**	**61**	**—**	**348 525**	June 2026
T Gobalsamy	July 2024	**383 172**	**63**	**—**	**383 172**	July 2027
S Serfontein	July 2021	**54 727**	**55**	**(54 727)**	**—**	June 2024
S Serfontein	July 2022	**47 822**	**73**	**—**	**47 822**	June 2025
S Serfontein	July 2023	**68 493**	**61**	**—**	**68 493**	June 2026
S Serfontein	July 2024	**91 509**	**63**	**—**	**91 509**	Jul 2027 - Jul 2029
Prescribed officers						
R Hennecke	July 2021	**27 364**	**55**	**(27 364)**	**—**	June 2024
R Hennecke	February 2022	**33 334**	**60**	**(33 334)**	**—**	November 2024
R Hennecke	July 2022	**19 926**	**73**	**—**	**19 926**	June 2025
R Hennecke	July 2023	**57 956**	**61**	**—**	**57 956**	June 2026
R Hennecke	July 2024	**91 509**	**63**	**—**	**91 509**	Jul 2027 - Jul 2029
M Nana	July 2021	**13 682**	**55**	**(13 682)**	**—**	Forfeited
M Nana	July 2022	**19 926**	**73**	**(19 926)**	**—**	Forfeited
M Nana	July 2023	**17 562**	**61**	**(17 562)**	**—**	Forfeited
CM Kotzé	February 2022	**183 334**	**60**	**(70 833)**	**112 501**	Jan 2025 – Jan 2027
CM Kotzé	July 2022	**19 926**	**73**	**—**	**19 926**	June 2025
CM Kotzé	July 2023	**68 493**	**61**	**—**	**68 493**	June 2026
CM Kotzé	July 2024	**91 509**	**63**	**—**	**91 509**	Jul 2027 - Jul 2029

[1] Vesting of shares will only be confirmed once the company has come out of close period as per the share scheme rules.

21. RELATED PARTIES

Relationships

Subsidiaries	Omnia Group Investments Limited
	Omnia Group Proprietary Limited
Directors	T Eboka
	T Gobalsamy
	S Serfontein
	N Binedell
	R Bowen
	G Cavaleros
	S Mncwango
	T Mokgosi-Mwantembe
	W Plaizier
	R van Dijk

21. RELATED PARTIES continued

RELATED PARTY BALANCES

Rm	2025	2024
Loan accounts – owing (to)/by related parties		
Omnia Group Proprietary Limited	**(6)**	(264)
Omnia Group Proprietary Limited	**44**	38
Omnia Group Investments Limited	**310**	1 268
Omnia Group Investments Limited	**—**	(24)
	348	1 018

Refer to note 5 and 8 for terms of the loans.

	Country of incorporation	Issued capital Rm	Effective holding 2025 %	Effective holding 2024 %
Extension of company				
Omnia Holdings Limited Share Incentive Trust	South Africa	—	**—**	—
Omnia Broad-based Employee Share Trust	South Africa	—	**—**	—
Direct subsidiary				
Omnia Group Investments Limited	South Africa	6	**100**	100
Direct holding of Omnia Group Investments Limited				
Omnia Group Proprietary Limited	South Africa	4 068	**100**	100
Omnia Swaziland Limited	South Africa	—	**100**	100
Direct holdings of Omnia Group Proprietary Limited				
Omnia Group International Limited	Mauritius	7	**100**	100
Omnia Fertilizer Limited	South Africa	178	**100**	100
Omnia Lesotho Holdings Proprietary Limited	Lesotho	—	**100**	100
Bulk Mining Explosives Lesotho Proprietary Limited	Lesotho	—	**100**	100
Bulk Mining Explosives Namibia Proprietary Limited	Namibia	—	**100**	100
Bulk Mining Explosives Ghana Proprietary Limited	Ghana	—	**100**	100
BME Explosives Canada Inc.	Canada	—	**100**	100
Protea Chemicals Namibia Proprietary Limited	Namibia	—	**100**	100
Innofert Proprietary Limited	South Africa	—	**100**	100
Omnia Enterprises EU B.V.	Netherlands	—	**100**	100
K2017443268 (South Africa) Proprietary Limited	South Africa	—	**100**	100
K2017448055 (South Africa) Proprietary Limited	South Africa	—	**100**	100
Sirdar Properties Proprietary Limited	South Africa	—	**100**	100
Direct holding of BME Explosives Canada Inc.				
BME Mining Canada Inc.	Canada	2	**50**	50
Direct holding of K2017448055 (South Africa)				
Oro Agri SEZC Limited	Cayman Island	—	**100**	100
Bulk Mining Explosives USA	USA	—	**100**	100

