GOVERNANCE

GOVERNANCE REPORT

Omnia esteems good governance, high ethics, and integrity. Corporate governance is more than legislative compliance and best-practice principles: it is the key to the Group delivering on its commitments to stakeholders. This takes place through accountability at all levels of the organisation, strong risk and opportunity management, and a focus on performance.

The board, Omnia's custodian of corporate governance, holds to the principles embodied in the King Code of good corporate governance and for the purposes of transparency, will disclose on 13 August 2018 a summary of its application of King IV on its website – www.omnia.co.za. This Governance report details the Group's implementation of the King IV principles in its day-to-day activities and, recognising that embedding all principles takes time, also indicates the key focus areas for the forthcoming financial year.

LEADERSHIP, ETHICS AND GOOD CORPORATE CITIZENSHIP

The board is responsible for the Company's ethical performance and leads from the front. It is well understood that ethics impacts both Omnia's short and long-term activities and how value is created for our stakeholders.

The Group is governed by a Code of Ethics. The Code of Ethics requires Omnia directors, management, and employees to obey the law, to respect others, to be fair, honest and to protect the sustainable way in which Omnia does business. An ethics and compliance programme is designed to further entrench and integrate good corporate governance throughout the Group. We continue to perform assessments of ethical risks and opportunities and integrate these into the risk management processes.

LEADERSHIP, ETHICS AND GOOD CORPORATE CITIZENSHIP IN ACTION

Governance policies and procedures in place:

- Board and committee charters
- Code of ethics and conduct
- Declaration of financial, economic and other conflicts of interest
- Disciplinary code and procedures
- Trading in securities policy
- Psychometric assessments on employee ethical aptitude as part of the recruitment process
- Independent or self-assessments of the board and board committees
- Whistle-blowing facility with tip-off reporting

Good corporate citizenship policies and procedures in place:

- Carbon policy
- Climate change policy
- Signatory to the Responsible Care® global charter

BOARD CHARTER

The board charter encapsulates the board's overall business philosophy, formalised duties and highlights the responsibilities of the board and individual board members. The board charter establishes the policies, procedures and steps to be followed by the board pertaining to the discharge of its duties and the conduct of its activities to ensure overall good corporate governance.

Underpinning Omnia's culture is the board's business philosophy, which is based on Omnia's values that were established over half a century ago, as follows:

- A strong and distinctive culture that combines the values of a caring business with the virtues of professional management and a robust spirit of enterprise, with a high level of integrity
- A total commitment to exceptional standards of service to continually exceed the expectations of customers and other stakeholders, including our colleagues
- To be a learning and collaborative organisation, intent on empowering our people and teams to the fullest extent of their capabilities so that they are able to solve problems for customers and internally, also through partnering with international stakeholders and specialists

The board exercises leadership by delegation to its committees, ensuring alignment with best practices to support ethical leadership, sustainability and good corporate citizenship. The board appreciates that good governance is pivotal to Omnia achieving its strategy, objectives and sustainability.

During FY2018 reporting and accountability frameworks were improved to align with the spirit of King IV. Changes to the composition of the board brought refreshed thinking as a result of some long-serving board members retiring from the board and the appointment of new independent non-executive directors. The board expanded the scope of the remuneration committee to include the role of nominations to the board and board committees to improve governance focus in this area.

Subsequently to year-end the evaluation process of the Institute of Directors (IOD) was followed, of the performance of the board collectively and of each director individually were performed. Overall, the results of both assessments reflected that the board has been effective in carrying out their duties.

Key areas of improvement have been incorporated in the annual workplan. The board is satisfied that it has fulfilled its responsibilities in accordance with the charter for the reporting period.

ETHICAL CORPORATE CITIZENSHIP

The board assumes ultimate responsibility for the governance of ethical behaviour across the Group and is supported by SERC in executing its responsibilities. An important outcome of the board is to continuously reinforce a culture of ethical corporate citizenship. This involves many aspects including proper governance, appropriate labour practices, responding to income inequalities, diversity and skills development and training, community development and upliftment, and the elimination of all forms of anti-competitive behaviour and corruption.

