



**OMNIA**

**Omnia Holdings Limited**  
Integrated Annual Report 2022

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Omnia is a diversified chemicals group that supplies chemicals and specialised services and solutions for the Agriculture, Mining and Chemicals application industries.

Omnia adds value to customers at various stages of the supply and service chain by being innovative.

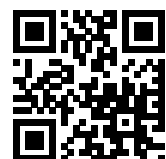
With our purpose of **Protecting Life, Sustaining Livelihoods and Creating a Better World**, our customer solutions promote the responsible handling and use of chemicals for health, safety and a lower-environmental impact, with a progressive shift towards cleaner technologies.

Our main SDG focus areas include: SDG 2, 3, 6, 7, 8, 9, 12, 13 and 17.

### Sustainability vision

Omnia continuously strives to achieve "Zero Harm, Positive Impact" through responsible business practices, thereby creating a greener future.

We are committed to the United Nations Sustainable Development Goals (SDGs). We have incorporated the SDGs into our sustainability and stakeholder engagement frameworks and have prioritised the various goals based on how we believe we can contribute to them.



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

### Capitals



Financial



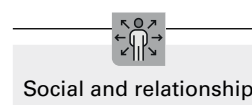
Manufactured



Natural



Intellectual



Social and relationship



Human

### Getting around



Refers you to information available online at [www.omnia.co.za](http://www.omnia.co.za)



Refers you to a page where more information can be found in this report



Indicates information that was independently assured

How to navigate this report: we use icons to connect sections

### Material matters



Challenging and volatile macro- and socio-economic context



Increasing stakeholder expectations



Evolving human capital needs



Building operational resilience



Ensuring business model resilience and strategic delivery



Ensuring world-class governance and ethics



Creating leading environmental stewardship practices

### Strategic objectives



Operational effectiveness



Innovative solutions



Geographical expansion and acquisitions

# ABOUT THIS REPORT

Omnia Holdings Limited and its subsidiaries (Omnia, the company or the Group) are committed to reporting transparently to our stakeholders. We aim to provide balanced, clear and relevant information that will allow all of our stakeholders to make an informed assessment of our ability to create value over the short, medium and long term.

## Scope and boundary

- Omnia's Integrated Annual Report (IAR) is published annually. The IAR provides material information about the Group, our strategy and business model, material risks and opportunities, stakeholder interests, performance, outlook and governance
- This report covers the year 1 April 2021 to 31 March 2022 (FY2022). It also includes material events up to 29 July 2022 when the board approved the report for publication
- The report covers the primary activities of our three main operating segments: Agriculture, Mining and Chemicals, which have a collective physical presence in 25 countries. The report covers the operations of all Group entities unless otherwise stated
- This report extends beyond financial reporting and includes non-financial performance, opportunities, risks and outcomes attributable to or associated with material stakeholders that significantly influence our ability to create or preserve value

 For more information on how we determined what information to include in this report, see page 9.

## Frameworks applied

In compliance with our obligations as an entity listed on the JSE, we have applied the requirements contained in:

- The Value Reporting Foundation's Integrated Reporting Framework (<IR> Framework)
- Global Reporting Initiative (GRI) standards
- King IV Report on Corporate Governance™\* for South Africa 2016 (King IV)
- Johannesburg Stock Exchange (JSE) Limited Listings Requirements
- Companies Act 71 of 2008 (the Companies Act)
- International Financial Reporting Standards (IFRS)

In reporting our duties as a responsible corporate citizen we were guided by the principles and requirements of the following frameworks:

- GRI standards
- Principles of the Taskforce on Climate-related Financial Disclosure (TCFD)
- United Nations SDGs

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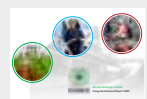
## Approval

The board, supported by the audit committee (AC), takes overall responsibility and accountability for this report. Executive management, assisted by a dedicated reporting team under the direction of the finance director (FD), was responsible for its preparation and consolidation. The board reviewed the report and confirmed the integrity of the content.

The board believes that this report is a balanced and appropriate representation of the profile, financial and operational performance of Omnia and that this report has been prepared in accordance with the <IR> Framework. Upon recommendation from the AC, the board approved this report on 29 July 2022.

|                                                                |                                                                      |                                                    |
|----------------------------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------|
| <b>Ralph Havenstein</b><br>Chair of the board                  | <b>Seelan Gobalsamy</b><br>Chief executive officer (CEO)             | <b>Stephan Serfontein</b><br>Finance director (FD) |
| <b>Nick Binedell</b><br>Independent non-executive director     | <b>Ronald Bowen</b><br>Independent non-executive director            |                                                    |
| <b>George Cavaleros</b><br>Independent non-executive director  | <b>Tina Eboka</b><br>Independent non-executive director              |                                                    |
| <b>Sizwe Mncwango</b><br>Independent non-executive director    | <b>Thoko Mokgosi-Mwantembe</b><br>Independent non-executive director |                                                    |
| <b>Bernard Swanepoel</b><br>Independent non-executive director | <b>Wim Plaizier</b><br>Independent non-executive director            |                                                    |
| <b>Ronel van Dijk</b><br>Independent non-executive director    |                                                                      |                                                    |

## Our reporting suite



Integrated Annual Report (IAR)



Omnia Holdings Limited annual financial statements (AFS)



Notice of annual general meeting (AGM)



King IV application register

 The full suite is available on [www.omnia.co.za](http://www.omnia.co.za)

# KEY FEATURES OF FY2022

## Revenue<sup>1</sup>

↑ 30% R21 437 million  
(FY2021: R16 436 million)

## Earnings before interest, tax, depreciation and amortisation (EBITDA)<sup>1,2</sup>

↑ 21% R2 352 million  
(FY2021: R1 942 million)

## Operating profit<sup>1</sup>

↑ 40% R1 597 million  
(FY2021: R1 138 million)

## Operating profit<sup>1</sup>, excluding Zimbabwe<sup>3</sup>

↑ 123% R1 726 million  
(FY2021: R774 million)

## Operating profit margin<sup>1</sup>, excluding Zimbabwe<sup>3</sup>

↑ 67% 8.2%  
(FY2021: 4.9%)

## Profit after tax<sup>1</sup>

↑ 80% R1 093 million  
(FY2021: R607 million)

## Earnings per share<sup>1</sup>

↑ 79% 653 cents  
(FY2021: 364 cents)

## Headline earnings per share<sup>1</sup>

↑ 86% 672 cents  
(FY2021: 361 cents)

## Cash position

↑ 31% R2 404 million  
(FY2021: R1 833 million)

## Net working capital (NWC)<sup>1</sup>

↑ 18% R3 335 million  
(FY2021: R2 820 million)

## Net asset value

↑ 3% R10 018 million  
(FY2021: R9 739 million)

## Ordinary dividend declared

↑ 275 cents  
per ordinary share  
(FY2021: 200 cents per ordinary share)

## Special dividend declared

↑ 525 cents  
per ordinary share  
(FY2021: 400 cents per ordinary share)

## Global credit rating – long term

↑ A  
with a stable outlook  
(FY2021: BBB+)

## Global credit rating – short term

↑ A1  
with a stable outlook  
(FY2021: A2)

## Disposal of Umongo Petroleum

R958 million  
net proceeds (Profit on disposal after  
tax: R259 million)

<sup>1</sup> From continuing operations – excluding the results of Umongo Petroleum, which was disposed on 31 January 2022 and disclosed as a discontinued operation. Comparatives were adjusted accordingly.

<sup>2</sup> Excludes impairments of R29 million.

<sup>3</sup> Omnia Zimbabwe is subject to the application of IAS 29 – Financial Reporting in Hyperinflationary Economies – which results in earnings volatility. Accordingly, the business unit reported a loss after tax of R96 million for the year ended 31 March 2022 compared to a profit after tax of R334 million for the year ended 31 March 2021.

# SAFETY, ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) HIGHLIGHTS

## Fatalities

(employees and contractors)



Two

(FY2021: Zero)

## Recordable case rate (RCR)

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



0.21

(FY2021: 0.35)

## First aid incidents



66

(FY2021: 85)

## Lost-time injury incidents

(injuries leading to a person's inability to perform their regular duties for at least one full shift; excludes fatalities)



11

(FY2021: 19)

## Environmental incidents



Zero

(FY2021: Zero)

## Discharged effluent volumes



175 megalitres

(FY2021: 311 megalitres)

## Energy use efficiency

(despite a 5% increase in production volumes, we achieved a 6% improvement in energy efficiency)



0.29 gigajoules

per tonne manufactured  
(FY2021: 0.31 gigajoules)

## Water usage efficiency

(despite a 5% increase in production volumes, we achieved a 9% improvement in water-use efficiency)



0.48 kilolitres

per tonne manufactured  
(FY2021: 0.53 kilolitres)

## Water recycled or reused



66 megalitres

(FY2021: 51 megalitres)

## Total greenhouse gas (GHG) emissions

(increased due to inefficient conversion in the EnviNOx® emissions abatement system, which was subsequently repaired)



336 908 tonnes of CO<sub>2</sub>e

(FY2021: 261 500 tonnes)

## B-BBEE rating



Level 2

(FY2021: Level 2)

## AWARDS AND RECOGNITION

### Capital Finance International (CFI) Award

#### Best Sustainable Diversified Chemicals Group Africa 2022

Awarded for performance in **sustainable practices, empowerment initiatives**, and technology and innovation.

### Chemical and Allied Industries' Association (CAIA) Award

#### CAIA Responsible Care® initiative of the year

Awarded to BME for incorporating **used oil** as a base product for its emulsion explosives, preventing water or soil contamination.

### Indonesian government award

#### Good mining practice award for best performer in the blasting services category

Awarded to BME on the strength of our performance on a full-service blasting contract for a mining customer in East Kalimantan. As part of this project, we ensure that 80% of the fuel agent in our emulsion is used oil derived from our customers' mining vehicles.

# OUR PURPOSE

## Our purpose

Protecting Life  
Sustaining Livelihoods  
Creating a Better World

We **Protect Life** by being environmentally responsible and taking end-to-end ecological stewardship of our products and services. We are involved in the security of food supply, mineral resources, potable water, energy and other solutions essential to life. Safety in all our operations is paramount to achieve Zero Harm.

We **Sustain Livelihoods** through large-scale employment and our contribution to economic growth in labour-intensive sectors such as agriculture, mining and manufacturing. Our focus is to accelerate learning in the communities which are core to our operations.

In the pursuit of **Creating a Better World**, we proactively and passionately create innovative solutions essential to life and a circular economy; providing energetic, cohesive and ethical leadership at Omnia as well as in the industries and countries in which we operate and actively showing care for the lives of our customers, employees and communities.

## Who, what and where we are

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

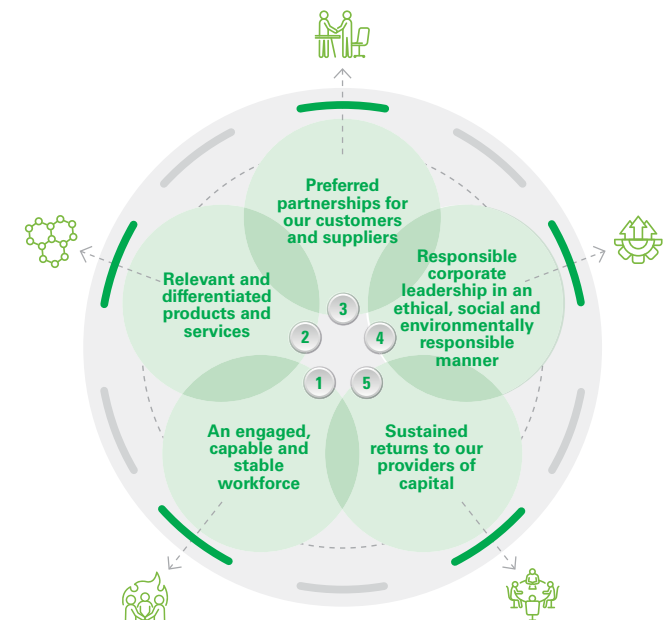
Using technological innovation combined with intellectual capital, Omnia adds value for customers at every stage of the supply and service chain. With its purpose of leaving a Better World, the Group's solutions promote the responsible use of chemicals for health, safety and a lower-environmental impact, with an increasing shift towards cleaner technologies.

Omnia's corporate office is based in Johannesburg, South Africa and its main production facility is in Sasolburg, some 70 kilometres south of Johannesburg.

At 31 March 2022, the Group had a physical presence in 25 countries across the African continent, with international operations in Australasia, Brazil, North America, Indonesia and China.

## Guiding principles in our value creation

### WE CREATE VALUE FOR OUR STAKEHOLDERS BY DELIVERING:



# OUR OPERATIONS

## OMNIA HOLDINGS LIMITED



### Agriculture



**Agriculture** produces and trades in ammonia, speciality ammonia and direct application fertilizers in South and East Africa, Australasia, Brazil and North America. Agriculture includes Omnia's manufacturing function.

The Nutriology concept is centred around nutrient use efficiency and water use efficiency to optimise yields and crop quality to maximise returns while reducing farming and environmental risk.

**Agriculture International** is a world leader in agricultural biological (AgriBio) products and water-soluble nutrients with a product range that is exported to over 30 countries. The established sales team drives organic growth with distribution arrangements in multiple markets.

#### Input materials

- Nitrogen sources (Ammonia and Urea)
- Phosphate sources
- Potassium sources
- Micro and macro nutrients
- Brown coal
- Lime

#### Output products and services

- Ammonium nitrate
- Calcium nitrate
- Liquid fertilizer
- Granular fertilizer
- Speciality fertilizer
- AgriBio portfolio
- Agronomic services



### Mining



**BME** is a market leader in South and West Africa, Australia, Indonesia, the USA, and Canada (by way of a joint venture) in the supply of bulk emulsion and blended bulk explosives formulations for opencast mining. BME manufactures bulk and packaged explosives for various underground and surface mining applications.

BME's in-house industry experts support customers in planning and executing blasting operations using proprietary software and AXXIS™ electronic delay detonators.

**Protea Mining Chemicals (PMC)** provides value-added specialist products and technical support services to mines' mineral processing plants and supplies key raw materials to the mining explosives market across Africa.

#### Input materials

- Ammonium nitrate
- Calcium nitrate
- Emulsifier
- Used oil
- Initiating components

#### Output products and services

- Electronic detonators
- Initiating systems
- Bulk emulsions
- Packaged explosives
- Technical services



### Chemicals



**Protea Chemicals** is a manufacturer and distributor of specialty, functional and bulk chemicals and value-adding services and solutions in Africa, representing leading domestic and international chemical producers.

Effective 31 January 2022, the Group disposed of the Umongo Petroleum business which was acquired in 2017 (see page 39). 

#### Input materials

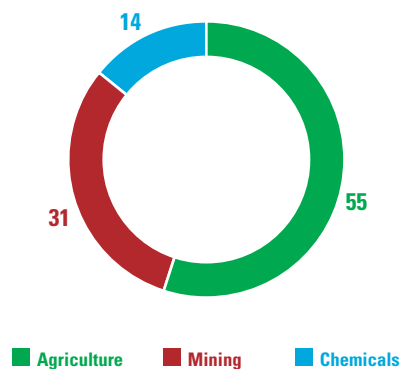
- Numerous chemicals
- Feedstocks

#### Output products and services

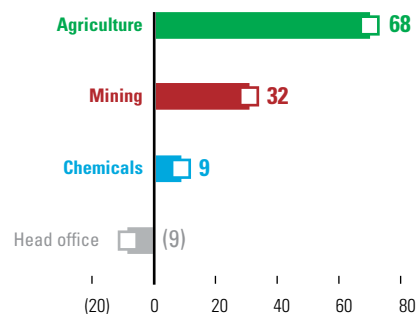
- Speciality Chemicals and associated value-added services
- Supply chain management
- Specialist services

# OUR OPERATIONS continued

**Contribution to revenue**  
(%)



**Contribution to operating profit**  
(%)



| FY2022 results <sup>1</sup>                | Agriculture   | Mining       | Chemicals    | Head office              | Total         |
|--------------------------------------------|---------------|--------------|--------------|--------------------------|---------------|
| <b>Turnover</b> (R million)                | <b>11 799</b> | <b>6 667</b> | <b>2 971</b> | –                        | <b>21 437</b> |
| Contribution (%)                           | 55            | 31           | 14           | –                        | 100           |
| <b>Operating profit/(loss)</b> (R million) | <b>1 090</b>  | <b>514</b>   | <b>142</b>   | <b>(149)<sup>2</sup></b> | <b>1 597</b>  |
| Contribution (%)                           | 68            | 32           | 9            | (9)                      | 100           |
| <b>Return on net controlled assets</b> (%) | <b>21.2</b>   | <b>21.4</b>  | <b>15.4</b>  | <b>(100)</b>             | <b>18.7</b>   |
| <b>Employees</b>                           | <b>1 707</b>  | <b>1 526</b> | <b>607</b>   | <b>170</b>               | <b>4 010</b>  |

<sup>1</sup> Continuing operations only.

<sup>2</sup> Head office includes acquisition-related costs, amortisation of intangible assets arising from acquisitions, employee share-based payment expenses and certain once-off costs such as transaction fees relating to the disposal of Umongo Petroleum.



For more detail on the performance of each of the segments, see page 42.

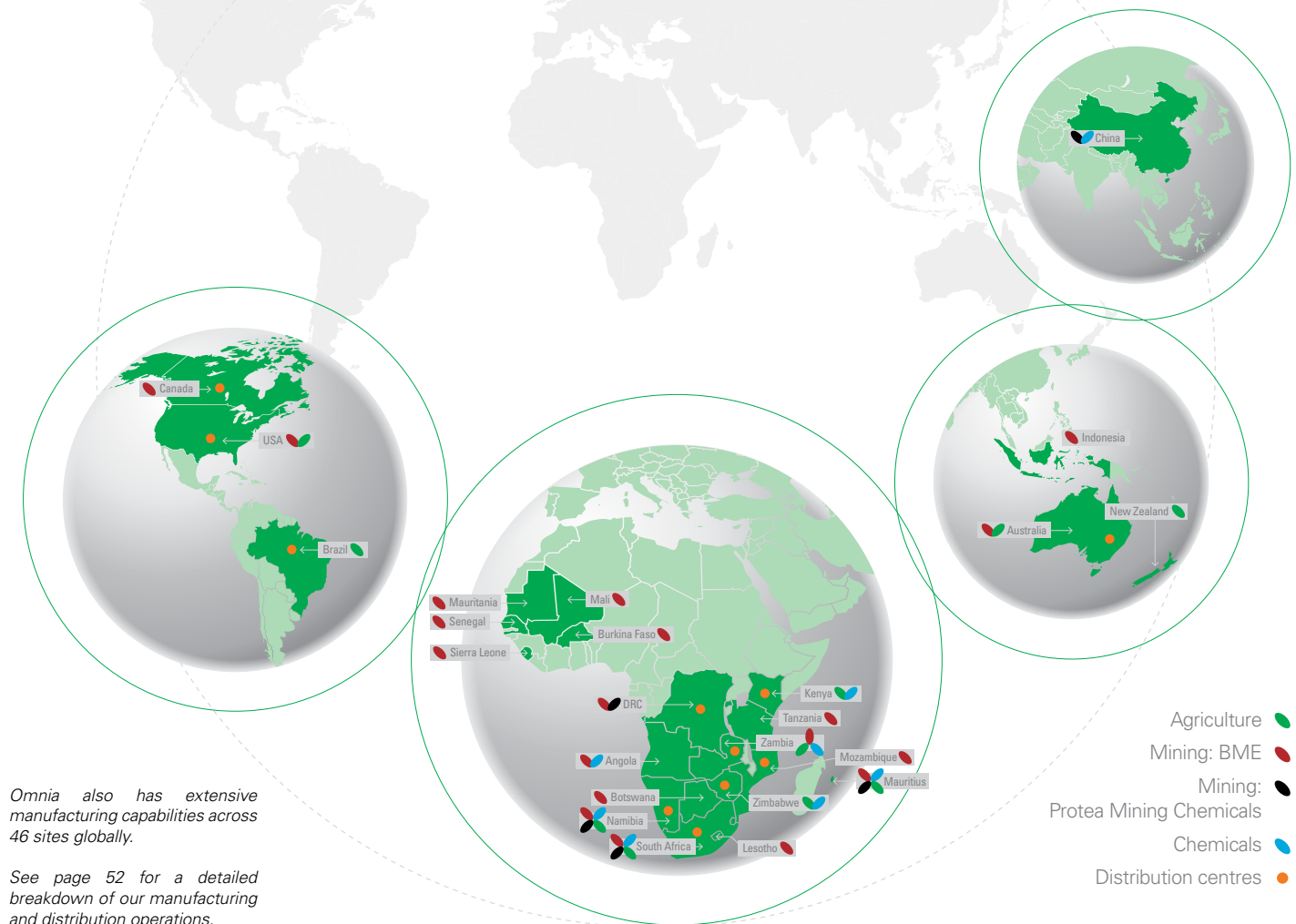


The Agriculture segment accounts for 55% of the Group's revenue.

## Our global footprint

While our competency in agriculture, mining and chemicals remains core, given the macro-economic environment in the Southern African Development Community (SADC) and the impact of climate change in both the agricultural and mining sectors, it has become vital for Omnia to leverage our core business into new markets through international growth initiatives. This will include opportunities in green technologies and circular economy products, among others. Importantly, Omnia will pursue measured opportunities in areas that complement our core business and capabilities.

We have a presence in **25 countries** with **62 distribution centres** and a workforce of **4 010 employees**



# OUR OPERATIONS continued

## Macro-economic overview

Global macro-economic conditions during the year remained challenging, characterised by ongoing disruptions to global supply chains and shipping constraints as a result of the impact of COVID-19. New variants of the virus precipitated further lockdowns, particularly in China, extending shipping backlogs and delaying anticipated economic recovery.

### CHALLENGES



Load shedding



Lack of potable water



Road infrastructure



Ageing rail network



Constrained global supply chains



Global socio-political tensions

South Africa's infrastructure constraints continued to impact the business environment. Deteriorating infrastructure, ongoing load shedding, potable water challenges in certain provinces, an ageing rail network and inefficient port facilities have all contributed to tough trading conditions for South African businesses in general.

The recent suspension of operations at South African Petroleum Refineries (SAPREF) and the ongoing operational challenges at Foskor, a key raw material supplier to the agricultural sector, have resulted in adverse downstream effects for manufacturers, retailers and consumers.

These issues were compounded by socio-political tensions (both locally and in West Africa) as well as the recent destruction caused by the devastating floods in KwaZulu-Natal, which will place further pressure on supply chains and infrastructure within this region.

The protracted conflict between Russia and Ukraine in the latter part of FY2022 resulted in food shortages and scarcity of raw materials, with more supply chain disruptions as shipping routes changed and commodity prices rose, particularly oil and gas. The resulting general inflationary pressures are likely to remain high which will be particularly difficult for the many highly indebted and lower-income households globally. Accordingly, the business environment is expected to be challenging in South Africa and abroad in the year ahead.

Both Russia and Ukraine are significant role players in agricultural commodity markets in terms of grains (wheat and maize), oil seeds (soyabean, canola and sunflower) and key agricultural inputs such as nitrogen (ammonia and urea), phosphates (mono-ammonium phosphate and di-ammonium phosphate) and potassium (potash), which has resulted in supply shortages and increased prices of agricultural inputs. The impact of higher input prices for agricultural producers was partly offset by increased agricultural commodity prices and favourable agronomic conditions in our key markets.

The closing USD/ZAR exchange rate for 31 March 2022 (1:14.61) was flat relative to 31 March 2021 (1:14.77). However, the average USD/ZAR exchange rate for the year ending 31 March 2022 was 1:14.94 compared to 1:16.19 for the previous financial year.



See the Financial Capital section for more information on each segment's operating context and financial performance.

## HOW WE RESPOND

It is the task of those who govern our organisation to constantly ensure that Omnia remains committed to our core purpose and the achievement of the SDGs by dynamically responding to changes in our external environment.

We have incorporated the SDGs into our core strategy and our sustainability and stakeholder engagement frameworks. We prioritise the SDGs according to how we can contribute to their realisation.

Zero hunger (SDG 2)



Health and well-being (SDG 3)



Clean water (SDG 6)



Clean energy (SDG 7)



Decent work (SDG 8)



Innovation (SDG 9)



Responsible consumption (SDG 12)



Climate action (SDG 13)



Partnerships (SDG 17)



See page 58 for how we have set ourselves explicit targets for meeting our SDG goals.

# OUR MATERIAL MATTERS

In determining material matters, we consider relevant aspects that have, or may have, affected our ability to create value, as well as considering our material impacts on the economy, society and the planet (double materiality). This is determined by considering the effect on the Group's strategy, governance, performance or prospects. We realise the importance of managing these issues while retaining focus to ensure long-term sustainable growth and success. Ultimately, our material matters guide our integrated reporting process.

We determine these material matters through a detailed materiality determination process designed to give our stakeholders insight into the matters that may affect our ability to create and preserve value over time.

As part of the process, external specialists conducted detailed research and interviewed internal stakeholders to develop a list of potential material matters. The desktop research included a review of internal risk registers and frameworks, our documented strategy, SDG commitments, emerging global issues, and a peer benchmarking exercise. The matters identified were ranked and prioritised through an online material matters survey, completed by senior leadership, team members who engage with our stakeholders and those charged with governance responsibilities in the company, and finally, approved by the board. An overview of the process followed is outlined below.

**Identify:** Conduct internal review of the Group risk register, Group and sustainability strategies and SDG commitments

**Identify:** Conduct external review of global risk registers, media reports, Stock Exchange News Service (SENS) announcements and peer reports

**Identify:** Create and review list of material matters

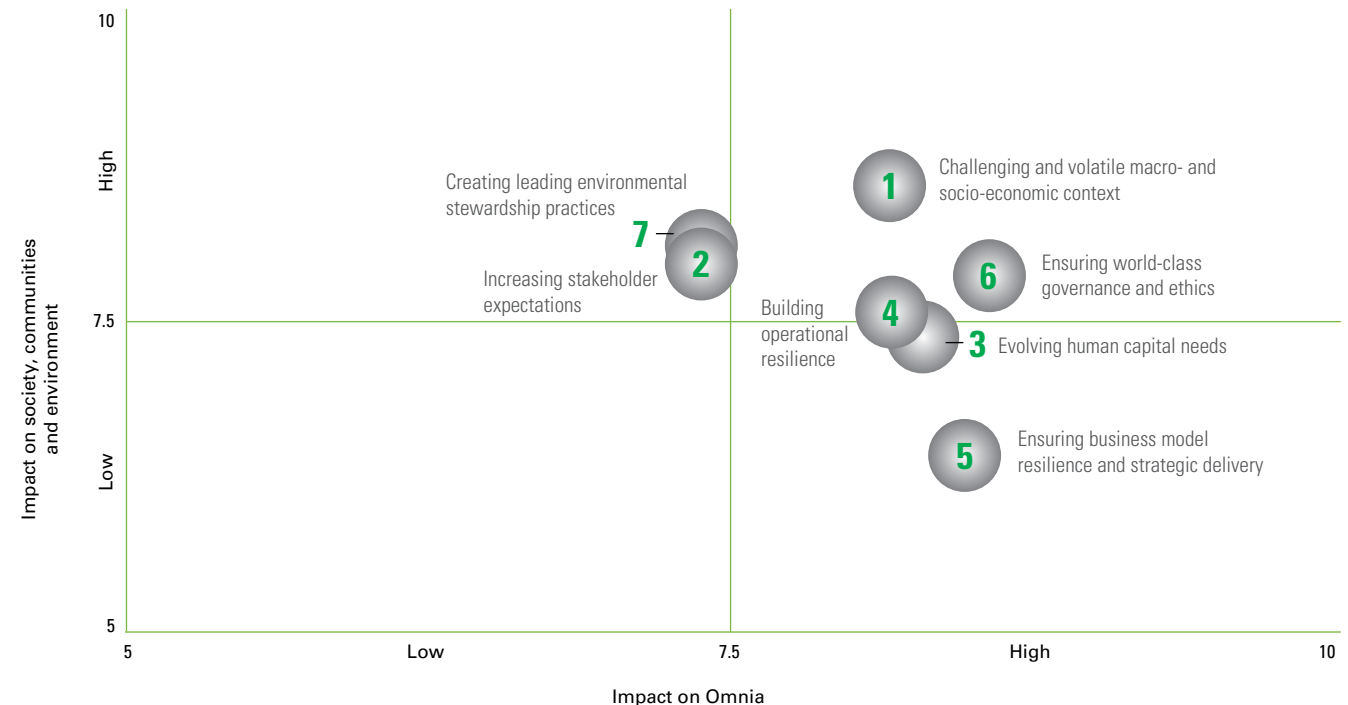
**Prioritise:** Validate and prioritise potential material matters through an online survey

**Approve:** Exco discussion of the outcomes, followed by approval as delegated by the board

## Material matters matrix

For FY2022, various themes for material matters were identified, validated and prioritised. The resulting matrix was compared with the Group's risk management framework to ensure that all relevant topics were captured from a materiality and/or risk perspective.

These themes and matters are discussed throughout this IAR.



Refer to page 10 where the themes are explained.

# OUR MATERIAL MATTERS continued

## Capitals AFFECTED

### THEMES

### SUB-THEMES

1



**Challenging and volatile macro and socio-economic context**

- Volatile agricultural and commodity prices
- Challenging economic conditions
- Changing political and regulatory landscape (including political instability)

- Geopolitical instability (including the impact of the Russia-Ukraine conflict)
- Supply chain disruptions
- Aging roads and infrastructure in SADC

2



**Increasing stakeholder expectations**

- Community and social unrest
- Just transition to a low carbon economy
- Resource scarcity
- Retaining licence to operate

- Supporting growth in local economies and communities (including small-scale farmer support and development)

3



**Evolving human capital needs**

- Attracting and retaining talent
- Availability of scarce and critical skills
- Skills development
- Succession planning
- Organisation culture supporting strategy
- Diversity (including in experience and ways of thinking), inclusion and transformation

- Employee wellness
- Health and safety for employees, contractors and communities (including persistent COVID-19 impacts)
- Innovation
- Labour unrest

4



**Building operational resilience**

- Business continuity and disaster recovery
- Cyber and data threats
- Extreme weather events
- Operational and financial controls

- Operationalisation of sustainability
- Security of energy and water supply
- Security of infrastructure

5



**Ensuring business model resilience and strategic delivery**

- Business model resilience
- Access to capital
- Capital allocation
- Climate change adaptation

- Customer concentration
- Disciplined strategic execution
- Sustainable business practices
- Technology, innovation and research and development (R&D)

6



**Ensuring world-class governance and ethics**

- Ethical behaviour
- Compliance with legislation

- Fraud and corruption
- Corporate governance

7



**Creating leading environmental stewardship practices**

- Safety and environmental stewardship of chemicals
- Managing energy efficiency and intensity
- Compliance with legislation

- Energy sources and GHG emissions
- Hazardous waste management
- Protecting biodiversity

**Financial  
Social and relationship**



**Financial  
Natural  
Social and relationship**



**Human**



**Financial  
Manufactured  
Intellectual**



**Financial  
Manufactured  
Intellectual**



**Financial  
Intellectual  
Social and relationship**



**Natural  
Social and relationship**



# ENGAGING OUR STAKEHOLDERS

Omnia recognises that **strong stakeholder relationships can be one of our most valuable assets**, as they are critical to our success and how we create value. As such, we continually strive to **improve relations** with all our stakeholders. We identify and prioritise the interests of our stakeholders on an ongoing basis to manage our **stakeholder engagement** framework and actions to meet their needs and expectations. Our **stakeholder mapping** is part of a regular review process to ensure that all stakeholders are engaged appropriately. By getting to know all stakeholders' needs better, we can ensure close alignment with their goals.



Johan van der Walt and his son Carlo, farm manager at Jordaan Boerdery, Grootvlei.



As part of our public policy approach, we ensure that we participate actively in relevant community, environmental and industry forums.



See the table on page 12 for a list of the relevant forums.

# ENGAGING OUR STAKEHOLDERS continued

## EMPLOYEES



**Importance to Omnia:** Provide knowledge, skills and experience required for the successful and safe operation of our business

### Engagement channels

- CEO/Leadership update sessions
- Workshops
- Employee engagement sessions
- Staff broadcasts
- Roadshows

### Their needs and expectations

- Safe and healthy work environment
- Competitive remuneration and benefits
- Relevant training and development for career growth opportunities
- Recognition and reward

### Engagement channels

- CEO/Leadership/Employee engagement sessions
- Newsflashes
- Roadshows
- Steering committees
- Ad hoc events

### Key objectives and metrics we track

#### *Omnia endeavours to deliver:*

- Job security and Physical safety
- A compelling employee value proposition (EVP)
- Fair and clear policies with transparent processes
- Personal wellness and growth opportunities
- Broad-based share scheme ("My Omnia")

#### *We track:*

- Individual performance
- Training (compulsory and elective)
- Occupational health and safety metrics
- Career development
- Attrition rates

### Relevant material matters

- Health and safety (including the COVID-19 strategy)
- Professional and personal development
- Upskilling and knowledge enhancement of employees
- Evolving world of work/disruptive technologies

### Level of engagement

Medium

## CLIENTS/CUSTOMERS



**Importance to Omnia:** Core to the growth and development of the Group to maintain business sustainability

### Engagement channels

- Direct client engagements
- Product presentations
- Agriculture: Relationship proposition ("feet on the farm") via agronomist interactions
- Mining: Blast investigations, AXXIS Titanium™/Silver™ commercialisation
- Exhibitions and industry forums

### Their needs and expectations

- Reliable supply and responsiveness to specific needs
- Innovative approach
- Holistic advice quality products and service
- Strong partnership management

### Key objectives and metrics we track

#### *Omnia endeavours to deliver:*

- Customer satisfaction
- Innovation: new services and products
- Holistic solutions approach and reliable supply
- Product efficacy/driving efficient use of inputs
- Adherence to SDG goals

#### *We track:*

- Supply chain management
- Product quality
- Solutions selling
- Product R&D
- Progress against priority SDGs

### Relevant material matters

- Efficient service offering
- Competitive pricing
- Logistics efficiency
- Customer service
- Innovation and new technologies

### Level of engagement

High

## REGULATORS



**Importance to Omnia:** Develop and enforce legislation and associated regulations, which have a significant influence on the Group and divisional operations

### Engagement channels

- Ongoing meetings
- Product certifications and investigations
- Workshops
- Site visits and on-site audits

### Their needs and expectations

- Legal and regulatory compliance
- Knowledge sharing and strong relationships
- Company policy alignment to regulatory environment
- Certification and product licences
- Active contribution to industry and regulatory working groups

### Key objectives and metrics we track

#### *Omnia endeavours to deliver:*

- Compliance with regulatory requirements
- Engagement with policymakers
- Ongoing engagement via professional associations regarding new legislation
- Product communication protocols

#### *We track:*

- Legal compliance
- RCRs
- Progress against our priority SDG targets
- Reduced/zero compliance notices/fines issued

### Relevant material matters

- Changing regulatory environment
- Compliance (including permit and licence conditions)
- Demands on governance and compliance
- Agriculture: Fertilizer Regulatory Affairs
- Mining: Third-party reports, Department of Mineral Resources and Energy (DMRE) requirements

### Level of engagement

High

## INVESTMENT COMMUNITY



**Importance to Omnia:** Ensuring that shareholders engage on a wide range of topics including executive compensation, strategy, risk management, corporate governance, and other topics falling outside of the usual financial and strategic conversations

**Engagement channels**

- Financial results (half year/full year)
- Annual general meetings
- Special meetings/ updates
- SENS announcements

**Their needs and expectations**

- Business development updates
- Company performance according to expectations
- Share strategic direction and goals
- Required disclosures
- Senior management engagement

**Key objectives and metrics we track***Omnia endeavours to deliver:*

- Annual results/financial performance
- Significance and materiality framework
- Strategy and outlook of the business

*We track:*

- Strategic execution
- Share price, valuation and return metrics
- Feedback from investors
- Shareholder movements

**Relevant material matters**

- Achievement of milestones
- Corporate governance and compliance
- Safety first ethos in all practices
- Financial management, disclosure and transparency

**Level of engagement**

High

## SOCIETY/COMMUNITIES



**Importance to Omnia:** Hold Omnia accountable as a responsible corporate citizen and a valuable partner in the communities where we operate

**Engagement channels**

- Workshops
- Community forums and engagements
- Corporate social investment (CSI) engagement sessions

**Their needs and expectations**

- Contribution to SDG goals (e.g. education, clean water, food security, decent work and economic growth, responsible consumption and production)
- Understanding of societal needs and expectations
- Partnerships to develop communities

**Key objectives and metrics we track***Omnia endeavours to deliver:*

- Various sponsorships and skills development initiatives
- COVID-19 vaccination rollout
- Access to enterprise and supplier development opportunities
- Access to bursaries

*We track:*

- Access to quality education
- Access to clean water and sanitation
- Corporate social investment (CSI) initiatives (e.g. maths and science programme for high school students, effective career guidance, youth entrepreneurship)

**Relevant material matters**

- Sustainability measurements
- Empowerment of local communities
- Creation of job opportunities
- CSI initiatives

**Level of engagement**

Medium

## TRADE UNIONS



**Importance to Omnia:** Trade unions represent a significant number of Omnia employees and negotiate wages and benefits on their behalf, provide them with advice and represent them in various governance processes

**Engagement channels**

- Various engagements with shop stewards and trade union representatives

**Their needs and expectations**

- Partnerships for strong communication and collaboration
- Fair remuneration and people policies
- Safe and healthy working conditions
- Development and growth opportunities

**Key objectives and metrics we track***Omnia endeavours to deliver:*

- Training and skills development of employees
- Fair remuneration
- Management of expectations
- Employee attrition

*We track:*

- Employee satisfaction
- Training and development
- Productivity, business continuity, service levels

**Relevant material matters**

- Good employee relations

**Level of engagement**

High

# ENGAGING OUR STAKEHOLDERS continued

## BUSINESS PEERS/ INDUSTRY ASSOCIATIONS



**Importance to Omnia:** Provide a common platform to address industry-related development, concerns, and initiatives for sharing lessons and best practices. Engagements are always conducted in strict compliance with competition laws

### Engagement channels

- Meetings
- Conferences
- Exhibitions

### Their needs and expectations

- Cooperative and collaborative engagement
- Best practice exchange
- Innovation and new developments
- Collaboration for supply chain security

### Key objectives and metrics we track

#### *Omnia endeavours to deliver:*

- Collaboration: building and improving relationships
- Development of sector-based strategies and best practice guidelines
- Proactive engagement and regulatory advocacy initiatives

#### *We track:*

- New business partnerships and opportunities
- Industry recognition and awards

### Relevant material matters

- Collaboration on strategic industry issues
- CAIA participation and involvement

### Level of engagement

High

## SUPPLIERS



**Importance to Omnia:** Global supply complexities require enhanced resilience and agility in supply chain management in an increasingly unpredictable market.

### Engagement channels

- Direct engagements

### Their needs and expectations

- Reliable material requirement plans for demand forecasting
- Clear transformation agenda
- Easy operational processes (e.g. onboarding, financial processes), product quality and fair value
- Strong business relationships

### Key objectives and metrics we track

#### *Omnia endeavours to deliver:*

- Supply fulfilment and on-time delivery
- Strong supplier and partnership agreements
- Optimal product quality/price supply
- Reduced supply chain risk through diversified supply chain strategy and local sourcing

#### *We track:*

- Status of supplier and partnership agreements
- On-time delivery
- Product quality/value ratio
- Cost management

### Relevant material matters

- Product quality and price
- Global supply chain disruptions (shipping difficulties, constraints, delays)
- Feedstock cost increases
- Supply chain disruptions
- Global shortage of materials

### Level of engagement

High

## MEDIA



**Importance to Omnia:** Deepen understanding of Omnia's role and impact in the markets it serves to build brand recognition and stakeholder relevance

### Engagement channels

- Digital (virtual events, podcasts, video conferences, webinars)
- Social media
- Printed press
- Radio
- Television

### Their needs and expectations

- Thought leadership
- Ongoing updates on news and matters of interest
- Industry knowledge

### Key objectives and metrics we track

#### *Omnia endeavours to deliver:*

- Industry engagement
- Strong relationships with key media players
- Broaden understanding of Omnia, its divisions and its impact
- Build Omnia's reputation in the market
- Strengthen brand trust, loyalty and recall

#### *We track:*

- Paid for and earned media
- Generated leads
- Coverage and reach
- Sentiment

### Relevant material matters

- Innovation, sustainability, supply chain and solutions that support ESG goals
- Financial performance, strategy execution, growth ambitions and delivery to targets

### Level of engagement

High

## NON-GOVERNMENT ORGANISATIONS (NGOs)



**Importance to Omnia:** Partners in delivering community programmes for long-term sustainability and measurable impact

### Engagement channels

- Engagements with community forums

### Their needs and expectations

- Understand community needs
- Tangible and responsive support
- Measurable impact

### Key objectives and metrics we track

#### *Omnia endeavours to deliver:*

- Suitable partnerships to enable CSI commitments
- Education, food security, skills development
- Meet needs of communities

#### *We track:*

- Various impact measurements per project (e.g. skills delivery, households supported)

### Relevant material matters

- Community liaison and engagement
- Financial and impact measurement
- Sustainability and alignment to SDGs

### Level of engagement

Medium



Omnia Agriculture demarcates crop zones according to their production potential to ensure that the right investments are made into water and fertilizer for yield and quality.

# OUR BUSINESS MODEL

Our business model – how we transform various inputs into outputs and outcomes – and our stakeholder relations are central to how we create, preserve and transform value.

## INPUTS

Resources we rely on

## CHALLENGES

We face



### Financial capital

Financial capital, used to sustain and grow the business, consists of funds generated from operations, equity financing and debt financing.

See page 33



### Human capital

Developing passionate, enabled and engaged employees plays a critical role in attaining Omnia's vision and delivering on the defined strategy.

See page 84



### Intellectual capital

Intellectual capital refers to the expertise and knowledge inherent to the Group and is the key driver of sustainable growth.

See page 90



### Manufactured capital

We invest in modern technologies and manufacturing plants and equipment that are world-class, safe to operate and conform to the relevant regulations and standards.

See page 52



### Natural capital

We require a wide variety of minerals, water, energy and air as raw materials to convert into value-adding products and services.

See page 70



### Social and relationship capital

Our operations are intricately linked to the community where our offices/plants are located and hence Omnia nurtures the communities and the people around us.

See page 77

- **Share capital and reserves:** R10 022 million (FY2021: R9 740 million)
- **Debt and revolving credit facilities:** R3 billion (FY2021: R3.4 billion)
- **Net cash and cash equivalents:** R2 404 million (FY2021: R1 833 million)

- **Total workforce:** 4 010 (FY2021: 4 200)
- Strong core belief systems and performance-driven culture

- Technical know-how, including engineers, agronomists, scientists and computer/software programmers for digital solutions
- Registered trademarks, patents and designs
- Ethical and effective leadership
- Optimised risk management

- **Property, plant and equipment:** R4 593 million (FY2021: R4 794 million)
- **Manufacturing, blending and packaging plants:** 46 (FY2021: 47)
- **Distribution centres:** 62 (FY2021: 56)

- **Electricity consumed:** 85 993 MWh (FY2020: 85 329 MWh)
- **Energy used:** 1 148 terajoule (FY2021: 1 156 terajoule)
- **Water used:** 1 861 megalitres (FY2021: 1 978 megalitres)

- Signatory to Responsible Care®
- Active participation in public policy forums
- Ongoing engagement with customers, suppliers, communities, employees, government and regulators

- Volatile commodity market and raw materials costs
- Uneven growth in global and local economies, trade war
- Adverse weather conditions
- Rand volatility
- Global recession

- Maintaining labour engagement
- Improving safety performance

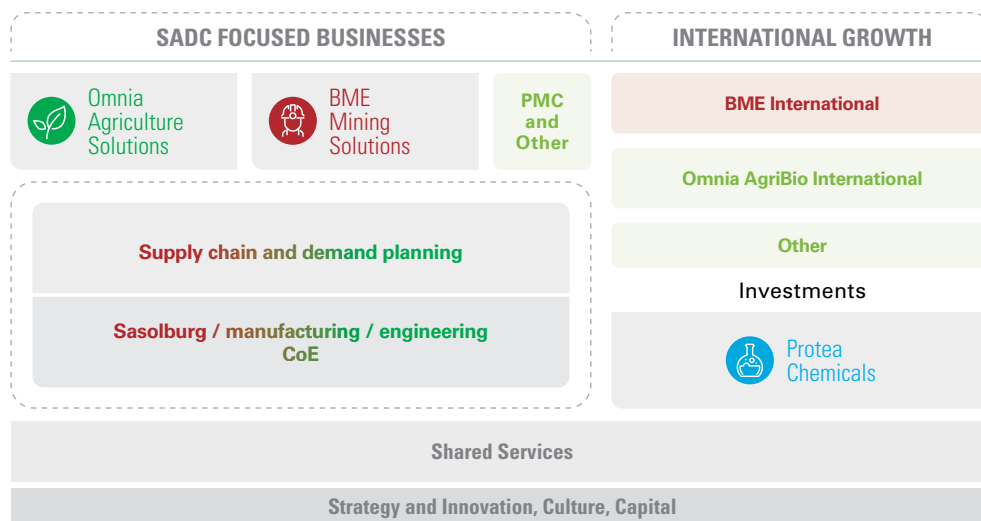
- Shortage of experienced agriculture and chemicals-related skills and talent
- Pace of change requires an increased focus on innovation and generation of intellectual property (IP) to stay ahead in a competitive environment
- Cost of digitisation and new product development

- Capital requirements for growth and modernisation while maintaining a cost-competitive manufacturing base
- Increasing plant utilisations through long-term offtake agreements
- Global supply chain constraints

- Cost and availability of reliable sources of electricity
- Long-term availability of water
- Climate shocks

- Expectation of communities for employment and skills development opportunities
- Expectation of environmental stewardship

## BUSINESS ACTIVITIES

**Commodity procurement**

Sourcing of raw chemicals and materials in bulk from across the world.

**Production**

Applying intellectual capital and technologies in the production of innovative value-added products and services.

**Distribution**

Leveraging our distribution network to ensure the safe and cost-effective delivery of products.

**Managed services and solutions**

Our operations are focused on and geared for the delivery of the right solution to each customer.



Refer to page 5 for a more detailed explanation of our operations and outputs.

OUTCOMES  
for the business and our stakeholders

- **Free cash flow generated:** R865 million (FY2021: R1 327 million)
- **Reduced net finance cost:** R76 million (FY2021: R264 million)
- **Dividends declared in June 2022:** Ordinary dividend of 275 cents per share and a special dividend of 525 cents per share (FY2021: Ordinary dividend of 200 cents per share and special dividend of 400 cents per share)
- **Staff costs and benefits:** R1 811 million (FY2021: R1 756 million)
- **Training spend:** R30.5 million (FY2021: R14.7 million)
- **R&D investment:** R10 million (FY2021: R17 million)
- **Additions to goodwill, intangible and other assets:** R2 million (FY2021: R25 million)
- **Purchase of property, plant and equipment:** R385 million (FY2021: R392 million)
- **Water recycled or reused:** 66 megalitres (FY2021: 51 megalitres)
- **Total GHG emissions:** 336 908 tonnes CO<sub>2</sub>e (FY2021: 261 500 tonnes)
- **Hazardous waste disposed of:** 2 329 tonnes (FY2021: 2 012 tonnes)
- **Total volume of used oil recycled:** 16 473 226 litres (FY2021: 14 643 655 litres)
- **Socio-economic development spend:** R10.9 million (FY2021: R5.1 million)
- **Preferential procurement:** R9.1 million (FY2021: R6.9 million)
- **Taxes (direct and indirect) paid to the South African government<sup>1</sup>:** R449 million (FY2021: R73 million)
- Sustained returns to providers of capital
- Earnings attributable to shareholders from continuing operations R1 072 million (FY2021: R607 million)
- Return from continuing operations on average equity: 11.1% (FY2021: 6.2%)
- Credit rating – Long term: A with a stable outlook (FY2021: BBB+)
- Credit rating – Short term: A1 with a stable outlook (FY2021: A2)
- Number of fatalities: Two (FY2021: Zero)
- Improved RCR: 0.21 (FY2021: 0.35)
- Engaged and stable workforce
- Delivering differentiated products and solutions to customers
- Skills development
- Preferred business partner for suppliers
- Being recognised as environmentally responsible
- Major environmental incidents: Zero (FY2021: Zero)
- Being recognised as ethically and socially responsible
- B-BBEE rating: Level 2 (2020: Level 2)
- COVID-19 donations and community outreach

<sup>1</sup> Includes R207 million in relation to the SARS transfer pricing dispute.

# KEY DECISIONS IN FY2022

The Group predominately services customers in the primary sectors of agriculture and mining. The underlying growth of these sectors is underpinned by food security and the need for basic materials, however, movements in commodity prices and weather patterns can affect demand in the short term. We actively manage the business for long-term value creation, carefully balancing this with the near term needs of our stakeholders.

## SOME MATERIAL DECISIONS TAKEN BY THE GROUP IN FY2022

## CAPITALS IMPACTED

### Maintain adequate statement of financial position capacity and flexibility

The disposal of Umongo Petroleum strengthened our financial position as it resulted in an inflow of net funds of R958 million, contributing to higher levels of net cash and cash equivalents at year-end, amounting to R2 404 million (FY2021: cash of R1 833 million).



### Dividend payment

We declared an ordinary dividend of R465 million and a special dividend of R888 million in June 2022. (Omnia declared R1 014 million in FY2021.)



### Review capital expenditure plans

We reached the end-of-life cycle of our capital investment plan for major capital infrastructure. In FY2022, we invested R387 million (FY2021: R417 million) to maintain current manufacturing capabilities, increase capacity and in support of our drive to continuously improve the safety of our operations.



### Invest in environmentally sustainable solutions and technology

Given ever-increasing energy costs, reducing our natural capital consumption is critical to our long-term sustainability but will require substantial investment.

In FY2022, our capex spend on sustainability-related initiatives was R44 million. This is in support of our ESG commitment to contribute to a greener future.



### Responsible corporate citizenship

We identified various initiatives as part of our commitment to support and uplift the communities in which we operate. We also have a duty of care for our employees.

We spent R28.7 million on our CSI programme during the year (FY2021: R24.3 million). We consider this an important part of being a responsible corporate citizen.



# OUR STRATEGY

## Purpose

### PROTECTING LIFE. SUSTAINING LIVELIHOODS. CREATING A BETTER WORLD.

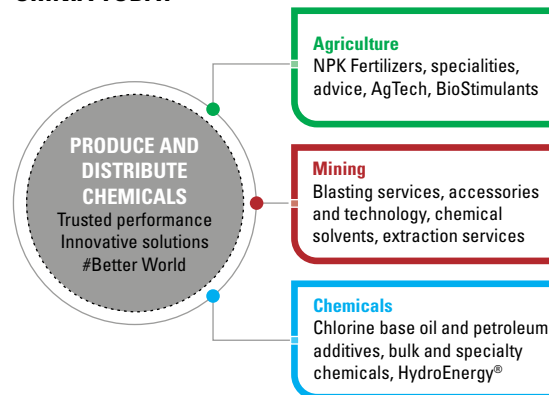
Omnia exists not only to manufacture and distribute chemicals, but to sustainably secure food and mineral sources in these industries that employ large workforces. While creating jobs across the value chain, we are preparing our employees for the future, training them towards new job profiles and innovation orientated talent. We are creating a Better World by innovating in the AgriBio sector, shifting from chemically engineered solutions to organic, bio and biomolecular solutions. We leverage technology to conduct our business, and positively impact our customers, in the most sustainable manner possible.



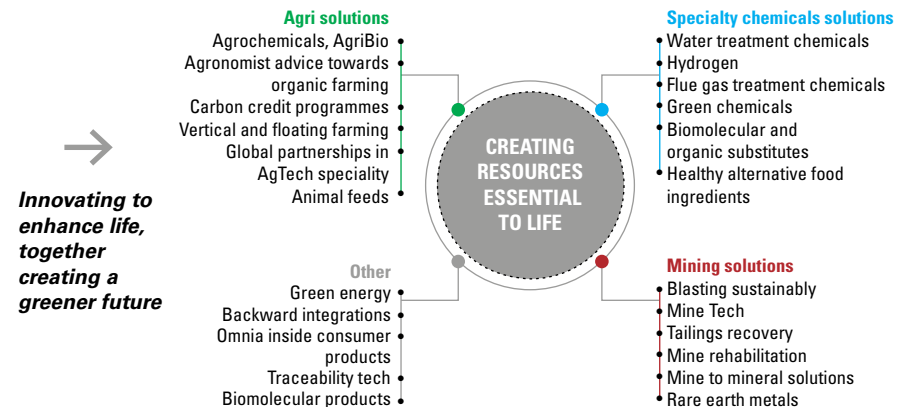
Omnia has an important role to play in food security.

## Our Vision

### OMNIA TODAY



### OMNIA VISION



→  
*Innovating to enhance life, together creating a greener future*

Leverage key competencies | New mindset | New markets | New skills | Mergers and acquisitions (M&A) | Partnerships

Omnia's vision is to be an international, diversified, sustainable group of businesses that is recognised for leading the change from chemicals to green chemicals, biotech and biomolecular solutions, offering network-created, innovative technologies that protect life.

**An international, diversified, sustainable group of businesses**

Omnia drives international expansions within its core markets while innovating to offer products and solutions that are counter cyclical, and based in future growth sectors.

**that is recognised for leading the change from chemicals to green chemicals, biotech and biomolecular solutions,**

End-to-end ecological stewardship, sustainability embedded in products and operations, as well as innovations to create a greener future are strategic priorities.

**offering network-created, innovative technologies**

Working with our suppliers, partners and customers we collaborate to develop technology solutions that reduce industry risk, improve operational safety, and create a lower environmental footprint.

**that protect life.**

Omnia takes its role in food and mineral security very seriously. The growth in global population requires increased nutrient and food production; climate change means amongst others protecting water sources; and sustainable energy production depends on certain metals. Omnia's core business is vital for a healthy and sustainable future for all.

# OUR STRATEGY continued

## Progress on our strategy journey

| Disciplined strategy execution | Optimised supply chain and integrated manufacturing facilities | Disciplined cash management in a rising commodity price cycle | Prudent capital management                  |
|--------------------------------|----------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------|
| enhanced operating performance | improved reliability and throughput                            | underpinned strong financial position                         | resulted in value creation for stakeholders |

In the last three years, we focused on the following priorities in the stabilise and fix phase of our strategy:

- Revised the operating model to create synergies and leverage economies of scale from integrated manufacturing and supply chain functions
- Refocused on our market-facing customer units
- Divestments from non-core assets
- Investments in human capital to attract and retain talent
- Continued investments to facilitate organic growth in the AgriBio segment
- De-leveraging the balance sheet, and
- Investments in capabilities to maintain competitive advantage in an ever-changing business environment

Our approach to capital allocation maps the capital requirements of our current businesses to strengthen their competitive advantage and robustness against anticipated market changes. Omnia's capital allocation framework also addresses the business's need to add new revenue streams in future high-growth markets. Together with investments aligned to our sustainability journey, this will ensure a diversified and cash-generative business with regular distributions to shareholders.

We also set our ambition to FY2027 with clear financial and sustainability targets:

- Continue to grow our networked and operationally efficient organisation
- Increase total shareholder returns by executing on organic and inorganic growth opportunities, and
- Significantly reducing our carbon footprint and potable water consumption as well as improving effluent management while increasing our efforts to achieve selected sustainability goals (see page 58 for more information).



## Our strategy going forward

After substantially delivering on our stabilise and fix strategic objectives, we are now focusing on the **renew** and **grow** phases. In clarifying which growth opportunities to pursue, we take stock of the anticipated macro-economic environment that is likely to influence market choices:

- Ageing and unreliable infrastructure in South Africa, coupled with an uncertain socio-political environment, impacts business confidence and growth prospects in our home market
- The agriculture and mining sectors are expected to face increased regulation relating to South Africa's just transition and decarbonisation commitments
- Normalisation of the high and volatile commodity price environment
- Depending on the progression and outcome of the Russia-Ukraine conflict, it is likely that world economic dynamics will shift in the near to medium term, impacting petroleum and gas prices as well as those of downstream products, availability of resources mined in our core regions, as well as shortages of grain, potentially leading to sustained food price inflation and food shortages
- The global economic outlook suggests low to moderate growth in the medium term, particularly in emerging economies



Omnia continues its investments to facilitate organic growth in the AgriBio segment.

## Key pressures influencing market choices

In determining the strategic options that we prioritise and pursue, it is important to analyse prevailing and anticipated market pressures beyond economic factors that will impact future market choices. Key pressures identified in our analysis are detailed below.



### THE FOCUS ON ESG IS ON THE RISE

This is characterised by the global pressure to align with the UN's SDGs and to meet Net Zero emissions targets by 2050. Omnia's core customers are experiencing downstream pressure to reduce emissions across their value chains. A failure to change the way we conduct our business would limit our ability to access new customers and potentially reduce the likelihood of retaining existing customers. Additionally, investors are under pressure to allocate capital to ESG-compliant assets which will impact access to funding and asset and share prices.

**Embedded in our purpose is care for the future of our planet and the responsibility to operate in a sustainable manner.**



### THE EMERGENCE OF GREEN TECHNOLOGIES

Green technology is placing pressure on market incumbents. In the agricultural sector, this is likely to manifest in changes to farming methods, e.g. precision farming and organic farming. It is anticipated that this is likely to impact NPK market dynamics in the long run, possibly sooner if ammonia and urea nitrates become scarce commodities. In mining, market incumbents are heavily invested in ammonium nitrate-based explosives. New technologies being ammonium nitrate-independent could result in existing capabilities becoming redundant in future.

**We proactively innovate and leverage R&D across our business, shifting to organic, bio and biomolecular solutions.**



### A STRUCTURAL CHANGE IN THE WAY PEOPLE WORK

This is accelerated by technological advancements induced by the COVID-19 pandemic. The ease of remote working has contributed towards an increasing rate of skilled South Africans emigrating. A continued focus on the Omnia Employee Value Proposition, the use of international resources and a specific focus on accelerated learning to safeguard, e.g. succession planning will be required to ensure that critical roles are filled on a sustainable basis.

**We enhanced our people practices to focus on building a strong culture and enhancing the Omnia employee value proposition globally.**



### THE CHANGING REGULATORY ENVIRONMENT

The changing regulatory environment is likely to impact Omnia's operations on a global scale. Regulatory pressures differ across geographies, which adds complexity to the Omnia business environment. Regulatory changes will influence the way we do business.

**We continuously enhance our governance frameworks to drive visibility, accountability and, ultimately, improve delivery on customers' and other stakeholders' needs.**



### GEOPOLITICAL CONFLICTS

These conflicts are already causing severe supply chain disruptions which are likely to continue in the short to medium term.

**Our integrated supply chain function ensures optimal linkages across our divisions to extract efficiencies and secure reliable supply.**

Management has identified several strategic pursuits to enhance value creation:

- Continued focus on operational and process improvement towards Zero Harm
- Continuously strengthen our people capability, customer orientation and brand
- Strong capital and risk management
- Leverage our core competencies to unlock the existing value potential and realising returns on previously invested capital
- Drive sustainability initiatives in our operations towards Net Zero emissions
- Diversify the business's offering into high growth sectors and economic growth geographies through capital investments and partnerships
- Focus on product R&D and customer-facing technology innovation
- Increase the speed of successful execution by creating a performance culture, investing in new capabilities and ways of thinking that builds an agile organisation

**We intend to steadily expand our footprint and improve returns on capital through the execution of organic and inorganic opportunities, while balancing the risk of a volatile market environment with our ability to allocate capital in an impactful way.**

# OUR STRATEGY continued

## Capital strategy

Our approach to capital allocation is aligned with our strategy and focuses on growing total shareholder returns from mature businesses and building a portfolio of adjacent growth businesses based on existing core competencies and our understanding of customer markets. Strategic decisions regarding the type of capital assets to be acquired are made in line with the investment principles within our capital allocation framework. When assessing investment opportunities, we aim to ensure the Group achieves the following:



### The required return on capital



**The right balance between sustained capital (maintenance, safety, environmental and risk mitigation) and growth capital (new projects and development capital)**



## Investment principles

### Drive our vision

The investment must support our pursuit of protecting life, sustaining livelihoods and creating a better world

### Market strategy

The investment must fit our market strategy:

- In the agriculture or mining value chain aligned to future market growth areas
- In an evolving market where disruptions are happening
- A growth opportunity with the scalability and capability to attain market leadership (innovative, differentiated or superior technology)

### Risk reduction fit

To reduce risk, the investment should:

- Move from commodities to knowledge and technology-related sectors
- Support currency diversifications through stable currency income generation
- Build a portfolio of strategic investments in potential future growth markets that have multiple avenues for success
- Have been managed with integrity, a track record and demonstrated execution capability

### Co-invest

Where possible, we will find co-investors to share the capital risk and focus on adding value through operational competency

The board carefully considers capital allocation decisions to ensure that they are value accretive, provide the right diversification that is complementary to Omnia's core businesses and strengthens the overall position of the Group.

