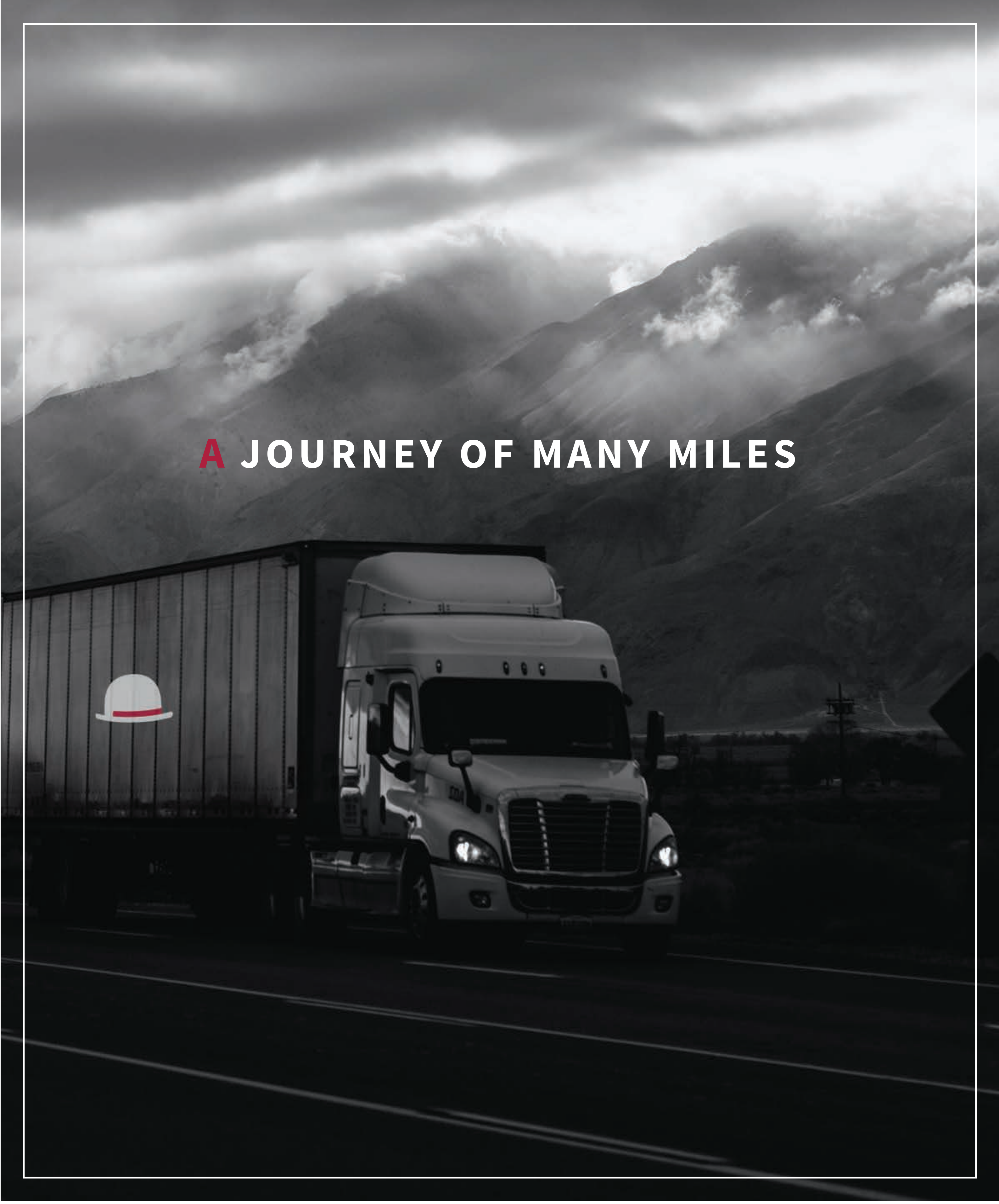


A JOURNEY OF MANY MILES

BOWLER METCALF LIMITED

INTEGRATED ANNUAL REPORT

30 JUNE 2020

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

$ During the year, the sponsors changed its name from Arbor Capital Sponsors (Pty) Ltd, to that of AcaciaCap Advisors (Pty) Ltd.

Directors

Non-executive:

Brian James Frost (76) *!
Non-executive Independent Chairman
Appointed June 1998

Michael Brain (73) !
Non-executive Independent Director
Appointed June 1984

Finlay Craig MacGillivray (53) !*"#
Non-executive Independent Director
Appointed March 2011

Sarah Jane Gillett (47) *#
Non-executive Independent Director
Appointed September 2012

Executive :

Paul Friedrich Sass (57) #
Chief Executive Officer (CEO)
Appointed November 2009

Grant Andrew Böhler (49)
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

Bankers
First National Bank
Cape Town Corporate Branch
Ground Floor, Great Westerford
240 Main Road, Rondebosch, 7700

Sponsors $
AcaciaCap Advisors (Pty) Limited
20 Stirrup Lane, Woodmead Office Park
c/o Woodmead Drive & Van Reenen Avenue
Woodmead, 2157

Country of Incorporation
Republic of South Africa

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

Bowler Metcalf Limited
Integrated Annual Report
For the year ended 30 June 2020

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 :	08 September 2020

Contents

Members' Diary

Financial Year End	30 June
Annual General Meeting	November 2020

Reports	**Date Published**
Interim for half year	February 2020
Annual Report	September 2020

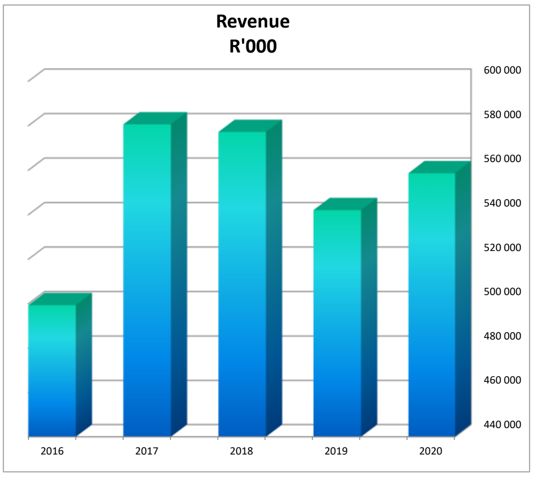
Dividends	**Date of Declaration**	**Date of payment**
Interim	February 2020	March 2020
Final	September 2020	October 2020

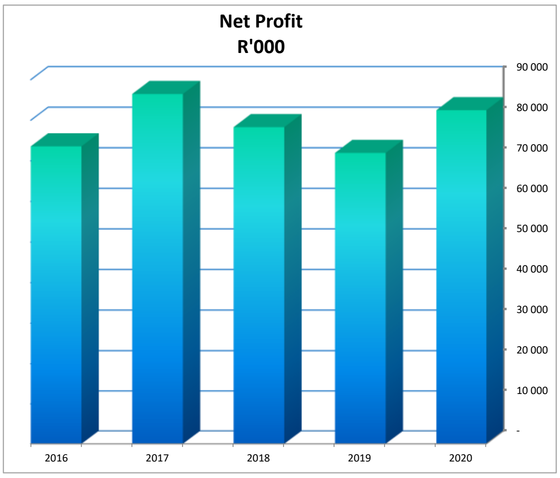
* The Shareholder Profile includes the shareholders analysis which is unaudited

FINANCIAL HIGHLIGHTS

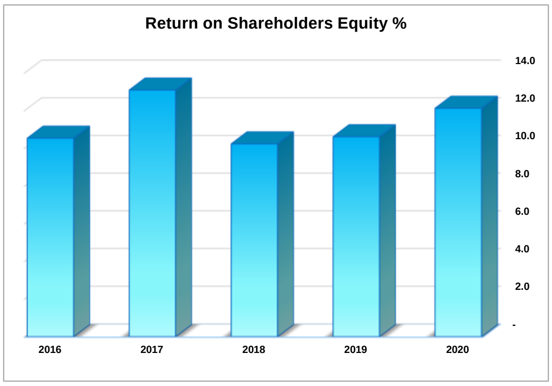
Years ending 30 June

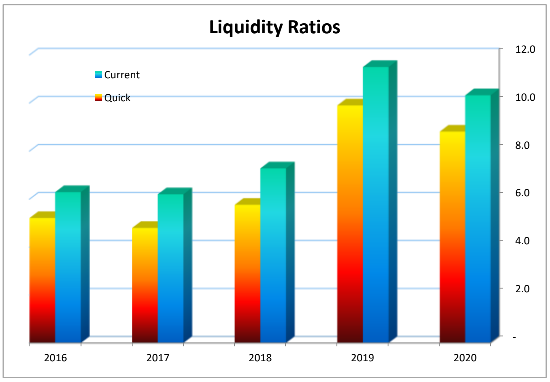
TRADING (Continuing operations only)	2020	2019	2018	2017	2016	2015
Revenue (R'000)	558 694	542 117	577 251	580 665	499 376	498 037
Operating profit (R'000)	89 900	63 604	95 750	107 966	79 319	88 011
Net profit (R'000)	82 486	71 959	78 309	86 475	73 575	71 988
Year-on-year growth/(decline) in net profit (%)	14.6	(8.1)	(9.4)	17.5	2.2	19.6
5 Year compound growth in net profit (%)	2.8	3.6	7.4	8.6	3.3	1.5





BALANCE SHEET	2020	2019	2018	2017	2016	2015
Shareholders equity (R'000)	681 020	678 999	766 120	661 247	699 046	667 752
Capital employed (R'000)	709 934	703 739	827 128	701 009	759 698	721 130
Total assets (R'000)	766 924	754 301	884 338	758 540	823 499	770 593
Return on shareholders equity (%)	12.1	10.6	10.2	13.1	10.5	10.8
Return on capital employed (%)	11.6	10.2	9.5	12.3	9.7	10.0
Current ratio	10.3	11.5	7.3	6.2	6.3	7.4
Quick ratio	8.8	9.9	5.8	4.8	5.2	6.2

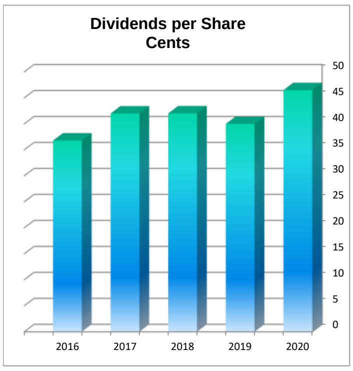


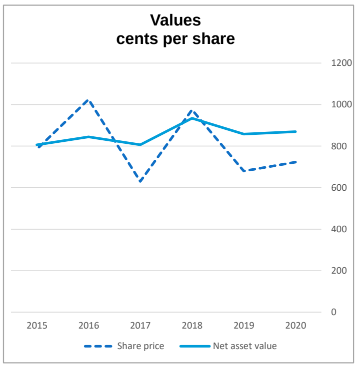


FINANCIAL HIGHLIGHTS - continued

Years ending 30 June

SHARE FACTS	2020	2019	2018	2017	2016	2015
EPS (cents)	111.03	88.09 *	95.50 *	104.45	88.86	87.28
HEPS (cents)	112.75	88.10 *	95.36 *	104.42	88.75	87.33
5 Year compound growth in HEPS (%)	5.2	3.3	7.2	8.2	0.9	6.8
Net asset value per share (cents)	869.5	858.0	934.3	806.4	844.3	806.5
Proposed ordinary dividends per share (cents)	46.5	40.0	42.0	42.0	36.8	41.4
Special dividend per share paid (cents)	-	305.0	-	-	-	-
Dividend cover (times)	2.4	2.2	2.3	2.5	2.4	2.1
Share price (cents)	723	680	975	630	1 025	785
Price earnings ratio	6.5	7.7	10.2	6.0	11.5	9.0
Shares traded (000's)	15 429	22 478	12 905	16 968	19 427	13 588
Weighted number of shares in issue ('000)	74 293	81 689	81 995	82 795	82 799	82 481





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.