21. RELATED PARTIES continued

	Country of incorporation	Issued capital Rm	Effective holding 2025 %	2024 %
Direct holdings of Omnia Group International Limited				
Banket Blender (Pvt) Limited	Zimbabwe	—	**100**	100
Omnia Fertilizer Zambia Limited	Zambia	—	**100**	100
Omnia Zimbabwe (Pvt) Limited	Zimbabwe	—	**100**	100
Omnia Small Scale Limited	Zambia	—	**100**	100
Omnia International (Australia) Proprietary Limited	Australia	3	**100**	100
Omnia Fertilizer Kenya Limited	Kenya	—	**100**	100
Bulk Mining Explosives Côte d'Ivoire SARL	Côte d'Ivoire	—	**100**	100
Bulk Mining Explosives Guinea SARL	Guinea	—	**100**	100
Bulk Mining Explosives Liberia	Liberia	—	**100**	100
Omnia Fertilizer Limited	Malawi	—	**100**	100
Omnia do Brasil Representações Comerciais Limitada	Brazil	24	**100**	100
Omnia Group Limited y Cia Limitada (Chile)	Chile	—	**100**	100
Omnia Angola Limitada	Angola	—	**100**	100
Omnia Mozambique Limitada	Mozambique	—	**100**	100
Omnia China Company Limited	China	—	**100**	100
Bulk Mining Explosives Mali SARL	Mali	—	**100**	100
Bulk Mining Explosives Tanzania Proprietary Limited	Tanzania	—	**100**	100
Bulk Mining Explosives Botswana Proprietary Limited	Botswana	—	**100**	100
Bulk Mining Explosives Zambia Limited	Zambia	—	**100**	100
Bulk Mining Explosives Mauritania SARL	Mauritania	—	**100**	100
Bulk Mining Explosives Senegal SARL	Senegal	—	**100**	100
Bulk Mining Explosives Sierra Leone Limited	Sierra Leone	—	**100**	100
Bulk Mining Explosives Burkina Faso SARL	Burkina Faso	—	**100**	100
Bulk Mining Explosives DRC SARL	Democratic Republic of Congo	—	**100**	100
Bulk Mining Explosives Mozambique Limitada	Mozambique	—	**95**	95
Bulk Mining Explosives Indonesia	Indonesia	—	**100**	100
Protea Chemicals Eastern Africa Limited	Mauritius	—	**100**	100
Protea Chemicals Kenya Limited	Kenya	—	**100**	100
Omnia Retail Limited (Kenya)	Kenya	—	**100**	100
Innofert Limited	Mauritius	56	**100**	100
Direct holding of Omnia International (Australia) Proprietary Limited				
Omnia Specialties (Australia) Proprietary Limited	Australia	3	**100**	100
Bulk Mining Explosives Australia Asia Proprietary/ Advanced Initiating Systems Proprietary Limited	Australia	—	**100**	100
Omnia Property (Australia) Proprietary Limited	Australia	—	**100**	100
Joint ventures & Associates				
Technifarm Proprietary Limited	South Africa	—	**49**	49
Multi National Kemitraan	Indonesia	—	**49**	49
Joint operation				
Richards Bay Ammonia Partnership	South Africa	—	**25**	25

Shareholders analysis

for the year ended 31 March 2025

Shareholder type	Number of shareholders	% of total shareholders	Number of shares	% of total shares
Assurance Companies	33	0.43%	3 109 923	1.91 %
Close Corporations	34	0.44%	126 195	0.08 %
Collective Investment Schemes	311	4.06%	69 161 251	42.56 %
Control Accounts	1	0.01%	1	0.00 %
Custodians	24	0.31%	1 401 793	0.86 %
Foundations & Charitable Funds	30	0.39%	1 436 659	0.88 %
Hedge Funds	6	0.08%	1 582 294	0.97 %
Insurance Companies	5	0.07%	519 222	0.32 %
Investment Partnerships	10	0.13%	54 828	0.03 %
Managed Funds	49	0.64%	1 329 977	0.82 %
Medical Aid Funds	11	0.14%	514 677	0.32 %
Organs of State	12	0.16%	36 794 021	22.64 %
Private Companies	131	1.72%	965 573	0.59 %
Public Companies	29	0.38%	219 241	0.13 %
Public Entities	2	0.03%	242 978	0.15 %
Retail Shareholders	6 392	83.35%	12 463 898	7.67 %
Retirement Benefit Funds	365	4.76%	18 594 744	11.44 %
Scrip Lending	4	0.05%	970 313	0.60 %
Share Schemes	1	0.01%	288 558	0.18 %
Sovereign Funds	5	0.07%	7 643 691	4.70 %
Stockbrokers & Nominees	19	0.25%	1 320 044	0.81 %
Trusts	192	2.50%	3 744 748	2.30 %
Unclaimed Scrip	2	0.03%	7	0.00 %
Total	**7668**	**100.00%**	**162 484 636**	**100.00%**