## Capital allocation framework

- Maximise operating cash flow through optimisation, productivity, technology and a performance culture
- Maintenance capital to be funded from excess cash generated from operating activities (capital budgeting is required of all divisions)
- Working capital to be funded mainly from short-term debt
- Ensure that a strong balance sheet is maintained to withstand external disruptions
- Dividend payments informed by dividend guidance linked to the performance of the underlying businesses
- Remaining cash to fund:
  - » Organic growth
  - » Growth through acquisitions that have strategic fit
- If suitably attractive capital allocation opportunities are not executable in the short term and market conditions allow, Omnia may consider returning excess cash to shareholders, over and above its ordinary dividend
- The net resulting performance will be linked to executive remuneration

Omnia will be looking to utilise funding facilities very carefully and strategically in order to optimise the balance sheet.

## Capital structure

In August 2021, the Group negotiated a new debt package of R2 400 million (local facilities) and USD40 million (offshore facilities). The facilities are spread among four major South African banks and are broken down as follows:

- Committed 12-month general banking facilities of R1.4 billion
  - » Interest is linked to the South African prime rate, payable monthly
- Committed three-year revolving credit facility of R1 billion
  - » Interest is linked to the South African three-month Johannesburg Interbank Agreed Rate, payable quarterly
- Committed 12-month general banking facilities of USD40 million
  - » Interest is linked to the Secured Overnight Financing Rate, payable monthly

The Group's financial covenants were satisfied at 31 March 2022.

# FIVE-YEAR OPERATING STATISTICS

|                                                                                                                     |           |                        |             | Restated*           |                     |                     |                     |
|---------------------------------------------------------------------------------------------------------------------|-----------|------------------------|-------------|---------------------|---------------------|---------------------|---------------------|
|                                                                                                                     |           | FY2022 <sup>1, 2</sup> | %<br>change | FY2021 <sup>1</sup> | FY2020 <sup>1</sup> | FY2019 <sup>3</sup> | FY2018 <sup>3</sup> |
| <b>Financial capital</b>                                                                                            |           |                        |             |                     |                     |                     |                     |
|  For more information, see page 33 |           |                        |             |                     |                     |                     |                     |
| Revenue                                                                                                             | R million | 21 437                 | 30          | 16 436              | 17 823              | 18 628              | 17 372              |
| Operating profit                                                                                                    | R million | 1 597                  | 40          | 1 138               | 744                 | 24                  | 1 156               |
| EBITDA (excluding impairments)                                                                                      | R million | 2 352                  | 21          | 1 942               | 1 651               | 979                 | 1 602               |
| Headline earnings                                                                                                   | R million | 1 103                  | 84          | 601                 | 194                 | (76)                | 670                 |
| Capital and reserves                                                                                                | R million | 10 022                 | 3           | 9 740               | 9 617               | 7 123               | 7 488               |
| Net asset value per share                                                                                           | Rand      | 59                     | 3           | 58                  | 58                  | 106                 | 109                 |
| Net (cash)/debt to equity                                                                                           | %         | (20.8)                 | 45          | (14.3)              | 19.3                | 60.9                | 34.0                |
| Headline earnings per share                                                                                         | Cents     | 672                    | 86          | 361                 | 154                 | (97)                | 862                 |
| Ordinary dividend per share                                                                                         | Cents     | 275                    | 38          | 200                 | –                   | 75                  | 350                 |
| Special dividend per share                                                                                          | Cents     | 525                    | 31          | 400                 | –                   | –                   | –                   |
| Return on equity                                                                                                    | %         | 11.1                   | 79          | 6.2                 | 0.9                 | (5.7)               | 8.9                 |
| <b>Manufactured capital</b>                                                                                         |           |                        |             |                     |                     |                     |                     |
|  For more information, see page 52 |           |                        |             |                     |                     |                     |                     |
| Manufacturing sites                                                                                                 | Number    | 46                     | (2)         | 47                  | 51                  | 51                  | 48                  |
| Distribution centres                                                                                                | Number    | 62                     | 11          | 56                  | 58                  | 49                  | 49                  |
| Carrying amount of property, plant and equipment                                                                    | R million | 4 593                  | (4)         | 4 794               | 5 328               | 5 425               | 4 588               |
| Cash investment in property, plant and equipment                                                                    | R million | 385                    | (2)         | 392                 | 421                 | 977                 | 721                 |
| <b>Segment performance</b>                                                                                          |           |                        |             |                     |                     |                     |                     |
| <i>Production/distribution volumes</i>                                                                              |           |                        |             |                     |                     |                     |                     |
| <b>Agriculture RSA</b>                                                                                              | Tonnes    | 1 502 355              | 4           | 1 441 452           | 1 340 939           | 1 267 873           | 1 341 225           |
| <b>Mining</b>                                                                                                       |           |                        |             |                     |                     |                     |                     |
| BME (Innovex and Innopak) and PMC                                                                                   | Tonnes    | 437 100                | 10          | 395 639             | 412 593             | 395 339             | 406 542             |
| <b>Chemicals</b>                                                                                                    | Tonnes    | 315 294                | (13)        | 362 681             | 215 434             | 231 501             | 193 542             |
| <i>Operating profit</i>                                                                                             |           |                        |             |                     |                     |                     |                     |
| Agriculture                                                                                                         | R million | 1 090                  | 17          | 929                 | 407                 | 370                 | 436                 |
| Mining                                                                                                              | R million | 514                    | 79          | 287                 | 356                 | 169                 | 454                 |
| Chemicals                                                                                                           | R million | 142                    | 41          | 101                 | 173                 | 10                  | 143                 |

 \* Refer to note 2.8 on page 23 of the AFS for more detail.

# FIVE-YEAR OPERATING STATISTICS continued

|                                                                                                                                                            |            | FY2022 <sup>1,2</sup> | %<br>change | FY2021 <sup>1</sup> | Restated*<br>FY2020 | FY2019 <sup>3</sup> | FY2018 <sup>4</sup> |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------------------|-------------|---------------------|---------------------|---------------------|---------------------|
| <b>Human capital</b>  For more information, see page 84                   |            |                       |             |                     |                     |                     |                     |
| Number of employees                                                                                                                                        | Number     | 4 010                 | (5)         | 4 200               | 4 426               | 4 755               | 4 817               |
| Salaries, wages and benefits paid                                                                                                                          | R million  | 1 811                 | 3           | 1 756               | 1 808               | 2 041               | 1 780               |
| Retrenchments                                                                                                                                              | Number     | 10                    | (94)        | 160                 | 118                 | 115                 | 40                  |
| Investment in training                                                                                                                                     | R million  | 30.5                  | >100        | 14.7                | 19.2                | 30.9                | 34.3                |
| <b>Safety</b>                                                                                                                                              |            |                       |             |                     |                     |                     |                     |
| Fatalities                                                                                                                                                 | Number     | 2                     | >100        | –                   | –                   | –                   | 2                   |
| Recordable Case Rate (RCR)                                                                                                                                 | Ratio      | 0.21                  | (40)        | 0.35                | 0.49                | 0.36                | 0.47                |
| Fire, explosion and release (FER)                                                                                                                          | Ratio      | 0.75                  | (55)        | 1.65                | 1.11                | 0.95                | 0.87                |
| <b>Intellectual capital</b>  For more information, see page 90            |            |                       |             |                     |                     |                     |                     |
| Carrying amount of goodwill and intangible assets                                                                                                          | R million  | 278                   | (64)        | 779                 | 2 579               | 2 488               | 1 363               |
| Number of trademarks and patents                                                                                                                           | Number     | 1 019                 | 7           | 949                 | 973                 | 1 555               | 653                 |
| Direct investment in research and development                                                                                                              | R million  | 10                    | (41)        | 17                  | 7                   | 22                  | 18                  |
| Cash investment in goodwill and intangible assets                                                                                                          | R million  | 2                     | (92)        | 25                  | 93                  | 1 425               | 811                 |
| Impairments to goodwill and intangible assets                                                                                                              | R million  | 7                     | (100)       | –                   | 110                 | 324                 | –                   |
| <b>Social and relationship capital</b>  For more information, see page 77 |            |                       |             |                     |                     |                     |                     |
| Workdays lost due to industrial action                                                                                                                     | Days       | –                     |             | –                   | –                   | –                   | –                   |
| Spending on social investment                                                                                                                              | R million  | 28.7                  | 18          | 24.3                | 20.4                | 25.3                | 54.3                |
| B-BBEE <sup>5</sup>                                                                                                                                        | Status     | Level 2               |             | Level 2             | Level 3             | Level 3             | Level 3             |
| Discretionary B-BBEE procurement spend <sup>5</sup>                                                                                                        | R million  | 9.2                   | 33          | 6.9                 | 6.9                 | 7.5                 | 5.7                 |
| Enterprise and supplier development spend <sup>5</sup>                                                                                                     | R million  | 17                    | >100        | 6                   | 18                  | 16                  | 31                  |
| <b>Natural capital</b>  For more information, see page 70               |            |                       |             |                     |                     |                     |                     |
| Electricity consumed                                                                                                                                       | MWh        | 85 993                | 1           | 85 329              | 97 926              | 72 052              | 77 397              |
| Carbon emission (CO <sub>2</sub> e, scope 1 and 2)                                                                                                         | Tonnes     | 336 908               | 29          | 261 500             | 624 591             | 301 670             | 141 698             |
| Water used                                                                                                                                                 | Megalitres | 1 861                 | (6)         | 1 978               | 1 857               | 1 696               | 1 772               |
| Water reused/recycled                                                                                                                                      | Megalitres | 66                    | 29          | 51                  | 15                  | 11                  | 12                  |
| Waste reused/recycled                                                                                                                                      | Tonnes     | 1 959                 | (28)        | 2 723               | 1 266               | 1 644               | 1 925               |
| Fines, penalties and settlements                                                                                                                           | Notices    | –                     |             | –                   | 1                   | –                   | 1                   |

<sup>1</sup> Includes 10 months of Umongo Petroleum, which was disposed of effective 31 January 2022.

<sup>2</sup> From continuing operations.

<sup>3</sup> Includes 11 months of Oro Agri, effective from 1 May 2018.

<sup>4</sup> Includes four months of Umongo Petroleum, effective from 1 December 2017.

<sup>5</sup> As per the latest audited B-BBEE verification cycle.

# MESSAGE FROM THE CHAIR OF THE BOARD

## Feedback on Omnia's strategy

In the three years since implementing our strategy to stabilise, fix, renew and grow our business, we have experienced a period of substantial macro-economic change. The disruptions brought about by COVID-19 and the resultant supply chain challenges, volatility in input costs, and the Russia-Ukraine conflict have all impacted the business environment.

Against this backdrop, Omnia has successfully executed on its strategy and performed resiliently. We have delivered on our priorities with a focus on our core assets, operational excellence, supply chain optimisation, our values and our people.

## Annual performance

Notwithstanding the challenging business environment in South Africa and the international markets in which we operate, the Group achieved an exceptional operating performance:

- Headline earnings from continuing operations increased by 86% to 672 cents per ordinary share (FY2021: 361 cents);
- Revenue from continuing operations increased by 30% to R21 437 million (FY2021: R16 436 million); and
- The Group's operating profit from continuing operations increased by 40% to R1 597 million (FY2021: R1 138 million).



The CEO's review (on page 27 and the FD's report (on page 30) describe the FY2022 performance in more detail.

## Shareholder distribution

We delivered strong cash generation from underlying operations during the current financial year. The proceeds from the disposal of Umongo Petroleum further strengthened our financial position. In line with our disciplined approach to capital allocation, we continue to explore organic and inorganic growth opportunities in key markets that complement our core business and capabilities.

We believe it is prudent to maintain a strong financial position in the current economic environment. In line with our stated guidance on ordinary dividends and the management of surplus cash, we are pleased to declare an ordinary dividend of 275 cents per ordinary share and a special dividend of 525 cents per ordinary share, resulting in an aggregate distribution of R1.35 billion. The dividend decision considered the higher and more volatile commodity price environment, and the near-term capital requirements of the business.



**Ralph Havenstein**  
Chair of the board

## Environmental stewardship and corporate governance

Driven by our purpose, our strategic intent is to contribute to a greener future by providing more sustainable products, technologies and services. Our initiatives in this regard include:

- Precision and conservation farming advisory services and supporting technologies
- AgriBio products, including humates-based, kelp, bacterial and microbial products
- Blast Alliance™, which offers digital and other precision blasting technology

# MESSAGE FROM THE CHAIR OF THE BOARD continued

- Use of used oil as a fuel agent for emulsions, increasing our recycling efforts
- The Group's solar projects are progressing well, with our Sasolburg plant scheduled to be completed in 2022

Various other initiatives to reduce the Group's production and logistics carbon footprint are in progress and we have implemented measurement procedures and clear governance frameworks to meet our emissions targets.

We have made progress on enhancing our financial governance frameworks, with various policies documented, approved, and implemented during the year. These actions seek to refine our current governance procedures to drive visibility, accountability and improve the overall control environment across the business.

## Changes to the board

I would like to congratulate my colleague Tina Eboka on her appointment as chair-designate of the Omnia Group, effective 21 September 2022. She has extensive experience with Omnia, having served as a non-executive director since 2016.

We also welcome Ronel van Dijk who has been appointed as an independent non-executive director and member of the AC with effect from 1 May 2022.

## Condolences

We are deeply saddened by the tragic events of two work-related fatalities in our Agriculture and Mining segments. On behalf of all the directors, I express our heartfelt condolences to the families, colleagues, friends and loved ones of Kagiso Molefakgotla and Brentan Bowles. Safety remains our primary priority, and in line with our pledge to achieve Zero Harm, we will continue to support safety improvements across the business.

## Outlook

Omnia's integrated operating model provides agility and flexibility to manage the challenges of the prevailing volatile economic environment. The organisation will remain committed to allocating capital for growth, creating a greener future and generating value for all stakeholders, while ensuring reliability of supply for customers.

Collaboration with stakeholders to deliver on our noble purpose to ensure food security and stimulate primary sectors of the economy in the markets in which we operate remains a focus area for the Group.

The severity of the COVID-19 pandemic is reducing across the world. Vaccination rates across the Group ramped up in the second half of the financial year and we are seeing rising herd immunity, resulting in the pandemic having a lower impact on employees. We remain vigilant about future waves of the pandemic and continue to monitor its impact on our employees and business.

## Appreciation

I am appreciative of my fellow directors for their wisdom and support during my time as Omnia's chair, and I wish them well for the future. On behalf of the board, I thank Seelan Gobalsamy and the executive team for their commitment to Omnia's purpose and for delivering a strong set of results. I am confident that the Omnia team will continue to work with a focus on generating sustainable value to the Group's many stakeholders.

Omnia continues to deliver on our core purpose.



**Ralph Havenstein**  
Chair of the board

29 July 2022



*Omnia drives responsible innovation in line with its commitments to creating a greener future.*

# CHIEF EXECUTIVE OFFICER'S REVIEW

## Overview

In FY2022, Omnia continued to make progress on its commitment to deliver on its strategy and improve returns. Through the rationalisation of our portfolio and the implementation of our new operating model, we are well poised to pursue organic and inorganic growth opportunities, investments in selected geographies, and greener technologies to enhance our impact in the world and create value for stakeholders. The robust performance this year was achieved in the face of challenging economic conditions across all regions in which we operate, and across the world.

Our supply chain and manufacturing capabilities have improved significantly over the past 24 months, helping to maintain our strong financial position during the year. Disciplined cost and working capital management supported strong cash generation from underlying operations.

After delivering improvements in our B-BBEE rating in FY2021, we have maintained our Level 2 rating with good progress in the representation of Black management.

Looking ahead, we are excited about our growth journey and will focus our efforts on several strategic pursuits, including: striving to achieve Zero Harm, leveraging existing capabilities for organic growth, diversifying our offering and geographical presence, driving sustainability initiatives, and ensuring continued prudent and disciplined allocation of capital.

## Safety performance

We reported two fatalities in our company during the year. On 3 October 2021, Kagiso Molefakgotla, one of our contractors at BME was involved in a head-on road accident. On 12 March 2022, Brentan Bowles, who worked at our Sasolburg plant, passed away while conducting electrical maintenance. We extend our deepest condolences to the families, friends and those who worked with our departed colleagues.

In line with our pledge of Zero Harm, these incidents are unacceptable. The safety of our colleagues is paramount, and these losses are cause for much reflection for all of us. We have examined the causes of the fatalities and possible contributing factors and have taken action to increase safety awareness, increase leadership engagement, and introduce further safety conscious work practices across our company.

We increased safety-related training of employees and service providers in order to embed best-in-class safety protocols throughout our value chain which resulted in the downward trajectory of our RCR metric to 0.21 (FY2021: 0.35; FY2020: 0.49). Notably, our Mining segment continues to deliver market-leading safety performance, with an RCR of 0.15 in FY2022.

COVID-19 remains a risk, although it is encouraging that recent trends are indicating a potentially less severe strains of the virus going forward. During the pandemic, we invested in our internal capabilities and made a concerted effort to provide easily accessible vaccinations for our employees and communities. The pandemic has also driven positive adjustments to our safety protocols and agility to respond to health-related challenges.

**Seelan Gobalsamy**  
CEO



# CHIEF EXECUTIVE OFFICER'S REVIEW continued

## ESG

Embedded in our purpose is a care for the future of our planet and a responsibility to operate in a sustainable manner. Through our efforts to make a significant impact on food, water, and mineral security and by applying technology for the efficient use of natural resources, we contribute to sustaining livelihoods, creating employment and providing opportunities for economic growth.

We are proud of the progress we made in contributing to a greener future. ESG is central to our growth strategy and in creating a robust capital allocation framework. We continue to review our infrastructure with the objective of lowering our carbon footprint.

Our most recent product development efforts have been focused on trialling new biological and organic products for registration in South Africa and globally, as well as precision agriculture and mining innovations to optimise processes for our customers.

We have made strides to reduce potable water consumption and civil construction for the reverse osmosis plant at our Sasolburg facility has begun and is on track for completion and commissioning in 2022. The plant will decrease municipal water usage, increase water recycling on site, and decrease the effluent sent to the stormwater system. We have also launched various solar energy initiatives across the Group, with our 5MW Sasolburg solar plant also scheduled for commissioning in the 2022 calendar year.

During this year, we experienced an increase in our GHG emissions to 336 908 tonnes CO<sub>2</sub>e (FY2021: 261 500 tonnes). The major contributor to the increased emissions was lower efficiency on an EnviNOx<sup>®</sup> emission abatement system between November 2021 and January 2022. The system was repaired during the Sasolburg plant's annual shutdown. The balance of the increase in CO<sub>2</sub> was due to higher production volumes.

## Financial highlights

Reflecting on our journey to date and the substantial transition that Omnia has undergone as part of our strategy to stabilise, fix, renew and grow the business, I am incredibly proud of the strong position our teams have created, enabling Omnia to take advantage of value accretive growth opportunities, navigate headwinds, and continue to honour our commitments to stakeholders.

Omnia has been able to continue playing its role in contributing to food security by procuring input quantities which will continue to support farmers in their 2022 planting season. This was achieved in a high input commodity cycle.

Ongoing delivery against clear strategic objectives saw us strengthening our financial position, enhancing operating asset performance, improving returns on capital, and investing for the future. We are steadfast on continuing to drive meaningful and sustainable value creation for all stakeholders and delivering a positive impact for the communities in which we operate.

The results for FY2022 can be characterised as an exceptional operating performance in a volatile macro-economic environment. The improved performance was supported by a strong customer focus, disciplined cost and working capital management, optimisation efforts, and a supportive commodity price environment for both Agriculture and Mining.

Our relentless focus on operational excellence, augmented by our new integrated operating model, has increased our agility and responsiveness in key customer markets. Despite supply chain challenges, we maintained security of supply and were able to benefit from higher sales volumes.

- In FY2022 we delivered growth in sales volumes and, further supported by higher commodity prices, increased revenue from continuing operations by 30% to R21 437 million (FY2021: R16 436 million)

- Our operating profit from continuing operations increased to R1 597 million (FY2021: R1 138 million). Excluding the impact of Zimbabwe arising from IFRS adjustments for hyperinflation, our operating profit increased by 123% from R774 million in FY2021 to R1 726 million in FY2022
- Headline earnings per share (HEPS) from continuing operations rose by 86% to 672 cents, compared to 361 cents in FY2021
- Notwithstanding significantly increased commodity prices and much higher volume sales, the Group's net working capital from continuing operations increased moderately by 18% to R3 335 million (FY2021: R2 820 million, which excludes R235 million relating to Umongo Petroleum). Net working capital was supported by focused efforts to manage the working capital cycle and the introduction of supply chain finance. As a result, net working capital from continuing operations as a percentage of revenue was 16% in FY2022, compared to 17% in FY2021
- Following the Group's disposal of Oro Agri in the prior year and Umongo Petroleum effective 31 January 2022, there has been a substantial reduction in the Group's intangible assets, lowering impairment risk for our balance sheet
- Strong cash generation from operations of R1 941 million (FY2021: R2 512 million)
- The Group paid R207 million to SARS as part payment of a transfer pricing assessment currently in dispute, with all future payments deferred until the matter is resolved. We continue to favour an amicable conclusion on this, although it may be necessary to resolve it through the Alternative Dispute Resolution process. This is considered the most probable outcome and thus forms the basis of the provision raised in our financial statements

The key driver of our performance has been an unrelenting focus on the execution of our strategy. In this regard we have:

- Refocused our customer-facing segments on providing unique agriculture solutions, technology-enabled mining solutions and reliable service of wholesale customers
- Made progress on implementing our integrated manufacturing and supply chain functions which improved planning and created efficiency gains across the Group
- Diversified our supplier base and shortened the stock-to-cash cycle to manage risk in volatile commodity markets
- Continued to implement our new operating model, which serves to optimise key businesses in southern Africa and has delivered positive outcomes across all divisions, and enabled us to operate competitively while leveraging our shared services capabilities and scale advantages in a volatile geopolitical environment

### Disposal of Umongo Petroleum

On 21 October 2021 Omnia announced that it had entered into a subscription and repurchase agreement to dispose of 81% of its 90% shareholding in Umongo Petroleum, and an option agreement to dispose of the remaining 9% shareholding in Umongo Petroleum to Orkila South Africa Proprietary Limited (Orkila), a wholly owned subsidiary of Azelis, S.A. The subscription and repurchase transaction net proceeds of R958 million further strengthened our financial position at year-end.

Umongo Petroleum was non-core to our strategy and offered limited synergistic benefits to the Group. The divestment has provided clarity for our Chemicals segment to focus on speciality chemical products and solutions.

### Outlook

The Omnia business faces significant growth potential, which will be unlocked through further optimisation as we embed our new operating model, pursue organic growth strategies in existing and new markets and consider inorganic opportunities to diversify our business.

While there is significant risk in the current global macro-economic environment, Omnia is well-placed to capitalise on market opportunities that our teams identify. These efforts will be underpinned by clear and continuous communication between the different functions in the Group to manage price and supply risks and to unlock synergies across the Group.

The geopolitical environment in all of SADC remains uncertain as agribusinesses, governments and the farming sector remain concerned about the impact that sustained supply chain constraints and commodity market volatility will have on food security. Stability in the primary sectors is critical to the strength of our regional economy.

In our manufacturing division, we continue to apply a prudent approach to capital allocation to address business-critical risks and to ensure plant reliability and sustainability. Resource allocation decisions across the Group, both human and financial, are aligned to the broader Omnia vision and are optimised to create value for our stakeholders and deliver on our purpose.

The Group continues to explore international expansion and growth into areas that complement Omnia's strengths and operational competencies. We are currently evaluating a number of exciting opportunities, which will be pursued within our clearly defined investment framework.

Our growth ambitions will be driven by productivity, technology, lower costs, and our performance culture. We will maintain our strong financial position to ensure continued resilience against external disruptions.

### Gratitude

I wish to thank our board, the executive team and all of our colleagues, as well as our suppliers and contractors, for delivering our exceptional FY2022 performance under truly trying circumstances. We are also grateful for the continued support from our customers and all other stakeholders.

Finally, on behalf of the board and the management team, I would like to express our heartfelt gratitude to outgoing chair Ralph Havenstein for his unwavering support and leadership over the years, particularly for the invaluable role he played in guiding Omnia through very challenging and uncertain times. We wish him everything of the best. I welcome Tina Eboka as incoming chair and I look forward to working with her to take the company forward.



**Seelan Gobalsamy**  
CEO

29 July 2022

# FINANCE DIRECTOR'S REPORT

**Omnia achieved a strong financial performance in FY2022 demonstrating resilience despite the continued infrastructure challenges in South Africa, ongoing supply disruptions and the impact of the COVID-19 pandemic across all our operations.**

**The Group has delivered on its commitments to strengthen its financial position, with enhanced operating asset performance and improved returns on capital.**

## FY2022 results

Revenue from continuing operations increased by 30% to R21 437 million (FY2021: R16 436 million), supported by higher commodity prices, and a combination of strong volume growth in our Mining RSA division and increased volumes in our Agriculture RSA division.

Operating profit from continuing operations, before the impact of hyperinflation and foreign exchange losses in our Zimbabwe operations, increased by 62% to R1 556 million (FY2021: R962 million). After the impact of hyperinflation and foreign exchange losses in our Zimbabwe operations, operating profit from continuing operations increased by 40% to R1 597 million (FY2021: R1 138 million).

Omnia Zimbabwe is subject to the application of IAS 29 – Financial Reporting in Hyperinflationary Economies – which results in earnings volatility. Accordingly, the business unit reported an operating loss of R129 million for the year ended 31 March 2022 compared to an operating profit of R364 million for the year ended 31 March 2021. Excluding the results of Omnia Zimbabwe in total, operating profit from continuing operations increased by 123% to R1 726 million (FY2021: R774 million).

The Group benefited from operational efficiencies in our manufacturing facilities and a more optimised supply chain. In addition, a focus on a higher margin product mix in our Chemicals segment improved profitability. Net finance costs

continue to be driven down (R76 million, compared to R264 million in FY2021), following the negotiation of a new debt package in August 2021 and the settlement of the Group's borrowings in FY2021. This resulted in a profit for the year from continuing operations increasing to R1 093 million from R607 million in FY2021.

Notwithstanding notably higher commodity prices, NWC from continuing operations increased by 18% to R3 335 million from R2 820 million (which excludes R235 million relating to Umongo Petroleum) driven by the high price environment and increased volumes on hand at year-end. Disciplined management of NWC is supported by an agile and data-driven supply chain function. The Group's strong inventory position, built on securing raw materials timeously, provides the necessary flexibility in the current market environment.

Omnia reported a cash position of R2 404 million at year-end (FY2021: R1 833 million), which was supported by strong cash generation from the underlying businesses and the receipt of the Umongo Petroleum disposal proceeds.

As a result, the board has declared an ordinary dividend of 275 cents per ordinary share in line with our stated guidance on dividends, and a special dividend of 525 cents per ordinary share. The dividend decision considered the higher and more volatile commodity price environment, and the near-term capital requirements of the business.

Future capital allocation decisions will be guided by our disciplined capital allocation process. We aim to maintain a sustainable dividend guidance, pursue organic and inorganic growth opportunities, and ensure allocations to value-accretive opportunities that offer the right diversification, exceeding hurdle rate requirements.

Our financial performance and strong financial position during FY2021 gave rise to an improvement in our credit rating. Global Credit Rating has assigned Omnia a long-term rating of A (FY2021: BBB+) and a short-term rating of A1 with a stable outlook (from FY2021: A2 with a negative outlook).

**Stephan Serfontein**

FD



## Disposal of Umongo Petroleum

All suspensive conditions relating to the subscription and repurchase agreement were met on 31 January 2022, the effective date of the disposal. Umongo Petroleum is consolidated into the Group's results until the effective date and is reported in the Chemicals segment and accounted for as a discontinued operation in the statement of comprehensive income.



Refer to note 2.9 on page 25 of the AFS for more detail.

## Segmental financial performance



## Agriculture



Net revenue ↑ 44.0%

R11 178 million

Operating profit ↑ &gt;100%

R1 219 million

Net revenue, excluding discontinued operations and Zimbabwe<sup>1</sup>, increased by 44.0% to R11 178 million (FY2021: R7 763 million). This was supported by an increase in sales volumes and commodity prices. Concerns around supply chain disruptions and rising commodity prices saw customers securing products and pricing earlier in the year. Operating profit for the year, excluding the discontinued operations and Zimbabwe, increased by more than 100% to R1 219 million (FY2021: R565 million), with the operating margin improved to 10.9% (FY2021: 7.3%).

 See page 43 for a more comprehensive overview of the segment's performance for the year.



## Mining



Net revenue ↑ 28.9%

R6 667 million

Operating profit ↑ 79.1%

R514 million

Net revenue increased by 28.9% to R6 667 million (FY2021: R5 173 million). An increase in sales volumes in South Africa and the rest of Africa and a higher ammonia price environment supported overall growth. Operating profit for the year increased by 79.1% to R514 million (FY2021: R287 million), driven by a renewed focus on operational efficiencies. The operating margin improved to 7.7% (FY2021: 5.5%). This has been achieved in a highly competitive mining environment compounded by cost pressures, inclement weather in key markets and border closures in West Africa.

 See page 46 for a more comprehensive overview of the segment's performance for the year.



## Chemicals



Net revenue ↑ 1.9%

R2 971 million

Operating profit ↑ 40.6%

R142 million

Net revenue for continuing operations increased by 1.9% to R2 971 million (FY2021: R2 916 million). Operating profit for the year increased by 40.6% to R142 million (FY2021: R101 million), with the operating margin improved to 4.8% (FY2021: 3.5%).

 See page 49 for a more comprehensive overview of the segment's performance for the year.

<sup>1</sup> Omnia's operations in Zimbabwe are subject to the application of IAS 29 – Financial Reporting in Hyperinflationary Economies which results in earnings volatility.

# FINANCE DIRECTOR'S REPORT continued

## Outlook



The global economy is expected to have a muted recovery from COVID-19, particularly considering the anticipated lasting impacts of the Russia-Ukraine conflict and further disruptions to global supply chains. Uncertainty around the security of supply will mean that our customers will rely on us more than ever to meet their demand. This complex environment will require us to leverage our integrated supply chain and manage the risks through carefully considered demand planning and product optimisation. In addition, elevated commodity prices will require us to fund a higher level of working capital in the year ahead.

We enter the new financial year in a strong financial position which will allow us to navigate these challenges and to explore value accretive opportunities. In order to effectively manage this operating context, we will continue to focus on disciplined cash and cost control and efficient capital allocation. Our ability to supply our customers with what they need in times like this will deepen our value proposition and position Omnia for success.



## Agriculture

The value proposition of the Omnia Nutriology® model continues to serve our customers well in uncertain times, where market and customer information is critical in making financially sound and risk-based business decisions. Being fully engaged at farm level with our “feet on the farm” approach and by owning the customer interface will continue to stand us in good stead. We anticipate that the improvements in agriculture technology and its adoption will create stronger demand for biological products and agricultural solutions. Continued focus will be placed on expanding our biostimulant footprint globally through new distribution channels and strategic partnerships and we have invested in increasing our humates production capacity to service this demand.

 See page 45 for a more comprehensive outline of the segment's outlook.



## Mining

The volatile macro-economic environment has resulted in increased metal commodity prices, which benefits mining production on a global basis. The southern African mining sector, with promising mineralisation, continues to face headwinds through constrained infrastructure, unreliable provision of utilities, low exploration rates and excessive red tape. Increased mining activity (in comparison to prior years) in some SADC countries should bode well for the Mining segment.

 See page 48 for a more comprehensive outline of the segment's outlook.



## Chemicals

Following the disposal of Umongo Petroleum, Protea Chemicals is now a business focused on specialty and bulk chemical products and solutions intent on unlocking value. The business therefore continues to develop speciality products and solutions across key sectors which, when combined with a reliable and cost-effective supply chain, is anticipated to provide the basis for the growth required in the future.

 See page 50 for a more comprehensive outline of the segment's outlook.

## Appreciation and looking ahead

I would like to thank all our colleagues and stakeholders for their diligence and commitment during a challenging year. Collectively, we continue to embed a solid foundation for strong and sustainable financial results going forward.

As we strengthen our existing operations and expand partnerships internationally, Omnia remains focused on our commitment to improve returns through the pursuit of organic and inorganic growth opportunities, greener technologies, and geographies that enhance our impact in the world and creates value for our shareholders.

**Stephan Serfontein**

FD

29 July 2022

# STRENGTHENING OUR FINANCIAL CAPITAL

## Value added statement for the year ended 31 March

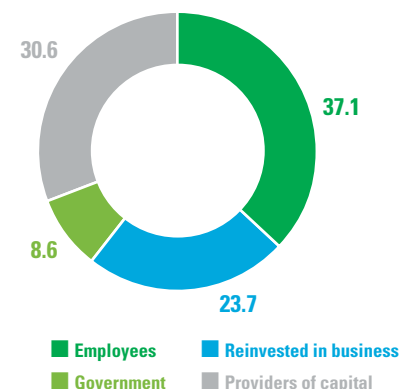
Omnia is part of a greater socio-economic ecosystem and we recognise our dependence on robust relationships with all stakeholders. The value we add is a measure of the wealth Omnia creates for our main stakeholder groups: shareholders, employees, debt providers, customers, suppliers and the government. This statement shows how the value generated, has been distributed amongst our main stakeholder groups.

| R million                                               | FY2022       |                         | FY2021 |
|---------------------------------------------------------|--------------|-------------------------|--------|
| Revenue                                                 | 21 437       |                         | 16 436 |
| Net cost of raw materials, goods and services           | 16 815       |                         | 12 790 |
| <b>Total wealth created by continuing operations</b>    | <b>4 622</b> |                         | 3 646  |
| Total comprehensive income from discontinued operations | 260          |                         | 775    |
| <b>Value added</b>                                      | <b>4 882</b> |                         | 4 421  |
| <b>Distributed as follows:</b>                          |              | % of wealth distributed |        |
| <i>To employees</i>                                     |              |                         |        |
| Remuneration and benefits*                              | 1 811        | 37                      | 1 756  |
| <i>To providers of capital</i>                          |              |                         |        |
| Dividends                                               | 1 008        | 28                      | –      |
| Finance cost*                                           | 150          | 3                       | 373    |
| <i>To government</i>                                    |              |                         |        |
| Current taxation*                                       | 265          | 5                       | 210    |
| Foreign taxation*                                       | 153          | 3                       | 114    |
| <i>To reinvest in the business</i>                      |              |                         |        |
| Deferred taxation*                                      | 46           | 1                       | (23)   |
| Depreciation and amortisation*                          | 726          | 15                      | 804    |
| Retained for growth                                     | 723          | 8                       | 1 148  |
| <b>Total wealth distributed</b>                         | <b>4 882</b> | 100                     | 4 421  |

\* From continuing operations.

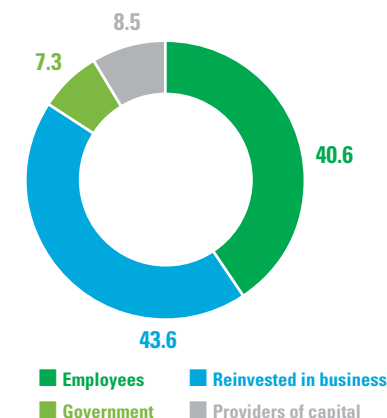
## Value added statement FY2022

(%)



## Value added statement FY2021

(%)



## Value add ratios

|                                    | FY2022             | % change | FY2021 |
|------------------------------------|--------------------|----------|--------|
| Number of employees                | 4 010 <sup>1</sup> | (5)      | 4 200  |
| Revenue per employee (R'000)       | 5 346              | 26       | 4 236  |
| Value created per employee (R'000) | 1 217              | 16       | 1 053  |

<sup>1</sup> The majority of the reduction is due to the disposal of Umongo Petroleum.

# STRENGTHENING OUR FINANCIAL CAPITAL continued

## Summarised consolidated statement of comprehensive income

for the year ended 31 March

| R million                                              | FY2022        |   | % change <sup>1</sup> | FY2021*  |
|--------------------------------------------------------|---------------|---|-----------------------|----------|
| <b>Continuing operations</b>                           |               |   |                       |          |
| <b>Revenue</b>                                         | <b>21 437</b> | ↑ | 30                    | 16 436   |
| Cost of sales                                          | (16 815)      | ↑ | (31)                  | (12 790) |
| <b>Gross profit</b>                                    | <b>4 622</b>  | ↑ | 27                    | 3 646    |
| Distribution expenses                                  | (1 498)       | ↑ | (7)                   | (1 394)  |
| Administrative expenses                                | (1 369)       | ↑ | (14)                  | (1 201)  |
| Other operating income                                 | 78            | ↓ | (61)                  | 202      |
| Other operating expenses                               | (277)         | ↑ | (33)                  | (209)    |
| Impairment losses on non-financial assets              | (29)          | ↑ | (100)                 | –        |
| Impairment loss reversals/(losses) on financial assets | 29            | ↑ | >100                  | (84)     |
| Share of net profit of equity-accounted investments    | –             | ↓ | (100)                 | 2        |
| <b>Operating profit before the items below</b>         | <b>1 556</b>  | ↑ | 62                    | 962      |
| Net impact of devaluation in Zimbabwe                  | 41            | ↓ | (77)                  | 176      |
| Net foreign exchange losses in Zimbabwe operations     | (155)         |   | (52)                  | (320)    |
| Monetary adjustment for hyperinflation in Zimbabwe     | 196           |   | (60)                  | 496      |
| <b>Operating profit</b>                                | <b>1 597</b>  | ↑ | 40                    | 1 138    |
| Finance income                                         | 74            | ↓ | (32)                  | 109      |
| Finance expense                                        | (150)         | ↓ | 60                    | (373)    |
| <b>Profit before taxation</b>                          | <b>1 521</b>  | ↑ | 74                    | 874      |
| Income tax expense                                     | (428)         | ↑ | (60)                  | (267)    |
| <b>Profit for the year from continuing operations</b>  | <b>1 093</b>  | ↑ | 80                    | 607      |
| <b>Discontinued operations</b>                         |               |   |                       |          |
| Profit for the year from discontinued operations       | 260           | ↓ | (66)                  | 776      |
| <b>Profit for the year</b>                             | <b>1 353</b>  | ↓ | (2)                   | 1 383    |

<sup>1</sup> Percentage increases for income items and percentage decreases for expense items are expressed in the same direction.

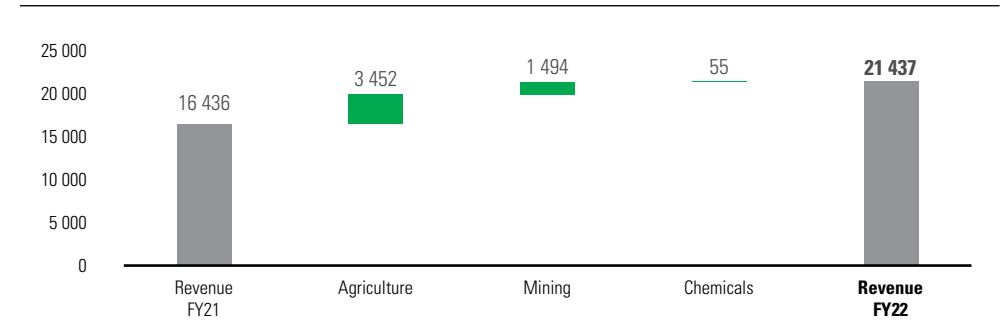


\* Restated, refer page 39 for further detail.

**Revenue** for the year increased by 30% to R21 437 million (FY2021: R16 436 million).

### Movement in revenue

(R million)



**Gross profit** for the year grew to R4 622 million (FY2021: R3 646 million) and resulted in a gross profit margin of 21.6% (FY2021: 22.2%). The gross profit margin was negatively impacted by hyperinflation in Zimbabwe and a fixed-price contract in Zambia. Excluding the results from our Zimbabwean operations, the gross profit margin increased to 22.7% (FY2021: 21.5%) from continuing operations.

**Distribution expenses** increased mainly as a result of higher volumes, sales commissions (R47 million), logistics charges (R20 million) and repairs and maintenance (R55 million). These were offset by savings in other cost areas.

**Administrative expenses** for the year increased by 14% to R1 369 million (FY2021: R1 201 million) due to share-based payment expenses (R50 million), insurance (R30 million), training (R18 million), recruitment (R11 million) and travel (R10 million).

**Other operating income** decreased as a result of net forex gains of R81 million in the prior year not recurring. The fair value net gain on derivatives in FY2021 was R51 million, compared to R33 million in FY2022.

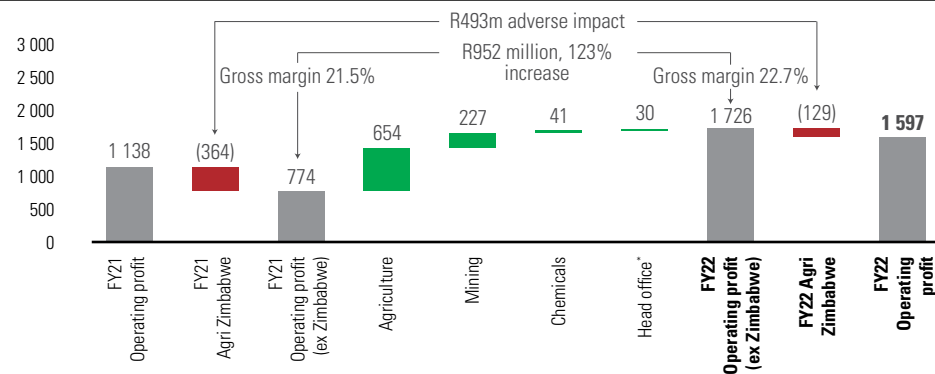
**Other operating expenses** for the year increased by 33% to R277 million (FY2021: R209 million). Other expenses include a net forex loss of R151 million excluding derivatives, of which R22 million is unrealised. FY2021 included the release of an indemnification asset of R40 million and a fair value loss on an interest rate swap of R37 million.

**Impairment losses on non-financial assets** relate to impairments of property, plant and equipment (PPE) in Mining DRC and Botswana.

**Operating profit** from continuing operations for the year increased by 40% to R1 597 million (FY2021: R1 138 million). This represents an operating margin of 7.4% (FY2021: 6.9%).

#### Movement in operating profit from continuing operations

(R million)



\* Head office includes certain acquisition-related costs, amortisation of intangible assets arising from acquisitions and employee share-based payment expenses.

**Net finance cost** decreased following the extinguishment of debt in the prior period. Finance expenses in FY2022 primarily include accrued interest on tax assessments (R65 million), interest on borrowings (R57 million), and interest on lease liabilities (R28 million).

**Income tax expense** from continuing operations increased by 60% to R428 million (FY2021: R267 million). The effective tax rate for the period decreased to 28.1% (FY2021: 30.5%). The increase in the income tax expense is primarily due to the following:

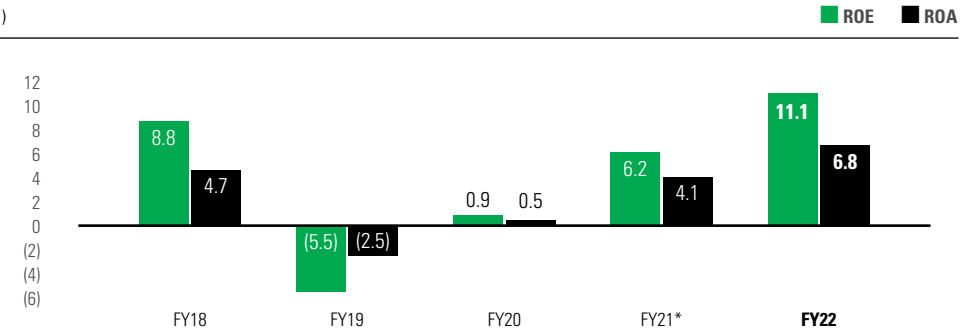
- A higher income base in comparison to the 2021 financial year
- The full utilisation of an assessed tax loss in Omnia Group Proprietary Limited during the 2022 financial year
- Certain Group entities that were in a tax loss position at 31 March 2021 being subject to tax at 31 March 2022
- An increase in withholding taxes during the 2022 financial year

**EBITDA** from continuing operations (excluding impairments of R29 million) for the year increased by 21% to R2 352 million (FY2021: R1 942 million). EBITDA includes the effects of hyperinflation in Zimbabwe. Excluding this impact, the EBITDA for FY2022 increased by 43% to R2 478 million (FY2021: R1 576 million).

Overall, the Group delivered an improved financial performance for the year, recording a net profit after tax of R1 093 million (FY2021: R607 million). Headline earnings per share of 672 cents (FY2020: 361 cents) were achieved.

#### ROE and ROA

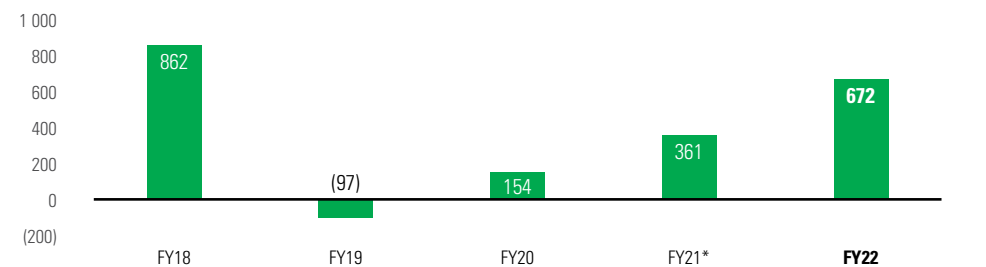
(%)



\* Restated for the separate disclosure of discontinued operations. Refer to note 2.8 on page 24 of the AFS for more detail.

#### Headline earnings/(loss) per share

(Cents)



\* Restated for the separate disclosure of discontinued operations. Refer to note 2.8 on page 24 of the AFS for more detail.

# STRENGTHENING OUR FINANCIAL CAPITAL continued

## Consolidated statement of financial position

as at 31 March

| R million                                                                        | FY2022        | FY2021* |
|----------------------------------------------------------------------------------|---------------|---------|
| <b>Assets</b>                                                                    |               |         |
| <b>Non-current assets</b>                                                        | <b>5 427</b>  | 6 048   |
| Property, plant and equipment                                                    | <b>4 593</b>  | 4 794   |
| Right-of-use assets                                                              | <b>227</b>    | 320     |
| Goodwill and intangible assets                                                   | <b>278</b>    | 779     |
| Investments accounted for using the equity method                                | <b>23</b>     | 24      |
| Financial assets at fair value through profit and loss                           | <b>90</b>     | –       |
| Trade and other receivables                                                      | <b>–</b>      | 54      |
| Deferred income tax assets                                                       | <b>216</b>    | 77      |
| <b>Current assets</b>                                                            | <b>10 563</b> | 8 670   |
| Inventories                                                                      | <b>4 175</b>  | 3 246   |
| Trade and other receivables                                                      | <b>3 744</b>  | 3 435   |
| Derivative financial instruments                                                 | <b>5</b>      | 6       |
| Income tax assets                                                                | <b>234</b>    | 56      |
| Cash and cash equivalents                                                        | <b>2 405</b>  | 1 833   |
| Restricted cash                                                                  | <b>–</b>      | 94      |
| Assets classified as held for sale                                               | <b>21</b>     | 21      |
| <b>Total assets</b>                                                              | <b>16 011</b> | 14 739  |
| <b>Equity</b>                                                                    |               |         |
| <b>Capital and reserves attributable to the owners of Omnia Holdings Limited</b> | <b>10 022</b> | 9 740   |
| Share capital                                                                    | <b>3 145</b>  | 3 314   |
| Reserves                                                                         | <b>488</b>    | 385     |
| Retained earnings                                                                | <b>6 389</b>  | 6 041   |
| Non-controlling interest                                                         | <b>(4)</b>    | (1)     |
| <b>Total equity</b>                                                              | <b>10 018</b> | 9 739   |

| R million                           | FY2022        | FY2021* |
|-------------------------------------|---------------|---------|
| <b>Liabilities</b>                  |               |         |
| <b>Non-current liabilities</b>      | <b>805</b>    | 730     |
| Deferred income tax liabilities     | <b>488</b>    | 379     |
| Interest-bearing borrowings         | <b>47</b>     | 25      |
| Lease liability                     | <b>211</b>    | 278     |
| Provisions                          | <b>59</b>     | 48      |
| <b>Current liabilities</b>          | <b>5 188</b>  | 4 270   |
| Interest-bearing borrowings         | <b>5</b>      | 41      |
| Lease liabilities                   | <b>59</b>     | 158     |
| Bank overdrafts                     | <b>1</b>      | –       |
| Derivative financial instruments    | <b>62</b>     | 14      |
| Income tax liabilities              | <b>492</b>    | 413     |
| Contract liabilities                | <b>347</b>    | 300     |
| Provisions                          | <b>42</b>     | 34      |
| Supply chain financing              | <b>135</b>    | –       |
| Trade and other payables            | <b>4 045</b>  | 3 373   |
| <b>Total liabilities</b>            | <b>5 993</b>  | 5 000   |
| <b>Total equity and liabilities</b> | <b>16 011</b> | 14 739  |

| R million                              | FY2022       | FY2021 |
|----------------------------------------|--------------|--------|
| NWC <sup>1</sup>                       | <b>3 335</b> | 3 055  |
| Net cash/(debt)                        | <b>2 082</b> | 1 394  |
| Net cash/(interest-bearing borrowings) | <b>2 352</b> | 1 767  |
| Net asset value per share (Rand)       | <b>59</b>    | 58     |
| <b>Capital expenditure</b>             |              |        |
| Depreciation                           | <b>616</b>   | 707    |
| Amortisation                           | <b>116</b>   | 221    |
| Capital expenditure incurred           | <b>387</b>   | 417    |
| Authorised but not contracted for      | <b>489</b>   | 219    |
| Authorised and contracted for          | <b>57</b>    | 19     |

\* Restated, refer page 39 for further detail.

<sup>1</sup> Includes trade payables – supply chain financing.

**Total assets** for the period increased by 9% to R16 011 million (FY2021: R14 739 million). Disciplined working capital management and underlying operational performance resulted in an increase in cash by R571 million. Inventories increased by 29%, driven by commodity prices and investment in volumes. These were offset by a noteworthy reduction in intangible assets over the last two years.

**Total liabilities** increased by 20% to R5 993 million (FY2021: R5 000 million). Trade and other payables increased as a result of the high price environment and supply chain finance.

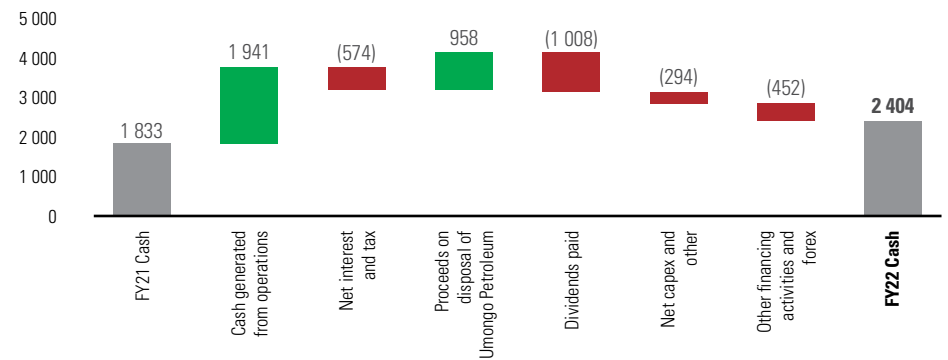
**NWC** increased to R3 335 million (FY2021: R2 820 million, excluding R235 million relating to the discontinued operation). Operational excellence across the Group resulted in a moderated increase in NWC in an extreme price environment.

| Key NWC ratios     |       | FY2022     | FY2021 |
|--------------------|-------|------------|--------|
| Inventory turnover | Days  | <b>81</b>  | 98     |
| Trade receivables  | Days  | <b>62</b>  | 88     |
| Trade payables*    | Days  | <b>90</b>  | 110    |
| NWC                | Days  | <b>54</b>  | 78     |
| Current ratio      | Times | <b>2.0</b> | 2.0    |

\* Payable days have been negatively impacted by the commodity price increases in the latter half of our financial year. This inflates the closing balance of trade payables relative to the average price of the cost of goods sold during the year.

**Total equity** for the year increased by R279 million to R10 018 million (FY2021: R9 739 million) supported by an increase in retained earnings.

#### Movement in cash position (R million)



#### Independent credit rating

The Global Credit Rating Co Proprietary Limited (GCR) undertakes an independent rating of the Group annually. The Group delivered an improved financial performance as at 31 March 2021 and, as a result, GCR posted an improved rating for the Group's long and short-term issuer ratings from BBB+ and A2 respectively, to A and A1 respectively, and moved to a "stable outlook" for the Group. The upgrade was due to Omnia's stronger financial risk profile, supported by further significant deleveraging on the back of the recent Oro Agri disposal, as well as the improved resilience of the Group's cash flows following its business realignment interventions. The stable outlook reflected GCR's expectation that Omnia will continue to exhibit a strong performance amid the ongoing pandemic, which, together with prudent capital and liquidity management, will continue to support a strong financial profile. Management is engaging with GCR for a review post the publication of the financial results for FY2022.

| Period        | Report date          | Rating scale    | Short term     | Long term     | Outlook               |
|---------------|----------------------|-----------------|----------------|---------------|-----------------------|
| <b>FY2022</b> | <b>4 August 2021</b> | <b>National</b> | <b>A1 (ZA)</b> | <b>A (ZA)</b> | <b>Stable outlook</b> |
| HY2021        | 24 November 2020     | National        | A2 (ZA)        | BBB+ (ZA)     | Rating watch positive |
| FY2020        | 7 September 2020     | National        | A2 (ZA)        | BBB+ (ZA)     | Stable outlook        |
| HY2020        | 5 March 2020         | National        | A3 (ZA)        | BBB- (ZA)     | Negative outlook      |

# STRENGTHENING OUR FINANCIAL CAPITAL continued

## Summarised consolidated cash flow statement

for the year ended 31 March

| R million                                                   | FY2022         | FY2021  |
|-------------------------------------------------------------|----------------|---------|
| <b>Net cash inflow from operating activities*</b>           | <b>1 367</b>   | 2 107   |
| Cash generated from operations*                             | 1 941          | 2 512   |
| Interest paid                                               | (79)           | (374)   |
| Interest received                                           | 59             | 117     |
| Income taxes paid                                           | (554)          | (148)   |
| <b>Cash inflow from investing activities</b>                | <b>664</b>     | 1 566   |
| Purchase of property, plant and equipment                   | (385)          | (392)   |
| Proceeds on disposal of property, plant and equipment       | 36             | 43      |
| Additions to goodwill, intangible and other assets          | (2)            | (25)    |
| Purchase of cell captive preference shares                  | (4)            | –       |
| Restricted cash released                                    | 116            | –       |
| Payment of deferred and contingent consideration            | (55)           | (263)   |
| Proceeds from disposal of Umongo Petroleum/Oro Agri         | 958            | 2 203   |
| <b>Cash outflow from financing activities*</b>              | <b>(1 447)</b> | (2 697) |
| Purchase of treasury shares                                 | (169)          | (90)    |
| Proceeds from interest-bearing borrowings raised            | 27             | 12      |
| Repayment of interest-bearing borrowings                    | (41)           | (2 476) |
| Repayment of trade payables (supply chain financing)        | (160)          | –       |
| Repayment of lease liabilities                              | (96)           | (143)   |
| Dividends paid                                              | (1 008)        | –       |
| <b>Net increase in cash and cash equivalents*</b>           | <b>584</b>     | 976     |
| Net cash at the beginning of the year                       | 1 833          | 1 267   |
| Effect of foreign currency movement                         | (13)           | (410)   |
| <b>Net cash and cash equivalents at the end of the year</b> | <b>2 404</b>   | 1 833   |



\* Cash flows from discontinued operations are disclosed on page 26 of the AFS.

The movement in **cash inflow from operating activities** was driven by strong earnings growth and lower finance expenses, offset by:

- An increase in NWC from continuing operations of R515 million on the back of a notably higher price environment
- Income tax paid following the full utilisation of an assessed loss
- R207 million in relation to the SARS transfer pricing dispute. This is disclosed on page 67 of the AFS under the Taxation note

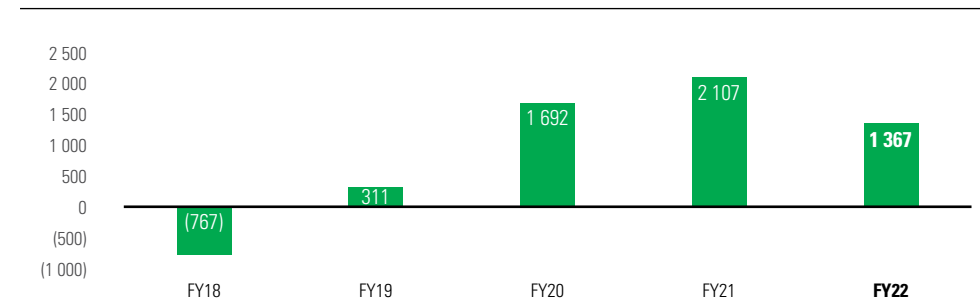
In FY2022, there was also an investment in NWC, compared to a release in FY2021.

**Cash inflow from investing activities** for the year decreased to R664 million (FY2021: R1 566 million) as a result of the lower proceeds from the disposal of Umongo Petroleum when compared to the disposal proceeds from Oro Agri.

**Cash outflow from financing activities** for the year decreased to R1 447 million (FY2021: R2 697 million). FY2022 includes the payment of the FY2021 dividend of R1 008 million. Comparatively, FY2021 includes the settlement of interest-bearing borrowings of R2 476 million.

### Cash inflow/(outflow) from operating activities

(R million)



## Other financial disclosure

*Restatements for the year ended 31 March 2022*

### Restatement 1 – Accounting for leases

In prior periods, on the adoption of IFRS 16, certain leases were recognised on the statement of financial position that did not meet the recognition criteria of IFRS 16. In addition, another lease was recognised over the incorrect lease term which has now been increased to reflect the correction. As a result, the comparatives in the consolidated statements of financial position as at 31 March 2021 and 31 March 2020 have been restated.

### Restatement 2 – Disaggregation of provisions from trade and other payables

Provisions have in the past been included in trade and other payables in the consolidated statement of financial position and itemised in the relevant trade and other payables notes. Provisions have now been reflected separately in the consolidated statement of financial position. Comparative disclosures as at 31 March 2021 and 31 March 2020 have been amended accordingly.



*Omnia leverages integrated supply chain management across Agriculture and Mining.*

### Restatement 3 – Discontinued operations disclosure as mandated by IFRS 5

On 29 April 2021 the board of directors approved a proposal to divest from Umongo Petroleum Proprietary Limited (Umongo Petroleum) and to proceed with negotiations regarding an unsolicited offer received. On 21 October 2021, Omnia entered into a subscription and repurchase agreement and an option agreement with Umongo Petroleum and Orkila South Africa Proprietary Limited, a wholly owned subsidiary of Azelis, S.A.

As required by IFRS 5, the disposal of Umongo Petroleum has been treated as a discontinued operation in the financial statements, requiring certain changes to amounts previously reported in the Consolidated Statement of Comprehensive Income for FY2021. The associated assets and liabilities have been presented as discontinued operations in the financial results for FY2022.



Refer to note 2.8 on page 24 of the AFS for more detail.

### SARS audit

On 17 June 2021, the Group received a finalisation of audit letter from SARS, indicating a possible upward adjustment to taxable income following the conclusion of a transfer pricing audit relating to the company's 2014 to 2016 years of assessment. Per the finalisation of the audit letter, additional assessments resulted in a cumulative additional tax liability of approximately R415 million, and understatement penalties of R165 million were levied. The additional assessments attract interest at a rate prescribed by SARS (calculated monthly, amounting to approximately R365 million (2021: R328 million) at 31 March 2022.

In July 2021, the Group submitted a request for the deferment of payment to SARS in respect of its 2014 to 2016 years of assessment. The request was partially granted in November 2021, with SARS requesting payment of R207 million by 2 December 2021 and all possible future payments being deferred until the matter is resolved. The payment made to SARS continues to earn interest. Such interest has been recognised separately from the Group's estimated uncertain tax liabilities.