Ethical corporate citizenship is monitored by SERC and reported to the board. Ethics is managed through a variety of mechanisms, including:

- Code of ethics and conduct, supported by a whistle-blowing hotline.
- During FY2018 incidents were reported through the hotline and investigated by independent forensics investigators as appropriate:
  - Received ten tip off anonymous reports
  - Eight of the ten reports were highlighted for further investigation
  - In respect of the two noted above, it was decided by management to refer these to the appropriate HR Head, FD and MD for consideration
  - Five of the eight matters investigated have been completed and reports provided to management for consideration (each with varying recommendations)
  - Three of the of eight matters being investigated are still underway
- Ongoing ethics training and awareness is provided to employees, while also raising awareness of the whistle-blowing hotline
  - 7 employees in total were disciplined for unethical conduct
- Employees declare any conflicts of interest annually through a self-declarations process
- 99 % of employees completed this declaration during the year
- Cross checking of conflict of interest using specialized software and third party services

Omnia's guiding principles are outlined below:

GUIDING PRINCIPLES

- Trusted and Respected
- Zero harm, positive impact
- Engaged and empowered people
- Collaborative solutions
- Leveraged knowledge and capabilities
- Technology Enabled
- African heritage, global reach
- Optimised performance and assets

Environmental preservation is fundamental to the long-term sustainability of Omnia and a key proposition to clients, business partners and regulators. Omnia is a signatory to the Responsible Care® global charter, the global chemicals industry's unique initiative to improve safety, health and environmental performance. As such, significant emphasis is placed on the formulation, adoption and implementation of the Omnia SHERQ Policy.

Refer to www.omnia.co.za for the report from the SERC chairman as well as the separately published FY2018 SDR to be published on 13 August 2018

It is recognised that Omnia must earn and maintain its social licence to operate in partnership with government and community stakeholders, thereby contributing towards a sustainable future in the countries where the Group operates. Aligned with Omnia's vision and values, the Group acknowledges its obligations as a responsible corporate citizen and that Omnia's operations contribute material tax revenues, in terms of both taxes borne and taxes collected, to economies of the countries in which the Group conducts business. The tax strategy is to manage all global tax obligations in a transparent, responsible and sustainable manner in line with the tax laws of the jurisdictions within which the Group operates, respecting the differing interests of all stakeholders.

LEADERSHIP, ETHICS AND CORPORATE CITIZENSHIP – FUTURE FOCUS AREAS

- Conduct a review of relevant charters and policies to align with the spirit and terminology of King IV, with special attention given to provisions relating to assessing director independence
- Embedding ethical procurement practices through the approval and implementation of a supplier code of conduct policy
- Enhancing the existing provisions for declaring conflicts of interest, with particular focus on the tender process
- Bolster the internal tax resources and revise existing tax procedures, systems and controls in key areas

STRATEGY, PERFORMANCE AND REPORTING

STRATEGY, PERFORMANCE AND REPORTING IN ACTION

Governance policies and procedures in place:

- Regular board meetings
- Board has access to management
- Board has access to Omnia's sites for visits
- Operation of the sub committees
- Capacity and involvement of the board chairman
- The role of Risk and Compliance director who supports the board on implementation of governance, in terms of implementation of risk tolerance levels and other conditions set by the board
- The board establishes strategic objectives and is responsible for the performance of the Group
- New directors are supported by an induction processes and ongoing exposure to the business
- The board reviewed and agreed to the revised Group strategy and will continue to review performance against this strategy and any changes required
- The board reviews detailed business reports at half year and year end, providing a detailed update on the various divisions within the Group and highlighting any emerging issues and risks
- The board attends detailed business planning and budgeting presentations, on a divisional level and for Group supporting functions
- The board approves the business plan and budgets of the various divisions annually
- Regular review by the board of the progress against strategic objectives and plans with a rolling five-year management incentive scheme in place
- Transparent reporting to stakeholders
- Crisis communication policy

During FY2018 the board commenced a revision of its strategy which was approved and is detailed in the IAR on www.omnia.co.za to be published on 13 August 2018. The board has made significant progress in addressing the application of King IV, including the review of the remuneration policy and implementation plan in line with the revised strategy, which is presented to shareholders to provide separate non-binding votes.