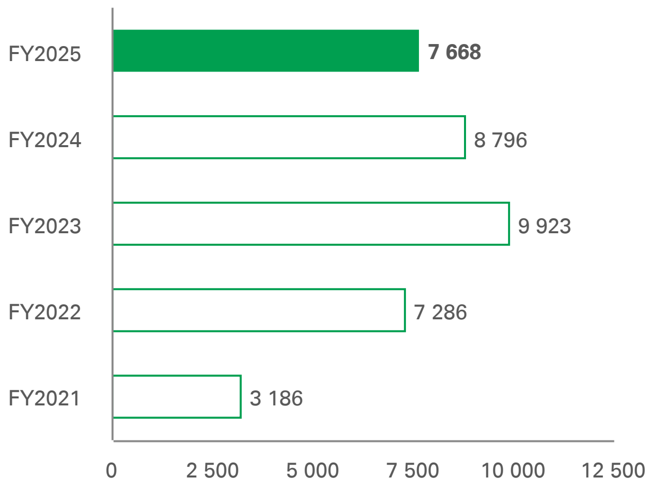
In terms of section 56(3)(a) and (b) and Section 56(5)(a)(b) and (c) of the South African Companies Act, 2008 (Act No. 71 of 2008) foreign disclosures have been incorporated into this analysis.

	Number of shareholders	% of total shareholders	Number of shares	% of total shares
Number of shares				
1 – 1 000	5 903	76.98 %	837 002	0.52 %
1 001 – 10 000	1 062	13.85 %	3 494 335	2.15 %
10 001 – 100 000	504	6.57 %	17 075 583	10.51 %
100 001 – 1 000 000	166	2.16 %	47 585 072	29.29 %
1 000 001 and more	33	0.43 %	93 492 644	57.54 %
Total	**7668**	**100.00%**	**162 484 636**	**100.00%**
Non-public/public				
Non-public	37	0.48%	4 494 951	2.77 %
Directors and Prescribed officers (excluding Employee Share Schemes)	35	0.46%	4 147 149	2.55 %
Own Holdings (Omnia Group)	1	0.01%	59 244	0.04 %
Employee Share Schemes	1	0.01%	288 558	0.18 %
Public	7631	99.52 %	157 989 685	97.23 %
Total	**7668**	**100.00%**	**162 484 636**	**100.00%**

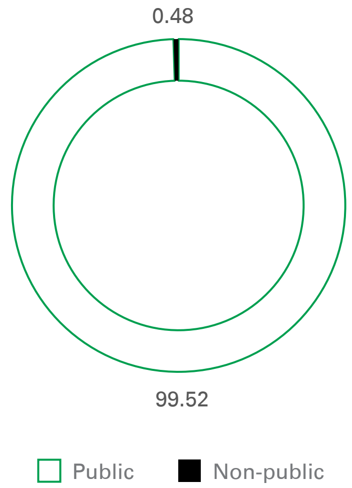
Shareholders analysis
for the year ended 31 March 2025

DISTRIBUTION OF SHAREHOLDERS

Number of shareholders



FY2025 public versus non-public (%)



	Shares held at 31 March 2025	% of issued capital
Fund managers with a holding greater than 3% of the issued shares		
Public Investment Corporation	**28 951 902**	**17.78%**
Camissa Asset Management	**25 482 546**	**15.65%**
M & G Investments	**18 624 547**	**11.44%**
Allan Gray	**12 935 431**	**7.94%**
Foord Asset Management	**10 136 479**	**6.23%**
Vanguard Investment Management	**6 442 924**	**3.96%**
Total	**102 573 829**	**63.00%**
Beneficial shareholders with a holding greater than 3% of the issued shares		
Government Employees Pension Fund	**35 336 860**	**21.70%**
Allan Gray	**8 944 524**	**5.49%**
Foord	**8 779 091**	**5.39%**
Camissa Asset Management	**7 893 616**	**4.85%**
M & G Investments	**6 559 820**	**4.03%**
Vanguard	**6 442 924**	**3.96%**
Alexander Forbes Investments	**5 632 648**	**3.46%**
Total	**79 589 483**	**48.88%**

Share price performance	
Opening price 2 April 2024	**R58.50**
Closing price 31 March 2025	**R67.16**
Closing high for period	**R78.10**
Closing low for period	**R52.76**
Number of shares in issue	**162 484 636**
Volume traded during period	**57 074 642**
Ratio of volume traded during the period	**35.05%**
Rand value traded during the period	**R3 706 954 058**
Price/earnings ratio as at 31 March 2025	**9.75**
Earnings yield as at 31 March 2025	**10.25**
Dividend yield as at 31 March 2025	**4.29**
Market capitalisation at 31 March 2025	**R10 912 468 154**

SHAREHOLDER'S DIARY

Description	Date
Financial year-end	**31 March 2025**
Audited results announcement	**09 June 2025**
Integrated annual report	**22 July 2025**
Dividend paid	**18 August 2025**
Annual general meeting	**11 September 2025**
Interim results announcement	**10 November 2025**

Contact information

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)

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

S Mdluli

Registered office

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Tip-offs anonymous

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Sponsor

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Johannesburg, 2090
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