An objection to the 2014 to 2016 assessments raised by SARS was submitted on 15 November 2021 following extensive engagement with transfer pricing specialists. The Group received a request for substantiating documentation from SARS on 26 January 2022, which was submitted to SARS on 7 April 2022. On 29 April 2022, SARS requested an extension to respond to the objection until 30 September 2022.

The Group continues to favour an amicable conclusion to this matter, although it may be necessary to resolve it through the Alternative Dispute Resolution process. This is considered the most probable outcome of the matter and thus forms the basis of the provision raised in this regard in terms of IFRIC 23.

# STRENGTHENING OUR FINANCIAL CAPITAL continued



## Five-year financial overview

| R million                                                                        | FY2022 <sup>1</sup> | Restated*<br>FY2021 <sup>1</sup> | Restated*<br>FY2020 | FY2019 <sup>2</sup> | FY2018 <sup>3</sup> |
|----------------------------------------------------------------------------------|---------------------|----------------------------------|---------------------|---------------------|---------------------|
| <b>Consolidated statements of comprehensive income</b>                           |                     |                                  |                     |                     |                     |
| Revenue                                                                          | 21 437              | 16 436                           | 17 823              | 18 628              | 17 372              |
| Operating profit                                                                 | 1 597               | 1 138                            | 744                 | 24                  | 1 156               |
| Finance costs (net)                                                              | (76)                | (264)                            | (471)               | (438)               | (270)               |
| Profit/(loss) before taxation                                                    | 1 521               | 874                              | 273                 | (414)               | 886                 |
| Taxation                                                                         | (428)               | (267)                            | (194)               | 7                   | (222)               |
| Profit/(loss) for the year                                                       | 1 093               | 607                              | 79                  | (407)               | 664                 |
| Non-controlling interest                                                         | –                   | –                                | 2                   | (7)                 | 2                   |
| Profit/(loss) attributable to owners of Omnia Holdings Limited                   | 1 093               | 607                              | 81                  | (414)               | 666                 |
| Profit on disposal/impairment of property, plant and equipment/intangible assets | –                   | 4                                | 118                 | 338                 | 7                   |
| Insurance proceeds for replacement of property, plant and equipment              | 1                   | (5)                              | (5)                 | –                   | (3)                 |
| <b>Headline earnings/(loss)</b>                                                  | <b>1 103</b>        | <b>601</b>                       | <b>194</b>          | <b>(76)</b>         | <b>670</b>          |
| Ordinary dividends paid during the year                                          |                     |                                  |                     |                     |                     |
| Prior year final paid                                                            | 1 008               | –                                | –                   | 101                 | 124                 |
| Current year interim paid                                                        | –                   | –                                | –                   | 52                  | 138                 |
| <b>Total dividend paid</b>                                                       | <b>1 008</b>        | <b>–</b>                         | <b>–</b>            | <b>153</b>          | <b>262</b>          |
| <b>Consolidated statements of financial position</b>                             |                     |                                  |                     |                     |                     |
| Capital and reserves attributable to owners of Omnia Holdings Limited            | 10 022              | 9 740                            | 9 617               | 7 123               | 7 488               |
| Non-controlling interest                                                         | (4)                 | (1)                              | 118                 | 102                 | (5)                 |
| Non-current liabilities                                                          | 317                 | 351                              | 2 146               | 358                 | 1 258               |
| Deferred income tax liabilities                                                  | 488                 | 379                              | 674                 | 733                 | 666                 |
| Current liabilities                                                              | 5 188               | 4 270                            | 5 405               | 8 331               | 5 995               |
| <b>Total equity and liabilities</b>                                              | <b>16 011</b>       | <b>14 739</b>                    | <b>17 960</b>       | <b>16 647</b>       | <b>15 402</b>       |
| Non-current assets and investments                                               | 4 954               | 5 213                            | 5 887               | 5 580               | 4 787               |
| Non-current intangible assets                                                    | 278                 | 779                              | 2 579               | 2 488               | 1 363               |
| Deferred income tax assets                                                       | 216                 | 77                               | 66                  | 72                  | 31                  |
| Current assets                                                                   | 10 563              | 8 670                            | 9 428               | 8 507               | 9 221               |
| <b>Total assets</b>                                                              | <b>16 011</b>       | <b>14 739</b>                    | <b>17 960</b>       | <b>16 647</b>       | <b>15 402</b>       |
| Net cash/(interest-bearing borrowings including leases)                          | 2 082               | 1 394                            | (1 880)             | (4 403)             | (2 542)             |
| <b>Consolidated statements of cash flows</b>                                     |                     |                                  |                     |                     |                     |
| Cash generated from/(utilised by) operations                                     | 1 941               | 2 512                            | 2 226               | 998                 | (133)               |
| Net finance costs and taxation paid                                              | (574)               | (405)                            | (534)               | (687)               | (634)               |
| Net cash inflow/(outflow) from operating activities                              | 1 367               | 2 107                            | 1 692               | 311                 | (767)               |
| Net cash inflow/(outflow) from investing activities                              | 664                 | 1 566                            | (466)               | (2 059)             | (1 452)             |
| Net cash (outflow)/inflow from financing activities                              | (1 447)             | (2 697)                          | 1 404               | 1 463               | 601                 |
| <b>Net increase/(decrease) in cash and cash equivalents</b>                      | <b>584</b>          | <b>976</b>                       | <b>2 630</b>        | <b>(285)</b>        | <b>(1 618)</b>      |

| R million                                                               | FY2022         | Restated*<br>FY2021 <sup>1</sup> | Restated*<br>FY2020 <sup>1</sup> | FY2019 <sup>2</sup> | FY2018 <sup>3</sup> |
|-------------------------------------------------------------------------|----------------|----------------------------------|----------------------------------|---------------------|---------------------|
| <b>Statistical information</b>                                          |                |                                  |                                  |                     |                     |
| Earnings, dividends and issued shares                                   |                |                                  |                                  |                     |                     |
| Basic earnings per share (cents)                                        | <b>653</b>     | 364                              | 64                               | (530)               | 985                 |
| Headline earnings per share (cents)                                     | <b>672</b>     | 361                              | 154                              | (97)                | 991                 |
| Interim dividend per share (cents)                                      | <b>–</b>       | –                                | –                                | 75                  | 200                 |
| Final dividend per share (cents)                                        | <b>275</b>     | 200                              | –                                | –                   | 150                 |
| Total dividend per share (cents)                                        | <b>275</b>     | 200                              | –                                | 75                  | 350                 |
| Dividend cover (times)                                                  | <b>2</b>       | 4                                | –                                | (8)                 | 3                   |
| Net asset value per share (Rand)                                        | <b>59</b>      | 58                               | 58                               | 106                 | 109                 |
| Number of shares in issue at year-end, excluding treasury shares ('000) | <b>162 832</b> | 165 684                          | 167 717                          | 69 052              | 68 997              |
| Number of shares held as treasury shares and not included above ('000)  | <b>6 220</b>   | 3 368                            | 1 109                            | 1 047               | 1 049               |
| Number of employees at year-end <sup>4</sup>                            | <b>4 010</b>   | 4 200                            | 4 426                            | 4 755               | 4 817               |
| <b>Profitability, liquidity and leverage</b>                            |                |                                  |                                  |                     |                     |
| Operating profit as a percentage of revenue (%)                         | <b>7.4</b>     | 6.9                              | 4.2                              | 0.1                 | 6.7                 |
| Effective tax rate (%)                                                  | <b>28.1</b>    | 30.5                             | 71.1                             | (1.7)               | 25.1                |
| Return on average equity (%)                                            | <b>11.1</b>    | 6.2                              | 0.9                              | (5.7)               | 8.9                 |
| Net (cash)/interest-bearing borrowings to equity (%)                    | <b>(20.8)</b>  | (14.3)                           | 19.3                             | 60.9                | 34.0                |
| Current ratio                                                           | <b>2.0</b>     | 2.0                              | 1.7                              | 1.0                 | 1.5                 |
| Net interest-bearing borrowings/EBITDA (adjusted) cover                 | <b>(0.8)</b>   | (0.7)                            | 1.2                              | 4.5                 | 1.6                 |
| EBITDA (adjusted) net finance cost cover                                | <b>117.6</b>   | 7.6                              | 3.4                              | 2.4                 | 5.9                 |
| <b>Share performance</b>                                                |                |                                  |                                  |                     |                     |
| Market value per share (Rand)                                           |                |                                  |                                  |                     |                     |
| – at year-end                                                           | <b>75.2</b>    | 48.7                             | 22.9                             | 50.9                | 149                 |
| – highest                                                               | <b>75.2</b>    | 50.2                             | 61.6                             | 148.7               | 162.3               |
| – lowest                                                                | <b>47.2</b>    | 15.0                             | 22.0                             | 50.9                | 129.6               |
| Value of shares traded (R million)                                      | <b>4 689</b>   | 2 415                            | 2 539                            | 4 370               | 3 752               |
| Volume of shares traded ('000)                                          | <b>79 639</b>  | 73 839                           | 72 623                           | 45 892              | 26 019              |
| Share volumes traded as a percentage of total issued shares (%)         | <b>47.1</b>    | 43.7                             | 43.0                             | 66.5                | 37.7                |

<sup>1</sup> From continuing operations.<sup>2</sup> Includes 11 months of Oro Agri, effective from 1 May 2018.<sup>3</sup> Includes four months of Umongo Petroleum, effective from 1 December 2017.<sup>4</sup> Full-time employees, including fixed-term contracts.

\* Refer to note 2.8 on page 23 of the AFS for more detail.

# FIVE-YEAR SEGMENTAL OVERVIEW

| R million                                                                                             |                                                                                                                     | FY2022 <sup>1</sup> | %<br>change | FY2021 <sup>1*</sup> | FY2020 <sup>2</sup> | FY2019 <sup>3</sup> | FY2018 <sup>4</sup> |
|-------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|---------------------|-------------|----------------------|---------------------|---------------------|---------------------|
|  <b>Agriculture</b>  |  For more information, see page 43 |                     |             |                      |                     |                     |                     |
| Revenue (external)                                                                                    |                                                                                                                     | 11 799              | 41          | 8 347                | 7 640               | 8 240               | 8 078               |
| Operating profit                                                                                      |                                                                                                                     | 1 090               | 17          | 929                  | 407                 | 370                 | 574                 |
| Operating margin (%)                                                                                  |                                                                                                                     | 9.2                 | (17)        | 11.1                 | 5.3                 | 4.5                 | 7.1                 |
| Net controlled assets (excluding Oro Agri from FY2021 and FY2020)                                     |                                                                                                                     | 5 136               | (3)         | 5 302                | 5 740               | 6 631               | 5 781               |
| NWC (excluding Oro Agri from FY2021 and FY2020)                                                       |                                                                                                                     | 1 425               | 2           | 1 395                | 1 558               | 2 539               | 2 463               |
|  <b>Mining</b>       |  For more information, see page 46 |                     |             |                      |                     |                     |                     |
| Revenue (external)                                                                                    |                                                                                                                     | 6 667               | 29          | 5 173                | 5 190               | 4 885               | 5 139               |
| Operating profit                                                                                      |                                                                                                                     | 514                 | 79          | 287                  | 356                 | 169                 | 343                 |
| Operating margin (%)                                                                                  |                                                                                                                     | 7.7                 | 40          | 5.5                  | 6.9                 | 3.5                 | 6.7                 |
| Net controlled assets                                                                                 |                                                                                                                     | 2 405               | 12          | 2 138                | 2 274               | 2 231               | 2 247               |
| NWC                                                                                                   |                                                                                                                     | 1 285               | 27          | 1 015                | 1 208               | 1 196               | 1 261               |
|  <b>Chemicals</b>    |  For more information, see page 49 |                     |             |                      |                     |                     |                     |
| Revenue (external)                                                                                    |                                                                                                                     | 2 971               | 2           | 2 916                | 4 993               | 5 301               | 4 355               |
| Operating profit                                                                                      |                                                                                                                     | 142                 | 41          | 101                  | 173                 | 10                  | 163                 |
| Operating margin (%)                                                                                  |                                                                                                                     | 4.8                 | 37          | 3.5                  | 3.5                 | 0.2                 | 3.7                 |
| Net controlled assets (excluding Umongo Petroleum from FY2021)                                        |                                                                                                                     | 921                 | (3)         | 949                  | 1 486               | 1 570               | 1 617               |
| NWC (excluding Umongo Petroleum from FY2021)                                                          |                                                                                                                     | 614                 | 8           | 567                  | 975                 | 1 154               | 1 164               |
|  <b>Head office</b> |                                                                                                                     |                     |             |                      |                     |                     |                     |
| Revenue – reconciling items <sup>5</sup>                                                              |                                                                                                                     | –                   | –           | –                    | –                   | 202                 | (200)               |
| Operating profit <sup>6</sup>                                                                         |                                                                                                                     | (149)               | 17          | (179)                | (192)               | (525)               | 76                  |
| Net controlled assets                                                                                 |                                                                                                                     | 95                  | (84)        | 596                  | 2 070               | 1 905               | 1 189               |
| NWC                                                                                                   |                                                                                                                     | 11                  | >100        | (157)                | (322)               | (625)               | (367)               |

<sup>1</sup> From continuing operations, excluding Umongo Petroleum's results from FY2022 and FY2021.

<sup>2</sup> From continuing operations, excluding Oro Agri's results from FY2021 and FY2020.

<sup>3</sup> Includes 11 months of Oro Agri, effective from 1 May 2018.

<sup>4</sup> Includes four months of Umongo Petroleum, effective from 1 December 2017.

<sup>5</sup> Reconciling items arise because of the difference between the way executive management analyses the financial information and IFRS requirements.

<sup>6</sup> Head office includes acquisition-related costs, amortisation of intangible assets arising from acquisitions, employee share-based payment expenses and certain once-off costs such as transaction fees relating to the disposal of Umongo Petroleum.

 \* Refer to note 2.8 on page 23 of the AFS for more detail.

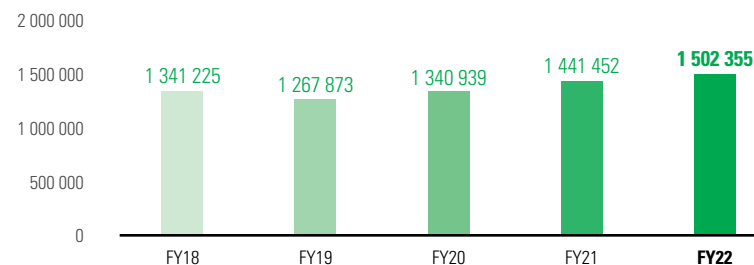


## Agriculture

**Agriculture RSA:** As part of its innovative Nutriology® proposition, this division produces and trades in granular, liquid and speciality fertilizers, humates and other biostimulants, as well as value-added services and solutions. The South African customer base includes commercial and small-scale farmers, cooperatives and corporate clients. The business also supplies manufactured goods to Agriculture International, Mining and Chemicals.

**Agriculture International:** This division produces and trades in granular, liquid and speciality fertilizers, biostimulants including humates, fulvates and kelp products. A full range of trace elements, biostimulants and plant health products are sold globally to improve crop health, yields and soil health in a sustainable and environmentally conscious way. Products, value-added services and solutions are delivered to a broad customer base through company-owned operations in select SADC countries, Australia and Brazil as well as international exports.

### Production volumes, South Africa (Tonnes)



### Macro-environment



Higher commodity prices



Positive agronomic conditions



Growth for biological products worldwide



Freight costs and container shortages

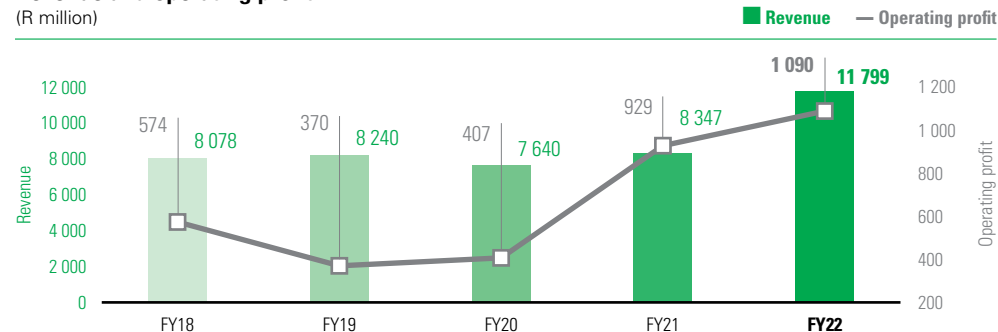


*Omnia provides holistic farming advisory services and products, including data-driven soil and crop analysis to maximise yields.*

# AGRICULTURE continued

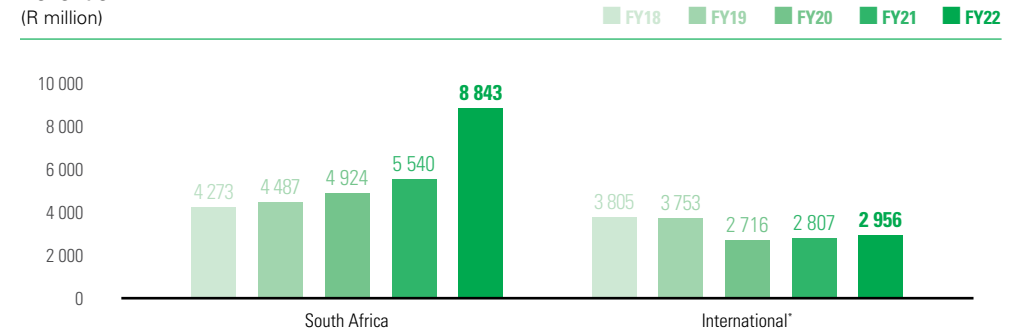
## Revenue and operating profit<sup>1</sup>

(R million)



## Revenue mix<sup>1</sup>

(R million)



\* International includes Zimbabwe.

| Operational performance                                       |  | FY2022    | % change |   | FY2021    |
|---------------------------------------------------------------|--|-----------|----------|---|-----------|
| Production volumes, South Africa (tonnes)                     |  | 1 502 355 | 4        | ↑ | 1 441 452 |
| Number of retail outlets (Agriculture International business) |  | 29        | 4        | ↑ | 28        |
| Number of staff                                               |  | 1 707     | (4)      | ↓ | 1 778     |
| RCR                                                           |  | 0.20      | (63)     | ↓ | 0.54      |
| FER rate                                                      |  | 1.06      | (50)     | ↓ | 2.14      |

| Financial performance           |           | FY2022 <sup>1</sup> | % change |   | FY2021 <sup>1</sup> |
|---------------------------------|-----------|---------------------|----------|---|---------------------|
| Net revenue                     | R million | 11 799              | 41       | ↑ | 8 347               |
| Operating profit                | R million | 1 090               | 17       | ↑ | 929                 |
| Operating margin                | %         | 9.2                 | (17)     | ↓ | 11.1                |
| Profit before taxation          | R million | 1 109               | 18       | ↑ | 943                 |
| Segment net-controlled assets   | R million | 5 136               | (3)      | ↓ | 5 302               |
| NWC                             | R million | 1 425               | 2        | ↑ | 1 395               |
| NWC ratio                       | %         | 12.08               | 28       | ↓ | 16.71               |
| Return on net-controlled assets | %         | 21.2                | 13       | ↑ | 18.8                |

<sup>1</sup> From continuing operations.

## Performance

It is with great sadness that we lost a colleague this year due to a work-related incident. We extend our sincere condolences to his family and friends. Fostering a culture of safety throughout our operations is a key business imperative. RCR improved to 0.20 (FY2021: 0.54).

The Agriculture segment delivered a strong performance in a challenging macro-economic environment which was characterised by volatile agricultural and commodity prices and disruptions in global and local supply chains.

Further challenges arose from COVID-19-related logistic restrictions (shipping availability and costs) and inclement weather. Despite the prevailing environment, management across the regions responded with agility. Our Nutriology® proposition has become more relevant as demand trends change with the macro-economic environment.

The Agriculture segment's net revenue, excluding discontinued operations and Zimbabwe, increased by 44.0% to R11 799 million (FY2021: R7 763 million), supported by an increase in sales volumes and commodity prices. Concerns around supply chain disruptions and rising commodity prices, saw customers securing products and pricing earlier in the year. Operating profit for the year, excluding the discontinued operations and Zimbabwe, increased by more than 100% to R1 219 million (FY2021: R565 million).

Prudent working capital management, the reduction of the stock-to-cash cycle and the introduction of supply chain finance positively impacted NWC levels, with a notable improvement in creditor days. Effective management of orders, production and deliveries also contributed to the positive performance.

**Agriculture RSA (including Manufacturing):** Net revenue increased by 59.6% to R8 843 million (FY2021: R5 540 million). Favourable planting conditions, the ability to meet customer demand, a good crop harvest, higher average agriculture commodity prices, as well as optimised procurement and production efficiencies all supported the robust performance during the year. Operating profit for the period increased by more than 100% to R999 million (FY2021: R350 million).

Omnia's agile supply chain ensured that the division was in a strong position to meet the sudden early demand from the market. Manufacturing's focus on quality products and optimisation enabled the team to market superior offerings at a competitive price.

Sustained increased offtake from the Mining segment, in combination with increased trade sales into the mining sector, resulted in higher plant utilisation, improving margin and profitability.

Our resource allocation and people strategy are aligned with the broader Omnia vision to generate new revenue streams. Any growth initiatives will be assessed in line with the investment principles in our capital allocation strategy.

**Agriculture International:** Net revenue increased by 5.0% to R2 335 million (FY2021: R2 223 million). Operating profit for the period remained stable at R220 million (FY2021: R215 million).

Logistics globally remains a challenge due to the reduced availability of shipping capacity.

In Australia, local demand has been stable and despite reduced availability of train and road transport, we met customer demand.

Brazil had a successful year and generated strong revenue and margin growth through sales into new territories.

The overall SADC region benefited from a focused market approach with a broader offering targeting different customer sectors across all countries. The increase in distribution and administration costs as well as the impact of losses on a fixed-price contract in Zambia impacted margins negatively.

**Agriculture Zimbabwe:** Net revenue increased by 6.3% to R621 million (FY2021: R584 million). Sales volumes declined after a conscious decision was made to limit Omnia's exposure to currency and foreign exchange volatility given liquidity challenges. The strategy has ensured that the Zimbabwean operations remain viable and cash generative in a challenging macro-economic environment. Zimbabwe experienced an operating loss of R129 million for the year under review after the impact of hyperinflation, which represents a decline of more than 100% of the prior year's profit (FY2021: R364 million).

### Outlook

We anticipate that the coming season will see customers adopt a cautious approach regarding early purchase commitments. This, together with higher commodity prices, may result in increased stock levels prior to the planting season and, therefore, increased levels of working capital are required. We continuously conduct a thorough analysis of anticipated product demand and align production plans to respond to the changing needs of our customers.

Our integrated operating and supply chain model allows Omnia to mitigate the risk of declining commodity prices through low inventory levels and short working capital cycles.

The Omnia Nutriology® value proposition continues to serve our customers well in uncertain times, during which market and customer information are critical in making financially sound and

risk-based business decisions. Our extensive involvement at farm level through our "feet on the farm" approach provides us with direct customer interface and continues to be an important differentiator.

Our supply chain and manufacturing divisions will continue to enhance plant utilisation and optimisation efforts. Further investments in research and development are anticipated to create new product opportunities, while investment in renewable energy and water recycling will support our ESG strategy.

Consolidation and growth initiatives that have gained momentum during the year will be prioritised in the next financial year across the SADC region.

We anticipate that the improvements in agriculture technology and its adoption will create stronger demand for biological products and agricultural technology solutions.

We are also expanding our global footprint and have established a direct presence in the United States and European Union markets.

The expansion of our global biostimulant footprint will also be in focus through new distribution channels and strategic international partnerships. We have invested in increasing our humates production capacity to service this demand.

Our strong relationships, quality products, and value-added offerings, supported by sustainable innovation, will ensure that we remain competitive in this primary sector.



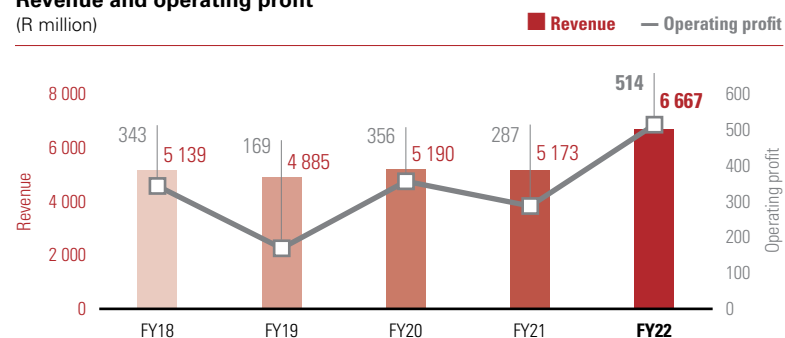
## Mining

**Mining RSA:** This division comprises the BME business in South Africa. The business focuses on blasting agents – bulk emulsion and blended bulk explosives – complemented by the AXXIS™ electronic detonator system and modern software crucial to cost-efficient, safe and environmentally friendly mining operations. BME leverages its blasting products, equipment, accessories, technical services and digital solutions to add value to customers' blasting operations. A part of Mining RSA's revenue is the recovery of costs for services and technology. This division also provides raw material and other supplies to Mining International.

**Mining International:** This division relates to the BME businesses outside of South Africa (supplying similar products and services as Mining RSA) and includes the Protea Mining Chemicals business. The territories in which this division operates include SADC, West Africa, Australia, Indonesia and Canada (by way of a joint venture).

### Revenue and operating profit

(R million)



### Macro-environment



Higher commodity prices



Strong growth in the battery metals and PGM markets reinforced the demand for specialist metallurgical chemicals and services



Inclement weather conditions limited mining operations



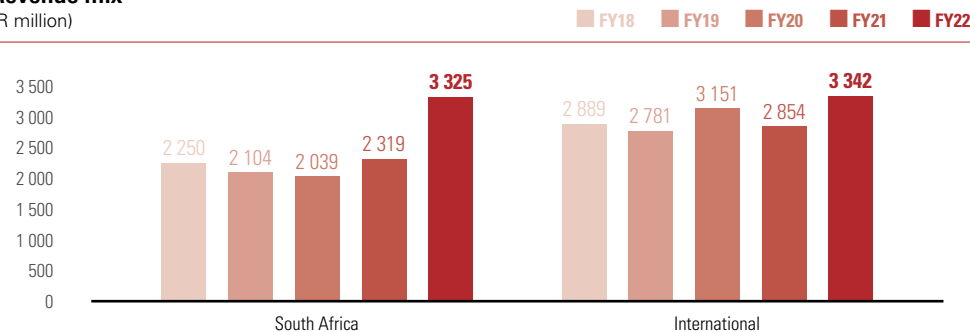
Political environment in West Africa remains volatile



BME's AXXIS Titanium™ is an advanced electronic blast detonation system.

**Revenue mix**

(R million)

**Operational performance**

|                              | FY2022  | % change |   | FY2021  |
|------------------------------|---------|----------|---|---------|
| Innovex and Innopak (tonnes) | 325 809 | 10       | ↑ | 296 673 |
| PMC (tonnes)                 | 111 291 | 12       | ↑ | 98 966  |
| Number of staff              | 1 526   | (4)      | ↓ | 1 593   |
| RCR                          | 0.15    | 36       | ↑ | 0.11    |
| FER rate                     | 0.05    | (90)     | ↓ | 0.48    |

**Financial performance**

|                                 |           | FY2022 | % change |   | FY2021 |
|---------------------------------|-----------|--------|----------|---|--------|
| Net revenue                     | R million | 6 667  | 29       | ↑ | 5 173  |
| Operating profit                | R million | 514    | 79       | ↑ | 287    |
| Operating margin                | %         | 7.7    | 40       | ↑ | 5.5    |
| Profit before taxation          | R million | 510    | >100     | ↑ | 252    |
| Segment net-controlled assets   | R million | 2 405  | 12       | ↑ | 2 138  |
| NWC                             | R million | 1 285  | 27       | ↑ | 1 015  |
| NWC ratio                       | %         | 19.27  | 2        | ↓ | 19.62  |
| Return on net-controlled assets | %         | 21.4   | 60       | ↑ | 13.4   |

**Performance**

It is with great sadness and regret that we lost a colleague due to a road accident. Fostering a culture of safety is a key business imperative. We continue to report a world-class RCR performance of 0.15 (FY2021: 0.11). We received industry awards for Responsible Care® (best sustainability project) by CAIA and an award for good mining practices by the Indonesian government.

The Mining segment's net revenue increased by 28.9% to R6 667 million (FY2021: R5 173 million). An increase in sales volumes in South Africa and the rest of Africa and a higher ammonia price environment supported overall growth. Operating profit for the year increased by 79.1% to R514 million (FY2021: R287 million), driven by a renewed focus on operational efficiencies. The operating margin improved to 7.7% (FY2021: 5.5%). This has been achieved in a highly competitive mining environment compounded by cost pressures, inclement weather in key markets and border closures in West Africa.

The launch of AXXIS Titanium™ and AXXIS Silver™, two of the world's most advanced electronic blast detonation systems, is a major step for our ever-evolving technology offering, securing our position among the global leaders in electronic delay detonator design. BME's advances in mining software, technology and product developments that contribute to the mining industry's long-term sustainability goals, are creating widespread interest across both international and local markets.

We made great strides in executing previously communicated strategic objectives, including market diversification. We will continue to optimise operations to enhance margins and generate sustainable returns.

**Mining RSA:** Net revenue increased by 43.4% to R3 325 million (FY2021: R2 319 million). Operating profit for the year increased by more than 100% to R277 million (FY2021: R105 million). We prioritised and executed specific cost-saving initiatives to deliver operational efficiencies. We expanded in the surface and underground sectors in gold, copper and platinum. The realisation of large customer contracts have also supported the throughput of the Group's plants and enhanced the overall performance despite headwinds due to strong competition and lower mining production as a result of inclement weather conditions for most of the second half of the year.

**Mining International:** Net revenue increased by 17.1% to R3 342 million (FY2021: R2 854 million). Operating profit for the year increased by 30.2% to R237 million (FY2021: R182 million) despite a challenging macro-environment and inclement weather disrupting mining production across SADC and Indonesia.

We retained the majority of a large customer contract in Zambia, which contributed to an increase in international sales volumes. In the rest of SADC, sustainable localised business partnership models were implemented.

# MINING continued



Mining competitiveness in southern Africa is built on ongoing technological innovation, much of it locally developed.

The political environment in West Africa remains volatile as demonstrated by the coup d'état in Burkina Faso with the country's borders closed for security reasons while the borders to Mali remain closed due to the Economic Community of West African States sanctions.

Despite these issues, we have secured a three-year contract extension with our largest customer in West Africa.

Our supply security remained uninterrupted in a volatile macro-environment, characterised by the Russia-Ukraine conflict and global supply chain challenges.

We have successfully trialled our technology and explosives systems in the underground market in Canada. Transitioning for a major surface contract has commenced with operations starting in the new financial year.

Strong growth in the battery metals and platinum group metals (PGM) markets reinforced the demand for specialist metallurgical chemicals and services provided by Protea Mining Chemicals and underpinned the business's improved performance for the year. Increased sales of high-performance products and solutions in export markets, despite a challenging supply chain environment, highlighted the business's strong supply chain capability.

The business remains agile and well positioned to continue overcoming challenges to deliver our diverse and reliable product and service offering to its customers.

Growth in ammonia and ammonia derivatives sales in the South African mining explosives market was supported by the Group's supply chain that consistently overcame ammonia supply challenges in the region throughout the year.

## Outlook

The macro-economic environment has experienced an increase in metal commodity prices, which benefits mining production globally. The southern African mining sector, with promising mineralisation, continues to face headwinds through constrained infrastructure and unreliable provision of utilities. Some SADC countries, however, have seen a revitalisation of their mining activities resulting in stronger demand compared to the last few years.

Nitrogen is an important input into the mining explosives value chain. Our experience indicates that customers view supply security as a top priority. The Group's integrated supply chain and manufacturing capabilities places us in a good position to meet customer needs.

We will continue to grow the business based on technologies that support our customers' ESG targets, including through our world-class user-friendly, accurate and safe AXXIS™ electronic detonator system and BME's renowned surface and underground emulsion systems. BME is expanding its R&D and technology capacities to ensure market relevance while leading the new mining mechanisation trends.

We will continue to focus our investments in growing markets in Africa, North America and the Asia-Pacific through infrastructure implementation and partnership integration to support expansion into secondary markets.

We remain focused on our expansion plans in Indonesia and will benefit from this in the future. New AXXIS Titanium™ and Silver™ products have been well received by the Australian market.

We are working hard to secure longer-term expansion initiatives in both the surface and underground sectors in Canada.

Protea Mining Chemicals is also well positioned to supply products and related value-added services to support customers through their entire value chains.



## Chemicals

**Protea Chemicals:** This division is a well-known manufacturer and distributor of specialty and bulk chemicals, polymers and other services and solutions serving both RSA and export customers. Sectors into which the business supplies solutions, application support and SHEQ-related services include water, agriculture, industrial and life sciences.

**Umongo Petroleum (discontinued operation):** This division was disposed of during the year. It supplies lubricant additives, base oils, process oils and specialty chemicals.

| Operational performance                         |  | FY2022         | % change |   | FY2021  |
|-------------------------------------------------|--|----------------|----------|---|---------|
| Distribution volumes: Protea Chemicals (tonnes) |  | <b>315 294</b> | (13)     | ↓ | 362 681 |
| Number of staff                                 |  | <b>607</b>     | (11)     |   | 679     |
| RCR                                             |  | <b>0.28</b>    | 12       | ↑ | 0.25    |
| FER rate                                        |  | <b>1.57</b>    | (42)     | ↓ | 2.72    |

| Financial performance           |           | FY2022 <sup>1</sup> | % change |   | FY2021 <sup>1</sup> |
|---------------------------------|-----------|---------------------|----------|---|---------------------|
| Net revenue                     | R million | <b>2 971</b>        | 2        | ↑ | 2 916               |
| Operating profit                | R million | <b>142</b>          | 41       | ↑ | 101                 |
| Operating margin                | %         | <b>4.8</b>          | 37       | ↑ | 3.5                 |
| Profit before taxation          | R million | <b>138</b>          | 57       | ↑ | 88                  |
| Segment net-controlled assets   | R million | <b>921</b>          | (3)      | ↓ | 949                 |
| NWC                             | R million | <b>614</b>          | 8        | ↑ | 567                 |
| NWC ratio                       | %         | <b>20.67</b>        | 6        | ↑ | 19.44               |
| Return on net-controlled assets | %         | <b>15.4</b>         | 45       | ↑ | 10.6                |

<sup>1</sup> From continuing operations.

### Macro-environment



Increased demand for potable water treatment products



Development of green, environmentally friendly and alternative chemistries and technologies across key sectors is gaining momentum



Manufacturing sector constrained due to COVID-19 and utilities supply challenges



Supply chains were unable to cope with increased demand resulting in chemical shortages

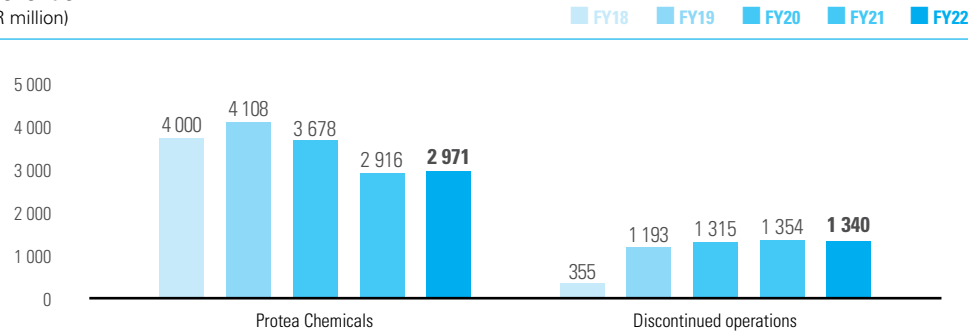


Protea Chemicals offers trusted performance, innovative solutions and reliable supply to contribute to a better and more sustainable world.

# CHEMICALS continued

## Revenue mix

(R million)



## Performance

The repositioning of the Chemicals segment in the first half of the year to focus on key strategic market facing sectors enabled us to deliver improved performance. The Protea Chemicals brand, supply chain capabilities, distribution footprint and the ongoing transition to specialty chemicals and associated services supported the improved performance.

Safety across the Protea business remains an area of considerable focus. Over the last year the RCR deteriorated to 0.28 (FY2021: 0.25) due to one site not achieving zero recordable incidents. COVID-19 exposed many challenges in global supply chains, and although the business was affected by these disruptions, supply improved in the second half of the year.

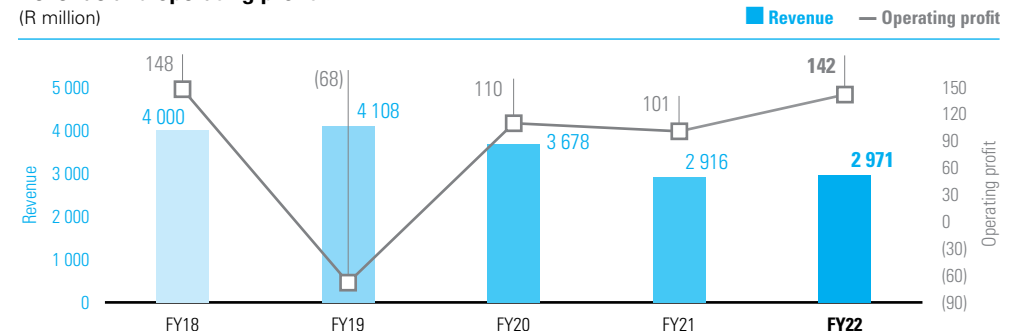
As economies and consumer demand recovered, supply chains were unable to cope with this increased demand, resulting in chemical shortages. Higher energy costs also contributed to price inflation, with recent events in Ukraine set to compound the situation.

Certain sectors within our segment were affected more than others by COVID-19 with Personal Care and Manufacturing hardest impacted while in contrast, demand was maintained in the hygiene and healthcare, food and pharma, and building and construction sectors. The watercare business delivered pleasing performance by virtue of resilient demand from the municipal water sector and expansion into export markets. The profitability of the Agri Science business also improved due to robust demand.

**Protea Chemicals:** Net revenue increased by 1.9% to R2 971 million (FY2021: R2 916 million). The life science sector increased sales volume in the food and beverage sub-sector, while the watercare solutions sector posted a strong performance as heavy rains across South Africa increased the demand for

## Revenue and operating profit<sup>1</sup>

(R million)



<sup>1</sup> From continuing operations.

coagulants. Operating profit for the year increased by 40.6% to R142 million (FY2021: R101 million). An improved specialty-functional chemical product mix across the business generated higher margins.

Although expenses increased on an overall basis, disciplined cost containment improved operational efficiencies in the second half of the financial year, which contributed to a stronger second-half financial performance.

**Umongo Petroleum:** Net revenue for the 10 months ended 31 January 2022 was R1 340 million (FY2021: R1 354 million). The business was disposed of, effective 31 January 2022.

## Outlook

After our restructuring and repositioning, Protea Chemicals is now focused on specialty and bulk chemical products and solutions intent on unlocking customer value across key sectors which, when combined with a reliable and cost-effective supply chain, is anticipated to unlock growth.

Over the medium term, chemical supply into the region is expected to be impacted by supply chain delays and disruptions with associated increases in costs. Our ability to reliably source products through global partners and principals will ensure that customers' requirements are met.

The development of green, environmentally friendly and alternative chemistries and technologies across key sectors is gaining good momentum.

We continue to work with partners to develop the hydrogen fuel cell market in the region and to produce HydroEnergy® for this purpose.

# ENHANCING OUR MANUFACTURED CAPITAL



As a responsible, forward-looking business, Omnia lends its resources and expertise to support sustainable manufacturing and supply chain functions by investing in its manufactured capital across its value chain. This translates to the strategic application of intellectual and financial capital to consistently evolve the manufactured capital's value proposition in a way that demonstrates care for resources and the environment.



Walter Mafaleng, operator at the Protea Chemicals Wadeville site, blending Hydro Energy™ fuel.



A key consideration is to increase plant utilisation, ensuring a profitable and best-in-class manufacturing function.

# ENHANCING OUR MANUFACTURED CAPITAL continued

## Manufacturing

Omnia depends on an extensive asset base of plants, property and equipment and vertical integration of certain aspects of the supply chain to sustain efficient service to customers and provide them with high-quality products. With a presence in 25 countries, the Group is capable of meeting customer needs.

The 46 manufacturing, blending, and packing facilities and 62 distribution centres worldwide represent a range of production capabilities and capacities aligned with current and future commercial objectives of the Agriculture, Mining, and Chemicals segments. The carrying value of property, plant and equipment amounted to R4 593 million (FY2021: R4 794 million).

|                      | Manufacturing sites |           |           |           | Distribution centres |           |           |           |
|----------------------|---------------------|-----------|-----------|-----------|----------------------|-----------|-----------|-----------|
|                      | Agriculture         | Mining    | Chemicals | Total     | Agriculture          | Mining    | Chemicals | Total     |
| <b>South Africa</b>  | <b>15</b>           | <b>10</b> | <b>5</b>  | <b>30</b> | <b>6</b>             | <b>28</b> | <b>4</b>  | <b>38</b> |
| <b>International</b> | <b>3</b>            | <b>12</b> | <b>1</b>  | <b>16</b> | <b>15</b>            | <b>7</b>  | <b>2</b>  | <b>24</b> |
| Australia            | 1                   |           |           | 1         | 1                    | 1         |           | 2         |
| Angola               |                     |           |           |           |                      |           |           |           |
| Brazil               |                     |           |           |           | 1                    |           |           | 1         |
| Burkina Faso         |                     |           | 1         | 1         |                      |           |           |           |
| Canada               |                     | 1         |           | 1         |                      | 1         |           | 1         |
| DRC                  |                     | 2         |           | 2         |                      | 1         |           | 1         |
| Indonesia            |                     | 1         |           | 1         |                      |           |           |           |
| Ivory Coast          |                     | 1         |           | 1         |                      |           |           |           |
| Kenya                |                     |           | 1         | 1         | 3                    |           |           | 3         |
| Mali                 |                     | 3         |           | 3         |                      |           |           |           |
| Mauritania           |                     | 1         |           | 1         |                      |           |           |           |
| Mozambique           | 1                   |           |           | 1         | 3                    |           |           | 3         |
| Namibia              |                     |           |           |           |                      | 2         | 2         | 4         |
| Sierra Leone         |                     | 1         |           | 1         |                      |           |           |           |
| USA                  |                     |           |           |           |                      | 1         |           | 1         |
| Zambia               |                     | 1         |           | 1         | 5                    | 1         |           | 6         |
| Zimbabwe             | 1                   |           |           | 1         | 2                    |           |           | 2         |
| <b>Total</b>         | <b>18</b>           | <b>22</b> | <b>6</b>  | <b>46</b> | <b>21</b>            | <b>35</b> | <b>6</b>  | <b>62</b> |

Our Manufacturing function's long-term vision is to:

- Be the lowest cost producer
- Be the safest producer
- Have the lowest carbon footprint
- Be the producer of choice
- Be the employer of choice

The objective to increase plant utilisation remains a key consideration in ensuring a profitable and best-in-class manufacturing function.

Omnia manufacturing has the only integrated explosives and fertilizer manufacturing complexes in southern Africa. It has a well-established ammonia supply chain with a strong import capability and owns its own fleet of ammonia rail cars which operate between the Richards Bay facility and Sasolburg. The fleet is being increased by 20 ammonia rail wagons to 205 that will improve the ability to service the imports from Richards Bay. Ammonia is imported to supplement the ammonia received via pipeline from Sasol's Sasolburg plant.

Manufacturing has the newest nitric acid plants in South Africa which host EnviNOx® technology to give them the best carbon footprints in their class. Coupled with our ability to produce electricity from the excess process steam from the nitric acid plants (and from the solar farm which is currently under construction) manufacturing will optimise its energy-cost base against its competitors. The reverse osmosis water treatment plant will treat the cooling tower blowdown from the nitric acid 1 and 2 plants to further improve the cost base by reducing the water purchased from the municipality.

Solar installations at the explosives manufacturing sites of Dryden and Losberg will contribute to improving the cost-competitive base of these facilities as they service their customers. These sites are supplied with key input products from the Sasolburg manufacturing site and are integral in Omnia's manufacturing value chain.

The liquid fertilizer manufacturing sites are strategically located throughout South Africa to best supply their clients (with support from the Sasolburg manufacturing facility and supply chain functions) and this allows for efficient responses to client needs when the respective liquid fertilizer seasons begin.

We have added kelp extraction manufacturing capabilities to our production facilities in Morwell, Australia. These facilities are strategically located near a high-quality leonardite supply source, which is used in our humates product range.

Chemicals manufacturing and distribution takes place at several sites in South Africa servicing the local and export markets. Our coagulant and flocculant manufacturing facilities provide water treatment chemicals for potable drinking water.

The reliability of our plants as well as their higher utilisation will provide Omnia with significant competitive advantage.

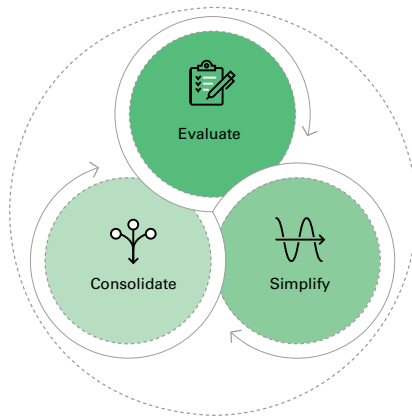
## Supply chain

The supply chain function is responsible for managing relationships with raw materials suppliers to ensure sufficient stock is available to fulfill customer demand. Through the use of technology and data-driven decision making the supply chain function continues to work at optimising procurement and planning efforts.

### Supply chain optimisation journey (SCOJ)

The SCOJ aims to optimise the supply chain function through planning improvements, leveraging cross-divisional synergies and economies of scale.

Historically, the division in Omnia operated as separate businesses, which made it difficult to understand the end-to-end cost of servicing our customers, therefore resulting in supply chain inefficiencies.



The new operating model led to the implementation of a Group-level integrated supply chain in the SADC region. The SCQJ was established to design and implement a new end-state vision for a collaborative agriculture and mining supply chain in SADC. To deliver comprehensive benefits of scale, the Chemicals segment is also included in the design of the Group procurement function.

In FY2022, our focus was to build the foundations of an integrated supply chain function, engaging with stakeholders, identifying areas of improvement and creating operating rhythms in the new supply chain structure. Network and spend analyses were concluded, and the execution on improvements identified has commenced.

The SCQJ is already yielding benefits across the business units. The integrated approach has enabled resilience in inventory management, delivered working capital benefits and promoted the company's sustainability objectives.

During a challenging year, we delivered customer-centric solutions to mining, agriculture and other chemical markets in a safe and sustainable manner. This was achieved by leveraging our core competencies in nitrate and granulation manufacturing. Additionally, cost savings have been generated from improved planning and collaboration, as well as strategic inventory management which has increased throughput within our manufacturing operations.

As the SCQJ moves into the next phase of implementation, focusing on continuous improvement and agility, we continue to measure the execution of the quick wins identified in the diagnostic phase of the SCQJ.

Beyond the financial benefits realised to date, the function has:

- Implemented and formalised cross-divisional changes and governance structures
- Established an environment that fosters collaboration across divisions and functions
- Formed cross-divisional planning mechanisms, resulting in closer management of volumes and improved profitability
- Changed the use of virgin plastics to recycled plastics for the inner liner of our woven bags
- Strengthened governance and controls to mitigate risks

**The optimisation of our supply chain has many benefits:**

| <br><b>Employees</b>                                                                                                                                          | <br><b>Management</b>                                                                                                                                                                      | <br><b>Supply chain community</b>                                                                                                                                                                                                                                                             | <br><b>Organisation</b>                                                                                                                                                       |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>- Optimised systems will reduce manual processes, enabling time to focus on value-adding elements of the role</li> <li>- Aligned roles will enable expansion of skills and business exposure</li> </ul> | <ul style="list-style-type: none"> <li>- Monitor and evaluate end-to-end supply chain performance</li> <li>- Accurate data for informed decision-making</li> <li>- Clear accountability to deliver performance</li> <li>- Visibility across One Omnia supply chain</li> </ul> | <ul style="list-style-type: none"> <li>- Customised supply chain design by value chain as opposed to division</li> <li>- Creating an environment for continuous improvement across the supply chain</li> <li>- Contribution towards people, process, and digital transformation strategies</li> <li>- Leveraging the scale of Omnia</li> <li>- Improved profitability</li> </ul> | <ul style="list-style-type: none"> <li>- Improved customer experience</li> <li>- Broadened supply network</li> <li>- More collaborative engagements with suppliers</li> <li>- Improved shareholder returns</li> <li>- Improved food security for SADC</li> </ul> |

### The way forward

During the second year of the SCQJ, the supply chain team will focus on:

- Greater alignment with the Group's enterprise resource planning system
- Technology research and investment in portal solutions
- Execution of network improvements, particularly in relation to logistics. This will help reduce our broader carbon footprint
- Finalisation of the cost to serve model to better optimise the profitability of servicing each customer
- Engagement with logistics providers on common safety standards requirements

# ENHANCING OUR MANUFACTURED CAPITAL continued

## Outlook

A major focus for manufacturing is creating a culture built on safety and sustainability, operational excellence, accountability, empowerment, learning, innovation, and care. Our efforts include:

- The pipe rack improvement project is nearing completion and aims to reduce site safety risks
- Strengthening of leadership capability and effectiveness of communication within the business
- Further improving ways of work
- Further improvement of plant reliability to increase online time
- A quality programme has been implemented and yielding results
- The AN ring main integrity project is underway with support projects to improve the AN network, steam and power networks on site
- Expanding of used oil processing capacity in line with our ongoing sustainability and environmental focus

We continue to apply a prudent approach to capital allocation to address business-critical risks and to ensure the sustainability of our manufacturing facilities and optimisation of our supply chain.

## Capital expenditure

The Group continues to upgrade equipment and invest in new technologies that will contribute towards achieving our goal of operational excellence. The investment in modern equipment also plays a role in reducing the environmental impact of the manufacturing processes.

Capital expenditure on replacing and expanding property, plant and equipment amounted to R387 million (FY2021: R417 million). Key capital projects in the year included:

- Capex to transition new multi-year mining contracts in our Mining segment
- Purchasing of mobile manufacturing units
- Capital investment in Nairn manufacturing facility to support future expansion (Canada)
- Construction of a kelp plant at Agriculture's Morwell facility (Australia)
- Capital investment in solar and reverse osmosis plants
- Enhancements at the nitrophosphate facility
- Further investment in international joint ventures

Maintenance and expansion capital expenditure to the value of R550 million is planned for FY2023, mainly to expand our Mining International business, increase spending on innovative R&D projects and to maintain current manufacturing capabilities.

The capital expenditure for FY2023 is aimed at improving the reliability of the plants, while reducing costs and energy consumption towards supply chain optimisation. Capital is being deployed to maintain and repair structures and concrete work on site to improve the safety and reliability of the plants' operations.

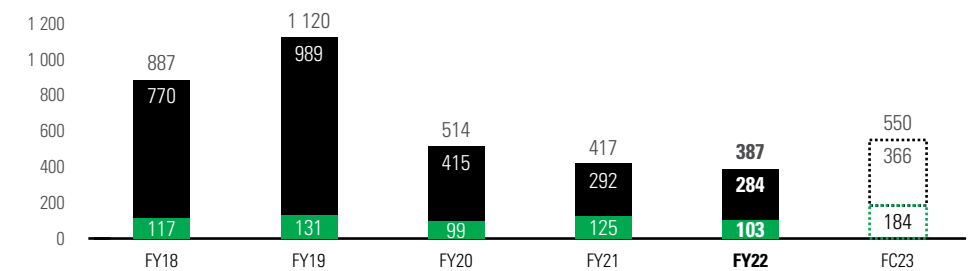
Where possible and economically viable, capital has been allocated to utility projects to ensure the uninterrupted supply of electricity to the factory and to mitigate the uncertainty of potential future price increases.

Forecast capital expenditure compared to actual expenditure over the previous five years:

### Maintenance and expansion capital expenditure

(R million)

■ Maintenance ■ Expansion



# MESSAGE FROM THE CHAIR OF THE SOCIAL, ETHICS AND RISK COMMITTEE

The board constituted Omnia's SERC to oversee the effective management of safety, health, environment, risk and sustainability matters of the Omnia Group in accordance with section 72(4) of the Companies Act (read together with Regulation 43 of the Companies Regulations, 2011) on behalf of all subsidiaries of Omnia.

For more information on the committee's composition, mandate and meetings, refer to our corporate governance section on page 129.

## Dear stakeholders

It is always heart-warming to start with good news. Despite the ongoing COVID-19 disruptions, Omnia won the 2022 award for the Best Sustainable Diversified Chemicals Group in Africa from CFI.co. We believe this is due to our conscious and progressive investment in technology, time and resources to ensure due respect and care for our natural environment.

We continue to focus on the execution of the Group's sustainability strategy which looks to evolve beyond the traditional elements of safety and health, environment, and risk to a more encompassing sustainability approach that is embedded into every aspect of the business.

The Group's goal is to align all businesses in all geographies to the highest sustainability standards. The focus and interventions will differ per business but will align to create a more sustainable and resilient Group.

## Sustainability

The development of our sustainability strategy aligns to and supports the Group strategy. The development of our strategies recognises the impact that our business has on people, the economy and the environment. As a result, we have categorised our contribution to the sustainable development agenda into four pillars, from which we can monitor the targets we have set for ourselves in line with the seven SDGs intricately linked to our business operations. These four focus areas which underpin our sustainability goals are:

1. Sustainable economic growth
2. Governance and compliance
3. Social responsibility
4. Environmental stewardship

See page 59 for the progress we have made on our commitments for the period leading to 2030.

Our approach to driving sustainability has focused on internal operations, but we have identified the amplified impact we could have by building sustainable practices across our value chain. We reviewed the practices of upstream suppliers, downstream routes-to-market and our customers. As a result, we implemented various programs to promote the adoption of sustainable practices, including incentivisation of role players for adoption greener and sustainable practices; and bringing activities in-house where appropriate e.g., power generation across various sites.

One downstream success is BME's award-winning used oil initiative which reuses almost 25-million litres of oil annually. Through this initiative, BME recycles and repurposes used oil as an agent into its emulsion explosives. In addition to the environmental contribution, the initiative further supports economic development through a

**Bernard Swanepoel**  
Chair of the SERC



network of 11 used oil collection and processing points around South Africa.

See page 81 for details.

Our commitment to creating a better world drives our continued investment in greener products and technologies, with the aim of reducing our impact on the environment. To this end, we have invested R58 million on a solar project, and together with the ability to produce electricity from excess process system from nitric acid plants (co-generation) and would supplement between 13% and

# MESSAGE FROM THE CHAIR OF THE SOCIAL, ETHICS AND RISK COMMITTEE continued



Leigh Koopman, laboratory supervisor at the Protea Chemicals Wadeville site, analysing a sample to ensure its correct composition.

50% of our electricity requirements at our Sasolburg plant. Other investments include the optimisation of the cooling tower cycles at the Sasolburg facility to reduce the water discharged by 44%. We recycled and reused 66 megalitres of water (FY2021: 51 megalitres).

Future focus areas include:

- Reinforce SHERQ practices across the Group
- Develop a culture of innovation in sustainability underpinned by quality and safety
- Enhance efficiencies and sustainability focus across the value chain
- Reduce our carbon footprint
- Manage utility supplier risks
- Continuously improve measures of progress against strategic targets
- Enhance customer value propositions

## Health and safety

While key health and safety metrics improved over the year (details on page 88), FY2022 was not a good year in terms of fatal and severe incidents. We are saddened by the loss of Kagiso Molefakgotla and Brentan Bowles, who both lost their lives while on duty. Kagiso lost his life in a road accident incident and Brentan sadly lost his life while working at our Sasolburg plant.

These fatalities and the two severe incidents we experienced are unacceptable. We conducted investigations into each of the incidents and management across the Group used the learnings to adjust operating processes for a safer working environment. A Group-wide safety stand-down took place on 31 May 2022 to call attention to our commitment to safety and a focus on Zero Harm. Zero Harm means there should be no accidents in our operations and no harm caused to our employees or contractors at our sites.

A culture of safety in our environment must be supported by enhanced security protocols with the use of technology. The initiatives implemented over the past year include the use of dash cams in all our vehicles, allowing us to monitor driver behaviour, investigate motor vehicle incidents and use the investigation outcomes to further improve our safety standards. We are also in the process of evaluating and upgrading the technology of our dash cams to enable more efficient management of safety standards for

our vehicles, drivers and the communities in which we operate. We have reduced and monitor driving at night, when the condition of our roads is an issue and motorists tend to be driving under the influence, and continue with our zero tolerance for driving under the influence for all Omnia colleagues.

When it comes to reducing workplace injuries and making work environments safe, the key is to keep moving forward. We continue to explore and invest in technology-driven solutions to learn about and implement innovative safety control measures across our operations. At Omnia our goal remains to cause Zero Harm and we keep learning and investing to make this a reality.

## Environment

Environmental stewardship is one of our four key sustainability pillars also embedded in executives' Key Performance Indicators (KPIs). Omnia's efforts are focused on minimising our environmental impact by conserving natural resources, protecting biodiversity, and combating pollution.

Our internal operational environmental stewardship efforts focus primarily on our impact on water, waste, energy, and air usage. The Group achieved mixed results over the review period:

- Despite a 5% increase in production volume, water use efficiency improved by 9% and energy efficiency improved by 6% compared to the previous reporting period
- Hazardous waste disposal volumes increased due to demolition and rehabilitation projects at Sasolburg, and the disposal of aged chemicals stock. All contaminated materials were appropriately disposed of
- Carbon emissions increased to 336 908 tonnes (FY2021: 261 500 tonnes), mostly due to lower efficiency in the conversion of the EnviNOx® emissions abatement system. This system was subsequently repaired

Our external environmental stewardship efforts focused on technology and product development to lower the downstream impact of our products:

- In the agriculture segment this includes precision agriculture, technology-optimising fertilizer use, and the development of greener products, (e.g. our liquid kelp extraction plant in Australia,

and our Chitostar biostimulant product which improves water use efficiency)

- At BME, proprietary technology enables better blasting precision and efficiency, minimising the environmental impact

 For more on Omnia's environmental performance, see page 70.

### Corporate citizenship

Omnia strives to be a responsible corporate citizen and to positively impact the communities within which we operate. We recognise that strong, engaging and productive relationships with our stakeholders are critical for the long-term sustainability of our business. The Group implemented a stakeholder engagement matrix, which identifies, evaluates and engages our stakeholders (including employees, customers, regulators, shareholders, society, trade unions, industry associations, suppliers, the media, and NGOs) to ensure their legitimate needs, interests, and expectations are considered in our planning and decision making.

During the financial year, we invested R28.7 million in socio-economic development with a primary focus in education and community development initiatives. Transformation remains a critical focus area for the committee and in an ongoing effort to progress Omnia's plans in terms of the requirements of the South African Broad-Based Black Economic Empowerment Act 53 of 2003. I am pleased to report that the Group retained its Level 2 B-BBEE status.

Furthermore, the board continued to focus on good governance with the guidance of the King IV™ principles. We achieved implementation of these principles through changes to our governing policies, underlying processes and systems. In line with our sustainability ambitions, SERC maintained oversight of incidents, lead indicators, the management of process and business continuity.

 For more on Omnia's social responsibility indicators, see page 77.

### Ethics management

We rolled out ethical conduct and decision-making programmes to further enhance an ethical culture within Omnia. As a result, unethical practices and stakeholder behaviours were identified and reported through various channels. This enabled us to investigate

and institute disciplinary action against staff and suppliers who contravened out ethical standards.

The delivery of our ethical standards across our business is driven by the implementation of a code of ethics and conduct, training of ethics and conflict of interest, a reassessment of our contracts and a declaration of interest management system. The tip-off hotline, which is open to the public and people inside our organisation, undergirds the enhanced management of ethics across our organisation.

We have aligned Omnia's code of ethics and conduct policy to the recommendations of the Organization for Economic Co-operation and Development (OECD). We manage our risk exposure through an anti-corruption and anti-bribery programme which evaluates potential hazards to country-specific, sectoral, third-party, business specific and other related risks. As part of our third-party risk management programme, we have a customer and business partner screening initiative that screens Omnia's database through a system known as World-Check which empowers us to evaluate potential risks to our business operations.