The board takes overall responsibility and accountability for the success and sustainability of the Group. Its role is focused primarily on exercising sound leadership and independent judgement when considering Omnia's strategic direction and overall performance, while always considering the best interests of all stakeholders.

Refer to page 4 for attendance to board meetings

As part of its duties, the board is responsible for establishing strategic objectives, goals and key policies, identifying and monitoring key risk areas and key performance indicators of the business, approving the annual business plans, regularly reviewing progress against business plans and strategic objectives as well as reviewing reports for external publications.

Refer to IAR on www.omnia.co.za to be published on 13 August 2018 for further detail regarding Omnia's business model, strategy, risk and opportunities and performance against objectives

STRATEGY, PERFORMANCE AND REPORTING – FUTURE FOCUS AREAS

The following actions, specific to strategy, performance and reporting, are proposed:

- Executive director performance review, to ensure alignment with the revised strategy and long-term direction of the Group
- Implementation of the revised Remuneration Policy
- Improve reporting frameworks, risk and opportunity identification, quantification and management within set tolerance levels

BOARD ATTENDANCE DURING 2018 FINANCIAL YEAR

Nine board meetings were held during the financial-year. The table below reflects on each director's attendance at the board meetings.

	MEETING DATE AND KEY FOCUS AREA[1]									
	13 Apr 2017	18 May 2017	22 Jun 2017	28 Jul 2017	29 Sep 2017	24 Oct 2017	23 Nov 2017	19 Feb 2018	29 Mar 2018	
MEMBERS	Business acquisition	IT Governance	Financial Performance (Full year financial results and reporting)	IAR and SD	Business review	Business review	Business review and Financial performance (Interim reporting)	Business review	Business review and strategy (budgets)	**Number of meetings: 9**
NON-EXECUTIVE DIRECTORS:										
Rod Humphris[2]	N/A	N/A	√	√	√	√	√	√	√	7/7
Neville Crosse[3]	√	√	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2/2
Ralph Havenstein	√	√	√	√	√	√	√	√	√	9/9
Ronald Bowen	√	√	√	√	√	√	√	√	√	9/9
Prof. Nick Binedell	√	√	√	√	√	√	√	√	√	9/9
Frank Butler	√	√	√	√	√	√	√	√	√	9/9
Tina Eboka	√	√	√	√	√	√	A	√	√	8/9
Linda de Beer[4]	N/A	N/A	N/A	N/A	N/A	N/A	N/A	√	√	2/2
Sizwe Mncwango	A	√	√	A	A	√	√	√	√	6/9
Dr Willie Marais[5]	√	√	√	√	√	A	√	√	N/A	7/8
Hester Hickey[6]	√	√	√	√	√	√	√	N/A	N/A	7/7
Daisy Naidoo[7]	√	√	√	√	√	√	√	N/A	N/A	7/7
EXECUTIVE DIRECTORS:										
Rod Humphris[2]	√	√	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2/2
Adriaan de Lange[8]	N/A	N/A	√	√	√	√	√	√	√	7/7
Wayne Koonin	√	√	√	√	√	√	√	√	√	9/9

Legend:
√ Attended
N/A Not a director

[1] All meetings focus on the monitoring and approval of capital expenditure and in the financial year specifically all meetings were focused on the two large acquisitions namely Umongo Petroleum and Oro Agri. Refer to the chairman report in the IAR on www.omnia.co.za to be published on 13 August 2018 for changes to directors during the year
[2] Resigned as executive director on 31 May 2017 and appointed as chairman on 1 June 2017
[3] Resigned as chairman on 31 May 2017 and appointed as chairman on 1 June 2017
[4] Appointed as independent non-executive director on 30 November 2017
[5] Retired on 12 March 2018
[6] Retired on 30 November 2017
[7] Resigned on 30 January 2018
[8] Appointed on 1 June 2017 as Group managing director

GOVERNING STRUCTURES AND DELEGATION

GOVERNANCE STRUCTURES AND DELEGATION IN ACTION

Governance policies and procedures in place:

