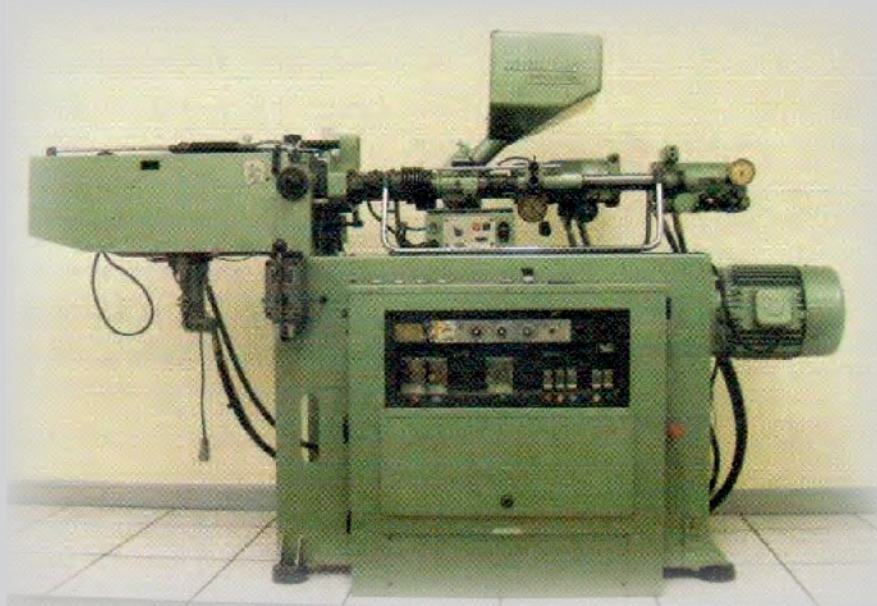




BOWLER METCALF LTD



The 'ARBURG'

*The injection machine that started it all in 1972,
supplying Bowler with 30 years of
dedicated service before being decommissioned*

INTEGRATED ANNUAL REPORT 30 JUNE 2022



BOWLER

PACKAGING



VISION STATEMENT

Together we make a difference

MISSION STATEMENT

We affirm our commitment to:

- ◆ Seamlessly integrate into the supply chain of our customers, providing the quality of service and goods at a cost which will help them prosper with ourselves.
- ◆ Provide our employees with an inclusive environment to develop to the best of their potential in line with the needs of the business.
- ◆ Promote sustainable resource management based on environmentally responsible practices through an integrated system of waste reduction, reuse, recycling, innovative technology including customer and community awareness development.
- ◆ Conduct our business at all times in accordance with our value system.
- ◆ Appropriately reward stakeholders for their support and commitments to the business.
- ◆ Continually embrace innovations in products, technologies, methods and knowledge to provide excellence in solutions.

VALUES

- ◆ Trust
- ◆ Respect
- ◆ Honesty
- ◆ Caring

Front Cover

The 1972 15 TON ARBURG INJECTION MOULDING MACHINE.

The first of its kind used at Bowler Plastics and it gave 30 years of service. Today it can seen in the reception area at the Bowler Metcalf Headoffice.

Directors

Non-executive:

Michael Brain (75) !

Non-executive Independent Chairman
Appointed June 1984

Brian James Frost (78) *!

Non-executive Independent Director
Appointed June 1998

Finlay Craig MacGillivray (55) !**#

Non-executive Independent Director
Appointed March 2011

Sarah Jane Sonnenberg (49) *#

Lead Independent Non Executive
Appointed September 2012

Deborah van Duyn (62)!**#

Non-executive Independent Director
Appointed August 2022

Executive :

Paul Friedrich Sass (59) #

Chief Executive Officer (CEO)
Appointed November 2009

Grant Andrew Böhler (51)

Chief Financial Officer (CFO)
Appointed December 2011

Prescribed Officers

Andre Cumaro September, CA (SA)

Company Secretary & Group Financial Manager
Appointed November 2018

Administration

Company Secretary

Andre Cumaro September

Registration Number

1972/005921/06

Registered Office

Harris Drive, Ottery
Cape Town, 7800

PO Box 92, Ottery 7808

Transfer Secretaries

Computershare Investor
Services 2004 (Pty) Ltd

70 Marshall Street
Johannesburg, 2000
PO Box 61051, Marshalltown, 2107

Auditors

Mazars

Mazars House, Rialto Road,
Grand Moorings Precinct,
Century City, 7441

Sponsors

AcaciaCap Advisors (Pty) Limited
20 Stirrup Lane, Woodmead Office Park

Bankers

First National Bank

Cape Town Corporate Branch
Ground Floor, Great Westerford
240 Main Road, Rondebosch, 7700

Country of Incorporation

Republic of South Africa

c/o Woodmead Drive & Van Reenen Avenue
Woodmead, 2157

! Remuneration Committee ** Audit & Risk Committee # Social and Ethics Committee

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Bowler Metcalf Limited
Integrated Annual Report
For the year ended 30 June 2022

This Integrated Annual report, including the Annual Financial Statements, has been prepared in accordance with International Financial Reporting Standards and in the manner required by the Companies Act of South Africa, Act 71 of 2008. The elements of the Annual Financial Statements, as identified in the auditors report, have been audited in compliance with this act.

Prepared by : AC September, CA (SA)
 Produced on : 06 September 2022

Contents

ANNUAL REPORT

Members' Diary	1
Financial Highlights	2
Director Profiles	4
Chairperson's Report	5
Chief Executive Officer's Report	6
Corporate Governance	7
Sustainability Report	13

ANNUAL FINANCIAL STATEMENTS

Directors' Statement	15
Secretarial Certification	16
Audit and Risk Committee Report	16
Social and Ethics Committee Report	18
Independent Auditor's Report	20
Directors' Report	23
Statement of Financial Position	25
Statement of Comprehensive Income	26
Statement of Changes in Equity	27
Statement of Cash Flows	28
Notes to the Financial Statements	29
Accounting Policies	43
Shareholder Profile *	48
Group and Associated Companies	49

NOTICES

Dividend Declaration Notice	50
Notice of Annual General Meeting	51
Proxy Form (please detach)	54

Members' Diary

Financial Year End	30 June
Annual General Meeting	November 2022

Reports	Date Published
Interim for half year	February 2022
Annual Report	September 2022

Dividends	Date of Declaration	Date of payment
Interim	February 2022	March 2022
Final	September 2022	October 2022

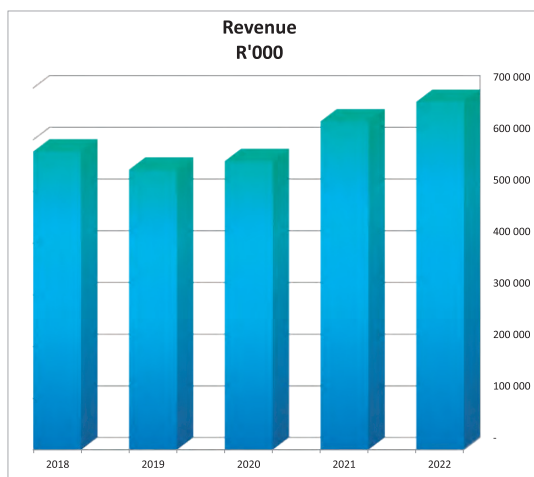
* The Shareholder Profile includes the shareholders analysis which is unaudited

FINANCIAL HIGHLIGHTS

Years ending 30 June

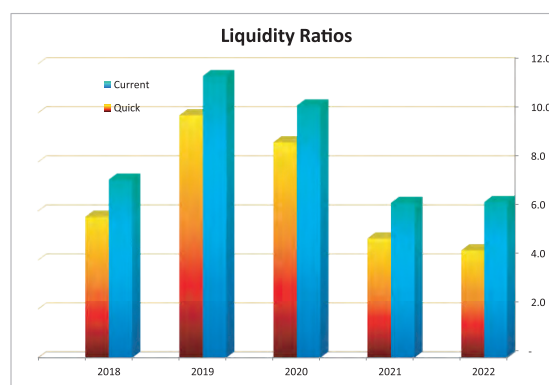
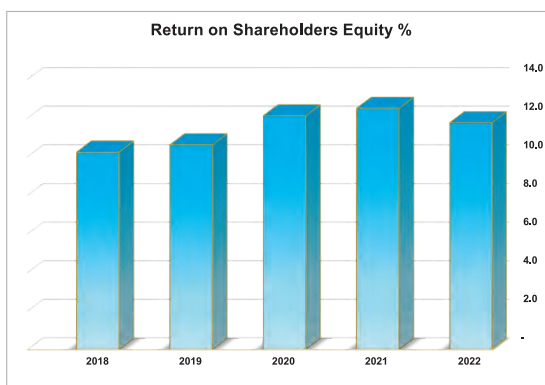
TRADING (Continuing operations only)

	2022	2021	2020	2019	2018
Revenue (R'000)	673 149	635 510	558 694	542 117	577 251
Operating profit (R'000)	100 073	111 195	89 900	63 604	95 750
Net profit (R'000)	82 690	91 485	82 486	71 959	78 309
Year-on-year (decline)/growth in net profit (%)	(9.6)	10.9	14.6	(8.1)	(9.4)
5 Year compound growth in net profit (%)	1.4	1.4	2.8	3.6	7.4



STATEMENT OF FINANCIAL POSITION

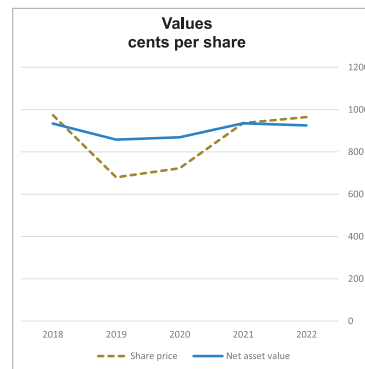
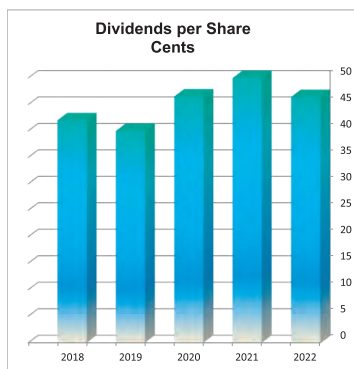
	2022	2021	2020	2019	2018
Shareholders equity (R'000)	704 351	732 765	681 020	678 999	766 120
Capital employed (R'000)	732 634	754 923	709 934	703 739	827 128
Total assets (R'000)	807 952	827 564	766 924	754 301	884 338
Return on shareholders equity (%)	11.7	12.5	12.1	10.6	10.2
Return on capital employed (%)	11.3	12.1	11.6	10.2	9.5
Current ratio	6.4	6.3	10.3	11.5	7.3
Quick ratio	4.4	4.9	8.8	9.9	5.8



FINANCIAL HIGHLIGHTS - continued

Years ending 30 June

SHARE FACTS	2022	2021	2020	2019	2018
EPS (cents)	116.25	127.31	111.03	88.09 *	95.50
HEPS (cents)	116.25	127.31	112.75	88.10 *	95.36
5 Year compound growth in HEPS (%)	5.1	5.1	5.2	3.3	7.2
Net asset value per share (cents)	925.2	935.5	869.5	858.0	934.3
Proposed ordinary dividends per share (cents)	46.4	51.4	46.5	40.0	42.0
Special dividend per share paid (cents)	84.0	-	-	305.0	-
Dividend cover (times)	2.5	2.5	2.4	2.2	2.3
Share price (cents)	965	936	723	680	975
Price earnings ratio	8.3	7.4	6.5	7.7	10.2
Shares traded ('000's)	4 141	4 448	15 429	22 478	12 905
Weighted number of shares in issue ('000)	71 131	71 861	74 293	81 689	81 995



TERM	DEFINITIONS
Net profit	Total comprehensive income attributable to equity holders of the parent.
Operating Profit	Profit before tax and net finance income / (cost)
Shareholders Equity	Capital and reserves
Capital Employed	Capital, reserves and non-current liabilities
Current Ratio	Current assets to current liabilities
Quick Ratio	Current assets, excluding inventories, to current liabilities
EPS	Earnings per share
HEPS	Headline earnings per share
Net Asset Value	Total assets less current and non-current liabilities
Dividends per Share	Interim paid and final proposed for the year
Price Earnings Ratio	Share price divided by headline earnings per share

* Continuing operations only.

Independent Non-Executive

Michael Brain (75)

Chairperson of the Board
Remuneration Committee

Michael Brain qualified with a B.Sc.(Eng) from The University of Cape Town and was the founder of engineering Company Brain and Howarth in 1975, and founder of marketing Company SA Historical Mint in 1977. He is a director of forwarding and clearing Company Berry & Donaldson since 2005, Chairperson of printing Company Trident Press since 2011 and non-executive director of travel Company Safari 365 since 2012. He joined Bowler Metcalf in 1984 and held the position of Financial Director until 1999 when he took over as managing director. He moved into the dual role of Vice-Chairperson and Chief Financial Officer in 2011 and retired from executive duties in November of that year. In July 2021, Michael was elected as the Chairperson of the Board following the retirement of Brian Frost from this position. The Board has assessed that his independence, character and judgement has not been impaired or affected by his length of service, which is in excess of twelve years.

Brian James Frost (78)

Audit and Risk Committee
Remuneration Committee

Brian Frost B.Com, AMP (Harvard), retired from his position as Executive Joint Managing Director at Woolworths in 2000, continuing service as a non-executive director with them until 2010. Brian joined the Bowler Metcalf Board as an independent non-executive director in 1998 and served as the Chairperson of the Board up till July 2021. Brian retired as Chairperson and continued to stay on the Board. The Board has assessed that his independence, character and judgement has not been impaired or affected by his length of service, which is in excess of twelve years.

Finlay Craig MacGillivray (55)

Audit and Risk Committee (Chair)
Remuneration Committee (Chair)
Social and Ethics Committee

Craig MacGillivray CA(SA), previously a senior partner of a national audit practice, holds a B. Com degree, postgraduate diplomas in accounting and tax law, and currently holds executive and non-executive Board positions within various private business sectors including property, healthcare and education. He joined Bowler Metcalf as an independent non-executive director in March 2011 and chairs the Remuneration Committee and the Audit and Risk Committee. The Board has assessed that his independence, character and judgement has not been impaired or affected by his length of service, which is in excess of eleven years.

Sarah Jane Sonnenberg (49)

Lead Independent Non Executive
Audit and Risk Committee
Social and Ethics Committee (Chair)

Sarah Jane Sonnenberg qualified with a B.Com degree from Stellenbosch University (Accounting and Economics) in 1994 and has further specialised into marketing and negotiations. She has worked nationally and internationally in marketing and sales and has run, as Managing Director, the family business of the importation and distribution of products into the printing and architectural industries since 2010. Sarah joined the Board in November 2012 and chairs the Social and Ethics Committee. In July 2021, Sarah, became the lead independent non executive director of the Board.

Deborah van Duyn (62)

Audit and Risk Committee *
Remuneration Committee*

Debbie qualified in 1985 with a B.Arts Hons. (Industrial Psychology) and MA (Industrial Psychology) from the University of the Witwatersrand and completed her Masters in Management (Human Resources) (Cum Laude) at the University of Witwatersrand Business School in 1989. She is a member of the SA Board of People Practices. Debbie started her working career in the mining industry and then moved on to work in the beverages sector. Thereafter, she joined her late husband at a predominately family-owned business involved in plastics manufacturing where she was responsible for HR and SHEQ until his passing in 2016. Thereafter, she was Chairperson of that group and Managing Director for some time until she sold her shares to an equity partner. She is currently Chairperson of Plastic Converters Association of SA and a Non-Executive Board member of Plastics SA. She also consults in her free time. Debbie was appointed to the Board in August 2022.

* Appointment to the Board and to the subcommittees occurred subsequent to year

Executive

Paul Friedrich Sass (59)

Chief Executive Officer
Social and Ethics Committee

Friedel Sass has a B.Sc. Mechanical Engineering degree from The University of Cape Town and worked as a design and industrial engineer before completing an internship in Europe in the plastics industry. He joined Bowler Metcalf in 1991, was appointed to the Bowler Metcalf Board as an executive director in 1998 for 7 years and then again in 2009. He was appointed Chief Executive Officer in March 2011.

Grant Andrew Böhler (51)

Chief Financial Officer

Grant Böhler obtained his B.Acc (Hons) degree from Stellenbosch University and qualified as a Chartered Accountant after completing articles at Ernst & Young. He has experience in the manufacturing and service sectors and joined Bowler Plastics as CFO in November 2011 before being appointed to the Bowler Metcalf Board as Chief Financial Officer.

CHAIRPERSON'S REPORT

Business in South Africa over the last two years has been tumultuous to say the least. The effect of Covid-19 is well chronicled, but thankfully the pandemic has now passed. Unfortunately, not so for our social economic conditions which continue to deteriorate, and levels of unemployment continue to rise. The deeply distressing KZN riots and the protracted power outages which occurred during the wage negotiations for Eskom did immeasurable damage physically, financially and emotionally to the country as well as sending disquieting messages to the international investment community.

Against this backdrop, Bowler Metcalf did not retreat in 2021/22. We expanded our operations by building another factory, by relocating and improving our blow-moulding operation and acquiring Skye Plastics in Gauteng with a view to increasing our service offering to our customers.

On the results front, the period under review was a case of marking time. Our CEO has given the reasons for this, and I would like to take the opportunity of only addressing some of the infrastructural problems of the country. Our manufacturing process is by necessity a large power user. The price of electricity has risen by 450% since 2007. Our planned solar installation is being pro-active to this, thereby saving our Company costs while also releasing to the country, the energy we would have consumed.

On Board composition, I am happy to announce that we have appointed Ms Debbie van Duyn who joined the Board in August of this year. I look forward to working with her. Brian Frost retired from the Board subsequent to year end. Brian was with Bowler Metcalf for 24 years and has a deep understanding of all the imperatives that are needed to perform the function of an independent, non-executive director, which he did expertly and passionately. Words cannot express the gratitude that we all owe to Brian.