### Risk management

The SERC and AC have a joint mandate from the board to oversee the management of risk for the group. Whereas the AC oversees financial risks, the SERC mandate is to oversee the Group's safety and ethical risk exposure. The SERC oversees the management of a number of Omnia's top 10 risks (see page 63). Some of the remedial actions the committee oversees to minimise the potential impact on our business and stakeholders include:

- The investment in solutions to minimise business interruptions due to unplanned maintenance, deteriorating infrastructure and interrupted supply
- Ensuring that management incorporates the increased ESG requirements into the strategic ambitions of the business
- Ensuring SHEQ risks are addressed in line with internationally recognised standards, e.g. compliance with ISO 45001 (international standard on Occupational Health and Safety) and ISO 14001 (international standard on the effective environmental management systems)

- Providing oversight on the development of a shared Omnia ethics values-based culture and a diversified leadership capacity to lead the organisation in a manner which is appropriate for the territories we operate in
- Working with the AC to ensure that the business planning takes into consideration the impact of changing climate conditions on our business, its customers and stakeholders

The challenges the world is facing under the current economic environment from increasing geopolitical tensions, societal pressures and regulatory requirements highlight the importance of effective risk management practices. The Group continues to strengthen its risk management framework to monitor and manage the risks faced by the business.

 For more on Omnia's risk management practices, see page 62.

### Conclusion

Finally, we are pleased to see that despite the demanding environment Omnia management and staff find themselves operating in, there is a committed effort to contribute to the continuous and sustainable development of a Better World.



**Bernard Swanepoel**  
Chair of the SERC

29 July 2022

# SUSTAINABILITY

**Our goal** is to continuously strive to achieve **Zero Harm, Positive Impact** through responsible business practices, creating a **Better World**.

Our goal is underpinned by four key pillars of sustainable development and a set of sustainability commitments

| Pillar                      | Material focus area                                                                                                                                                        |
|-----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sustainable economic growth | <ol style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li>Economic productivity</li> <li>Sustainable and resilient agriculture</li> </ul> </li> </ol> |
| Governance and compliance   | <ol style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li>Stakeholder engagement</li> <li>Partnerships</li> </ul> </li> </ol>                         |
| Social responsibility       | <ol style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li>Safety, health and well-being of staff and communities</li> </ul> </li> </ol>               |
| Environmental stewardship   | <ol style="list-style-type: none"> <li> <ul style="list-style-type: none"> <li>Water</li> <li>Energy</li> <li>Climate change</li> </ul> </li> </ol>                        |



## OUR SUSTAINABILITY STRATEGY

We understand that to create a better world, we need cohesive efforts on a local and global scale. We therefore support and are committed to contributing to the United Nations Sustainable Development Goals (SDGs) as well as local development agendas where we operate.

Through our sustainability strategy process, we categorised our contribution to the SDGs as follows:

**Direct alignment:** The SDG is material to Omnia's core business and there are specific initiatives and targets set against the SDGs.



**Indirect alignment:** The SDG is embedded in Omnia's core business and covered in some form in policies or operational execution but no specific SDG targets are set as per UN guidelines.



\* While SDGs 9 and 12 are considered to have direct influence, specific targets were not set as we believe these are embedded within our business strategies. We set specific targets for the other seven priority SDGs.

## Our SDG-aligned sustainability targets monitor our efforts to contribute to a Better World.

| PILLAR                      | SDG                                                                                                                                                                                                                                                               | Material focus area                                    | Commitment                                                                                                                                                                                                                                           | Stretch goal/target                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | KPI                                                                                                                                                                                                                  | Progress                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Sustainable economic growth | <br>                                                                                            | Economic productivity                                  | <ul style="list-style-type: none"> <li>- Achieve higher levels of economic productivity through technology and innovation</li> <li>- Develop solutions to improve agricultural productivity and resilience</li> </ul>                                | <ul style="list-style-type: none"> <li>- Improve net income per employee by 20% over the next 10 years</li> <li>- Upskill and enable small-scale farmers with techniques to double their agricultural productivity against the FY2020 baseline by 2030</li> <li>- Improve the economic output of large-scale agricultural customers by 20% against the FY2020 baseline by 2030</li> <li>- Improve land and soil quality with solutions that are resilient to a changing climate and can help turn barren land into fertile land within 10 to 20 years</li> </ul> | <ul style="list-style-type: none"> <li>- Crop yield rate</li> <li>- Soil health prism measures</li> <li>- Number of solutions provided to farmers per financial year</li> <li>- Adoption rate of solution</li> </ul> | <ul style="list-style-type: none"> <li>- Food security is increasingly at risk as land available for production in traditional agricultural areas shrinks due to urbanisation, mining and industrialisation. Water becomes scarcer and changing global weather patterns disrupt agricultural production. Omnia's Agriculture segment is at the forefront of efforts to improve food security and crop yields with our unique Nutriology® offering.</li> </ul>  For more information on our progress during FY2022, see page 60. |
|                             |                                                                                                                                                                                                                                                                   | Sustainable and resilient agriculture                  |                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Governance and compliance   |                                                                                                                                                                                  | Stakeholder engagement                                 | <ul style="list-style-type: none"> <li>- Proactively engage stakeholders and develop partnerships to drive sustainable development</li> <li>- Participate in industry for effective and strategic review of legislation.</li> </ul>                  | <ul style="list-style-type: none"> <li>- Develop and foster partnerships to drive sustainable growth</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <ul style="list-style-type: none"> <li>- Number and type of partnerships</li> <li>- Stakeholder engagement plans developed and implemented</li> </ul>                                                                |  For more information on our progress during FY2022, see page 125.                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|                             |                                                                                                                                                                                                                                                                   | Partnerships                                           |                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Social responsibility       |                                                                                                                                                                                  | Safety, health and well-being of staff and communities | <ul style="list-style-type: none"> <li>- Foster a workforce that operates in a safe environment conducive to personal and professional growth and well-being</li> <li>- Support the growth of healthy, educated and resilient communities</li> </ul> | <ul style="list-style-type: none"> <li>- Reduce total injuries by 50% against the FY2020 baseline by 2030</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                             | <ul style="list-style-type: none"> <li>- Total number of injuries</li> <li>- Injury frequency rate</li> </ul>                                                                                                        | <ul style="list-style-type: none"> <li>- 92 injuries recorded (FY2020: 141)</li> <li>- 13 recordable cases reported (FY2020: 34)</li> <li>- Group RCR improved from 0.35 in FY2020 to 0.21 in the current year</li> </ul>  For more information on our progress during FY2022, see page 77.                                                                                                                                                                                                                                     |
|                             |                                                                                                                                                                                                                                                                   |                                                        |                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Environmental stewardship   | <br><br> | Water                                                  | <ul style="list-style-type: none"> <li>- Maintain a healthy environment through efficiency and reduced reliance on natural resources</li> </ul>                                                                                                      | <ul style="list-style-type: none"> <li>- Reduce absolute water use from natural resources by 15% against the FY2020 baseline by 2030</li> <li>- Reduce discharge by 15% against the FY2020 baseline by 2030</li> <li>- Increase water recycling by 15% against the FY2020 baseline by 2030</li> </ul>                                                                                                                                                                                                                                                            | <ul style="list-style-type: none"> <li>- Water use (kℓ)</li> <li>- Water discharge (kℓ)</li> <li>- Water recycling (%)</li> </ul>                                                                                    | <ul style="list-style-type: none"> <li>- No reduction in absolute water use from natural resources against the FY2020 baseline of 1 857 megalitres</li> <li>- 68% reduction in discharge against the FY2020 baseline of 553 megalitres</li> <li>- 6% decrease in water use against the FY2020 baseline of 1 857 megalitres</li> </ul>  For more information on our progress during FY2022, see page 70.                                                                                                                       |
|                             |                                                                                                                                                                                                                                                                   | Energy                                                 |                                                                                                                                                                                                                                                      | <ul style="list-style-type: none"> <li>- Reduce energy use by 20% against the FY2020 baseline by 2030</li> <li>- Increase the energy efficiency of our products by 25% against the FY2020 baseline by 2030</li> <li>- Increase renewable energy consumption by 15% against the FY2020 baseline by 2030</li> </ul>                                                                                                                                                                                                                                                | <ul style="list-style-type: none"> <li>- Energy use (GJ) per tonne</li> <li>- Renewable energy use (GJ)</li> </ul>                                                                                                   | <ul style="list-style-type: none"> <li>- 23% decrease in energy use/tonne manufactured against the FY2020 baseline of 0.38 GJ</li> <li>- 100% increase in renewable energy use (GJ) against the FY2020 baseline of 91MWh</li> </ul>  For more information on our progress during FY2022, see page 71.                                                                                                                                                                                                                         |
|                             |                                                                                                                                                                                                                                                                   | Climate change                                         |                                                                                                                                                                                                                                                      | <ul style="list-style-type: none"> <li>- Reduce GHG emissions by 25% against the FY2020 baseline by 2030</li> <li>- Develop solutions to adapt to the effects of a changing climate</li> </ul>                                                                                                                                                                                                                                                                                                                                                                   | <ul style="list-style-type: none"> <li>- GHG emissions (tCO<sub>2</sub>e)</li> <li>- Number and type of solutions</li> </ul>                                                                                         | <ul style="list-style-type: none"> <li>- 46% decrease in GHG emissions (tCO<sub>2</sub>e) against the FY2020 baseline of 624 590tCO<sub>2</sub>e</li> <li>- Six new products have been submitted for registration</li> </ul>  For more information on our progress during FY2022, see page 72.                                                                                                                                                                                                                                |

# SUSTAINABILITY continued

## CASE STUDY

### Nutriology® creates agricultural excellence

At Omnia, we believe in a holistic approach to managing crops. To achieve this, we follow the Nutriology® concept, taking an active interest in the growth of the crop – from before planting to after the harvest. Through Nutriology®, we focus on the various elements that lead to agricultural excellence whether it refers to our product quality, relationships, facilities or technology.



Omnia Nutriology® is a holistic value proposition delivered to clients across our markets.

Our Agriculture segment is at the forefront of efforts to improve food security and crop yields with our unique Nutriology® offering. Omnia provides the following support to farmers (customers):

- **Agronomical expertise:** More than 100 agricultural agronomists and specialists are employed to offer technical advice and expertise to farmers
- **OmniPrecise®:** Through precision agriculture, soil samples are profiled and this information is converted into maps to identify productive and non-productive areas in any field. Precision agriculture helps the farmer to identify these areas and to manage them accordingly. The farmer and the dedicated Omnia agronomist are enabled to make informed decisions
- **OmniSap®** (often referred to as the “blood test” of plants): Samples enable growers to detect nutrient deficiencies and imbalances in the very early stages of plant growth. By optimising fertilizer use, OmniSap® also advocates responsible use, thereby protecting the environment
- **OmniBio™:** This analysis provides the farmer with a crop-specific proposal, focusing on the major biological indicators found in the soil. This technology provides an exclusive microbial assessment to the farm, potentially increasing yields, giving farmers better quality crops, helping plants resist disease and stress, and most importantly, understanding the soil's microbial life for improved, sustainable crop management
- **OmniPivot™:** This solution provides continuous monitoring of any fertigation system with configured intelligence to ensure that operation of the system in general and all its components are within the desired range for optimum water-use efficiency and productivity

In addition, we developed in-house technology for the extraction of a liquid kelp product, which is currently being commercialised in Morwell, Australia. Construction of the plant is complete and commissioned. This allows Omnia Australia to access a bigger part of the value chain and supply a superior product made from a sustainably harvested raw material.

Our Chitostar product is a chitosa-based biostimulant formulated in-house, and then tested and registered as a group 3 product. The product showed excellent improvements in water-use efficiency for a variety of crops which can reduce the farmer's risk under adverse weather conditions.

In our efforts to expand Omnia's microbiological product range, a soybean inoculant was sourced and is currently being rolled out as part of our agronomists' Nutriology®-based solution offering.



Each granule of Omnia's fertilizers contain exactly the same amount and ratio of plant nutrients.

## Supporting youth development and employability

Omnia has partnered with Primestars since 2019, providing funding for Youth Development programmes for high school learners from underserved communities. By applying an “Educational Theatre of Learning” approach, films and TV shows are applied to the school curriculum, creating an entertaining and enjoyable way to process and retain information.

Omnia has contributed to three areas of the programme in locations where Omnia’s communities reside:

- **My Future, My Career – career guidance:** The programme provides Grade 9 to 12 learners with an understanding of the requirement for various career opportunities to prepare themselves for the transition into the “world of work”, helping them to realise their career ambitions, while simultaneously strengthening the skills base of our country. The project showcased more than 115 career choices available across 16 industries targeted at schools in Omnia’s communities. Through our direct participation, and the support of the Chemical Industries Education and Training Authority (CHIETA), we supported learners to understand both academic and personality requirements for each career and a better understanding of what to expect in the workplace. Since its inception, My Future, My Career has reached approximately 314 000 learners nationally.

- **eduCate – matric math and science revision:** In 2021, 24 977 matric students attended the maths and science revision programme in cinemas. An additional 4 030 students from rural schools were able to benefit from this initiative, as the module was delivered to 94 rural schools with no access to cinemas. The development and roll-out of the programme’s digital platforms have grown significantly. In 2021 50 999 learners accessed the WhatsApp platform and 6 000 the online platform to access revision materials and guidance.

The 2021 impact report demonstrates a continued mark improvement over the national average, with a minimum average improvement in participating school marks of 10% and over 20% at the higher end. This is a significant achievement in under-resourced public schools and outlying rural schools, a target base for the Department of Basic Education. The programme has been running for over 10 years and will remain a strategic collaboration for Omnia given the importance of these subjects in the fields of manufacturing, chemistry, and engineering.

- **Step Up 2 A Green Start Up – youth entrepreneurship:** In 2021 Omnia was a core sponsor of the Primestars’ youth entrepreneurship programme that was titled “Step Up 2 A Green Start Up.” This programme aligned with Omnia’s focus on environmental sustainability, supporting livelihoods and entrepreneurial skills development amongst the youth. The programme aims to inspire and educate school-going learners about the fundamentals of entrepreneurship and the exciting opportunities that exist therein. We believe that just as entrepreneurs change the face of business, social entrepreneurs act as the change agents for society for the better.

Omnia has committed to further support these programmes in FY2023, as we support the skilling and development of our youth that will result in valuable employment opportunities in the future.



Omnia supports education in maths, science and green entrepreneurship.



## Social responsibility

### Commitment

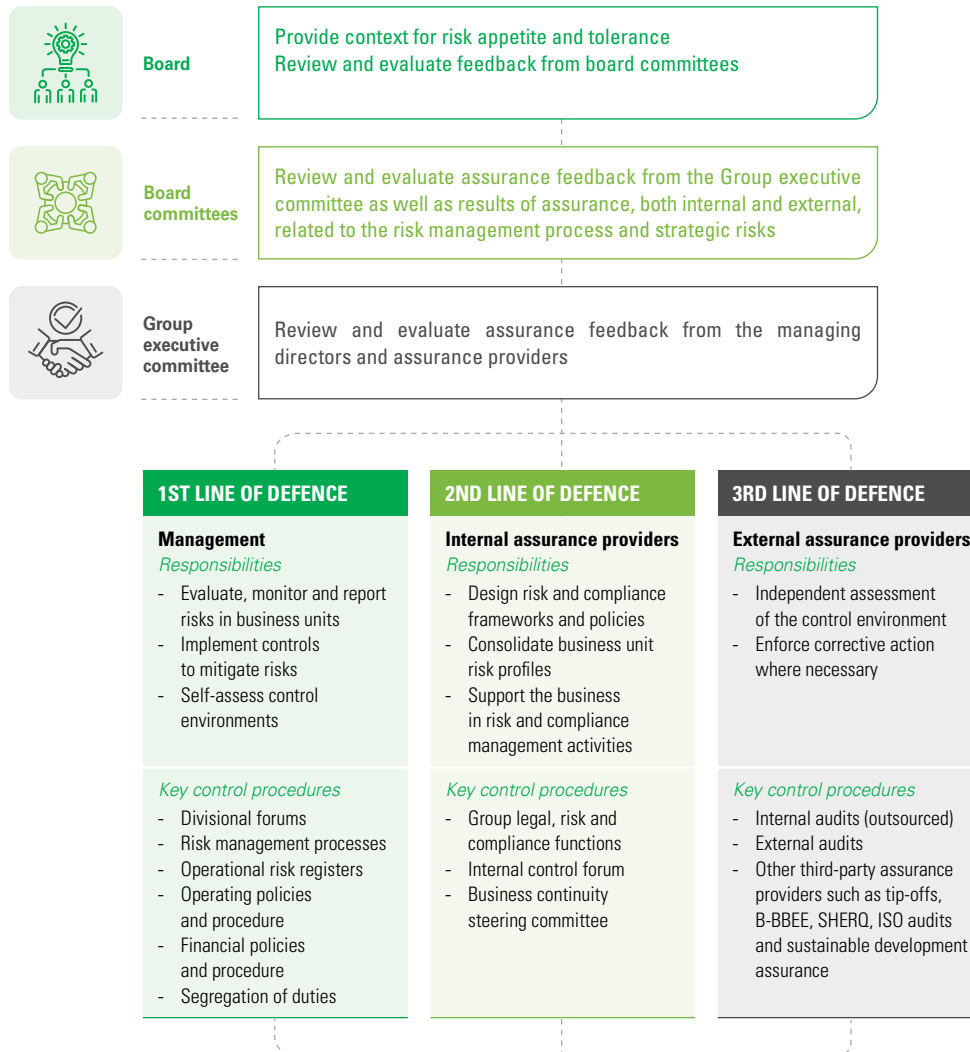
- Support the growth of healthy, educated and resilient communities
- Foster a workforce that operates in a safe environment conducive to personal and professional growth and well-being



# MANAGING OUR RISK AND OPPORTUNITIES

## GOVERNANCE OF RISK

The Group's risk governance and combined assurance model is reflected below.



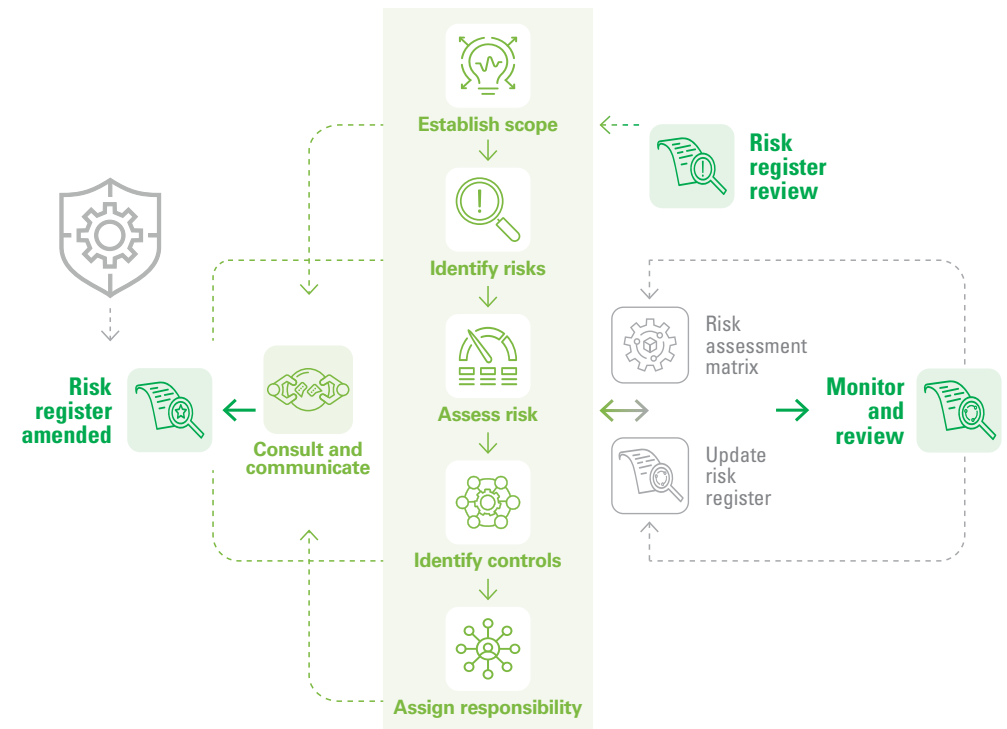
## STRATEGIC RISK MANAGEMENT

The business environment is challenging given the geopolitical tensions in the global economy and the impact of the global pandemic, resulting in persistent fluctuations and uncertainty coupled with ever-increasing regulatory requirements.

## MANAGING OUR RISKS AND OPPORTUNITIES

Management of risk is an essential element of sound corporate governance and crucial to achieving Omnia's strategic and business objectives to create sustainable value for all stakeholders.

### Omnia's approach to risk management



## TOP STRATEGIC RISKS FACING THE BUSINESS

As part of the risk assessment process, risks are assessed over the short, medium, and long term. The assessments are conducted taking scenarios with no controls to mitigate the **INHERENT** risks. To assess the **IMPACT** and **LIKELIHOOD** of each event and effectively manage the risks and opportunities identified, a holistic principle level approach is followed. Once all appropriate controls and mitigation measures have been identified, the risks are rated to obtain the **RESIDUAL** rating. This process is summarised below with the current top 10 risks listed and shown on the chart. The risks identified are reviewed regularly and are outlined individually in one-page details that follow.

### Risks identified

Link to Omnia capital:

- Financial
- Human
- Manufactured
- Intellectual
- Natural
- Social and relationship

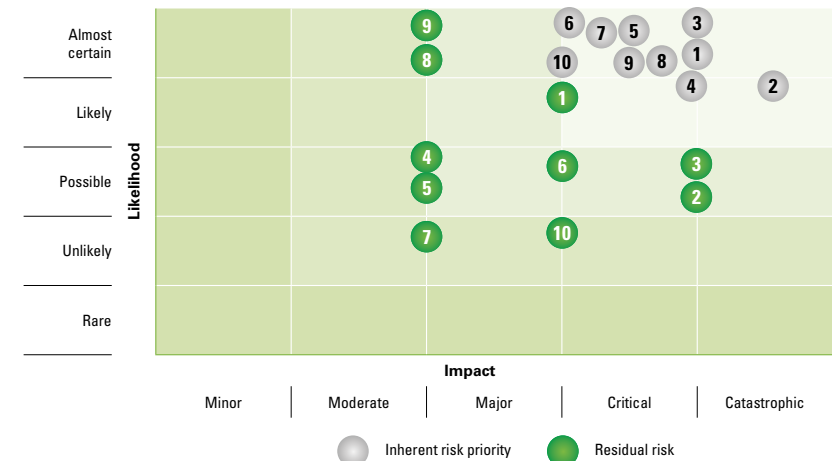
#### Inherent risk exposure

- Identify root causes
- Consequences of the risk
- Impact of the risk
- Likelihood of the risk

#### Residual risk exposure

- Current business processes/controls in place to manage identified risks
- Perceived control effectiveness

### RISK MATRIX



## Top 10

- |   |                                                         |    |                                                                          |
|---|---------------------------------------------------------|----|--------------------------------------------------------------------------|
| 1 | Uncertainty about macro-economic environment            | 6  | Regulatory and legal non-compliance                                      |
| 2 | Unscheduled business/production interruption            | 7  | Ability to attract and retain critical talent                            |
| 3 | Catastrophic safety, health and environmental incidents | 8  | Ability to adapt to continuously evolving digital environment            |
| 4 | Increase in geopolitical and socio-economic instability | 9  | Unpredictable weather events and cycles                                  |
| 5 | ESG failure                                             | 10 | Failure to anticipate and manage exposures associated with third parties |

Each of the 10 identified risks are discussed in more detail below in the context of how these have changed, their causes, mitigating actions and opportunities, the effect on the organisation's capital and the various strategic objectives impacted.

↑ Exposure increased

↓ Exposure reduced

↔ Exposure unchanged

○ New or reintroduced risk

| Financial capital                                                                            | Human capital | Manufactured capital | Intellectual capital | Natural capital | Social and relationship capital |
|----------------------------------------------------------------------------------------------|---------------|----------------------|----------------------|-----------------|---------------------------------|
| Material matter link                                                                         |               |                      |                      |                 |                                 |
| Described for each identified risk                                                           |               |                      |                      |                 |                                 |
| Capitals impacted                                                                            |               |                      |                      |                 |                                 |
| As shown in the legend on top                                                                |               |                      |                      |                 |                                 |
| Strategic objectives impacted                                                                |               |                      |                      |                 |                                 |
| Operational effectiveness<br>Innovative solutions<br>Geographical expansion and acquisitions |               |                      |                      |                 |                                 |

# MANAGING OUR RISK AND OPPORTUNITIES continued

## ↑ 1 UNCERTAINTY ABOUT MACRO-ECONOMIC ENVIRONMENT (2021: 3)

### Cause

- Volatile commodity prices can negatively impact manufacturing, supply chain and sales operations
- Continued escalated level of commodity prices resulting in affordability concerns
- Movements in exchange rates over the Group's extended supply chain cycle during uncertain economic times can negatively impact profitability
- Continued economic slowdown and social upheaval, resulting in global reduction in demand
- Increase in worldwide inflationary pressures resulting in higher cost to operate

### Mitigating actions and opportunities

- Designing and implementing a balanced business portfolio with greater geographic, customer and product diversification
- Strengthened supply chain and stock management process to manage business in more responsive manner
- Developing and implementing a strategic risk programme and channels to proactively identify and manage potential risks and opportunities affecting the Omnia strategic objectives
- Our treasury policy includes clear hedging strategies to minimise foreign exchange exposure and liquidity risk
- Obtaining credit insurance and security supported by a robust credit management policy

### Material matter link

- Challenging and volatile macro- and socio-economic context (including South African and non-South African contexts)

### Capitals impacted



### Strategic objectives impacted

- Innovative solutions
- Geographical expansion and acquisitions

### Likelihood

Likely

### Impact

Major – critical

## ↓ 2 UNSCHEDULED BUSINESS/PRODUCTION INTERRUPTION (2021: 1)

### Cause

- Unplanned manufacturing interruptions such as machinery breakdowns
- Labour and social unrest, including community protests, could result in production delays and/or stoppages
- Load shedding leading to unavailability of essential utilities and services
- Deteriorating quality of road and port infrastructure, especially in Africa, could negatively impact operations, raw material and product supply chain

### Mitigating actions and opportunities

- Executing our strategy to optimise our supply chain and manufacturing operating model to minimise interruption particularly in Sasolburg
- Planning manufacturing shutdowns, and implementing and monitoring preventative maintenance
- Ongoing stakeholder engagement activities, including community involvement and support, operating forums with management and labour unions
- Proactive participation in the bargaining council and labour negotiations
- Continue to explore and implement alternative stand-by/back-up power, co-generation and renewable capabilities

### Material matter link

- Evolving human capital needs
- Building operational resilience
- Ensuring business model resilience and strategic delivery

### Capitals impacted



### Strategic objectives impacted

- Operational effectiveness

### Likelihood

Possible

### Impact

Critical – catastrophic

### ↑ 3 CATASTROPHIC SAFETY, HEALTH AND ENVIRONMENTAL INCIDENTS (2021: 4)

#### Cause

- We use various hazardous and non-hazardous materials in the manufacturing process. Safety and plant incidents, including injuries and fatalities, negatively impact our operations, reputation and people
- COVID-19 impacts business operations, supply chain and employee safety, health and wellness

#### Mitigating actions and opportunities

- The investigation outcomes from the fatal and serious incidents experienced have been used to implement safer operating processes and technologies to protect our people in our pursuit of Zero Harm

- Regularly monitoring and mitigating COVID-19 impacts through implementation of protocols and compliance with the protocols in the workplace as governed by legislation
- Implementing and adhering to SHERQ management systems, protocols, procedures and requirements (including ISO 45001 and ISO 14001 certification and compliance)
- Incident response and management process have been strengthened
- Increased prioritisation on a safety focused culture within Omnia through identification and reduction of certain high-risk practices e.g. monitoring and reducing night-time driving
- Major hazard installations (MHI) regulations management processes and technologies to protect our people in our pursuit of the implementation and compliance with protocols

#### Material matter link

- Evolving human capital needs
- Building operational resilience

#### Capitals impacted



#### Strategic objectives impacted

- Operational effectiveness

#### Likelihood

Possible

#### Impact

Critical – catastrophic

### ↑ 4 INCREASE IN GEOPOLITICAL AND SOCIO-ECONOMIC INSTABILITY (2021: 7)

#### Cause

- Geopolitical conflicts increase the pressure on supply chain stability and related costs
- Impact on the demand due to economic and political uncertainty
- Physical threat to employees

#### Mitigating actions and opportunities

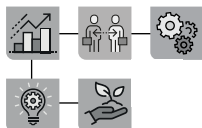
- Our diversified and integrated manufacturing and supply chain operating model combined with import capabilities reduce exposures

- We keep abreast of the political climate in our operating countries by engaging with legal entities and receiving regular feedback from our in-country representation
- Diversification of key input providers and supply chains
- Ongoing daily monitoring of supply chains and access routes to markets
- Emergency response plans

#### Material matter link

- Challenging and volatile macro- and socio-economic context (including South African and non-South African contexts)

#### Capitals impacted



#### Strategic objectives impacted

- Geographical expansion and acquisitions

#### Likelihood

Possible

#### Impact

Moderate – major

# MANAGING OUR RISK AND OPPORTUNITIES continued

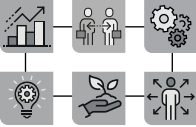
## ↓ 5 ESG FAILURE (2021: 2)

### Cause

- Not aligning with ESG standards and goals to meet stakeholder requirements and expectations
- Non-compliance may lead to fines, penalties and reputational damage
- Increased legislation and activism around climate change puts pressure on Omnia to lead by example

### Mitigating actions and opportunities

- Incorporating sustainability into our strategic ambitions
- Continuously engaging with our communities through CSI projects, support and empowerment programmes
- Engaging with government on regulatory and policy changes
- Participating in key industry associations and aligning with global best practice

| Material matter link                                                                                                                                   | Capitals impacted                                                                 | Strategic objectives impacted                                                                                                                                    | Likelihood | Impact           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------|
| <ul style="list-style-type: none"> <li>- Building operating resilience</li> <li>- Ensuring business model resilience and strategic delivery</li> </ul> |  | <ul style="list-style-type: none"> <li>- Operational effectiveness</li> <li>- Innovative solutions</li> <li>- Geographical expansion and acquisitions</li> </ul> | Possible   | Moderate – major |

## ↔ 6 REGULATORY AND LEGAL NON-COMPLIANCE (2021: 6)

### Cause

- Complex statutory and regulatory universe across the world resulting in non-compliance with local laws and regulations
- Government action could cause changes in local and global legislative environments such as employment requirements, export/import tariffs and tax regimes, which could constrain Omnia's businesses

### Mitigating actions and opportunities

- Dedicated risk, compliance and legal functions to manage environment
- Designing, managing and monitoring business systems and processes to ensure compliance with relevant statutory and regulatory laws
- Legislative advocacy, such as Chemical Allied and Industries Association (CAIA), Business Unity South Africa (BUSA), government interactions, etc

| Material matter link                                                                           | Capitals impacted                                                                   | Strategic objectives impacted                                                                                                    | Likelihood | Impact           |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|------------|------------------|
| <ul style="list-style-type: none"> <li>- Ensuring world-class governance and ethics</li> </ul> |  | <ul style="list-style-type: none"> <li>- Operational effectiveness</li> <li>- Geographical expansion and acquisitions</li> </ul> | Possible   | Major – critical |

## 7 ABILITY TO ATTRACT AND RETAIN CRITICAL TALENT (INCLUDING EMBEDDING ORGANISATIONAL CULTURE AND VALUES) (2021: 10 AND 9)

### Cause

- Attracting and retaining technical skills core to our business and strategy are critical to ensure consistency and efficiency in production, product innovation and meeting customer needs
- The successful delivery of our strategic goals relies on our people, their expertise and the way we collaborate. Our footprint and operating model promote diverse culture and operational standards

### Mitigating actions and opportunities

- Revising and implementing appropriate HR policies and guidelines to strengthen our human capital base, while supporting and developing our people
- Retaining critical and scarce skills through a mix of short and long-term rewards programmes and talent management programmes
- Improving reward and recognition management
- Developing our management capacity and succession planning through:
  - » Visible felt leadership and leadership development

#### Material matter link

- Evolving human capital needs

#### Capitals impacted



#### Strategic objectives impacted

- Operational effectiveness
- Innovative solutions
- Geographical expansion and acquisitions

#### Likelihood

Unlikely

#### Impact

Moderate – major

## 8 ABILITY TO ADAPT TO CONTINUOUSLY EVOLVING DIGITAL ENVIRONMENT (2021: 8)

### Cause

- Our ability to remain competitive and attract and retain customers is impacted by identifying and responding timeously to changing customer product and service needs and evolving technology solutions
- Cyber threats are increasingly prevalent with the advancement of technology, resulting in an increased focus on cyber resilience

### Mitigating actions and opportunities

- Understanding and responding to customer needs timeously through our customer engagement processes using digitised focused solutions
- Ongoing product investment and research in the agriculture and mining sectors
- Replatforming of the enterprise management system
- Increasing use of digital risk awareness training and implementation of escalation processes
- Protecting information and data security through POPI and IT procedures, the data privacy readiness programme, compliance, training and awareness

#### Material matter link

- Building operational resilience



#### Strategic objectives impacted

- Operational effectiveness
- Innovative solutions

#### Likelihood

Almost certain

#### Impact

Moderate – major

# MANAGING OUR RISK AND OPPORTUNITIES continued

## 9 UNPREDICTABLE WEATHER EVENTS AND CYCLES (2021: 5)

### Cause

- Climate change and extreme weather events affect farmers, a key customer and source of product demand for Omnia's Agriculture segment. This impacts operations and profitability by, for example, reducing crop and livestock yields as well as output from fisheries and aquaculture
- Unforeseen weather conditions can impact diminishing mining production and arable land, especially in Africa
- Could lead to interruption in supply chain

### Mitigating actions and opportunities

- Adhering to internationally accepted recommendations such as TCFD to address climate-related risks and opportunities
- Ongoing business planning based on business impact warming assessments and response requirements
- Climate scenario planning using remote sensing, changing weather patterns and Nutriology® tools
- Implementing business planning and customer support through analytical and predictive tools and technologies
- Contribute to global initiatives to slow down global warming through various initiatives, including reduction of carbon emissions through GHG abatement technologies
- Understanding the climate in different markets and geographies where Omnia operates

### Material matter link

- Building operational resilience
- Ensuring business model resilience and strategic delivery

### Capitals impacted



### Strategic objectives impacted

- Operational effectiveness
- Innovative solutions
- Geographical expansion and acquisitions

### Likelihood

Almost certain

### Impact

Moderate – major

## 10 THIRD-PARTY RISK (NEW)

### Cause

- We are exposed to risks related to doing business with third parties including customers, suppliers and vendors across the different countries in which Omnia operates. These include financial, reputational, legal and regulatory, and operational risks
- Third parties may not align with our values, and social and environmental standards
- Sanctioned third parties may expose Omnia to reputation risk

### Mitigating actions and opportunities

- Managing suppliers through the supplier code of conduct, service level agreements and regular audits
- To be a preferred business partner for suppliers, we must be able to anticipate and manage the associated risks
- Increased "Know Your Client" and supplier processes including increased engagement with third parties
- Evaluation of potential risks through screening of customers and other third parties using specialist technology

### Material matter link

- Increasing stakeholder expectations

### Capitals impacted



### Strategic objectives impacted

- Operational effectiveness
- Geographical expansion and acquisitions

### Likelihood

Unlikely

### Impact

Major – critical

# PROTECTING OUR NATURAL CAPITAL



## ENVIRONMENTAL PERFORMANCE



**Australian Morwell plant expansion:** Liquid kelp facility commissioned and employee training underway. Leonardite storage area increased and water treatment projects implemented



**Protea Chemicals:** Distributor in Africa of HydroEnergy™ for powering hydrogen fuel cells in renewable energy applications



**Group GHG emissions** increased to 336 908 tCO<sub>2</sub>e (FY2021: 261 500 tCO<sub>2</sub>e) due to an increase in production volumes and a drop in conversion efficiency of the emission abatement system



**Sasolburg plant:** Renewable energy and water management projects in construction phase and 340 trees planted

The Sasolburg solar PV plant is the largest own-use NERSA registered project in South Africa



**BME:** Allocation of capital to enhance the used oil recycling capacity



We are committed to improving our environmental impact management and the longer-term goal of developing a sustainable business. Omnia works in partnership with others to promote environmental care, increase understanding of environmental issues and share good practice.



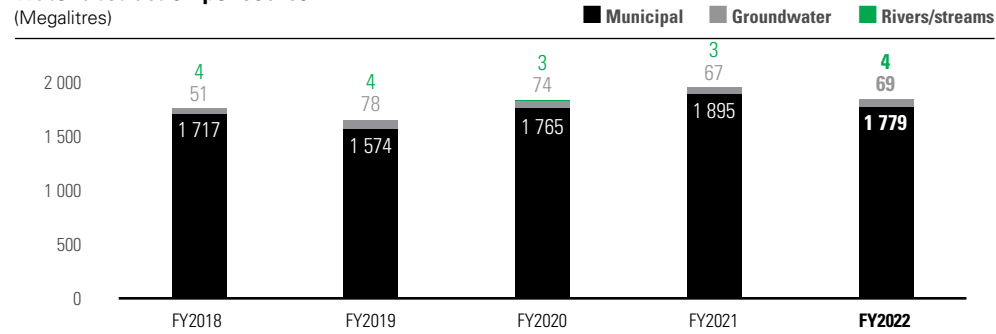
Managing our environmental impact, with a focus on the safety of our people.

# PROTECTING OUR NATURAL CAPITAL continued

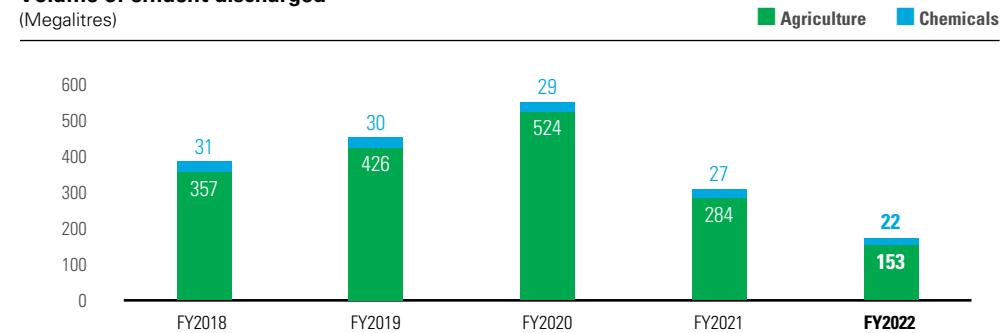
## WATER MANAGEMENT

Many challenges regarding water management continue to face the world. Some of the primary difficulties may include limited physical resources, a long cycle of inadequate rainfall, increased demands, lack of adequate supply and erratic weather patterns such as the devastating floods that took place in KwaZulu-Natal. These are complex challenges that require dedicated and focused attention. We realise that in many of the areas in which we operate, there are great constraints related to water and are committed to continuous improvement in our approach to water management.

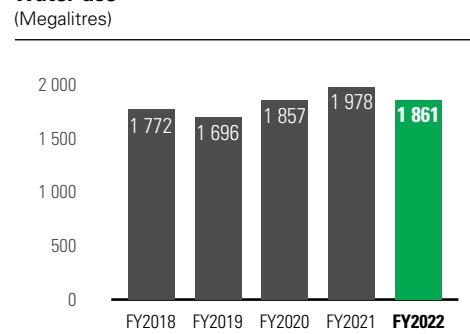
### Water abstraction per source



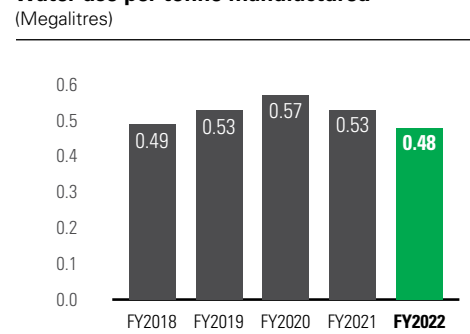
### Volume of effluent discharged



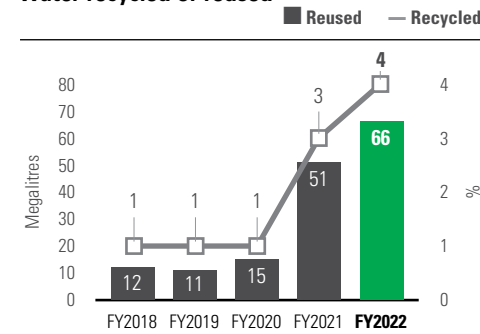
### Water use



### Water use per tonne manufactured



### Water recycled or reused

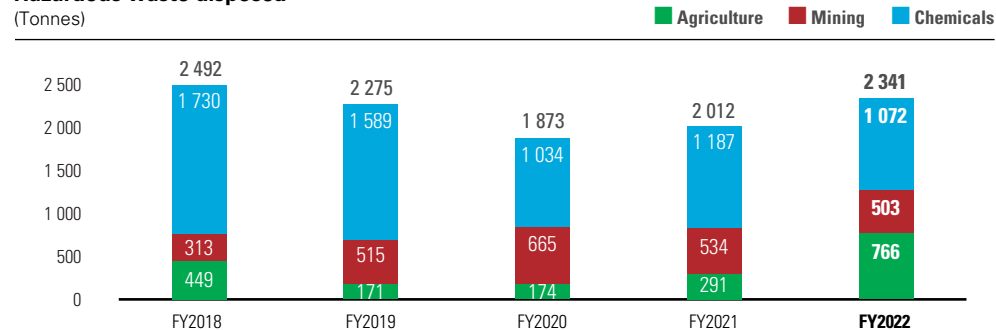


Nthabiseng Makhine, an OmniBio intern at the Sasolburg plant.

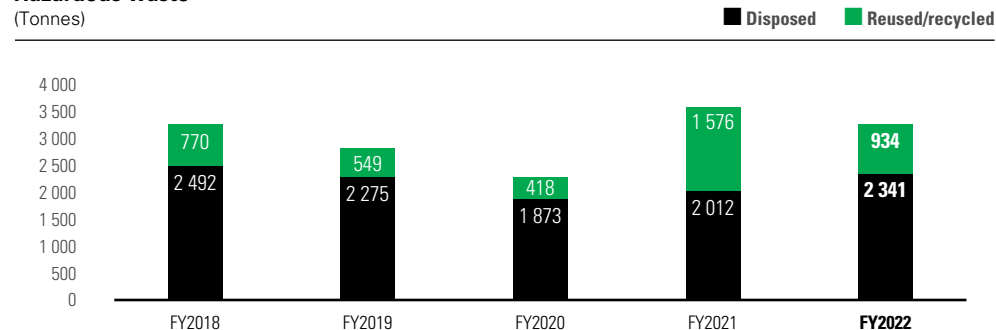
## WASTE MANAGEMENT

As part of the Group's ongoing drive to improve resource efficiency, our segments are actively engaged in waste recycling. Based on the nature of hazardous chemical waste, recycling or reusing such material is not always possible.

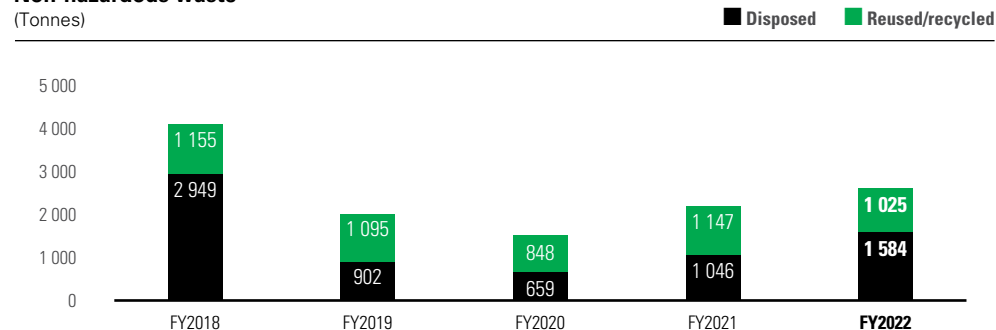
### Hazardous waste disposed



### Hazardous waste



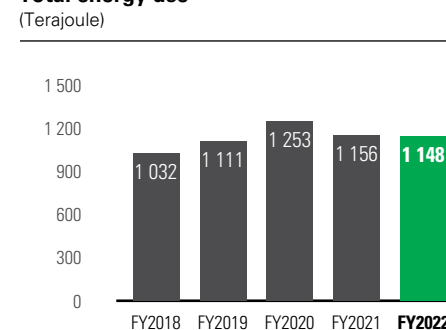
### Non-hazardous waste



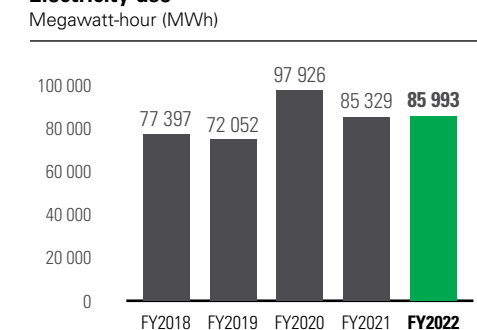
## ENERGY MANAGEMENT

Energy security and efficiency are considered important business drivers for the Group. We strive to continuously improve the efficiency of all our manufacturing facilities in support of responsible consumption.

### Total energy use\*

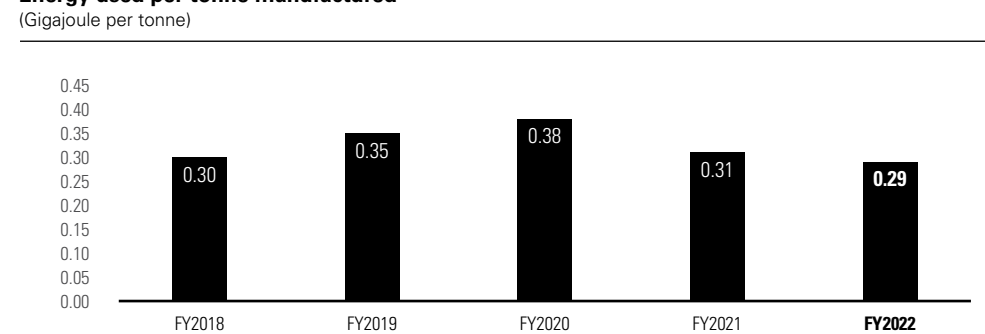


### Electricity use



\* Represents the historic annual usage after correcting a conversion coefficient which inadvertently resulted in imprecise representations in prior reports.

### Energy used per tonne manufactured



# PROTECTING OUR NATURAL CAPITAL continued

## CARBON MANAGEMENT

### Carbon footprint

We report on Scope 1 and Scope 2 emissions categories in terms of the GHG Protocol, as the GHG categories we have influence and control over.

Omnia's GHG inventory calculation was based on the operational control approach. Omnia records and accounts for emissions from facilities, sites, or operations over which we have operational control – or the authority to introduce and implement our operating policies.

We include the following from Omnia business operations:

- Emissions from the combustion of fuels, including diesel, light fuel oil, coal and natural gas
- Process emissions from nitric acid (HNO<sub>3</sub>)
- Emissions associated with the production, transmission and distribution of electricity from the national grid as well as purchased steam and natural gas

The Group's carbon footprint over the past five years is summarised below:

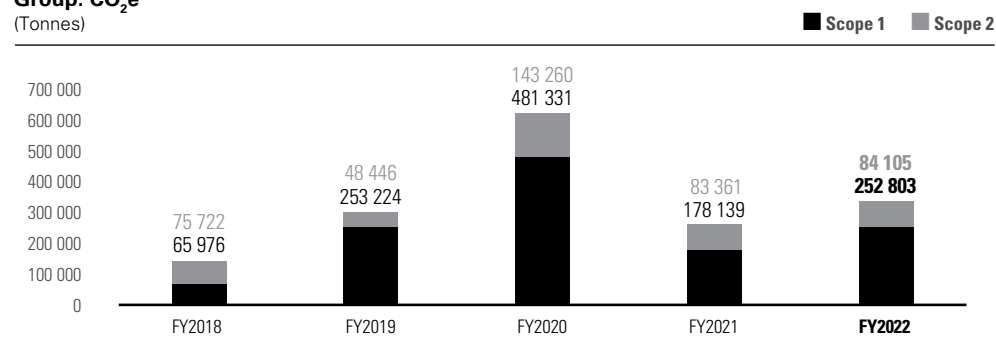
|              | FY2022         | FY2021         | FY2020         | FY2019         | FY2018         |
|--------------|----------------|----------------|----------------|----------------|----------------|
| Scope 1      | 252 803        | 178 139        | 481 331        | 253 224        | 65 976         |
| Scope 2      | 84 105         | 83 361         | 143 260        | 48 446         | 75 722         |
| <b>Total</b> | <b>336 908</b> | <b>261 500</b> | <b>624 591</b> | <b>301 670</b> | <b>141 698</b> |

|          | FY2022  | FY2021    | FY2020  | FY2019 | FY2018 |
|----------|---------|-----------|---------|--------|--------|
| Scope 3* | 737 443 | 1 223 076 | 770 803 | 10 390 | –      |

\* Scope 3 reporting, not included in the external assurance process, is progressively improving.

### Group: CO<sub>2</sub>e

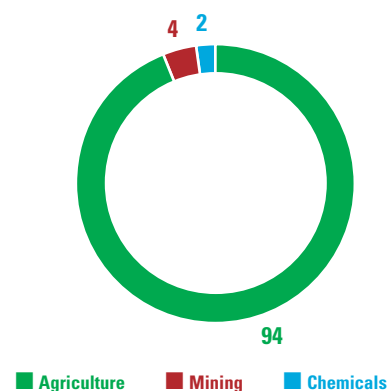
(Tonnes)



Emissions of nitrous oxide (NO<sub>x</sub>) and nitrous oxide (N<sub>2</sub>O) are reduced to impact positively towards the improvement of the air quality of the Sasolburg area.

### Total GHG emissions by segment

(%)



## CDP VOLUNTARY DISCLOSURES

The CDP (formerly the Carbon Disclosure Project) is an organisation based in the United Kingdom which works with shareholders and corporations to disclose the GHG emissions of major corporations. As disclosure of emission-related data is the CDP's primary activity, the quality of the data reported to CDP is key. The CDP currently has the largest database of primary corporate climate change information in the world provided by companies voluntarily. The CDP's work with water security motivates companies to disclose and reduce their environmental impacts.

The CDP scores are indicative of performance in the various segments as follows:

- Leadership (A/A-): Implementing current best practices
- Management (B/B-): Taking coordinated action on climate change issues
- Awareness (C/C-): Knowledge of impacts on and of climate change issues
- Disclosure (D/D-): Transparent about climate change issues
- F: Failure to provide sufficient information to CDP to be evaluated for this purpose

Our scores for the disclosures are indicated below:

### Omnia's CDP scores

|      | Climate change | Supplier engagement | Water security |
|------|----------------|---------------------|----------------|
| 2021 | C              | B                   | B              |
| 2020 | B-             | B                   | A-             |
| 2019 | C              | B                   | B              |
| 2018 | B              |                     | B              |
| 2017 | B              |                     | A              |

## TCFD-RECOMMENDED DISCLOSURES

### Introduction

In 2015, the Financial Stability Board (FSB) established the industry-led Task Force on Climate-related Financial Disclosures (TCFD or Task Force) to develop climate-related disclosures that could promote more informed investment, credit [or lending], and insurance underwriting decisions and, in turn, would enable stakeholders to understand better the concentrations of carbon-related assets in the financial sector and the financial system's exposures to climate-related risks.

The TCFD calls on companies to make disclosures in the following areas, within their mainstream annual reports:

- Governance – management and the Board's role in assessing, managing, and overseeing climate-related risks and opportunities
- Strategy – approach to risks and opportunities, including how they could impact your business model
- Risk management – how risks are identified and managed
- Metrics and targets – metrics and targets used to assess strategy and risk

Below is a summary of Omnia's application of the TCFD recommended disclosures.



Page

|                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |            |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| <b>Governance</b>          | <p><b>The board's oversight of climate-related risks and opportunities</b></p> <p>Our board is responsible for Omnia's risk management practices, supported by the SERC and the AC. The board and committees provide leadership to implement the principles of good corporate governance across Omnia, ensuring decisions and actions are based on integrity, accountability, equality and transparency.</p> <p><b>Management's role in assessing and managing climate-related risks and opportunities</b></p> <p>Omnia's governance mechanisms ensure that the most senior leaders within the business are regularly and accurately informed of the most important climate-related risks and opportunities.</p> <p>Sustainability management is delegated to the Group executive: sustainability who has operational responsibility for sustainability and environmental issues, supported by the divisional safety, health, environment, risk and quality (SHERQ) managers.</p> | 125 to 132 |
| <b>Strategy</b>            | <p><b>Climate-related risks and opportunities identified over the short, medium and long term</b></p> <p>Omnia recognises the risk presented by climate change and has taken significant action to reduce GHG emissions.</p> <p>Specific climate change aspects influencing Omnia's strategy include:</p> <ul style="list-style-type: none"> <li>- Increasing legislative developments that will result in a future price on carbon driving the need for a reduction in emissions</li> <li>- Increased legislative developments mandating accurate reporting of GHG emissions</li> </ul> <p>Omnia has embarked on the journey to formalise our climate change policy.</p>                                                                                                                                                                                                                                                                                                         | 69 to 75   |
| <b>Risk management</b>     | <p><b>Processes for identifying, assessing and managing climate-related risks</b></p> <p>Risk is carefully managed across the organisation to identify, assess, quantify and mitigate events. The Group harnesses opportunities and addresses possible adverse impacts while assessing risk.</p> <p>Underpinning these activities is Omnia's enterprise risk management (ERM) framework, which promotes a risk management culture and ensures that effective risk management policies and procedures are standardised across Omnia. The process is based on continuous review and improvement, encouraging collaboration and ongoing communication with stakeholders.</p>                                                                                                                                                                                                                                                                                                         | 62 to 68   |
| <b>Metrics and targets</b> | <p><b>Metrics and targets used to assess climate-related risks and opportunities in line with the sustainability strategy and risk management (including GHG emissions and performance against targets)</b></p> <p>Omnia's sustainability strategy enables implementation and action to achieve the Sustainable Development Goals (SDGs) by 2030 with short (two years), medium (three to five years) and long-term (six to 10 years) targets.</p> <p>We use the following metrics to track our climate change actions:</p> <ul style="list-style-type: none"> <li>- Energy efficiency (GJ/tonne manufactured)</li> <li>- Total energy usage (GJ)</li> <li>- GHG emissions (tCO<sub>2</sub>e)</li> <li>- Waste (tonnes)</li> <li>- Water (ML/tonne manufactured)</li> <li>- Water recycled (kl)</li> </ul>                                                                                                                                                                        | 59         |

# PROTECTING OUR NATURAL CAPITAL continued

Key initiatives – completed, initiated and under investigation

We are committed to playing our role in the attainment of the UN SDGs, supporting local development agendas, and working with other stakeholders to build thriving communities. The Group is continuously developing and implementing projects which accelerate our contribution to these goals.

Progress of the key initiatives we are using to contribute to a Better World:

| Segment                                                                                                                     | Project/site                    | Description                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Status                |
|-----------------------------------------------------------------------------------------------------------------------------|---------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
| <b>Agriculture</b><br>Applicable SDGs: 6 (Clean Water), 7 (Clean Energy), 12 (Responsible Consumption), 13 (Climate Action) | <b>Infrastructure upgrade</b>   | - Sumps, evaporation systems, transfer lines, pumps, etc to be upgraded for optimal reuse of effluent water into production at most agriculture sites                                                                                                                                                                                                                                                                                                                                                 | Completed             |
|                                                                                                                             | <b>Water treatment</b>          | - Water treatment plant at Sasolburg to reduce municipal water consumption by approximately 100 000m <sup>3</sup>                                                                                                                                                                                                                                                                                                                                                                                     | Construction of plant |
|                                                                                                                             | <b>Renewable energy</b>         | - Our board approved finance for a solar farm in Sasolburg, supporting the factory's energy needs with renewable resources (5MW AC, 6MW solar panels, monocrystalline solar photovoltaic (PV) plant at a cost of R58 million). Busy with installation of solar farm                                                                                                                                                                                                                                   | Construction of plant |
|                                                                                                                             | <b>Australia solar PV plant</b> | - The Agriculture segment commissioned a solar PV plant in Australia in April 2021. In FY2022, a total of 99MWh was generated resulting in 57% in electricity savings                                                                                                                                                                                                                                                                                                                                 | Construction of plant |
| <b>Mining</b><br>Applicable SDGs: 6 (Clean Water), 7 (Clean Energy), 12 (Responsible Consumption), 13 (Climate Action)      | <b>Used oil recycling</b>       | - BME developed a bulk used-oil collection network with 11 approved suppliers (bulking points)<br>- An in-house facility is planned for FY2023 to contain costs and reduce dependence on an external service provider                                                                                                                                                                                                                                                                                 | Ongoing               |
|                                                                                                                             | <b>Manufacturing plants</b>     | - A project is underway to investigate greywater harvesting for use as process water<br>- A solar installation project is underway at three locations in our Losberg facility (at a cost of approximately R3 million)<br>- Continuous improvement of manufacturing processes to reduce waste generation and improve efficiencies                                                                                                                                                                      | Under investigation   |
|                                                                                                                             | <b>Dual salt emulsion</b>       | - BME's dual salt emulsion technology (commonly called "cold emulsion technology") enables emulsion matrix manufacture at a lower temperature of 65°C versus 85°C for a single salt ammonium nitrate emulsion with a finished product temperature of 50°C and no additional cooling time before field use (lower manufacturing temperature also contributes to sustainability goals as it requires less energy intensity at the plant, reducing the customer's environmental footprint)               | Complete              |
|                                                                                                                             | <b>Greywater harvesting</b>     | - Phase one will be installed at Dryden in Q2 FY2023 with the Losberg installation following in Q4 FY2023. This will be a multi-phase project with the first and second phases focusing on the reduction of boiler and cooling tower water regeneration requirements                                                                                                                                                                                                                                  | Installation          |
|                                                                                                                             | <b>Solar PV project</b>         | - A bulk order for the total scope of the project has been placed. The PV units have been received however there is a delay in receiving the support infrastructure and it is foreseen that installation and commissioning will be concluded in Q3 FY2023                                                                                                                                                                                                                                             | Installation          |
|                                                                                                                             | <b>Solar PV project</b>         | - The Chemicals segment commissioned a solar PV project in Wadeville in July 2020 to supplement municipal electricity supply and to also contribute to the reduction of carbon dioxide emissions. In FY2022, a total of 84MWh of electricity was generated equating to an average of 9% in electricity savings. A total of 107 tonnes of CO <sub>2</sub> emissions have been avoided since the commissioning of the facility.<br>- The segment is looking to implement this initiative at other sites | Complete              |
| <b>Chemicals</b><br>Applicable SDGs: 7 (Clean Energy), 12 (Responsible Consumption), 13 (Climate Action)                    |                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                       |

## COMPLIANCE MANAGEMENT

AUTHORISATIONS  
AND PERMITS

All required authorisations, licences and permits are in place



No notice of non-compliance or directive issued



Compliance is an essential element in the success of Omnia's business. The Omnia board is responsible for ensuring regulatory and legislative compliance is implemented, monitored and reported on throughout Omnia.

Omnia's divisions and operational sites must align with the safety, health, environment and quality (SHEQ) policy. The Group CEO holds divisional managing directors responsible and accountable for the management of SHEQ in the divisions. In addition, divisions realise the importance of aligning SHEQ management systems with an external standard against which Chemical and Allied Industries' Association (CAIA) third-party audits are conducted.

The status of certification per division is indicated below:

## Agriculture

- ISO/IEC 17025 – International testing, sampling and calibration standard
- ISO 9001 – International quality management standard
- ISO 14001 – International environmental management standard
- ISO 45001 – International occupational health and safety management system
- Fertilizer Association of Southern Africa (FERTASA)
- Responsible Care® global charter

## Mining (BME)

- ISO 9001 – Design, manufacturing and distribution of electronic blasting initiation systems
- ISO 9001 – International quality management standard
- ISO 14001 – International environmental management standard
- ISO 45001 – International occupational health and safety management system

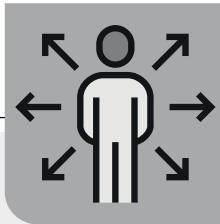
## Mining (PMC)

- ISO 9001 – International quality management standard
- ISO 14001 – International environmental management standard
- OHSAS 18001 – International occupational health and safety management standard

## Chemicals

- ISO 9001 – International quality management standard
- ISO 14001 – International environmental management standard
- ISO 45001 – International occupational health and safety management system
- Safety and quality assessment system (SQAS)
- Responsible Care® global charter

# BUILDING OUR SOCIAL AND RELATIONSHIP CAPITAL



## SOCIAL RESPONSIBILITY INDICATORS



2021 broad-based black economic empowerment (B-BBEE) Level 2 (2020: Level 2)<sup>1</sup>



R25.7 million invested in training black employees (FY2021: R47 million)



R28.7 million (FY2021: R24.3 million) spent on CSI projects

<sup>1</sup> The Omnia B-BBEE audit cycle is usually concluded in October following the end of a financial year, ie the current year rating is based on FY2021 data.