- Board and committee charters
- Board nomination and appointment, race and gender diversity policy
- Annual board and board committee effectiveness self-assessment
- Individual director performance annually assessed by the board chairman

During FY2018, the following key changes occurred

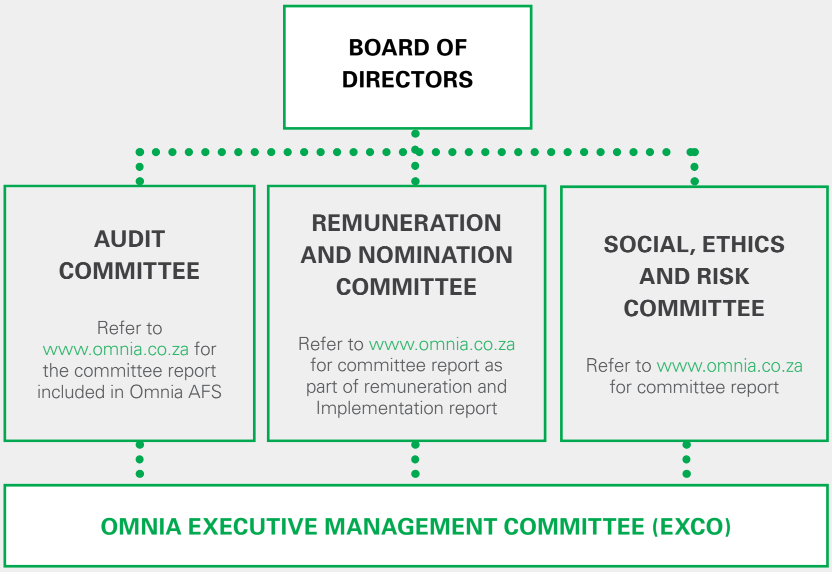
- Appointment of:
  - Chairman of the board (previous MD)
  - Chairman of the audit committee (new appointment to the board)
  - Group managing director
  - Non-executive director (in FY2019)
- The remuneration committee scope was amended to incorporate board nomination duties as part of the committee's duties
- Performance assessments following on the Institute of Directors (IOD) process were performed on the board chairman and for all directors who were available for re-election
- Evaluated the performance of board committees
- Board diversity, nominations and appointment policy amended in line with the JSE Listings Requirements

GOVERNANCE STRUCTURES AND DELEGATION – FUTURE FOCUS AREAS

The following actions, specific to governance structures and delegation, are proposed:

- Articulate a formal board succession plan
- Improve the delegation framework still further to align it to the requirements of the business and the risk tolerance levels set by the board
- Improve gender and race diversity representation on the board
- Review the governance duties relating to the company secretary

OMNIA'S GOVERNANCE FRAMEWORK



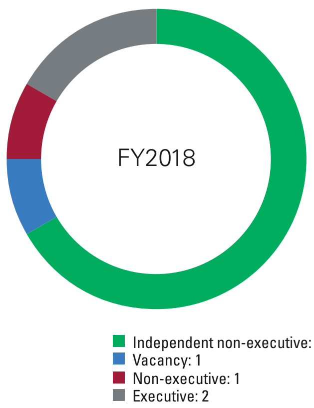
OMNIA BOARD

Omnia has a unitary board structure, comprising a majority of independent non-executive directors. At the date of publication, the board comprised eleven directors, of whom eight were independent non-executive directors, one non-executive director and two executive directors. There is a vacancy on the board which will be filled once the right candidate is identified; this process is ongoing and receiving urgent attention. A formal policy and procedure applies to all board nominations and appointments and when new directors are appointed their appointment are confirmed by shareholders at the following AGM.

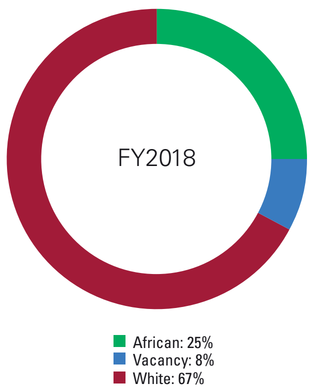
The board has delegated management accountability to the Group managing director, Adriaan de Lange through a delegation of authority framework. Adriaan directs the divisions and ensures strategic implementation across the varied operating divisions. Adriaan is assisted by the Group executive committee. For FY2019, the board plans to review the delegation of authority framework.