DIRECTOR PROFILES

Independent Non-Executive

Brian James Frost (76) Audit and Risk Committee Remuneration Committee Chairman of the Board	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 is now the Chairman of 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 ten years.
Finlay Craig MacGillivray (53) 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 nine years.
Michael Brain (73) Remuneration Committee Lead Independent Non Executive Director	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, chairman 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-chairman and chief financial officer in 2011 and retired from executive duties in November of that year. 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 ten years.
Sarah Jane Gillett (47) Audit and Risk Committee Social and Ethics Committee (Chair)	Sarah Jane Gillett 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.

Executive

Paul Friedrich Sass (57) 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 (49) 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.

CHAIRMAN'S REPORT

This is my second final Chairman's Report and definitely my final one.

Since my last report we have seen the whole world unfolding in a way which almost has the feeling of science fiction. The plan for the transition to a new Chairman was put on hold to have continuity during this unprecedented social and business environment.

The JSE recently released an advisory note on the role of the Board during the Covid-19 pandemic, with particular emphasis on governance issues. My colleagues and I are satisfied that most of the recommendations have already been attended to and the necessary controls put in place.

In a manufacturing business such as Bowler Plastics most of the employees are required to be physically at work for the company to function. Under the Covid-19 environment the safety of our staff and their confidence in our protocols at work are critical for their regular attendance.

I have personally visited the Head Office and the main factory in Cape Town and it would be true to say I felt as safe as I do in my own home. The protocols are based on world class best practice and the leadership deserve unreserved compliments for the way the protocols are implemented and measured.

I have placed particular emphasis on this point as it has enabled the company to deliver exceptional uninterrupted service to our customers. The results in the Annual Financial Statements are evidence of this and are covered in more detail in the Chief Executive Officer's report.

In my last Chairman's Report I wrote:
"The year ahead will be very challenging but the capacity, mood and spirit in the company to do what is required to keep it where it belongs gives me great optimism for the future."

I also wrote:

The strength and depth of the Company's management team is the key to our future success. The Remuneration Committee working with the Chief Executive Officer have been focusing on ensuring that we have the talent and organizational structure to execute our future strategy."

I am pleased to report that in spite of the current circumstances significant progress has been made, and our shareholders and other stakeholders will be informed in due course.

The Covid-19 pandemic has created great uncertainty as to how business and social conditions will evolve. This has created greater energy and commitment to ensure that the business is well placed to succeed and grow in an uncertain environment.

Our Chief Executive Officer, Friedel Sass and Financial Director, Grant Bohler, and their teams deserve our thanks and praise for their unstinting commitment and personal sacrifice in overcoming Covid-19 fatigue to ensure that the business is in a favourable position to weather this storm.

My fellow Non-Executive Directors have been available whenever we have needed them and their wise counsel and support for our management team have played a major role in ensuring the company is well positioned for the future.

Finally, I wish to thank our shareholders for their constructive feedback and continued confidence in our company. My heartfelt thanks to my colleagues, the leadership team and all the wonderful people at Bowler who have contributed to making my 22 years of association with this great business such a fulfilling part of my life.

B.J. FROST
Non-Executive Independent Chairman

CHIEF EXECUTIVE OFFICER'S REPORT

It hardly seems necessary to underline the precarious state we find ourselves in as a nation for the foreseeable future. The Covid-19 global crises is cutting deeply into the fragility of our national economy, the full extent of which is yet to be fathomed.

For most of the reporting period, Bowler Metcalf benefitted from the steady recovery of Bowler Packaging following the weaker performance of the prior year. Gratifyingly, the lockdown period proved to have a limited negative impact on the overall performance, with various operations continuing throughout this time.

Bowler Metcalf posted an overall turnover improvement of 3.1% and a concomitant improvement in HEPS of 27.9%. This was boosted in the main by some fortuitous procurement windfalls from materials and a beneficial product mix in the packaging business. Supported by this performance and mindful of the strength of our Bowler Metcalf balance sheet, a final dividend of 29.5cents per share is declared. During the period, Bowler Metcalf acquired a total of 6 883 966 shares. 6 447 304 of these shares have subsequently been cancelled.

Seemingly, the immediate trading proposition for Bowler Packaging appears stable. The business is sensitive to consumer's disposable income. The distressed state of the market, exorbitant energy cost hikes despite unreliable supply, incommensurate human capital cost increases and increasing societal disruptions impact the business directly. The management is stepping up to a next level of intense focus on operational efficiencies and agile performances. Further expansions of the moulding capacity in the closures plant, various technology driven upgrades for both the Rigids and Tubes businesses will likely be in the region of R25-35 million in the new year. The lockdown impacted a lower than budgeted Capex in Bowler Packaging at R13.4 million.

Planning for the R61 million of costs for upgrades and expansions in the Bowler Properties portfolio of the Western Cape has commenced late due to delays caused by the Covid-19 pandemic, but is now well on track. It is envisaged that these upgrades and expansions will be completed by 2021, providing employment to some additional 200 workers in the building industry.

As CEO, I impress the importance of both a participative and purposeful mind-set in the company and the partners to the business. This fuels the creative and innovative opportunities that times like these offer whether it is in the continued operations or in the projects environment. One of these opportunities is likely to be provided by the imminent government endorsement of the Industry's Extended Producer Responsibility (EPR) Plans furthering the circular industry aims within the plastic and packaging industries of South Africa.

During these times, we at Bowler Metcalf remain committed, as a first priority to our employees, and their families, by providing as much job security as is possible. We will spare no effort in achieving this end, and up to this time, we have managed to keep our staff safe and employed. The solidarity and appreciation experienced between all employees during this time was heart-warming and reinforced the virtues of constructive engagement.

With reference to the current times and in anticipation of continued challenges ahead, I commend and thank the majority of the Bowler family of employees, customers, suppliers and various stakeholders who continually and constructively sustain the relevance of the Bowler Metcalf deliverables.

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 polices 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 Chairman and Chief Executive Officer have been clearly defined by the Board.

The Chairman of the Board, Mr B Frost, 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 nine years.

The induction of directors is conducted through a formal process.

The Board is very satisfied with the directors and Board evaluations performed during the current year. The next evaluations are to be performed in two year's time.

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 it's directors during the year under review.

Audit and Risk Committee

Members	Category
Finlay Craig MacGillivray - Chairman	Non-executive Independent
Brian James Frost	Non-executive Independent
Sarah Jane Gillett	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 Board deems it appropriate that Mr Frost, the Chairman of the Company, continues to serve on this committee given his extensive experience.

The committee met three times during the year, and the chairman 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 - Chairman	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 Chairman reported back to the Board on the activities of the Committee.

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 structures,
- 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 (refer Implementation report for more detail).

Remuneration Policy

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 this policy therefore is to ensure that the Company's 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.

Remuneration Components

Base 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 with reference to the above and are benchmarked in line with the size and performance of the entity.

Short Term Incentive Scheme

The board may, on the recommendation of the Remuneration Committee, elect to pay an incentive to employees based upon criteria relevant at the time of consideration. Employees who fall within this consideration may be eligible to earn a bonus. Bonus payments are usually paid after availability of audited results.

Criteria defining the value to be paid are determined by the remuneration committee, upon due consideration of the following:

- Performance of the company to target;
- Individual performance and level of influence and responsibility in terms of attaining company targets; and
- Continuous employment within the financial period and status of employment at the time of pay-out; and,
- Any proposed bonus payment is debated and either confirmed, adjusted or declined by the committee.
- 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 the members.

Long Term Incentive Scheme

A long term incentive scheme linked to the achievement of the company's strategic objectives and regular performance reviews is under consideration as part of the current process of review of the remuneration policy referred to in the Implementation Report. Such scheme will be overseen by the Remuneration Committee.

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.

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.

Implementation Report

The process of engagement with independent consultants and employees, aimed at defining a more detailed remuneration policy embracing the culture within the business, is nearing completion. The focus demanded from senior executives and employees on addressing the impact of Covid-19 pandemic during the year under review has pushed out the expected date of completion of such exercise to later in the 2021 financial year.

The executive remuneration scheme will include a malus and clawback clause. Other feedback from shareholders will be taken into account, together with that of external service providers, in formulating a more comprehensive remuneration policy to be shared in the Company's following annual report.

The Remuneration Committee also served as the Nominations Committee. The Chairman of the Board agreed to remain on the Board following a request by Board members to provide continuity through the period of disruption caused by Covid-19 pandemic, and until the current process of review of succession at Board level is completed.

Policy Review

This policy and implementation report 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

Remuneration Policy for Non-executive Directors

Non-executive Directors receive fees for services on 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.

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.

