



ESTABLISHMENT OF A DOMESTIC MEDIUM TERM NOTE PROGRAMME (“DMTN Programme”) ON THE BOND EXCHANGE OF SOUTH AFRICA (“BESA”) AND PRIMARY CORPORATE BOND ISSUE OF OMNIA GROUP (PTY) LTD (“Omnia”)

1. INTRODUCTION

Nodus Capital (Pty) Ltd acted as Sole Arranger and BESA Sponsor to Omnia in the establishment of Omnia’s DMTN Programme and primary R405 million corporate bond issue.

2. NATURE OF THE BUSINESS

Omnia is a diversified specialist chemical services company providing customised solutions to the chemicals, mining and agriculture markets. Omnia’s three divisions include:

- Chemical Division – Protea Chemicals, a distributor of speciality, functional and effect chemicals and polymers in Southern Africa;
- Mining Division – Bulk Mining Explosives and Protea Mining Chemicals, leading suppliers of explosives, associated products, value added services and mining chemicals to the South African open-cast and underground mining and quarrying industries; and
- Agriculture Division – Omnia Fertilizer produces granular, liquid and speciality fertilisers for individual farmers, co-operatives and wholesalers throughout southern Africa, Australia and New Zealand. Exports are also made to Europe, South America and Asia.

3. RATIONALE FOR THE TRANSACTION

Omnia will use the net proceeds of the bond issue for the purposes of refinancing short term debt facilities currently funding core debt, with the stated objective of improving the company’s liquidity position.

4. TERMS OF THE TRANSACTION

Omnia issued a R405 million corporate bond in the form of three year Senior Unsecured Fixed Rate Notes under its R1.5 billion DMTN Programme established on BESA.

Sole Arranger and BESA Sponsor

November 2008

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nodus