Omnia strives to be a responsible corporate citizen and, as an integral part of society, fulfil responsibilities to the communities in which we operate.



Inspiring and educating school-going learners about the fundamentals of green entrepreneurship and the opportunities therein.

## TRANSFORMATION

Omnia regards B-BBEE as a business fundamental that is crucial for the development and transformation of South Africa and its economy. It is an essential process required to increase black participation in the South African economy and reduce income disparity. The B-BBEE Codes of Good Practice, as published by the Department of Trade, Industry and Competition are only applicable to South African-based operations.

### B-BBEE performance

| Element                             | Weighting | 2021     | 2020 <sup>1</sup> | 2019 <sup>1</sup> | 2018     |
|-------------------------------------|-----------|----------|-------------------|-------------------|----------|
| Ownership                           | 25.00     | 25.00    | 25.00             | 24.06             | 25.00    |
| Management control                  | 19.00     | 12.44    | 8.18              | 11.01             | 12.82    |
| Skills development                  | 20.00     | 14.90    | 15.07             | 17.05             | 22.61    |
| Enterprise and supplier development | 40.00     | 38.66    | 42.16             | 34.03             | 27.42    |
| Socio-economic development          | 5.00      | 5.00     | 5.00              | 5.00              | 2.82     |
| <b>B-BBEE Level</b>                 |           | <b>2</b> | <b>2</b>          | <b>3</b>          | <b>3</b> |

<sup>1</sup> As rated by Renaissance SA Rating Proprietary Limited.

### Social responsibility

We believe that being a responsible and contributing corporate citizen is crucial for our business strategy. Through our socio-economic development strategy, we are committed to empowering and developing disadvantaged communities, focusing on our geographic areas of operation.

#### CSI objectives

|                                                                                                          |                                                                                    |                                                                                                                   |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Make a positive and sustainable impact on the quality of life of the communities in which Omnia operates | Develop and empower disadvantaged communities through skills transfer and training | Build and improve relationships with existing and potential stakeholders through mutually beneficial partnerships |
| Attract and retain quality and socially responsible staff                                                | Enhance the loyalty and pride of staff in the Group                                | Increase customer goodwill and loyalty                                                                            |

Create and enhance Omnia's reputation as a caring corporate citizen

#### Focus areas

##### Community support projects

##### Education

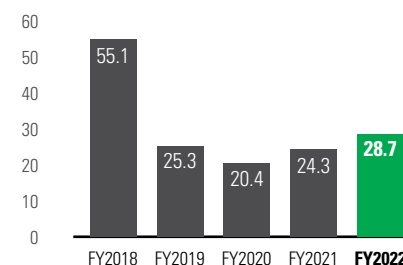
Financial, skills and training development for vulnerable children and under-served communities

##### Food

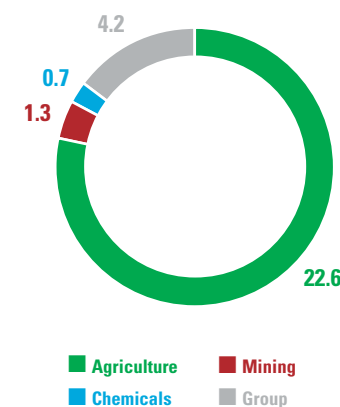
Financial and technical support to promote food security and reduce hunger

### CSI performance summary

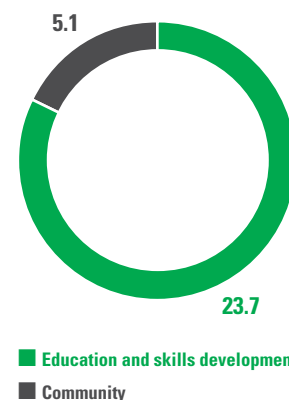
#### CSI investment (R million)



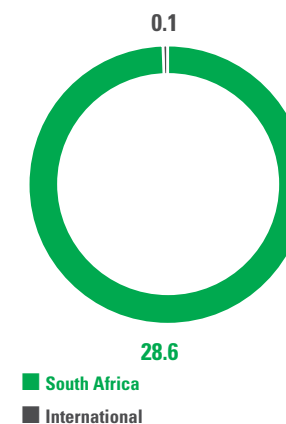
#### Investment per segment FY2022 (R million)



#### Investment per category<sup>1</sup> (R million)



#### Geographical split (R million)



<sup>1</sup> Category: Education and skills development includes loan funding to the emerging farmer project whereby Omnia provides production input loans to farmers via the Land Bank and Omnia takes the risk on these loan facilities.

# BUILDING OUR SOCIAL AND RELATIONSHIP CAPITAL continued

## Selected examples of divisional CSI projects supported in FY2022



Group

### Urban Food Security Project

Omnia enables the Urban Food Security Project to provide capacity building and support structures to smallholder farmers and emerging farmers wanting to grow sustainable businesses. The In Transformation Initiative (ITI) facilitates this Agrigrow project in partnership with the Agricultural Development Agency.

#### Investment:

R180 000

#### Beneficiary locations:

Various regions across South Africa



### Primestars

Omnia has partnered with Primestars Proprietary Limited since 2019 to provide financial support. Primestars specialises in facilitating youth development programmes for high school learners from underserved communities. Omnia partnered with Primestars for the #StandingwithClassof2021 initiative, a grade 12 revision programme. This programme entails mathematics and physical science teaching at selected cinemas across the country and the provision of revision handbooks for both subjects. Omnia also provides hand sanitiser and masks as essential COVID-19 PPE for learners and teachers.

Omnia partners with Primestars on a second project – Green for the Start Up Ecopreneurs Programme – helping South African youth identify green economy opportunities by harnessing technology and entrepreneurship.

#### Investment:

R4 million

#### Beneficiary locations:

Various regions across South Africa



Agriculture

The amount disclosed is based on materiality.

### SOUTH AFRICA

Omnia supports the **Weston Agricultural College** with technical skills training and fertilizer donations.

#### Investment:

R120 000

#### Beneficiary location:

KwaZulu-Natal, South Africa



Omnia works with the **Training and Resources in Early Education (TREE) NGO** in skilling 30 early childhood development (ECD) practitioners.

#### Investment:

R453 905

#### Beneficiary location:

Mpumalanga, South Africa



Omnia partners with **Afrika Tikkun** in enabling agricultural entrepreneurs to address economic sustainability, food security, malnutrition, poverty, unemployment, socio-economic inequality and environmentally friendly farming.

#### Investment:

R2.5 million

#### Beneficiary location:

Free State, South Africa



Omnia supports the **Great North Business Incubator** as the implementation partner in establishing community food gardens for the Zamdela and Harry Gwala townships in Sasolburg.

#### Investment:

R1.5 million

#### Beneficiary location:

Free State, South Africa



Omnia supports **Family Restoration Services** in caring for orphaned, abused and neglected children living in foster care homes with education and food garden programmes.

#### Investment:

R157 148

#### Beneficiary location:

Eastern Cape, South Africa





Omnia is a market leader in biological products.

## Selected examples of divisional CSI projects supported in FY2022 continued



### Agriculture – International

#### AUSTRALIA

**Omnia Specialities Australia** provides technical and financial support in the sustainable practice of growing and maintaining six hectares of *Acacia saligna* as well as the giraffe exhibit at Monarto Safari Park.

Omnia has also donated over 2 000 litres of liquid fertilizer and soil conditioners to the park.

**Investment:**  
AUD10 000

**Beneficiary location:**  
South Australia



#### ZIMBABWE

Omnia Zimbabwe assists **Zimcare Trust** in enabling people living with intellectual challenges to develop life and income-generating skills.

**Investment:**  
USD600

**Beneficiary location:**  
Harare, Zimbabwe



# BUILDING OUR SOCIAL AND RELATIONSHIP CAPITAL continued

## Selected examples of divisional CSI projects supported in FY2022 continued



### Mining

#### Blasting assistant training

BME trained 68 blasting assistants in safety, working at heights, front-end loader operation, firefighting and first aid needed to work on mines.

#### Investment:

R730 727

#### Beneficiary locations:

Mogalakwena, Carolina and Emalahleni, South Africa



#### Artisan training

Omnia supported the training of 12 artisans in plumbing, tiling, boilermaking and electrical courses at the Ekurhuleni Artisans and Skills Training Centre in March and April 2022.

Omnia also supported another 10 artisans in their basic gas welding and cutting courses at the Colliery Training Centre in Emalahleni in April 2022.

#### Investment:

R189 055

#### Beneficiary locations:

Ekurhuleni, South Africa



### Chemicals

**The Protea Chemicals** “My Future My Career” partnership with Primestars Marketing, Khulisa Training Academy and Thomas International hosted an education and career guidance day to support grade 9 learners with the necessary tools and skills to make the right career choices.

#### Investment:

R619 218

#### Beneficiary locations:

Various regions across South Africa



BME has strict quality control and training processes in place at its operations.

## AWARDS AND RECOGNITION



Group

Omnia has been awarded the CFI.co award for **Best Sustainable Diversified Chemicals Group Africa 2022**.

CFI.co (Capital Finance International), a UK-based print and online resource that reports on global business, economics and finance, identifies individuals and organisations each year that contribute significantly to economies and add value for all stakeholders.

The judges highlighted Omnia's performance in focusing on sustainable practices, technology and innovation, and seeking to build resilience in the sectors in which we operate. Our strong governance, proactive stakeholder engagement and collaborative partnerships to accelerate our progress in terms of Sustainable Development Goals (SDGs) were recognised as indicators of our commitment to social and environmental stewardship.

Importantly, our commercial turnaround, strategic business focus, prudent cash management and operational efficiencies have placed Omnia in a strong position to achieve sustainable growth.



Mining

The BME team won the Chemical and Allied Industries' Association (CAIA) **Responsible Care® award in the Initiative of the Year category**. Omnia's core purpose is to do the right things for a better world, and this is a clear example of how we put this vision into action.

The initiative is about reusing processed oil in our emulsion explosives, thereby removing the risk of used oil finding its way into our soil and water resources. With this initiative, we have avoided potential contamination of trillions of litres of water.

Importantly, we play our role in society as we support small enterprises that collect used oil, and we will continue to partner with our mining customers to achieve the environmental, social and governance (ESG) outcomes that ensure a sustainable future for all.



BME's Michelle Fedder and Ramesh Dhoorgapersadh with the CAIA award for its used oil initiative.



Mining

BME Indonesia has received a **good mining practice award as the best performer in the blasting services category**.

We earned the accolade on the strength of our performance on a full-service blasting contract for a coal mining customer in East Kalimantan.

Government's recognition of our high standards of operation is an important sign for the local mining industry. This demonstrates the quality of our processes and performance, taking us another step forward in raising our competitiveness in the markets in which we operate.

Another key element of our good blasting practice is environmental sustainability, an aspect of which includes the incorporation of used oil in our emulsion product. On our project in Indonesia, we ensure that 80% of the fuel agent in our emulsion is used oil derived from our customer's mining vehicles.



BME Indonesia's Agusman Agusman, accepting the Good Mining Practice award from the Indonesian government.

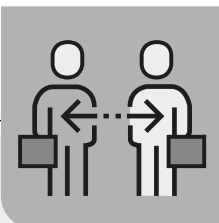
# BUILDING OUR SOCIAL AND RELATIONSHIP CAPITAL continued

## INTERNAL MANAGEMENT, PUBLIC POLICY AND ENGAGEMENT PLATFORMS

Participation in industry forums and memberships is critical for our operations in ensuring implementation of industry best practice.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Omnia policies</b> <ul style="list-style-type: none"> <li>- Safety, health, environment and quality (SHEQ)</li> <li>- Human resource management</li> <li>- Climate change</li> <li>- Supplier code of conduct</li> <li>- Business continuity management</li> <li>- Compliance management</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>International standards and voluntary compacts</b> <ul style="list-style-type: none"> <li>- CDP climate change and water disclosures</li> <li>- King IV</li> <li>- Responsible Care® global charter</li> <li>- ISO 9001 – International quality management standard</li> <li>- ISO 14001 – International environmental management standard</li> <li>- OHSAS 18001 – International occupational health and safety management standard</li> <li>- ISO 45001 – International occupational health and safety management system</li> <li>- ISO 17025 – General requirements for the competence of testing and calibration laboratories</li> <li>- Safety &amp; Quality Assessment for Sustainability (SQAS)</li> <li>- Organization for Economic Co-operation and Development (OECD) recommendations on corruption</li> <li>- International Labour Organization (ILO) conventions</li> <li>- Global Reporting Initiative (GRI)</li> <li>- FTSE/JSE Responsible Investment Index</li> <li>- Task Force on Climate-related Financial Disclosures (TCFD)</li> </ul> | <b>Community forums (mainly in South Africa)</b> <ul style="list-style-type: none"> <li>- Sasolburg Community Working Group</li> <li>- Sasolburg Local Security Forum</li> <li>- Merafong (Losberg)</li> <li>- Vukuzenzele (Dryden)</li> <li>- Pholo (Klipspruit)</li> <li>- Emasakhane (Wolvekrans)</li> <li>- Carolina</li> <li>- Madibeng (Brits)</li> <li>- Gamagara (Kathu)</li> <li>- Namakwa (Gamsberg)</li> <li>- Mogalakwena – Blasting Academy (BME and Anglo)</li> </ul> |
| <b>Key legislation in areas of operation</b> <ul style="list-style-type: none"> <li>- Labour relations</li> <li>- Employment equity</li> <li>- Various environmental laws (water, air, waste, energy, etc)</li> <li>- Occupational health and safety legislation</li> <li>- Data privacy and information management</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Participation in industry forums</b> <ul style="list-style-type: none"> <li>- South African CAIA and the following participation through CAIA:             <ul style="list-style-type: none"> <li>» European Chemical Industries Council (CEPIC)</li> <li>» American Chemistry Council (ACC)</li> <li>» International Council of Chemicals Associations (ICCA)</li> <li>» Chemicals Policy and Health Leadership Group (CP&amp;HLG)</li> </ul> </li> <li>- CAIA and Responsible Care® workshops and committees</li> <li>- Sasolburg Intercompany Response Meeting</li> <li>- Institute of Safety Management</li> <li>- Fertilizer Association of Southern Africa (FERTASA)</li> <li>- South African Institute of Occupational Safety and Health (SAIOSH)</li> <li>- National Institute for Explosives Technology (NIXT)</li> <li>- Expert Work Group (EWG), an initiative between industry and government after the Beirut explosion</li> <li>- International Fertilizer Association (IFA)</li> </ul> | <b>Environmental participation (mainly in South Africa)</b> <ul style="list-style-type: none"> <li>- Sasolburg Air Quality Implementation Task Team</li> <li>- Vaal Triangle Airshed Priority Area Multi-stakeholder Reference Group</li> <li>- Leeu-Taaiboschspruit Forum</li> <li>- Highveld Priority Area Multi-stakeholder Reference Group</li> <li>- Nkangala Air Quality Priority Area Implementation Task Team</li> <li>- Southern Ekurhuleni Region – Air Quality Forum</li> <li>- Losberg – Fire Protection Association</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

# DEVELOPING OUR HUMAN CAPITAL



Safe and healthy working conditions for all employees will always be a primary focus

## LEADING INDICATORS FOR SAFETY PERFORMANCE



### Audits

**197**  
(FY2021: 112)



### Inspections

**1 589**  
(FY2021: 1 204)



### Training hours

**138 499**  
(FY2021: 140 819)



### Near-miss reporting (safety)

**1 655**  
(FY2021: 1 550)



### Near-miss reporting (process safety)

**170**  
(FY2021: 155)



Mxolisi Mkize, truck driver at the Protea Chemicals Wadeville site, transporting goods safely to customers.

# DEVELOPING OUR HUMAN CAPITAL continued

## Five-year overview

|                                        |           | FY2022 | FY2021 | FY2020 | FY2019 | FY2018 |
|----------------------------------------|-----------|--------|--------|--------|--------|--------|
| Number of employees                    | Number    | 4 010  | 4 200  | 4 426  | 4 755  | 4 817  |
| Salaries, wages and benefits paid      | R million | 1 811  | 1 756  | 1 808  | 2 041  | 1 780  |
| Retrenchments                          | Number    | 10     | 160    | 118    | 115    | 40     |
| Investment in training                 | R million | 30.5   | 14.7   | 19.2   | 30.9   | 34.3   |
| Workdays lost due to industrial action | Days      | –      | –      | –      | –      | –      |

## Our people and culture strategy

Omnia's core purpose of creating a Better World by enhancing life is driven by our primary stakeholders – our people.

The aim of our people strategy is to enable Omnia to deliver its purpose through high-performing individuals, in an engaging and safe work environment – a team of people who are empowered to deliver a competitive advantage to our business and ensure customer growth.

## The objectives of this strategy are to:



We invest in the safety of our people and are deeply saddened by the tragic events leading to two work-related fatalities during the past year. Our heartfelt sympathies are with the families and friends of our two colleagues. In line with our pledge to ensure Zero Harm to our people, we have investigated, improved and continue to explore opportunities to further strengthen our safety protocols.

## Our diverse workforce

**4 010** Employees and fixed-term contractors worldwide  
(FY2021: 4 200)

**2 893** Employees in South Africa  
(FY2021: 3 037)

**76.7%** Black representation in South Africa  
(FY2021: 75.4%)

**35.1%** Female managers in South Africa  
(FY2021: 41.9%)

**2.7%** Employees with disabilities in South Africa  
(FY2021: 2.6%)

Diversity and innovation go hand-in-hand, and we believe that an inclusive and equal-opportunity workplace is a maximum driver for our strategy.

## The year in human capital

### A high-performing and agile workforce

Our rapid transformation journey means as we are making significant changes to our operating model, we need to shift our culture to support our strategy and new ways of working. Our efforts to lead and manage the turnaround and set the business up for growth through expansion and acquisition were challenged by COVID-19 which disrupted the work environment and required organisational change to be facilitated virtually. Despite the unprecedented change and economic volatility, Omnia continues to deliver on its strategy to renew the business.

When we first announced our turnaround strategy three years ago, the focus was on stabilising and fixing our business and we have progressed well in delivering these objectives. Our new growth phase brings even greater opportunities to attract and recruit high-performing talent. To this end we are prioritising high impact initiatives that align to the organisation's needs, drive operational optimisation, and allow us to attract and retain the right people in the right positions, in a safe environment. Our HR department is intensely focused on filling critical vacancies to provide bandwidth and organisational bench strength across the Group.

### Culture of engagement and well-being

Omnia's focus in combatting COVID-19 was on protecting the lives and livelihoods of our people, their families and ultimately our communities. We supported the national vaccination programme by setting up onsite stations to ensure the vaccination of at least 60% of our workforce.

The pandemic has fundamentally changed how people approach their careers. While we did not experience an abnormal level of resignations, the importance of an improved work/life balance for our people is evident. We acknowledge this need and our response has been in the form of a number of initiatives concentrating on employee wellness:

- Improved access to our CEO through more regular townhall sessions, "on the couch" meetings, introduction to new recruits, and generally higher visibility from our executive leadership
- Grief workshops to help our people deal with the devastation of the pandemic
- Counselling to manage the trauma of domestic violence and divorce

| Segment      | FY2022           |              | FY2021           |              |
|--------------|------------------|--------------|------------------|--------------|
|              | Absenteeism days | Cost (R'000) | Absenteeism days | Cost (R'000) |
| Agriculture  | 108              | 147          | 137              | 177          |
| Mining       | 237              | 221          | 233              | 228          |
| Chemicals    | 69               | 68           | 28               | 29           |
| <b>Total</b> | <b>414</b>       | <b>436</b>   | 398              | 434          |

## Attract, reward, and retain the best talent

Omnia's human capital function is Group-wide, which offers our people greater opportunities for career mobility across the Group. Our employees are spread around the world and our divisions as follows:

| Headcount by region |              |            | Headcount by division |              |            | Gender profile |              |              |              |            |
|---------------------|--------------|------------|-----------------------|--------------|------------|----------------|--------------|--------------|--------------|------------|
|                     |              | %          |                       |              | %          |                | South Africa | Rest         | Total        | %          |
| South Africa        | 2 893        | 72         | Agriculture           | 1 707        | 43         | Male           | 2 187        | 755          | 2 942        | 73         |
| Rest of Africa      | 977          | 24         | Mining                | 1 526        | 38         | Female         | 706          | 121          | 827          | 21         |
| Asia-Pacific        | 71           | 2          | Chemicals             | 607          | 15         | Not disclosed  |              | 241          | 241          | 6          |
| Australasia         | 42           | 1          | Head office           | 170          | 4          |                |              |              |              |            |
| Americas            | 27           | 1          |                       |              |            |                |              |              |              |            |
| <b>Total</b>        | <b>4 010</b> | <b>100</b> | <b>Total</b>          | <b>4 010</b> | <b>100</b> | <b>Total</b>   | <b>2 893</b> | <b>1 117</b> | <b>4 010</b> | <b>100</b> |

Our remuneration philosophy defines how we aim to be fair, responsible, transparent, and compliant with legislative requirements across all the jurisdictions in which the Group operates. We encourage and reward long-term sustainable performance aligned to our strategy and seek to ensure a common desired culture across the Group.



Our remuneration policy is available online at [www.omnia.co.za](http://www.omnia.co.za)

All grievances brought to the attention of management are processed in line with Omnia's grievance procedure, which is available to all employees. The Group recognises employees' rights to freedom of association and to collective bargaining. The relationship with trade unions and other employee associations is cooperative and cordial. Trade unions currently represent 35% (2021: 36%) of Omnia's South African bargaining unit employees.

Omnia is a party to the National Bargaining Council for the Chemical Industry through our membership in the National Specialty Chemicals Employers Association, the Fertilizer Industry Employers Association, and the Explosives Industry Employers Association. Omnia actively participates in the various structures, including collective bargaining.

Wage negotiations for Omnia employees who are members of the bargaining council are conducted and concluded through the respective bargaining councils. Industry minimum wages are also determined by the bargaining council and Omnia. Omnia abides by the terms and conditions of the national wage agreement. To this end, no employee within the Group is paid below the national minimum wage of the industry.

No industrial action was experienced during FY2022 or FY2021.

# DEVELOPING OUR HUMAN CAPITAL continued

Omnia South Africa's workforce profile is divided according to the Department of Labour occupational levels as follows:

| Occupational level | Male    |          |        |       | Female  |          |        |       | Foreign nationals |        | Total  | Total  |
|--------------------|---------|----------|--------|-------|---------|----------|--------|-------|-------------------|--------|--------|--------|
|                    | African | Coloured | Indian | White | African | Coloured | Indian | White | Male              | Female | FY2022 | FY2021 |
| Top management     | –       | –        | 1      | 5     | –       | 2        | –      | –     | –                 | –      | 8      | 9      |
| Senior management  | 5       | 1        | 3      | 8     | 4       | –        | 1      | 5     | 1                 | 1      | 29     | 15     |
| Middle management  | 39      | 9        | 19     | 95    | 27      | 8        | 19     | 37    | 2                 | 3      | 258    | 239    |
| Junior management  | 419     | 35       | 16     | 268   | 94      | 29       | 33     | 77    | 4                 | 2      | 977    | 920    |
| Semi-skilled       | 713     | 31       | 12     | 63    | 205     | 23       | 10     | 92    | 1                 | 2      | 1 152  | 1 114  |
| Unskilled          | 399     | 26       | 5      | 7     | 29      | 3        | –      | –     | –                 | –      | 469    | 490    |
| <b>FY2022</b>      |         |          |        |       |         |          |        |       |                   |        |        |        |
| <b>Permanent</b>   | 1 452   | 96       | 51     | 430   | 270     | 58       | 61     | 209   | 6                 | 6      | 2 639  |        |
| <b>Temporary</b>   | 123     | 6        | 5      | 16    | 89      | 7        | 2      | 2     | 2                 | 2      | 254    |        |
| <b>Total</b>       | 1 575   | 102      | 56     | 446   | 359     | 65       | 63     | 211   | 8                 | 8      | 2 893  |        |
| <b>FY2021</b>      |         |          |        |       |         |          |        |       |                   |        |        |        |
| Permanent          | 1 482   | 103      | 69     | 493   | 274     | 64       | 77     | 217   | 4                 | 4      |        | 2 787  |
| Temporary          | 116     | 1        | 6      | 25    | 84      | 4        | 6      | 7     | 1                 | –      |        | 250    |
| <b>Total</b>       | 1 598   | 104      | 75     | 518   | 358     | 68       | 83     | 224   | 5                 | 4      |        | 3 037  |

## Developing our people

We actively assess and profile employees to ensure that we retain the right people in the right areas at the right time, demonstrating the necessary skills and behaviours that contribute to the organisation's strategy. During the year, we focused our time and skills spend on initiatives that will support the delivery of our business objectives. We invested in key skills development to ensure our senior leadership team provides strong, clear, inspirational leadership which will provide impetus to their teams to achieve their full potential and attain transformational change.

We are adopting a consistent talent review process to identify, nurture, and develop the leaders of tomorrow so that we are capable of meeting future challenges.

**R30.5 million**

**Total training spend**  
(FY2021: R14.7 million)

**87%**

**Training spend on black employees in South Africa**  
(FY2021: 81%)

**2.8**

**Average training days per employee**  
(FY2021: 3.6 days per employee)

**421**

**Employees participated in work integrated learning programmes**  
(FY2021: 242)

**314**

**Individuals supported in artisanships, learnerships and pivotal programmes**  
(FY2021: 174)

**74**

**Disabled learners supported in various learnership programmes**  
(FY2021: 50)

## Outlook

In the short to medium term, the human capital team's focus will be on three main areas in support of Omnia's growth strategy:

⇒ Culture

⇒ Organisational design

⇒ Talent management

## SAFETY AND HEALTH

### Health and safety performance



**Two fatalities in FY2022** (FY2021: none)



**Group RCR improved to 0.21** (FY2021: 0.35)

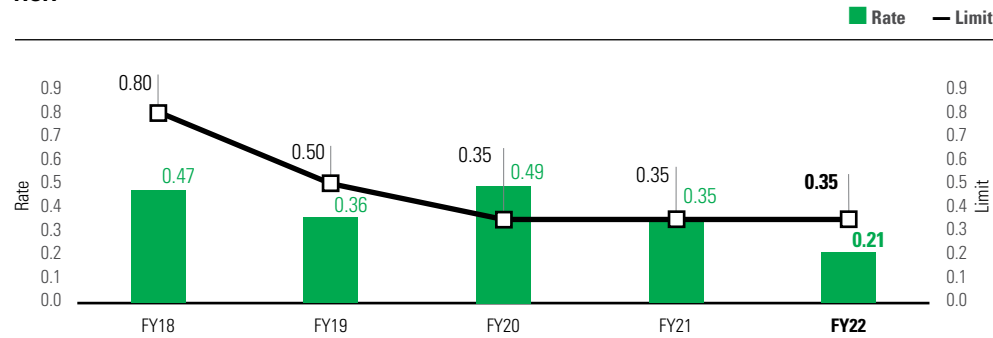


**Zero occupational illnesses** (FY2021: zero)

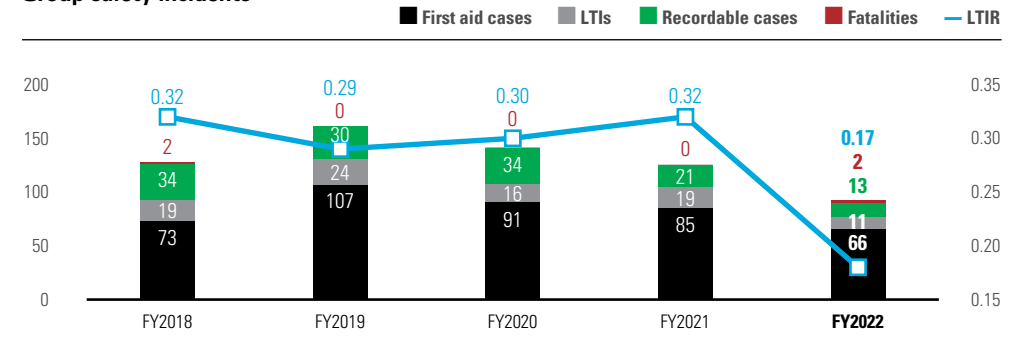
### Safety

While our safety performance improved in terms of our RCR to a record 0.21, two work-related fatalities occurred during the year; one was due to an accident on site during routine maintenance work, and the second was due to a fatal motor vehicle accident. Any loss of life is unacceptable to us and we extend our sincere condolences to the families, friends and colleagues of the deceased.

### RCR

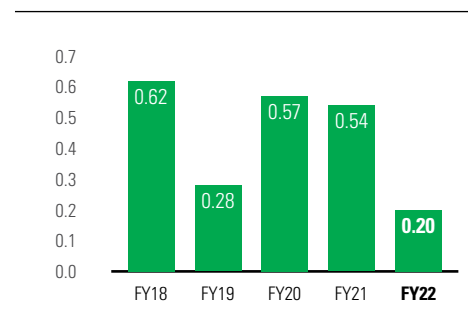


### Group safety incidents

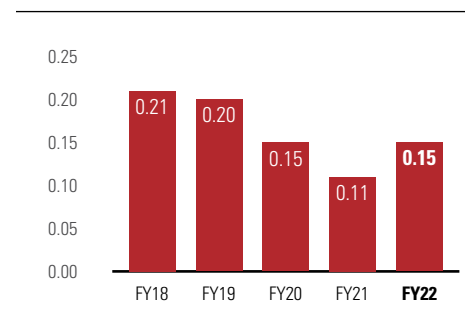


### RCR per segment

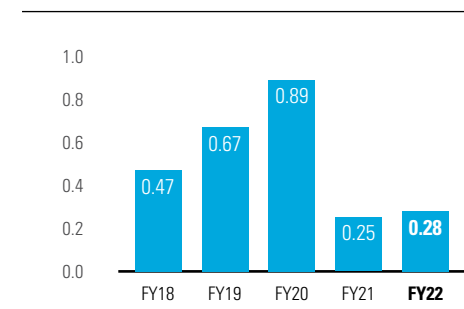
#### Agriculture (Rate)



#### Mining (Rate)



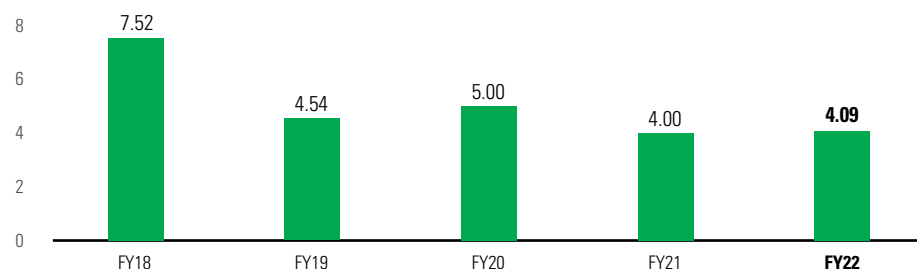
#### Chemicals (Rate)



# DEVELOPING OUR HUMAN CAPITAL continued

Employee participation in health and safety management structures is critical to improve the overall safety culture, awareness and performance rating. We have seen a reduction in the participation of our people as health and safety representatives in the past years, but we are proactively focusing on improving the engagement and enrollment of our people in various initiatives.

## Health and safety representatives (%)



## Leading indicators for safety performance

|               | Audits     | Inspections  | Training hours | Near-miss reporting (safety) | Near-miss reporting (process safety) |
|---------------|------------|--------------|----------------|------------------------------|--------------------------------------|
|               |            |              |                |                              |                                      |
| <b>FY2022</b> | <b>197</b> | <b>1 589</b> | <b>138 499</b> | <b>1 655</b>                 | <b>170</b>                           |
| FY2021        | 112        | 1 204        | 140 819        | 1 550                        | 155                                  |
| FY2020        | 208        | 1 371        | 61 145         | 1 214                        | 117                                  |

### Comments

- We increased the number of audits as lockdown restrictions eased
- Critical audits and inspections were conducted virtually
- Closure rates on findings from both audits and inspections are closely monitored
- In FY2021, training hours increased due to special focus given to COVID-19 awareness and prevention
- In FY2022, the the level of awareness was high and as a result less training was conducted
- Near-miss reporting for safety and process safety increased, indicating greater awareness, vigilance, and attention to detail. Lessons from these reports are shared across the Group to improve performance



Moipone Khampepe, a SHERQ manager at the Sasolburg plant.

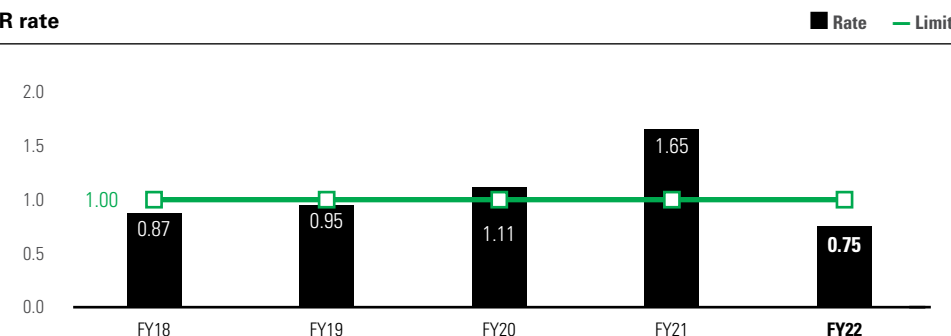
## PROCESS SAFETY

### Performance

We align our process safety management (PSM) metric reporting to the American Petroleum Institute's Recommended Practice 754 second edition (2016), "Process Safety Performance Indicators for the Refining and Petrochemical Industries" and ICCA Globally Harmonised Process Safety Metric. Reporting allows us to identify root causes correctly and implement appropriate corrective actions.

The Group recorded a 12-month rolling fire, explosion and release (FER) rate of 0.75 (FY2021: 1.65), depicting an improvement in performance, with significant improvements from both our Agriculture and Chemicals divisions. We remain committed to improving this performance further while encouraging a culture of reporting. Across all divisions, there are ongoing processes and projects to enhance PSM, which are supported by training, audits and clear focus areas for the particular division.

### FER rate



# LEVERAGING OUR INTELLECTUAL CAPITAL



Intellectual capital refers to the expertise and knowledge inherent to the Group and is the key driver of sustainable growth. It includes the Group's organisational knowledge and know-how of our skilled and professional employees in the form of research, development, technology and digital capabilities, as well as governance and leadership structures that support integrated thinking across the Group and the intellectual property we continually invest in.



*A used oil truck with a dedicated BME driver, ready to leave for daily used oil collections from approved customers.*

# LEVERAGING OUR INTELLECTUAL CAPITAL continued

Our workforce includes these professionals in our operations:

|                      | FY2022 | FY2021 |
|----------------------|--------|--------|
| Engineers            | 50     | 44     |
| Agronomists          | 57     | 53*    |
| Blasting technicians | 15     | 15     |
| Scientists           | 11     | 7      |
| Lab technicians      | 13     | 16     |
| System analysts      | 8      | 8      |
| Network engineers    | 4      | 4      |

\* Refers only to SA operations.



## WE APPLY OUR SKILLS AND INTELLECTUAL PROPERTY IN ALL OUR SEGMENTS



### Agriculture

**Nutriology™** refers to a total crop-management process. It is applied throughout all growth stages of the crop. Omnia manages plant stress to increase yield through soil and foliar applications of nutrients and biostimulants. Omnia also uses soil, leaf, water and sap analyses to manage crops during these stages.

A key focus area for Omnia's Agriculture business is to leverage its Nutriology™, or the "science of growing", capabilities. This includes developing and deploying new scientifically-proven techniques and fertilizer products, including AgriBio products and services, which help increase both crop yields and quality by introducing farmers to the latest technology to assist them with improving their decision-making process and reducing farming risks.



### Mining

**BME** offers a world-class blasting consultancy service and the use of in-house designed blasting software and detonators. Omnia's industry experts and experienced mining engineers advise and support customers in planning and executing blasting operations. This is achieved by using BME's unique and proprietary BlastMapIII™ software solution in combination with the accuracy of the AXXIS™ electronic delay detonators.

**Protea Mining Chemicals** provides a suite of value-added services to complement a wide range of chemicals and reagents supplied for use by processing plants at mines in South Africa and the rest of Africa. This includes Protea Process®, a comprehensive service that covers the design of equipment, logistics, safety and chemicals handling, onsite management and makeup of chemicals and reagents. Protea Mining Chemicals became the first in its field to develop a solution that helps copper and cobalt mines reduce metal contamination, improving purity levels and maximising throughput in the solvent extraction process. This significantly extends the life of copper and cobalt mines and boosts their profitability.



### Chemicals

Omnia's integrated international distribution network enables the Group to supply chemicals and services to the manufacturing, industrial and bulk trading sectors as well as to the specialty chemicals sectors of water care, life sciences, agriculture-based chemistries and manufacturing. Customers require competitively priced products at convenient, appropriately stocked local warehousing facilities, supported by a technically competent and ethical team. Omnia's SHERQ and ISO accreditation lends credence to the quality and service levels demanded by customers as part of the value-added offering.

## Research and development

### Agriculture

Omnia's research and development strategy has now been firmly established and is closely aligned with Omnia's purpose, vision and strategy. We have made good progress in our quest to grow as a world-class knowledge centre focused on enabling and supporting the company's growth.

Omnia Nutriology® is well-known as the market leader in our science-based approach to understanding product functionality. Particularly in high growth and speciality fields like AgriBio, Omnia has distinguished itself as not just another player with typical phenotyping cause and effect understanding of product functionalities, but a forerunner in the application of a more fundamental understanding of product and plant interactions at a molecular level. This enables Omnia to position itself as a market leader in the field of solutions-based offerings in line with our stated strategy.

In support of the Omnia Group strategy, the following technological competencies and research areas will remain focus areas in pursuit of Omnia's growth targets:

- Biostimulants – new product development and support of current marketing strategies. This includes non-microbial biostimulant products like humates and kelp, as well as microbial biostimulants such as Bacstim®
- Plant nutrition optimisation with a focus on nutrient use efficiency and water-use efficiency
- Green technologies with several projects at varying stages of development that would utilise greenhouse gas waste products as raw materials or products that are organically certified
- Continued focus on the expansion of our OmniBio® competencies and research projects based on biological product development. A significant focus in the next year will be in the field of Nitrogen fixation, utilising microbial products

The global partnership programme between Omnia, the University of Johannesburg, the University of Edinburgh and the African Centre for Gene Technologies has been successfully concluded, yielding a more in-depth understanding of the different mechanisms by which our microbial biostimulant products and plants interact. Some of these results were published in peer-reviewed scientific journals and are invaluable as science-based support for our product efficacy claims.

In our quest to stay at the forefront of the growth potential seen in the AgriBio space, we continue to invest and collaborate on the research conducted by the Chair for Metabolomic Studies at the University of Johannesburg. This also allows us to invest in future scientists through our bursary programme. We currently fund one PhD and one MSc student, both under the guidance of Dr Tugizimane.

Some of our achievements are listed below:

- Successful application for group 3 registration of our in-house developed biostimulant product called Chitostar
- The construction of a production facility in Morwell in Australia based on an in-house developed biostimulant extraction technology is complete, and commissioning is taking place during Q1 FY2023
- The success of a centre of excellence (COE) model was expanded to include a second COE that will focus on microbial products and projects



# LEVERAGING OUR INTELLECTUAL CAPITAL continued



## Mining

BME's software division, operating under the Blast Alliance™ brand, has made considerable progress in FY2022 under difficult circumstances.

During the period, we launched an updated version of our BlastMap™ design software used in underground mining operations. The product will be marketed globally from the second half of 2022.

XPLOLOG™, our blast data capturing application, is in its final stages of development and in-field testing of the application has begun at a client's site. The new XPLOLOG™ system was built using an evidence-based approach that incorporated user requirements as key inputs in the development process.

A mobile manufacturing units (MMU) project to further enable digital control panels has been commissioned in partnership with Axioteq. This adds an exciting digital solution to our existing software portfolio. It presents significant opportunities for further feature development that will bolster the solution's proposition to our clients. The project will minimise paper usage and increase the accurate discharging of explosives volumes, reducing uncontrolled emulsion wastage and reducing MMU idling time per hole with a faster charging rate.

The BME Blasting Guide that was launched in FY2021 continues to perform well, with more than 1 000 active users on the Android app.

### Current value proposition globally

Blast Alliance™ offers our customers collaborative, innovative and integrated digital and automated mining and blasting solutions to enhance the value chain. The solution's core proposition for partners is that it will:

- Optimise productivity, efficiency, and safety
- Minimise risk through predictability
- Reduce costs with optimum outputs
- Promote data-driven and real-time decision-making
- Enhance process optimisation

### Cloud integration project

BME has several stand-alone offline and online applications which capture critical business data that contributes to the overall drill and blast management process. The data is currently stored on multiple platforms and in multiple databases, making it challenging for various stakeholders to seamlessly access the information they require.



*BMEs Blastmap™ forms part of the BLAST ALLIANCE™ suite of software solutions.*

To address this challenge, we commenced a cloud integration project which aims to bring these platforms together. This project will benefit the wider Omnia business as the centralised data will be used by internal and external stakeholders to proactively make business-critical decisions during and after the drill and blast process.

### Outlook for FY2023

Some of the key projects we expect to develop or upgrade are noted below:

- BlastMap™ Underground was released globally with tunnel, shaft and up hole design capabilities
- XPLOLOG™ next generation (G4) is launching with a completely new design, additional functionality and a new back-end that was redeveloped to handle scalability and performance. The team will work to migrate current customers to the newer XPLOLOG™
- Cloud integration planning and architecture documentation has been completed with the implementation of some of the cloud platform foundation
- A blast design application programming interface (API) for AXXIS Titanium™ is being written to efficiently interface with third-party blast design applications (instead of writing a custom application for each third party that approaches us for integration)

### Longer-term outlook (three years and beyond)

BME's software division aims to be a market leader in the drill and blast management ecosystem space by offering digital products that are integrated, high-performing, easy-to-use and scalable across multiple devices. Developing this capability and market position will deliver some major advantages for our customers:

- Reduce overall IT expenses
- Fewer resources are required (freeing up maintenance and security capacity)
- Robust security with regular updates at no additional cost
- Data and application accessibility from anywhere globally
- Pay-per-use and not pay for unnecessary hardware or software
- Decrease the cost of data migration from any existing application to the cloud
- More flexible and less onerous customer contracts

BME is in the process of digitising the blast capturing and explosives discharge process for better control over wastage, avoiding human error and enabling a digital audit trail. With progress from driverless car manufacturers and the drive for cleaner energy consumption by vehicles, autonomous and semi-autonomous vehicles are increasingly becoming a reality.

Blast Alliance™ will explore other opportunities in these technologies to enhance our existing digital offering.

### Chemtech Quality Control (QC) laboratory

The Chemtech QC lab ensures that our products adhere to international standards and legally compliant practices.

The laboratory plays an integral part in the quality of products delivered to our customers. It is responsible for the testing of both raw materials and final products in alignment with the Fertilizers, Farm Feeds, Seeds and Remedies Act 36 of 1947.

QC after production of granulated products is unique to Omnia. Every batch of granulated fertilizer is analysed for granular hardness, caking tendencies, abrasion resistance, coating, dust formation, particle size distribution, size guide number, uniformity index, bulk density, granular roundness, and moisture.

The laboratory's ISO/IEC 9001:2015, ISO/IEC 14001:2015 and ISO/IEC 45001:2018 certification is testimony to its commitment to deliver quality, ensure health and safety and adhere to environmental and legal requirements. Our international ISO/IEC 17025:2017 accreditation covers fertilizer, irrigation water, potential harmful elements, soil and plant tissue.

The Chemtech laboratory is open and functional 24/7/365, providing real-time feedback on quality, and has become the primary laboratory for the Grain SA/FERTASA annual fertilizer monitoring scheme.

### Intellectual property

During the year, we invested R10 million (FY2021: R17 million; FY2020: R7 million) in various research and development activities. These activities enabled Omnia to file patents and develop and/or launch new products in the year.

At year-end, the Group held 1 019 registered trademarks and 13 registered patents, with others in different stages of registration:

| Omnia (excluding discontinued operations) | FY2022 | FY2021 | FY2020 |
|-------------------------------------------|--------|--------|--------|
| Pending trademark applications            | 185    | 236    | 139    |
| Registered trademarks                     | 1 019  | 936    | 921    |
| Pending patent applications               | 12     | 10     | 6      |
| Registered patents*                       | 13     | 13     | 52     |
| Pending design applications               | –      | –      | –      |
| Registered designs                        | 7      | 6      | 9      |

\* The decrease between FY2021 and FY2020 was due to the disposal of Oro Agri.

Omnia's solution-orientated approach is evidenced by an increase in registered trademarks and strengthened intellectual capital, despite the disposal of two businesses over the past two years.

### BME'S AXXIS TITANIUM™ INITIATES RECORD BLAST

BME achieved another record-breaking blast using its latest generation AXXIS Titanium™ electronic detonation system.

The blast of 5 209 detonators was conducted recently at a chrome mine in South Africa's North West province. The enhanced features of the AXXIS Titanium™ system allow mines to respond quickly and easily to increased production demands.

While a record blast is always an achievement to be celebrated, this was a standard production blast requiring nothing different or extra from the mine. The ease-of-use of AXXIS Titanium™, the speed at which blasts can be prepared, and its rapid testing features make this possible.

The dual voltage basis of the new system means that detonators can be tested while they are logged in, with the logging and testing conducted as a single function. As a result, this record blast could be primed, charged, tied up, logged, tested and programmed in just two days.



Tinus Brits, BME's Global Product Manager – AXXIS™

## LEVERAGING OUR INTELLECTUAL CAPITAL continued

With AXXIS Titanium™, the logger does everything for you. Multiple loggers were used on the blast, with each operator logging a portion of the blast to speed up the process; the log files are then seamlessly combined.

By consuming less energy, AXXIS Titanium™ allows up to 1 000 detonators to be initiated by each blasting box – reducing the amount of equipment that is needed on site.

This helps improve the reliability of blasts, as there are fewer items of equipment to communicate with each other. These high levels of reliability ensure a quality blast with no misfires, even in single-prime blasts – where there is just one detonator per hole – as was the case in this record blast.

The intuitive fault-finding capacity of the AXXIS Titanium™ system identifies those detonators which have not been logged onto the harness wire. The operator is informed precisely where the relevant detonator is to be found, so that it can be quickly logged.

It also solves the problem of “intruders” – those detonators that were accidentally missed during the logging process. Again, the operator can speedily fix this issue wherever it occurs, ensuring that there are no misfires in the blast.

The unique design of the AXXIS Titanium™ connector is another important factor, allowing blasters to log and test detonators without the need to open the connector. The gel in the connector ensures a good seal, and is therefore not disturbed during testing and logging. It only gets opened up once you connect it to the surface wire – eradicating resistance or leakage on the block.



*AXXIS Titanium™ allows up to 1 000 detonators to be initiated by each blasting box – reducing the amount of equipment that is needed on site*

### Entrenching sustainable development into the value-creation process

Sustainable development considerations are firmly embedded into Omnia's governance structures. The Group continues to promote and integrate sustainability best practice into core business processes. SHE management indicators are also linked to various incentive schemes.



Sustainability standards are articulated in Omnia's SHERQ policy, which is available on [www.omnia.co.za](http://www.omnia.co.za).

The policy sets out the goals, principles, management system requirements and performance expectations for managing Omnia's core sustainability risks and opportunities. The Group's sustainability strategy aligns with the overall Group strategy and includes the relevant SDGs. An implementation plan has been formulated for the coming year.

While the relevant SDGs have been articulated into targets, the actual achievement of those targets in the immediate future might

be affected by COVID-19-related constraints on operations. These impacts and consequences will be closely monitored and mitigated where appropriate.

Group SHERQ policies and standards and site-specific procedures are in place to ensure compliance with legislative requirements and to support the Group's purpose of **Protecting Life, Sustaining Livelihoods, Creating a Better World**. Responsibility for implementing policies, standards and procedures rests with line management. Group and operational level SHERQ specialists support line management in implementing the strategy and monitoring and managing performance.

Policy implementation is enhanced by the Group's commitment to maintaining ISO certification for various quality, safety and environmental management systems which are audited by internal and external auditors to ensure compliance. In addition to the ISO certification, the Group and our divisions are signatories to Responsible Care® and retained their certification in FY2022.

The Group maintained all health, safety and quality certifications in the year:

|                                                                                                                       | FY2022 | FY2021 | FY2020 | FY2019 | FY2018                                                          |
|-----------------------------------------------------------------------------------------------------------------------|--------|--------|--------|--------|-----------------------------------------------------------------|
| ISO 9001 – International Quality Management                                                                           | ✓      | ✓      | ✓      | ✓      | ✓                                                               |
| ISO 14001 – International Environmental Management Standard                                                           | ✓      | ✓      | ✓      | ✓      | ✓                                                               |
| ISO 45001 – Occupational Health and Safety Management                                                                 | ✓      | ✓      | ✓      | ✓      | ✓                                                               |
| ISO 45000 – International Health and Safety Standard                                                                  | ✓      | ✓      | ✓      | ✓      | Arrangements to transition to the new standard were implemented |
| Responsible Care® – the global chemicals industry's unique initiative to improve health and environmental performance | ✓      | ✓      | ✓      | ✓      | ✓                                                               |



New generation AXXIS Titanium™ is an advanced electronic blast detonation system.

# REMUNERATION REPORT

Aligning shareholder interests and remuneration outcomes for executives requires a careful balance and thoughtful judgement. This is particularly true during times of strategic business transformation amid a world crisis where both short-term actions and execution of longer-term strategy matter greatly. The remuneration and nominations committee (RNC) is committed to listening to shareholders and other stakeholders in developing the remuneration policy and disclosure within this business context.

## Section 1: Letter and background statement from the RNC chair

### Dear stakeholders

#### Context to the 2022 remuneration review

Three years ago, we developed a phased strategy to stabilise, fix and grow our business. Since then the world has experienced substantial macro-economic changes recorded in recent history. The disruptions brought about by the COVID-19 pandemic, supply chain challenges, volatility in input costs and the Russia-Ukraine conflict have all impacted the business environment.

Against this backdrop, Omnia has undergone a period of transition and has successfully executed on its intent to stabilise and fix the business. We have delivered on our priorities with a focus on our core assets, operational excellence, supply chain optimisation, our values and our people. Shareholders will receive a pleasing outcome of an ordinary dividend of 275 cents and a special dividend of 525 cents per share.

**Thoko Mokgosi-Mwantembe**

*Chair of the RNC*



**Challenges we faced in FY2022**

During FY2022, we considered and prioritised the material matters that have already affected or may in future affect and challenge our business and the achievement of our strategy. These are covered in more detail on page 8 of the report. Our executive team has faced these challenges with commitment and vigour while improving our financial position.

|                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Challenging and volatile macro- and socio-economic context (including South African and non-South African contexts)</b> | <ul style="list-style-type: none"> <li>- Volatile agricultural and commodity prices</li> <li>- Challenging economic conditions</li> <li>- Changing political and regulatory landscape (including political instability)</li> </ul>                                                                                                                        | <ul style="list-style-type: none"> <li>- Geopolitical instability (including the impact of the Russia-Ukraine conflict)</li> <li>- Supply chain disruptions</li> <li>- Aging roads and infrastructure in SADC</li> </ul>             |
| <b>Increasing stakeholder expectations</b>                                                                                 | <ul style="list-style-type: none"> <li>- Community and social unrest</li> <li>- Growing stakeholder expectations</li> <li>- Just transition to a low carbon economy</li> </ul>                                                                                                                                                                            | <ul style="list-style-type: none"> <li>- Resource scarcity</li> <li>- Retaining licence to operate</li> <li>- Supporting growth in local economies and communities (including small-scale farmer support and development)</li> </ul> |
| <b>Evolving human capital needs</b>                                                                                        | <ul style="list-style-type: none"> <li>- Attracting and retaining talent</li> <li>- Availability of scarce and critical skills</li> <li>- Skills development</li> <li>- Succession planning</li> <li>- Organisation culture supporting strategy</li> <li>- Diversity (including experience and ways of thinking), inclusion and transformation</li> </ul> | <ul style="list-style-type: none"> <li>- Employee wellness</li> <li>- Health and safety for employees, contractors and communities (including persistent COVID-19 impacts)</li> <li>- Innovation</li> <li>- Labour unrest</li> </ul> |
| <b>Building operational resilience</b>                                                                                     | <ul style="list-style-type: none"> <li>- Business continuity and disaster recovery</li> <li>- Cyber and data threats</li> <li>- Extreme weather events</li> <li>- Operational and financial controls</li> </ul>                                                                                                                                           | <ul style="list-style-type: none"> <li>- Operationalisation of sustainability</li> <li>- Security of energy and water supply</li> <li>- Security of infrastructure</li> </ul>                                                        |
| <b>Ensuring business model resilience and strategic delivery</b>                                                           | <ul style="list-style-type: none"> <li>- Business model resilience</li> <li>- Access to capital</li> <li>- Capital allocation</li> <li>- Climate change adaptation</li> </ul>                                                                                                                                                                             | <ul style="list-style-type: none"> <li>- Customer concentration</li> <li>- Disciplined strategic execution</li> <li>- Sustainable business practices</li> <li>- Technology, innovation and R&amp;D</li> </ul>                        |
| <b>Creating leading environmental stewardship practices</b>                                                                | <ul style="list-style-type: none"> <li>- Safety and environmental stewardship of chemicals</li> <li>- Managing energy efficiency and intensity</li> <li>- Compliance with legislation</li> </ul>                                                                                                                                                          | <ul style="list-style-type: none"> <li>- Energy sources and GHG emissions</li> <li>- Hazardous waste management</li> <li>- Protecting biodiversity</li> </ul>                                                                        |
| <b>Ensuring world-class governance and ethics</b>                                                                          | <ul style="list-style-type: none"> <li>- Ethical behaviour</li> <li>- Compliance with legislation</li> </ul>                                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>- Fraud and corruption</li> <li>- Governance and ethics</li> </ul>                                                                                                                            |

# REMUNERATION REPORT continued

Many of the items listed featured as challenges to a greater or lesser extent in our business units and geographies. However, the classification of and adoption of this framework allows for the education and consistent management of these matters across all territories. It also allows for shared learning and development within the company.

## Outcomes for stakeholders in FY2022

Despite these challenges, the people of Omnia were able to achieve the following outcomes:

- Revenue from continuing operations increased by 30% to R21 437 million (FY2021: R16 436 million)
- The Group's operating profit from continuing operations increased by 40% to R1 597 million (FY2021: R1 138 million)
- Headline earnings from continuing operations increased by 86% to 672 cents per ordinary share (FY2021: 361 cents)

We have continued to provide increased returns to providers of capital. Earnings attributable to shareholders from continuing operations grew to R1 072 million (FY2021: R607 million) while the return from continuing operations on average equity is 11.1% (FY2021: 6.2%). Global Credit Ratings (GCR) has upgraded Omnia's long and short-term credit ratings, with our long-term credit rating improving to A (FY2021:BBB+) with a stable outlook and our short-term credit rating improving to A1 (FY2021: A2). This diligent focus on key financial metrics and outcomes has resulted in improved dividends to our shareholders. Looking back over time to the FY2019 results there has been R7 800 million value created. Return on average equity has improved from -5.7% in FY2019 to 11.1% in FY2022 up from 6.2% in FY2021. The operating margin for continuing operations (excluding Zimbabwe) is 8.2% in FY2022, up from 3.7% in FY2020 and 4.9% in FY2021.

Much progress has been made in establishing a strong core belief system and a performance-driven culture in the Group. Employee engagement has been maintained resulting in a more stable workforce. The management bandwidth was improved with the appointment of Tiaan Kotze (COO of Omnia Group) and Ralf Hennecke (MD of Mining); who both serve as prescribed officers. We were able to significantly increase our training spend for our employees in relation to the prior year, enhancing skills development. There has been a continued focus on safety measures, resulting in a significant improvement in the overall Omnia safety record across the business to below the set targets. However, we sadly experienced two fatalities during the year. The RCR improved to 0.21 from 0.35 in the prior year.

We increased our investment in research and development to continue delivering differentiated products and solutions to customers. The Group IT strategy and business operating model, including back-office functions, received focus in the year. These were further supported by the appointment of a chief information officer. We remain a preferred business partner for suppliers and have maintained our B-BBEE rating at Level 2. We are recognised as being environmentally responsible and had no major environmental incidents in FY2022. We delivered an impactful emerging farmer programme, made COVID-19 donations, delivered community outreach and supported vaccination programmes in fulfilment of our ethics and social responsibility. Within the company, all our operations continued to manage the ongoing impact of COVID-19. An internal vaccination programme was rolled out which successfully reduced absenteeism.

The executive team has focused on enhancing communication and trust with both internal and external stakeholders.

Omnia's growth strategy, anchored on a robust capital allocation framework, prioritises climate resilience and clearly defined ESG objectives. Driven by our purpose, our strategic intent is to offer increasingly greener and more sustainable products, technology, and services. We are pleased with the following achievements:

- FER rate reduced to 0.75 in FY2022 from 1.65 in FY2021
- RCR reduced to 0.21 from 0.35 in FY2021
- There were no major environmental incidents involving transport and spills and leaks since FY2020
- Total water discharged decreased by 44% while total recycled water increased by 29% from FY2021 to FY2022
- Energy efficiency improved on last year by 6% (GJ/tonne manufactured)



See our environmental goals in the ESG section of our report.

It was within this context and the policy set out below that the RNC determined the remuneration outcomes for FY2022. The elements of Omnia's remuneration are total guaranteed pay (TGP), short-term incentives (STIs) and long-term incentives (LTIs), as outlined on page 103.

## STIs

Our STI scorecard determine the payments to executive directors and prescribed officers. The scorecard for FY2022 (the year under evaluation) and the scorecard for FY2023 (the year ahead) are set out in the remuneration policy and the performance evaluation for FY2022 is set out in the implementation report section of the report. During the past year RNC discretion was removed on stretch key performance indicator (KPI) evaluation and payment. The CEO's STI payment is now capped at 200% of TGP, following feedback from shareholders and in line with the market. KPIs and weightings are selected by the RNC annually, in advance of each year, based on the strategy journey and its evolution from turnaround to future fit.

For FY2022 both the pre-set stretch targets on EBITDA (excluding the proceeds of Umongo Petroleum) and NWC to revenue were exceeded. The RNC, therefore, applied the cap to the CEO's STI payment set at 200% of TGP. STIs are subject to malus and clawback provisions.

## LTIs

Our LTI performance scorecard and its evaluation determine the share delivery to executive directors and prescribed officers. The performance scorecards for LTI awards made at the commencement of FY2023, FY2022 and FY2021 are set out in the remuneration policy and the performance evaluation and vesting schedule. The CEO's LTI award made on his appointment is set out in the implementation report. Given that the performance-based share plan (Omnia 2020 Share Plan) was only established in FY2020, the CEO is the only individual subject to performance evaluation of LTIs at 31 March 2022. LTIs are subject to malus and clawback provisions as well as minimum shareholding requirements.

### CEO remuneration

The CEO, Seelan Gobalsamy, was appointed in August 2019 to lead the company out of a crisis of severe financial constraint into financial stability and future growth and expansion. These unique circumstances required the RNC, at that time, to consider how best to structure the CEO's LTIs and related performance targets to align with the strategy and consequently with shareholder interests. In addition, the company was in an extended closed period and the RNC undertook to shareholders to delay making the LTI award as a consequence of the closed period.

### Aligning CEO LTIs with shareholders

Last year's remuneration report set out the treatment of the CEO's LTI award on his appointment, which was determined in FY2020 and awarded in FY2021 for the reasons outlined above.