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

The proposed fees for 2021 have been based on 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	Committee fees	Total 2020	Total 2019
		R'000	R'000	R'000	R'000
Non-executive Independent					
B J Frost	Jun 1998	374	154	528	548
M Brain	Jun 1984	322	77	399	1 088
FC MacGillivray	Mar 2011	206	307	513	460
SJ Gillett	Sep 2012	206	181	387	413
Total		1 108	719	1 827	2 509
Paid by subsidiary		(1 108)	(719)	(1 827)	(2 509)
Paid by company		-	-	-	-

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	Category
Sarah Jane Gillett - Chairperson	Non-executive Independent
Paul Friedrich Sass	Executive
Finlay Craig MacGillivray	Non-executive Independent

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 twice 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						
BJ Frost	Non-Exec Indep Chairman	Jun 1998	Nov 2019		4	4
FC MacGillivray	Non-Exec Independent	Mar 2011	Nov 2019		4	4
SJ Gillett	Non-Exec Independent	Nov 2012	Nov 2018		4	3
M Brain	Non-Exec Lead Indep	Jun 1984	Nov 2018		4	3
PF Sass	Chief Executive Officer	Nov 2009			4	4
GA Böhler	Chief Financial Officer	Dec 2011			4	4
Guests:						
AC September	Company Secretary				4	4
Audit & Risk Com						
Members:						
FC MacGillivray	Chairman	Mar 2011	Nov 2019		3	3
BJ Frost	Member	Jun 1998	Nov 2019		3	3
SJ Gillett	Member	Nov 2012	Nov 2019		3	3
Guests:						
PF Sass	Chief Executive Officer				3	3
GA Böhler	Chief Financial Officer				3	3
AC September	Company Secretary				3	3
Mazars	External auditor				3	2
Remuneration Com						
FC MacGillivray	Chairman	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 Gillett	Chairman	Nov 2012			2	2
PF Sass	Member	Apr 2012			2	2
FC MacGillivray	Member	Feb 2019			2	2

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 2020					
Male					
African	-	118	77	195	25%
Coloured	9	204	54	267	32%
Indian	-	2	-	2	0%
White	25	10	-	35	4%
Foreign nationals	2	2	-	4	0%
Female					
African	2	104	44	150	18%
Coloured	2	137	19	158	19%
Indian	-	1	-	1	0%
White	10	4	-	14	2%
Foreign nationals	-	1	-	1	0%
Total - January 2020	50	583	194	827	100%
Employment - January 2019					
Male					
African	-	120	69	189	25%
Coloured	16	183	59	258	32%
Asian	1	1	-	2	0%
White	28	6	3	37	5%
Foreign nationals	3	1	3	7	1%
Female					
African	2	68	61	131	16%
Coloured	3	122	39	164	20%
Asian	1	-	-	1	0%
White	10	3	-	13	2%
Foreign nationals	-	-	2	2	0%
Total - January 2019	64	504	236	804	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 world-shaking event of Covid-19 pandemic has for a while overshadowed the world-awakening to waste containment and responsible waste management. Mainstream thinking is supporting the realisation that our behaviour is responsible for a threatened stability in the earth's balance. At least for an earth as we know it. Bizarrely the two events are more intertwined as one would generally give credit. The only certainty in the uncertainty of the current times lies in the realisation that past norms are unlikely to be of limited use for future developments.

The management of the Covid-19 pandemic has received coverage nationally and internationally from various angles. I am proud of my teams for having risen to the challenges in uncertain times. Together we have provided a safe and trusted environment from the first days of lockdown. The level of care and solidarity displayed have been heart-warming and bear testimony to the fundamental values of Bowler. Whatever the fall-out of the pandemic, I have trust and faith in the resilience of the Bowler culture and teams to master these with determination.

3 key developments within our industry are reaching maturity with significant (and I believe positive) impact on the future of the sector. Firstly is the embrace of the internationally guided concept of a Circular Economy as a responsible and sustainable application of resources. This has finally initiated numerous collaborative efforts not only along the entire supply chain, but also across various interest Groups and stakeholders.

One of the efforts is the draft formulation of the Master Plan for the Plastics Industry. This collaborative effort between industry, labour and government has as purpose the development of a vison for growth in the industry based on 6 key pillars for sustainability. The draft of this document can be reviewed on www.plasticsinfo.co.za/2020/07/29/master-plan-for-plastics-industry-growth. I am hopeful for a successful implementation.

We are elated at the government change of policy to support an industry managed and circular industry driven waste management regulation in the form of a Section 18 EPR (Extended Producer Responsibility). This now provides the necessary support and continues the momentum of exceptional work by PETCO (https://petco.co.za/) and POLYCO (https://www.polyco.co.za/). These organisations have championed the collection and recycling of post-consumer packaging in PET and Polyolefin for many years. Their role and successes in driving awareness, building lives from the collection chain and supporting the environment is inspirational.

Closer to home is the Multicapital Scorecard for the business providing insights with Bowler specific focus.

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	Financial 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. Non-Financial 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.

2020 MultiCapital 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 FY2020	Achievement of Target 2020	Commentary and Key Developments
Social	Living wage		Low	100%	The company had recovered reasonably well from the industrial action without direct long term loss of jobs. At the time of reporting, Covid-19 impact on job loss had not occurred. The company was able to reasonably pay all employees during all lockdown stages. The business has a plant level agreement with NUMSA to July 2021. Economic consequences to the stability of the workplace is not foreseeable currently.
	Workplace safety		Extreme High	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		High	20%	Annual EE review with Dept. of Labour are compliant. The business is BBBEE non-compliant. Plan to achieve a compliance level for FY 2020 have been severely delayed by Covid-19 .
	Succession		High	60%	Good depth in the business at most levels with regular and systemic training interventions. Senior level succession plans are being implemented with focus on transformation management over a 2-3 year period.
	Culture		Medium	70%	Trust levels in the value system have improved substantially, reinforced and evidenced during the Covid-19 Risk Management Process. Focus is required on inclusivity and equality benchmarking .
	Innovative capacity		High	70%	Strategic Focus on New Business Development has delivered good results during the past period. Covid-19 is likely to drive a significantly changing market, requiring innovative solutions.
Economic	Equity		High	100%	Cash position remains very strong. Investment for infrastructure, modernisation, automation, replacement of assets and new capacity are the main focus area. Share buybacks reprsents continued good return for shareholders.
	Debt		Low	100%	The business philosophy of low gearing remains a strategic imperative during 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%	The various impacts of Covid-19 are well documented and uncertain. The unfold of the economy post Covid-19 is unpredictable. A trend of shrinking market was evident prior to Covid-19. The market is also changing, driven by the environmental concerns. The framework for the EPR (Extended Producer Responsibility) is soon to be gazetted and promises to be a industry stabiliser.
Environmental	Water supplies		Low	100%	The supply and contingencies are well managed in the current environment.
	Circular Waste Economy		High	25%	The EPR framework has been agreed. This will impact the future of the industry with guidelines for sustainability and targets.
	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.
	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: “The directors, whose names are stated below, hereby confirm that

(a) the annual financial statements set out on pages 15 to 48, fairly present in all material respects the financial position, financial performance and cash flows of the issuer in terms of IFRS;

(b) 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; and

(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 within the combined assurance model pursuant to principle 15 of the King Code.

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 2021 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 48 were approved by the Board of Directors on:
08 September 2020

Signed on their behalf by:

B J FROST
Chairman

P F SASS
Chief Executive Officer

G A Böhler
Chief Financial Officer

Ottery
08 September 2020

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
08 September 2020

AUDIT AND RISK COMMITTEE REPORT

Membership

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

Craig MacGillivray (Chairman)
Brian Frost
Sarah Gillett

Functions performed

The committee nominated for approval at the annual general meeting Mazars as the external auditor for the 2021 financial year, and Ms Yolandie Ferreira as the designated auditor.

Recommendation of auditor

The committee has considered the independence requirements of the Independent Regulatory Board for Auditors 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, where such engagement represents fees in excess of 10% of the annual fee. Non-audit services to a value of less than 10% of audit fees invoiced were rendered during the year under review and comprised submission of income and dividend tax returns, annual duty returns, notifications to the Companies and Intellectual Property Commission and advice on income tax.

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 32 years, with Ms Y Ferreira serving her second year of five as audit partner of the Group. Both Mazars, as a firm, and Ms Y Ferreira, as designated individual partner, have recently received satisfactory inspection reports from IRBA, both of which have been made available to us, and neither of which warranted further investigation. We have also considered the internal monitoring findings as done by Mazars Risk Department and found it satisfactory.

The committee is satisfied that Mazars is independent of the company.

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 and 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.

• 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.

AUDIT AND RISK COMMITTEE REPORT (continued)

• 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, compliance with IFRS and statutory requirements, revenue recognition, valuation of property, plant, equipment and inventory, related party disclosures, going concern and subsequent events. 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 the JSE pro-active monitoring report and apply recommendations where necessary.

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
Chairman of the Audit and Risk Committee
08 September 2020

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 Gillett as chairperson, one executive director, Paul Friedrich Sass (CEO) and one other non-executive director, Finlay Craig MacGillivray, 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 Group'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 twice 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.

- Risk report covering the committees key focus areas. To deal with the Covid-19 pandemic risk the company formed a committee that developed a very comprehensive Hazardous Biological Agent Strategy (HBA). The committee managed the implementation, training and have reported back to management and the board on a regular basis. Bowler has gone to great lengths to ensure all legislation has been complied to, with the primary focus, of ensuring that staff remain healthy and that the plants have been able to function at an optimum level and keep up with the continued demand. Bowler have done an extraordinary job of working as a team on this, soliciting the input and advise of the health department and ensuring the correct budget and resources have been allocated and supplied. The committee and management team needs to be highly commended on their efforts.

- Monitored the social and economic development plan considering the Employment Equity Act and the Broad Based Black Economic Employment Act. Further progress has been made this last year on B-BBEE but a concerted effort will need to be given to supplier development, internal transformation and a revision of the board structure in order to become compliant. Bowler continue to recognise the importance of B-BBEE and have a focused internal team addressing all levels of the score card and are positioning themselves to become complaint. The strategy will continue to look to embrace the company's transformation, skills development, employment equity and sustainability strategies.

- Existing projects that were launched in 2019 have been continued, such as the FAMSA upliftment project, a project launched to help with the upliftment of communities in which staff members reside. An internal recycling project was also launched which has been embraced by the company in its endeavour to ensure the recycling of plastics and therefore the continued sustainability of our environment.

- 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.

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 and now more recently having to deal with the Covid-19 pandemic.

SGillett

S GILLETT
Chairperson of the Social and Ethics Committee
08 September 2020

To the shareholders of Bowler Metcalf Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Bowler Metcalf Limited and its subsidiaries (the Group) set out on pages 24 to 48, which comprise the consolidated and separate statement of financial position as at 30 June 2020, and the consolidated and separate statement of profit or loss and other comprehensive income, the consolidated and separate statement of changes in equity and the consolidated and separate statement of cash flows for the year then ended, and consolidated and separate notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Group as at 30 June 2020, 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 Financial Statements section of our report. We are independent of the group in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of financial statements in South Africa. We have fulfilled our other ethical responsibilities in accordance with the IRBA Code and in accordance with other ethical requirements applicable to performing audits in South Africa. The IRBA Code is consistent with the corresponding sections of the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. All key audit matters relate to the consolidated financial statements.