Brief biographies of all the directors outlining their qualifications and skills are included on www.omnia.co.za.

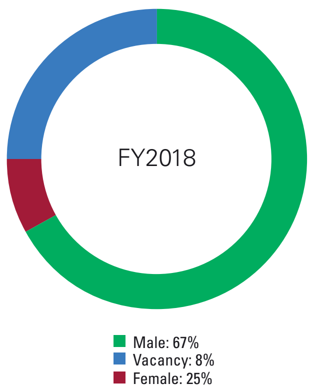
MIX OF DIRECTORS



ETHNIC DIVERSITY



GENDER DIVERSITY



Emphasis is placed on ensuring that the board composition reflects diversity in the broadest sense. The board is committed to ensuring diversity, including that of backgrounds, experience, skills, geography, race, age and gender by ensuring that this diversity takes into account an appropriate balance of knowledge, skills, experience and independence. In line with the JSE Listings Requirements, the board has adopted a race and gender diversity policy (incorporated in the nomination and appointments policy) and has set a target of 30% female and 30% black director representation on the board. The board currently represents 25% female and 25% black directors with one vacancy still to be filled.

BOARD APPOINTMENT PROCESS AND RE-ELECTION OF DIRECTORS

The board, supported by the remuneration and nominations committee (RNC), is responsible for the nomination, selection and appointment of directors to the board in line with the principles and procedures set out in the board nominations and appointment, race and gender diversity policy and subject to the provisions of the Memorandum of Incorporation (MOI).

The board consists of a diverse balance of skills, experience and competencies in industries and fields relevant to the Group's business operations.

Apart from a candidate's skills, experience, availability and likely fit, the board considers the candidate's demonstrated integrity, proven leadership as well as other directorships and commitments to ensure that they will have sufficient time to discharge their role properly.

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

The rotation of non-executive directors is governed in terms of the company's MOI, which requires one third to retire from office at each AGM, the longest serving retiring first. Non-executive directors serving less than nine years shall serve no longer than three consecutive years after their last re-appointment or approval of appointment at an AGM. All non-executive directors serving more than nine years, shall retire annually and, if eligible and meeting the independence assessment criteria, be put forward for re-election at the next AGM. Any re-election of a director shall be informed by the annual performance assessment conducted by the board and chairman as well as consideration of the results of any independent assessment carried out.

Performance, diversity requirements, board continuity and independence are considered when recommending directors for appointment or re-election. The appropriate diversity balance includes but is not limited to skills, industry experience, race and gender.

At the 20 September 2018 AGM, Rod Humphris, Frank Butler and Ralph Havenstein will retire by tenure Tina Eboka and Ronald Bowen will retire by rotation and all being eligible, avail themselves for re-election.