This award was structured as follows:

- The CEO elected to take his first-year TGP in shares. His intent was to make a visible undertaking of his commitment to the company and his aspiration to turn the company around and generate shareholder value. An award of 100% of guaranteed package in lieu of the CEO's first year's salary was taken in shares. The award was not subject to performance conditions (as it was in lieu of salary) and was set to vest on 31 March 2022
- The RNC granted the CEO a single LTI award of 500% of TGP for the period FY2020 to FY2022. The award was subject to performance conditions (set in advance) and measured over FY2020 to FY2022 and was set to vest on 31 March 2022. No other LTI awards were made to the CEO from his appointment up to 31 March 2022 when the latest award was made

Given the financial circumstances of the company at the time of his appointment, the committee chose annual performance conditions (in advance) to be attached to these LTI awards. The uncertainty of the share price and the financial position of the company at the time this award was determined, rendered more conventional LTI measures inappropriate and impractical. The more granular performance conditions were determined at the time to reflect the journey towards the recovery of the company led by the CEO. These performance conditions were disclosed in the prior year's remuneration report in the policy section. These conditions and their performance evaluation at the original vesting date of 31 March 2022 are now detailed in the implementation report. However, as noted in the SENS issued on 30 March 2022, the vesting of these awards has been delayed in tranches over a period of 20 months post the original vesting date of 31 March 2022. This delay in vesting is fully supported by the CEO, as a demonstration of his commitment to the delivery of the strategy, the employees, the board, its shareholders and broader stakeholders.

As at 31 March 2022, a new LTI award has been made to the CEO comprising two parts:

- A once-off award of 300% of annual salary in performance forfeitable shares. These will vest, subject to performance conditions, in three equal tranches on 31 March 2025, 31 March 2026 and 31 March 2027
- An annual award for the financial year 2022 of 150% of salary in performance forfeitable shares. These shares will vest, subject to the same performance conditions as those for all other participants in Omnia's LTI plan, on 31 March 2025

The RNC intends to continue making annual LTI awards to the CEO, FD and prescribed officers from 1 April 2022. Annual LTI awards made to the CEO will be subject to the same terms and performance conditions that apply to other recipients of LTI awards with performance conditions. This ensures that the executive team has the same focus now that key appointments in the team have been made.

Performance conditions for the vesting of these awards are set out in the remuneration policy section of the report. Actual awards made are set out in the implementation report.

### CEO TGP and STI award

The RNC awarded a 5% increase in TGP with effect from 1 July 2022. This is in line with the salary increase pool in South Africa and considered a modest inflation-linked increase.

The CEO's STI is now formally capped at 200% of TGP as disclosed in the policy section of the report. The CEO's STI scorecard evaluation against pre-set annual targets and consequent achievement for the year ended 31 March 2022 is set out in the implementation report.

### Shareholder engagement and non-binding advisory votes on the remuneration policy and implementation report

Before our 2021 AGM, we engaged several shareholders on our FY2021 remuneration policy and implementation report. Voting on our 2021 remuneration policy and implementation report reflected an increase in the number of votes cast from the 2020 AGM, with 73.35% (2020: 66.45%) in favour of the remuneration policy and 66.58% (2020: 60.07%) supporting the implementation report.

As shareholders representing more than 25% of the issued shares voted against the remuneration policy and implementation report, we published a SENS announcement, inviting those shareholders to submit comments and feedback on the policy and implementation report.

We value all our shareholders' continued input and below we highlight the key issues they have raised and the consequent changes we have made, both to our remuneration policy and in enhancing disclosure in our implementation report.

# REMUNERATION REPORT continued

## Changes made to the remuneration policy and disclosure in the implementation report

| Policy changes                                                                                                                                                                                                                                                                                                                                          | Context                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Broad-based employee share ownership was successfully achieved during FY2022 via the establishment of the Omnia Employee Share Scheme, ensuring that all employees are now shareholders in the company.                                                                                                                                                 | All employees, except those employees holding performance shares in the Omnia 2020 Share Plan, were awarded 300 shares on 1 July 2021. Details of the Omnia Employee Share Scheme are included in the remuneration policy section.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| STI payments for the CEO and FD have been capped at 200% of TGP with effect from FY2022.                                                                                                                                                                                                                                                                | The RNC's discretion to extend STI payments, in certain circumstances, to 250% of TGP for the CEO and FD has been removed. STI payments for the CEO and FD are capped at a maximum of 200% of TGP.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| The performance targets set for the STI scheme for FY2022 reflect two changes when compared with the FY2021 performance targets. NWC improvement replaces the cash generated from operations target in the FY2021 scheme and the FY2022 scheme now allows for a 20% weighting on strategic initiatives to cover business, divisional and personal KPIs. | NWC improvement measures both cash available and cost control and is well-entrenched as a performance metric across the Group. The introduction of strategic initiatives has been amended to allow for business, divisional, and personal KPIs for individuals in support of the Group's strategic initiatives, creating a more balanced performance scorecard at business unit level. The CEO will continue to be measured on Group performance metrics and targets. All KPIs have targets, whether they are financial KPIs, ESG KPIs or personal KPIs. See the STI scorecard for FY2022 in the remuneration policy section of this report.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| The performance targets set for the LTIs awarded in FY2022, and which are measured from 1 April 2021 to 31 March 2024, reflect a change when compared with the performance targets set for the LTIs for FY2021 awarded in April 2020. Performance targets for LTI awards in FY2023 now include return on average equity.                                | <p>Total shareholder return (TSR) is now the significant financial measure for LTIs awarded in FY2022. The RNC considered it appropriate to exclude the reduction of operating leverage and debt measures in the FY2022 targets when compared with the performance conditions for FY2021 (see below), given the focus on these metrics in the STI scheme and to ensure the prevention of duplication. The weighting of 70% on TSR ensures shareholder alignment on share price movement and capital distribution both ordinary and special. The remaining 30% weighting will comprise strategic initiatives and strategic KPIs, and targets will be disclosed on vesting. LTI awards made in FY2023 have both TSR and return on average equity as the key financial metrics.</p> <p>The RNC continues to consider rolling annual LTI awards, vesting in three years based on performance conditions, to be appropriate at present. This is due to the uncertainty in the global macro-economic environment and the difficulty in setting realistic and stretch performance targets for longer-term horizons.</p> |
| Extended vesting of CEO share awards originally due to vest on 31 March 2022.                                                                                                                                                                                                                                                                           | Shares awarded to the CEO, partially in lieu of salary and partially as awards of shares subject to performance conditions, have had vesting dates extended from the original date of 31 March 2022. Vesting will now take place in four tranches over a period of 20 months post 31 March 2022, with final vesting occurring on 30 November 2023. Part of these shares will be committed to the minimum shareholding requirement. See detail in the implementation report.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Dividends on forfeitable shares in the Omnia 2020 Share Plan are payable in line with ordinary shareholders in terms of dividend declarations and payment dates.                                                                                                                                                                                        | When the original plan was implemented, dividends on forfeitable shares were settled to participants if and to the extent that performance conditions had been met. Dividends declared had to be used to purchase additional Omnia shares. The latest change to the rules reflects market practice and the receipt of dividends simultaneously with shareholders which ensures alignment and focus.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

## Policy changes

## Context

### Enhanced disclosure in this report

We have noted our shareholders' comments on disclosure and have enhanced our reporting as follows:

Including more detail in the RNC chair's background statement regarding the context and strategic progress regarding remuneration outcomes of both STIs and LTIs

Reporting on any special payments to executives including a declaration of nil payments if applicable

Enhanced reporting on malus and/or clawback including a declaration on any incidents if applicable

Enhanced reporting now and into the future on fair and responsible pay matters

Including commentary related to performance in support of remuneration awarded to executive directors and prescribed officers

Indicating in the implementation scenario graph for executive directors and prescribed officers where FY2022 pay outcomes are in relation to these scenarios

Providing additional clarity on the share awards of the CEO, FD and prescribed officers and in particular the philosophy, status of holdings and achievement of performance targets of CEO share awards. See the implementation report.

## Trends and future focus areas

The current STI plan had stretch targets set at 200% of TGP in respect of executive directors. Actual awards of STIs for these executives have not exceeded these stretch targets to date. In FY2022 the RNC capped the STI awards at 200% of TGP for the executive directors, removing any discretion to exceed this cap. Deferrals of a portion of the STI over certain limits will be considered going forward.

Following board approval of the broader-based sustainability strategy and metrics, these metrics will be included in the FY2023 STI scorecards under the business and individual KPI for the group executive management.

We will also oversee a benchmarking process of salaries across our operational geographies, with a focus on understanding the pay gap. This work is already being performed in South Africa.

Future executive leadership succession will be a key focus for the RNC during FY2023. Succession planning for all key executive roles will be enhanced with career progression and specific development plans and discussed at the RNC.

We are committed to continually improving our disclosure in the remuneration report.

## Use of independent advisers

We use the services of Old Mutual's REMchannel survey and Emergence Human Capital to benchmark employees' remuneration packages on a total cost-to-company (TCTC) basis and ensure alignment to the market.

Specialist remuneration advice is sought from time to time on specific remuneration matters from Bowmans. The committee is satisfied that the advisers engaged during the year provided independent, unbiased advice and remained objective throughout the process.

## Appreciation

I would like to thank my colleagues on the committee for their assistance this year in delivering on our important responsibilities for progressive remuneration policies and practices. I appreciate the input from our shareholders on policy and disclosure matters which supports this progression. I extend my thanks also to Seelan Gobalsamy and the executive team for the progress made on the strategy over the year.



**Thoko Mokgosi-Mwantembe**

Chair of the RNC

29 July 2022

# REMUNERATION REPORT continued

## Section 2: Remuneration policy

### Remuneration philosophy

Our remuneration philosophy defines how we seek to be fair, responsible, transparent and compliant with legislative requirements within the jurisdictions in which the Group operates. Furthermore, we seek to encourage and reward long-term sustainable performance aligned to the Group's strategy as well as ensure the achievement of the desired culture across the Group.



Our remuneration policy is available online at [www.omnia.co.za](http://www.omnia.co.za)

### Design principles

The policy is driven by the following guiding principles and remuneration is designed in such a way as to:

Foster alignment with Omnia's vision, strategic objectives and shareholder interest

Ensure that remuneration of executive management is fair and responsible in the context of overall employee remuneration

Drive long-term sustainable performance incorporating critical financial and non-financial drivers

Manage risk and liability and be fiscally responsible

Promote an ethical culture and responsible corporate citizenship

Promote responsible business practices incorporating health and safety, environment and governance principles

Ensure fair remuneration that is externally competitive and internally equitable

Motivate and reward the right behaviour and performance of employees and executives

Provide competitive rewards to attract, motivate and retain highly skilled executives and employees vital to the success of the Group

### Remuneration governance

The board delegates all remuneration issues to the RNC. The RNC is responsible for ensuring that the remuneration policy and process support the delivery of the Group's strategy. In terms of King IV, the RNC must ensure that the remuneration policy supports fair and responsible remuneration.

The RNC is made up of three members, all of whom are independent non-executive directors. The performance of the RNC is evaluated annually by the board.

### Fair and responsible remuneration

King IV states that the board should ensure that the company remunerates fairly, responsibly and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term. This implies that there is horizontal fairness in remuneration, which is already embodied in the Employment Equity Act in South Africa. This Act requires employers to drive the principle of equal pay for work of equal value and to report to the Department of Labour on their analysis and outcomes. Horizontal differences in remuneration are not considered unfair if the difference is based on seniority, length of service, qualifications, performance or skill shortage, etc. Vertical differences in remuneration (ie the pay gap) need to be justified too. Vertical fairness is demonstrated by explaining the differences in total remuneration between job levels. This needs to be justified on a consistent basis, for example, according to factors such as risk and complexity of the job, level of responsibility of decision-making and consequence and impact on the company. Our detailed work on job descriptions and evaluation is an important aspect of establishing the transparency of vertical fairness. Market benchmarking provides remuneration data in this regard. We use peer group comparisons and customised surveys from leading survey and consulting groups. In South Africa, the Employment Equity Act already requires reporting on the vertical pay gap to the Department of Labour in the EEA4 report. This report measures the gap between the top 10% and bottom 10% of earners.

The RNC ensures responsible remuneration by linking variable remuneration to performance criteria and value creation metrics. In the short term, this is achieved through the annual STI scorecard. This ensures that STI remuneration outcomes are directly related to the achievement of key targets important in the strategy execution. In the long term, responsible remuneration is achieved by awarding forfeitable shares\* in the LTI scheme where performance achievement against an LTI scorecard determines any consequent share delivery. Responsible remuneration for executives in the long term is further enhanced by the presence of malus and clawback clauses as well as minimum shareholding requirements.

The RNC is aware of the proposed 2021 Amendments to the Companies Act 71 of 2008 in respect of proposed pay gap reporting. Once regulations and guidelines are finalised and issued in this regard, the RNC will make the required disclosure.

\* Forfeitable shares are subject to forfeiture to the extent performance conditions are not met in the performance period and also if the employment condition is not met.

## Remuneration elements

The key elements of our remuneration framework and structure are summarised below:

|                                                                                                         | Strategic intent                                                                                                                                                                                                                                                                                                                                                                      | Remuneration element                                                                                                                                     | Eligibility                                                                           | Frequency                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>TGP</i>                                                                                              | <ul style="list-style-type: none"> <li>- Attract and retain the skills required to execute our business objectives by ensuring that pay structures are fair, competitive and market-related</li> <li>- Based on job, skills, experience, market pay and individual performance</li> <li>- Benefits promote saving for retirement and taking care of unforeseen life events</li> </ul> | Salary                                                                                                                                                   | All employees                                                                         | Monthly                                                                                                                                                                                                           |
|                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                       | Benefits and allowances, including: <ul style="list-style-type: none"> <li>- Medical aid, retirement benefits, death and disability insurance</li> </ul> | Benefits: all employees<br>Allowances: job-related                                    | Monthly<br>Increases take effect on 1 July each year                                                                                                                                                              |
| <i>STIs</i>                                                                                             | <ul style="list-style-type: none"> <li>- Support high-performing individuals and teams by aligning reward with company and individual performance through an STI scorecard set annually for the forthcoming financial year</li> </ul>                                                                                                                                                 | STI payment based on STI scorecard achievement, with reference to the target STI percentage for the relevant job and job level                           | Management, professionals, and admin                                                  | Annual<br>Payable in cash at end of July each year following annual results                                                                                                                                       |
| <i>LTIs</i><br><i>Omnia 2020 Share Plan</i><br><i>(equity based)</i><br><b>Forfeitable share awards</b> | <ul style="list-style-type: none"> <li>- The primary purpose of the plan is to align reward outcomes with sustained company performance through granting annual performance-based share awards based on an LTI scorecard set annually by RNC for the forthcoming three years</li> <li>- Direct alignment with shareholder interests</li> </ul>                                        | Annual awards of forfeitable shares with performance and employment conditions                                                                           | Executive directors and prescribed officers and scarce skills                         | Vesting of forfeitable shares after three years based on attainment of applicable performance conditions                                                                                                          |
| <b>Replacement and retention awards</b>                                                                 | <ul style="list-style-type: none"> <li>- Attract and retain key employees</li> <li>- Long-term retention</li> </ul>                                                                                                                                                                                                                                                                   | Awards of forfeitable shares                                                                                                                             | Generally made in respect of prudent buyouts on hiring and retention of scarce skills | On hiring and in cases of prudent retention                                                                                                                                                                       |
| <b>All employee share awards (see details of Omnia employee share scheme below)</b>                     | <ul style="list-style-type: none"> <li>- Employee engagement</li> <li>- Create alignment and interest in share price</li> <li>- Ownership/belonging in the company</li> </ul>                                                                                                                                                                                                         | Inclusive broad-based employee share awards of forfeitable shares with employment conditions but no performance conditions                               | Employees who currently do not have any performance shares                            | <ul style="list-style-type: none"> <li>- During FY2022 each employee received a grant of 300 forfeitable shares on 1 July 2021</li> <li>- These shares have employment conditions attached to delivery</li> </ul> |

 Refer to the AFS for further disclosure regarding the various share incentive schemes.

# REMUNERATION REPORT continued

## STI plan description, performance conditions and targets

### Group STI plan description

The scheme is designed to incentivise Group, divisional, interdivisional and individual performance and is payable in cash at the end of July each year. The Group's STI targets and weightings are determined annually by the RNC and are subsequently approved by the board. The divisional targets are based on the Group's targets and are agreed upon with exco and divisional management. The formula used to determine the STI for the year is as follows:

Annual STI = TGP x STI percentages x weighting allocations x actual performance percentage x safety modifier

The on-target STI percentage and performance multiplier for each employee is based on performance against targets at Group and divisional levels with an appropriate weighting between Group and division dependent on role. The Group STI measures and weightings, the mix between Group and divisional performance and the on-target STI percentages are tabled below. The safety modifier adjusts the annual STI according to the RCR and the FER score.

### Group STI performance conditions for FY2022

It is important for the company's incentive structures to evolve and to include appropriate performance measures as Omnia progresses on its journey to deliver and grow shareholder value in line with its strategic imperatives. Amendments to the FY2022 STI scorecard in relation to the FY2021 STI scorecard are as follows:

- In terms of the financial metrics, the "cash generated from operations" target in the STI scheme set for the FY2021 performance year has been replaced by "NWC improvement" for the FY2022 performance year. NWC improvement measures both cash available and cost control and is well-entrenched as a performance metric across the Group
- B-BBEE: Maintaining the company's B-BBEE rating remains a key strategic priority and it was kept as a top-line measure for FY2022. However, this will in future be absorbed into the personal KPI measures. This will enable a focused approach at a business unit level
- Personal KPIs: Includes ESG metrics and other business unit strategic imperatives and metrics

| Key performance area | Measure                                               | Weight |
|----------------------|-------------------------------------------------------|--------|
| Financial metrics    | EBITDA                                                | 40%    |
|                      | NWC improvement <sup>#</sup>                          | 30%    |
| B-BBEE               | Overall level                                         | 10%    |
| Personal metrics     | Includes ESG and other strategic metrics <sup>+</sup> | 20%    |
| Total                |                                                       | 100%   |

Total x **safety modifier\*** (90% to 105%)

<sup>#</sup> The measure was "cash generated from operations" in STI FY2021 scorecard.

<sup>\*</sup> Safety modifier is split 75% weighting on RCR and 25% weighting on FER. To demonstrate Omnia's values, culture and publicly stated commitment to safety, the RNC will, in addition to other appropriate measures considered necessary, ensure that variable pay recommendations of employees found to be directly responsible for fatalities be appropriately adjusted. In applying its discretion on this matter, the RNC will take into account recommendations and findings from other sub-committees.

<sup>+</sup> Strategic initiatives were previously all set at Group level. These metrics can now reflect Group cascaded business unit and divisional targets at business and divisional level.

### STI percentages and weighting allocations

The following tables reflect the weighting between Group and divisional measures and the on-target STI percentages per employee level.

| Group and divisional weighting  | Group | Division |
|---------------------------------|-------|----------|
| Exco (excluding divisional MDs) | 100%  | 0%       |
| Divisional MDs                  | 60%   | 40%      |
| Divisional management           | 40%   | 60%      |

The RNC believes that the maximum STI performance targets (set in advance), reflect exceptional shareholder value creation and that only in exceptional circumstances would maximum targets be reached. Maximum performance targets apply to the CEO and FD and incentive payouts are capped at this level.

| STI percentages as a multiple of TGP | On target | Maximum <sup>1</sup> |
|--------------------------------------|-----------|----------------------|
| CEO and FD                           | 100%      | 200%                 |
| Group corporate executives           | 60%       | –                    |
| Divisional MDs                       | 75%       | –                    |
| Divisional management                | 50%       | –                    |

<sup>1</sup> Capped at 200% of TGP.

The RNC has the discretion to adjust bonuses, either downwards or upwards, but not above any maximum cap. RNC may amend the rules of the scheme as it deems fit, taking into account the balance between fair reward for the individual and stakeholders' interests. RNC will apply this discretion downwards in the case that any of the financial measures are materially below the threshold, as well as in the case of unacceptable safety outcomes, particularly in the case of fatalities or outcomes significantly below the thresholds for the year, and major environmental incidents, or events causing significant harm to the reputation of Omnia.

STI payments are subject to the malus and clawback policy.

#### Business, divisional and personal performance

Business, divisional and personal performance against pre-set targets is taken into account when STIs are awarded, and this has been embedded into the STI structure for FY2022. No STIs are awarded in the case of poor performance. The summary outcome of the STI scorecard achievement is disclosed below in the implementation report.

#### Group STI performance conditions for FY2023

Amendments to the FY2023 STI scorecard in relation to the FY2022 STI scorecard were carefully considered and kept to a minimum:

- EBITDA remains a core measure of operational performance each year
- NWC is a good indicator of operating cash flows required to service dividends. Weighting increased in relation to FY2022 to ensure focus given higher commodity price challenges
- Margins are key to profitability and ROE
- Personal metrics include B-BBEE metrics, employee and brand metrics
- ESG metrics will form part of the LTI strategic metrics for FY2023

| Key performance area | Measure                                     | Weight |
|----------------------|---------------------------------------------|--------|
| Financial metrics    | EBITDA                                      | 30%    |
|                      | NWC to revenue                              | 40%    |
|                      | Operating margins                           | 10%    |
| Personal metrics     | Includes B-BBEE and other strategic metrics | 20%    |
| Total                |                                             | 100%   |

Total x **safety modifier\*** (90% to 105%)

\* Safety modifier is split 75% weighting on RCR and 25% weighting on FER. To demonstrate Omnia's values, culture and publicly stated commitment to safety, the RNC will, in addition to other appropriate measures considered necessary, ensure that variable pay recommendations of employees found to be directly responsible for fatalities be appropriately adjusted. In applying its discretion on this matter, the RNC will take into account recommendations and findings from other sub-committees.

#### LTI plan description, performance conditions and targets

##### Omnia 2020 Share Plan description

The salient features of the Omnia 2020 Share Plan are as follows:

- Forfeitable performance awards for executive directors and prescribed officers are the primary intent of the plan. These awards vest subject to meeting performance conditions measured over a three-year performance period, together with continued employment
- The plan provides for the award of forfeitable shares, which are only subject to meeting continued employment. Forfeitable shares are prudently used for buyouts of existing share awards on hiring and ad hoc retention awards at management levels below executive directors and prescribed officers. During FY2022 forfeitable share awards with employment conditions were made to those employees who did not have any performance share awards in terms of the Omnia Employee Share Scheme. The award amount was set at 300 shares per employee. These shares were purchased in the market
- The Omnia 2020 Share Plan provides for awards of remuneration shares in lieu of receiving TGP. These awards were used for the sacrifice of TGP by the CEO for the 12-month period 1 January 2020 to 31 December 2020, as previously disclosed. Given the nature of these awards, they are infrequent, and occur at the most senior level in the company (usually on hiring) and where minimum shareholdings are required and, consequently, these awards are also approved by the board
- Dividends on forfeitable shares in the Omnia 2020 Share Plan are payable in line with ordinary shareholders in terms of dividend declarations and payment dates
- No new shares may be issued, nor may treasury shares be used in the settlement of awards, and settlement shares may only be purchased in the market
- Formal share limits do not ordinarily apply to a plan where a market purchase is used as the only settlement method. All shares, whether performance-based or awarded to employees in the Omnia employee share plan, are purchased in the market. The employee share plan has a scheme limit on the number of shares to be held
- All share awards are subject to the malus and clawback policy

Awards were made to the executive directors or prescribed officers in terms of this plan during FY2022.



Refer to page 116 for more detail.

# REMUNERATION REPORT continued

## Group LTI performance conditions

It is important for the LTI plan to evolve and to include appropriate performance measures as Omnia progresses on its journey to deliver and grow shareholders' value in line with its strategic imperatives. This is particularly true, given that the awarding of performance-based shares under the Omnia 2020 Share Plan commenced when the CEO was appointed. It aims to foster alignment between the executive directors and prescribed officers and the company shareholders, while incentivising these key individuals to achieve stretch targets on key long-term metrics. This ensures focus on the longer-term strategy and incentivises the executive team to achieve outcomes in the interests of shareholders and the broader society. The evolution of the performance targets has factored in stakeholders' input.

There are three sets of annual performance-based share awards which have been made under the Omnia 2020 Share Plan which are still to be evaluated against pre-set targets on 31 March 2023, 31 March 2024 and 31 March 2025 respectively.

## FY2023 Group LTI performance conditions set on 1 April 2022 to be evaluated on 31 March 2025

- Participation applies to the CEO, FD, and prescribed officers during the financial year and who are employed on the award date. These awards vest subject to level of attainment of performance conditions measured over a three-year performance period, together with continued employment.

| Measure                  | Weighting | Threshold (75%)            | Target (100%) | Stretch (120%)* |
|--------------------------|-----------|----------------------------|---------------|-----------------|
| TSR growth               | 40%       | 8%                         | 10%           | 12%             |
| Return on average equity | 30%       | 10%                        | 11%           | 12%             |
| Strategic KPIs           | 30%       | To be disclosed on vesting |               |                 |

\* In the different measure categories, if the stretch target of 120% is achieved, the total award delivered is capped at 100% of the award granted.

TSR remains the significant financial target for the awards made in July 2022. TSR growth: (closing share price – opening share price in a period + dividends)/opening share price. The calculation will be based on the market value (20-day volume-weighted average price as quoted on the JSE) compared to the closing price on 31 March plus one day, adding in any dividends.

ROE is a key measure for shareholders who seek returns in excess of the weighted average cost of capital.

Strategic KPIs will cover expansion, optimisation and diversification objectives, research and development goals and ESG targets.

## FY2022 Group LTI performance conditions set on 1 April 2021 to be evaluated on 31 March 2024

- Participation applies to the FD and prescribed officers during the financial year and who are employed on award date. It excludes the CEO given his appointment award and the specific conditions attached to that award. These awards vest subject to level of attainment of performance conditions measured over a three-year performance period, together with continued employment.

| Measure                            | Weighting | Threshold (75%)            | Target (100%) | Stretch (120%)* |
|------------------------------------|-----------|----------------------------|---------------|-----------------|
| Total shareholder return per annum | 70%       | 8%                         | 12%           | 16%             |
| Strategic KPIs                     | 30%       | To be disclosed on vesting |               |                 |

\* In the different measure categories, if the stretch target of 120% is achieved, the total award delivered is capped at 100% of the award granted.

TSR becomes the significant financial target for the awards made in April 2022. TSR includes the share price movement and any form of capital distribution, both ordinary and special. The calculation will be based on the market value (20-day volume-weighted average price as quoted on the JSE) compared to the closing price on 31 March plus one day, adding in any dividends.

The RNC thought it prudent to consider the impact on the performance conditions of a black swan event. A black swan event would be defined as a decline in the JSE in excess of 20% over a 12-month period. If this was the case, the performance conditions would be evaluated on both an absolute (against targets) and relative (against peer group) basis. Where performance conditions require a relative measurement against a comparator group listed on the JSE, the RNC adopts AECI and Sasol as the comparator group (accepting the limitations of a comparator group). The peer group will be reviewed every three years or such other period as determined by the RNC for relativity and appropriateness. In the event of a black swan event occurring the RNC would take into account the balance between fair reward for the individual and stakeholders' interests and will apply their discretion downwards in the case that any of the financial measures are materially below the threshold. RNC would disclose their use of discretion (if any) in the event of a black swan event.

For FY2022, the RNC considered the removal of the reduction of operating leverage and debt measures which form part of the performance conditions for FY2021 (see below) to be appropriate given the focus on these metrics in the STI scheme and the prevention of duplication.

## FY2021 Group LTI performance conditions set on 1 April 2020 to be evaluated on 31 March 2023

Participation applies to the FD and prescribed officers during the financial year and who are employed on award date. It excludes the CEO given his appointment award and the specific conditions attached to that

award. These awards vest subject to level of attainment of performance conditions measured over a three-year performance period, together with continued employment:

| Measure                                   | Weighting | Threshold (75%)            | Target (100%)   | Stretch (120%)* |
|-------------------------------------------|-----------|----------------------------|-----------------|-----------------|
| Total shareholder return                  | 50%       | 15%                        | 20%             | 25%             |
| Reduction of operating leverage per annum | 10%       | R150 million               | R175 million    | R200 million    |
| Reduction of debt                         | 20%       | < 2.5x EBITDA              | < 2.25 x EBITDA | < 2 x EBITDA    |
| Strategic, turnaround KPIs                | 20%       | To be disclosed on vesting |                 |                 |

\* In the different measure categories, if a stretch target of 120% is achieved, the total award is capped at 100% of the award granted.

The relatively high threshold and low-stretch premium for this award reflect the level of uncertainty and volatility at the time this award was made.

#### FY2020 Group LTI performance conditions set on 1 April 2019 have been evaluated on 31 March 2022

Participation applies solely to the CEO and the evaluation of these performance conditions is set out in the implementation report. Vesting of the awards has been delayed and is also set out in the implementation report.

#### All employee share ownership – Omnia Employee Share Scheme

The Omnia Employee Share Scheme was established on 1 July 2021.

##### Scheme intent

- Employees to become shareholders of Omnia
- Encouraging employee engagement, motivation, and commitment, resulting in a common goal to improve company performance
- The common goal of improving company performance will impact individual and team performance, impacting share price growth, high performance and ethical behaviour positively
- Employee retention

##### Scheme principles

- The Omnia Employee Share Scheme is aligned with the Omnia 2020 Share Plan
- Awards issued are forfeitable shares without performance conditions but subject to employment conditions
- All Omnia employees, employed effective 1 July 2021, were eligible for participation with the exception of employees already in receipt of forfeitable shares with performance conditions under the Omnia 2020 Share Plan
- Shares assigned to employees are held in the Omnia Share Trust

- Participation applies to employees irrespective of geography. In geographies where regulations or practice prevented employee share participation, long-term cash incentives, linked to share price growth, with the same employment conditions were awarded with an effective date of 1 July 2021
- Should an employee be dismissed or resign before the vesting date of shares allocated, their shares will be forfeited
- Should the employee undergo a no-fault termination (ie retrenchment, early retirement, normal retirement) the employee will receive the value of shares pro rata to the date of termination
- Employees will enjoy dividends on shares as and when declared. Notional dividends apply in the case of long-term cash incentive awards

##### Share allocations and limits

- All eligible Omnia employees, employed effective 1 July 2021 received 300 shares on 1 July 2021
- Shares were allocated to employees for a three-year period, vesting on 30 June 2024
- An allocation of shares for new employees will be considered annually in July
- The total limit on shares to be held is 5 million shares

##### Scheme structure

- A Broad-Based Employee Share Scheme was implemented in terms of section 8B of the Income Tax Act, No 58 of 1962

##### Share purchase

- Shares were purchased in the market

##### Minimum shareholding requirement

A minimum shareholding requirement was adopted by the Group with effect from FY2020. The policy aims to encourage executive directors of Omnia Holdings Limited and its subsidiaries to hold shares in the company and retain vested shares awarded under the LTIs, thus reinforcing the alignment between executive and shareholder interests.

The policy requires that the executive directors of the company build up their personal shareholding of vested shares in the company to the following target levels over a five-year period: The five-year period commenced on the date of implementation of the policy for executive directors employed at that time, or the date of appointment of an executive director for any who join the company, or who is appointed as an executive director, after the implementation of the policy.

- Two times TGP for the CEO
- One time TGP for the FD

The minimum shareholding must be retained until the termination of employment.

To meet the requirement, executive directors can commit LTI shares that are due to vest, through a notice of intention to commit which has been submitted to, and confirmed by, the RNC. Executive directors may also acquire personal shares in the market to meet the requirement, or designate that previously vested shares or personal shareholdings of company shares be counted towards the requirement. Shareholdings are monitored annually by the RNC.

# REMUNERATION REPORT continued

## Remuneration scenarios at different performance levels

The charts below and on page 109 depict the pay mix of the CEO and FD and the average for the prescribed officers in line with the FY2022 remuneration policy. The charts represent annualised at-grant award levels of the STI and LTI below threshold performance, threshold, on-target and stretch performance. The stretch percentage for STIs is reflected at the maximum of 200% of TGP. The stretch percentage for LTIs maximum is 100% of TGP.

The LTI policy awards for the CEO are based on the LTI award received and as detailed in the SENS of 30 March 2022. The once-off LTI award, subject to performance conditions, of 300% of TGP has been annualised to 100% per annum, being 300% divided by three. The annual LTI award of 150% of TGP granted at that time, also subject to performance conditions, is also included. LTI awards are shown at face value on grant.

### Seelan Gobalsamy (CEO)

| R'000                          | Minimum      | %   | On target     | %   | Stretch       | %   |
|--------------------------------|--------------|-----|---------------|-----|---------------|-----|
| ■ TGP                          | 7 560        | 100 | 7 560         | 100 | 7 560         | 100 |
| ■ STIs                         | –            | –   | 7 560         | 100 | 15 120        | 200 |
| ■ LTIs: Performance conditions | –            | –   | 18 900        | 250 | 18 900        | 250 |
| <b>Total remuneration</b>      | <b>7 560</b> |     | <b>34 020</b> |     | <b>41 580</b> |     |

### Pay mix

### On-target pay mix



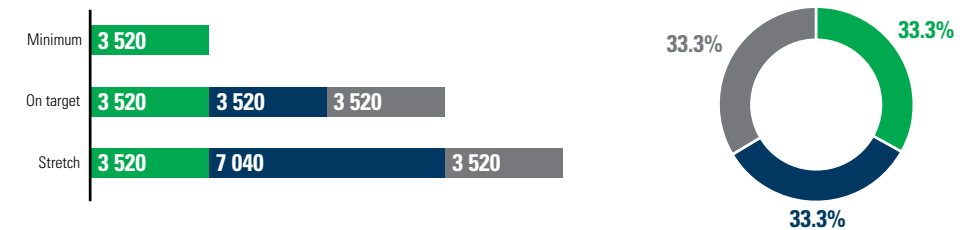
The above award cycle is for the period 1 April 2022 to 31 March 2025.

### Stephan Serfontein – FD

| R'000                          | Minimum      | %   | On target     | %   | Stretch       | %   |
|--------------------------------|--------------|-----|---------------|-----|---------------|-----|
| ■ TGP                          | 3 520        | 100 | 3 520         | 100 | 3 520         | 100 |
| ■ STIs                         | –            | –   | 3 520         | 100 | 7 040         | 200 |
| ■ LTIs: Performance conditions | –            | –   | 3 520         | 100 | 3 520         | 100 |
| <b>Total remuneration</b>      | <b>3 520</b> |     | <b>10 560</b> |     | <b>14 080</b> |     |

### Pay mix

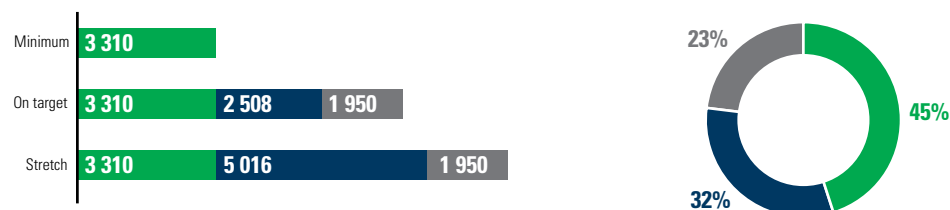
### On-target pay mix



The above award cycle is for the period 1 April 2022 to 31 March 2025.

**Average for the prescribed officers**

| R'000                          | Minimum      | %   | On target    | %   | Stretch       | %   |
|--------------------------------|--------------|-----|--------------|-----|---------------|-----|
| ■ TGP                          | 3 310        | 100 | 3 310        | 100 | 3 310         | 100 |
| ■ STIs                         | –            | –   | 2 508        | 76  | 5 016         | 152 |
| ■ LTIs: Performance conditions | –            | –   | 1 950        | 59  | 1 950         | 59  |
| <b>Total remuneration</b>      | <b>3 310</b> |     | <b>7 768</b> |     | <b>10 276</b> |     |

**Pay mix****On-target pay mix**

The above award cycle is for the period 1 April 2022 to 31 March 2025.

**Executive terms of employment in relation to remuneration****Contracts, notice periods and restraints of trade**

Executive directors and prescribed officers have permanent contracts of employment. The notice periods applicable are:

| Role                | Notice period              | Restraint of trade                  |
|---------------------|----------------------------|-------------------------------------|
| CEO                 | Six calendar months        | Six calendar months                 |
| FD                  | Three calendar months      | Six calendar months                 |
| Prescribed officers | One to six calendar months | Varies from six months to 12 months |

Typically, the restraints of trade restrict incumbents from competitive activities in the manufacture, marketing, distribution and sale of fertilizer, explosives and chemicals and any other products manufactured, marketed or sold by the Group.

**Termination payments**

Termination payments are in line with contractual obligations, prevailing law and the share plan.

**Retention awards**

Retention awards are seldom granted and made to executive directors and prescribed officers in exceptional circumstances.

**Sign-on awards/buyout payments**

During hiring it is sometimes necessary to compensate a prospective employee for the loss of unvested awards granted by the previous employer. Typically, this is done via similar awards from the Omnia 2020 Share Scheme. Sign-on awards and buyout payments are used prudently in this context and include performance conditions in most instances.

**Guaranteed incentives**

These are seldom granted and apply only to the first year of employment and are subject to acceptable performance.

**Non-executive director fees**

The chair of the board receives a combination of a fixed annual fee as well as a variable hourly rate fee for ad hoc services completed. The fixed fee covers attendance at board and sub-committee meetings and is based on a minimum attendance at meetings, failing which a proportionate fee will be applicable. The fee for the period 1 October 2022 until 30 September 2023, to be approved at the AGM, is R1 323 000 (2022: R1 260 000) exclusive of VAT.

The other non-executive directors review the chair's fee on an annual basis for proposal to shareholders at the AGM for approval. In reviewing the annual fee, due cognisance is given to comparative public information on remuneration of the chair.

**Other non-executive directors**

Other non-executive directors are remunerated according to the scope of responsibility and contribution to the Group, considering industry norms as well as the external benchmarks. Consequently, fees are set at levels to attract and retain high-calibre and professional directors to ensure that the board has the necessary skills to execute its mandate. Non-executive directors do not receive LTIs, nor participate in LTI plans.

Non-executive directors are paid a fixed annual fee in respect of their board membership, as well as supplementary fees for committee membership and an additional committee fee for formally scheduled board and committee meetings that do not form part of the annual calendar of meetings. Actual fees and the fee structure are reviewed annually.

# REMUNERATION REPORT continued

## Proposed non-executive director fees for the forthcoming year

| Activity                                         | Number of meetings | Current fee R       | Proposed fee R      |
|--------------------------------------------------|--------------------|---------------------|---------------------|
| Main board                                       | 6 – 8              | R417 900 per annum  | R438 795 per annum  |
| Main board-related ad hoc meetings               | n/a                | R2 991 per hour     | R3 141 per hour     |
| Lead independent director                        | 6 – 8              | R472 500 per annum  | R496 125 per annum  |
| Subsidiary board meetings attended by invitation | n/a                | R22 260 per meeting | R23 373 per meeting |
| Subsidiary board-related ad hoc meetings         | n/a                | R2 352 per hour     | R2 470 per hour     |
| RNC                                              | 4                  | R107 100 per annum  | R112 455 per annum  |
| RNC chair                                        | 4                  | R186 900 per annum  | R196 245 per annum  |
| SERC                                             | 4*                 | R82 950 per annum   | R112 455 per annum  |
| SERC chair                                       | 4*                 | R144 900 per annum  | R196 245 per annum  |
| AC                                               | 5                  | R183 750 per annum  | R192 938 per annum  |
| AC chair                                         | 5                  | R322 350 per annum  | R338 478 per annum  |

\* The number of SERC meetings were three in FY2022 but are now four per annum.

Annual fees are based on a minimum attendance of meetings, failing which a proportionate deduction will be applicable. There will be an increase in the directors' fees in FY2023 of 5%. The SERC committee fees were behind the benchmark and were brought in line. All fees exclude VAT.

During the year, the RNC reviewed surveys from an independent third party, Emergence Growth South Africa, to determine whether the non-executive director fees presented to shareholders for approval were in line with market trends. The RNC was satisfied that the fees are generally market-related. Market data on payment of ad hoc meetings and meetings by invitation will be reviewed in FY2023.

## Malus and clawback policy

### Aim

The aim of the malus and clawback policy is to allow the board, to reduce or "clawback" certain elements of an employee's remuneration in circumstances where a trigger event has occurred. The board aims to align the company's executives and senior management with the long-term interests of the company and to ensure that excessive or inappropriate risk-taking is not rewarded.

### Scope

The RNC may advise the board to apply its discretion to reduce or clawback any incentive award (in whole or in part), to ensure that incentive outcomes are fair, appropriate and reflect business performance. The policy applies to all variable remuneration (STIs, retention payments, ex-gratia payments (if any) and LTIs).

### Malus

Malus is the reduction of unvested or unpaid awards (in whole or in part) before the end of the vesting period (LTI) or prior to payment (STI) and applies to all employees who receive an incentive.

Malus is triggered under the following circumstances:

- Any error that has an effect on the calculation of the award
- The company's (or any subsidiary's) audited annual financial statements contain an error that has impacted the calculation of the award
- The company or any business unit or member or subsidiary having suffered a material downturn in its financial performance at any time before the accrual of the award
- The discovery that any information or the assessment of any performance condition(s) used to determine an award was based on a material error or inaccurate or misleading information
- The participant had, in the reasonable opinion of the RNC, deliberately misled the company or any subsidiary, the market and/or the company's shareholders regarding the financial performance or position of the company or any subsidiary at any time before the accrual of the award
- The participant's actions at any time whether before or during the vesting period having, in the reasonable opinion of the RNC, caused harm to the reputation of the company, the subsidiary and/or the participant's business unit
- The participant's actions at any time before the accrual of the award had, in the reasonable opinion of the RNC, amounted to misconduct or a material error
- The company, the subsidiary or the business unit in which the participant works having, in the reasonable opinion of the RNC, following consultation with the relevant committees, suffered a material failure of risk management whether before or at the time of the accrual of the award

- The participant's actions had, in the reasonable opinion of the RNC, amounted to negligence, incompetence or poor performance at any time whether before or at the time of the accrual of the award; or
- Any other matter which, in the reasonable opinion of the RNC, is required to be taken into account, to comply with prevailing legal and/or regulatory requirements, which for the avoidance of doubt, includes the applicable laws published by a regulator from time to time.

#### Clawback

Clawback is the recoupment, during the clawback period, of all of (or a portion of) the clawback amount from an employee after vesting or payment.

The clawback amount is the value of the variable remuneration on the vesting or payment date. For awards settled in shares, clawback will apply to the cash value of the shares at the vesting date (before the deduction of tax).

The clawback period is up to five years after the settlement of a variable pay award provided that, if an investigation is still ongoing, the clawback period may be extended until the conclusion of the investigation.

The clawback policy applies to executive directors, executive committee members, prescribed officers and senior managers.

RNC will consider applying clawback in the following limited circumstances:

- Any error that has an effect on the calculation of the award
- The company's (or any subsidiary's) audited annual financial statements contained an error that had impacted the calculation of the award in respect of a period for which the employment condition and employment period applicable to an award were assessed and/or
- The discovery of action or conduct of a participant which in the opinion of the RNC amounts to gross misconduct that occurred prior to award or vesting and/or
- The discovery that any information or the assessment of any performance condition(s) used to determine an award was based on erroneous, inaccurate or misleading information, and led to a material error in the calculation of any variable pay award and/or
- Where there is reasonable evidence that a trigger event occurred before the vesting date and this is discovered before the expiry of the clawback period, the RNC may exercise discretion to require a participant to repay the clawback amount (or a portion thereof)

There is a process in place to understand the impact of any trigger event (if applicable), determine the proximity of participants and their accountability, and provide participants in writing, a notice of any intended action, giving participants the right to respond. The RNC may seek and utilise legal expertise.

## Section 3: Implementation report

### Remuneration implementation and shareholder alignment

The implementation report sets out the remuneration decisions taken by the RNC in respect of the executive directors, prescribed officers and the general workforce. The RNC chair's background statement covers the major challenges and performance achievements of FY2022. Both the STI and the LTI have a formulaic scorecard which generates a performance outcome subject to the consideration and final approval of the RNC. With the commitment of the CEO, the vesting dates of his LTI awards made on appointment have been extended from 31 March 2022 for 20 months, as detailed in the RNC chair's letter. The evaluation of the performance conditions attached to these awards is contained below. The remuneration outcomes in respect of the executive directors and prescribed officers are disclosed below.

### Fair and responsible remuneration

#### Minimum salaries

Minimum salaries are reviewed for alignment to market and prescribed norms in all our countries of operation. Some minimum salaries are set through wage negotiations with unions where applicable.

#### Gender and race

In South Africa, employment equity reporting requirements ensures that an analysis is done on gender and race remuneration outcomes, in the context of equal pay for work of equal value.

### Developing our people – career progression

Omnia invests a significant amount in training, work-integrated learning and artisan and learnership programmes with the intent of developing our people. This development assists with career progression thereby enhancing our employees' earning potential.

### Approach taken on remuneration of Omnia employees

#### The impact of COVID-19 on remuneration

During the period from 1 April 2021 to 31 March 2022, COVID-19 continued to impact our people, our operations, and the geographies we operate in. We continued our endeavours to ensure the safety and well-being of all employees while ensuring uninterrupted service to customers in all geographies. Payment of salaries and benefits continued for all employees. COVID-19 had different impacts dependent upon geography with the majority of the organisation's employees, who are primarily employed in South Africa, continuing to render services at various manufacturing locations.

### Annual salary review

#### Bargaining unit salary increase

A 4% increase for bargaining unit employees as part of a one-year bargaining council agreement was implemented in September 2021 and backdated to July 2021. The agreement is being renegotiated in July 2022 and will be implemented as soon as negotiations have been finalised. Increases will be backdated to 1 July 2022.

# REMUNERATION REPORT continued

## Employees and general staff increase and bonus

Annual salary increases for employees and general staff took place on 1 July 2022. Bonuses were paid to management and general staff based on individual performance and the financial performance of the divisions.

### Annual salary review date

The annual salary review takes place on 1 July each year.

### Implementation of TCTC

Good progress has been made in phasing in the implementation of a TCTC pay structure. This work will continue in FY2023, taking cognisance of union agreements and market practice in certain geographies.

### Unionised staff, general staff, management and executive average salary increases for the 2022 financial year

Increases at an average of 4.69% were awarded during FY2022 to executives, management and general staff. The inflation rate was 5.9% in April 2022. The average percentage increases to be awarded during FY2022 to unionised staff are still under negotiation.

## Remuneration outcomes of executive directors and prescribed officers

### Guaranteed pay (TGP)

The increases to the annual TGP packages of each of the individuals from 1 July 2022 are set out below in the table. An average increase of 4.5% was granted in July 2022 with one individual receiving a market adjustment.

### Executive directors' and prescribed officers' increases for FY2023

The annual TGP packages for the executive directors and prescribed officers are tabled below:

| R'000                           | FY2023        | Increase<br>FY2023 | FY2022        |
|---------------------------------|---------------|--------------------|---------------|
| <b>Executive directors</b>      |               |                    |               |
| Seelan Gobalsamy                | 7 938         | 5%                 | <b>7 560</b>  |
| Stephan Serfontein <sup>1</sup> | 3 900         | 10.8%              | <b>3 520</b>  |
| <b>Prescribed officers</b>      |               |                    |               |
| Tiaan Kotze <sup>2</sup>        | 3 900         | 0%                 | <b>3 900</b>  |
| Ralf Hennecke                   | 3 675         | 5%                 | <b>3 500</b>  |
| Michelle Nana                   | 3 241         | 2.5%               | <b>3 162</b>  |
| Michael Smith                   | 2 759         | 3%                 | <b>2 679</b>  |
| <b>Total TGP</b>                | <b>25 413</b> | <b>4.5%</b>        | <b>24 321</b> |

<sup>1</sup> The FD's increase is higher than inflation due to his remuneration on appointment being significantly lower than the market. The committee has adjusted his remuneration in July 2022 to align with the market.

<sup>2</sup> Appointed on 1 February 2022. Annualised salary is shown for FY2022 for comparative purposes.

### Benchmarking of TGP

Executive directors' remuneration is benchmarked annually using the Old Mutual REMchannel survey and against relevant published remuneration reports.

## STI outcomes for FY2022

The STI policy provides for specific measures, weightings as well as targets for threshold, on-target and stretch performance and guides the determination of annual incentives for executives and senior management. Due to significant outperformance against the set targets, the formulaic approach to STI was adjusted to reflect individual performance contribution.

The actual performance compared to the targets, and the calculated 2022 Group STI performance multiplier is tabulated below:

|                            | Weight | Threshold                               | Target | Stretch | Actual        | Score  | Weighted score |
|----------------------------|--------|-----------------------------------------|--------|---------|---------------|--------|----------------|
|                            | %      | Group including discontinued operations |        |         |               | %      | %              |
| EBITDA                     | 30     | 1 571                                   | 1 905  | 2 059   | <b>2 682</b>  | 200%   | 60%            |
| NWC                        | 40     | 20.0%                                   | 17.5%  | 15.0%   | <b>15.6%</b>  | 178.0% | 71.0%          |
| B-BBEE level               | 10     | 3                                       | 2      | 1       | <b>2</b>      | 100%   | 10%            |
| Strategic initiatives      | 20     | 80.0%                                   | 100.0% | 120.0%  | <b>100.0%</b> | 100.0% | 20.0%          |
| Total score (pre-modified) | 100    |                                         |        |         |               |        | 161            |
| Safety modifier            |        |                                         |        |         |               | x      | 105            |
| RCR                        | 75     | 0.45                                    | 0.37   | 0.30    | <b>0.21</b>   | 105    | 79%            |
| FER                        | 25     | 1.70                                    | 1.20   | 1.00    | <b>0.75</b>   | 105    | 26%            |

### Group FY2022 STI executive directors' and prescribed officers' outcomes

**169%**

Note: STI payments are capped at 200% of TGP for the CEO and FD.

The STI awards for the executive directors and prescribed officers as at 31 March 2022 are as follows:

| R'000                         | TGP           | x On target<br>% | x Multiplier<br>% | = Pro forma   | Final STI     |
|-------------------------------|---------------|------------------|-------------------|---------------|---------------|
| Seelan Gobalsamy <sup>1</sup> | 7 560         | 100              | 230.1             | 17 396        | 15 120        |
| Stephan Serfontein            | 3 520         | 100              | 155.2             | 5 463         | 5 400         |
| <b>Executive directors</b>    | <b>11 080</b> |                  |                   | <b>22 859</b> | <b>20 520</b> |
| Tiaan Kotze <sup>2</sup>      | 3 900         |                  |                   | 2 950         | 2 950         |
| Ralf Hennecke <sup>3</sup>    | 3 500         | 75               | 100.7             | 3 524         | 2 800         |
| Michelle Nana                 | 3 162         | 60               |                   | 1 897         | 1 400         |
| Michael Smith                 | 2 679         | 60               | 78.0              | 2 090         | 1 500         |
| <b>Total</b>                  | <b>24 321</b> |                  |                   | <b>33 320</b> | <b>29 170</b> |

<sup>1</sup> Incentive capped at 200% of TGP as per policy.

<sup>2</sup> Appointed on 1 February 2022 with a guaranteed incentive for FY2022 only to replace incentive given up at previous employer.

<sup>3</sup> Promoted into the role. Incentive reflects pro rata portions for service in prior role and service in new role.

## LTIs

The only LTI award originally due to vest in the period was the appointment award made to the CEO comprising 1 728 000 shares – due to vest on 31 March 2022. The CEO, Seelan Gobalsamy, was appointed in August 2019 to lead the company out of a crisis of severe financial constraint and diminished share price, into financial stability and thereafter potential future growth and expansion. These unique circumstances required the RNC, at that time, to consider how best to structure the CEO's LTIs and related performance targets to align with the strategy and consequently with shareholder interests. In addition, the company was in an extended closed period and the RNC undertook to shareholders to delay making the LTI appointment award as a consequence of the closed period.

### CEO's LTI award on appointment

This award was determined in FY2020 and awarded in FY2021 and structured as follows:

- The CEO elected to take his first-year TGP in shares. His intention was to make a visible undertaking of his commitment to the company and his aspiration to turn the company around and generate shareholder value. An award of 100% of guaranteed package in lieu of the CEO's first year's salary was taken in shares. The award was not subject to performance conditions (as it was in lieu of salary) and was set to vest on 31 March 2022
- The RNC granted the CEO a single LTI award of 500% of TGP for the period FY2020 to FY2022. The award was subject to performance conditions (set in advance) and measured over FY2020 to FY2022 and was set to vest on 31 March 2022. No other LTI awards were made to the CEO from his appointment up to 31 March 2022

### Delayed vesting of the CEO's LTI award on appointment

The CEO has agreed with the board on the following regarding shares vesting on 31 March 2022:

- The CEO will defer the 1 728 000 shares with vesting taking place over the next 20 months
  - » The CEO wants to visibly assert his commitment to the employees, the board and the stakeholders
  - » Illustrate his intention to deliver on Omnia's long-term strategy, growing a sustainable business over the long term
- Part of these shares will be committed to the Omnia Holdings Limited minimum shareholding requirement policy (MSR policy)
  - » Deferral periods
    - 15 September 2022, 288 000 shares (5.5 months)
    - 30 November 2022, 480 000 shares (8 months)
    - 15 September 2023, 480 000 shares (17.5 months)
    - 30 November 2023, 480 000 shares (20 months)
  - » Vesting restrictions:
    - Awards may be reduced or forfeited in full or in part if, in the RNC's judgement, there has been misconduct or materially adverse misstatement of financial results
    - The CEO must remain in the employ of the company

## Evaluation of performance conditions of CEO's LTI appointment award as at 31 March 2022

Although vesting will take place as set out above, the performance conditions were set in advance and are to be evaluated as at 31 March 2022. Given the financial circumstances of the company at the time of the appointment of the CEO, the committee chose annual granular performance conditions (in advance) to be attached to these LTI awards. The uncertainty of the share price and the financial position of the company at the time this award was determined, rendered more conventional LTI measures inappropriate and impractical. The more granular performance conditions were determined at the time to reflect the journey towards the recovery of the company led by the CEO. These performance conditions are:

| KPIs for 2020                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | KPIs for 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | KPIs for 2022                                                                                                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>- Stabilise the Omnia business</li> <li>- Determine optimal capital structure with support from shareholders and financial institutions</li> <li>- Optimise, secure bridge loan, restructure debt and secure a sustainable debt structure</li> <li>- Actively manage cash flow</li> <li>- Implement and execute a successful rights offer</li> <li>- Implement a disciplined approach to managing costs and working capital</li> <li>- Restructure the business</li> <li>- Build and enhance market confidence</li> <li>- Discretionary items as macro- and micro-conditions change</li> </ul> | <ul style="list-style-type: none"> <li>- Build capability for critical and key executive roles</li> <li>- Reduce operating leverage &gt;R200 million annualised</li> <li>- Implement a new operating model</li> <li>- Develop business strategy</li> <li>- Manage debt and cash flow</li> <li>- Discretionary items as macro- and micro-conditions change</li> <li>- Develop a capital allocation framework and enhance return on capital</li> <li>- Manage IT breach and address IT capabilities</li> <li>- Respond and adapt the leadership of the business to respond to COVID-19</li> <li>- Assess and execute asset disposals in line with capital allocation</li> </ul> | <ul style="list-style-type: none"> <li>- Reduce gearing</li> <li>- Grow earnings of mining and chemical businesses</li> <li>- Disposal of non-core assets or alternative agreed strategy</li> <li>- Implement a new plan to unlock growth in global business</li> <li>- Increase management bench strength throughout the period</li> <li>- Discretionary items as macro- and micro-conditions change</li> </ul> |

# REMUNERATION REPORT continued

In evaluating the performance of the CEO against key indicators the RNC considered both qualitative and quantitative data in support of the KPIs listed above. The quantitative data considered are outlined below. The FY2019 results were used as a reference point for 2020, 2021 and 2022 delivery. The RNC has consequently determined that 100% of the awards made would vest in line with the deferred vesting schedule.

## Evaluation of CEO delivery in terms of key operating outcomes over the period

The table below shows the CEO's delivery over the last three years, with 2019 as the reference point:

|                                                   |           | FY2019                       | FY2020                       | FY2021                     | FY2022                         |
|---------------------------------------------------|-----------|------------------------------|------------------------------|----------------------------|--------------------------------|
| EBITDA – continuing operations                    | R million | 979                          | 1 651                        | 1 942                      | <b>2 352</b>                   |
| Agriculture (excluding Zimbabwe and Oro Agri)     | R million | 499                          | 671                          | 1 042                      | <b>1 648</b>                   |
| Mining                                            | R million | 322                          | 523                          | 461                        | <b>707</b>                     |
| Chemicals (excluding Umongo Petroleum)            | R million | 35                           | 207                          | 176                        | <b>212</b>                     |
| Diluted headline earnings – continuing operations | R million | (76)                         | 237                          | 601                        | <b>1 127</b>                   |
| Diluted HEPS – continuing operations              | cents     | (97)                         | 189                          | 358                        | <b>671</b>                     |
| Net debt/(cash) to equity                         | %         | 60.9                         | 19.3                         | (14.3)                     | <b>(20.8)</b>                  |
| NWC to revenue (excluding Umongo Petroleum)       | %         | 23                           | 21                           | 17                         | <b>16</b>                      |
| Dividend per share                                | cents     | 75                           | –                            | 600                        | <b>800</b>                     |
| – Ordinary                                        | cents     | 75                           | –                            | 200                        | <b>275</b>                     |
| – Special                                         | cents     | –                            | –                            | 400                        | <b>525</b>                     |
| Return on equity                                  | %         | (5.7)                        | 0.9                          | 6.2                        | <b>11.1</b>                    |
| Credit rating                                     |           |                              |                              |                            |                                |
| – Short term                                      |           | A3                           | A3                           | A2                         | <b>A1</b>                      |
| – Long term                                       |           | BBB- with a negative outlook | BBB- with a negative outlook | BBB+ with a stable outlook | <b>A with a stable outlook</b> |
| B-BBEE score                                      |           | Level 3                      | Level 3                      | Level 2                    | <b>Level 2</b>                 |

## Evaluation of CEO delivery in terms of key ESG outcomes over the period

The RNC considered the evolution of the ESG strategy over a three-year period and trends in key ESG outcomes over three years and most recently as follows:

- FER rate reduced to 0.75 in FY2022 from 1.65 in FY2021
- RCR reduced to 0.21 from 0.35 in FY2021
- There were no major environmental incidents involving transport and spills and leaks since FY2020
- Total water discharged decreased by 44% while total recycled water increased by 29% from FY2021 to FY2022
- Energy efficiency improved on the prior year by 6% (GJ/tonne manufactured)
- ESG underpins the capital allocation framework in Agriculture, Mining and Chemicals and in our manufacturing and supply chain functions

## Evaluation of CEO delivery in terms of qualitative issues

The RNC also considered the work the CEO has undertaken to restructure the business and change the operating model. Key appointments have been made in the executive team. The CEO's efforts in building market confidence through engagements and presentations were noted. The prior two years required extraordinary effort in response to COVID-19 and an internal vaccination programme was undertaken for employees and their families.

## Evaluation outcome

The RNC consequently determined that the CEO achieved 100% performance outcome over the three-year period. However, the awards would now vest in line with the agreed deferred vesting schedule.

## Omnia 2020 Share Plan – equity settled

The Omnia 2020 Share Plan governs the allocation of LTIs in the form of shares to attract and retain high-performing employees. Performance shares purchased in the market were issued to executives, prescribed officers and senior management. The share-based payment charge for the share scheme during this financial year amounted to R82 million (FY2021: R32 million).

Performance shares were awarded to employees during the current financial year, with a three-year vesting period. Shares for this award were purchased in the market for R169 million (FY2021: R90 million). This will be expensed over the vesting period with the corresponding entry in share-based payment reserves. The shares are held in a restricted activity account in the employees' names, but the Group will record these shares as treasury shares until the vesting date.

New awards were granted to the CEO and detailed in a SENS on 30 March 2022. A detailed description of the CEO holdings is set out below.

Regular annual awards for the rest of the executive team were executed and purchased during March and June 2022.

Shares for the Omnia employee share plan were purchased in the market for R57 million.

### Declaration on remuneration-related terms of employment

#### Contracts, notice periods and restraints of trade

There were no changes to the executive directors or prescribed officers notice periods or restraints of trade during the last financial year.

#### Retention awards

Michelle Nana received a retention award in June 2021 which is payable in three tranches over three years.

COO Tiaan Kotze received a retention award which is payable in two tranches, on appointment and after one year of completed service. The amount is repayable for a period of 36 months if he terminates his employment.

None of the other executive directors or prescribed officers received special retention awards.

#### Termination payments

There were no special termination payments to executive officers or prescribed officers during the last financial year.

#### Sign-on awards/buyout payments

No sign-on awards were payable to executive officers or prescribed officers during the last financial year.

#### Guaranteed incentives

There was one short-term guaranteed incentive undertaking to the COO Tiaan Kotze on his appointment on 1 February 2022. The guarantee was in relation to the loss of incentive at a previous employer and only relates to the FY2022 year.