Our AGM during November 2021 had a refreshingly full shareholder interaction. I believe that maintaining open lines of communication is exceedingly important and in keeping with our code of ethics.

I am in no way disheartened either by the state of our economy and even less so by our seeming stagnation this year. Our staff are trained and motivated and our Company is on a solid footing. Over the last two months our forward order book has shown an encouraging uptick.

We have maintained our share buy-back programme and have repurchased 1 326 081 shares from the market at an average price of R10.97 per share. We have cash and near cash reserves of R244 million at year end. After due consideration to our performance and our cash needs, the Board resolved to declare a final cash dividend of 27 cents per share.

I would like to thank my fellow Board members for their incisive contribution to our meetings during this year. I thank all of our staff for their work and eagerness to learn. In particular, I would like to thank our CEO, Friedel Sass for his selfless dedication to the workload and multitasking that he has been called upon to perform over the last period. And finally I would like to thank our customers and suppliers and trust that we will continue to benefit symbiotically in the years to come.



MICHAEL BRAIN
Chairperson

CHIEF EXECUTIVE OFFICER'S REPORT

Trading volumes remained flat with a revenue growth of 6% to R673.1 million amidst significant disruptions in the value chain of the business. The impacts of the July 2021 civil unrest, supply chain delays, component stock outs as well as high and enduring load shedding stages led to a "stop – start" business environment. Various contingency measures were activated, and, although bearing sustainable results, have come at both resource and financial cost. Trading volumes were lost, fortunately, these were circumstantial and the overall business remains intact. This was evidenced in recoveries of activities in individual cases throughout the year. In context and within the environment the business has managed its trading relationships well and confidently.

The worldwide shortage of raw materials due to supply chain constraints and rocketing oil prices drove an unprecedented sharp and speedy increase in raw material prices. We believe stability is in sight for the 2023 reporting period, but likely at these high levels. Further to this, our contingency arrangements necessitates a continued new high level of inventory. The high costs rock the pricing framework of the industry and price recoveries are tough and only partial at the double digit levels for the short term. This increased cost of sales impacts the results not only in the reporting period, but will continue into the following period until lag effects have stabilized.

Operating Profit is down by 10% compared to the preceding period. Given the circumstances and volatility of the environment experienced for manufacturing and trading, this is of limited concern for now. The operations have coped well when considering the significant achievements of completing the new warehouse facility in September 2021, relocating the Cape Blowmoulding plant into a modern facility, acquiring the SkyePlastics Business, relocating and integrating the Skye Manufacturing plant into various Bowler operations and establishing a new business entity, Skye Packaging. These processes are complete and their costs are accounted for in the results. The operations teams have impressed with the resilience and competencies to keep focused and target driven during some uncertain times.

Bowler's acquisition of SkyePlastics, a R74 million revenue specialist packaging business, offers the Company the opportunity to expand marketing appeal in our core market and customer base while also adding new products and customers. Additional manufacturing capacity and skill has been secured. The acquisition at R35.3 million and integration is complete. Provision has been made for a possible final earn out linked to a Revenue growth which will mature on 1 July 2023.

At a Capex of R27.3 million our plans have been executed to within the envisaged spend. The build of four solar plants of approx. 4MW was not executed. Two of the four projects have been assessed on their viability and have been triggered for execution while the rest will follow in the next financial period after completion of property modifications. The outstanding amount is allocated to the solar installations for the next financial year. The business is considering further expansion of warehousing and capacity in Gauteng.

The business is in a growth phase for the coming period. In the current trading circumstances with the nature of investment required, the earnings dropped by 10% to R82.7 million. The business remains well funded to pursue its growth plans.

Subsequent to year end, Brian Frost has retired as a long standing independent, non-executive director. I am deeply grateful for his valued participation and leadership of the Board over many years. Brian's mentorship has been invaluable in my journey as CEO of the Group and he will be greatly missed.



P.F. SASS
Chief Executive Officer

King IV™

The Board endorses and accepts full responsibility for the application in the Group of sound corporate governance in accordance with the principals contained in King IV™, the JSE Listing Requirements and the Companies Act. In discharging this responsibility, the Board and its committees are guided by its charters and policies to ensure that the Group is managed ethically and within acceptable risk parameters.

In order to achieve the desired governance outcomes of Ethical Culture, Good Performance, Effective Control and Legitimacy, the Board performed a qualitative assessment of the level of application of the principles contained in King IV™. Following a review of the governance practices in support of these 16 principles, the Board is satisfied with the efforts made to apply material aspects of King IV™. Accordingly, a summary King IV™ Register has been published on the Group's website to provide an overview of the application of the principles contained in King IV™. This register should be read in conjunction with the Group Integrated Report.

Board of Directors

Full details of the directorate, inclusive of remuneration and shareholdings are as set out elsewhere in this report. The directors endeavour to act in the best interest of the Company at all times.

There is a clear division of responsibilities at Board level to ensure a balance of power and authority, such that no one individual has unfettered powers of decision making. The majority of directors are non-executive, all of whom are also classified as independent. The responsibilities of the Chairperson and Chief Executive Officer have been clearly defined by the Board.

The Chairperson of the Board, Mr M Brain, is an independent non-executive director.

The full Board endeavours to meet four times per annum. The non-executive directors retire in rotation, have no long-term contracts, and are not automatically reappointed. A remuneration committee approves remuneration of all directors and senior management. All directors have access to the services of the Company Secretary and, at the Company's expense, legal and financial advisors. Directors financial interests are tabled at every meeting.

The Board has assessed that the independence, character and judgement of Brian Frost, Finlay Craig MacGillivray and Michael Brain has not been impaired or affected by their length of service, which is in excess of ten years.

The induction of directors is conducted through a formal process.

The Board is very satisfied with the directors and Board evaluations were performed during the 2020 year. The next evaluations are to be performed in the following financial year.

Director Nominations

Due to the size of the Company and limited number of directors there is no separate nomination committee. This function has been delegated to the Remuneration Committee by the Board. The procedure for the appointment of directors includes the review of cv's, interviews by a majority of directors and decision by the whole Board.

Corporate Governance

The Board is the focal point and custodian of corporate governance.

Going Concern

Based on solvency and liquidity tests, budgets and cash flows, the Board of Directors believes that the Group has adequate resources and facilities available to continue to operate in the foreseeable future. The Board, therefore, continues to apply the going-concern basis in preparing the annual financial statements.

Internal Controls and Audit

The directors have responsibility for the Group's systems of internal controls. These are designed to provide reasonable assurance of effective and efficient operations, internal financial control and compliance with laws and regulations. Operational and financial responsibilities are delegated to CEOs, CFOs and executives of the principal operating divisions.

The Group's system of internal controls is designed to provide reasonable, but not absolute, assurance against the risk of material errors, fraud or losses occurring. Furthermore, because of changing internal and external factors, the effectiveness of an internal control system may vary over time and must be continually reviewed and adapted.

The system of internal controls is monitored throughout the Group by the Audit and Risk Committee, management and employees as an integrated approach. The Board reports that:

- to the best of its knowledge and belief, no material malfunction of the Group's internal control system occurred during the period under review;
- it is satisfied with the effectiveness of the Group's internal controls and risk management;
- it has no reason to believe that the Group's code of ethics has been transgressed in any material respect; and
- to the best of its knowledge and belief, no material breaches have occurred during the period under review of compliance with any laws and regulations applicable to the Group.

The Board has to date not established an internal audit function due to the small size of the administration and intimate involvement of senior management but is reviewing the need therefore on an on-going basis.

Stakeholder Relationships

It is Group policy to pursue dialogue with institutional shareholders. To achieve this dialogue, the executive directors have conducted a number of presentations to, and meetings with, investors and analysts to communicate the strategy and performance of the Group.

The quality of this information is based on the standards of promptness, relevance and transparency.

No requests for information were lodged with the Group in terms of the Promotion of Access to Information Act.

Ethical Leadership

The Group's value system expects all its employees to maintain high standards of integrity and ethics in dealings with suppliers, customers, business partners, stakeholders, government and society at large. The Board does not tolerate any form of corruption, violation of law or unethical business practices. It also advocates confidentiality in respect of information regarding employees and information regarding the Group itself.

Additional assurance on matters ethical is provided from audits of some large customers on the Group. The need for additional assurance will be reviewed by the Social and Ethics Committee on an ongoing basis.

There were no recurring regulatory penalties imposed on the Group or any of its directors during the year under review.

Audit and Risk Committee

Members	Category
Finlay Craig MacGillivray - Chairperson	Non-executive Independent
Brian James Frost	Non-executive Independent
Sarah Jane Sonnenberg	Non-executive Independent

This Committee operates under formal terms of reference. The terms of reference are confirmed by the Board and are reviewed by the Committee every year. The terms of reference are available to the shareholders, on request, at the registered office of the Company.

The main purpose of the committee is to assist the Board in monitoring the integrity of the financial statements, overseeing the process of the integrated report, being responsible for the financial internal controls and overseeing the external audit function.

In addition, the committee has been appointed to perform the duties of an audit committee on behalf of all the Company's subsidiaries.

The Board has also delegated to the committee the responsibility of overseeing the risk management process.

The duties performed in respect of risk are as follows:

- approval of the risk process,
- consideration of the risk profile,
- consideration of the risk mitigation actions,
- report to the Board on the risk process and the major risks.

The members are all independent Non-executive directors, who are suitably qualified. The Chief Executive Officer, Chief Financial Officer and external auditors of the Company attend the meetings by invitation.

The committee met four times during the year, and the Chairperson reports back to the Board about the activities of the committee.

The duties performed in respect of audit are contained in the Audit and Risk Committee report on page 16.

Remuneration Committee

Members	Category
Finlay Craig MacGillivray - Chairperson	Non-executive Independent
Brian James Frost	Non-executive Independent
Michael Brain	Non-executive Independent

The main purpose of the Remuneration Committee is to assist the Board in fulfilling their responsibilities in establishing formal and transparent remuneration policies which are aligned with the Company strategies and linked to its performance in the short and long term.

The Committee's terms of reference have been approved by the Board and the Committee is satisfied that it has carried out its responsibilities for the year in compliance with its terms of reference.

Membership consists of three Non-executive directors, all of whom are independent.

The Committee met three times during the year and the Chairperson reported back to the Board on the activities of the Committee.

Remuneration Report

Background Statement

The Company aims to recruit and retain a diverse workforce who have the necessary skills, knowledge and commitment to meet the Company's goals. Underpinning this is a policy which supports the organizational culture and values within the greater South African context of scarce skills and the importance of fair pay for fair work. Fundamentally we aim to provide a 'total reward' package that balances pay, benefits and personal development with affordability while managing internal and external equity. A system where good performance is rewarded and poor performance is managed, career progression is enabled and achievement is recognized.

The purpose of the Company's remuneration policy is therefore to ensure that its business needs are balanced with fair and consistent treatment of our employees within a cost aware framework.

Remuneration Philosophy

Our remuneration policy reflects our intention to attract and retain critical talent while motivating current employees to continually perform to their best ability in a team, in the best interest of the company and our stakeholders. It provides a basis for an appropriate and fair rate of pay for each function and to apply it consistently across the group. We aim to maintain a balance between fixed and variable pay and between short-and long-term incentives, where applicable. The remuneration committee ensures an appropriate level of transparency and monitors a level of equity and consistency across the Group.

Transparency and Accountability

The remuneration committee is an independent and objective body responsible for assessing remuneration structures of all employees. It reviews pay structures for group executives and balances these against the financial health of the group. Specific responsibilities include:

- Evaluating the Board, subsidiary Boards and individual director's performances annually;
- Ensuring that directors are fairly rewarded for their respective contributions to the Group performance.
- Ensuring long term people stability and succession for the business.

Remuneration Policy

Remuneration Components

Basic Pay

All employees have a basic pay component that is market related. Annual increases for employees who do not form part of a collective bargaining unit (in our instance the Plastics Negotiating Forum (PNF)) are determined with reference to the nature of the employee's role, personal performance, contribution and consumer price index (CPI) movements.

Annual increases for employees who fall within the scope of the PNF are determined in accordance with agreements reached within the collective bargaining unit and are awarded across-the-Board to its members.

The executive management proposes the recommendations to the Remuneration Committee for approval of annual increases.

Executive Directors' annual increases are determined by the Remuneration Committee following a performance review, ensuring alignment of same with the terms of any relevant Short- or Long-Term Incentive Scheme and performance expectations.

Short Term Incentive Scheme

The Board may, on the recommendation of the Remuneration Committee, elect annually to formalise a structured Short Term Incentive Scheme for employees based upon predetermined performance criteria. Employees who fall within the scope of this incentive scheme and satisfy the relevant performance criteria will be eligible for participation in such award once approved by the Remuneration Committee after availability of annual audited results.

The terms of any Short Term Incentive Scheme is approved by the Board as part of the annual strategy and budget approval process. The criteria defining the allocations for the executives is considered and approved by the Remuneration Committee. The structure and recommendations for the employees is structured and recommended to the Remuneration Committee by the executive team for discussion and approval. After the availability of the audited results, the committee considers the recommendations and the performance management processes, upon which the payment is recommended to the Board for approval. In its review, the committee considers the following:

- Performance of the Company to target;
- Performance review of individuals against objectives, level of influence and responsibility in terms of attaining company and/or individual targets;
- Continuous employment within the financial period and status of employment at the time of pay-out; and,
- Any relevant extraordinary circumstances impacting on performance.

Annual bonuses for employees included in collective bargaining units are determined in accordance with agreements reached with the collective bargaining units and are mostly awarded across-the-Board to its members.

The Board may, on recommendation from the Remuneration Committee, approve a general discretionary bonus when considered appropriate which is distributed to all employees pro-rata to their respective levels of contribution, being generally linked to the remuneration scale.

Long Term Incentive Scheme

A long term incentive scheme linked to the achievement of the company's 3 year rolling strategic objectives is recommended by the Remuneration Committee to the Board for approval annually following the approval of the audited results and before the AGM. Key qualifications for consideration for this scheme are strategic influence, succession and business stability.

Retirement Benefits

All employees are required to be members of the Company pension fund or any other approved industry or union fund. Both employer and employee make contributions in respect of the employee's membership of the fund for the duration of his/her employment in the group. All funds are defined contribution funds. Non-executive directors do not participate in the Company pension fund.

CORPORATE GOVERNANCE - continued

Terms of Employment

Terms of employment are governed by the employee's contract of employment with the Company. The Executive Directors' service contracts do not contain notice periods exceeding twelve months.

Severance arrangements for all employees and directors are governed by either the PNF agreements or the applicable legislation.

Key members of management and executives are required, on appointment, to enter into restraint of trade (non-compete) agreements for varying periods, depending on the individual circumstances.

Non Executive Directors

Non-executive directors receive fees for services on the Board and Board committees. These fees recognise the responsibilities of non-executive directors throughout the year and the total fee is inclusive of a base fee and a committee attendance fee.

Although ownership of shares by non-executive directors is welcomed, it is not a prerequisite to membership of the Board.

Non-executive directors do not receive short term incentives, nor do they participate in any long term share incentive scheme, in order to preserve their independence.

From time to time non-executive directors may be called upon to support the executives in specific and defined projects, beyond the scope of their duties. In these instances, and for the specific contribution, a market –related compensation is considered by the remuneration committee and approved by the Board.

Policy Review

The remuneration policy is owned by the Remuneration Committee of the Company and is reviewed on an annual basis to ensure relevance within the business and market context. Implementation is audited by the remuneration committee.

Implementation Report

During the year, the Remuneration Committee performed the following activities:

- Reviewed and addressed the guaranteed pay of executive directors and senior management and related short-term incentive awards,
- Reviewed recommendations from the executive directors as to annual increases and short-term incentive awards for all employees and merit adjustments where appropriate,
- Reviewed performance targets applicable to the short-term incentives,
- Reviewed the succession plan presented by the executive directors,
- Continued the process of review of board composition and succession, and
- Reviewed aspects of the transaction with Skye Plastics insofar as same pertained to labour onboarding risks and parity in remuneration.

Remuneration policy

The process of engagement with independent consultants and employees aimed at crafting a revised remuneration policy continued during the past financial year notwithstanding the various operational responsibilities carried by all involved.

Input from shareholders at the 2021 Annual General Meeting has been considered as part of the process of engagement with shareholders on the policy.

In the first quarter of the 2023 financial year, a detailed revised Remuneration Policy will be presented to the board for approval. This policy is intended to serve the important dual purpose of facilitating:

- active alignment of the leadership team and organisational structures with the Company's vision, management philosophy and business objectives; and
- succession at all levels of the business.

Implementation of the policy will be completed during the 2023 financial year and overseen by the Remuneration Committee. A copy of the policy will be available on request from the company secretary from the end of October 2022.

Board Succession

The Remuneration Committee also served as the Nominations Committee. Managing succession at board level remains an ongoing priority. Brian Frost stayed on as independent non-executive Director and member of both the Audit and Risk committee and Remuneration committee pending the appointment of an additional director to the board. As subsequent events, Debbie van Duyn has been appointed as non-executive Director in August 2022 and Brian has retired from the board in September 2022. Debbie will take over both Brian's Remuneration and Audit and Risk committee responsibilities. Her specialist knowledge and experience is in the fields of social sciences, strategic planning and human resource management.

Non-executive Directors

The fees for non-executive directors have been recommended by the Remuneration Committee to the Board for their approval.

The proposed fees for 2023 have taken into account benchmarking with similar sized listed companies and take into account the ongoing increase in legal and regulatory oversight requirements.

Non-executive Directors Remuneration

Name	Date first appointed	Directors fees R'000	Committee fees R'000	Total 2022 R'000	Total 2021 R'000
<i>Non-executive Independent</i>					
M Brain	Jun 1984	401	84	485	415
B J Frost	Jun 1998	238	168	406	549
FC MacGillivray	Mar 2011	224	334	558	534
SJ Sonnenberg	Sep 2012	339	197	536	402
Total		1 202	783	1 985	1 900
Paid by subsidiary		(1 202)	(783)	(1 985)	(1 900)
Paid by Company		-	-	-	-

CORPORATE GOVERNANCE - continued

Executive Remuneration

The remuneration of all the directors and prescribed officers of the company is detailed in the notes to the annual financial statements.