Matter	**Audit response**
Impact of Covid-19 pandemic on the Bowler Metcalf's consolidated financial statements (Note 31) The South African economy has been deeply impacted by the Covid-19 pandemic that resulted in the nation wide lockdown from the 27th of March 2020. After the initial hard lockdown, the government then imposed a risk-based lockdown level approach which saw the continued partial easing of the lockdown regulations. The lack of a clear timeline for the releasing of the various lockdown levels has further continued to have an impact on the economy and business sector of South Africa. The directors' have disclosed the impact of Covid-19 on the entity in note 31 of the current year Annual Report. The directors' highlighted that they were still able to trade under the lockdown conditions as they were deemed to be an essential services provider to various sectors including personal care, household, food and beverages and pharmaceutical. This allowed the Group to continue trading under the hard lockdown regulations that were present. The directors' will continue to evaluate the impact of Covid-19 on the entity. The full long term effects of the pandemic are not yet known, but will continue to be monitored by the directors' accordingly.	As part of the audit work performed, we have evaluated the impact that Covid-19 has had on the Group's business operations, as well as its ability to continue as a going concern for foreseeable future. We obtained a cash flow forecast and budgets for the 12 months from the end of the financial reporting date, which was prepared for the working capital requirements of the Group and we have assessed it as follows: • reviewing the Directors' forecast and tested the mathematical accuracy thereof; • making enquiries to understand the period of assessment and the completeness of adjustments considered and implication of those assumptions in the budgeting process; • comparing the results of the period after year end to the budgeted figures to ensure reasonability of the forecasts; and evaluating the available cash balances and resources as available at year end. As a further part of the audit work performed, we assessed the Group's customers' ability to repay their debt as at year end. We have assessed and tested the ability of the customers' to repay their debt as follows:

As per note 9 and 31 to the consolidated financial statements, the directors have concluded that the financial results for 30 June 2020 financial year include the impact of Covid-19 for the period in trade and other receivables and the impact this has had on then the ability of their customers to repay their outstanding debt as at year end.	• reviewing the Directors' assessment and summary of which customers had paid their outstanding balance as at year end; • selecting a sample of payments made by the customers after year end, in relation to the balance owing at year end, and tracing these payments to the bank statements; and • testing the accuracy of the percentage disclosed by the Directors' indicating the percentage of customers that had settled their year-end balance subsequent to year end. Having performed our audit procedures and evaluated the outcomes we concluded that our audit procedures appropriately address the key audit matter.

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 2020", which includes the Director's Report, the Audit Committee's Report, the Company Secretary's Certificate and the Social and Ethics Committee Report as required by the Companies Act of South Africa, the Shareholder Profile and the Integrated Annual Report, which we obtained prior to the date of this report. Other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed 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 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 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 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 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 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.

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, related safeguards.

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 32 years.

Mazars
Registered Auditors
Partner: Yolandie Ferreira
Registered Auditor
08 September 2020
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 2020.

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

Despite the current Covid-19 pandemic and suppressed market conditions, there has been no further impact on the write off of goodwill, debtors or inventory above what was raised at year end, and no other significant events occurred subsequent to year end.

Covid-19 Impact

The outbreak of the Covid-19 pandemic in March 2020 has had a significant impact on the South African and world economy. This was further exacerbated by the announcement of a lock-down in South Africa from 27 March 2020. As a designated essential service provider, the Group continued operating during the lock-down, albeit at reduced capacity and increased operational and compliance costs. Despite the pandemic, the Group reported a slight increase in revenue compared to the prior year. The markets in which the Group operates have slowly started to recover and the activity levels have escalated currently to ‘near normal’ levels. However, the sustainability of this initial recovery is uncertain as the market demand in the medium term has yet to be established and settled. Accordingly, the Group treated the impact of the Covid-19 pandemic as an adjusting event and other than as summarised below, it did not result in any significant adjustments to the Group’s financial statements for the period ended 30 June 2020. The Group continues to monitor the impact of the pandemic, and at the date of releasing the results consider the impact post year end to not be material.

The financial impact of Covid-19 pandemic can be summarised as follow:

- Increase in ECL % for debtors; Refer note 9.
- Material increase in provision for bad debts. As a percentage of total trade debtors, the provision has increased from 3.2% as at 30 June 2019 to 4.8% as at 30 June 2020.
- No material impact in bad debts written off during the year.
- No change in our definition of what constitutes default for our customers.
- No material impact on cash flows from debtors.
- Increase in provision for stock write-offs.
- Increase in capitalisation rates used for the valuation of land and buildings and investment properties (refer note 1.2 and 2.2)
- No staff were retrenched during the year as a result of the Covid-19 pandemic.

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. Shares so acquired, with a market value of R46.8 million was declared as a dividend in specie to Bowler Metcalf Ltd and subsequently cancelled during the financial period being reported on (refer note 13).

Dividends

Interim dividends of 17.00 cents per share (2019: 15.00c) were paid to shareholders on 23 March 2020. A final cash dividend of 29.50 cents per share (2019: 25.00c) has been proposed in terms of the notice included in this report.

Property, Plant and Equipment

There has been no change in the nature of the property, plant and equipment of the Group. The estimated useful lives of buildings were changed during the year. Refer notes 1 and 2.

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. No changes were made to the Board during the reporting period.

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 Chairman 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 7 November 2019:

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 2020 and 2021.

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

Directors' Interest in Shares
The directors' interests in the company's issued share capital at 30 June 2020 were as follows:

Directors' holdings ('000)		**Beneficial Direct**	**Beneficial Indirect**	**Total**	**%**
2020					
BJ Frost (Non-Executive Chairman)	**	**-**	**101**	**101**	**0.1**
M Brain (Non-Executive)	**	**66**	**3 046**	**3 112**	**4.0**
PF Sass (Executive)	**	**896**	**18 180**	**19 076**	**24.4**
		962	**21 327**	**22 289**	**28.5**
Shares in issue ('000)				**78 326**	
2019					
BJ Frost (Non-Executive Chairman)	**	-	101	101	0.1
M Brain (Non-Executive)	**	66	3 046	3 112	3.7
PF Sass (Executive)	**	896	15 767	16 663	19.7
		962	18 914	19 876	23.5
Estate late HW Sass		2 413	-	2 413	2.8
		3 375	18 914	22 289	26.3
Shares in issue ('000)				84 773	

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 2020

	Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
Assets					
Non-current assets		**178 627**	175 228	**7 551**	7 551
Property, plant and equipment	**1**	**159 341**	161 837	**-**	-
Investment properties	**2**	**5 051**	5 125	**-**	-
Intangible assets	**3**	**3 392**	4 862	**-**	-
Right of use assets	**4**	**3 194**	-	**-**	-
Investment in subsidiaries	**5**	**-**	-	**5 664**	5 664
Investment in associate	**6**	**-**	-	**-**	-
Deferred taxation	**14**	**7 649**	3 404	**1 887**	1 887
Current assets		**588 297**	579 073	**378 588**	377 279
Inventories	**8**	**86 234**	79 078	**-**	-
Trade and other receivables	**9**	**102 186**	101 665	**-**	-
Prepayments	**10**	**7 247**	3 103	**-**	-
Cash and cash equivalents	**11**	**381 616**	382 912	**367 574**	366 990
Other Investments	**12**	**10 999**	10 289	**10 999**	10 289
Taxation		**15**	2 026	**15**	-
Total assets		**766 924**	754 301	**386 139**	384 830
Equity and Liabilities					
Equity attributable to:					
Parent company equity holders		**681 020**	678 999	**65 355**	81 558
Stated capital	**13**	**-**	-	**-**	-
Retained earnings		**713 815**	709 044	**65 355**	81 558
Treasury shares	**13**	**(32 795)**	(30 045)	**-**	-
Total equity		**681 020**	678 999	**65 355**	81 558
Non-current liabilities		**28 914**	24 740	**-**	-
Long term lease obligation	**15**	**948**	-	**-**	-
Deferred taxation	**14**	**27 966**	24 740	**-**	-
Current liabilities		**56 990**	50 562	**320 784**	303 272
Related party loans	**7**	**-**	-	**320 778**	303 098
Trade and other payables	**16**	**54 078**	50 177	**6**	3
Short term lease obligation	**15**	**2 600**	-	**-**	-
Taxation		**312**	385	**-**	171
Total equity and liabilities		**766 924**	754 301	**386 139**	384 830

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2020

	Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
COMPREHENSIVE INCOME					
Continuing operations					
Revenue	**17**	**558 694**	542 117	**72 432**	121 141
Cost of sales		**(380 878)**	(387 811)	**-**	-
Profit before operating costs		**177 816**	154 306	**72 432**	121 141
Other operating income		**214**	311	**-**	-
Operating costs		**(88 130)**	(91 013)	**(1 022)**	(1 256)
Profit on disposal of associate		**-**	-	**-**	142 374
Profit from operations	**18.1**	**89 900**	63 604	**71 410**	262 259
Net finance income/(cost)	**20**	**25 398**	36 457	**(17)**	(3)
- income		**25 909**	36 487	**-**	-
- costs		**(511)**	(30)	**(17)**	(3)
Profit before tax - continuing operations		**115 298**	100 061	**71 393**	262 256
Taxation	**21**	**(32 812)**	(28 102)	**(7 121)**	(41 640)
Profit for the year - continuing operations		**82 486**	71 959	**64 272**	220 616
Discontinued operations					
Profit on disposal of associate	**18.2**	**-**	180 083		
Profit before tax - discontinued operations		**-**	180 083	**-**	-
Taxation		**-**	(40 133)	**-**	-
Profit for the year - discontinued operations		**-**	139 950	**-**	-
Profit for the year		**82 486**	211 909	**64 272**	220 616
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		**82 486**	211 909	**64 272**	220 616
Earning per share - basic and diluted	**22**				
Continuing operations		**111.03**	88.09		
Discontinued operations		**-**	171.32		
		111.03	259.41		

STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2020

Attributable to equity holders of the parent R'000	Notes	Stated Capital 13.1	Retained Earnings	Treasury Shares 13.2	Total Equity
Group					
Balance at 1 July 2018		16 069	780 214	(30 163)	766 120
Purchase of treasury shares		-	-	(18 982)	(18 982)
Shares cancelled		(16 069)	(3 031)	19 100	-
Comprehensive profit for the year to 30 June 2019		-	211 909	-	211 909
Dividends paid		-	(280 047)	-	(280 047)
Balance at 30 June 2019		**-**	**709 045**	**(30 045)**	**679 000**
Purchase of treasury shares		-	-	(49 577)	(49 577)
Shares cancelled		-	(46 827)	46 827	-
Comprehensive profit for the year to 30 June 2020		-	82 486	-	82 486
Dividends paid		-	(30 889)	-	(30 889)
Balance at 30 June 2020		**-**	**713 815**	**(32 795)**	**681 020**
Company					
Balance at 1 July 2018		16 069	163 244	-	179 313
Shares cancelled		(16 069)	(3 031)	-	(19 100)
Comprehensive profit for the year to 30 June 2019		-	220 616	-	220 616
Dividends paid		-	(299 271)	-	(299 271)
Balance at 30 June 2019		**-**	**81 558**	**-**	**81 558**
Shares cancelled		-	(46 827)	-	(46 827)
Comprehensive profit for the year to 30 June 2020		-	64 272	-	64 272
Dividends paid		-	(33 648)	-	(33 648)
Balance at 30 June 2020		**-**	**65 355**	**-**	**65 355**