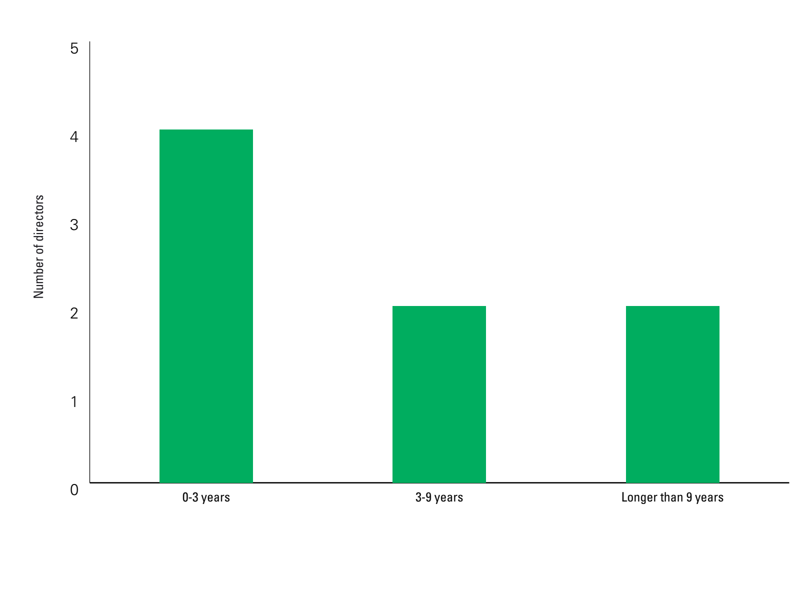
CHANGES TO THE BOARD

Changes to the board are reflected in the summary consolidated financial for the year ended 31 March 2018 available on www.omnia.co.za and in the chairman's report, to be published as part of the IAR on 13 August 2018.

DIRECTOR INDEPENDENCE AND CONFLICTS

The Company Secretary oversees the assessment process for directors' independence and is determined against the criteria and recommendations set out in the King IV as well as the Companies Act and the board charter. In addition, individual director's performance and independence is assessed.

TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS



During the period under review, the board assessed the independence of two independent non-executive directors, Frank Butler and Ralph Havenstein, whom both have served more than nine years on the board. In assessing their independence, the board considered their performance and factors that may impair independence, including directors' interests, and demonstrated behaviour. The board is satisfied that both members adequately demonstrated the required levels of independence to execute their duties appropriately. In addition, these two members hold invaluable experience that is deemed critical to the board.

In terms of the Companies Act, directors are required to disclose their outside business interests. Directors do not participate in, and recuse themselves from the meeting when the board considers any matters in which they may be conflicted. The company secretary maintains a register of directors' interests. Conflicts are noted on a case-by-case basis when they arise, as required by the Companies Act and the register is made available upon request. The Group complies with the provisions of the Companies Act in this regard. The board is aware of other commitments of its directors and is satisfied that all directors allocate sufficient time to enable them to discharge their responsibilities effectively.

Members of the board are encouraged to seek independent legal advice, at Omnia's cost, during the execution of their fiduciary duties and responsibilities, if so needed. During the financial year, the board requested a legal opinion on directors' rotation and independence. Members also have direct access to Omnia's external auditors, internal auditors, the company secretary, and all members of the executive management team.

Rod Humphris
Chairman
(Omnia Holdings board)

CHAIRMAN

King IV recommends that the governing body should elect an independent non-executive member as chairman and that the retired MD should not become the chairman of the governing body until three complete years have passed after the end of the MD's tenure. The legal status of King IV is that of a set of voluntary principles and leading practices. If there is a conflict between legislation and King IV, the law prevails. There is an important argument against the mandatory "comply or else" framework, presenting a danger of mindless compliance instead of applying best governance practices for a particular issue faced by an organisation. King IV's view is that the governing body should at a minimum disclose whether the chairman is considered to be independent, which is provided below:

The chairman, Rod Humphris, was appointed as non-executive chairman of Omnia following his retirement as the managing director of the Group during the financial year. Due to his personal shareholding in Omnia and that the appointment occurred less than three years after his tenure as Group managing director ended, the chairman is not considered independent. Whilst the appointment is not aligned to best practice, the board believed his experience and knowledge of the chemicals industry and the Group is critical to the chairmanship and in helping the board in setting the strategic direction of the Group. The board is satisfied that the non-independence of the chairman is properly addressed by the composition of the board and particularly by the appointment of the lead independent non-executive director. Ralph Havenstein, which complies with the JSE Listings Requirements, continuing obligations section 3.84(b).

Ralph Havenstein
Lead Independent Director

LEAD INDEPENDENT NON-EXECUTIVE DIRECTOR

The lead independent non-executive director is responsible to assist the chairman in the execution of his duties and such other functions as the board may wish to delegate to the lead independent non-executive director.

Where the chairman is absent or unable to perform his duties or where the independence of the chairman is questionable or impaired, the lead independent non-executive director must serve in this capacity for as long as the circumstances that caused the chairman's absence, inability or conflict exists.