Shareholder Engagement and Voting

The remuneration policy and implementation report will be tabled for two separate non-binding advisory votes by shareholders. In the event that 25% or more of the shareholders vote against either or both the remuneration policy and implementation report, the Company will extend an invitation to dissenting shareholders to engage with the Company around the reasons for voting against the relevant resolution, which invitation will share the proposed manner and timing of such engagement, and take other steps to engage with shareholders including, inter alia, the following:

- pro-active engagement with shareholders to ascertain their concerns;
- provide constructive feedback to shareholders' questions;
- consider amending aspects of the remuneration policy where appropriate to align it more closely to market practice and shareholder value creation; and
- disclose, in the following year's remuneration report, details of its engagement with shareholders and the result thereof.

Social and Ethics Committee

A Company's Social and Ethics Committee must comprise not less than three directors or prescribed officers of the Company, at least one of whom must be a director who is not involved in the day-to-day management of the Company's business, and must not have been so involved within the previous three financial years.

Members

Sarah Jane Sonnenberg - Chairperson
Finlay Craig MacGillivray
Paul Friedrich Sass

Category

Non-executive Independent
Non-executive Independent
Executive

This committee was established in April 2012 in terms of Section 72 (4) of the Companies Act, 2008 and regulation 43 (2) with the main function of monitoring the Company's activities, having regard to any relevant legislation, other legal requirements or prevailing codes of best practice, with regard to matters relating to:

- Social and economic development
- Good corporate citizenship
- The environment, health and public safety
- Consumer relationships
- Labour and employment

The committee met thrice during the year. The terms of reference have been adopted by the committee together with an annual work plan (see Social and Ethics Committee report on page 18) and fulfil duties in terms of the terms of reference.

Although King IV™ has been considered in the composition of the committee, the committee currently complies with the Companies Act.

Meeting Attendances

Name	Category	Date first appointed	Date last appointed	Date of Termination	No of meetings	Attendance
Main Board						
M Brain	Non-Exec Indep Chair	Jun 1984	Nov 2020	Sep 2022	6	6
BJ Frost	Non-Exec Independent	Jun 1998	Nov 2021		6	6
FC MacGillivray	Non-Exec Independent	Mar 2011	Nov 2021		6	6
SJ Sonnenberg	Non-Exec Lead Indep	Nov 2012	Nov 2020		6	6
DA Van Duyn	Non-Exec Independent	Aug 2022			-	-
PF Sass	Chief Executive Officer	Nov 2009			6	6
GA Böhler	Chief Financial Officer	Dec 2011			6	6
Guests:						
AC September	Company Secretary				6	6
Audit & Risk Com						
<i>Members:</i>						
FC MacGillivray	Chairperson	Mar 2011	Nov 2021		4	4
BJ Frost	Member	Jun 1998	Nov 2021		4	4
SJ Sonnenberg	Member	Nov 2012	Nov 2021		4	4
<i>Guests:</i>						
PF Sass	Chief Executive Officer				4	4
GA Böhler	Chief Financial Officer				4	4
AC September	Company Secretary				4	4
Mazars	External auditor				4	2
Remuneration Com						
FC MacGillivray	Chairperson	Mar 2011			3	3
M Brain	Member	Oct 2013			3	3
BJ Frost	Member	Jun 1998			3	3
Guests:						
PF Sass	Chief Executive Officer				3	3
Social and Ethics						
SJ Sonnenberg	Chairperson	Nov 2012			3	3
PF Sass	Member	Apr 2012			3	3
FC MacGillivray	Member	Feb 2019			3	2

CORPORATE GOVERNANCE - continued

Integrated Annual Report

This Integrated Annual Report, combines financial and non-financial information. Our aim is that the integrated report will be incrementally improved over time, in line with developing global standards.

Information Technology (IT)

The Group's reliance on IT is principally in the area of administration, with some application to mould design and manufacture. The Board, through the Audit and Risk Committee, is responsible for IT governance. IT management forms part of the Group's risk management system. The Group has appointed a suitably qualified and experienced IT manager responsible for the management of IT and reporting directly to senior management. The IT manager provides regular reports for consideration by the Audit and Risk Committee along with other matters of risk.

Social Responsibility

Health and safety conditions comply with industry standards and the minimization of industrial pollution is entrenched in the manufacturing process. The Group is committed to a work environment free of discrimination of any kind and to maintain a high level of worker education and training, thus facilitating the consequent affirmative action. The latest workforce profile as submitted to the Department of Labour, is summarised hereunder. Any further details required are available at the registered office of the Company.

Employment Equity

The workforce profiles submitted to the Department of Labour are summarised hereunder.

	Management	Skilled & Other	Temporary Employees	Total	% of Total
Employment - January 2022					
Male					
African	-	110	78	188	22%
Coloured	1	176	61	238	28%
Indian	-	2	-	2	0%
White	14	16	2	32	4%
Foreign nationals	2	3	2	7	1%
Female					
African	-	100	88	188	22%
Coloured	-	132	33	165	19%
Indian	-	1	0	1	0%
White	2	12	1	15	2%
Foreign nationals	-	-	1	1	0%
Total - January 2022	19	552	266	837	100%
Employment - January 2021					
Male					
African	-	111	86	197	24%
Coloured	8	187	68	263	30%
Indian	-	2	-	2	0%
White	24	9	1	34	4%
Foreign nationals	2	3	2	7	1%
Female					
African	2	99	78	179	21%
Coloured	2	133	35	170	20%
Indian	-	1	-	1	0%
White	10	4	-	14	2%
Foreign nationals	-	-	-	-	-
Total - January 2021	48	549	270	867	100%

Gender and race diversity

In terms of paragraph 3.84(i) and 3.84(j) of the JSE Listings Requirements, the Board adopted a policy on the promotion of gender, race, culture, age, field of knowledge and skills diversity to ensure that the Company's business needs are balanced against a framework that stimulates and embraces diversity.

As and when a vacancy on the Board either arise or is created, due consideration will be given to all aspects of diversity, including, but not limited to gender, culture, age and race diversity in order to enable the Board to discharge its duties and responsibilities effectively.

BBBEE

The Company's compliance with broad-based black economic empowerment has been assessed. The result of such assessment is available on the Company website.

SUSTAINABILITY REPORT

The past year has severely tested our holistic philosophy to business. We take comfort from our ability to maintain a reasonable balance in the business performance between preservation, production and maintenance of vital capitals while prudently managing risk. Our conservative approach underlined by our philosophy "to living within our means" served us well during some very uncertain and occasionally chaotic times.

Formal and informal structures of communications continuously provide top down and bottom up insights. In addition, we are aggressively embracing IT-based data evaluation tools for support in advanced evaluations of financial, statutory, policy, quality and operations performances. The objective is to approach real-time information aiding agile and pertinent reactions, especially during volatile periods.

In Bowler's world, sustainability is achieved from systematic reviews, detailed analysis and skilled interventions. Information systems is approached in a broader sense where the human intelligence component plays a central role. Preserving this, yet improving the productivity thereof, is showing signs of maturing to another level.

From this framework the following impacts are highlighted.

Key Economic Impacts

Covid-19 has had a minor impact on the business during the first months of this financial year. Its main manifestation has been in absenteeism. The value chain into which Bowler supplies was materially impacted both directly and indirectly by the KZN riots. This has resulted in shortages of key ingredients along the entire value chain and this again has reflected on the order book. Bowler's operation was impacted by polymer availability while costs have been increasing dramatically to over a 40% change in some materials within a few months. The instability have their causes individually and collectively in load shedding, floods and energy costs local, as well as globally. The oil price, currency volatility and the Ukraine war continue to impact this dynamics.

The Company is resourced to deal robustly and effectively with the challenges, be it at unprecedented costs. Our operations remained stable while productivity and cost ratios are negatively impacted. The longer term economic implications to South Africa affecting our customer base and our product mix will evolve. We are familiar with the dynamics of the FMCG environment. We remain confident that our diversity in products, processes, markets, materials, geographical location and people remain well positioned to mitigate severe effects.

Key Socio Impacts

Daily we are exposed to the harsh reality of the combined impact of Covid-19 economic hardships and inflationary pressures in the direct and indirect environment of our business and its people. From a business perspective the down buying and reduced demand at the end-consumer is evident. Our employees are affected, many supporting additional dependants. Consequently the reliance on our support in the communities has increased – a South African story. The Company continues to direct social project support to the community closest to our business.

Key Environmental Impacts

The EPR (Extended Producer Responsibilities) amendments for the Plastic and Packaging industry came into effect on 5 November 2021. Although this legislation intended clarification of responsibilities, a 6 month period of confusion followed with signs of settling down evident. The circular industry and the growing value of post-consumer recycled (PCR) plastic material are set to become an important component to the sustainability of our industry and the population as a whole. It is not only right to encourage wide participation and cooperation, but also to share responsibility in the environmental management. The legislation has made support compulsory for everyone with obligations. The operating fields are levelling. There continues to be a road to travel specifically with municipalities in this country, who play a key part in the material recovery efforts.

The Multicapital summary is a strategic representation of the sustainability factors relevant to the business.

Definition of Vital Capitals in the context of the Company.

Natural Capital	Consists of air, water and overall ecosystems that humans and non-humans alike rely on for their well-being.
Human Capital	Consists of knowledge, skills, experience, health, values, attitudes, motivation and ethical entitlements of individuals, specifically intellectual capital held at the level of the individual.
Social & Relationship Capital	Consists of teams, networks and hierarchies of individuals working together, specifically their shared knowledge, skills, experience, health, values, attitudes, motivation and ethical entitlements.
Constructed Capital	Consists of material objects, systems or ecosystems created and/or cultivated and developed by the Company, including the functions they perform.
Internal Economic Capital	<u>Financial</u> Consists of the pool of funds available to the Company, including debt and equity finance. This description of financial capital focuses on the sources of funding, including cash and liabilities on the balance sheet.
	<u>Non-Financial</u> Consists of net intangible assets not recognized in internal financial capital.
External Economic Capital	Financial / non-financial The Company does not materially affect financial or non-financial capitals of other companies or stakeholders.

SUSTAINABILITY REPORT (continued)

FY2022 MultCapital Scorecard for Bowler Metcalf, incorporating Bowler Plastics.

VITAL CAPITALS				Level Changes				
	Natural (biophysical resources)		Internal Economic -Financial			Negative change		
	Constructed (human created structures and systems)		Internal Economic -Nonfinancial			Positive change		
	Human		External Economic -Financial			unchanged		
	Social & Relationship (human interaction)		External Economic -Nonfinancial					
BOTTOM LINES	AREAS OF IMPACT	CAPITAL IMPACTS				Focus Level FY2023	Achievement of Target FY2022	Commentary and Key Developments
Social	Living wage					Low	100%	Numsa and associated unions have finally recognised the separate Plastics Industry agreement. Negotiations in the future will therefore be with all affected parties in the interest of a collective sustainability for the industry. This step is seen as favourable for labour relations.
	Workplace safety					Low	100%	The entrenched SHE structures and disciplines served as a good basis for the Covid-19 HBA (Hazard Biological Agents) Risk Management Plan. Strict protocols and audits were implemented and have been credited for no evidence of employee to employee transmissions within the workplace to date. This structure will continue.
	Employment Equity					ongoing	100%	Annual Employment Equity review with Dept of Labour are compliant. The business achieved its level 7 BBBEE compliance.
	Succession					high	80%	The business is in a growth phase. Attrition by retirement and new needs opened opportunities for young staff to be coached and developed into senior decisions. 2023 will focus on senior staff development for the needs of a larger organisation.
	Culture					Medium	70%	Trust levels in the value system are improving continuously. Focus remains on inclusivity and development. Socio-economic influences, inflation and load shedding have increased the stress levels of our employees.
	Innovative capacity					High	80%	Market forces are changing the business focus. The acquisition of Skye Plastics provides an opportunity to explore and satisfy dynamic needs in an agile way. Good and various new business opportunities have presented themselves and a number of them have been successfully concluded.
Economic	Equity					High	100%	Cash position remains very strong. Investment for infrastructure, modernisation, automation, replacement of assets and new capacity remain the main focus area. Share buybacks presents a continued good return for shareholders, though the availability is extremely limited.
	Debt					Low	100%	The business philosophy of no gearing has given the company a strategic advantage during these uncertain times supporting agility and independence of thought and execution.
	Competitive Practices					High	60%	Down buying, price sensitivity, product lifecycles are all impacted in the current negative growth economy. Many businesses in the private small business economy with survival fears, pose competitive challenges in pricing.
	Market					High	60%	Fall-outs from Covid-19 create uncertainty. A shrinking niche market is evident. The market in general is changing. The opportunities require careful assessment and intelligence.
	Circular Economy					High	75%	The EPR implementation had its challenges, slowly the transactional challenges are finding a positive conclusion. Much work is needed to obtain the next level of impact.
	Recyclable Material use					High	25%	Availability, quality and market acceptance are hurdles requiring significant attention.
	Post Consumer Waste Market acceptance					High	10%	Collaborative developments for products with customers is heavily facilitated by the EPR focus. Developments in this regard will gain momentum in the next period. There remains concern about the availability of material.
	Solar Energy					High	5%	2 projects are at point of execution. A third has full feasibility, but requires a roof replacement. These projects are destined to be completed in FY2023
	Zero Waste					High	80%	The opportunities in this regard have not been exhausted.

DIRECTORS' STATEMENT

Preparation of Integrated Annual Financial Statements

The Directors are required by King IV™ to prepare the Integrated Annual Financial Statements, which include the Annual Financial Statements as required by the Companies Act. These statements have been reviewed by the Audit and Risk Committee and the Board who are of the opinion that they fairly present the financial position of the Group as at the end of the financial year, and the financial performance and cash flows for that year, in conformity with International Financial Reporting Standards, the JSE Listings Requirements, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council and the Companies Act in South Africa.

The Directors consider that in preparing the financial statements, the Group has consistently used appropriate accounting policies supported by reasonable judgements and estimates. All applicable accounting standards have been followed.

Directors' Responsibility in Relation to Financial statements

The Directors are required by the Companies Act to maintain adequate accounting records and are responsible for the content and integrity of the Annual Financial Statements and related financial information included in this report. It is their responsibility to ensure that the Annual Financial Statements fairly present the state of affairs of the Company and Group as at the end of the financial year and the results of its operations and cash flows for the year then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the Annual Financial Statements.

The Annual Financial Statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable judgments and estimates.

The CEO and the financial director responsibility statement was made as follows: "Each of the directors, whose names are stated below, hereby confirm that

(a) the annual financial statements set out on pages 15 to 47, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of International Financial Reporting Standards (IFRS);

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

(c) internal financial controls have been put in place to ensure that material information relating to the issuer and its consolidated subsidiaries have been provided to effectively prepare the financial statements of the issuer;

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

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

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

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Group and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Board sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Group and all employees are required to maintain the highest ethical standards in ensuring the Group's business is conducted in a manner that in all reasonable circumstances is above reproach.

The focus of risk management in the Group is on identifying, assessing, managing and monitoring all known forms of risk across the Group. While operating risk cannot be fully eliminated, the Group endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The Directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the Annual Financial Statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The Directors have reviewed the Group's cash flow forecast for the year to 30 June 2023 and, in the light of this review and the current financial position, they are satisfied that the Group has, or has access to, adequate resources to continue in operational existence for the foreseeable future.

Directors' approval of Annual Financial Statements

The Annual Financial Statements set out on pages 15 to 47 were approved by the Board of Directors on:
06 September 2022

Signed on their behalf by:



P F SASS
Chief Executive Officer

Ottery
06 September 2022



G A Böhler
Chief Financial Officer

SECRETARIAL CERTIFICATION

In accordance with section 88(2)(e)(d) of the Companies Act 2008 as amended, it is hereby certified that the Company has lodged with the Companies and Intellectual Properties Commission all such returns that are required of a public Company in terms of the Act and that such returns are true, correct and up to date.



AC September
Company Secretary
06 September 2022

AUDIT AND RISK COMMITTEE REPORT

Membership

The committee comprises solely of independent, non-executive directors. They were:

Finlay Craig MacGillivray - Chairperson
Brian Frost
Sarah Sonnenberg

Recommendation of auditor

The committee nominated for approval at the annual general meeting Mazars as the external auditor for the 2023 financial year, and Jonathan Watkins-Baker as the designated auditor.

The committee has considered the independence requirements of the Independent Regulatory Board for Auditors (IRBA) and carried out procedures as considered necessary to satisfy itself that the auditor of the Company was independent as defined by the Companies Act.

These procedures include:

Meeting with the auditors to consider the safeguards they have put in place to ensure their independence.

Determining the nature and extent of non-audit services which the auditor may perform for the company. There is a formal procedure in place that governs the process whereby the auditor is considered for non-audit services. Each engagement letter for such work is required to be reviewed and approved by the committee. Non-audit services to a value of less than 10% of audit fees invoiced were rendered during the year under review and included submission of income and dividend tax returns, annual duty returns, communication with the Companies and Intellectual Property Commission and lead advisory services.

Agreeing the provisional audit fee for the year. The fee is considered appropriate for the work that is required to be performed. The final fee will be agreed on completion of the audit.

Ensuring that the appointment of auditor complies with the Companies Act and any other legislation relating to the appointment of auditors.

Assessing the suitability of the appointment of the audit firm and designated individual partner. Mazars has served as external auditors for 34 years, with Ms Y Ferreira serving her fifth year of five as audit partner of the Group. We have considered the most recent inspection reports from IRBA issued in respect of Mazars, as a firm, and Ms Y Ferreira and Mr J Watkins-Baker, as current and future designated individual partners respectively. We have also considered the findings on reviews carried out internally by the Monitoring Sub Committee of Mazars.