Group	**2020 cents**	2019 cents
DIVIDENDS PER SHARE		
Dividends paid	**42.00**	341.54
Final previous year	**25.00**	21.54
Special dividend	**-**	305.00
Interim this year	**17.00**	15.00
Dividends	**46.50**	345.00
Interim this year - actual	**17.00**	15.00
Special dividend - actual	**-**	305.00
Final this year - proposed	**29.50**	25.00

STATEMENT OF CASH FLOWS

For the year ended 30 June 2020

	Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
Cash flows arising from operating activities		**64 250**	(248 697)	**16 554**	(354 595)
Cash receipts from customers		**558 173**	555 260	**-**	-
Cash paid to suppliers and employees		**(456 295)**	(452 570)	**-**	-
Cash generated by/(used in) operations	**24.1**	**101 878**	102 691	**(1 019)**	342
Interest received		**25 199**	36 487	**24 895**	36 041
Interest paid		**(43)**	(30)	**(17)**	(3)
Taxation paid	**24.2**	**(31 895)**	(107 798)	**(7 305)**	(91 703)
		95 139	31 350	**16 554**	(55 324)
Dividends paid		**(30 889)**	(280 047)	**-**	(299 271)
Cash flows arising from investing activities		**(12 823)**	447 675	**-**	471 970
Property, plant and equipment					
- Proceeds on disposal	**24.3**	**634**	69	**-**	-
- Additions	**24.4**	**(13 457)**	(20 690)	**-**	-
		(12 823)	(20 621)	**-**	-
Investments					
- Proceeds on disposal of Associate	**6**	**-**	413 454	**-**	417 128
- Acquisition of cash unit trust	**12**	**-**	(10 000)	**-**	(10 000)
Receipts of related party loan		**-**	64 842	**-**	64 842
Cash flows arising from financing activities		**(52 723)**	(18 982)	**(15 970)**	53 593
Treasury shares					
- acquisitions	**13.2**	**(49 577)**	(18 982)	**-**	-
Repayment of lease liabilities		**(3 146)**	-	**-**	-
Related party loan					
- cash receipts		**-**	-	**419 715**	2 002 583
- cash payments		**-**	-	**(435 685)**	(1 948 990)
Net (decrease)/increase for the year		**(1 296)**	179 996	**584**	170 968
Balance at beginning of period		**382 912**	202 917	**366 990**	196 022
Cash and cash equivalents at end of the year		**381 616**	382 912	**367 574**	366 990
		381 616	382 912	**367 574**	366 990
Cash and cash equivalents comprise:					
Bank accounts and cash on hand		**381 616**	382 912	**367 574**	366 990
Cash and cash equivalents at end of the period		**381 616**	382 912	**367 574**	366 990

Group

1 Property, plant and equipment

	Cost R'000	Accumulated Depreciation R'000	Balance R'000
30 June 2020			
Land and buildings	**67 077**	**(43 112)**	**23 965**
Manufacturing plant and equipment	**405 339**	**(280 917)**	**124 422**
Non-manufacturing plant and equipment	**18 885**	**(12 433)**	**6 452**
Capital work in progress	**4 502**	**-**	**4 502**
	495 803	**(336 462)**	**159 341**
30 June 2019			
Land and buildings	62 389	(42 636)	19 753
Manufacturing plant and equipment	394 785	(275 031)	119 754
Non-manufacturing plant and equipment	18 263	(11 720)	6 543
Capital work in progress	15 787	-	15 787
	491 224	(329 387)	161 837

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 2020					
Net balance at beginning of year	**19 753**	**119 754**	**6 543**	**15 787**	**161 837**
Additions	**214**	**7 759**	**970**	**4 502**	**13 445**
	19 967	**127 513**	**7 513**	**20 289**	**175 282**
Depreciation	**(475)**	**(14 062)**	**(1 034)**	**-**	**(15 571)**
Disposals	**-**	**(370)**	**-**	**-**	**(370)**
Transfers from work in progress	**4 473**	**11 314**	**-**	**(15 787)**	**-**
Reclassification	**-**	**27**	**(27)**	**-**	**-**
Net balance at end of year	**23 965**	**124 422**	**6 452**	**4 502**	**159 341**
30 June 2019					
Net balance at beginning of year	23 062	122 354	9 822	2 789	158 027
Additions	-	5 161	47	15 482	20 690
	23 062	127 515	9 869	18 271	178 717
Depreciation	(3 309)	(12 624)	(869)	-	(16 802)
Disposals	-	-	(78)	-	(78)
Transfers from work in progress	-	2 484	-	(2 484)	-
Reclassification	-	2 379	(2 379)	-	-
Net balance at end of year	19 753	119 754	6 543	15 787	161 837

	Group **2020** **R'000**	2019 R'000
1.1 Change in estimate		
During the year, the estimated useful life of buildings were increased from 25 to 40 years. The change was done prospectively, and increased the net profit before tax by R2 666 031 for Group owned buildings. The accounting policy has accordingly been amended.		
1.2 Fair value of land and buildings		
Directors' valuation	**156 605**	169 576

Fair Value Hierarchy - Level 3
Applies 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;
- higher capitalisation rates that reflects
  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 downwards.

	2020	2019
The key input used in measuring the fair values is: - capitalisation rate.	11.0% - 11.25%	9.0% - 11.2%

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
2	**Investment properties**				
	Net balance at beginning of year	**5 125**	5 611		
	Additions	**12**	-		
		5 137	5 611		
	Depreciation	**(86)**	(486)		
	Net balance at end of year	**5 051**	5 125		

2.1 Change in estimate

During the year, the estimated useful life of investment properties were increased from 25 to 40 years. The change was done prospectively, and increased the net profit before tax by R400 402. The accounting policy has accordingly been amended.

2.2 Fair value of land and buildings

		Group 2020 R'000	Group 2019 R'000
	Directors' valuation	**42 877**	32 837

Fair Value Hierarchy - Level 3
Applies 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 an in-depth review of the property, the capitalisation rate was adjusted downwards 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:

		Group 2020	Group 2019
	- The capitalisation rate applied:	11.00%	12.50%
2.3	**Income and expenses of investment properties**		
	Rental income	**5 908**	5 539
	Direct operating expenses	**775**	881
3	**Intangible assets**		
	Goodwill on acquisition of cash generating unit at carrying values		
	- balance at beginning of year	**4 862**	4 862
	- impairment	**(1 470)**	-
	- balance at the end of the year	**3 392**	4 862
	Cost	4 862	4 862
	Accumulated impairment	(1 470)	-
	Net Book value	**3 392**	4 862
	Goodwill comprises of		
	- cash generating unit trading in KZN	**3 392**	4 862
		3 392	4 862

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 impaired at the year end. This is due mainly to the reduced demand in that region, which has been further compromised by the negative consequences of the Covid-19 pandemic. The impairment relates to the Plastic Packaging Segment.

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 compounded growth rates of 4.3% (2019 : 1% and 3%)
* Discount rate to calculate value in use of 18.1% (2019:18.7%)
* The customers and resulting future earnings base for the KZN region reduced in the current year; accordingly, the growth rates increased from the prior year and the discount rate has been reduced to reflect lower 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.

	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000

4 Right of use asset

	Group 2020 R'000
Balance at effective date: 1 July 2019	**6 226**
New leases	**-**
Terminated leases	**-**
Depreciation	**(3 032)**
Balance at 30 June 2020	**3 194**
Cost	**6 226**
Accumulated Depreciation	**(3 032)**
Net Book Value	**3 194**

The Group adopted IFRS 16 for the first time in the current financial period. Comparative figures have been accounted for in accordance with IAS 17

The Group leases some of the buildings in which they operate. The lease terms vary from 1 – 3 years (2019: 1 – 3 years).

Amounts recognised in profit and loss:	Group 2020 R'000
Depreciation expense of right of use asset	**3 032**
Interest expense on lease liabilities	**468**
Expenses relating to short term leases	**3 146**
Total cash flows recognised	**3 146**
Interest expense on lease liabilities	**468**
Capital repayment	**2 678**

At 30 June 2020, the Group is committed to R225k of short-term leases.

Comparative information for lease liabilities under IAS 17

The information presented for lease liabilities for the comparative period has been prepared on the basis of IAS 17, and therefore only represents the liability as at that date for finance leases and not for operating leases. The leases have been classified as operating leases in the prior year, therefore no disclosure is presented as comparative information.

5 Investment in subsidiaries

Unlisted subsidiary companies

Incorporated and operating solely in South Africa	Number of Shares Held 2020	Number of Shares Held 2019	% of Issued Capital 2020 %	% of Issued Capital 2019 %		Shares at Carrying Value R'000 R	Shares at Carrying Value R'000 R
Subsidiaries - directly held							
Bowler Plastics (Pty) Ltd	105	105	100	100		**5 664**	5 664
Hazra Properties Two (Pty) Ltd	300	300	100	100	*	**-**	-
Bowler Properties Two (Pty) Ltd	100	100	100	100	*	**-**	-
Postal Presents (Pty) Ltd	1	1	100	100	*	**-**	-
Subsidiaries - indirectly held							
Gad-Tek (Pty) Ltd	100	100	100	100	*	**-**	-
Investment in subsidiaries - at cost						**5 664**	5 664

* Shares are held at a nominal value of R1 each

6 Investment in associate

6.1 Unlisted associated company

	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
SoftBev Proprietary Limited (Incorporated and operating solely in South Africa)				
Number of shares ('000)				
- % of Issued Capital	**0.0%**	0.0%	**0.0%**	0.0%
Carrying value				
- opening balance	**-**	233 371	**-**	274 754
- share of profit	**-**	-	**-**	-
- reversal of impairment	**-**	-	**-**	-
- disposal of investment	**-**	(233 371)	**-**	(274 754)
- Carrying value	**-**	-	**-**	-

During the previous year, the company disposed of its 41.4% associate investment in SoftBev (Pty) Ltd. Final proceeds on the disposal were received on 15 November 2018.
The associate made up the Beverages Segment.