The lead independent director's role is to:

- Assist the board to deal with management of any actual or perceived conflicts of interest that arise on the part of the chairman
- Preside at all meetings of the board at which the chairman is not present or where the chairman is conflicted, including any sessions of the independent directors
- Call meetings of the independent directors where necessary
- Serve as principal liaison between the independent directors and the chairman
- Perform all such functions that cannot be performed by the chairman due to his absence or the existence of a conflict of interest
- Liaise with major shareholders if requested by the board in circumstances or transactions in which the chairman is conflicted
- Perform other duties that the board may from time to time delegate

RESPONSIBILITIES OF THE CHAIRMAN AND GROUP MANAGING DIRECTOR

The responsibilities of the chairman and Group managing director are clearly defined and separated, as set out in the board charter. To ensure a smooth handover, the chairman worked closely with the Group managing director and will continue to provide guidance and leadership to the management and the Group in his new role as chairman of the board.

The separation of responsibilities of the chairman and Group managing director is designed to ensure that no single person or group can have unrestricted powers and that appropriate balances of power and authority exist on the board as stated in the board charter. The chairman is responsible for leading the board and for ensuring the integrity and effectiveness of the board and its committees. In contrast, the Group managing director is responsible for the effective management and running of the Group's business in terms of the strategies and objectives approved by the board.

SUCCESSION PLANNING

Succession for senior positions in the organisation involves identifying suitable candidates internally, wherever possible, and providing them with support, shadowing opportunities and mentorship. Identified candidates also receive further professional development via enrolment with reputable global business schools. This is evidenced by the seamless on boarding of Adriaan de Lange, who was developed into the role of Group managing director by shadowing Rod Humphris in that role for six months prior to Rod's appointment as the chairman of the board.

COMMITTEES OF THE GOVERNING BODY

While the board remains accountable and responsible for the performance and affairs of the Group, certain functions are delegated to board and management committees including, amongst others, risk, information technology, compliance, social, ethics, remuneration, assurance, and governance to assist the board in properly discharging its duties.

Each committee acts within the parameters of an agreed charter that is reviewed periodically. The chairman of each committee reports back to the board on the deliberations of the committee meetings, and minutes of committee meetings are provided to the board for noting.

The chairman of each committee is required to attend the AGM to answer questions raised by shareholders. The established committees are as follows:

- Audit committee
- Remuneration and nominations committee (RNC)
- Social, ethics and risk committee (SERC)

Membership of committees is approved by the board on recommendation provided by the RNC. Committees comprise at least three members, the majority of which are independent non-executive members who are appointed on merit in line with the skills requirements to fulfil the mandate of the committee.

More information on the roles, responsibilities, functions, composition, focus areas and meetings held during the year is available on www.omnia.co.za in the respective committee reports.

The nature and extent of non-audit services rendered during the financial year:

- Remuneration channel annual subscription, survey and professional service fee for preparation of relevant documentation for change of directors in Namibia of R128 100 in total
- Transaction service fee for financial and HR due diligence as well as inbound investment and tax advice for Oro Agri of R360 600 in total

The audit committee was satisfied with the quality of services render by PWC during the year.

COMMITTEE EVALUATIONS

The board annually conducts a self-assessment using a "balanced scorecard" approach in relation to evaluation criteria such as strategic issues, operational plans, succession planning, corporate governance, environmental matters, black economic empowerment and personal effectiveness. Each board committee annually evaluates the board's performance and informs the board whether it has fulfilled the delegated responsibilities as set out in its charter.

The Institute of Directors were contracted to follow their process of evaluation of the board, committees and directors individually for the period under review and report on the results of the assessment and recommend areas for improvement. The assessment results reflected that the board as a whole and the directors individually have discharged their duties satisfactorily, and areas for improvement have been highlighted in the focus areas for FY2019 in this governance report and in the respective committee reports.