The committee is satisfied that Mazars is independent of the Company and suitably qualified, together with Ms Y Ferreira and Mr J Watkins-Baker, to serve as external auditors and designated individual partner respectively.

Rotation of external auditors

Audit firms of public interest companies are subject to mandatory audit firm rotation in terms of rules published by IRBA. The committee has initiated a process aimed at finalising the appointment of an audit firm to replace Mazars as external auditor for the 2024 financial year.

Other functions

The committee:

- is to receive and deal with any complaint relating either to the accounting practices of the company or to the content or auditing of its financial statements, or to any related matter. No such complaint was received during the year.
- is to consider, on an annual basis, and satisfy itself, of the appropriateness of the expertise, experience and adequacy of the finance function, the Chief Financial Officer and his senior financial team.
- The committee is satisfied that the incumbent CFO has the appropriate experience and expertise and that the financial function of the Group is adequate.
- is to review with management, internal and/or external counsel, legal matters that could have a material impact on the Group and to review the effectiveness of the Group's legal compliance procedures and regulatory responsibilities. The Group's legal and regulatory compliance procedures were found to be adequate.
- is to review the Group's systems of internal financial control, and fraud detection and prevention, and to assess the effectiveness of the design and implementation thereof.
- The Group's systems of internal control were found to be adequate and effective and to have been complied with. No significant weaknesses were identified that resulted in material financial loss, fraud, corruption or error.

AUDIT AND RISK COMMITTEE REPORT (continued)

- is to consider the quality of the external audit. The committee is of the view that the external audit for the year under review has been carried out to a high standard and that the designated individual partner has discharged her responsibilities effectively.
- is to consider the need for an internal audit function. The committee has not recommended establishing an internal audit department to date due to the small size of the administration function and intimate involvement of senior management, but reviews the need for same on an ongoing basis.
- is to ensure that management's processes and procedures are adequate to identify, assess and monitor enterprise-wide risks. The Group's risk identification processes and procedures were found to be adequate and effective.
- is to review the accounting policies and practices on an annual basis.
- is to consider any significant matters in relation to the financial statements. The committee devoted time and attention during the reporting period to ensuring that all risks associated with the Covid-19 pandemic were monitored and addressed through regular reports from, and engagement with, the executive directors. Significant matters identified as areas for focus by the external auditors included fraud and error, revenue recognition, valuation of property, plant, equipment, inventory, trade receivables and inter-company loans and accounting for the acquisition of the business of Skye Plastics. The external auditors issue a report to the committee which is discussed and any matter requiring attention addressed so as to provide comfort with the audit opinion expressed. The committee is satisfied that all significant matters have been appropriately considered and disclosed in the financial statements.
- is to review JSE Proactive Monitoring reports and apply recommendations where appropriate.

The committee is satisfied that it has fulfilled its responsibilities in accordance with its terms of reference for the reporting period.

Integrated Annual Report

The committee has recommended the integrated annual report, including the Annual Financial Statements, for approval by the Board. The Board has subsequently approved the financial statements, which will be laid before the members at the forthcoming annual general meeting.



FC MACGILLIVRAY
Chairperson of the Audit and Risk Committee
06 September 2022

SOCIAL AND ETHICS COMMITTEE REPORT

This committee is constituted as a statutory committee of the Company in respect of its statutory duties in terms of sections 72(4) of the Companies Act, 2008, read with regulation 43 (2) of the Companies Regulations, 2011, which states that all listed public companies must establish a Social and Ethics Committee.

Composition

The committee comprises, Sarah Jane Sonneberg as chairperson, one executive director, Paul Friedrich Sass (CEO), one independent non-executive director, Craig MacGillivray and one other office bearer as detailed on page 11.

Role of the Social and Ethics Committee and execution of its mandate

The Committee performs an oversight, monitoring and reporting role to ensure that the Group's business is conducted in an ethical and properly governed manner and to develop and review policies, governance structures and existing practices which guide the Company's approach to new and emerging challenges.

In particular the committee focuses on matters relating to:

- Social and economic development
- Good corporate citizenship
- The environment, health and public safety
- Consumer relationships
- Labour and employment

Meetings and procedures

The committee met three times during the year and attendances are tabled on page 11.

The committee has reviewed and reported to the Board during the course of the year on the following matters:

- The Group's code of Conduct to ensure it is aligned with the statutory requirements as well as the culture of the organisation and that all ethical issues are comprehensively addressed. Bowler continues to uphold its culture and value systems and actively ensures that all stake holders within the organisation uphold the code of conduct set out.
- While the Covid-19 pandemic continued to plague supply chains, various sectors of the economy and staff throughout this financial year, the training and processes as set up and reported on in the previous year, ensured that the staff remained healthy and that business could continue with as little interruption as possible. True to Bowler, there are always silver linings no matter what the challenge or crisis is that the business and staff are presented with, one of which is that the committee responsible for developing, implementation, training and running the Hazardous Biological Agent Strategy (HBA), has set a new standard for Health and Safety compliance going forward and is to be commended for their invaluable contribution over the pandemic.
- Project Utolo remains a key focus. The company has primarily been focused on the transactional side of the project the results of which are bearing fruit, this will allow for the second part of the project to be run out which will focus on transformation, long term succession plans, relevant performance management processes and training programmes to be adopted for all staff and the leadership of the business.
- With the acquisition of Skye was the need to successfully integrate the Skye team into the Bowler culture, Bowler welcomes the team and looks forward to seeing this sector or the business grow.
- Monitored the social and economic development plan considering the Employment Equity Act and the Broad Based Black Economic Employment Act. An amount of R1.875 million has been invested in Inyosi. A further amount of R250 000 was contributed to a range of charities. Given the significant impact of Covid-19 on less fortunate communities still requiring education, medical care and food, there is no doubt these contributions are desperately needed by the organisations tirelessly co ordinating the activities and needs of these communities.
- Legislation on Extended Producer Responsibility (ERP) has been gazetted into law. Bowler has actively participated and contributed to PETCO and POLYCO since 2011. This is a space that Bowler is committed to participating in and will commit time, energy and resource as the industry works out the impact and areas of responsibility and accountability.
- Matters relating to its statutory obligation and good corporate governance and corporate citizenship.
- The Group continues to look at utilising resources such as energy, fuel, and water as effectively as possible and these efforts have resulted in some notable and sustainable reductions, with a solar drive in place and planned for, this will continue.

Conclusion

The committee is of the view that the Group takes its mandate seriously. The committee takes note of the King IV requirements with regards to its composition and currently adheres to the Companies Act. No further substantive non-compliance with legislation and regulation or non-adherence of best practice, relevant to the areas within the committee's mandate has been brought to its attention. The committee has no reason to believe that any material non-compliance or non-adherence has occurred.

The committee recognises the importance and responsibility that management have towards ensuring corporate governance, social and economic development, B-BBEE and maintaining an ethical corporate culture are met and worked on continuously to allow a culture in which staff can excel and continue to deliver successfully on market changes and demands. The committee commends the management team, despite all the challenges the ethos, culture and commitment of all teams across the business have been outstanding.

A handwritten signature in black ink, appearing to be 'S Sonnenberg', with a stylized, elongated horizontal stroke extending to the right.

S Sonnenberg

Chairperson of the Social and Ethics Committee
06 September 2022

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Bowler Metcalf Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate annual financial statements of Bowler Metcalf Limited (the Group and Company) set out on pages 23 to 47, which comprise the consolidated and separate statement of financial position as at 30 June 2022, and the consolidated and separate statement of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity and the consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate annual financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate annual financial statements present fairly, in all material respects, the consolidated and separate financial position of Bowler Metcalf Limited as at 30 June 2022, and its consolidated and separate financial performance and consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

Basis for Opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated and separate annual financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate annual financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Matter	Audit Response
<p>Business combination – Skye Plastics (Pty) Ltd (note 16)</p> <p>On 1 March 2022, Bowler Plastics (Pty) Ltd, subsidiary of Bowler Metcalf, acquired the business, certain assets and assumed certain liabilities of Skye Plastics (Pty) Ltd, as described in note 16 to the annual financial statements.</p> <p>The purchase consideration of R37 million in relation to the acquisition was settled as follows:</p> <ul style="list-style-type: none"> - R35,3 million was paid in cash - R1,7 million is a contingent consideration (Earn-out payable) <p>The acquisition constitutes a business combination in terms IFRS 3, which requires Bowler Plastics to recognise the assets acquired and liabilities assumed at their fair value on the date of acquisition.</p> <p>This transaction warranted additional audit focus due to the magnitude of the acquisition and the potential for complex contractual terms that require significant judgement to determine how they were accounted for.</p>	<p>The following audit procedures, among others, were performed with respect to the Skye acquisition:</p> <ul style="list-style-type: none"> • the sale agreement to determine whether the acquisitions constitute a business combination under IFRS 3 or whether the acquisition should be accounted for as an asset acquisition in accordance with IAS 2 and IAS 16. • Assessed the terms in the sales agreement to determine the acquisition date in accordance with IFRS 3; • Challenged management's judgements and assumptions by inspecting the sale agreement and evaluating this against external supporting evidence. • Agreed the consideration paid against the purchase consideration set out in the signed sale agreement; • Obtained management valuation of the identifiable assets acquired and liabilities assumed and benchmarked it against external supporting evidence of similar transactions; and <p>Reviewed the disclosure per consolidated and separate financial statements to ensure compliance with the requirements of IFRS 3.</p>

INDEPENDENT AUDITOR'S REPORT - continued

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Bowler Metcalf Limited – Integrated Annual Report for the year ended 30 June 2022", which includes the Director's Report, the Audit Committee's Report, the Company Secretary's Certificate, the Social and Ethics Committee Report and the Integrated Annual Report, which we obtained prior to the date of this report. The other information does not include the consolidated and separate annual financial statements and our auditor's report thereon.

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

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

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Annual Financial Statements

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

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

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

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

INDEPENDENT AUDITOR'S REPORT - continued

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

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

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Mazars has been the auditor of Bowler Metcalf Limited for 34 years.



Mazars
Registered Auditors
Partner: Yolandie Ferreira
Registered Auditor
06 September 2022
Cape Town

DIRECTORS' REPORT

The Members

Bowler Metcalf Limited

Your directors have pleasure in submitting their annual report which forms part of the Group Annual Financial Statements for the year ended 30 June 2022.

General Review of Business Operations and Results

The Group carries on the business of manufacturing plastics, plastic mouldings and Property Holdings. The results of the business and operations of the Company and of its subsidiaries during the year and its state of affairs and financial position are set out in the attached Group financial statements.

Events after the Reporting Date

No significant events occurred subsequent to year end.

Stated Capital

During the financial year, Bowler Plastics (Pty) Ltd, a subsidiary, increased its shares held in the Company on the open market in a treasury capacity by buying R14.5 million worth of shares. R24.0 million worth of shares were cancelled during the year.

Dividends

Interim dividends of 19.40 cents per share (2021: 19.40c) were paid to shareholders on 28 March 2022. A final cash dividend of 27.00 cents per share (2021: 32.00c) has been proposed in terms of the notice included in this report.

Furthermore, a special cash dividend of 84.00 cents per share (2021:Nil) was paid to shareholders on 10 January 2022.

Borrowing Limitations

The borrowing powers of the Group are not limited by its memorandum of incorporation.

Directors and Company Secretary

Details of the present Board of Directors and the Company Secretary appear on the inside front cover of this report. Subsequent to year end, Ms Deborah Van Duyn was appointed to the Board and Brian Frost has retired from the Board.

The Company Secretary performs the Company secretarial function which ensures that Board procedures and relevant legislation and regulation is observed and complied with, and is responsible for preparing meeting agendas and recording the minutes of meetings. The Company Secretary also provides guidance to directors on governance, compliance and fiduciary responsibilities and reports directly to the Chairperson of the Board with whom he has ongoing communication. The Company Secretary is not a director but stands on an equal footing with other executives and performs his duties without undue influence or pressure. The Board is satisfied that the Company Secretary is appropriately qualified, competent and experienced to fulfil this function.

Special Resolutions

The following special resolutions were passed at the annual general meeting, held on 8 November 2021:

- 1 The directors were given, until the next annual general meeting, a general authority to repurchase shares in the Company subject to specific terms.
- 2 The directors of the Company were authorised and empowered, as a general approval, to cause the Company to provide any direct or indirect financial assistance to any related Company or inter-related Company.
- 3 The annual fees payable by the Company to its non-executive directors were approved for the financial years 2022 and 2023.

These same authorities will again be sought at the upcoming annual general meeting.

DIRECTORS' REPORT (continued)

Directors' Interest in Shares

The directors' interests in the Company's issued share capital at 30 June 2022 were as follows:

Directors' holdings ('000)		Beneficial Direct	Beneficial Indirect	Total	%
2022					
M Brain (Non-Executive Chairperson)	**	66	3 046	3 112	4.1
BJ Frost (Non-Executive)	**	-	101	101	0.1
PF Sass (Executive)	**	896	18 180	19 076	25.1
		962	21 327	22 289	29.3
Shares in issue ('000)				76 132	
2021					
M Brain (Non-Executive Chairperson)	**	66	3 046	3 112	4.0
BJ Frost (Non-Executive)	**	-	101	101	0.1
PF Sass (Executive)	**	896	18 180	19 076	24.4
		962	21 327	22 289	28.5
Shares in issue ('000)				78 326	

There has been no change in these holdings up to the date of this report.

** Some indirect holdings are as a beneficiary of a discretionary family trust.

STATEMENT OF FINANCIAL POSITION

At 30 June 2022

	Notes	Group 2022 R'000	2021 R'000	Company 2022 R'000	2021 R'000
Assets					
Non-current assets		329 045	367 775	71 397	146 885
Property, plant and equipment	1	247 220	212 952	-	-
Investment properties	2	8 237	8 332	-	-
Goodwill	3	3 392	3 392	-	-
Right of use assets	4	4 414	1 014	-	-
Other investments	5	63 846	139 334	63 846	139 334
Investment in subsidiaries	6	-	-	5 664	5 664
Deferred taxation	13	1 936	2 751	1 887	1 887
Current assets		478 907	459 789	166 233	234 116
Inventories	8	148 051	105 378	-	-
Trade and other receivables	9	139 753	99 871	-	-
Prepayments	10	5 323	6 062	-	-
Cash and cash equivalents	11	180 875	248 189	166 233	234 116
Taxation		4 905	289	-	-
Total assets		807 952	827 564	237 630	381 001
Equity and Liabilities					
Equity attributable to:					
Parent Company equity holders		704 351	732 765	49 363	37 690
Stated capital	12	-	-	-	-
Retained earnings		732 237	770 133	49 363	37 690
Treasury shares	12	(27 886)	(37 368)	-	-
Total equity		704 351	732 765	49 363	37 690
Non-current liabilities		28 283	22 158	-	-
Long term lease obligation	14	1 075	-	-	-
Deferred taxation	13	27 208	22 158	-	-
Current liabilities		75 318	72 641	188 267	343 311
Related party loans	7	-	-	188 156	343 175
Trade and other payables	15	71 814	70 521	47	23
Short term lease obligation	14	3 440	1 596	-	-
Taxation		64	524	64	113
Total equity and liabilities		807 952	827 564	237 630	381 001

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2022

		Group		Company	
	Notes	2022 R'000	2021 R'000	2022 R'000	2021 R'000
COMPREHENSIVE INCOME					
Revenue	17,20	673 149	635 510	146 345	15 882
Cost of sales		(476 019)	(422 811)	-	-
Profit before operating costs		197 130	212 699	146 345	15 882
Other operating income		195	294	-	-
Operating costs		(97 252)	(101 798)	(1 240)	(1 173)
Profit from operations	18	100 073	111 195	145 105	14 709
Net finance income/(cost)	20	14 374	15 556	(1)	(2)
- income		14 581	15 905	-	-
- costs		(207)	(349)	(1)	(2)
Profit before tax		114 447	126 751	145 104	14 707
Taxation	21	(31 757)	(35 266)	(3 780)	(4 071)
Profit for the year		82 690	91 485	141 324	10 636
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT					
		82 690	91 485	141 324	10 636
Earning per share - basic and diluted	22	116.25	127.31		

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2022

Attributable to equity holders of the parent R'000	Notes	Stated Capital 12.1	Retained Earnings 12.2	Treasury Shares 12.2	Total Equity
Group					
Balance at 1 July 2020		-	713 815	(32 795)	681 020
Purchase of treasury shares		-	-	(4 573)	(4 573)
Comprehensive profit for the year to 30 June 2021		-	91 485	-	91 485
Dividends paid		-	(35 167)	-	(35 167)
Balance at 30 June 2021		-	770 133	(37 368)	732 765
Purchase of treasury shares		-	-	(14 542)	(14 542)
Shares cancelled			(24 024)	24 024	-
Comprehensive profit for the year to 30 June 2022		-	82 690	-	82 690
Dividends paid		-	(96 562)	-	(96 562)
Balance at 30 June 2022		-	732 237	(27 886)	704 351
Company					
Balance at 1 July 2020		-	65 355	-	65 355
Comprehensive profit for the year to 30 June 2020		-	10 636	-	10 636
Dividends paid		-	(38 301)	-	(38 301)
Balance at 30 June 2021		-	37 690	-	37 690
Shares cancelled			(24 024)	-	(24 024)
Comprehensive profit for the year to 30 June 2022		-	141 324	-	141 324
Dividends paid		-	(105 627)	-	(105 627)
Balance at 30 June 2022		-	49 363	-	49 363

Group	2022 cents	2021 cents
DIVIDENDS PER SHARE		
Dividends paid	135.40	48.90
Final previous year	32.00	29.50
Special this year	84.00	-
Interim this year	19.40	19.40
Dividends	46.40	51.40
Interim this year - actual	19.40	19.40
Final this year - proposed	27.00	32.00