	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
Gross proceeds on disposal	**-**	418 562	**-**	418 562
Transaction cost	**-**	(1 434)	**-**	(1 434)
Operating cost associated with the disposal of the investment in associate	**-**	(3 674)	**-**	-
Net proceeds	**-**	413 454	**-**	417 128
Carrying value of investment classified as held for sale	**-**	233 371	**-**	274 754
Profit before tax realised on disposal of associate	**-**	180 083	**-**	142 374
Taxation	**-**	(40 133)	**-**	(31 892)
Net profit on disposal of investment in associate	**-**	139 950	**-**	110 482

		Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
7	**Related parties**					
7.1	**Loans payable**					
	Subsidiary:					
	Bowler Plastics (Pty) Ltd		**-**	-	**(320 778)**	(303 098)
	The loan is unsecured, interest free with no fixed term of repayment.					
7.2	**Related party transactions**					
	Subsidiaries					
	Dividends received:					
	Bowler Plastics (Pty) Ltd		**-**	-	**46 827**	19 100
	Hazra Properties Two (Pty) Ltd		**-**	-	**-**	45 000
	Bowler Properties Two (Pty) Ltd		**-**	-	**-**	8 000
	Postal Presents (Pty) Ltd		**-**	-	**-**	13 000
					46 827	85 100
	Subsidiary of associate					
	Quality Beverages 2000 (Pty) Ltd					
	Revenue		**-**	6 362	**-**	-
	Rental income		**-**	828	**-**	-
	The related party relationship with SoftBev (Pty) Ltd and Quality Beverages 2000 (Pty) Ltd ceased on the disposal of the Associate. See note 6.					
8	**Inventories**					
	Raw materials		**39 834**	32 507		
	Consumable stores		**10 584**	13 430		
	Work in progress		**3 455**	2 988		
	Finished goods		**32 361**	30 153		
			86 234	79 078		
9	**Trade and other receivables**					
	Trade receivables		**101 706**	101 097		
	Other receivables		**480**	568		
			102 186	101 665		

9.1 Analysis of trade receivables

30 June 2020

		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	**54 540**	**(60)**	**(599)**	**53 881**
	30 Days	**36 062**	**(80)**	**-**	**35 982**
	60 Days	**10 508**	**(108)**	**-**	**10 400**
	Total	**101 110**	**(248)**	**(599)**	**100 263**
Past Due					
	90 Days	**6 270**	**(4 827)**	**-**	**1 443**
	120 Days	**-**	**-**	**-**	**-**
	Total	**6 270**	**(4 827)**	**-**	**1 443**
Total		**107 380**	**(5 075)**	**(599)**	**101 706**

30 June 2019

		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	44 215	(41)	(599)	43 575
	30 Days	46 793	(43)	-	46 750
	60 Days	10 163	(41)	-	10 122
	Total	101 171	(125)	(599)	100 447
Past Due					
	90 Days	3 910	(3 260)	-	650
	120 Days	-	-	-	-
	Total	3 910	(3 260)	-	650
Total		105 081	(3 385)	(599)	101 097

		Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
9.1	**Expected Credit Loss Allowances (and provision for credit notes)**					
	Balance at beginning of year		**3 984**	10 617		
	Increase in allowances		**1 707**	674		
	Bad debts written off during the year		**(17)**	(7 307)		
	Reversals of allowances		**-**	-		
	Balance at end of year		**5 674**	3 984		

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 61 days (2019:62 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. Management considers the credit risk relating to trade and other receivables past due but not impaired to be acceptable based on credit evaluations performed.

The bad debts written off during the previous year related primarily to a large debtor that went into business rescue, and had no amounts recoverable. This resulted in the decrease in the provision for doubtful debts.

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 Covid-19 pandemic had a negative impact on a small portion of the customer base.

The major portion of the customers are in the personal care, household, food and beverages and pharmaceutical sectors of the economy. A smaller portion of the customer base is in the hospitality and leisure sectors. The latter industries have been severely affected by lower demand given lower consumer spending. The impact of the pandemic on the customer's cash flow can be seen in slower cash receipts and a worsening ageing profile at year end.

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 including the economic impact of Covid-19 pandemic as evidenced by a recent increase in industry default rates, estimated at 3 times the historical rates.

94.0% of trade receivables have been collected subsequent to year-end.

R4.7 million of other receivables was written off during the prior year in respect of a claim on a collapsed water tank despite the executive management taking a view on the recoverability of that claim. Management continued to evaluate and took guidance from evolving legal opinion as the matter progressed. At year end, no estimate of the probable outcome could be made with any degree of certainty. No amounts has been provided as income or anticipated legal fees on the matter.

		Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
10	**Prepayments**					
	Advance payments - expenses		**7 247**	3 103	**-**	-
			7 247	3 103	**-**	-
11	**Cash and cash equivalents**					
	Bank accounts and cash on hand		**381 616**	382 912	**367 574**	366 990

Bank facilities

The Company has stood surety, limited to R20 million, for facilities granted to Bowler Plastics (Pty) Ltd.

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.

The credit ratings of individual banks were obtained and noted that credit rating was moved from Baa3 to Ba1 for the long-term local currency ratings of The Standard Bank of South Africa Limited, FirstRand Bank Limited, ABSA Bank Limited, Nedbank Limited and Investec Bank Ltd.
Risk on South African banks are considered negligible as all cash deposits are guaranteed by the SA Reserve Bank and banks are financially sound.

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
12	**Other Investments**				
	Cash unit trust	**10 999**	10 289	**10 999**	10 289

The investment is in the Ashburton Stable Income Fund portfolio, under the management of Ashburton Investments which is part of the FirstRand Group.
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 6.9% (2019: 8.1%) for the year.
The fair value of the investment is derived from the market value of the underlying shares in the unit trust portfolio (as traded on the stock exchange), but not traded itself.
The investment has been classified as a level 2 fair value in terms of the hierarchy.

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
13	**Stated capital**				
13.1	*Authorised*				
	189 850 000 Ordinary shares of no par value				
	Issued				
	78 326 023 (2019:84 773 327) Ordinary shares of no par value	**-**	-	**-**	-
13.2	*Treasury shares*				
	Balance at beginning of year	**(30 045)**	(30 163)		
	Acquisitions	**(49 577)**	(18 982)		
	Disposals	**46 827**	19 100		
	Balance at end of year	**(32 795)**	(30 045)		
	Number of shares				
	Balance at beginning of year	**79 136 032**	81 995 105	**84 773 327**	87 624 108
	Treasury shares acquired / shares cancelled	**(6 883 966)**	(2 859 073)	**(6 447 304)**	(2 850 781)
	- market trades	**(6 883 966)**	(2 859 073)	**-**	-
	- share cancellation	**-**	-	**(6 447 304)**	(2 850 781)
	Balance at end of year	**72 252 066**	79 136 032	**78 326 023**	84 773 327
	Comprising:				
	Issued shares	**78 326 023**	84 773 327	**78 326 023**	84 773 327
	Treasury shares	**(6 073 957)**	(5 637 295)	**-**	-
	Percentage of issued shares	**7.8%**	6.6%		

6 883 966 (2019: 2 859 073) shares were acquired during the year at an average purchase price of R7.20 (2019 R6.58) per share.
6 447 304 (2019: 2 850 781) of these acquired shares were cancelled during the year.

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
13.3	*Weighted number of shares*				
	Balance at beginning of year	**79 136 032**	81 995 105		
	Treasury shares - weighted	**(4 843 411)**	(305 724)		
	Weighted number of shares in issue during the year	**74 292 621**	81 689 381		
14	**Deferred taxation**				
	Balance at end of the year	**20 317**	21 336	**(1 887)**	(1 887)
	Balance at end of the year comprises:				
	- capital allowances	**27 072**	26 221	**-**	-
	- right of use asset	**894**	-	**-**	-
	- accruals	**(5 562)**	(3 791)	**-**	-
	- leases	**(993)**	-	**-**	-
	- CGT profit on investments of subsidiaries	**(1 094)**	(1 094)	**(1 887)**	(1 887)
		20 317	21 336	**(1 887)**	(1 887)
	Consisting of:				
	- liabilities	**27 966**	24 740	**-**	-
	- assets	**7 649**	3 404	**1 887**	1 887

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
15	**Lease Liabilities**				
	Total lease liabilities at 30 June 2020	**3 548**	-		
	Analysed as follow:				
	- Non current	**948**	-		
	- Current	**2 600**	-		
	Maturity analysis				
	Year 1	**2 788**	-		
	Year 2	**972**	-		
	Year 3	**-**	-		
	Total	**3 760**	-		
	Less: unearned interest	**(212)**	-		
	Interest incurred on lease liability	**468**	-		

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 – 3 years (2019: 1 – 3 years). The Group adopted IFRS 16 for the first time in the current financial period. Comparative figures have been accounted for in accordance with IAS 17.

The carrying value of the right of use assets amount to R3 193 542 at year end.

Leases have renewal options of 1-2 years, that are exercisable 3-6 months before the end of the leases.

	Group 2020 R'000
Measurement of leases	
Operating lease commitments disclosed as at 30 June 2019	8 249
Less: short term leases not recognised as a liability	(3 766)
	4 483
Add: adjustments as a result of a different treatment of extension and termination options	1 877
Lease liability recognised as at 1 July 2019	**6 360**
Analysed as follow:	
Non current lease Liability	4 333
Current lease Liability	2 027
	6 360

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
16	**Trade and other payables**				
	Trade payables	**21 908**	27 808	**-**	-
	Accruals and other payables	**32 170**	22 369	**6**	3
		54 078	50 177	**6**	3
17	**Revenue**				
	Sale of plastic packaging	**552 786**	536 578	**-**	-
	Rental income	**5 908**	5 539	**-**	-
	Dividends received	**-**	-	**46 827**	85 100
	Interest received	**-**	-	**25 605**	36 041
		558 694	542 117	**72 432**	121 141

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.

	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
Disaggregate revenue sources				
Plastic Packaging and Related Products	**552 786**	536 578	-	-
Property Leases	**5 908**	5 539	-	-
	558 694	542 117	**-**	-

Revenue has been presented and disclosed consistently with the manner in which it is internally reported to and reviewed by the chief operating decision makers (refer note 26).

		Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
18.1	**Profit from continuing operations**					
	Profit before tax is arrived at after taking into account the following items:					
	Expenses					
	(Profit)/loss on disposal of fixed assets		**(264)**	9	**-**	-
	Directors' emoluments	**23**	**10 083**	13 181	**-**	-
	Employee costs		**139 499**	126 970	**-**	-
	Retirement funding		**4 243**	3 940	**-**	-
	Foreign exchange losses		**189**	88	**-**	-
	Maintenance		**16 638**	23 701	**-**	-
	Impairment of goodwill		**1 470**	-		
	Operating leases - buildings		**4 011**	7 492	**-**	-
	Transport		**18 006**	19 342	**-**	-
18.2	**Profit from discontinued operations**					
	Profit before tax is arrived at after taking into account the following items:					
	Profit on disposal of associate		**-**	180 083	**-**	142 375
19	**Depreciation**					
	Property, plant and equipment	**1**				
	Land and buildings		**475**	3 309		
	Manufacturing plant and equipment		**14 062**	12 624		
	Non-manufacturing plant and equipment		**1 034**	869		
			15 571	16 802		
	Right of use Asset	**4**	**3 032**	-		
	Investment properties	**2**	**86**	486		
			18 689	17 288		
	Manufacturing		**14 062**	12 624		
	Non-manufacturing		**4 627**	4 664		
20	**Finance income and costs**					
	Income					
	Financial assets at amortised cost					
	Financial institutions - banks		**25 199**	36 198	**24 895**	35 752
	Financial assets at fair value					
	Other investments - cash unit trust		**710**	289	**710**	289
			25 909	36 487	**25 605**	36 041
	Financial liabilities measured at amortised cost					
	Interest paid - banks		**24**	30	**-**	3
	Interest paid - lease obligation		**468**	-	**-**	-
	Interest paid - other		**19**	-	**17**	-
			511	30	**17**	3
21	**Taxation**					
	Income tax - current		**33 572**	25 203	**6 884**	91 308
	Income tax - prior		**261**	313	**237**	-
	Deferred taxation - current		**(1 021)**	2 586	**-**	(49 668)
			32 812	28 102	**7 121**	41 640
	Reconciliation of rate of taxation					
	SA normal tax rate		**28.0%**	28.0%	**28.0%**	28.0%
	Adjusted for:					
	Disallowable expenses/exempt income		**0.3**	(0.2)	**(18.3)**	(9.1)
	Prior periods		**0.2**	0.3	**0.3**	-
	Capital Gains Tax		**-**	-	**-**	(3.0)
	Net increase/(decrease)		**0.5**	0.1	**(18.0)**	(12.1)
	Effective tax rate		**28.5%**	28.1%	**10.0%**	15.9%

		Notes	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
22	**Headline earnings**					
22.1	**Reconciliation of headline earnings**					
	Continuing operations					
	Attributable to holders of the parent - earnings		**82 486**	71 959		
	Adjustments net of tax - (profit)/loss on disposal of assets - Plastic Packaging		**(190)**	6		
	- (profit)/loss on disposal of plant & equipment		**(264)**	9		
	- tax		**74**	(3)		
	Impairment of goodwill		**1 470**	-		
	Headline earnings - continuing operations		**83 766**	71 965		
	Discontinued operations					
	Attributable to holders of the parent - earnings		**-**	139 950		
	Reversal of profit on disposal of associate net of tax		**-**	(139 950)		
	gross		**-**	(180 083)		
	tax		**-**	40 133		
	Headline earnings - discontinued operations		**-**	-		
	Headline earnings - total		**83 766**	71 965		
22.2	**Weighted number of shares in issue**	**13**	**74 292 621**	81 689 381		
22.3	**Earnings per share (cents)**					
	Earnings per share (cents) - total		**111.03**	259.41		
	Continuing operations		**111.03**	88.09		
	(profit)/loss on disposal of assets net of tax - Plastic Packaging		**(0.26)**	0.01		
	Impairment of goodwill- Plastic Packaging		**1.98**	-		
	Headline earnings per share (cents) - continuing operations		**112.75**	88.10		
	Discontinued operations		**-**	171.32		
	Reversal of profit on disposal of associate net of tax		**-**	(171.32)		
	Headline earnings per share (cents) - discontinued operations		**-**	-		
	Headline earnings per share (cents) - total		**112.75**	88.10		

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.

23 Emoluments of directors, prescribed officers and other employees

R'000	Director Fees	Short-term Employee Benefits: Basic salary	Short-term Employee Benefits: Allowances & Benefits	SoftBev Deal Bonus	Retirement Benefits	Total R'000
30 June 2020						
Executive directors						
PF Sass	-	3 318	478	-	260	4 056
GA Böhler	-	2 694	94	-	211	2 999
Non-Executive directors						
BJ Frost	528	-	-	-	-	528
M Brain	399	-	-	-	-	399
FC MacGillivray	513	-	-	-	-	513
SJ Gillett	387	-	-	-	-	387
Prescribed officers						
AC September	-	1 083	26	-	92	1 201
	1 827	7 095	598	-	563	10 083
Paid by subsidiaries	(1 827)	(7 095)	(598)	-	(563)	(10 083)
Paid by company	-	-	-	-	-	-
30 June 2019						
Executive directors						
PF Sass	-	3 328	276	750	257	4 611
GA Böhler	-	2 579	97	2 100	200	4 976
Non-Executive directors						
BJ Frost	508	-	-	40	-	548
M Brain	384	-	-	704	-	1 088
FC MacGillivray	420	-	-	40	-	460
SJ Gillett	373	-	-	40	-	413
Prescribed officers						
AC September	-	693	15	-	59	767
CA Bothma	-	300	-	-	18	318
	1 685	6 900	388	3 674	534	13 181
Paid by subsidiary	(1 685)	(6 900)	(388)	(3 674)	(534)	(13 181)
Paid by company	-	-	-	-	-	-

There are no fixed period service contracts.

24 Cash Flow

24.1 Cash generated by operations

	Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
Profit before tax	**115 298**	280 144	**71 393**	262 256
Non cash items	**22 053**	(158 096)	**(46 827)**	(227 233)
- depreciation-property, plant and equipment	**15 571**	17 288	**-**	-
- depreciation-investment properties	**86**	-	**-**	-
- depreciation-right of use asset	**3 032**	-	**-**	-
- finance lease obligation interest	**468**	-	**-**	-
- dividend in specie movement in loan *	**-**	-	**-**	(66 000)
- treasury shares dividend in specie	**-**	-	**(46 827)**	(19 100)
- other non cash movements **	**-**	4 690	**-**	530
- profit on disposal of investment in associate	**-**	(180 083)	**-**	(142 375)
- movement in ECL provision	**1 690**	-	**-**	-
- impairment of goodwill	**1 470**	-	**-**	-
- (profit)/loss on disposal of fixed assets	**(264)**	9	**-**	-
- transactional related party recharges	**-**	-	**-**	(287)
Adjustments for items shown separately	**(25 866)**	(36 457)	**(25 588)**	(36 038)
Interest paid	**43**	30	**17**	3
Interest received	**(25 909)**	(36 487)	**(25 605)**	(36 041)
Working capital changes	**(9 607)**	17 100	**3**	1 356
Inventories	**(7 156)**	7 568	**-**	-
Trade and other receivables	**(2 211)**	13 143	**-**	-
Advance payments - expenses	**(4 144)**	2 561	**-**	1 356
Trade and other payables	**3 904**	(6 172)	**3**	-
	101 878	102 691	**(1 019)**	342

* Relates to loan reductions within the Group. In the prior year, the subsidiaries declared dividend in specie by way of loan cessions to Bowler Metcalf.

** Group - Relates to write off of an other receivable during the prior year.

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
24.2	**Reconciliation of taxation paid**				
	Charged to the statement of comprehensive income	**(32 812)**	(68 235)	**(7 121)**	(41 640)
	Adjustment for deferred taxation	**(1 021)**	(38 461)	**-**	(49 668)
	Movement in taxation receivable	**1 938**	(1 102)	**(184)**	(395)
	Payments made	**(31 895)**	(107 798)	**(7 305)**	(91 703)
	Made up of:				
	Payments for disposal of associate	**-**	(80 531)	**-**	(80 531)
	Continuing operations	**(31 895)**	(27 267)	**(7 305)**	(11 172)
		(31 895)	(107 798)	**(7 305)**	(91 703)
24.3	**Proceeds on disposal of property, plant & equipment**				
	Book value of assets disposed of	**370**	78		
	Profit/(Loss) on disposal	**264**	(9)		
	Proceeds received	**634**	69		
24.4	**Additions to property, plant and equipment**				
	To maintain and expand operations				
	- land and buildings	**214**	-		
	- manufacturing plant and equipment	**7 759**	5 161		
	- capital work in progress	**4 502**	15 482		
	- other plant and equipment	**970**	47		
	- investment properties	**12**	-		
		13 457	20 690		
24.5	**Discontinued operations included in cash flow**				
	Operating activities	**-**	139 950		
	Investment activities	**-**	478 296		
24.6	**Other financial liabilities reconciliation**				
	Opening balance			**303 098**	314 975
	Cash receipts (related party loan)			**419 715**	2 002 583
	Cash payments (related party loan)			**(435 684)**	(1 948 990)
	Non-cash movements:				
	- non cash loan movements			**-**	530
	- dividend paid by Bowler Plastics (Proprietary) Limited			**33 649**	-
	- dividend in specie			**-**	(66 000)
	Closing balance			**320 778**	303 098
25	**Financial Instruments**				
25.1	**Credit Risk**				
	Financial assets exposed to credit risk are:				
	Trade and other receivables	**101 706**	101 097	**-**	-
	Cash unit trust	**10 999**	10 289	**10 999**	10 289
	Cash and cash equivalents	**381 616**	382 912	**367 574**	366 990
		494 321	494 298	**378 573**	377 279
	Guarantees				
	Limited sureties given to:				
	FNB for bank facilities granted to the Group	**-**	-	**20 000**	20 000
		-	-	**20 000**	20 000

25.1 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. Sales are mostly made to local counterparties. 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 0.25% (2019:0.17%).

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.
Debtors amounting to R2 613 263 (2019: R122 772) were handed over to attorneys for collection during the year. These amounts have been fully provided for at year end.