GOVERNANCE FUNCTIONAL AREAS

GOVERNANCE FUNCTIONAL AREAS IN ACTION

Governance policies or procedures in place
- Board and committee charters
- Combined assurance and risk management framework
- Financial risk policy
- Remuneration policy and implementation plan
- IT policies to ensure acceptable use of IT resources as well as ensure IT security

During FY2018 the following was done from a governance functional area:
- Risk management framework reviewed
- Embedding an improved control environment through Microsoft Dynamics AX and ERP systems and other interventions
- A review of Omnia's remuneration policy and implementation plan for FY2019 commenced and was finalised, in line with the updated Group strategy
- Ongoing review of IT governance and key risk areas such a cybercrime, security and controls

For additional information refer to the following reports as part of the IAR on www.omnia.co.za to be published on 13 August 2018:

- **Risk Governance**
  Refer to the risk report.
- **Technology and Information Governance**
  Refer to IT report contained in the finance director report.
- **Compliance Governance**
  Refer to Compliance in the risk report.
- **Remuneration Governance**
  Refer to Remuneration and Implementation Report.
- **Assurance**
  Refer to Risk Report.

GOVERNANCE FUNCTIONAL AREAS – FUTURE FOCUS AREAS

The following actions, specific to Omnia's governance, are proposed:
- Review committee charters and organisational policies
- Embed further the risk management framework and culture, with focus on international operations
- Omnia will continue with its comprehensive competition law compliance program to ensure that the Group promotes and maintains competition and implements a culture of good corporate governance

STAKEHOLDER RELATIONSHIPS

Refer Stakeholder Engagement in the IAR on www.omnia.co.za to be published on 13 August 2018.

OTHER GOVERNANCE MATTERS

DEALING IN SECURITIES

The trading in securities policy prohibit directors and employees from trading in securities during closed periods, as well as during self-imposed embargo periods. Embargo and closed periods are in effect from 1 October until the publication of the interim results and 1 April until the publication of year-end results. Closed periods also include any period where the Group is trading under a cautionary announcement.

In addition, certain nominated employees are prohibited from trading in designated securities due to the price-sensitive information they may obtain in their positions. Compliance with policies is monitored on an ongoing basis and any breaches are dealt with according to the provisions of the Omnia Trading in Securities policy and the JSE Listings Requirements. All directors' dealings require the prior approval of the chairman, and the company secretary retains a record of all their dealings and approvals.

COMPANY SECRETARY

Following the resignation of Celeste Appollis during the year, Ashley Eaton was appointed as the acting company secretary with effect from 1 February 2018 for a six-month period ending 31 July 2018. The company secretary's primary role is to ensure that the board is aware of its fiduciary duties and responsibilities as well as keep them aware of relevant changes in legislation and governance best practice. Other key performance areas of the company secretary include overseeing the induction of new directors as well as the ongoing education of directors and to act as secretary to the board sub-committees. The board has unfettered access to the services of the company secretary.

The board confirms that in terms of the assessment of the company secretarial function at year-end:
- Provision of the company secretarial function for the period under review was evaluated in terms of competency, qualifications and experience, as required in terms of the JSE Listings Requirements and that the evaluation process included an assessment of the company secretary and acting company secretary's eligibility, skills, knowledge and execution of duties
- Is independent from management in an arms-length relationship with the board and does not have executive duties and responsibilities, aside from the core responsibilities of a company secretary

- Is not a material shareholder of Omnia and is not party to any major contractual relationships with the Group

The certificate that the company secretary is required to issue in terms of Section 88(2)(e) of the Companies Act is on www.omnia.co.za as part of the annual financial statements.

Subsequent to year end a permanent company secretary was appointed with effect from 1 July 2018. Michelle Nana's elegibility, skills, knowledge, competency, qualifications and experience were carefully evaluated by the board on her appointment, and she was deemed fit to hold this position. Refer to the Group's website www.omnia.co.za for Michelle Nana's abridged CV.

ANNUAL COMPLIANCE CERTIFICATE

During the reporting period, the Group has complied with the JSE Listings Requirements and disclosure requirements as prescribed by the JSE. The annual compliance certificate confirming the company's compliance with the JSE Listings Requirements was completed and submitted to the JSE on 31 July 2018.

SPONSOR

Omnia fully understands the role and responsibilities of the sponsor as stipulated in the JSE Listings Requirements and has cultivated a good working relationship with its sponsor, Merchantec Capital. The Group is satisfied that the sponsor has executed its mandate with due care and diligence for the year under review.