STATEMENT OF CASH FLOWS

For the year ended 30 June 2022

	Notes	Group 2022 R'000	2021 R'000	Company 2022 R'000	2021 R'000
Cash flows arising from operating activities		(67 599)	75 330	4 531	7 276
Cash receipts from customers		633 267	637 825	-	-
Cash paid to suppliers and employees		(582 945)	(503 452)	-	-
Cash generated by/(used in) operations	24.1	50 322	134 373	(1 218)	(1 170)
Interest received	20	9 636	12 412	9 577	12 389
Interest paid	20	(28)	(50)	(1)	(2)
Taxation paid	24.2	(30 967)	(36 238)	(3 827)	(3 941)
		28 963	110 497	4 531	7 276
Dividends paid		(96 562)	(35 167)	-	-
Cash flows arising from investing activities		17 786	(200 690)	80 433	(125 000)
Additions of property plant and equipment	24.3	(27 214)	(72 323)	-	-
Additions of investment properties	2	(115)	(3 367)	-	-
Business Combination	16.0	(35 318)	-	-	-
Investments					
- Proceeds on disposal cash unit trusts	5	99 254	-	99 254	-
- Acquisition of cash unit trusts	5	(18 821)	(125 000)	(18 821)	(125 000)
Cash flows arising from financing activities		(17 501)	(8 067)	(152 847)	(15 734)
Treasury shares					
- acquisitions	12.2	(14 542)	(4 573)	-	-
Repayment of lease liabilities	14	(2 959)	(3 494)	-	-
Related party loan					
- cash receipts	7	-	-	609 417	527 052
- cash payments	7	-	-	(762 264)	(542 786)
Net decrease for the year		(67 314)	(133 427)	(67 883)	(133 458)
Balance at beginning of period		248 189	381 616	234 116	367 574
Cash and cash equivalents at end of the year		180 875	248 189	166 233	234 116
Cash and cash equivalents comprise:					
Bank accounts and cash on hand		180 875	248 189	166 233	234 116
Cash and cash equivalents at end of the period		180 875	248 189	166 233	234 116

NOTES TO THE FINANCIAL STATEMENTS

At 30 June 2022

	Group		
	Cost R'000	Accumulated Depreciation R'000	Balance R'000
1 Property, plant and equipment			
30 June 2022			
Land and buildings	119 968	(45 416)	74 552
Manufacturing plant and equipment	473 162	(311 918)	161 244
Non-manufacturing plant and equipment	20 745	(13 391)	7 354
Capital work in progress	4 070	-	4 070
	617 945	(370 725)	247 220
30 June 2021			
Land and buildings	69 704	(43 669)	26 035
Manufacturing plant and equipment	424 961	(298 225)	126 736
Non-manufacturing plant and equipment	19 991	(13 280)	6 711
Capital work in progress	53 470	-	53 470
	568 126	(355 174)	212 952

Reconciliation of net book value

	Group				
	Land & Buildings R'000	Manufacturing Plant & Equipment R'000	Non- manufacturing Plant & Equipment R'000	Capital work in progress R'000	Total R'000
30 June 2022					
Net balance at beginning of year	26 035	126 736	6 711	53 470	212 952
Additions	17 841	4 633	670	4 070	27 214
	43 876	131 369	7 381	57 540	240 166
Acquired on business combination	-	22 023	1 145	-	23 168
Transfers from work in progress	32 423	21 047	-	(53 470)	-
Depreciation	(1 747)	(13 693)	(673)	-	(16 114)
Disposals	-	-	-	-	-
Reclassifications	-	499	(499)	-	-
Net balance at end of year	74 552	161 244	7 354	4 070	247 220
30 June 2021					
Net balance at beginning of year	23 965	124 422	6 452	4 502	159 341
Additions	2 627	15 120	1 106	53 470	72 323
	26 592	139 542	7 558	57 972	231 664
Depreciation	(557)	(17 308)	(847)	-	(18 712)
Disposals	-	-	-	-	-
Transfers from work in progress	-	4 502	-	(4 502)	-
Net balance at end of year	26 035	126 736	6 711	53 470	212 952

	Group	
	2022 R'000	2021 R'000
1.1 Fair value of land and buildings		
Directors' valuation	187 934	157 830
The increased valuation pertains mainly to the completion of the Phillippi Warehouse during the year.		
Fair Value Hierarchy - Level 3 Applies to inputs which are not based on observable market data.		
The valuation technique used in valuing the land and buildings is the capitalisation model, which capitalise a market-related rental income stream, net of operating costs.		
The property valuations have been revised after carefully considering:		
• appropriate rental growth rates;		
• capitalisation rates that reflect		
1) the current market risks as negatively influenced by the Covid-19 pandemic and		
2) overall marketability of the property in the current economic climate;		
• vacancies specific to the area; and		
• escalating business costs.		
Accordingly, our valuations of the properties have been adjusted.		
The key input used in measuring the fair values is:		
- capitalisation rate.	10.65% - 11.15%	10.75% - 11.25%

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

	Group 2022 R'000	2021 R'000	Company 2022 R'000	2021 R'000
2 Investment properties				
Net balance at beginning of year	8 332	5 051		
Additions	115	3 367		
	8 447	8 418		
Depreciation	(210)	(86)		
Net balance at end of year	8 237	8 332		
2.1 Fair value of land and buildings				
Directors' valuation	44 868	43 769		
Fair Value Hierarchy - Level 3				
Applies to inputs which are not based on observable market data.				
The valuation technique used in valuing the land and buildings is the capitalisation model, which capitalises a market-related rental income stream, net of operating costs.				
The investment property valuation has been revised after carefully considering:				
• appropriate rental growth rates;				
• a capitalisation rate that, while reflecting the current market risks as negatively influenced by the Covid-19 pandemic, it also reflects the overall condition and marketability of the property in the current economic climate;				
• vacancies specific to the area; and				
• escalating business costs.				
Following a review of the property, the capitalisation rate was adjusted from the prior year on a more favourable opinion on the marketability thereof in its current condition.				
The key input used in measuring the fair values is:				
- The capitalisation rate applied:	10.65%	10.75%		
2.2 Income and expenses of investment properties				
Rental income	6 438	6 130		
Direct operating expenses	748	732		
3 Goodwill				
Goodwill on acquisition of cash generating unit at carrying values				
- balance at beginning of year	3 392	3 392		
- impairment	-	-		
- balance at the end of the year	3 392	3 392		
Cost	3 392	3 392		
Accumulated impairment	-	-		
Net book value	3 392	3 392		
Goodwill comprises of				
- cash generating unit trading in KZN	3 392	3 392		
	3 392	3 392		

The tragic looting that occurred in the month of July 2021 in the KZN region, did not damage any of the Group's vehicles or rented property. While deliveries were delayed for two weeks, these were caught up in later months, and sales to our customers in the region recovered a few months later.

Annual impairment tests, based on expected future earnings, discounted at fair rates of return, indicate that the goodwill arising on the acquisition of business in the KZN region is fairly stated at year end.

Valuation assumptions, derived from management's past experience within the industry are:

* The discounted cash flow valuation method was used.

* Pre-tax future earnings based on short to mid-term budgets (1 to 5 years) approved by management.

* 5 year growth rates averaging 6.0% (2021: 6.4%)

* Discount rate to calculate value in use of 18.4% (2021:17.7%)

* The customers and resulting future earnings base for the KZN region is considered stable year-on-year and the discount rate has been marginally increased to reflect higher risk.

* The valuation of the recoverable amount was determined through value in use calculations.

The inputs most sensitive to change are the anticipated pre-tax earnings derived from the forecasted product demand and the discount rate.

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

	Notes	Group		Company	
		2022 R'000	2021 R'000	2022 R'000	2021 R'000
4 Right of use asset					
Balance at beginning of year		1 014	3 194		
Lease extensions		3 364	1 243		
Acquired from business combination	16	2 335	-		
Depreciation		(2 299)	(3 423)		
Balance at end of year		4 414	1 014		
Cost		13 168	7 469		
Accumulated Depreciation		(8 754)	(6 455)		
Net Book Value		4 414	1 014		
The Group leases some of the buildings in which they operate. The lease terms vary from 1 – 2 years (2021: 1 – 3 years).					
Amounts recognised in profit and loss:					
Depreciation expense of right of use asset		2 299	3 423		
Interest expense on lease liabilities		179	299		
Expenses relating to short term leases		369	364		
Total cash flows recognised		2 959	3 494		
Interest expense on lease liabilities		179	299		
Capital repayment		2 780	3 195		
5 Other Investments					
Cash unit trusts - non current		63 846	139 334	63 846	139 334
Cash unit trusts - current		-	-	-	-
		63 846	139 334	63 846	139 334
Balance at beginning of year		139 334	10 999	139 334	10 999
Additional investments		18 821	125 000	18 821	125 000
Disposal of investments		(99 254)	-	(99 254)	-
Returns (net of fees)		4 945	3 335	4 945	3 335
Balance at end of year		63 846	139 334	63 846	139 334
Ashburton Stable Income Fund		42 758	22 053	42 758	22 053
The investment is in the Ashburton Stable Income Fund portfolio, under the management of Ashburton Investments which is part of the FirstRand Group and at year end the investment represented only 0.2% of the fund value. The fund is an actively managed cash fund with the underlying investments being mainly floating rate notes and cash, which can be liquidated within 48 hours and has annualised returns of 5.25% (2021: 5.02%) for the year. The fair value of the investment is derived from the market value of the underlying instruments in the unit trust portfolio. The investment has been classified as a level 2 fair value in terms of the hierarchy.					
Ninety One Money Market Fund		-	96 927	-	96 927
The investment was in the Ninety One Money Market portfolio was disposed off during the year. The fund was actively managed cash fund with the underlying investments in a varied range of money market instruments, which could be liquidated within 72 hours and had annualised returns of 3.87% (2021: 3.82%) for the year. The fair value of the investment is derived from the market value of the underlying instruments in the unit trust portfolio. The investment was classified as a level 2 fair value in terms of the hierarchy.					
Gryphon Dividend Income Fund		21 088	20 354	21 088	20 354
The investment is in the Gryphon Dividend Income Fund and at year end the investment represented only 1.4% of the fund value. The fund is an actively managed fund with annualised effective after tax returns of 3.55% (2021: 3.33%). Capital risk is restricted as the fund has no exposure to equities. Capital gains are of an incidental nature. The portfolio is permitted to invest in any equity or non-equity securities that generate a dividend return and may be included in the portfolio. The fair value of the investment is derived from the market value of the underlying instruments in the unit trust portfolio. The investment has been classified as a level 2 fair value in terms of the hierarchy. The investments in the unit trusts are in unconsolidated structures and the value is based on the fair value of the shares. Investments are fully secured by bank deposits with the top five SA banks, i.e. Standard Bank, ABSA, Nedbank, Investec and FirstRand.					
		63 846	139 334	63 846	139 334

At 30 June 2022

* Shares are held at a nominal value of R1 each

7.1 Loans payable

Subsidiary:
Bowler Plastics (Pty) Ltd

The loan is unsecured, interest free with no fixed term of repayment.

Related party
Subsidiaries

Bowler Plastics (Pty) Ltd *
Postal Presents (Pty) Ltd
Bowler Properties Two (Pty) Ltd
Hazra Properties Two (Pty) Ltd

Total

All dividends received were non cash and in specie.

* R24,024 million (note 12.2) of the dividends was in respect of treasury shares, and subsequently cancelled during the year.

- Raw materials
- Consumable stores
- Work in progress
- Finished goods

During the year, inventory with a cost of R599 583 (2021:R164 838) was written off. These amounts were included as part of Cost of Sales on the face of the Statement of Comprehensive Income.

Included against the appropriate line item above is a provision for slow moving and obsolete stock in the amount of R10 655 904 (2021: R8 526 460)

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

Notes	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000

9 Trade and other receivables

Trade receivables	137 059	96 779
Other receivables	2 694	3 092
	139 753	99 871

The increase in the balance is mainly due to higher sales in the fourth quarter of the year (including sales related to the acquisition of Skye Plastics (refer note 16)) and a few large debtors that paid shortly after year end, whereas last year, they settled their accounts before year end. Despite this, the relative aging profile of total debtors year-on-year has improved and management is comfortable with the adequacy of the provision for expected credit losses.

9.1 Analysis of trade receivables 30 June 2022

	Gross Trade Receivables R'000	Expected credit Losses R'000	Provision for Credit Notes R'000	Net Trade Receivables R'000
Not Past Due				
Current	71 847	(198)	(599)	71 050
30 Days	54 159	(456)	-	53 703
60 Days	13 218	(912)	-	12 306
Total	139 224	(1 566)	(599)	137 059
Past Due				
90 Days	2 366	(2 366)	-	-
120 Days	3 767	(3 767)	-	-
Total	6 133	(6 133)	-	-
Total	145 357	(7 699)	(599)	137 059

30 June 2021

	Gross Trade Receivables R'000	Expected credit Losses R'000	Provision for Credit Notes R'000	Net Trade Receivables R'000
Not Past Due				
Current	57 571	(773)	(599)	56 199
30 Days	31 672	(1 187)	-	30 485
60 Days	11 282	(1 187)	-	10 095
Total	100 525	(3 147)	(599)	96 779
Past Due				
90 Days	1 208	(1 208)	-	-
120 Days	3 344	(3 344)	-	-
Total	4 552	(4 552)	-	-
Total	105 077	(7 699)	(599)	96 779

9.2 Expected Credit Loss Allowances (and provision for credit notes)

Balance at beginning of year	8 298	5 674
Increase in allowances	-	3 515
Bad debts written off during the year (included in operating expenses)	-	(841)
Reversals of allowances (included in operating expenses)	-	(50)
Balance at end of year	8 298	8 298

Customers are all manufacturing entities supplying into the wholesale and retail sectors.

The average payment terms are 30 to 60 days from statement date, with average repayment days of 79 days (2021:60 days) at year end.

Provision for expected credit loss is against specific customers based on individual circumstances and where there is no likelihood of recovering against personal sureties, where held. Allowance is made for doubtful debts as to the ageing of past due receivables. Trade receivables 30 days past due date are not impaired as history indicates that in almost all those cases, the receivable is settled within a reasonable period thereafter.

Debtors amounting to R3 452 446 (2021: R4 253 576) were handed over to attorneys for collection during the year. These amounts have been fully provided for at year end.

The expected loss allowance was determined with reference to the actual bad debts written off over the last three years, factoring in the historical default rate, adjusted for risk factors pertaining to industries and customer size.

The expected credit loss provision, after providing for specific debtors, is calculated using management's best estimate using reasonable and supportable information that is available without undue cost and effort. Management's estimate takes into account historic default rates, adjusted for forward-looking information.

93.4% (2021: 95.2%) of trade receivables have been collected subsequent to year-end.

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

Notes	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
10 Prepayments				
Advance payments - expenses	5 323	6 062		
	5 323	6 062		
11 Cash and cash equivalents				
Bank accounts and cash on hand	180 875	248 189	166 233	234 116
Bank facilities				
<p>The Company has stood surety, limited to R20 million, for facilities granted to Bowler Plastics (Pty) Ltd.</p> <p>No liability for this amount has been raised at year end. Management considers the likelihood of Bowler Plastics (Pty) Ltd utilising the overdraft facility unlikely as it is the main trading operation of the Group and positive cash generative, with no long or short term Interest bearing liabilities. The surety is only payable on default, and there are no signs of default at year end.</p> <p>The credit ratings of individual banks were obtained and at year end the ratings were Ba2 for the long-term local currency ratings of FirstRand Bank Limited and Nedbank Limited. Risk on South African banks are considered negligible as all cash deposits are guaranteed by the SA Reserve Bank and banks are financially sound.</p>				
12 Stated capital				
12.1 Authorised				
189 850 000 Ordinary shares of no par value				
<i>Issued</i>				
76 132 087 (2021:78 326 023) Ordinary shares of no par value	-	-	-	-
12.2 Treasury Share Value				
Balance at beginning of year	(37 368)	(32 795)		
Acquisitions	(14 542)	(4 573)		
Cancellations	24 024	-		
Balance at end of year	(27 886)	(37 368)		
<i>Number of Treasury shares held by subsidiary</i>				
Balance at beginning of year	(6 650 134)	(6 073 957)		
Acquisitions *	(1 326 081)	(576 177)		
Cancellations	2 193 936	-		
Balance at end of year	(5 782 279)	(6 650 134)		
* 153 276 shares acquired (2021: 576 177) during the year were not cancelled by year end.				
Group Share Capital				
<i>Number of shares</i>				
Balance at beginning of year	71 675 889	72 252 066	78 326 023	78 326 023
Treasury shares acquired / shares cancelled	(1 326 081)	(576 177)	(2 193 936)	-
- market trades	(1 326 081)	(576 177)	-	-
- share cancellations	-	-	(2 193 936)	-
Balance at end of year	70 349 808	71 675 889	76 132 087	78 326 023
Comprising:				
Issued shares	76 132 087	78 326 023	76 132 087	78 326 023
Treasury shares	(5 782 279)	(6 650 134)	-	-
Percentage of issued shares	7.6%	8.5%		
<p>1 326 081 (2021: 576 177) shares were acquired during the year at an average purchase price of R10.97 (2021 R7.94) per share.</p> <p>2 193 937 (2021: None) shares were cancelled during the year.</p>				
12.3 Weighted number of shares				
Balance at beginning of year	71 675 889	72 252 066		
Treasury shares - weighted	(544 549)	(390 838)		
Weighted number of shares in issue during the year	71 131 340	71 861 228		