#### Malus and clawback

There was no occasion to institute malus or clawback action during the last financial year.



Vusi Phoko, process controller at BME's INNOVEX™ plant in Dryden, South Africa.

# REMUNERATION REPORT continued

## Unvested share awards of executive directors and prescribed officers

### Tables of unvested awards and cash flow from LTIs

Awards were made during the year under the Omnia 2020 Share Plan to executive directors and prescribed officers. The remaining unvested awards to executive directors and prescribed officers who were employed during FY2022 are disclosed below. No cash flow was received from LTIs during FY2021 by any executive director or prescribed officer.

|                                                    | Opening balance at 1 April 2021   |                  |                |                 | Awards made during FY2022          |                  |                |                 | Qualifying Dividends                     | Awards vesting/<br>lapsing during<br>FY2022 | Closing balance at 31 March 2022   |                                 |                             |
|----------------------------------------------------|-----------------------------------|------------------|----------------|-----------------|------------------------------------|------------------|----------------|-----------------|------------------------------------------|---------------------------------------------|------------------------------------|---------------------------------|-----------------------------|
|                                                    | Number of<br>restricted<br>shares | Date of<br>grant | Grant<br>price | Vesting<br>date | Number of<br>forfeitable<br>shares | Date of<br>grant | Grant<br>price | Vesting<br>date | Total<br>value of<br>dividends<br>paid** | Number of<br>forfeitable<br>shares***       | Number of<br>forfeitable<br>shares | End of<br>performance<br>period | Expected<br>vesting<br>date |
| <b>Executive directors and prescribed officers</b> |                                   |                  |                |                 |                                    |                  |                |                 |                                          |                                             |                                    |                                 |                             |
| <b>T Gobalsamy</b>                                 |                                   |                  |                |                 |                                    |                  |                |                 |                                          |                                             |                                    |                                 |                             |
| Remuneration shares*                               | 288 000                           | Feb-20           | 25             | Sep-22          |                                    |                  |                |                 | 1 728 000                                |                                             | 288 000                            |                                 | Sep-22                      |
| Forfeitable performance shares                     | 480 000                           | Nov-20           | 48             | Nov-22          |                                    |                  |                |                 | 2 880 000                                |                                             | 480 000                            | Mar-22                          | Nov-22                      |
|                                                    | 480 000                           | Nov-20           | 48             | Sep-23          |                                    |                  |                |                 | 2 880 000                                |                                             | 480 000                            | Mar-22                          | Sep-23                      |
|                                                    | 480 000                           | Nov-20           | 48             | Nov-23          |                                    |                  |                |                 | 2 880 000                                |                                             | 480 000                            | Mar-22                          | Nov-23                      |
|                                                    |                                   |                  |                |                 | 119 697                            | Mar-22           | 66             | Mar-25          |                                          |                                             | 119 697                            | Mar-25                          | Mar-25                      |
|                                                    |                                   |                  |                |                 | 119 697                            | Mar-22           | 66             | Mar-26          |                                          |                                             | 119 697                            | Mar-25                          | Mar-26                      |
|                                                    |                                   |                  |                |                 | 119 698                            | Mar-22           | 66             | Mar-27          |                                          |                                             | 119 698                            | Mar-25                          | Mar-27                      |
|                                                    |                                   |                  |                |                 | 179 546                            | Mar-22           | 66             | Mar-25          |                                          |                                             | 179 546                            | Mar-25                          | Mar-25                      |
| <b>Total</b>                                       | <b>1 728 000</b>                  |                  |                |                 | <b>538 638</b>                     |                  |                |                 | <b>10 368 000</b>                        |                                             | <b>2 266 638</b>                   |                                 |                             |
| <b>S Serfontein</b>                                |                                   |                  |                |                 |                                    |                  |                |                 |                                          |                                             |                                    |                                 |                             |
| Forfeitable performance shares                     | 120 000                           | Nov-20           | 48             | Mar-23          |                                    |                  |                |                 | 720 000                                  |                                             | 120 000                            | Mar-23                          | Mar-23                      |
|                                                    |                                   |                  |                |                 | 54 727                             | Jul-21           | 55             | Jun-24          | 328 362                                  |                                             | 54 727                             | Mar-24                          | Jun-24                      |
|                                                    |                                   |                  |                |                 | 47 821                             | Jul-22           | 75             | Jun-25          |                                          |                                             | 47 821                             | Mar-25                          | Jun-25                      |
| <b>Total</b>                                       | <b>120 000</b>                    |                  |                |                 | <b>102 548</b>                     |                  |                |                 | <b>1 048 362</b>                         |                                             | <b>222 548</b>                     |                                 |                             |
| <b>CM Kotze</b>                                    |                                   |                  |                |                 |                                    |                  |                |                 |                                          |                                             |                                    |                                 |                             |
| Forfeitable performance shares                     |                                   |                  |                |                 | 29 167                             | Feb-22           | 60             | Jan-25          |                                          |                                             | 29 167                             | Mar-24                          | Jan-25                      |
|                                                    |                                   |                  |                |                 | 29 167                             | Feb-22           | 60             | Jan-26          |                                          |                                             | 29 167                             | Mar-24                          | Jan-26                      |
|                                                    |                                   |                  |                |                 | 41 666                             | Feb-22           | 60             | Jan-25          |                                          |                                             | 41 666                             | Mar-24                          | Jan-25                      |
|                                                    |                                   |                  |                |                 | 41 667                             | Feb-22           | 60             | Jan-26          |                                          |                                             | 41 667                             | Mar-24                          | Jan-26                      |
|                                                    |                                   |                  |                |                 | 41 667                             | Feb-22           | 60             | Jan-27          |                                          |                                             | 41 667                             | Mar-24                          | Jan-27                      |
|                                                    |                                   |                  |                |                 | 19 926                             | Jul-22           | 75             | Jun-25          |                                          |                                             | 19 926                             | Mar-25                          | Jun-25                      |
| <b>Total</b>                                       |                                   |                  |                |                 | <b>203 260</b>                     |                  |                |                 |                                          |                                             | <b>203 260</b>                     |                                 |                             |
| <b>R Hennecke</b>                                  |                                   |                  |                |                 |                                    |                  |                |                 |                                          |                                             |                                    |                                 |                             |
| Forfeitable performance shares                     | 32 332                            | Mar-20           | 23             | Mar-23          |                                    |                  |                |                 | 193 992                                  |                                             | 32 332                             | Mar-23                          | Mar-23                      |

|                                             | Opening balance at 1 April 2021   |                  |                |                 | Awards made during FY2022          |                  |                |                 | Qualifying Dividends                     | Awards vesting/<br>lapsing during<br>FY2022 | Closing balance at 31 March 2022   |                                 |                             |
|---------------------------------------------|-----------------------------------|------------------|----------------|-----------------|------------------------------------|------------------|----------------|-----------------|------------------------------------------|---------------------------------------------|------------------------------------|---------------------------------|-----------------------------|
|                                             | Number of<br>restricted<br>shares | Date of<br>grant | Grant<br>price | Vesting<br>date | Number of<br>forfeitable<br>shares | Date of<br>grant | Grant<br>price | Vesting<br>date | Total<br>value of<br>dividends<br>paid** | Number of<br>forfeitable<br>shares***       | Number of<br>forfeitable<br>shares | End of<br>performance<br>period | Expected<br>vesting<br>date |
| Executive directors and prescribed officers |                                   |                  |                |                 | 27 364                             | Jul-21           | 55             | Jun-24          | 164 184                                  |                                             | 27 364                             | Mar-24                          | Jun-24                      |
|                                             |                                   |                  |                |                 | 33 334                             | Feb-22           | 60             | Nov-24          |                                          |                                             | 33 334                             | Mar-24                          | Nov-24                      |
|                                             |                                   |                  |                |                 | 19 926                             | Jul-22           | 75             | Jun-25          |                                          |                                             | 19 926                             | Mar-25                          | Jun-25                      |
| <b>Total</b>                                | <b>32 332</b>                     |                  |                |                 | <b>80 624</b>                      |                  |                |                 | <b>358 176</b>                           |                                             | <b>112 956</b>                     |                                 |                             |
| <b>M Nana</b>                               |                                   |                  |                |                 |                                    |                  |                |                 |                                          |                                             |                                    |                                 |                             |
| Forfeitable performance shares              | 20 000                            | Nov-20           | 48             | Mar-23          |                                    |                  |                |                 | 120 000                                  |                                             | 20 000                             | Mar-23                          | Mar-23                      |
|                                             |                                   |                  |                |                 | 13 682                             | Jul-21           | 55             | Jun-24          | 82 092                                   |                                             | 13 682                             | Mar-24                          | Jun-24                      |
|                                             |                                   |                  |                |                 | 19 926                             | Jul-22           | 75             | Jun-25          |                                          |                                             | 19 926                             | Mar-25                          | Jun-25                      |
| <b>Total</b>                                | <b>20 000</b>                     |                  |                |                 | <b>33 608</b>                      |                  |                |                 | <b>202 092</b>                           |                                             | <b>53 608</b>                      |                                 |                             |
| <b>Michael Smith</b>                        |                                   |                  |                |                 |                                    |                  |                |                 |                                          |                                             |                                    |                                 |                             |
| Forfeitable performance shares              | 50 000                            | Nov-20           | 48             | Mar-23          |                                    |                  |                |                 | 300 000                                  |                                             | 50 000                             | Mar-23                          | Mar-23                      |
|                                             |                                   |                  |                |                 | 36 485                             | Jul-21           | 55             | Jun-24          | 218 910                                  |                                             | 36 485                             | Mar-24                          | Jun-24                      |
|                                             |                                   |                  |                |                 | 19 926                             | Jul-22           | 75             | Jun-25          |                                          |                                             | 19 926                             | Mar-25                          | Jun-25                      |
| <b>Total</b>                                | <b>50 000</b>                     |                  |                |                 | <b>56 411</b>                      |                  |                |                 | <b>518 910</b>                           |                                             | <b>106 411</b>                     |                                 |                             |

\* Shares awarded in lieu of salary for the period 1 January 2020 to 31 December 2020.

\*\* Qualifying dividends represent dividends received on unvested shares for participants in share schemes. The post-tax proceeds from the dividends received by the executive directors and prescribed officers in respect of their restricted shares were reinvested in Omnia shares.

\*\*\* No shares vested or forfeited this year.

# CEO shares were due to vest on 31 March 2022, but vesting was extended to dates indicated. These shares are still subject to malus and clawback provisions and some will be committed to the minimum shareholding requirement.

# REMUNERATION REPORT continued

## Total single figure of remuneration – executive directors and prescribed officers

The table below summarises the total single figure of remuneration for the executive directors and prescribed officers for the year ended 31 March 2022:

### Executive directors

|                  | 2022 |              |              |                    |             |                |                                   |                    |        | 2021   |
|------------------|------|--------------|--------------|--------------------|-------------|----------------|-----------------------------------|--------------------|--------|--------|
| R'000            | Fees | Basic salary | STI accrual* | Retirement funding | Medical aid | Car allowances | Qualifying dividends <sup>1</sup> | Other <sup>2</sup> | Total  | Total  |
| <b>Executive</b> |      |              |              |                    |             |                |                                   |                    |        |        |
| T Gobalsamy      |      | 7 253        | 15 120       | –                  | 88          | 220            | 10 368                            | 8                  | 33 057 | 16 273 |
| S Serfontein     |      | 2 958        | 5 400        | 252                | 64          | 299            | 1 048                             | 19                 | 10 040 | 8 243  |
|                  |      | 10 211       | 20 520       | 252                | 152         | 519            | 11 416                            | 27                 | 43 097 | 24 516 |

<sup>1</sup> Qualifying dividends represent dividends received on unvested shares for participants in share schemes. The post-tax proceeds from the dividends received by the executive directors and prescribed officers in respect of their restricted shares were reinvested in Omnia shares. No dividends were paid in 2021.

<sup>2</sup> Includes subscription-related fees and long service award.

\* 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.

Refer below to the share section for the detailed breakdown of shares granted and vested to executive directors.

### Prescribed officers

| 2022                  |              |       |                    |             |                |                                   |                    |        | 2021  |
|-----------------------|--------------|-------|--------------------|-------------|----------------|-----------------------------------|--------------------|--------|-------|
| R'000                 | Basic salary | STI   | Retirement funding | Medical aid | Car allowances | Qualifying dividends <sup>1</sup> | Other <sup>2</sup> | Total  | Total |
| CM Kotze <sup>3</sup> | 597          | 2 950 | 41                 | 12          | –              | –                                 | 2 508              | 6 108  | –     |
| M Smith               | 2 104        | 1 950 | 188                | –           | 246            | 519                               | –                  | 5 007  | 4 195 |
| M Nana                | 2 523        | 1 400 | 227                | 45          | 274            | 202                               | 503                | 5 174  | 4 547 |
| R Hennecke            | 1 222        | 2 800 | 106                | 28          | 122            | 358                               | –                  | 4 636  | –     |
|                       | 6 446        | 9 100 | 562                | 85          | 642            | 1 079                             | 3 011              | 20 925 | 8 742 |

<sup>1</sup> Qualifying dividends represent dividends received on unvested shares for participants in share schemes. The post-tax proceeds from the dividends received by the executive directors and prescribed officers in respect of their restricted shares were reinvested in Omnia shares. No dividends were paid in 2021.

<sup>2</sup> Includes retention payments and subscription fees.

<sup>3</sup> Appointed 1 February 2022.

### Terminated prescribed officers

|                           | 2022         |     |                    |             |                |                      |       |       | 2021  |
|---------------------------|--------------|-----|--------------------|-------------|----------------|----------------------|-------|-------|-------|
| R'000                     | Basic salary | STI | Retirement funding | Medical aid | Car allowances | Qualifying dividends | Other | Total | Total |
| J Keenan <sup>1</sup>     | 1 825        | –   | –                  | 16          | –              | –                    | –     | 1 841 | 5 778 |
| L Dentlinger <sup>2</sup> | 2 088        | –   | 187                | 17          | –              | –                    | –     | 2 292 | 3 919 |
|                           | 3 913        | –   | 187                | 33          | –              | –                    | –     | 4 133 | 9 697 |

<sup>1</sup> Resigned 24 July 2021.

<sup>2</sup> Resigned as a prescribed officer on 25 January 2022.

### Directors' interest in shares

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

|                               | 31 March 2022    |                   |                     |                         | 31 March 2021    |                   |                     |                         |
|-------------------------------|------------------|-------------------|---------------------|-------------------------|------------------|-------------------|---------------------|-------------------------|
|                               | Total            | Direct beneficial | Indirect beneficial | Indirect non-beneficial | Total            | Direct beneficial | Indirect beneficial | Indirect non-beneficial |
| Ralph Havenstein <sup>1</sup> | 1 922            | 1 922             | –                   | –                       | 1 922            | 1 922             | –                   | –                       |
| Nick Binedell                 | 16 000           | 16 000            | –                   | –                       | 16 000           | 16 000            | –                   | –                       |
| Bernard Swanepoel             | 10 000           | 10 000            | –                   | –                       | 10 000           | 10 000            | –                   | –                       |
| Seelan Gobalsamy*             | 2 425 507        | 2 425 507         | –                   | –                       | 1 728 000        | 1 728 000         | –                   | –                       |
| Stephan Serfontein**          | 195 007          | 195 007           | –                   | –                       | 120 000          | 120 000           | –                   | –                       |
| Frank Butler <sup>2</sup>     | n/a              | n/a               | n/a                 | n/a                     | 15 913           | 15 913            | –                   | –                       |
| <b>Total</b>                  | <b>2 648 436</b> | <b>2 648 436</b>  | <b>–</b>            | <b>–</b>                | <b>1 891 835</b> | <b>1 891 835</b>  | <b>–</b>            | <b>–</b>                |

<sup>1</sup> Retires as chairman of the board and independent non-executive director effective 21 September 2022.

<sup>2</sup> Retired as an independent non-executive director on 23 September 2020.

\* Shares held in restricted account, 158 869 number of shares acquired that is unrestricted.

\*\* Shares held in restricted account, 21 000 number of shares acquired that is unrestricted.

There has been no change in directors' shareholdings between 31 March 2022 and the date of approval of the AFS.

### Non-executive director fees

The table below summarises the directors' fees paid:

| R'000                                    | FY2022       | FY2021       |
|------------------------------------------|--------------|--------------|
| Ralph Havenstein (chair)                 | 1 225        | 1 200        |
| Nick Binedell                            | 451          | 444          |
| Ronald Bowen                             | 678          | 636          |
| George Cavaleros                         | 1 033        | 766          |
| Tina Eboka                               | 917          | 636          |
| Sizwe Mncwango                           | 440          | 449          |
| Thoko Mokgosi-Mwantembe                  | 755          | 717          |
| Wim Plaizier                             | 648          | 445          |
| Bernard Swanepoel                        | 776          | 659          |
| Linda de Beer <sup>1</sup>               | –            | 680          |
| Frank Butler <sup>2</sup>                | –            | 470          |
| <b>Total non-executive director fees</b> | <b>6 923</b> | <b>7 102</b> |

<sup>1</sup> Resigned 1 February 2021.

<sup>2</sup> Retired 23 September 2020.

# CORPORATE GOVERNANCE

## OUR BOARD

Our board holds itself accountable to stakeholders, including shareholders, governments, regulators, employees, customers, suppliers, financial institutions and communities. Our governance structures are aligned to the principles of King IV and advocate ethical and effective leadership outcomes: an ethical culture, good performance, effective control and legitimacy.

The board assessed the Group's application of King IV and is satisfied that the Group complied with these principles, in all material aspects, for the year under review.



Refer to the King IV register at [www.omnia.co.za](http://www.omnia.co.za)

### RALPH HAVENSTEIN

Independent non-executive chair

**Appointed:** 2007 **Date of birth:** 1956

**Qualifications:** BCom, MSc (Chem Eng)

**Skills and expertise:** Engineering, governance, risk management, strategy, chemicals and mining industry

**Significant directorships:** Murray & Roberts Holdings Limited, Impala Platinum Holdings Limited



### NICK BINEDELL

Independent non-executive

**Appointed:** 2017 **Date of birth:** 1953

**Qualifications:** BCom, MBA, PhD

**Skills and expertise:** Business management, strategy, governance, finance

**Significant directorships:** None



### RONALD BOWEN

Independent non-executive

**Appointed:** 2011 **Date of birth:** 1951

**Qualifications:** BSc (Hons)

**Skills and expertise:** Business management, finance, strategy, global and local governance, chemicals industry

**Significant directorships:** None



### GEORGE CAVALEROS

Independent non-executive

**Appointed:** 2019 **Date of birth:** 1956

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

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

**Significant directorships:** Sygnia Limited



### TINA EBOKA

Independent non-executive and chair-designate

**Appointed:** 2016 **Date of birth:** 1959

**Qualifications:** BSc (Industrial Eng, Textile Eng), MBA

**Skills and expertise:** Business management, finance, strategy, engineering, corporate and social affairs

**Significant directorships:** TymeBank, TymeHolding and Pragma



### WIM PLAIZIER

Independent non-executive

**Appointed:** 2019 **Date of birth:** 1961

**Qualifications:** BSc, MBA

**Skills and expertise:** Business management, strategy, supply chain operations, chemicals and mining industry

**Significant directorships:** None



### SIZWE MNCWANGO

Independent non-executive

**Appointed:** 2010 **Date of birth:** 1966

**Qualifications:** BSc, MSc (Civil Eng), MBA

**Skills and expertise:** Business management, engineering, governance, strategy

**Significant directorships:** Shell Downstream South Africa, Sekelo Oil Trading, Science, Technology and Innovation for Africa (STISA) Oil Trading, Thebe Mining Resources, Empact Group



### BERNARD SWANEPOEL

Independent non-executive

**Appointed:** 2019 **Date of birth:** 1961

**Qualifications:** BSc (Mining Engineering); BCom (Hons)

**Skills and expertise:** Engineering, finance, business management, strategy

**Significant directorships:** Impala Platinum Holdings Limited, Zimplats Holdings Limited



### THOKO MOKGOSI-MWANTEMBE

Independent non-executive

**Appointed:** 2018 **Date of birth:** 1961

**Qualifications:** BSc, MSc (Medicinal Chemistry), Teaching Diploma

**Skills and expertise:** Business management, chemicals, information systems, strategy

**Significant directorships:** Royal Bafokeng Platinum, Old Mutual



### SEELAN GOBALSAMY

CEO

**Appointed:** 2019\* **Date of birth:** 1976

**Qualifications:** CA(SA), AMP (Harvard)

**Skills and expertise:** Finance, business management, strategy, mergers and acquisitions

**Significant directorships:** Momentum Metropolitan Holdings Limited, Momentum Metropolitan Life Limited



\* Appointed in September 2018 as a non-executive director, and subsequently took over the role of FD and became an executive director of the board in March 2019. Appointed CEO in August 2019.

# CORPORATE GOVERNANCE continued

## STEPHAN SERFONTEIN

FD

**Appointed:** 2020 **Date of birth:** 1977

**Qualifications:** CA(SA)

**Skills and expertise:** Finance, business management, strategy

**Significant directorships:** None



## RONEL VAN DIJK

Independent non-executive

**Appointed:** 2022 **Date of birth:** 1972

**Qualifications:** CA(SA)

**Skills and expertise:** Finance, business management, corporate governance

**Significant directorships:** Adcorp Holdings Limited, Grand Parade Investments Limited, Early Care Foundation



## MICHELLE NANA

Group company secretary

**Appointed:** 2018 **Date of birth:** 1968

**Qualifications:** LLB, FCIS, BA (Industrial Psychology and Sociology), CD(SA)

**Skills and expertise:** Company secretarial and corporate governance, in both JSE-listed and unlisted companies



## Board composition and governance

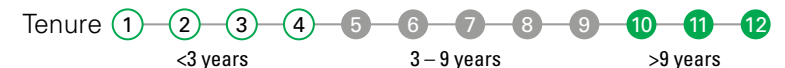
Our board and sub-committees have been stable and effective with no changes in the 2022 financial year. There will be some movement in the board composition over the next couple of years due to commitments to apply a staggered rotation process for our long-serving directors.

Annually, the RNC re-evaluates the suitability of our board's composition and its ability to support the CEO and leadership team in implementing the business strategy. During this evaluation, the RNC responded to the preference of shareholders to have an additional CA(SA) as an AC member and, following a robust process, appointed Ronel van Dijk with effect from 1 May 2022, increasing the board size from 11 to 12 directors.

The board chair is an independent non-executive director, as required by the board's terms of reference. Our chair, Ralph Havenstein has indicated that he will be retiring at the September 2022 AGM. Tina Eboka was nominated as Omnia's chair-designate in March 2022.

Board rotation ensures individual directors are held to account before our shareholders. All non-executive directors retire by rotation at least every third year. Long tenure non-executive directors require re-election at every AGM. Sizwe Mncwango, Ronald Bowen, George Cavaleros, and Thoko Mokgosi-Mwantembe will stand for re-election at this year's AGM.

**Statement:** The board is satisfied with the fulfilment of responsibilities in accordance with the board's terms of reference.



An overview of the directors' tenure depicts a healthy balance of new ideas and business continuity, with the average tenure being 5.6 years on the board.



The average age on the board is 60 years (executives 46 years, and non-executives 63 years). The prescribed age for retirement of executives is 63. There is no prescribed age for non-executive directors.

Female directors 1 2 3 4 5 6 7 8 9 10 11 12

Black directors 1 2 3 4 5 6 7 8 9 10 11 12

The RNC assesses the board's progress in aligning to the JSE Listings Requirements on the promotion of diversity in areas such as gender, race, culture, age, field of knowledge, skills and experience. Our three-year voluntary diversity targets for gender and ethnicity are 30% and 50% respectively.

**Statement:** The board is satisfied that its composition 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.

Independent non-executive directors 1 2 3 4 5 6 7 8 9 10 11 12

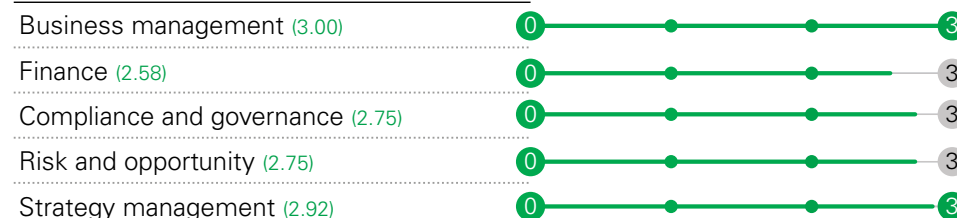
In line with continuing obligations of the JSE Listings Requirements, each director is categorised as executive, non-executive or independent.

Our annual assessment process considers each director's independence. In terms of King IV principle 7, each director is required to disclose any personal financial interest to preclude or manage conflicts of interest. In terms of the JSE Listings Requirements and section 56 of the Companies Act, each director discloses any direct and indirect interest in the share capital of the company. In terms of section 69(3) of the Act, each director considers annually whether they remain eligible to serve as a director to allow the governing body to assess their appropriate fit for the board.

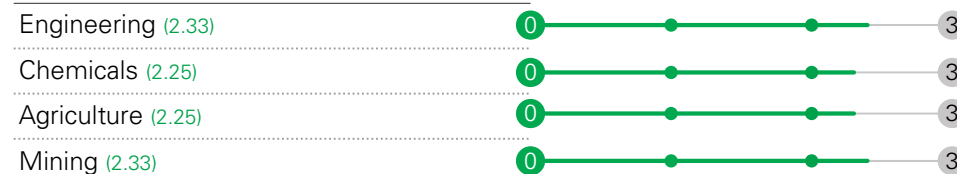
Further, on behalf of the governing body, the RNC reviews the Declarations of Independence of board members serving for over nine years. The committee assessed Sizwe Mncwango (11 years), Ralph Havenstein (14 years), and Ronald Bowen (10 years) and is satisfied that those directors remain independent.

The board draws on a set of desirable skills and industry experience from its members to guide Omnia. A criteria matrix tracks the experience, balance of skills and level of knowledge of our directors. The board is satisfied that it has sufficient to advanced experience in all areas considered.

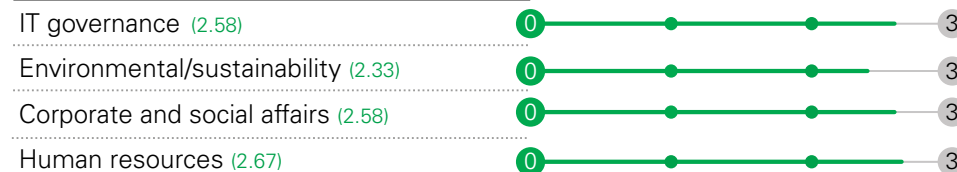
#### Leadership and oversight



#### Industry experience



#### Other experience



**Statement:** The board is satisfied it holds an appropriate mix of knowledge, skills, experience, diversity and independence.

# CORPORATE GOVERNANCE continued



*Omnia's nitric acid plant, Sasolburg.*

## Board processes

### New appointments

New directors are subject to a formal induction programme that sets out directors' responsibilities and fiduciary duties and information pertaining to relevant regulatory and statutory frameworks. The CEO and company secretary manage the induction, introducing the director to key management and enabling site visits to our local manufacturing facilities.

### Board development

A board training programme ensures pertinent and priority topics are considered. In addition, all directors are registered with the Institute of Directors South Africa and have access to the variety of core and specialist programmes offered, at Omnia's cost.

### Performance evaluations

In May 2022, as required by the relevant terms of reference, performance evaluations were completed on the board, its committees and the company secretary. The evaluations were undertaken by an independent service provider, Fluid Rock, and the outcomes were presented to the respective chairs for feedback to the board as a whole.

Comprehensive feedback from Fluid Rock commended the positive outcome of the performance evaluation, based on both the high ratings given and the input provided during the interviews. All committees were afforded ratings clearly above the level of satisfactory.

Positive features included the way COVID-19 was handled, the good relationship between the board and the CEO, open and frank discussions in the boardroom, and respect among directors. The evaluation also highlighted areas requiring attention, most of which were already prioritised by the board. These included the risk management framework, combined assurance, and succession planning.

The interviews provided a valuable opportunity for the diverse opinions and perceptions of the individual board members to be recorded and evaluated independently.

### Conflicts of interest

Conflict of interest is a standing agenda item at each board meeting. Annual declarations form part of the independence evaluations.

### Share dealings

Board members formally acknowledge the requirements of the Omnia Trading in Securities policy. The board calendar indicates scheduled closed periods, and the company secretary cautions board members and the executive team of closed periods when trading is prohibited.

## Board discussions

Value is a complex philosophy, more recently simplified by, and reported against, the six capitals. Value creation starts with risk mitigation and peaks with maximised value for all stakeholders, a summit which is the goal of a well-mapped strategy and business plan. The strategy is defined around critical drivers in the business, which link back in one form or another to one or more of the six capitals.

**The board held five scheduled meetings in the year. Below are the key governance topics discussed, set against some of our strategic drivers, as defined.**

|   <b>Sustainability driver</b>                                                                                       |  <b>Technology driver</b>                                                                                                                                                                                       |  <b>Economics</b>                                                                                                                                                                      |  <b>Investor sentiment</b>                                                                                                                                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Safety in all our operations – Zero Harm</p> <p>Taking end-to-end ecological stewardship of our products and services – positive impact</p> <p>A brand and culture standing for diversity and inclusion</p> <p>Caring for the lives of our customers, employees and communities</p> | <p>Being part of the biotech revolution and a leader in biological industrialisation to create modern, sustainable solutions for our current and future customers</p> <p>Being on the forefront of technology, responsive to threats and opportunities and remaining resilient through change</p> | <p>Stimulating new markets or leveraging new capabilities to capture value</p> <p>Standardising and automating processes to create transparency, business insights and a lean business model</p> <p>Creating agility, flexibility and optionality through partnership</p> | <p>Deliberate capital strategies and principles to guide investment and disinvestment choices given the economic and market opportunities and risks</p> <p>Maximise value from our core – mining and agriculture – technology and modernisation</p> |

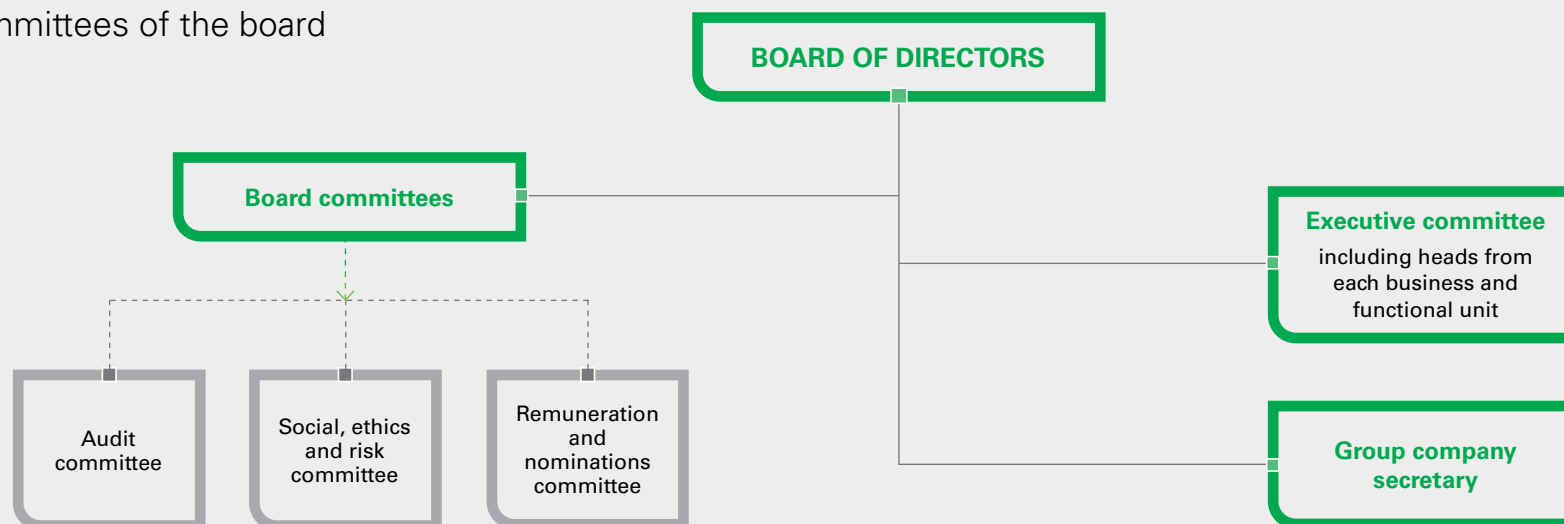
| Q1 Apr-Jun 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Q2 Jul-Sept 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Q3 Oct-Dec 2021                                                                                                                                                                                                                                                                                                                                                                                                                                | Q4 Jan-Mar 2022                                                                                                                                                                                                                                                                                                                                                                                                                                |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>Report: COVID-19 deaths in Omnia internationally, and vaccination guidelines</li> <li>Approve: FY2021 AFS, long and short form announcements, solvency and liquidity test, going concern assessment</li> <li>Approve: Shareholder dividend payment</li> <li>Approve: Broad-Based Employee Share Scheme and allocation of shares to all employees</li> <li>Deliberate: Leadership and culture in light of organisational change and succession planning</li> <li>Approve: Capex investment into BME Mining Canada's Nairn Manufacturing facility</li> <li>Approve: Divestment from Umongo Petroleum</li> <li>Approve: Capital allocation of R58 million for Sasolburg solar project</li> <li>Approve: 5% increase in NED fees</li> <li>Approve: Board diversity policy</li> </ul> | <ul style="list-style-type: none"> <li>Approve: MNK Indonesia joint venture</li> <li>Deliberate: Simplification of the Group structure</li> <li>Approve: Management to proceed with actions pertaining to divestment in non-core entity</li> <li>Deliberate: Internal financial control optimisation project</li> <li>Deliberate: Developing the workforce; prioritising senior technical and leadership competencies; succession planning</li> <li>AGM 2021</li> </ul> | <ul style="list-style-type: none"> <li>Approve: Interim results</li> <li>Deliberate: Staffing Canada and Indonesia JVs for maximum returns</li> <li>Deliberate: Linking COP26 and ESG into mining and agriculture</li> <li>Approve: Capital expenditure for an independent sustainability assurance process</li> <li>Approve: Capital expenditure for the IT upgrade supporting the internal financial control optimisation project</li> </ul> | <ul style="list-style-type: none"> <li>Deliberate: People, culture, leadership models</li> <li>Approve: Tax governance framework</li> <li>Deliberate: Board and committee training programme</li> <li>Approve: Omnia consolidated strategy following two-day strategy session</li> <li>Deliberate: Capacitating the management team for delivery on the approved strategy</li> <li>Deliberate: Chair succession and chair-designate</li> </ul> |

### Key:

- Sustainability driver
- ◆ Technology driver
- ✦ Economics
- Investor sentiment

# CORPORATE GOVERNANCE continued

## Sub-committees of the board



The delegation of authority to committees does not detract from the board's responsibility to discharge its fiduciary duties to the Group. The committees assist the board in meeting the provisions of its charter, promote independent judgement and ensure a balance of power. Each committee has its own terms of reference and an annual work plan. During the risk maturity phase of the Group, there is a mandate overlap between committees: SERC has the overall mandate for general risk and ethics, while combined assurance and information technology risk fall under the ambit of the AC.

### Meeting attendance

|                                 | Board        | AC          | RNC         | SERC        |
|---------------------------------|--------------|-------------|-------------|-------------|
| Ralph Havenstein                | 5/5          | 7/7*        | 8/8         | 3/3         |
| Prof Nick Binedell              | 5/5          |             |             |             |
| Ronald Clifford Bowen           | 5/5          | 7/7         |             |             |
| George Cavaleros                | 5/5          | 7/7         | 8/8         | 3/3*        |
| Tina Eboka                      | 5/5          | 7/7         |             | 3/3         |
| Seelan Gobalsamy                | 5/5          | 7/7*        | 8/8*        | 3/3         |
| Sizwe Mncwango                  | 4/5          |             |             |             |
| Thoko Mokgosi-Mwantembe         | 5/5          |             | 8/8         |             |
| Wim Plaizier                    | 4/5          | 7/7         |             |             |
| Stephan Serfontein              | 5/5          | 7/7*        |             | 3/3*        |
| Bernard Swanepoel               | 5/5          | 7/7*        |             | 3/3         |
| <b>Total average attendance</b> | <b>96,4%</b> | <b>100%</b> | <b>100%</b> | <b>100%</b> |

\* Not a member. Standing invitation to a committee meeting.

| AC                          |                                                                                                                                                                                                                                                                                                                                                                                                               |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Statutory committee         | Yes                                                                                                                                                                                                                                                                                                                                                                                                           |
| Chair                       | George Cavaleros                                                                                                                                                                                                                                                                                                                                                                                              |
| Members at 1 June 2022      | Tina Eboka*                                                                                                                                                                                                                                                                                                                                                                                                   |
|                             | Ronald Bowen                                                                                                                                                                                                                                                                                                                                                                                                  |
|                             | Wim Plaizier                                                                                                                                                                                                                                                                                                                                                                                                  |
|                             | Ronel van Dijk                                                                                                                                                                                                                                                                                                                                                                                                |
| Required composition        | At least three independent non-executive directors approved by shareholders at the AGM. The chair of the board shall not be a member of the committee.                                                                                                                                                                                                                                                        |
| Committee functions         | Accounting, tax and compliance                                                                                                                                                                                                                                                                                                                                                                                |
|                             | Internal audit                                                                                                                                                                                                                                                                                                                                                                                                |
|                             | Funding and Liquidity                                                                                                                                                                                                                                                                                                                                                                                         |
|                             | Combined assurance                                                                                                                                                                                                                                                                                                                                                                                            |
|                             | Information and technology risk                                                                                                                                                                                                                                                                                                                                                                               |
| Number of meetings required | At least five                                                                                                                                                                                                                                                                                                                                                                                                 |
| Meetings held               | <p>The AC held seven meetings, two of which were special meetings to address auditor rotation and to approve the release of a trading statement to indicate that management had reasonable certainty that the 2022 half year numbers would differ by more than 20% from the previous period.</p> <p>The chair of the board, the chair of the SERC, and the executive directors hold standing invitations.</p> |

\* Ms Tina Eboka will step down as a member of the AC once she has been officially appointed as chair of the board at the AGM.

The primary role of the AC is to perform independent oversight of the internal controls governing accounting, auditing, technical matters, and financial reporting. To avoid duplication, the lead external and internal audit partners are invited to each AC meeting. Further, the committee meets with the internal and external auditors independently from management to ensure open and frank discussions on the results of their examinations, their evaluation of our internal controls, whistle-blowing events, and the overall quality of our financial reporting.

During the 2021 financial year, a decision was taken to voluntarily undertake a rotation of the external audit function prior to the mandatory audit firm rotation rule of the Independent Regulatory Board for Auditors, which takes effect from 1 April 2023. At a special meeting of the AC on 14 April 2021, Deloitte & Touche (Deloitte) was recommended to the board as the new external auditor. The appointment was ratified by the shareholders at the September 2021 AGM. In April 2021, PwC was appointed the Group's internal auditor for FY2022 and beyond. The AC prioritised an effective handover of audit functions and confirmed the independence of these service providers.

The AC further had oversight of management's obligation under the JSE regulations to confirm that internal financial controls were adequate and effective. Where controls were not considered adequate or effective by management, management had an obligation to advise the AC and give details of remediation plans and strategies. A self-assessment certification regarding internal financial controls was required from all business units.

The letters of engagement, terms and conditions, fees, scope, and plans for the respective internal and external audits are subject to approval by the AC. Additional fees, changes of scope, and fees for non-audit services must also be approved. The committee tables this at every meeting and considers the process in respect of irregularities in financial and sustainability reporting.

The finance department and policy steering committee continued their drive to ensure financial governance frameworks were approved and implemented. With many moving parts and a volatile market, it was important to ensure that policies would not hinder agility in the business. Substantial progress was made in documenting financial policies and procedures, each of which was presented to the AC.

**Statement:** The committee is satisfied that, in respect of the period under review, it has conducted its affairs and discharged its duties and responsibilities in accordance with its terms of reference, the JSE Listings Requirements, the Companies Act and King IV.

 The audit committee's full report can be found on pages 5 to 7 of the AFS.

# CORPORATE GOVERNANCE continued

| RNC                         |                                                                                                                                                                                                              |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Statutory committee         | No                                                                                                                                                                                                           |
| Chair                       | Thoko Mokgosi-Mwantembe                                                                                                                                                                                      |
| Members at 1 June 2022      | Ralph Havenstein*<br>George Cavaleros                                                                                                                                                                        |
| Required composition        | At least three non-executive directors, the majority of whom shall be independent. The committee shall include the chair of the board, but the chair of the board shall not chair the committee.             |
| Committee functions         | People                                                                                                                                                                                                       |
|                             | Remuneration                                                                                                                                                                                                 |
|                             | Retention                                                                                                                                                                                                    |
|                             | Succession                                                                                                                                                                                                   |
|                             | Talent management                                                                                                                                                                                            |
| Number of meetings required | At least three                                                                                                                                                                                               |
| Meetings held               | The RNC held four formal meetings and four special meetings to review the performance and performance indicators of the executive team.<br>The CEO and head of HR have standing invitations to RNC meetings. |

\* Following the 21 September 2022 AGM, Ralph Havenstein will step down as a member of the RNC and Tina Eboka, the new chair of the board, will be appointed.

The RNC ensures the Group has a competitive remuneration policy and governance framework that is aligned with the strategic goals of the business and is able to attract and retain critical and key talent. In March 2022 the RNC approved salary mandates as well as STI and LTI targets and weightings that it believed were credible to drive the organisation, noting however that clear measurements for ESGs must be defined and included into these targets.

A Broad-based Employee Share Scheme was approved. The aim was to create ownership of Omnia by employees who could then benefit from the growth in value of the Omnia share price during the execution of the FY2022 – FY2024 strategy.

Board succession is a priority focus for the RNC in FY2023. To proactively bolster the development of the board, a board training programme has been diarised for the remainder of 2022.



The remuneration committee's full report can be found on pages 96 to 119.

**Statement:** The RNC is comfortable that it has fulfilled its mandate and met the composition requirements of its terms of reference.

| SERC                        |                                                                                                                                          |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------|
| Statutory committee         | Yes                                                                                                                                      |
| Chair                       | Bernard Swanepoel                                                                                                                        |
| Members at 1 June 2022      | Tina Eboka                                                                                                                               |
|                             | Seelan Gobalsamy                                                                                                                         |
|                             | Ralph Havenstein*                                                                                                                        |
| Required composition        | No less than three members appointed on recommendation of the RNC. Majority of non-executive directors. At least one executive director. |
| Committee functions         | Stakeholders                                                                                                                             |
|                             | Transformation                                                                                                                           |
|                             | Sustainability                                                                                                                           |
|                             | Ethics                                                                                                                                   |
|                             | Risk management (excluding combined assurance and IT)                                                                                    |
|                             | Safety and health                                                                                                                        |
| Number of meetings required | At least three                                                                                                                           |
| Meetings held               | The SERC deliberations took place three times during the year. The FD and the AC chair hold standing invitations.                        |

\* Following the AGM on 21 September 2022, Ralph Havenstein will step down as a member of the SERC.

To ensure compliance with the statutory regulations of the Companies Act, a SERC was constituted, but with the added mandate of risk oversight. The responsibilities of the SERC are detailed in its terms of reference, which include its duties per the Companies Act, the JSE Listings Requirements and King IV, and other responsibilities allocated by the board.

In terms of the JSE Listings Requirements, the SERC reports at the AGM on matters within its mandate.

While internal audit reports functionally to the AC, concerns or risks of an ethical or non-financial nature are reported to the SERC. The cross-functionality of risk between this committee and the AC is managed using the cross-attendance of the chairs at formal committee meetings.



The social, ethics and risk committee's full report can be found on pages 55 to 88.

**Statement:** The SERC is comfortable that it has fulfilled its mandate and met the composition requirements of its terms of reference.

# CORPORATE GOVERNANCE continued

## Compliance requirements

### Company secretary

The company secretary is the gatekeeper of governance at a board level, being uniquely positioned between the board, the management team, and shareholders to ensure that all these voices come together in the organisation's decision-making. As Group company secretary, Michelle Nana is responsible for governance on a global basis. In-country legal and secretarial services ensure that the Group's standards apply to the locality in which that division operates. Annual audits and communications ensure that entities both international and local maintain statutory compliance and adhere to Group governance processes. Efforts to simplify the organisation structure, close dormant entities, and where possible merge businesses that are operating in the same geography have continued in the period.

All directors have access to the services and advice of the company secretary. Michelle Nana is not a director of Omnia Holdings and maintains an arm's length relationship with the board.

**Statement:** The board assessed the company secretarial function for the year under review, as required by the JSE Listings Requirements, and confirms that Michelle Nana continues to demonstrate the requisite level of knowledge and experience to carry out all duties. The company secretary is confirmed to be competent, suitably qualified and experienced to meet the complex governance requirements of an international organisation.

### Executive committee mandates for governance

The company secretary is a member of the executive committee and maintains a strong communication channel with the CEO to support the implementation of the strategy.

The executive: Legal and compliance is a member of the executive committee and is invited to board and committee meetings to report on changes in legislation or litigations that may impact the Group and the board's decision-making.

The chief operating officer is accountable for environmental and sustainability compliance.

The FD is accountable for the risk and information technology portfolio.

### Governance framework and relationship between Group companies

The Group executive committee includes the managing directors from each business unit. Executive discussions are cross-divisional to leverage skills, expertise, and Group assets.

The operational framework does not detract from the legal obligations of the divisional managing directors and office-bearers. Each subsidiary company within the Omnia Group is a juristic person and is required to conduct affairs in accordance with its own memorandum of incorporation (MOI).

## Reporting

Governance and compliance reports identify areas within the organisation where compliance initiatives are effective and those areas where more work is needed to meet regulatory standards. This is of particular importance to Omnia when operating in or expanding into new territories and jurisdictions where the business is bound by new laws and mandates.

The board, with particular input from the AC, is responsible for reviewing and approving the IAR, AFS, and statutory reports to ensure all material issues are fairly represented. The board also reports against King IV and the six capitals.

The board maintains records of its decisions, with the company secretary holding the historical minutes of board meetings.

The Group was compliant in all material respects with the requirements of the Companies Act, the JSE Listings Requirements and our MOI.

## Governing performance against our business plan

The authority of the board is conferred on management and the CEO leads management for the Group as a whole. The executive team is responsible for rolling out the strategy as embedded in the business plan.

Communication regarding the implementation of the business plan – from the board to the individual divisions and with updates from these divisions back to the board – takes place through the CEO who attends board meetings, executive committee meetings, and in-depth quarterly business reviews with the Group and divisional executives. The CEO attends all board committee meetings and is a member of the SERC. Executives attend board strategy sessions and may be invited to report at board meetings.

The board evaluates management's performance against agreed indicators each year. Incentives are set against financial and non-financial targets and Group budgets.

To ensure role clarity and an effective exercise of authority, a delegation of authority framework sets out those matters that are reserved for the board and those that are delegated to the CEO, FD, executive management or divisional management.

## Governing our strategy implementation

The board reviews and approves the strategic direction and objectives presented by management. The CEO and executive committee operationalise the strategy. Plans are cascaded through the divisions and into the operating procedures and budgets of business functions.

During a two-day strategy workshop in March 2022, management confirmed it would continue the execution of Omnia's strategy set out in 2021, building on Omnia's core competencies and expanding these to ESG-related innovations, while considering the macro-economic risks of supply chain disruption.

## Governing risk

Enterprise Risk Management (ERM) is about managing risk across the enterprise and is a key enabler in the delivery of Omnia's strategy. ERM is an independent function within Omnia.

Omnia has adopted a combined assurance approach that integrates assurance and risk management activities across the Group. The chief risk officer chairs the Omnia combined assurance forum, aimed at collaborating the efforts of all assurance providers. To avoid duplication of assurance effort, optimisation of assurance cost and a better understanding of the business by all participants in the forum, internal audit coordinates its work with that of the other assurance providers, including the external auditors, to provide SERC and AC with the comfort that the significant risks of Omnia are adequately addressed.

The FD manages the risk portfolio while a permanent risk officer is being sourced. The FD has proactively rolled out ethics training across the organisation.

The King IV Code and international risk management standards require the board of directors to approve the ERM framework and risk appetite. Omnia's ERM framework is in the final draft stage.

The IAR contains details of material risks to the Group, which include the macro-environment, people and culture, safety, and technology risks.



Refer to page 9 for our material matters.

## Governance of information technology

A new chief information officer was appointed, and an IT infrastructure refresh project is underway. In addition, the board approved the capital expenditure to upgrade Omnia's technology architecture to Microsoft D365. This exercise ensures all internal financial controls have been reviewed and where possible processes are standardised. The IT steering committee ensures governance and control of the project. KPMG has been engaged to provide project governance and control advisory services to the project team to ensure the ERP solution is fit for purpose. These are standing agenda items for the AC.

Cyber security training and awareness have been prioritised as cyber hygiene is usually the derivative of user behaviour. An IT Security Policy has been drafted and is under review.

## Governing people and remuneration

The governance of remuneration is delegated to the RNC which annually reviews the remuneration policy and its implementation.

At the 2021 AGM, the remuneration policy non-binding advisory vote fell short of the required 75% by a mere 1.65%. The remuneration implementation report only reached 66.58%, but the three-year trend showed an encouraging 22% improvement. While EBITDA and remuneration were capped, this needed to be better clarified to shareholders. A SENS was released offering shareholders the opportunity for engagement and thereafter Deloitte was engaged to perform a gap analysis on the remuneration policy.

In July 2021, a special meeting of the RNC was held to discuss the remuneration report. Financial, non-financial and individual measurements were considered, as well as the inclusion of ESG metrics to incentivise executives to drive the ESG agenda. A more granular measurement of equal pay for equal value of work was requested.

The RNC considered the CEO's initial bespoke reward solution due to the company being in a turnaround position (receiving shares in lieu of salary) and aligning this with the policy and benchmarks by March 2022 while also ensuring there was a sufficient lock-in mechanism for a few years.

## Environmental sustainability and CSI

### The governance of ethics

Ethics is critical to sustainability and is a priority focus for the board. The SERC monitors the cultivation of an ethical and transparent culture and provides regular updates to the board.

The RNC monitors the application of ethical recruitment, reward and retention. The committee reviews labour and employment relationships, and the educational development of employees.

Documented policies and a code of conduct communicate organisational values and provide a framework for employees to adhere to ethical business practices. Policies cover anti-corruption and bribery, conflicts of interest, and declarations of interest and gifts, all of which are available on the company intranet. A system known as Policy Passport is being rolled out throughout the organisation to evidence that employees have read and acknowledged the policies applicable to the scope of their job.

### Responsible corporate citizen

Omnia aims to make a sustainable contribution to the global communities in which we operate. In South Africa, with good progress on supplier development and preferential procurement, we have maintained a Level 2 B-BBEE rating. The SERC monitors our corporate citizenship responsibilities against a work plan and compliance checklist, and reviews progress against transformation targets and an employment equity plan. The RNC reviews parity of remuneration, and equal pay for equal value of work.

# CORPORATE GOVERNANCE continued

## COVID-19 response

COVID-19 has ushered in permanent changes to safety protocols and agility. Vaccination rates have been ramped up, leading to a lower impact on employees across the Group and more optimal performance across our teams.

## Stakeholders

Engaging with stakeholders forms an integral part of the Group's strategy, and the board has delegated responsibility to the SERC to approve and review policies relating to the management of stakeholder relationships and to monitor stakeholder engagement plans, guidelines and practices.

A sustainability strategy and stakeholder engagement framework govern the relationship and interaction with stakeholders, with the board and SERC assuming responsibility for stakeholder engagement. Stakeholder engagement takes place at all levels, in all geographies, across subsidiaries and the Group. Engagement with shareholders and investors takes place through roadshows, meetings and ongoing interactions facilitated by the investor relations team.

In addition to the mandate to the SERC, the board has delegated the responsibility for stakeholder engagement regarding remuneration to the RNC and executive management who engage openly with key stakeholders on matters of material interest.

## Conclusion

A lot of hard work went into enhancing governance in the 2022 year, at both a board level and company level. There is a good comradeship with the board supporting management in embedding governance and this was heightened by the good results in the year. Improvements in the way management and the board work together are the result of a lot of effort and are the first steps in what must be the most important impetus in our turnaround – a sustainable performance culture.

Communication between the board and management is good with WhatsApp groups to flag any disruptions or potential loss of production so prudent processes and systems can be quickly implemented. Further, executive committee members are given adequate airtime to discuss opportunities and risks in their relative business units in exco meetings or quarterly business reviews. Exco check-ins take place every Monday morning to prioritise any issues for the week.

Management has worked to stabilise the leadership teams, ensuring by means of departmental restructuring or succession planning that there is no exposure to the company if there is a change of any postholder.

For the company secretariat, there is a priority to improve governance frameworks for foreign entities. Statutory audits and in-country representation limit the exposure and risk.

Management ensured a good strategy was put before the board, and the operating rhythm was aligned to ensure all matters are covered.

## BOARD FOCUS AREAS 2023

- Ensure adequate human and physical resources and training are committed to safety in the pursuit of Omnia's goal of Zero Harm
- Prioritise the capacitation of management to ensure the right people with the right experience are in the right position
- Continue our culture journey with a key focus on leadership behaviour and new ways of working
- Monitor the D365 implementation project rollout and governance together with internal financial controls and standardisation of procedures
- Monitor the implementation of the approved risk management framework
- Capital allocation
- Build on Omnia's core competencies and expand these to ESG-related innovations and R&D



A BME Mobile Manufacturing Unit in Indonesia charging a hole, supporting our localisation approach to ensure supply security in core global markets.

# NON-FINANCIAL PERFORMANCE DATA HISTORY

Every effort has been taken to ensure the accuracy of the reported data. Omnia recognises that some data may be subject to uncertainty relating to, for example, different interpretations of the internal reporting guidelines and possible human error in recording and submitting data. The continuous improvement of data quality and accuracy is receiving ongoing attention.



## Human capital

### Workforce analysis

| Employment type     | South Africa |            | Rest of Africa |           | Other regions |           | Other*     | FY2022       | FY2021 | FY2020 | FY2019 |
|---------------------|--------------|------------|----------------|-----------|---------------|-----------|------------|--------------|--------|--------|--------|
|                     |              |            |                |           |               |           |            |              |        |        |        |
| Permanent           | 2 034        | 603        | 417            | 59        | 79            | 29        |            | 3 221        | 3 428  | 3 858  | 4 036  |
| Fixed-term contract | 153          | 103        | 242            | 32        | 17            | 1         |            | 548          | 478    | 565    | 548    |
| Other*              |              |            |                |           |               |           | 241        | 241          | 294    | 3      | 171    |
| <b>Total FY2022</b> | <b>2 187</b> | <b>706</b> | <b>659</b>     | <b>91</b> | <b>96</b>     | <b>30</b> | <b>241</b> | <b>4 010</b> | 4 200  | 4 426  | 4 755  |
| Total FY2021        | 2 300        | 737        | 682            | 83        | 80            | 24        | 294        |              |        |        |        |

| Recruitment – age category | South Africa |           | Rest of Africa |           | Other regions |          | FY2022     | FY2021 | FY2020 | FY2019 |
|----------------------------|--------------|-----------|----------------|-----------|---------------|----------|------------|--------|--------|--------|
|                            | Number       | %         | Number         | %         | Number        | %        |            |        |        |        |
|                            |              |           |                |           |               |          |            |        |        |        |
| Under 30                   | 12           | 5         | 4              | 2         | 1             | –        | 17         | 47     | 13     | 97     |
| Between 30 and 50          | 41           | 17        | 2              | 1         | 4             | 2        | 47         | 81     | 23     | 92     |
| Over 50                    | 3            | 1         | –              | –         | –             | –        | 3          | 9      | 4      | 15     |
| <b>Total female</b>        | <b>56</b>    | <b>23</b> | <b>6</b>       | <b>2</b>  | <b>5</b>      | <b>2</b> | <b>67</b>  | 137    | 40     | 204    |
|                            |              |           |                |           |               |          |            |        |        |        |
| Under 30                   | 43           | 18        | 5              | 2         | 6             | 2        | 54         | 201    | 47     | 349    |
| Between 30 and 50          | 78           | 32        | 27             | 11        | 9             | 4        | 114        | 436    | 98     | 412    |
| Over 50                    | 8            | 3         | –              | –         | –             | –        | 8          | 89     | 30     | 42     |
| <b>Total male</b>          | <b>129</b>   | <b>53</b> | <b>32</b>      | <b>13</b> | <b>15</b>     | <b>6</b> | <b>176</b> | 726    | 175    | 803    |
| Other*                     |              |           |                |           |               |          |            | –      | –      | 172    |
| <b>Total FY2022</b>        | <b>185</b>   | <b>76</b> | <b>38</b>      | <b>16</b> | <b>20</b>     | <b>8</b> | <b>243</b> | 863    | 215    | 1 179  |
| Total FY2021               | 347          | 40        | 474            | 55        | 42            | 5        |            |        |        |        |

\* Employees who did not disclose their gender due to country-specific legislation.

# NON-FINANCIAL PERFORMANCE DATA HISTORY continued

| Employee turnover                                                                 | South Africa |           | Rest of Africa |           | Other regions |          | FY2022     | FY2021 | FY2020 | FY2019 |
|-----------------------------------------------------------------------------------|--------------|-----------|----------------|-----------|---------------|----------|------------|--------|--------|--------|
|                                                                                   | Number       | %         | Number         | %         | Number        | %        |            |        |        |        |
|  |              |           |                |           |               |          |            |        |        |        |
| Under 30                                                                          | 10           | 2         | 1              | –         | –             | –        | 11         | 27     | 30     | 101    |
| Between 30 and 50                                                                 | 75           | 16        | –              | –         | 1             | –        | 76         | 79     | 88     | 128    |
| Over 50                                                                           | 8            | 2         | 2              | –         | –             | –        | 10         | 10     | 15     | 26     |
| <b>Total female</b>                                                               | <b>93</b>    | <b>20</b> | <b>3</b>       | <b>1</b>  | <b>1</b>      | <b>0</b> | <b>97</b>  | 116    | 133    | 255    |
|  |              |           |                |           |               |          |            |        |        |        |
| Under 30                                                                          | 32           | 7         | 12             | 3         | 2             | –        | 46         | 122    | 105    | 203    |
| Between 30 and 50                                                                 | 176          | 39        | 64             | 14        | 7             | 2        | 247        | 523    | 217    | 681    |
| Over 50                                                                           | 43           | 9         | 20             | 4         | 4             | 1        | 67         | 130    | 89     | 102    |
| <b>Total male</b>                                                                 | <b>251</b>   | <b>55</b> | <b>96</b>      | <b>21</b> | <b>13</b>     | <b>3</b> | <b>360</b> | 775    | 411    | 986    |
| Other (age not disclosed)                                                         | –            | –         | –              | –         | –             | –        | –          | 198    | –      | –      |
| <b>Total FY2022</b>                                                               | <b>344</b>   | <b>75</b> | <b>99</b>      | <b>22</b> | <b>14</b>     | <b>3</b> | <b>457</b> | 1 089  | 544    | 1 241  |
| Total FY2021                                                                      | 438          | 40        | 470            | 43        | 181           | 17       |            |        |        |        |

| Turnover by type             | South Africa |           | Rest of Africa |           | Other regions |          | FY2022     | FY2021 | FY2020 | FY2019 |
|------------------------------|--------------|-----------|----------------|-----------|---------------|----------|------------|--------|--------|--------|
|                              | Number       | %         | Number         | %         | Number        | %        |            |        |        |        |
| Resignations                 | 209          | 46        | 84             | 18        | 13            | 3        | 306        | 155    | 168    | 221    |
| Retrenchments                | –            | –         | 9              | 2         | 1             | –        | 10         | 160    | 118    | 40     |
| Voluntary retrenchments      | –            | –         | –              | –         | –             | –        | –          | 28     | –      | –      |
| Retirements                  | 5            | 1         | 1              | –         | –             | –        | 6          | 18     | 17     | 26     |
| Dismissals                   | 69           | 15        | 3              | 1         | –             | –        | 72         | 40     | 52     | 85     |
| Death                        | 17           | 4         | 1              | –         | –             | –        | 18         | 13     | 10     | 19     |
| Disability                   | –            | –         | –              | –         | –             | –        | –          | –      | 2      | 3      |
| Early retirement             | 8            | 2         | –              | –         | –             | –        | 8          | 21     | 1      | 2      |
| Incapacity due to ill health | 2            | –         | 1              | –         | –             | –        | 3          | 2      | –      | 1      |
| Other                        | 34           | 7         | –              | –         | –             | –        | 34         | 652    | 176    | 44     |
| <b>Total FY2022</b>          | <b>344</b>   | <b>75</b> | <b>99</b>      | <b>22</b> | <b>14</b>     | <b>3</b> | <b>457</b> | 1 089  | 544    | 441    |
| Total FY2021                 | 438          | 40        | 470            | 43        | 181           | 17       |            |        |        |        |

\* BME Zambia converted 77% of our fixed-term contracts to permanent contracts. During the year some of the fixed-term contracts also expired and new fixed-term contracts were entered into.