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

	Group		Company	
	2022	2021	2022	2021
	R'000	R'000	R'000	R'000
13 Deferred taxation				
Balance at end of the year	25 272	19 407	(1 887)	(1 887)
Balance at end of the year comprises:				
- capital allowances	32 456	28 081	-	-
- provisions	(6 062)	(7 417)	-	-
- right of use asset	1 236	284	-	-
- lease liability	(1 264)	(447)	-	-
- CGT profit on investments of subsidiaries	(1 094)	(1 094)	(1 887)	(1 887)
	25 272	19 407	(1 887)	(1 887)
Consisting of:				
- liabilities	27 208	22 158	-	-
- assets	1 936	2 751	1 887	1 887
In the 2021 Budget Speech, it was announced that the tax rate will reduce from 28.0% to 27.0% for years commencing on or after 1 April 2022. The impact on the closing deferred tax for the current financial year is not material.				
14 Lease Liabilities				
Total lease liabilities at end of the year:	4 515	1 596		
Analysed as follow:				
- Non current	1 075	-		
- Current	3 440	1 596		
Opening balance	1 596	3 548		
New leases	3 364	1 243		
Acquired from business combinations	2 335	-		
Finance charges	179	299		
Lease repayments	(2 959)	(3 494)		
Closing balance	4 515	1 596		
Maturity analysis				
Year 1	3 649	1 627		
Year 2	1 096	-		
Year 3	-	-		
Total	4 745	1 627		
Less: unearned interest	(230)	(31)		
Interest incurred on lease liability	179	299		
The Group does not face a significant liquidity risk with regard to its lease liabilities.				
The Group leases some of the buildings in which they operate. The lease terms vary from 1 – 2 years (2021: 1 – 3 years).				
The carrying value of the right of use assets amount to R4 414 276 (2021: R1 014 208) at year end.				
15 Trade and other payables				
Trade payables	35 386	35 349	-	-
Payroll related payables	16 780	20 720	-	-
Accrual and other payables	14 047	13 154	47	23
Vat	3 871	1 298	-	-
Nett contingent consideration	1 730	-	-	-
	71 814	70 521	47	23
16 Business Combination				
With effect from 1 March 2022, the Group acquired assets as a going concern from Skye Plastics (Pty) Ltd in order to add new products to its offering and accelerate its penetration into new customers. The integration of the Skye business operations and its diversely skilled and experienced staff into the Group's existing production facilities, was largely completed by May 2022. While the first 4 months of operation of the Skye business lines within the Group included expected and budgeted once-off integrations costs, the ongoing operations yielded the financial results as envisaged in the initial business combination feasibility study.				
Assets and liabilities arising from the acquisition were as follow:				
Plant and equipment	23 168			
Right of Use Asset acquired	2 335			
Inventory	13 880			
Lease Liability	(2 335)			
Fair value of assets and liabilities acquired	37 048			
Total purchase consideration	37 048			
Goodwill	-			
Paid in cash	(35 318)			
Nett provision for contingent consideration	(1 730)			

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

		Group			
		2022	2021	2022	2021
		R'000	R'000	R'000	R'000
<p>In terms of the purchase agreement, the final Inventory values (with particular reference to slow moving and obsolete Inventory), will only be determined by the end of September 2022. Possible adjustments that may arise from the finalisation of the slow moving and obsolete Inventory are not expected to be material and should not lead to any goodwill or fair value adjustment and the final Inventory values will not exceed the value mentioned above.</p> <p>The purchase agreement also makes provision for an earn-out payable to the sellers of Skye. The earn-out is based on Skye Business Line Revenue ("SBLR"), measured over any consecutive 12 month period, commencing on the Effective Date and ending on 30 June 2023. The earn-out will be calculated on a straight-line proportional basis for SBLR from R87 000 000 to R110 000 000, with the maximum amount of R5 000 000 being payable should the SBLR achieve R110 000 000 or more. Provision has been made in the above mentioned total purchase consideration for an earn-out based on probability of achievement ("contingent consideration").</p> <p>For the 4 months of this financial year, the Skye business lines contributed approximately R24,3 million of turnover and a net profit after tax of R75 000 to the Group. After adjusting for once-off integration costs, the net profit after tax is approximately R2 000 000. Going forward, management is confident that the Skye business lines will continue to realise at least the financial results as envisaged in the initial business combination feasibility study.</p> <p>Consulting and legal costs in the amount of R356 049 were incurred pertaining to the Skye acquisition, and these costs were expensed during the year as part of other operating cost.</p>					
17	Revenue				
	Sale of plastic packaging	666 711	629 380	-	-
	Rental income	6 438	6 130	-	-
	Dividends received	-	-	131 823	-
	Interest received	-	-	14 522	15 882
		673 149	635 510	146 345	15 882
<p>Management assessed whether the Group has a separate performance obligation for the delivery of plastic packaging to the customer. Management concluded that the performance obligation is the delivery of plastic packaging to the customer and that there is no separate performance obligation to provide a delivery service, because control over the goods passes to the customer on delivery.</p> <p>Disaggregate revenue sources</p> <p>Plastic Packaging and Related Products \$</p> <p>Property Leases #</p> <p>Dividends received &</p> <p>Interest received &</p>		666 711	629 380	-	-
		6 438	6 130	-	-
		-	-	131 823	-
		-	-	14 522	15 882
		673 149	635 510	146 345	15 882
\$	Revenue recognised in terms of IFRS15.				
#	Revenue recognised in terms of IFRS16.				
&	Revenue recognised on financial instruments in accordance with IFRS 9.				
Revenue by Region					
	Coastal Regions	276 671	270 263		
	Inland	396 478	365 247		
	Total	673 149	635 510		
18	Profit from operations				
Profit before tax is arrived at after taking into account the following items:					
Expenses					
	Directors' emoluments	23 9 385	10 431	-	-
	Employee costs	153 194	147 003	-	-
	Retirement funding	4 318	4 237	-	-
	Foreign exchange losses	65	739	-	-
	Increase in ECL provision	-	3 515	-	-
	Maintenance	22 340	26 867	-	-
	Short term leases	369	364	-	-
	Transport	20 798	19 503	-	-
19	Depreciation				
Property, plant and equipment					
	Land and buildings	1 747	557		
	Manufacturing plant and equipment	13 693	17 308		
	Non-manufacturing plant and equipment	673	847		
		16 114	18 712		
	Right of use Asset	4 2 299	3 423		
	Investment properties	2 210	86		
		18 623	22 221		

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

	Notes	Group		Company	
		2022 R'000	2021 R'000	2022 R'000	2021 R'000
20 Finance income and costs					
Income					
Financial assets at amortised cost					
Financial institutions - banks		9 598	12 412		
Other		38	-		
		9 636	12 412		
Financial assets at fair value					
Other investments - cash unit trusts		4 945	3 493		
Total *		14 581	15 905		
Financial liabilities measured at amortised cost					
Interest paid - banks		28	18	1	-
Interest paid - lease obligation		179	299	-	-
Interest paid - other		-	32	-	2
		207	349	1	2
* - Included within Revenue for Company.					
21 Taxation					
Income tax - current		26 543	36 163	4 031	4 118
Income tax - prior		(652)	13	(251)	(47)
Deferred taxation - current		5 549	(910)	-	-
Deferred taxation - prior		317	-	-	-
		31 757	35 266	3 780	4 071
Reconciliation of rate of taxation					
SA normal tax rate		28.00%	28.00%	28.0%	28.0%
Adjusted for:					
Exempt income *		(0.34)	(0.20)	(25.44)	-
Disallowable expenses		0.38	0.01	0.21	-
Prior periods		(0.29)	0.01	(0.17)	(0.32)
		(0.25)	(0.18)	(25.40)	(0.32)
Effective tax rate		27.75%	27.82%	2.60%	27.68%
* Company exempt income relates to the exempt dividend income received in the current year.					
22 Headline earnings					
22.1 Reconciliation of headline earnings					
Attributable to holders of the parent - earnings		82 690	91 485		
Headline earnings		82 690	91 485		
22.2 Weighted number of shares in issue	12	71 131 340	71 861 228		
22.3 Earnings and diluted earnings per share (cents)		116.25	127.31		
Headline and diluted headline earnings per share (cents)		116.25	127.31		

The calculation of earnings per share is based on net profit for the year and the weighted number of shares in issue during the period, net of tax.

There is no dilution effect on the earnings or headline earnings per share.

23 Emoluments of directors, prescribed officers and other employees

Short-term Employee Benefits

	Director Fees	Basic salary	Allowances & Benefits	Bonus	Retirement Benefits	Total	R'000
R'000							
30 June 2022							
<i>Executive directors</i>							
PF Sass	-	3 573	290	-	281	4 144	
GA Böhler	-	2 907	121	-	228	3 256	
<i>Non-Executive directors</i>							
M Brain	485	-	-	-	-	485	
BJ Frost	406	-	-	-	-	406	
FC MacGillivray	558	-	-	-	-	558	
SJ Sonnenberg	536	-	-	-	-	536	
<i>Prescribed officer</i>							
AC September	-	1 162	39	-	99	1 300	
	1 985	7 642	450	-	608	10 685	
Paid by subsidiaries	(1 985)	(7 642)	(450)	-	(608)	(10 685)	
Paid by Company	-	-	-	-	-	-	

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

Short-term Employee Benefits

R'000	Director Fees	Basic salary	Allowances & Benefits	Bonus	Retirement Benefits	Total	R'000
Jun 2021							
<i>Executive directors</i>							
PF Sass	-	3 443	270	794	268	4 775	
GA Böhler	-	2 787	109	643	217	3 756	
<i>Non-Executive directors</i>							
BJ Frost	549	-	-	-	-	549	
M Brain	415	-	-	-	-	415	
FC MacGillivray	534	-	-	-	-	534	
SJ Sonnenberg	402	-	-	-	-	402	
<i>Prescribed officer</i>							
AC September	-	1 119	32	93	94	1 337	
	1 900	7 349	411	1 530	579	11 769	
Paid by subsidiary	(1 900)	(7 349)	(411)	(1 530)	(579)	(11 769)	
Paid by Company	-	-	-	-	-	-	

There are no fixed period service contracts.

	Group		Company	
	2022	2021	2022	2021
	R'000	R'000	R'000	R'000
24 Cash Flow				
24.1 Cash generated by operations				
Profit before tax	114 447	126 751	145 104	14 707
Non cash items	18 802	25 144	(131 823)	-
- depreciation-property, plant and equipment	16 114	18 712	-	-
- depreciation-investment properties	210	86	-	-
- depreciation-right of use asset	2 299	3 423	-	-
- lease liability interest	179	299	-	-
- other dividend in specie *	-	-	(107 799)	-
- treasury shares dividend in specie	-	-	(24 024)	-
- movement in ECL provision	-	2 624	-	-
Adjustments for items shown separately	(14 553)	(15 855)	(14 521)	(15 880)
Interest paid	28	50	1	2
Interest received	(14 581)	(15 905)	(14 522)	(15 882)
Working capital changes	(68 375)	(1 667)	22	3
Inventories	(28 793)	(19 144)	-	-
Trade and other receivables	(39 882)	(309)	-	-
Advance payments - expenses	739	1 185	-	-
Trade and other payables	(438)	16 601	22	3
	50 322	134 373	(1 218)	(1 169)

* These dividends are received via the group loan accounts.

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
24.2 Reconciliation of taxation paid				
Charged to the statement of comprehensive income	(31 757)	(35 266)	(3 780)	(4 071)
Adjustment for deferred taxation	5 866	(910)	-	-
Movement in taxation receivable	(5 076)	(62)	(47)	130
Payments made	(30 967)	(36 238)	(3 827)	(3 941)
24.3 Other financial liabilities reconciliation				
Opening balance			343 175	320 778
Cash receipts (related party loan)			609 417	527 052
Cash payments (related party loan)			(762 264)	(542 786)
Non-cash movements:				
- non cash loan movements			-	(170)
- dividend in specie			(107 799)	-
- dividend paid by Bowler Plastics (Proprietary) Limited *			105 627	38 301
Closing balance			188 156	343 175
* All operational and shareholder return of funds are done via Bowler Plastics (Proprietary) Ltd on behalf of Bowler Metcalf Ltd.				
25 Financial Instruments				
25.1 Financial Asset Categories				
Financial assets at amortised cost				
Trade and other receivables	137 059	96 779	-	-
Cash and cash equivalents	180 875	248 189	166 233	234 116
	317 934	344 968	166 233	234 116
Financial assets at fair value through profit or loss				
Cash unit trusts	63 846	139 334	63 846	139 334
25.2 Financial Liability Categories				
Financial liabilities at amortised cost				
Lease obligation	4 515	1 596	-	-
Trade and other payables	35 386	35 349	47	23
Intercompany liability	-	-	188 156	343 175
	39 901	36 945	188 204	343 198
Financial liabilities at fair value through profit or loss				
Nett contingent consideration	1 730	-	-	-
25.3 Credit Risk				
<i>Financial assets exposed to credit risk are:</i>				
Trade and other receivables	137 059	96 779	-	-
Cash and cash equivalents	180 875	248 189	166 233	234 116
	317 934	344 968	166 233	234 116
<i>Guarantees</i>				
Limited sureties given to:				
*FNB for bank facilities granted to the Group	-	-	20 000	20 000
	-	-	20 000	20 000
* The facility is undrawn at year end.				

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

25.3 Credit Risk - continued

The Group recognises a loss allowance to the value of the lifetime expected credit losses for contract revenue and receivables under the simplified approach as envisaged by IFRS 9. Management calculates the expected credit losses on revenue and receivables based on a provision matrix. Where applicable, specific provisions are also considered. The provision matrix is formulated by applying a loss ratio to the aged balance of trade receivables at the reporting date. The loss ratio is calculated according to the ageing/payment profile of sales by applying historic write offs to the payment profile of the sales population. This historic loss ratio is adjusted with forecast information of potential conditions affecting the plastics packaging industry in the foreseeable future.

Specific provisions are applied when outlier trade receivables are identified. These would include trade receivables with significant exposures and/or clearly different risk characteristics. The estimated expected credit loss percentage is applied with adjustments using management's assessments and professional judgement, taking into account past default experience of the specific customer, risk relating to the customer's current financial position, general conditions in the plastic industry that are relevant to the Group's customer base at the reporting date, and forecast information of potential conditions affecting the plastic packaging industry in the foreseeable future. This assessment is done on a per customer basis as the environment and industry that the customer operates in is not generic, and the above assumptions vary on a per customer basis.

Any amounts provided for will be accounted for as a loss allowance against the receivable amount at year-end. The expense will be included in the operating expenses line item in the statement of profit or loss and other comprehensive income.

The credit quality of trade receivables neither past due nor impaired has been assessed as high. Historical information about counterparty default rates indicate that, as a percentage of bad debts written-off and provided for over total credit sales, the Group's default rate is 0.05% (2021:0.13%). (Note 9)

The Group has identified the macro economic and political environment to be the most relevant and accordingly takes these factors into consideration when calculating the expected loss rate.

Trade receivables are not insured.

25.4 Foreign Exchange Risk

Foreign exchange risk arises on the acquisition of raw materials, plant and machinery from abroad. Foreign Exchange Contracts (FEC's) are used to reduce exposure to currency fluctuations. As capital orders are normally long term in nature and are paid for over the period of manufacture, risk exposure is averaged over the longer period.

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
25.5 Interest Rate Risk				
Variable-rate interest bearing assets	180 875	248 189	166 233	234 116
Cash unit trusts	63 846	139 334	63 846	139 334
Net assets	244 721	387 523	230 079	373 451
Estimated interest rate change	1.0%	0.5%	1.0%	0.5%
Net after tax profit sensitivity	1 762	1 395	1 657	1 344
25.6 Liquidity Risk				
The Group manages its liquidity risk by monitoring cash flows and ensuring that adequate liquid funds are available.				
The amounts disclosed in this table are the contractual undiscounted cash flows:				
Payable - year 2- 5				
Lease liability	1 096	-		
Payable within the next 12 months				
Intercompany liability	-	-	188 156	343 175
Trade and other payables	35 386	35 349	-	-
Lease liability	3 649	1 627	-	-
Nett contingent consideration	1 730	-	-	-
The above payables will be paid from cash generated from operations.				
Total financial liabilities	41 861	36 976	188 156	343 175

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

26 Segmental Report

Primary Format - Business Segments R'000

30 June 2022

	Plastic Packaging	Property Investment	Holdings	Eliminations	Total
Revenue	666 711	6 438	-	-	673 149
Intersegment revenue	-	27 606	-	(27 606)	-
Other income	9 259	-	-	(9 065)	194
Operating costs (excluding depreciation)	(575 800)	(5 213)	(1 240)	27 606	(554 647)
Depreciation	(16 581)	(2 042)	-	-	(18 623)
Operating profit/(loss)	83 589	26 789	(1 240)	(9 065)	100 073
Finance income	54	5	14 522	-	14 581
Finance costs	(206)	-	(1)	-	(207)
Profit before tax	83 437	26 794	13 282	(9 065)	114 447
Taxation	(20 559)	(7 418)	(3 780)	-	(31 757)
Profit for the year	62 878	19 375	9 502	(9 065)	82 690

Attributable to:

Equity holders of the parent	62 878	19 375	9 502	(9 065)	82 690
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Turnover by Region

Coastal regions	270 233	6 438	-	-	276 671
Inland	396 478	-	-	-	396 478
Total	666 711	6 438	-	-	673 149

Total Assets	781 241	85 419	237 630	(296 338)	807 952
Total Liabilities	115 968	49 051	188 267	(249 685)	103 601

Capital Expenditure	9 373	17 956	-	-	27 329
Customers with greater than 10% of Group revenue:					
- Customer 1	69 520	-	-	-	69 520

30 June 2021

Revenue	629 380	6 130	-	-	635 510
Intersegment revenue	-	22 627	-	(22 627)	-
Other income	3 428	-	-	(3 134)	294
Operating costs (excluding depreciation and impairment of goodwill)	(519 388)	(4 454)	(1 173)	22 627	(502 388)
Depreciation	(21 535)	(686)	-	-	(22 221)
Finance income	91 885	23 617	(1 173)	(3 134)	111 195
Finance costs	23	-	15 882	-	15 905
	(345)	(2)	(2)	-	(349)
Profit before tax	91 563	23 615	14 707	(3 134)	126 751
Taxation	(24 573)	(6 622)	(4 071)	-	(35 266)
Profit for the year	66 990	16 993	10 636	(3 134)	91 485

Attributable to:

Equity holders of the parent	66 990	16 993	10 636	(3 134)	91 485
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Turnover by Region

Coastal regions	264 133	6 130	-	-	270 263
Inland	365 247	-	-	-	365 247
Total	629 380	6 130	-	-	635 510

Total Assets	678 636	58 810	386 140	(356 662)	766 924
Total Liabilities	123 154	991	320 784	(359 025)	85 904

Capital Expenditure	37 273	38 417	-	-	75 690
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Customers with greater than 10% of Group revenue:					
- Customer 1	64 551	-	-	-	

NOTES TO THE FINANCIAL STATEMENTS - continued

At 30 June 2022

	Group		Company	
	2022 R'000	2021 R'000	2022 R'000	2021 R'000
27 Commitments				
Capital				
Plant	2 782	8 242		
Land and buildings	-	27 140		
	2 782	35 382		
The expenditure will be financed from cash generated from normal business operations.				
28 Contingent Liabilities				
Bank guarantees issued	2 657	2 657	257	257
The directors do not believe these contingent liabilities are likely to materialise into full liabilities.				
29 Capital risk management				
The Group's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.				
The capital structure of the Company consists of:				
Equity	704 351	732 765		
Borrowings	4 515	1 596		
Total equity and borrowings	708 866	734 361		
Cash and cash equivalents	180 875	248 189		
The borrowings relate to the lease liability and the Group has no other borrowings.				
In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.				
The Group monitors capital on the basis of the gearing ratio.				
This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents.				
At the reporting date the Group had no borrowings.				
There are no externally imposed capital requirements.				
As the Group has no external debt, the following factors would have zero impact on the Group:				
A) debt covenant triggers,				
B) the proximity of the Group breaching covenant triggers.				
There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.				
30 Subsequent events				
No significant events occurred subsequent to year end.				
31 Going concern				
Other than as outlined above, there has not arisen in the interval between the end of the financial year and the date of this report any item transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect substantially the operations of the Group.				

Accounting Policies

At 30 June 2022

Presentation of Annual Financial Statements

The consolidated and Company financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS), the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council (FRPs), the requirements of the South African Companies Act and the JSE Listings Requirements. They are presented in South African Rands.

These accounting policies are consistent with the previous year.

Significant judgements and sources of estimation uncertainty

In preparing the annual financial statements, management is required to make estimates and assumptions that affect the amounts represented in the annual financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the annual financial statements. Significant judgements include:

Significant estimates include:

Impairment of financial assets

Trade Receivables are impaired through use of an allowance account. The amount of the loss is recognised in profit or loss within operating expenses. Subsequent recoveries of amounts previously written off are credited to other operating income. Refer to note 9 and 25.3 for further details.

Property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over its estimated useful life to residual value. Residual values and useful lives are based on management's best estimates and actual future outcomes may differ from these estimates.

Lease term of contracts with renewal option.

A number of lease contracts include the option to renew the lease for a further period or terminate the lease earlier. The Group applies judgement in assessing whether it is reasonably likely that options will be exercised taking into account all relevant facts and circumstances that create an economic incentive. Factors considered include how far in the future an option occurs, payment amounts in the optional periods, plans that the Group has in place for future use of the asset and past history of renewing/terminating leases. During the year, some options were exercised and extended to 28 February 2024. Various commercial factors are under consideration for further extensions after year end, and no final decision has been made with regards to this.

1 Property, plant and equipment

Property, plant and equipment is initially measured at cost and subsequently at cost less accumulated depreciation and any impairment losses.

Capital work in progress relates to progress payments made for plant and equipment under construction, and are allocated to specific categories of property, plant and equipment items once they are ready for use as intended by management, at which stage depreciation commences.

Profits or losses on the disposal of property, plant and equipment are accounted for in the statement of profit or loss.

Depreciation is provided on the straight line basis over their expected useful lives to their estimated residual value.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Years
<i>Land and buildings:</i>	
Land	n/a
Industrial buildings	25-40
<i>Manufacturing plant and equipment:</i>	
Plant and machinery	7 to 40
Moulds	7 to 25
<i>Non-manufacturing plant and equipment:</i>	
Motor vehicles	5 to 15
Office equipment, furniture and fittings	10
Computers	6

2 Investment Properties

Investment properties are held to earn rental income and appreciate in capital value and are recorded at cost less subsequent depreciation of buildings.

Investment property is initially recognised at cost and subsequently at cost less accumulated depreciation and any impairment losses.

Depreciation is calculated on the straight-line method to write off the cost of buildings to their residual values over their estimated useful lives. Land is not depreciated.

Industrial buildings are depreciated at a rate of 2.5% per annum.

3 Goodwill

All business combinations are accounted for by applying the acquisition method. The acquisition method entails the following:

- identify which entity is the acquiring entity in the transaction;
- determining the date of the acquisition;
- recognising and measuring the assets acquired and the liabilities assumed;
- recognising and measuring any non-controlling interest; and
- recognising:
 - goodwill, representing the excess of the consideration paid and the non-controlling interest over the Group's interest in (c) above; and
 - a gain on bargain purchase, in the event that the consideration paid and the non-controlling interest amounts to less than the Group's interest in (c) above.

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses.

Goodwill is allocated to cash-generating units (CGUs) and is tested annually for impairment or more frequently when there is an indication that the unit may be impaired.

On disposal of a subsidiary the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Accounting Policies - continued

At 30 June 2022

4 Investment in subsidiaries

Investments in subsidiaries are carried at cost less any accumulated impairment.

5 Inventories

Inventories are measured at the lower of cost and net realisable value on the weighted average cost basis.

When inventories are sold, the carrying amount of those inventories are recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, are recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

6 Prepayments

Prepayments occur when an amount has been paid in advance but the goods or services have not yet been received by the Group. Prepayments are recognised as assets in the statement of financial position.

7 Treasury shares

Shares held by subsidiaries in Bowler Metcalf Limited are recorded at cost, including any external costs of acquisition, and are deducted from equity as treasury shares.

When shares are subsequently sold or re-issued, the related proceeds is added to equity under "treasury shares".

Treasury shares acquired by Bowler Metcalf Limited in itself are deducted from stated capital on their cancellation to the extent that stated capital is available. Any excess of the treasury share purchase price over the balance on the stated capital account is deducted from retained earnings.

8 Dividends received

Dividends received are recognised, in profit or loss, when the dividends are declared.

Dividends received on treasury shares are eliminated on consolidation.

The receipt of dividends consisting of distributions of assets in specie are measured at the fair value of the asset received.

9 Dividends declared

The dividends declared are recognised directly in equity in the period in which they are declared.

10 Finance costs

Finance costs are recognised as an expense in the period in which they are incurred.

11 Employee benefits

11.1 Short-term employee benefits

Short-term employee benefits include basic salaries, bonuses and allowances. The cost of short term employee benefits is recognised in the period in which the service is rendered and is not discounted.

11.2 Defined contribution plans

The Group operates a provident and pension fund to which substantially all salaried staff belong. The fund is a defined contribution plan and is not required to be actuarially valued.

Current contributions to the pension and provided funds are disclosed separately as an element of employee cost.

The fund is governed by the Pension Funds Act.

Accounting Policies - continued

At 30 June 2022

12 Leases

12.1 Operating leases - lessor

Operating lease income earned on the rental of property is recognised as an income on a straight-line basis over the lease term. The difference between the amounts recognised as income and the contractual receipts is recognised as an operating lease asset that it not discounted.

12.2 Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e. below R100 000). Lease payments on short-term leases and leases of low-value assets are recognised as expenses on a straight-line basis over the lease term. The average remaining lease terms at year end amounts to 15 months. There are no low value leased assets applicable to the Group.

13 Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. The recognised right-of-use assets are depreciated on a straight-line basis over the lease term. Right-of-use assets are subject to impairment, in terms of IAS 36: Impairment of assets.

14 Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable.

A lease liability and corresponding right-of-use asset are recognised at the lease commencement date, for all lease agreements for which the Group is a lessee, except for short-term leases of 12 months or less, or leases of low-value assets.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed lease payments;
- lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option;
- penalties for early termination of a lease, if the lease term reflects the exercise of an option to terminate the lease; and

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The Group re-measures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) when:

- there has been a change to the lease term, in which case the lease liability is re-measured by discounting the revised lease payments using a revised discount rate;
- there has been a change to the lease payments due to a change in an index or a rate, in which case the lease liability is re-measured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used);
- a lease contract has been modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is re-measured by discounting the revised payments using a revised discount rate.

In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

15 Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries. The financial results of the subsidiaries are included from the effective dates of acquisition up to the effective dates of disposal. All inter-Group balances and transactions have been eliminated on consolidation.

16 Contingent consideration

The contingent consideration requires the Group to pay the former owners of Skye Plastics (Pty) Ltd for achieving earn-out targets. The purchase agreement makes provision for an earn-out payable to the sellers of Skye. The earn-out is based on Skye Business Line Revenue ("SBLR"), measured over any consecutive 12 month period, commencing on the Effective Date and ending on 30 June 2023. The earn-out will be calculated on a straight-line proportional basis for SBLR from R87 000 000 to R110 000 000, with the maximum amount of R5 000 000 being payable should the SBLR achieve R110 000 000 or more. Provision has been made in the above mentioned total purchase consideration for an earn-out based on probability of achievement. The fair value of the contingent consideration was estimated by calculating the present value of future expected cash flows. The estimates are based on a discount rate determined using the entity's specific risk and the assumption that the earn-out targets will be met based on the best available forecast information at acquisition date.

17 Segment report

The segment report is based on the business segments of the Group according to products and services sold, as regularly reviewed by management.

18 Impairment of non-financial assets

Goodwill has been allocated to cash generating units for the purpose of impairment testing. The recoverable amount of goodwill is assessed based on discounted cash flows. The cash flows are based on forecasts including assumptions and estimates of future earnings.

The rates used to discount cash flows are influenced by the risks specific to the cash generating unit to which the goodwill has been allocated.

Refer note 3 for assumptions used.

Accounting Policies - continued

At 30 June 2022

19 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value. Acquisition-related costs are expensed as incurred and included in operating expenses.

Goodwill is initially measured at cost, being the excess of the fair value of consideration transferred.

Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity. The acquiree's identifiable assets, liabilities and contingent liabilities which meet the recognition conditions of IFRS 3 Business combinations are recognised at their fair values at acquisition date, except for non-current assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current assets Held For Sale and Discontinued Operations, which are recognised at fair value less costs to sell.

20 Financial Assets

Trade and other receivables

• **Classification** – The Group earns revenue from the sale of plastic packaging. Trade and other receivables comprise trade receivables, prepayments and deposits and value added tax. The financial instruments included in this balance have been classified and measured at amortised cost. Trade and other receivables are held by the Group in order to collect contractual cash flows in terms of the underlying agreement, and they give rise to cash flows on specified dates that are solely payments of principal and interest amounts that are outstanding.

• **Recognition and measurement** – Trade and other receivables are initially measured at their transaction price in accordance with IFRS 15. The Group makes use of the practical expedient in IFRS 15 in terms of which, for contracts where at inception of the period between the performance of the obligations and the associated payment is expected to be less than a year, the Group does not account for the time value of money.

• **Impairment** – The Group recognises a loss allowance to the value of the lifetime expected credit losses for trade receivables under the simplified approach as envisaged by IFRS 9, excluding prepayments, deposits and value-added tax. Management calculates the expected credit losses on revenue and receivables based on a provision matrix. The provision matrix is formulated by applying a loss ratio to the aged balance of trade receivables at the reporting date. The loss ratio is calculated to the ageing/payment profile of sales by applying historic write offs to the payment profile of the sales population. This historic loss ratio is adjusted with forecasted information of potential conditions affecting the plastics industry in the foreseeable future.

The provision for credit losses are done on a per customer basis based on:

• Debtors are Grouped into two types of debtors, where the debtors are more than 90 days outstanding and / or is in business rescue or liquidation. These debtors are provided at a 100% rate in terms of the provision matrix, as the risk for default on these debtors are higher given their financial position; and

• For all the remaining debtors a general provision is calculated as a % of historic bad debts written off over the last 3 years over total credit sales excluding the aforementioned debtors. The expected loss rate is then adjusted for forward looking information such as the macro economic and political environment.

• **Write-off policy** – The Group will write off the underlying financial assets under the following circumstances:

When business rescue or liquidation proceedings have been finalised and management has assessed that the customer is not in a financial position to pay the outstanding debt. Trade receivables written off for accounting purposes may still be subject to the Group's internal recovery procedures, with the assistance of legal counsel. Any recoveries made once the debt has been written off will be recognised as other income in the statement of profit or loss and other comprehensive income.

• **Default** – The Group considers that a default has occurred when a debtor is more than 90 days past due unless it has reasonable and supportable information that demonstrates otherwise. This is the industry norm.

Cash and cash equivalents

• **Classification** – Cash and cash equivalents comprise cash on hand, bank balances and short-term deposits and are classified as financial assets measured at amortised cost.

• **Recognition and measurement** – Cash and cash equivalents are measured initially at fair value and subsequently at amortised cost.

Unit trust type investments

• **Classification** – Unit trust type investments are classified as financial assets measured at fair value through profit and loss. These investments introduce exposure to risks in the contractual cash flows that is unrelated to a basic lending rate (such as political, economic and general market risk), therefore do not give rise to contractual cash flows that are solely payments of principal and interest on the principal amount outstanding and as result cannot be classified and measured at amortised cost.

• **Recognition and measurement** – these investments are initially and subsequently measured at fair value, with any changes in fair value recognised in profit or loss in the statement of profit or loss and other comprehensive income.

• Any gains or losses on re-measurement of the unit trust type investments to fair value are recognised entirely in profit or loss in the statement of profit or loss and other comprehensive income.

Accounting Policies - continued

At 30 June 2022

21 Financial Liabilities

Trade and other payables

• Classification and measurement – Trade and other payables comprise normal trade payables, general accruals, value-added tax and other payables owing at year-end. The financial liabilities included in this line item are classified as financial liabilities at amortised cost. They are measured initially at fair value and subsequently at amortised cost.

Loans from subsidiaries

• Classification and measurement – Loans from subsidiaries are classified as financial liabilities at amortised cost. They are measured initially at fair value and subsequently at amortised cost. Loans with no repayment terms, which are considered to be repayable on demand, is not shown at an amount less than the amount that repayable, discounted from the first date the loan can be demanded.

22 Revenue

Sales of plastic packaging

The sales of goods includes the sales of plastic packaging. Based on the terms of the underlying contracts, revenue is recognised upon delivery to the customer, as this is when control passes to the customer.

Rental income

Rental income comprises rental income net of value-added tax. Rental income from properties is recognised in the statement of profit or loss and other comprehensive income on a straight-line basis over the terms of the lease. No contingent rent was received during the current financial year.

Variable consideration

The Group is not exposed to any material amounts of variable consideration.

23 Cost of sales

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs.

The Group does not incur any material costs to fulfil contracts.

Additional costs incurred by the Group as a result of business interruptions, have been adjusted and presented net of any amounts reimbursed from the insurance Company.

24 Revenue - Company

Company revenue is recognised on the following basis:

- Investment revenue – Interest revenue is recognised in the statement of profit or loss and other comprehensive income, using the effective interest method.
- Dividends – Dividends are recognised, in the statement of profit or loss and other comprehensive income, when an entity's right to receive payment has been established through the dividend declarations by a subsidiary or an associate.

25 International reporting standards

25.1 Standards adopted during the year

No new accounting standards were adopted or early adopted during the year.

26 New standards and interpretations not yet adopted

26.1 IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current

Effective for periods beginning on or after 1 January 2023

Classification to be based on whether the right to defer settlement by at least twelve months exists at the end of the reporting period. Classification is unaffected by expectation of settlement. Settlement refers to transfer of cash equity instruments, other assets or services. Clarifies that only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

The Group and Company does not expect the amendment to have a material impact as there is no deferred rights and liabilities.

26.2 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Effective for periods beginning on or after 1 January 2023

Distinguishes clearly between a change in accounting policy and a change in accounting estimate. Revises the definition of an accounting estimate. Provides reworded and specific examples of accounting estimates. Clarifies that measurement techniques and inputs used in developing accounting estimates are not accounting policies.

The Group and Company does not expect the amendment to have a material impact as the principle is already being applied.

26.3 IAS1 Disclosure of Accounting Policies

Effective for periods beginning on or after 1 January 2023

Accounting policies are to be disclosed where the information is material, by nature or amount. The amendment aims to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their "significant" accounting policies with a requirement to disclose their "material" accounting policies.

The Group and Company does not expect the amendment to have a material impact as the principle is already being applied.

SHAREHOLDER PROFILE

At 30 June 2022

2022				2021		
Size of Holding	No of Holders	% of Holders	% of Capital	No of Holders	% of Holders	% of Capital
Shareholdings						
1 - 5 000	1 691	80.3	1.6	1 184	72.5	1.2
5 001 - 10 000	124	5.9	1.3	128	7.8	1.1
10 001 - 50 000	169	8.0	5.6	192	11.8	5.1
50 001 - 100 000	49	2.3	5.1	56	3.4	5.2
100 001 and above	74	3.5	86.4	73	4.5	87.4
Total	2 107	100.0	100.0	1 633	100.0	100.0
Spread						
Public - South African	2 074	98.4	62.7	1 608	98.5	62.8
Public - Non Residents	29	1.4	0.4	21	1.3	0.2
Treasury	1	0.0	7.6	1	0.1	8.5
Directors	3	0.2	29.3	3	0.1	28.5
Total	2 107	100.0	100.0	1 633	100.0	100.0
Status						
Dematerialised	1 970	93.5	97.5	1 496	91.6	97.6
Certificated	137	6.5	2.5	137	8.4	2.4
Total	2 107	100.0	100.0	1 633	100.0	100.0
Other Large Investors						
Camissa Asset Management (formerly Kagiso Group) directly and through various funds.			15.72			14.88
Aylett and Co directly and through various funds.			13.95			13.40
Old Mutual directly and through various funds.			8.02			7.80
There are no undisclosed members with beneficial holdings of greater than 5% of the number of issued shares.						