## Work-integrated learning

| Number of employees                                     | Qualification                                                                                                                                                                        |  |  |  | Group      | FY2022     | FY2021 | FY2020 | FY2019 |
|---------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------|------------|--------|--------|--------|
|                                                         |                                                                                                                                                                                      | Agriculture                                                                         | Mining                                                                              | Chemicals                                                                           |            |            |        |        |        |
| Adult education and training (AET)                      | AET certificate                                                                                                                                                                      | 20                                                                                  | –                                                                                   | –                                                                                   | –          | 20         | 16     | 49     | 63     |
| Apprenticeships and recognition of prior learning (RPL) | Boilermakers; electricians; fitters; instrumentation; welders and diesel mechanics                                                                                                   | 58                                                                                  | –                                                                                   | –                                                                                   | –          | 58         | 49     | 45     | 59     |
| Learnerships                                            | Chemical operations level 2, 3, 4 administrators; analytical chemistry; chemical; mechanical and industrial engineering; supply chain; business administration and business practice | 48                                                                                  | –                                                                                   | –                                                                                   | 188        | 236        | 101    | 135    | 136    |
| Work integrated learning                                | Chemical, electrical and mechanical engineering; human resources; sales; procurement and SHERQ                                                                                       | 7                                                                                   | 23                                                                                  | 13                                                                                  | –          | 43         | 42     | 29     | 20     |
| Internship                                              | Diesel mechanics; boilermakers; human resources                                                                                                                                      | –                                                                                   | 1                                                                                   | 18                                                                                  | 3          | 22         | 9      | 4      | 4      |
| Supervisory course                                      | Supervisory skills                                                                                                                                                                   | 42                                                                                  | –                                                                                   | –                                                                                   | –          | 42         | 25     | 83     | 117    |
| <b>Total FY2022</b>                                     |                                                                                                                                                                                      | <b>175</b>                                                                          | <b>24</b>                                                                           | <b>31</b>                                                                           | <b>191</b> | <b>421</b> | 242    | 481    | 364    |
| Total FY2021                                            |                                                                                                                                                                                      | 129                                                                                 | 15                                                                                  | 44                                                                                  | 54         |            |        |        |        |

## Parental leave

| Number of employees                   | FY2022                                                                             |                                                                                    |       | FY2021                                                                               |                                                                                      |                  | FY2020                                                                               |                                                                                      |       | FY2019                                                                               |                                                                                      |       |
|---------------------------------------|------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|-------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------|
|                                       |  |  | Total |  |  | Total            |  |  | Total |  |  | Total |
| Entitled to parental leave            | 2 187                                                                              | 706                                                                                | 2 893 | 2 300                                                                                | 737                                                                                  | 3 037            | 2 489                                                                                | 751                                                                                  | 3 240 | 2 539                                                                                | 736                                                                                  | 3 275 |
| Took parental leave                   | 113                                                                                | 32                                                                                 | 145   | 67                                                                                   | 41                                                                                   | 108 <sup>1</sup> | 333                                                                                  | 188                                                                                  | 521   | 355                                                                                  | 306                                                                                  | 661   |
| Returned to work after parental leave | 113                                                                                | 30                                                                                 | 143   | 67                                                                                   | 41                                                                                   | 108              | 332                                                                                  | 185                                                                                  | 517   | 355                                                                                  | 305                                                                                  | 660   |
| Retention (%)                         | 100                                                                                | 94                                                                                 | 99    | 100                                                                                  | 100                                                                                  | 100              | 99.7                                                                                 | 98.4                                                                                 | 99.2  | 100                                                                                  | 99.7                                                                                 | 99.9  |

<sup>1</sup> Due to COVID-19, some employees were working remotely from home, especially with the hard lockdown in South Africa. Some children were also home-schooled, which meant that children were at home more and exposed to less illness, and consequently decreased the requirement to take childcare leave.

# NON-FINANCIAL PERFORMANCE DATA HISTORY continued

## Training

| Spend (R'000)                             | FY2022        | FY2021 | FY2020 | FY2019 | FY2018 |
|-------------------------------------------|---------------|--------|--------|--------|--------|
| <b>Agriculture</b>                        | <b>7 639</b>  | 4 168  | 7 418  | 16 638 | 13 869 |
| <b>Mining</b>                             | <b>4 860</b>  | 3 829  | 4 067  | 6 265  | 8 331  |
| <b>Chemicals</b>                          | <b>1 410</b>  | 1 405  | 1 686  | 2 226  | 4 399  |
| Head office                               | <b>15 592</b> | 3 484  | 2 949  | 3 099  | 5 185  |
| <b>Total South Africa</b>                 | <b>29 501</b> | 12 886 | 16 120 | 28 228 | 31 784 |
| <b>Agriculture International</b>          | <b>495</b>    | 1 342  | 2 478  | 2 047  | 1 921  |
| <b>Mining International</b>               | <b>412</b>    | 391    | 575    | 597    | 642    |
| <b>Chemicals International</b>            | <b>53</b>     | 127    | 27     | 50     | –      |
| <b>Total training spend</b>               | <b>30 462</b> | 14 746 | 19 200 | 30 922 | 34 347 |
| <b>Training spend in South Africa (%)</b> | <b>96.8</b>   | 87.3   | 83.9   | 91.3   | 92.5   |
| <b>Focus areas (%)</b>                    |               |        |        |        |        |
| Safety                                    | <b>74</b>     | 35     | 25     | 28     | 28     |
| Technical training                        | <b>18</b>     | 30     | 21     | 24     | 22     |
| On-boarding and general                   | <b>3</b>      | 7      | –      | –      | –      |
| Awareness                                 | <b>–</b>      | –      | 14     | 10     | 9      |
| Legal framework                           | <b>3</b>      | 9      | 2      | 7      | 7      |
| Life skills                               | <b>–</b>      | 7      | 8      | 7      | 7      |
| Personal development                      | <b>–</b>      | 1      | 5      | 6      | 6      |
| Business                                  | <b>–</b>      | –      | 6      | 5      | 5      |
| Other                                     | <b>–</b>      | 5      | 5      | –      | 4      |
| Management and leadership development     | <b>1</b>      | 1      | 4      | 3      | 3      |
| Finance and administration                | <b>–</b>      | –      | 1      | 3      | 3      |
| Product service management                | <b>–</b>      | –      | –      | 3      | 3      |
| IT                                        | <b>–</b>      | 2      | 3      | 2      | 2      |
| Equity                                    | <b>1</b>      | 2      | 6      | 1      | –      |
| Marketing sales                           | <b>–</b>      | 1      | –      | 1      | –      |
| <b>Total</b>                              | <b>100</b>    | 100    | 100    | 100    | 100    |

## Training days and participation

| Occupational level                                                                  | Total number of employees | Hours         | Average hours per employee <sup>1</sup> | Average days per employee FY2022 | Average days per employee FY2021 <sup>2</sup> | Average days per employee FY2020 | Average days per employee FY2019 |
|-------------------------------------------------------------------------------------|---------------------------|---------------|-----------------------------------------|----------------------------------|-----------------------------------------------|----------------------------------|----------------------------------|
| <b>Total</b>                                                                        |                           |               |                                         |                                  |                                               |                                  |                                  |
| Top management                                                                      | 8                         | 46            | 7                                       | 0.8                              | 0.5                                           | 22.7                             | 3.4                              |
| Senior management                                                                   | 29                        | 129           | 4                                       | 0.6                              | 1.4                                           | 0.9                              | 5.3                              |
| Professional                                                                        | 258                       | 568           | 2                                       | 0.3                              | 1.6                                           | 9.2                              | 4.7                              |
| Skilled                                                                             | 977                       | 1 926         | 1                                       | 0.2                              | 3.3                                           | 7.3                              | 6.4                              |
| Semi-skilled                                                                        | 1 152                     | 67 454        | 55                                      | 6.8                              | 3.6                                           | 9.1                              | 15.5                             |
| Unskilled                                                                           | 469                       | 422           | 1                                       | 0.1                              | 5.2                                           | 5.3                              | 15.1                             |
| <b>Total FY2022</b>                                                                 | <b>2 893</b>              | <b>70 545</b> | <b>23</b>                               | <b>2.8</b>                       | 3.6                                           | 7.9                              | 11.4                             |
| Total FY2021                                                                        | 3 037                     | 86 767        | 29                                      |                                  |                                               |                                  |                                  |
|    |                           |               |                                         |                                  |                                               |                                  |                                  |
| Top management                                                                      | 2                         | 4             | 2                                       | 0.3                              | 0.7                                           | 161.0 <sup>3</sup>               | 6.4                              |
| Senior management                                                                   | 11                        | 48            | 4                                       | 0.5                              | 2.1                                           | 2.2                              | 3.4                              |
| Professional                                                                        | 94                        | 222           | 2                                       | 0.3                              | 0.8                                           | 10.6                             | 5.2                              |
| Skilled                                                                             | 235                       | 1 042         | 4                                       | 0.6                              | 3.4                                           | 7.7                              | 4.5                              |
| Semi-skilled                                                                        | 332                       | 2 394         | 7                                       | 0.9                              | 2.5                                           | 7.2                              | 11.0                             |
| Unskilled                                                                           | 32                        | 31            | 1                                       | 0.1                              | 18.3                                          | 0.8                              | 20.6                             |
| <b>Total FY2022</b>                                                                 | <b>706</b>                | <b>3 741</b>  | <b>5</b>                                | <b>0.7</b>                       | 3.7                                           | 7.3                              | 8.4                              |
| Total FY2021                                                                        | 737                       | 21 737        | 29.5                                    |                                  |                                               |                                  |                                  |
|  |                           |               |                                         |                                  |                                               |                                  |                                  |
| Top management                                                                      | 6                         | 42            | 7                                       | 0.9                              | 0.4                                           | 3.0                              | 1.9                              |
| Senior management                                                                   | 18                        | 81            | 5                                       | 0.6                              | 0.9                                           | 0.5                              | 5.9                              |
| Professional                                                                        | 164                       | 346           | 2                                       | 0.3                              | 2.0                                           | 8.7                              | 4.4                              |
| Skilled                                                                             | 742                       | 884           | 1                                       | 0.1                              | 3.2                                           | 7.2                              | 7.0                              |
| Semi-skilled                                                                        | 820                       | 65 060        | 79                                      | 9.9                              | 4.1                                           | 9.8                              | 17.2                             |
| Unskilled                                                                           | 437                       | 390           | 1                                       | 0.1                              | 3.7                                           | 5.9                              | 14.8                             |
| <b>Total FY2022</b>                                                                 | <b>2 187</b>              | <b>66 804</b> | <b>31</b>                               | <b>3.8</b>                       | 3.5                                           | 8.1                              | 12.3                             |
| Total FY2021                                                                        | 2 300                     | 65 030        | 28.3                                    |                                  |                                               |                                  |                                  |

<sup>1</sup> Hours divided by number of employees.

<sup>2</sup> Average hours per employee divided by eight working hours.

<sup>3</sup> Executive completed a master's in management in the field of business and attended an executive coaching programme.

# NON-FINANCIAL PERFORMANCE DATA HISTORY continued

## Artisans, learnerships and pivotal programmes

| Number of learners                                                                                  | FY2022     | FY2021 | FY2020 | FY2019 | FY2018 |
|-----------------------------------------------------------------------------------------------------|------------|--------|--------|--------|--------|
| <b>Group</b>                                                                                        |            |        |        |        |        |
| NQF 1 National Certificate Animal Production                                                        | 57         | 20     | –      | –      | –      |
| NQF 1 National Certificate Plant Production                                                         | 58         | –      | –      | –      | –      |
| NQF 2 National Certificate Plant Production                                                         | 14         | –      | –      | 38     | 37     |
| NQF 2 National Certificate Business Administration Services                                         | –          | 10     | 40     | –      | –      |
| NQF 3 National Certificate Business Administration Services                                         | 13         | –      | 10     | 2      | 4      |
| National Certificate Domestic Service Level 1                                                       | 46         | 20     | –      | 10     | 9      |
| Generic Management                                                                                  | –          | 3      | –      | –      | –      |
| <b>Total</b>                                                                                        | <b>188</b> | 53     | 50     | 50     | 50     |
|  <b>Agriculture</b> |            |        |        |        |        |
| Apprenticeships and RPL                                                                             |            |        |        |        |        |
| Fitters                                                                                             | 23         | 17     | 12     | 17     | 11     |
| Electricians                                                                                        | 11         | 10     | 9      | 11     | 10     |
| Boilermakers                                                                                        | 9          | 7      | 9      | 13     | 9      |
| Welders                                                                                             | 8          | 7      | 7      | 12     | 8      |
| Instrumentation operations                                                                          | 7          | 8      | 8      | 11     | 8      |
| <b>Total</b>                                                                                        | <b>58</b>  | 49     | 45     | 64     | 46     |
| Learnerships                                                                                        |            |        |        |        |        |
| Chemical Operations Level 2                                                                         | 28         | 11     | 42     | 35     | 35     |
| Chemical Operations Level 3                                                                         | 20         | 28     | 26     | 29     | 28     |
| Chemical Operations Level 4                                                                         | 20         | 23     | 18     | 15     | 21     |
| AET                                                                                                 | 68         | 10     | 49     | 63     | 58     |
| <b>Total</b>                                                                                        | <b>28</b>  | 72     | 135    | 142    | 142    |
|  <b>Mining</b>    |            |        |        |        |        |
| Mining learnership programmes                                                                       |            |        |        |        |        |
| Rock breaking                                                                                       | –          | –      | 4      | 2      | 2      |
| Occupational health                                                                                 | 1          | –      | –      | –      | –      |
| Other                                                                                               | 4          | 6      | –      | 4      | 3      |
| <b>Total</b>                                                                                        | <b>5</b>   | 6      | 4      | 6      | 5      |
| Mining graduate programmes                                                                          |            |        |        |        |        |
| Mining engineering                                                                                  | 10         | –      | 2      | 1      | 1      |
| Mechanical engineering                                                                              | 5          | –      | –      | 2      | –      |
| Chemical engineering                                                                                | 1          | 9      | 2      | 1      | 1      |
| <b>Total</b>                                                                                        | <b>16</b>  | 9      | 4      | 4      | 2      |

## Number of learners



### Chemicals

Work or workplace integrated learning programme

Procurement

Electrical engineering

Sales

Industrial engineering

Mechanical engineering

Human resources

SHERQ

Chemical engineering

Other

**Total**

**FY2022**

FY2021

FY2020

FY2019

FY2018

–

4

1

3

4

–

–

2

1

3

–

8

–

2

3

–

1

1

1

3

**2**

–

2

1

3

–

1

4

3

2

–

5

–

2

2

**3**

10

10

3

2

**3**

9

5

4

2

**8**

38

25

20

24

## Developing talent – part-time studies

### Level of accreditation (number of employees)

Certificate

Degree

Diploma

Advanced diploma

Master's

Higher certificate

Honours

Postgraduate diploma

Higher diploma

**Total FY2022**

Total FY2021



**Agriculture**



**Mining**



**Chemicals**

**Group**

**FY2022**

FY2021

FY2020

FY2019

**3**

**2**

–

**1**

**6**

25

31

47

–

–

–

–

34

27

49

–

–

–

–

2

19

16

–

**1**

–

–

6

9

16

–

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–

6

10

13

**43**

**2**

–

**1**

**46**

3

10

36

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–

–

–

–

1

5

6

–

–

–

–

1

1

3

**46**

**5**

–

**2**

**53**

78

112

186

31

30

13

4

# NON-FINANCIAL PERFORMANCE DATA HISTORY continued

## Trade union representation

| Trade union (%) | FY2022    | FY2021    | FY2020    | FY2019    | FY2018    |
|-----------------|-----------|-----------|-----------|-----------|-----------|
| CEPPAWU         | 11        | 12        | 13        | 11        | 10        |
| SACWU           | 6         | 6         | 8         | 7         | 9         |
| GIWUSA          | 10        | 10        | 4         | 4         | 5         |
| AMCU            | 5         | 4         | 3         | 2         | 3         |
| NUMSA           | 3         | 3         | 3         | 3         | 3         |
| MUN             | –         | –         | –         | 1         | <1        |
| Solidarity      | <1        | 1         | 1         | <1        | <1        |
| NUM             | <1        | <1        | <1        | <1        | <1        |
| <b>Total</b>    | <b>35</b> | <b>36</b> | <b>29</b> | <b>29</b> | <b>30</b> |

## Safety

|                                         | Measurement | FY2022 | FY2021             | FY2020 | FY2019 | FY2018 | FY2022<br>Level of<br>external<br>assurance |
|-----------------------------------------|-------------|--------|--------------------|--------|--------|--------|---------------------------------------------|
| <b>Health and safety</b>                |             |        |                    |        |        |        |                                             |
| Lost-time injury frequency rate (LTIFR) | Rate        | 0.17   | 0.32               | 0.30   | 0.29   | 0.32   | Moderate                                    |
| Fatalities                              | Number      | 2      | –                  | –      | –      | 2      | Moderate                                    |
| RCR                                     | Rate        | 0.21   | 0.35               | 0.49   | 0.36   | 0.47   | Moderate                                    |
| Total number of occupational diseases   | Number      | –      | –                  | 1      | –      | –      | Moderate                                    |
| <b>Safety</b>                           |             |        |                    |        |        |        |                                             |
| Near miss                               | Number      | 1 655  | 1 550 <sup>2</sup> | 1 214  | 409    | 654    |                                             |
| First aid                               | Number      | 66     | 85                 | 91     | 107    | 73     |                                             |
| <b>Process safety</b>                   |             |        |                    |        |        |        |                                             |
| FER                                     | Rate        | 0.75   | 1.65 <sup>1</sup>  | 1.11   | 0.95   | 0.87   |                                             |
| Near miss                               | Number      | 170    | 154 <sup>2</sup>   | 117    | 14     | 17     |                                             |
| Minor                                   | Number      | 41     | 71                 | 53     | 72     | 39     |                                             |

<sup>1</sup> FER has increased due to improved incident reporting.

<sup>2</sup> Increased near-miss numbers indicate significant improvement in a leading indicator.



## Natural capital

| GHG                                              | Measurement        | FY2022    | FY2021    | FY2020    | FY2019  | FY2018  | FY2022<br>Level of external<br>assurance |
|--------------------------------------------------|--------------------|-----------|-----------|-----------|---------|---------|------------------------------------------|
| Direct carbon dioxide (CO <sub>2</sub> ) scope 1 | Tonnes             | 252 803   | 178 139   | 481 331   | 253 224 | 66 378  | Moderate                                 |
| Indirect CO <sub>2</sub> scope 2                 | Tonnes             | 84 105    | 83 361    | 143 260   | 48 446  | 75 723  | Moderate                                 |
| Indirect CO <sub>2</sub> scope 3                 | Tonnes             | 737 443   | 1 223 076 | 770 803   | 10 390  | –       | Not assured                              |
| Total GHG (CO <sub>2</sub> equivalent)           | Tonnes             | 1 074 351 | 1 484 576 | 1 394 684 | 312 060 | 142 101 |                                          |
| <b>Atmospheric emissions</b>                     |                    |           |           |           |         |         |                                          |
| N <sub>2</sub> O                                 | Kg                 | 460 971   | 501 690   | 1 447 838 | 781 815 | 144 046 |                                          |
| NO <sub>x</sub>                                  | Kg                 | 59 644    | 166 079   | 271 030   | 194 515 | 10 311  |                                          |
| Ammonia                                          | Kg                 | 3 256     | 4 237     | 10 684    | 67 036  | 19 338  |                                          |
| Hydrogen fluoride                                | Kg                 | 2.31      | 0.34      | 2 913     | 2 274   | 10 532  |                                          |
| Air emissions particular matter                  | Kg                 | 84 551    | 205 615   | 326 320   | 194 515 | 101 502 |                                          |
| <b>Waste</b>                                     |                    |           |           |           |         |         |                                          |
| Total waste generated                            | Tonnes             | 5 873     | 5 781     | 3 797     | 4 821   | 7 366   |                                          |
| Hazardous waste disposed of                      | Tonnes             | 2 329     | 2 012     | 1 873     | 2 275   | 2 492   | Moderate                                 |
| Non-hazardous waste disposed of                  | Tonnes             | 1 584     | 1 046     | 659       | 902     | 2 949   |                                          |
| Recycled or reused waste                         | Tonnes             | 1 959     | 2 723     | 1 266     | 1 644   | 1 925   | Moderate                                 |
| <b>Energy</b>                                    |                    |           |           |           |         |         |                                          |
| Energy used                                      | TJ                 | 1 148     | 1 156     | 1 253     | 1 111   | 1 032   | Moderate                                 |
| Electricity used                                 | MWh                | 85 993    | 85 329    | 97 926    | 72 052  | 77 397  |                                          |
| <b>Water</b>                                     |                    |           |           |           |         |         |                                          |
| Total water use                                  | Millions of litres | 1 861     | 1 978     | 1 857     | 1 696   | 1 772   | Moderate                                 |
| Sources of water                                 |                    |           |           |           |         |         |                                          |
| <b>Municipal</b>                                 | Millions of litres | 1 779     | 1 895     | 1 765     | 1 574   | 1 717   |                                          |
| Agriculture                                      | Millions of litres | 1 678     | 1 802     | 1 659     | 1 460   | 1 573   |                                          |
| Mining                                           | Millions of litres | 32        | 23        | 32        | 26      | 46      |                                          |
| Chemicals                                        | Millions of litres | 69        | 70        | 74        | 88      | 97      |                                          |
| <b>Groundwater</b>                               | Millions of litres | 69        | 67        | 74        | 78      | 51      |                                          |
| Agriculture                                      | Millions of litres | 47        | 44        | 65        | 70      | 45      |                                          |
| Mining                                           | Millions of litres | 23        | 23        | 9         | 8       | 5.8     |                                          |
| Rivers or streams                                | Millions of litres | 4         | 3         | 3         | 4       | 4       |                                          |
| <b>Total recycled</b>                            | Millions of litres | 66        | 51        | 15        | 11      | 12      |                                          |
| Authorised effluent disposal                     | Millions of litres | 175       | 311       | 553       | 456     | 388     | Moderate                                 |
| <b>Legal compliance</b>                          |                    |           |           |           |         |         |                                          |
| Environmental incidents                          |                    |           |           |           |         |         |                                          |
| Transport                                        | Number             | –         | –         | –         | –       | 1       |                                          |
| Spills and leaks                                 | Number             | –         | –         | 1         | 1       | –       |                                          |
| Fines, penalties and settlements                 | Notices            | –         | –         | 1         | –       | 1       |                                          |

# NON-FINANCIAL PERFORMANCE DATA HISTORY continued



## Social capital

| CSI                                           | Measurement | FY2022 | FY2021 | FY2020 | FY2019 | FY2018 |
|-----------------------------------------------|-------------|--------|--------|--------|--------|--------|
| <b>Geographical</b>                           |             |        |        |        |        |        |
| South Africa                                  | R million   | 28.5   | 24.0   | 19.5   | 24.8   | 54.3   |
| International                                 | R million   | 0.2    | 0.3    | 0.9    | 0.5    | 0.8    |
| <b>Total</b>                                  | R million   | 28.7   | 24.3   | 20.4   | 25.3   | 55.1   |
| <b>Per category</b>                           |             |        |        |        |        |        |
| Education and skills development <sup>1</sup> | R million   | 23.6   | 21.8   | 19.0   | 22.5   | 53.5   |
| Community                                     | R million   | 5.1    | 1.6    | 1.2    | 2.1    | 1.4    |
| Sport                                         | R million   | –      | 0.8    | 0.2    | 0.7    | 0.2    |
| <b>Total</b>                                  | R million   | 28.7   | 24.3   | 20.4   | 25.3   | 55.1   |

<sup>1</sup> Includes loan funding to the emerging farmer project whereby Omnia provides production input loans to farmers via the Land Bank and Omnia takes the risk on these loan facilities.

# INDEPENDENT ASSURANCE REPORT

To the directors of Omnia Holdings Limited

## Introduction

IBIS Environmental Social Governance Consulting Africa Pty Ltd (IBIS) was appointed by Omnia Holdings Limited (Omnia) to conduct an independent third-party assurance over selected sustainability subject matter criteria for disclosure in Omnia's FY2022 IAR.

## Assurance standard applied

The independent third-party assurance was conducted using the AccountAbility AA1000 Assurance Standards version 3 (2020) (AA1000AS) at a Moderate assurance level. IBIS conducted a Type II assurance engagement in accordance with AA1000AS for selected subject matter criteria and disclosures.

## IBIS independence and competence

IBIS is an independent licensed provider of sustainability assurance services. The assurance team was led by Petrus Gildenhuys with support from Charlotte De Koker, Bongani Machabe and Hsien Lou from IBIS. Petrus is a Lead Certified Sustainability Assurance Practitioner (LCSAP) with more than 25 years' experience in sustainability performance measurement involving both advisory and assurance work.

IBIS applies a strict independence policy and confirms its impartiality to Omnia in delivering the assurance engagement. This assurance engagement is the sixth consecutive assurance engagement conducted for Omnia by IBIS.

## Respective responsibility of IBIS and the directors of Omnia

IBIS' responsibility is to the directors of Omnia alone and in accordance with the terms of reference agreed with Omnia.

The directors of Omnia are responsible for the collection, preparation, and presentation of sustainability information within the report, ultimately ensuring the integrity of Omnia's IAR.

Omnia satisfies itself that there is an adequate and effective control environment, which supports the integrity of information used in the integrated report and the preparation and presentation of sustainability information within the report. This responsibility includes the identification of stakeholders and stakeholder requirements, material issues and commitments with respect to sustainability performance, as well as the design, implementation, and maintenance of internal controls relevant to the preparation of the report that is free from material misstatement, whether due to fraud or error.

## Assurance objectives

The objective of the assurance engagement was to provide the directors of Omnia with an independent Moderate level assurance opinion on whether the report meets the following objectives:

- Adherence to the AA1000AP (2018) AccountAbility Principles of Inclusivity, Materiality, Responsiveness, and Impact
- Fair reporting on a selection of subject matter criteria defined as operational key performance indicators (KPIs) as related to the identified material issues listed alongside in the report

## Subject matter

IBIS is required to provide Moderate level assurance on the selected KPIs outlined in the table below. The selected information has been prepared in accordance with the criteria set out in Omnia's Sustainability Guideline Reporting procedure.

### ENVIRONMENTAL KPI

- Total energy used
- Scope 1 and 2 (location-based) greenhouse gas emissions
- Total volume of water consumed from all sources
- Total volume of authorised effluent discharged
- Tonnes of hazardous waste disposed
- Tonnes of waste recycled

### HEALTH AND SAFETY KPI

- Lost-time injury frequency rate (LTIFR)
- Fatal injury frequency rate (FIFR)
- Recordable case rate (RCR)
- Total number of occupational diseases

## Work performed by IBIS

IBIS performed the assurance engagement in accordance with the AA1000AS Type II requirements. The following suitable assessment criteria were used in undertaking the work:

- AccountAbility AA1000 Accountability Principles (2018) (AA1000AP) adherence criteria for the Principles of Inclusivity, Materiality, Responsiveness and Impact
- Omnia's Sustainability Guideline Reporting Procedure specifies definitions, reporting processes, controls and responsibilities
- Omnia's alignment with GRI standards reporting requirements

# INDEPENDENT ASSURANCE REPORT continued



BME's Dryden facility.

Our assurance methodology included:

- Interviews with relevant functional managers from head office and operations to understand and test the processes in place for adherence to the AA1000AP stakeholder engagement principles and disclosure of the selected KPIs in the assurance scope
- On-site visits and desktop reviews were performed at the following operations:



## AGRICULTURE

1. Sasolburg (onsite)
2. Dryden (onsite)
3. Morwell (Australia) (desktop)



## MINING

4. Losberg (onsite)
5. Zambia (onsite)
6. Dryden (onsite)



## CHEMICALS

7. Mobeni (onsite)
8. Killarney Gardens (onsite)
9. Blackheath (onsite)
10. Kenya (onsite)

- This involved testing, on a sample basis, the measurement, collection, aggregation, and reporting of selected sustainability information
- Inspection and corroboration of supporting evidence to evaluate the data generation and reporting processes against the assurance criteria
- Reporting the assurance observations to management as they arose to provide an opportunity for corrective action prior to completion of the assurance process
- Assessing the presentation of information relevant to the scope of work in the report to ensure consistency with the assurance observations

## Engagement limitations

IBIS planned and performed the work to obtain all the information and explanations believed necessary to provide a basis for the assurance conclusions for a Moderate level of assurance in accordance with AA1000AS.

The procedures performed in a Moderate assurance engagement vary in nature from and are less in extent than for a High assessment on which to base our conclusion. As a result, the level of assurance obtained for a Moderate assurance engagement is lower than for High assurance as per AA1000AS.

Due to the global COVID-19 pandemic-related travel restrictions, desktop reviews were conducted for Morwell (Australia). Evidence to support information reported for these sites was obtained electronically for review and assessment to base our conclusion. Readers of the IAR are cautioned to understand this inherent limitation.

### Assurance conclusion

In our opinion, based on the work undertaken for Moderate assurance as described, we conclude that the subject matters in the scope of this assurance engagement have been prepared in accordance with the defined reporting criteria and are free from material misstatement in respect of:

- Omnia's adherence to the AA1000AP Principles of Inclusivity, Materiality, Responsiveness and Impact;
- The selected KPIs as identified under the assurance objectives above and as presented in the published and online IAR.

### Key observations and recommendations

Based on the work set out above, and without affecting the assurance conclusions, the key observations and recommendations for improvement are as follows:

#### In relation to the inclusivity principle

Omnia's group strategy incorporates stakeholder engagement, as it is an integral part of the strategy and ensures that stakeholder needs, interests and expectations are transparent, monitored, balanced, and considered. Stakeholder engagement is formalised through the Sustainability Strategy and Stakeholder Engagement Framework and all stakeholder matters are reviewed and monitored by the social, ethics, and risk committee (SERC). SERC provides oversight of the Group's stakeholder engagement and are responsible for keeping the Board abreast of material matters arising, thus the Board is ultimately accountable for stakeholder engagement. It is recommended that the framework is consistently implemented across the Group to provide purposeful action for planning and monitoring stakeholder engagement.

#### In relation to the materiality principle

Evidence observed that Omnia has conducted a material risk assessment whereby stakeholder engagement risks and risks related to the Group have been identified, assessed and responded to. This material risk assessment was followed in the FY2022 and followed a structured approach with specific stakeholder engagement evaluation criteria which aided in disclosing stakeholder matters and risks (CSI initiatives, labour and employment matters, sustainability issues, public relations, SDG commitments etc.) in a transparent and balanced manner.

#### In relation to the responsiveness principle

Omnia's formal Sustainability Strategy and Stakeholder Engagement Framework ensure stakeholder engagement takes place at all levels, in all geographies, across all subsidiaries and the Group. The SERC responds to stakeholders' matters through engagements such as roadshows, meetings, and ongoing interactions. It is recommended that regular purposeful engagement with stakeholders should be adhered to, and consistent recordkeeping of the engagements should be stored.

#### In relation to the impact principle

Omnia has incorporated the United Nations Sustainable Development Goals (SDGs) into its Sustainability Strategy and Stakeholder Engagement Framework and has prioritised the various goals based on how the Group believes it can contribute to them. Furthermore, the Group's internal sustainability goals and strategy consist of a range of material environmental, social and governance targets and impacts which

have been undergoing regular and consistent qualitative and quantitative monitoring, performance measurement and evaluation. It is recommended that Omnia continue to report on the progress against the select SDGs as well as monitor and measure the environmental, social and governance changes that result from Omnia's activities and the long-term impacts on its stakeholders and on Omnia's business itself.

#### In relation to Omnia's alignment with the GRI standards

Although Omnia does not claim to report to any GRI reporting option, a review of the IAR against the GRI standards indicated alignment with the GRI standards reporting requirements.

#### In relation to the selected KPIs

It was observed that appropriate measures are in place to provide reliable source data related to the selected disclosures assessed. Management's responses to issues raised from the previous assurance cycle resulted in an improvement in the general control environment for sustainability and a significant reduction in the number of issues noted.

Some of the sites sampled were found to be lacking standard operating procedures (SOPs) and/or site-specific methodologies, processes, and procedures within the SOP. Therefore, it was recommended that site-specific methodologies be documented in the SOP and where a site is lacking an SOP, one should be developed. The SOP is meant to provide personnel with a clear understanding of the end-to-end reporting process and to improve consistency, efficiency, and effectiveness of the implementation of the process which includes the correct methodologies/calculations of specific KPIs to avoid confusion and inconsistencies.

The inconsistencies between the manual systems used for data capturing resulted in challenges when consolidating the information and when tracking any changes or updates made to the data by the sites following audit findings and recommendations. Data inconsistencies identified during the assurance process were subsequently corrected and IBIS is satisfied with the accuracy of the final data in the assurance scope.

A comprehensive management report detailing specific findings and recommendations for continued sustainability reporting improvement has been submitted to Omnia for consideration.



**Petrus Gildenhuys**

Director, IBIS ESG Consulting Africa (Pty)

Johannesburg, 29 July 2022



The assurance statement provides no assurance on the maintenance and integrity of sustainability information on the website, including controls used to maintain this. These matters are the responsibility of Omnia.

# SHAREHOLDERS' ANALYSIS

for the year ended 31 March 2022

| Shareholder type <sup>1</sup>    | Number of shareholders | % of total shareholders | Number of shares   | % of total shares |
|----------------------------------|------------------------|-------------------------|--------------------|-------------------|
| Assurance companies <sup>2</sup> | 45                     | 0.62                    | 10 396 556         | 6.15              |
| Close corporations               | 36                     | 0.49                    | 285 282            | 0.17              |
| Collective investment schemes    | 314                    | 4.31                    | 67 423 996         | 39.88             |
| Custodians                       | 22                     | 0.30                    | 1 042 854          | 0.62              |
| Foundations and charitable funds | 36                     | 0.49                    | 1 518 769          | 0.90              |
| Hedge funds                      | 7                      | 0.10                    | 1 685 140          | 1.00              |
| Insurance companies <sup>3</sup> | 8                      | 0.11                    | 208 628            | 0.12              |
| Investment partnerships          | 12                     | 0.16                    | 46 984             | 0.03              |
| Managed funds                    | 34                     | 0.47                    | 391 220            | 0.23              |
| Medical aid funds                | 27                     | 0.37                    | 1 261 778          | 0.75              |
| Organs of state                  | 9                      | 0.12                    | 34 187 706         | 20.22             |
| Private companies                | 147                    | 2.02                    | 2 078 071          | 1.23              |
| Public companies                 | 6                      | 0.08                    | 287 797            | 0.17              |
| Public entities                  | 4                      | 0.05                    | 244 835            | 0.14              |
| Retail shareholders              | 6 039                  | 82.88                   | 10 738 892         | 6.35              |
| Retirement benefit funds         | 288                    | 3.95                    | 27 744 117         | 16.41             |
| Scrip lending                    | 9                      | 0.12                    | 1 621 377          | 0.96              |
| Share schemes                    | 1                      | 0.01                    | 1 025 700          | 0.61              |
| Sovereign funds                  | 2                      | 0.03                    | 1 284 537          | 0.76              |
| Stockbrokers and nominees        | 19                     | 0.26                    | 1 779 826          | 1.05              |
| Trusts                           | 219                    | 3.01                    | 3 798 101          | 2.25              |
| Unclaimed scrip                  | 2                      | 0.03                    | 7                  | 0.00              |
| <b>Total</b>                     | <b>7 286</b>           | <b>100.00</b>           | <b>169 052 173</b> | <b>100.00</b>     |

<sup>1</sup> 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.

<sup>2</sup> Investments made by or for South African long-term insurers as defined in the Long-Term Insurance Act, 1998 of South Africa.

<sup>3</sup> Investments made by or for South African short-term insurers as defined in the Short-Term Insurance Act, 1998 of South Africa.

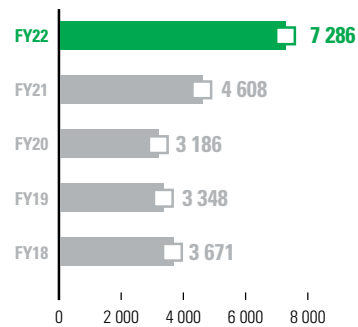
|                                                             | Number of<br>shareholders | % of total<br>shareholders | Number<br>of shares | % of total<br>shares |
|-------------------------------------------------------------|---------------------------|----------------------------|---------------------|----------------------|
| <b>Number of shares</b>                                     |                           |                            |                     |                      |
| 1 – 1 000                                                   | 5 277                     | 72.43                      | 972 152             | 0.58                 |
| 1 001 – 10 000                                              | 1 276                     | 17.51                      | 4 230 147           | 2.50                 |
| 10 001 – 100 000                                            | 516                       | 7.08                       | 17 645 822          | 10.44                |
| 100 001 – 1 000 000                                         | 183                       | 2.51                       | 52 061 548          | 30.80                |
| 1 000 001 and more                                          | 34                        | 0.47                       | 94 142 504          | 55.69                |
| <b>Total</b>                                                | <b>7 286</b>              | <b>100.00</b>              | <b>169 052 173</b>  | <b>100.00</b>        |
| <b>Non-public/public</b>                                    |                           |                            |                     |                      |
| <b>Non-public</b>                                           | 15                        | 0.21                       | 38 337 261          | 22.68                |
| Directors and associates (excluding employee share schemes) | 9                         | 0.12                       | 33 523              | 1.85                 |
| Shareholder >10% of the shares in issue                     |                           |                            |                     |                      |
| Government Employees Pension Fund                           | 4                         | 0.06                       | 33 085 933          | 19.57                |
| Own holdings (Omnia Group)                                  | 1                         | 0.01                       | 1 092 105           | 0.65                 |
| Employee share schemes                                      | 1                         | 0.01                       | 1 025 700           | 0.61                 |
| <b>Public</b>                                               | <b>7 271</b>              | <b>99.79</b>               | <b>130 714 912</b>  | <b>77.32</b>         |
| <b>Total</b>                                                | <b>7 286</b>              | <b>100.00</b>              | <b>169 052 173</b>  | <b>100.00</b>        |

# SHAREHOLDERS' ANALYSIS continued

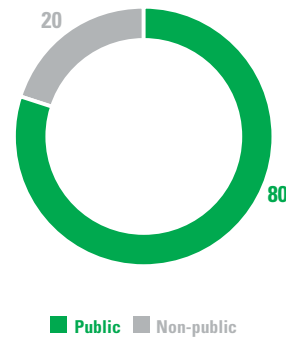
for the year ended 31 March 2022

## Distribution of shareholders

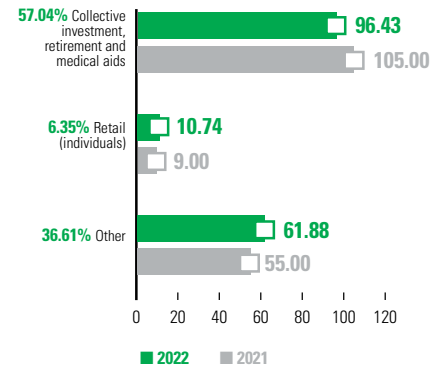
### Number of shareholders



### FY2022 public versus non-public (%)



### Type (millions of shares)



|                                                             | Number of shares   | % of issued capital |
|-------------------------------------------------------------|--------------------|---------------------|
| <b>Fund managers &gt; 5% of the issued shares</b>           |                    |                     |
| Public Investment Corporation                               | 27 013 048         | 15.98               |
| M&G Investments                                             | 24 695 070         | 14.61               |
| Camissa Asset Management                                    | 23 434 418         | 13.86               |
| Old Mutual Investment Group                                 | 15 724 239         | 9.30                |
| Allan Gray                                                  | 11 304 805         | 6.69                |
| Foord Asset Management                                      | 10 097 808         | 5.97                |
| <b>Total</b>                                                | <b>112 269 388</b> | <b>66.41</b>        |
| <b>Beneficial shareholders &gt; 5% of the issued shares</b> |                    |                     |
| Government Employees Pension Fund                           | 33 085 933         | 19.57               |
| Old Mutual Group                                            | 14 449 212         | 8.55                |
| Foord                                                       | 8 745 713          | 5.17                |
| <b>Total</b>                                                | <b>56 280 858</b>  | <b>33.29</b>        |

# TERMS AND ACRONYMS

|                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>AC</b>                       | Audit committee                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>AEL</b>                      | Atmospheric emission licence                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>AET</b>                      | Adult education and training                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Agronomist</b>               | A person engaged in the scientific study of soil management and crop production, including irrigation and the use of herbicides, pesticides and fertilizers. Accordingly, an agronomist is a scientist who studies and works in these areas of agriculture                                                                                                                                                                                   |
| <b>AGM</b>                      | Annual general meeting                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>AMCU</b>                     | Association of Mineworkers and Construction Union: trade union in South Africa                                                                                                                                                                                                                                                                                                                                                               |
| <b>AXXIS™</b>                   | Patented electronic delay detonators                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Axioteq™</b>                 | Axioteq™ is a newly acquired company within the Group with a mandate to expand globally on technologies and data solutions in the agriculture, mining and transport sectors. Axioteq™ consists of two departments called Innovative Systems and Data Solutions. The Innovative Systems team will focus on different technologies, field services and hardware. The Data Solutions team will focus on data processing, analytics and software |
| <b>Basic earnings per share</b> | Profit attributable to ordinary shareholders divided by the weighted average number of ordinary shares in issue during the year, excluding shares held by the various share incentive schemes                                                                                                                                                                                                                                                |
| <b>B-BBEE</b>                   | Broad-based black economic empowerment is a process by which the South African government is aiming to ensure economic equity among race groups, governed by the Broad-based Black Economic Empowerment Act 53 of 2003                                                                                                                                                                                                                       |
| <b>BHAG</b>                     | Big hairy audacious goal – a clear and compelling target for an organisation to strive for                                                                                                                                                                                                                                                                                                                                                   |
| <b>Black</b>                    | Defined by the Broad-based Black Economic Empowerment Act 53 of 2003 and the Employment Equity Act 55 of 1998 to include Africans, Coloureds and Indians                                                                                                                                                                                                                                                                                     |
| <b>BlastMapIII™</b>             | Blasting patented software                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>BME</b>                      | The explosives operation of the Mining segment within Omnia                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>CAIA</b>                     | Chemical and Allied Industries' Association – South African industry body that promotes responsible behaviour, supports education initiatives and facilitates government engagement on behalf of chemicals companies                                                                                                                                                                                                                         |

|                               |                                                                                                                                                                                                                                                                                                    |
|-------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Carbon credits</b>         | Carbon emission reduction credits are permits that allow a country or organisation to produce a certain amount of carbon emissions which can be traded internationally if the full allowance is not used                                                                                           |
| <b>CDM</b>                    | Clean development mechanism                                                                                                                                                                                                                                                                        |
| <b>CEO</b>                    | Chief executive officer                                                                                                                                                                                                                                                                            |
| <b>CEPPWAWU</b>               | Chemical Energy Paper Printing Wood and Allied Workers Union – trade union in South Africa                                                                                                                                                                                                         |
| <b>CER</b>                    | Certified emission reductions                                                                                                                                                                                                                                                                      |
| <b>CO<sub>2</sub></b>         | Carbon dioxide                                                                                                                                                                                                                                                                                     |
| <b>CO<sub>2</sub>e</b>        | Carbon dioxide equivalent                                                                                                                                                                                                                                                                          |
| <b>Companies Act</b>          | Companies Act 71 of 2008, which applies to all companies in South Africa                                                                                                                                                                                                                           |
| <b>CPI</b>                    | Consumer price index – measures changes in the price level of a market basket of consumer goods and services purchased by households                                                                                                                                                               |
| <b>Corporate governance</b>   | Framework of rules and practices by which a board of directors ensures accountability, fairness and transparency in a company's relationship with all its stakeholders                                                                                                                             |
| <b>CSI</b>                    | Corporate social investment – an organisation's philanthropic activities; component of an organisation's greater corporate social responsibility                                                                                                                                                   |
| <b>Current ratio</b>          | Current assets divided by current liabilities                                                                                                                                                                                                                                                      |
| <b>Debt:equity</b>            | Is a measure of a group's financial leverage, calculated by dividing its net interest-bearing borrowings (debt plus bank overdrafts minus cash and cash equivalents) by total equity (including minorities); indicates what proportion of equity and debt the Group is using to finance our assets |
| <b>DRC</b>                    | Democratic Republic of the Congo                                                                                                                                                                                                                                                                   |
| <b>Dividend cover</b>         | Earnings per share divided by the total dividend per share for the year                                                                                                                                                                                                                            |
| <b>EPS</b>                    | Earnings per share is the portion of a group's profit allocated to each outstanding share of common stock; indicator of a group's profitability                                                                                                                                                    |
| <b>Enterprise development</b> | The fostering and promotion of entrepreneurship, typically in the form of small businesses                                                                                                                                                                                                         |
| <b>Effective tax rate</b>     | Tax expense expressed as a percentage of profit before tax                                                                                                                                                                                                                                         |
| <b>EnviNO<sub>x</sub>®</b>    | A catalyst system that converts the N <sub>2</sub> O and NO <sub>x</sub> gasses generated during the production of nitric acid into nitrogen, oxygen and water                                                                                                                                     |

# TERMS AND ACRONYMS continued

|                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>EBITDA</b>                    | Operating profit before finance cost, depreciation and amortisation, net of impairments                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>EBITDA adjusted</b>           | Operating profit before finance cost, depreciation and amortisation, net of impairments and other adjustments as per finance covenants                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>EBITDA finance cost cover</b> | Operating profit before finance cost, tax, depreciation and amortisation divided by finance cost                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>ED</b>                        | Enterprise development – the fostering and promotion of entrepreneurship, typically in the form of small businesses                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>EE</b>                        | Employment equity applies to all employers and employees and protects employees and job seekers from unfair discrimination and also provides a framework for implementing affirmative action; regulated by Employment Equity Act 55 of 1998                                                                                                                                                                                                                                                                                         |
| <b>EIEA</b>                      | Explosives Industry Employers' Association                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Emulsion</b>                  | An emulsion is a mixture of two liquids that do not naturally remain mixed together, for example oil and water. In BME's emulsion, these two liquids are kept mixed together by blending them to form tiny droplets of the water-based component with each droplet being covered by a thin skin of oil. The oil and water are kept together by small amounts of a special chemical called an emulsifier. In BME's emulsions, the water-based component contains the nitrates and the oil component comprises mainly used engine oil |
| <b>ERP</b>                       | Enterprise resource planning; information technology systems                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>ESG</b>                       | Environmental, social and governance                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>FER</b>                       | Fire, explosion and release                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>FIEA</b>                      | Fertilizer Industry Employers' Association                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>FD</b>                        | Finance director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Free cash flow generated</b>  | Cash flow from operating activities less capital expenditure (Purchase of PPE, proceeds from PPE, Intangibles additions, payment for deferred consideration and repayment of lease liabilities)                                                                                                                                                                                                                                                                                                                                     |
| <b>FY</b>                        | Financial year refers to the period from 1 April to 31 March                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>GIWUSA</b>                    | General Industries Workers Union of South Africa – trade union in South Africa                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>GJ</b>                        | Gigajoules – a measurement unit of energy. A trillion joules                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

|                  |                                                                                                                                                                                                                                                                                  |
|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>GHG</b>       | Greenhouse gas – gas in the atmosphere that absorbs and emits radiation within the thermal infrared range                                                                                                                                                                        |
| <b>GRI</b>       | Global Reporting Initiative – a reporting standard generally accepted to be the leading international standard for reporting social, environmental and economic performance                                                                                                      |
| <b>HEPS</b>      | Headline earnings per share – the profit attributable to ordinary shareholders after adjusting for non-headline earnings items, divided by the weighted average number of ordinary shares in issue during the year, excluding shares held by the various share incentive schemes |
| <b>IDC</b>       | Industrial Development Corporation – a South African state-owned developmental entity                                                                                                                                                                                            |
| <b>IFRS</b>      | International Financial Reporting Standards                                                                                                                                                                                                                                      |
| <b>IIRC</b>      | International Integrated Reporting Council                                                                                                                                                                                                                                       |
| <b>IAR</b>       | Integrated Annual Report                                                                                                                                                                                                                                                         |
| <b>ISO</b>       | International Organisation for Standardisation                                                                                                                                                                                                                                   |
| <b>ISO 9001</b>  | The international standard that specifies requirements for a quality management system                                                                                                                                                                                           |
| <b>ISO 14001</b> | Part of the 14000 family of standards and provides practical tools for companies and organisations of all kinds looking to manage their environmental responsibilities                                                                                                           |
| <b>IT</b>        | Information technology                                                                                                                                                                                                                                                           |
| <b>JSE</b>       | JSE Limited (previously the JSE Securities Exchange and the Johannesburg Stock Exchange) is the largest stock exchange in Africa. It is situated in Sandton, Johannesburg, South Africa                                                                                          |
| <b>King IV</b>   | King IV Report on Corporate Governance for South Africa 2016 – relates to corporate governance and a company's triple bottom line                                                                                                                                                |
| <b>KPI</b>       | Key performance indicator                                                                                                                                                                                                                                                        |
| <b>K-Humate™</b> | A concentrated soil conditioner produced from humic and fulvic acids                                                                                                                                                                                                             |
| <b>KWh</b>       | Kilowatt hour is a derived unit of energy equal to 3.6 megajoules                                                                                                                                                                                                                |
| <b>LTI</b>       | Lost-time injury                                                                                                                                                                                                                                                                 |
| <b>LTIFR</b>     | Lost-time injury frequency rate                                                                                                                                                                                                                                                  |
| <b>LTIP</b>      | Long-term incentive plan                                                                                                                                                                                                                                                         |

|                                                             |                                                                                                                                                                                              |
|-------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>MAP</b>                                                  | Monoammonium phosphate                                                                                                                                                                       |
| <b>MD</b>                                                   | Managing director                                                                                                                                                                            |
| <b>MHI</b>                                                  | Major hazard installation                                                                                                                                                                    |
| <b>MOI</b>                                                  | Memorandum of incorporation                                                                                                                                                                  |
| <b>MWh</b>                                                  | A megawatt (MW) is one million watts, kilowatt-hour (kWh), a thousand watts of power produced or used for one hour, equivalent to 3 600 million joules (MJ)                                  |
| <b>NAP1 and NAP2</b>                                        | Nitric acid plant 1 and 2 at Sasolburg fertilizer factory                                                                                                                                    |
| <b>NASCEA</b>                                               | National Speciality Chemicals Employers Association                                                                                                                                          |
| <b>NAV</b>                                                  | Net asset value – ordinary shareholders' equity and minority interest divided by the number of shares in issue at year-end, excluding the shares held by the various share incentive schemes |
| <b>NBCCI</b>                                                | National Bargaining Council for the Chemicals Industry                                                                                                                                       |
| <b>NED</b>                                                  | Non-executive director                                                                                                                                                                       |
| <b>Net interest-bearing borrowings</b>                      | Interest-bearing liabilities net of cash resources                                                                                                                                           |
| <b>Net interest-bearing borrowings to equity percentage</b> | Net interest-bearing borrowings divided by EBITDA                                                                                                                                            |
| <b>Net working capital ratio</b>                            | Turnover divided by NWC                                                                                                                                                                      |
| <b>N<sub>2</sub>O</b>                                       | Nitrous oxide                                                                                                                                                                                |
| <b>NO<sub>x</sub></b>                                       | Nitrogen oxide                                                                                                                                                                               |
| <b>NH<sub>3</sub></b>                                       | Ammonia                                                                                                                                                                                      |
| <b>NPK</b>                                                  | NPK indicates the nutrient content of fertiliser in terms of nitrogen (N), phosphorus (P), and potassium (K)                                                                                 |
| <b>NQF</b>                                                  | National Qualifications Framework                                                                                                                                                            |
| <b>NUM</b>                                                  | National Union of Mineworkers: trade union in South Africa                                                                                                                                   |
| <b>NWA</b>                                                  | National Water Act 36 of 1998                                                                                                                                                                |
| <b>Omnia/the Group</b>                                      | Omnia Holdings Limited and its subsidiaries                                                                                                                                                  |
| <b>OHL</b>                                                  | Omnia Holdings Limited                                                                                                                                                                       |

|                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-----------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Omnia Fertilizer</b>           | The primary business in the Agriculture segment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Omnia Specialities</b>         | Part of the Agriculture segment – this provides a range of specialised products and services targeted at creating value for farming customers                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>OmniBio™</b>                   | The management of soil biological life starts with an OmniBio™ analysis, which provides the farmer with a crop-specific proposal, focusing on the major biological indicators found in the soil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Omnia Nutriology™</b>          | The science of growing – a concept developed by Omnia that not only concentrates on crops, but includes the development of product ranges, services, relationships and client profitability. Nutriology™ refers to a total crop management process. It is applied throughout the growth stages of the crop. Omnia manages the plant stress to increase yield through soil and foliar applications. Omnia also uses soil, leaf, water and sap analyses to manage the plant during these stages. To bring the Nutriology™ concept to full fruition requires a comprehensive approach, which is made up of 12 pillars: production facilities, technology, products, environment and safety, quality, values, research and development, support services, relationships, investment, agronomic services and partners |
| <b>OmniSap™</b>                   | Patented technology used to measure crop growth                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Oro Agri</b>                   | Oro Agri formed part of the Agriculture segment and is an international company involved in the research and development, production, distribution and sales of a unique range of biological products. On 22 June 2020 Omnia announced the receipt of a non-binding indicative offer for the Oro Agri business. Omnia subsequently entered into an agreement with European Crops Products 2 S.A.R.L (ECP), on 19 October 2020 to dispose of our investment in Oro Agri for a consideration of USD146.9 million. The effective date of the disposal is 7 January 2021. The Oro Agri group is consolidated into the Group's results until the effective date and is reported as Agriculture Biological and accounted for as a discontinued operation in the statement of comprehensive income.                     |
| <b>OSHA</b>                       | Occupational Safety and Health Administration is a federal organisation (part of the Department of Employment and Labour) that ensures safe and healthy working conditions by enforcing standards and providing workplace safety training                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>P<sub>2</sub>O<sub>5</sub></b> | Phosphorus pentoxide, the anhydride of phosphoric acid                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>PIVOTAL</b>                    | Programmes include professional, vocational, technical and academic learning programmes that result in occupational qualifications that are quality assured by the Quality Council for Trades and Occupations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

# TERMS AND ACRONYMS continued

|                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Preferential procurement</b>        | A government affirmative action policy that encourages government departments and agencies to buy goods and services from previously disadvantaged individuals or businesses                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Protea Chemicals</b>                | Omnia's Chemicals division, Protea Chemicals, is a well-established manufacturer and distributor of specialty, functional and bulk chemicals and polymers                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Protea Mining Chemicals</b>         | One of the business units in Omnia's Mining segment; supplier of an extensive range of specialty and commodity chemicals specifically required by the processing and recovery plants in the mining industry in Africa                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>PMC</b>                             | Protea Mining Chemicals                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>POPIA</b>                           | Protection of Personal Information Act 4 of 2013                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Protea Process™</b>                 | A comprehensive service offered by Protea Mining Chemicals to its customers that covers the supply, logistics, onsite formulation and application of chemicals supported by SHEQ and other technical services                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>R&amp;D</b>                         | Research and development                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>RCR</b>                             | Recordable case rate is a safety indicator – a recordable case in any incident resulting in occupational illness and/or injury which arises out of or during an employee's normal course of duty and the execution of work-related responsibilities and which, as a result, requires medical treatment excluding diagnostics. Medical treatment is defined as treatment above and beyond first aid, administered by a recognised professional medical practitioner such as a medical doctor, paramedic or nurse. RCR is therefore the number of recordable cases per year or 200 000 working/exposure hours |
| <b>Responsible Care®</b>               | Omnia is a voluntary signatory to the International Council of Chemical Associations (ICCA) that promotes the chemical industry's unique global initiative for continuous improvement in health, safety and environmental performance, together with open and transparent communication with stakeholders run under the auspices of CAIA                                                                                                                                                                                                                                                                    |
| <b>Return on net-controlled assets</b> | Profit before taxation divided by total of NWC and assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>ROE</b>                             | Return on average equity – profit attributable to ordinary shareholders expressed as a percentage of the average opening and closing ordinary shareholders' equity                                                                                                                                                                                                                                                                                                                                                                                                                                          |

|                         |                                                                                                                                                                                                                                                                                                 |
|-------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>ROIC</b>             | Return on invested capital – the amount of money a company makes that is above the average cost it pays for its debt and equity capital                                                                                                                                                         |
| <b>RNC</b>              | Remuneration and nominations committee                                                                                                                                                                                                                                                          |
| <b>RPL</b>              | Recognition of prior learning                                                                                                                                                                                                                                                                   |
| <b>RSA</b>              | Republic of South Africa                                                                                                                                                                                                                                                                        |
| <b>SACWU</b>            | South African Chemical Workers Union: trade union in South Africa                                                                                                                                                                                                                               |
| <b>SADC</b>             | The Southern African Development Community – a Regional Economic Community comprising 16 member states; Angola, Botswana, Comoros, Democratic Republic of Congo, Eswatini, Lesotho, Madagascar, Malawi, Mauritius, Mozambique, Namibia, Seychelles, South Africa, Tanzania, Zambia and Zimbabwe |
| <b>Sakhile 2</b>        | Established in January 2009 as an investment vehicle to retain senior black employees as well as to attract and retain talented employees of colour                                                                                                                                             |
| <b>SDG</b>              | Sustainable Development Goals                                                                                                                                                                                                                                                                   |
| <b>SENS</b>             | Stock Exchange News Service – company announcements such as mergers, take-overs, rights issue, capital issues and cautionary announcements that are published by the JSE                                                                                                                        |
| <b>SERC</b>             | Social, ethics and risk committee                                                                                                                                                                                                                                                               |
| <b>SETA</b>             | Sector Education and Training Authority – vocational skills training organisation in South Africa                                                                                                                                                                                               |
| <b>SHERQ</b>            | Safety, health, environment, risk and quality                                                                                                                                                                                                                                                   |
| <b>Solidarity</b>       | Trade union in South Africa                                                                                                                                                                                                                                                                     |
| <b>STI</b>              | Short-term incentive                                                                                                                                                                                                                                                                            |
| <b>The board</b>        | Omnia Holdings Limited board of directors                                                                                                                                                                                                                                                       |
| <b>Umongo Petroleum</b> | Umongo Petroleum formed part of the Chemicals segment until its disposal on 31 January 2022                                                                                                                                                                                                     |
| <b>UN</b>               | United Nations                                                                                                                                                                                                                                                                                  |
| <b>WML</b>              | Waste management licence                                                                                                                                                                                                                                                                        |
| <b>WUL</b>              | Water-use licence                                                                                                                                                                                                                                                                               |

# CORPORATE INFORMATION

## Omnia Holdings Limited

(a company registered and domiciled in the Republic of South Africa)  
Registration number: 1967/003680/06  
JSE code: OMN ISIN: ZAE000005153

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## Forward-looking statements

Throughout this report, there are certain statements made that are forward-looking statements. Any statements preceded or followed by, or that include the words “forecasts,” “believes,” “expects,” “intends,” “plans,” “predictions,” “will,” “may,” “should,” “could,” “anticipates,” “estimates,” “seeks,” “continues,” or similar expression or the negative thereof, are forward-looking statements.

By their nature, forward-looking statements are speculative and allude to known and unknown risks, opportunities, macro-economic issues and any factors that could cause the actual results, performance or achievements of the Group to be materially different from the future results, performance or achievements expressed or implied by such forward-looking statements.

Forward-looking statements are not guarantees of future performance and reflect the Group’s view at the date of publication of this report. The Group is not obliged to publicly update or revise these forward-looking statements for events or circumstances occurring after the date of publication of this report. Any forward-looking statement contained herein based on current trends and/or activities of the Group should not be taken as a representation that such trends or activities will continue in the future. No statement in this document is intended to be a profit forecast or to imply that the earnings of the Group for the current year or future years will necessarily match or exceed the historical or published earnings of the Group.

Forward-looking statements should not be relied on because they involve uncertainties and known and unknown risks. These risk factors are described throughout the commentary in this report and include economic, business and political conditions in South Africa and elsewhere.



**OMNIA**

**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 Group)



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