GROUP AND ASSOCIATED COMPANIES

At 30 June 2022

		2022			2021		
	Direct / Indirect	Shares Held	Shares Issued	% of Shares Issued	Shares Held	Shares Issued	% of Shares Issued
A Subsidiaries							
Plastic Packaging Segment <i>manufacture of plastic packaging</i>							
Bowler Plastics Proprietary Ltd Reg. No. 1997/012522/07	Direct	105	105	100.0%	105	105	100.0%
\$ Gad-Tek Proprietary Ltd T/A Bowler Plastics KZN Reg. No. 2005/017408/07	Indirect	100	100	100.0%	100	100	100.0%
Property Segment <i>property owning</i>						-	
Hazra Properties Two Proprietary Ltd Reg. No. 1986/004497/07	Direct	300	300	100.0%	300	300	100.0%
Bowler Properties Two Proprietary Ltd Reg. No. 2000/000793/07	Direct	100	100	100.0%	100	100	100.0%
Postal Presents Proprietary Ltd Reg. No. 1983/011982/07	Direct	1	1	100.0%	1	1	100.0%
Number of entities by principal activity							
- plastic packaging				2			2
- property				3			3
All subsidiaries in the Group are:							
- wholly owned							
- incorporated in South Africa							
\$ - Dormant Company.							
B Associated companies							
There are no associate investments in the Group.							
C Structured entities							
There are no structured entities in the Group.							

DIVIDEND DECLARATION

Notice is hereby given that a cash dividend of 27.00 cents per share ("cps") (2021: 32.00 cps) has been declared payable to shareholders on Monday, 31 October 2022.

The directors have confirmed that the Company will satisfy the solvency and liquidity test immediately after the distribution. The dividend will be reflected in the interim results for the six months ended 31 December 2022.

Additional information pertaining to the cash dividend:

			cps
Dividend declared			
<input type="radio"/>	Gross local cash dividend		27.00
<input type="radio"/>	STC credits set off (see below)		-
<input type="radio"/>	Taxable dividend		27.00
<input type="radio"/>	Dividend Withholding Tax (DWT) at	20.0%	(5.40)
<input type="radio"/>	Net local cash dividend to shareholders liable for DWT		21.60
<input type="radio"/>	Shareholders exempt from DWT will receive a gross dividend of		27.00
Other information			
<input type="radio"/>	The local cash dividend, as defined by the Income Tax Act, will be made from income reserves		
<input type="radio"/>	Income Tax reference number		9775130710
<input type="radio"/>	Number of ordinary shares in issue		76 132 087
<input type="radio"/>	Company registration number		1972/005921/06

Salient dates for the cash dividend are:

Last day to trade "cum" dividend	Tuesday	25 October 2022
List date	Wednesday	26 October 2022
Record date	Friday	28 October 2022
Payment date	Monday	31 October 2022

Share certificates may not be dematerialised or re-materialised from Wednesday, 26 October 2022 to Friday, 28 October 2022, both days inclusive.

Unless otherwise requested in writing, individual dividend cheques of less than R50 will not be paid but retained in the Company's unclaimed dividend account. Accumulated unpaid dividends in excess of R200 may be claimed in writing from the Transfer Secretaries. Shareholders are urged to supply their banking details to the Transfer Secretaries and receive future payments by electronic transfer.



By order of the Board

AC September
Company Secretary

Ottery
06 September 2022

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given in terms of the Companies Act No 71 of 2008, as amended that the thirty second Annual General Meeting (AGM) of shareholders of the Company will be held at The Royal Cape Golf Club, 174 Ottery Road, Wynberg, 7800 at 09:00 on Monday, 7 November 2022 for the purposes of considering and passing, with or without modification, the resolutions set out below, and to transact any other business as may be transacted at an annual general meeting.

Salient dates for the AGM

Last day to trade to be eligible to participate and vote	Tuesday	25 October 2022
Record date to determine shareholder's eligibility to vote	Friday	28 October 2022
Notification of intention of electronic participation	Thursday	03 November 2022
Proxies to be submitted to the transfer secretaries by 09h00	Thursday	03 November 2022
Date of AGM	Monday	07 November 2022

Ordinary Resolutions

Ordinary resolutions require the support of at least 50% of votes exercised by shareholders present or represented by proxy.

1 Ordinary Resolution Number One (Approval of Annual Financial Statements)

"Resolved that the Annual Financial Statements of the Company for the year ended 30 June 2022, be and are hereby approved."

2 Ordinary Resolution Number Two (Endorsement of remuneration policy)

"Resolved that the Company's remuneration policy as set out on pages 9 to 10 of this report for the year ended 30 June 2022, be and is hereby approved by way of a non-binding advisory vote."

3 Ordinary Resolution Number Three (Endorsement of the implementation report of remuneration policy)

"Resolved that the implementation report of the Company's remuneration policy as set out on pages 9 to 10 of this report for the year ended 30 June 2022, be and is hereby approved by way of a non-binding advisory vote."

4 Ordinary Resolution Number Four (Appointment of Director Deborah van Duyn)

(refer page 4 for her abridged curricula vitae)

"The appointment of Ms Deborah Van Duyn, as an independent non-executive director of the Company with effect from 19 August 2022 be and is hereby approved".

Explanatory note for ordinary resolution 4:

In terms of the Company's Memorandum of Incorporation ("MOI"), all directors appointed to fill a casual vacancy or an interim appointment shall be elected by an ordinary resolution of the shareholders at the next general or annual general meeting of the company.

5 Ordinary Resolution Number Five (Re-election of Director Mr Michael Brain)

(refer page 4 for his abridged curricula vitae)

"Resolved that Mr Michael Brain, who retires as a director in terms of the Company's memorandum of incorporation, but being eligible, and who offers himself for re-election, be and is hereby re-elected as director of the Company."

6 Ordinary Resolution Number Six (Re-election of Director Ms Sarah Jane Sonnenberg)

(refer page 4 for her abridged curricula vitae)

"Resolved that Ms Sarah Jane Sonnenberg, who retires as a director in terms of the Company's memorandum of incorporation, but being eligible, and who offers herself for re-election, be and is hereby re-elected as director of the Company."

7 Ordinary Resolution Number Seven (Directors' authority to negotiate and sign)

"Resolved that any one of the directors of the Company be and are hereby authorised to negotiate on behalf of the Company and sign all such documents and do all such things as may be necessary for or incidental to the registration or implementation of the resolutions set out in this notice convening the annual general meeting at which this Ordinary Resolution Number Seven is considered."

8 Ordinary Resolution Number Eight (Reappointment of auditors)

On the recommendation of the Audit and Risk Committee, "It is resolved that Mazars be and are hereby reappointed as auditors until the conclusion of the next annual general meeting of the Company."

9 Ordinary Resolution Number Nine (Appointment and reappointment of Audit and Risk Committee)

The Audit and Risk Committee consists of at least three non-executive directors as set out on the inside front cover whose appointment needs to be approved annually.

9.1 "Resolved that Mr Finlay Craig MacGillivray, an incumbent member and Chairperson of the Audit and Risk Committee, be and is hereby reappointed to the committee until the conclusion of the next annual general meeting of the Company."

9.2 "Resolved that Ms Deborah van Duyn, be and is hereby appointed to the Audit and Risk Committee until the conclusion of the next annual general meeting of the Company."

9.3 "Resolved that Ms Sarah Sonnenberg, an incumbent member of the Audit and Risk Committee, be and is hereby reappointed to the committee until the conclusion of the next annual general meeting of the Company."

NOTICE OF ANNUAL GENERAL MEETING - continued

Special Resolutions

Special resolutions require the support of at least 75% of votes exercised by shareholders present or represented by proxy.

10 Special Resolution Number One (General authority to repurchase shares)

"Resolved that the Company or any of its subsidiaries be and are hereby authorised to acquire, from time to time, as a general repurchase, up to 20% of the issued ordinary shares of the Company from any person whatsoever (including any director or prescribed officer of the Company or any person related to any director or prescribed officer of the Company), upon such terms and conditions and in such amounts as the directors of the Company from time to time may determine, in terms of and subject to the Act and the Listings Requirements from time to time of the JSE Stock Exchange South Africa ("JSE"), and:

- 10.1 any such acquisition of ordinary shares shall be implemented on the open market of the JSE on terms determined by the Board of Directors of the Company;
- 10.2 this general authority shall only be valid until the Company's next annual general meeting, provided that it shall not extend beyond 15 (fifteen) months from the date of passing of this Special Resolution Number One;
- 10.3 a paid press announcement will be published as soon as the Company has acquired ordinary shares constituting, on a cumulative basis, 3% (three per cent) of the number of ordinary shares in issue prior to the acquisition pursuant to which the 3% (three per cent) threshold is reached, which announcement shall contain full details of such acquisitions;
- 10.4 acquisitions of ordinary shares in the aggregate in any one financial year may not exceed 20% (twenty per cent) of the Company's issued ordinary share capital from the date of the grant of this general authority;
- 10.5 in determining the price at which the Company's shares are acquired by the Company in terms of this general authority, the maximum premium at which such ordinary shares may be acquired will be 10% (ten per cent) of the weighted average of the market price at which such ordinary shares are traded on the JSE, as determined over the 5 (five) trading days immediately preceding the date of the repurchase of such ordinary shares by the Company;
- 10.6 the consolidated assets of the Company, valued in accordance with International Financial Reporting Standards, will be in excess of the consolidated liabilities of the Company;
- 10.7 the Company shall have adequate capital; and
- 10.8 the working capital of the Company will be adequate for the Company's next year's operations."

Statement by the Board of Directors of the Company

Pursuant to and in terms of the Listings Requirements of the JSE, the directors of the Company hereby state that:

- a. the intention of the directors of the Company is to utilise the authority if at some future date the cash resources of the Company are in excess of its requirements. In this regard the directors will take account of, inter alia, an appropriate capitalisation structure for the Company, the long-term cash needs of the Company and will ensure that any such utilisation is in the interests of shareholders;
- b. the method by which the Company intends to re-purchase its shares, the maximum number of shares to be re-purchased and the date on which such re-purchase will take place, has not yet been determined; and
- c. after considering the effect of a maximum permitted re-purchase of shares, the Company is, at the date of this notice convening the annual general meeting of the Company, unable to fully comply with paragraph 5.133 (c) (referred to below) of the Listings Requirements of the JSE, however, at the time that the contemplated re-purchase is to take place, the directors of the Company will ensure that:

the Company will be able to repay its debts;

the consolidated assets of the Company, valued in accordance with International Financial Reporting Standards, will be in excess of consolidated liabilities of the Company and its subsidiaries for the next twelve months; and

the working capital available to the Company and its subsidiaries will be sufficient for the Company's requirements for the next twelve months.

11 Special Resolution Number Two (Provision of financial assistance)

"Resolved as a special resolution pursuant to Section 45(3) of the Companies Act, as amended ("the 2008 Act"), that the directors of the Company be and are hereby authorised and empowered, as a general approval contemplated in Section 45(3) of the 2008 Act, to cause the Company to provide any direct or indirect financial assistance to any related Company or inter-related Company, subject and in accordance with the provisions of Section 45(3)(b) of the 2008 Act."

12 Special Resolution Number Three (Non-executive directors fees)

"Resolved as a special resolution that, unless otherwise determined by the Company in a general meeting, the annual fees payable by the Company to its non-executive directors be approved as follows:

Years ending	30-Jun-23 R'000	30-Jun-24 R'000
Board		
Chairperson	425	446
Vice Chair / Independent Lead Director	366	384
Member	234	246
Audit and Risk Committee		
Chairperson	131	137
Member	87	92
Remuneration Committee		
Chairperson	131	137
Member	87	92
Social and Ethics Committee		
Chairperson	118	124
Member	87	92

NOTICE OF ANNUAL GENERAL MEETING - continued

Proxies

A proxy, who need not be a Bowler Metcalf shareholder, may be appointed to attend, speak and vote at the annual general meeting in the place of a shareholder who is entitled to attend and vote at the annual general meeting and who is not in a position to attend the annual general meeting.

A proxy may only be appointed by a Bowler Metcalf shareholder who falls within one of the following categories:

- a certificated shareholder; or
- nominee

A form of proxy is attached for the convenience of such a shareholder. The form of proxy should be completed and returned so as to reach the transfer secretaries, Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Bermann Avenue, Rosebank, 2196 (P O Box 61051, Marshalltown, 2107) by 09h00 on Thursday, 3 November 2022. [If a form of proxy is not received by such date, it may be handed to the Chairperson of the general meeting not later than ten minutes before the commencement of the annual general meeting prior to the shareholder exercising any rights of a shareholder at the AGM.]

Dematerialised shareholders other than dematerialised shareholders with "own name" registration who are unable to attend the annual general meeting and wish to be represented there at must provide their CSDP or stockbroker with their voting instruction in terms of the safe custody agreement entered into between themselves and the CSDP or stockbroker in the manner and time stipulated therein.

Dematerialised shareholders other than dematerialised shareholders with "own name" registration who wish to attend the general meeting must instruct their CSDP or stockbroker to issue them with the necessary authority to attend.

By order of the Board



AC September
Company Secretary
Ottery
06 September 2022

BOWLER METCALF LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1972/005921/06)
Share Code: BCF ISIN: ZAE00030797
("Bowler Metcalf" or "the Company")

FORM OF PROXY

FOR USE BY CERTIFICATED AND OWN NAME DEMATERIALISED SHAREHOLDERS AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD AT 09:00 ON MONDAY, 7 NOVEMBER 2022 AT THE ROYAL CAPE GOLF CLUB, 174 OTTERY ROAD, WYNBERG, CAPE TOWN.

Note: Dematerialised shareholders without own name registration must **not** use this form. Dematerialised shareholders without own name registration who wish to vote by way of proxy at the general meeting, must provide their CSDP or broker with their voting instructions **by the cut-off time and date advised by the CSDP or broker for instructions of this nature** as specified in the custody agreement entered into between such shareholder and their CSDP or broker, in order for such CSDP or broker to vote in accordance with such instructions at the general meeting.

I/We

of

being the registered holder/s of ordinary shares in Bowler Metcalf, appoint (see note 1):

1. of or, failing him/her,

2. of or, failing him/her,

3. the Chairperson of the annual general meeting,

as my/our proxy to act for me/us on my/our behalf at the general meeting which will be held at 09:00 on Monday, 7 November 2022 for the purpose of considering and, if deemed fit, passing, with or without modification, the resolutions to be proposed thereat and at any adjournment thereof; and to vote for or against the said resolutions or abstain from voting in respect of the ordinary shares registered in my/our name/s, in accordance with the following instructions (see note 2):

	For	Against	Abstain
Ordinary Resolution Number One (Approval of Annual Financial Statements)			
Ordinary Resolution Number Two (Endorsement of remuneration policy)			
Ordinary Resolution Number Three (Endorsement of the implementation report of remuneration policy)			
Ordinary Resolution Number Four (Appointment of Director Deborah van Duyn)			
Ordinary Resolution Number Five (Re-election of Director Mr Michael Brain)			
Ordinary Resolution Number Six (Re-election of Director Ms Sarah Jane Sonnenberg)			
Ordinary Resolution Number Seven (Directors' authority to negotiate and sign)			
Ordinary Resolution Number Eight (Reappointment of auditors)			
Ordinary Resolution Number Nine (Appointment and reappointment of Audit and Risk Committee)			
9.1 Mr Craig MacGillivray			
9.2 Ms D van Duyn			
9.3 Ms Sarah Sonnenberg			
Special Resolution Number One (General authority to repurchase shares)			
Special Resolution Number Two (Provision of financial assistance)			
Special Resolution Number Three (Non-executive directors fees)			

Signed at on

Signature

Each shareholder is entitled to appoint one or more proxy(is) (who need not be shareholders of the Company), to attend, speak and vote in his/her stead at the annual general meeting.

Please read the notes on the reverse side hereof.

Notes:

- 1 A shareholder may insert the name or names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the Chairperson of the annual general meeting". The person whose name appears first on the form of proxy and whose name has not been deleted will be entitled to act as proxy to the exclusion of those whose names follow.
- 2 A shareholder's instructions to the proxy must be indicated by the insertion of the relevant number of votes exercisable by that shareholder in the appropriate space provided and the manner in which that shareholder wishes to vote. Failure to comply herewith will be deemed to authorise the proxy to vote at the annual general meeting as he/she deems fit in respect of the shareholder's votes exercisable thereat, but where the proxy is the Chairperson, failure to so comply will be deemed to authorise the Chairperson to vote in favour of the special resolutions and ordinary resolution. A shareholder or his/her proxy is not obliged to use all the votes exercisable by the shareholder or by the proxy.
- 3 Forms of proxy must be lodged at or posted to the transfer secretaries, Computershare Investor Services (Proprietary) Limited, Rosebank Towers, 15 Bermann Avenue, Rosebank, 2196 (P O Box 61051, Marshalltown, 2107), to be received by no later than 09:00 on Thursday, 3 November 2022.
- 4 The completion and lodging of this form of proxy will not preclude the shareholder from attending the general meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof.
- 5 This form of proxy shall be valid for any adjournment of the general meeting as well as for the general meeting to which it relates, unless the contrary is stated therein.
- 6 A vote cast or act done in accordance with the terms of a form of proxy shall be deemed to be valid, notwithstanding:
 - the previous death, insanity, or any other legal disability of the person appointing the proxy; or
 - the revocation of the proxy; or
 - the transfer of a share in respect of which the proxy was given,unless notice as to any of the abovementioned matter shall have been received by the Company at its registered office or by the Chairperson of the general meeting at the place of the general meeting if not held at the registered office, before the commencement or resumption (if adjourned) of the general meeting at which the vote was cast or the act was done or before the poll on which the vote was cast.
- 7 The authority of a person signing this form of proxy:
 - 7.1 under a power of attorney; or
 - 7.2 on behalf of a Company, must be attached to the form of proxy unless the full power of attorney has already been received by the transfer secretaries.
- 8 Where shares are held jointly, all joint holders must sign.
- 9 The Chairperson of the annual general meeting may accept or reject any form of proxy which is completed and/or received, other than in accordance with these notes and instructions, provided that the Chairperson is satisfied as to the manner in which the shareholder wishes to vote.