25.2 Foreign Exchange Risk

Foreign exchange risk arises on the acquisition of 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	
		2020 R'000	2019 R'000	**2020 R'000**	2019 R'000
25.3	**Interest Rate Risk**				
	Borrowings are secured at the best prevailing rates, the movement of which is monitored and managed on an on-going basis.				
	Variable-rate interest bearing assets	**381 616**	382 912	**367 574**	366 990
	Cash unit trust	**10 999**	10 289	**10 999**	10 289
	Net assets	**392 615**	393 201	**378 573**	377 279
	Estimated interest rate change	**1.0%**	0.5%	**1.0%**	0.5%
	Net after tax profit sensitivity	**2 827**	1 416	**2 726**	1 358
25.4	**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	**948**	-	**-**	-
	Payable within the next 12 months				
	Trade and other payables	**21 908**	27 808	**-**	-
	Lease liability	**2 600**	-	**-**	-
	Guarantees	**2 861**	3 056	**20 000**	20 000
	The above payables will be paid from cash generated from operations.				
	The risk of the guarantees being called upon is considered by the directors to be low.				
	Total financial liabilities	**28 317**	30 864	**20 000**	20 000
25.5	**Financial Asset Categories**				
	Financial assets at amortised cost				
	Trade and other receivables	**101 706**	101 097	**-**	-
	Cash and cash equivalents	**381 616**	382 912	**367 575**	366 990
		483 322	484 009	**367 575**	366 990
	Financial assets at fair value through profit or loss				
	Cash unit trust	**10 999**	10 289	**10 999**	10 289
25.6	**Financial Liability Categories**				
	Financial liabilities at amortised cost				
	Long term lease obligation	**3 548**	-	**-**	-
	Trade and other payables	**21 908**	27 808	**6**	3
		25 456	27 808	**6**	3

26 Segmental Report

Primary Format - Business Segments R'000	**Plastic Packaging**	**Discontinued Beverages**	**Property Investment**	**Holdings**	**Eliminations**	**Total**
30 June 2020						
Continuing operations						
Revenue	552 786	-	5 908	-	-	558 694
Intersegment revenue	-	-	21 549		(21 549)	-
Profit on disposal of investment in associate	-	-	-	-	-	-
Other income	2 974	-	-	-	(2 760)	214
Operating costs (excluding depreciation and impairment of goodwill)	(464 955)	-	(4 423)	(1 020)	21 549	(448 849)
Impairment of goodwill	(1 470)		-	-	-	(1 470)
Depreciation	(18 085)	-	(604)	-	-	(18 689)
	71 250	-	22 430	(1 020)	(2 760)	89 900
Finance income	303	-	-	25 606	-	25 909
Finance costs	(494)	-	-	(17)	-	(511)
Profit before tax	71 059	-	22 430	24 569	(2 760)	115 298
Taxation	(19 377)	-	(6 314)	(7 121)	-	(32 812)
Profit for the year	51 682	-	16 116	17 448	(2 760)	82 486
Attributable to:						
Equity holders of the parent	51 682	-	16 116	17 448	(2 760)	82 486
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	13 231	-	226	-	-	13 457
Customers with greater than 10% of Group revenue:						
- No customers with turnover exceeding 10%	-	-	-	-	-	-
30 June 2019						
Continuing operations						
Revenue	536 578	-	5 539	-	-	542 117
Intersegment revenue	-	-	20 132		(20 132)	-
Reversal of impairment on investment	-	180 083	-	-	-	180 083
Other income	19 536	-	-	-	(19 225)	311
Operating costs (excluding depreciation)	(471 080)	-	(9 333)	(1 256)	20 132	(461 537)
Depreciation	(13 709)	-	(3 579)	-	-	(17 288)
Share of profit of associate						
	71 325	180 083	12 759	(1 256)	(19 225)	243 687
Finance income	446	-	-	36 041	-	36 487
Finance costs	(27)	-	-	(3)	-	(30)
Profit before tax	71 745	180 083	12 759	34 782	(19 225)	280 144
Taxation	(14 596)	(40 133)	(3 758)	(9 748)	-	(68 235)
Profit for the year	57 149	139 950	9 001	25 034	(19 225)	211 909
Attributable to:						
Equity holders of the parent	57 149	139 950	9 001	25 034	(19 225)	211 909
Total Assets	646 907	-	42 607	384 830	(320 043)	754 301
Total Liabilities	95 387	-	753	303 272	(324 110)	75 302
Capital Expenditure	16 259	-	4 431	-	-	20 690
Customers with greater than 10% of Group revenue:						
- Customer 1	50 881	-	-	-	-	50 881

		Group 2020 R'000	Group 2019 R'000	Company 2020 R'000	Company 2019 R'000
27	**Commitments**				
	Capital				
	Plant	**5 540**	2 210		
		5 540	2 210		
	The expenditure will be financed from cash generated from normal business operations.				
	Leases				
	Operating leases on property	**-**	8 249		
	Due within one year	**-**	5 793		
	Due between one and five years	**-**	2 456		
		-	8 249		
	Lease commitments for the current year are disclosed in term of IFRS 16 per note 15. Prior year disclosures are in terms of IAS17.				
	The main terms of lease agreements are:				
	Rental escalations (%)	**7 - 8**	7 - 8		
	Number of months outstanding (months)	**7 - 19**	2 - 31		
	Renewal option (months)	**6 - 24**	6 - 24		
28	**Contingent Liabilities**				
	Bank guarantees issued	**2 861**	3 056	**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	**681 020**	678 999		
	Borrowings	**3 548**	-		
	Total equity and borrowings	**684 568**	678 999		
	Cash and cash equivalents	**381 616**	382 912		

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.

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

Despite the current Covid-19 pandemic and suppressed market conditions, there has been no further impact on the write off of goodwill, debtors or inventory above what was raised at year end, up to the date of the release of these Annual Financial Statements. No other significant events occurred subsequent to year end.

31 Going concern

As an essential packaging manufacturer, the company was exempt from lockdown and was allowed to continue to operate, provided that there were no supply chain disruptions (such as shortages of fuel, packaging and other key supplies) and no disruption to labour.

Management will continue to assess the financial impact of Covid-19 pandemic while placing the health and safety of the employees first.

At this point in time there are insufficient data points to understand the long term impacts of Covid-19 pandemic on future profitability and the consequent carrying value of assets. 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 company.

The financial impact of Covid-19 pandemic on the can be summarised as follow:

- Increase in ECL percentage for debtors; Refer note 9.
- Material increase in provision for bad debts.
- As a percentage of total trade debtors, the provision increased from 3.2% as at 30 June 2019 to 4.8% as at 30 June 2020.
- No material impact in bad debts written off during the year.
- No change in our definition of what constitutes default for our customers.
- No material impact on cash flows from debtors.
- Increase in the provision for stock write-offs.
- Increase in capitalisation rates used for the valuation of land and buildings and investment properties (refer note 1.2 and 2.2)
- No staff were retrenched during the year as a result of Covid-19 pandemic.

Presentation of Annual Financial Statements

The consolidated & company financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS), International Financial Reporting Standards, 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, except for the adoption of IFRS 16 Leases. (Refer note 15)

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:

Taxation

Judgement is required in determining the provision for income taxes due to the complexity of legislation. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Covid-19

The outbreak of the Covid-19 pandemic in March 2020 has had a significant impact on the South African and world economy. This was further exacerbated by the announcement of a lock-down in South Africa from 27 March 2020. As a designated essential service provider, the Group continued operating during the lock-down, albeit at reduced capacity and increased operational and compliance costs. Accordingly, the Group treated the impact of the Covid-19 pandemic as an adjusting event and other than as summarised in the director's report, it did not result in any significant adjustments to the Group's financial statements for the period ended 30 June 2020. The Group continues to monitor the impact of the pandemic, and at the date of releasing the results consider the impact post year end to not be material.

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. There was an increase in the allowance for credit losses in the 2020 financial year due to the impact of Covid-19 which resulted in suppressed market conditions. Please refer to the detail in note 9 for detail of the estimates made.

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. The useful live of buildings was reassessed during the year. Please refer to notes 1 and 2 for detail.

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. Some leases were extended during the year where these leases were considered crucial to the operations of the business.

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**
Land and buildings:	
Land	n/a
Industrial buildings	25-40
Manufacturing plant and equipment:	
Plant and machinery	7 to 40
Moulds	7 to 25
Non-manufacturing plant and equipment:	
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:

(a) - identify which entity is the acquiring entity in the transaction;
(b) - determining the date of the acquisition;
(c) - recognising and measuring the assets acquired and the liabilities assumed;
(d) - recognising and measuring any non-controlling interest; and
(e) - recognising:
   1. goodwill, representing the excess of the consideration paid and the non-controlling interest over the Group's interest in (c) above; and
   2. 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.

4 Investment in subsidiaries

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

5 Investment in associates

Company Financial Statements

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

Group Financial Statements

The investment in the associate and related loan were classified as held for sale during the prior year. The investment was equity-accounted up to that date. The investment in the associate was sold during the prior year.

6 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.

7 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.

8 Assets held for sale

Assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets held for sale are measured at the lower of their carrying amounts and fair value less costs to sell. An impairment loss is recognised, where necessary, for any write-down to fair value less costs to sell on the date of classification as held for sale. A gain is recognised for any subsequent increase in fair value less costs to sell, but not in excess of the cumulative impairment losses previously recognised. Investments in associates are not equity-accounted while classified as held for sale.

9 Discontinued operations

A discontinued operation is a component of the Group’s business, the operations and cash flows of which can be clearly distinguished from the rest of the Group (such as a segment) and which is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations. Classification as a discontinued operation occurs when the operation meets the criteria to be classified as held for sale. When the operation is classified as a discontinued operation, the comparative statement of comprehensive income is re-presented as if the operation has been discontinued from the start of the comparative year.

10 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

11 Disclosure of leases

The lease liability and right-of-use asset for property leases have been separately disclosed on the face of the statement of financial position where the Group has entered into lease agreements.

12 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.

13 Dividends paid

Dividends are recognised as a liability in the period in which they are declared.

14 Finance costs

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

15 Employee benefits

15.1 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.

15.2 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 included within employee cost

The fund is governed by the Pension Funds Act.

16 Leases

16.1 Operating leases - lessee (applied in the comparative period)

Operating lease payments are recognised as an expense on the straight-line basis over the lease term. The difference between the amounts recognised as an expense and the contractual payments is recognised as an operating lease liability. This liability is not discounted.

16.2 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.

Initial direct costs incurred in negotiating and arranging operating leases are added to the carrying amount of the property and recognised as an expense over the lease term on the same basis as the lease income. Income for leases is disclosed under revenue in profit or loss.

17 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 11 months.

18 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 shorter of its estimated useful life and the lease term. Right of-use assets are subject to impairment, in terms of IAS 36: Impairment of assets.

19 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. For these leases, the Group recognises the lease payments as an operating expense (note 15) on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

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

- fixed lease payments, including in-substance fixed payments, less any lease incentives;
- 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.

The lease payments also include payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

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.

In addition, the carrying amount of lease liabilities is remeasured if there is a modification or a change in the lease term.

20 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.

21 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.

22 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.

23 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 fair value. 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.

24 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.

25 Revenue

Sales of plastic packaging -Current year disclosure in terms of IFRS 15.

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 falls within the scope of IFRS 16 Leases, effective for years beginning on or after 1 January 2019. IFRS 16 was not early adopted by the Group. Bowler continued to recognize rental income received in terms of the IAS 17 principles in the current year. 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.

26 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.

27 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.

28 International reporting standards

28.1 Standards adopted during the year

IFRS 16 Leases

IFRS 16 provides for the principles for the recognition, measurement, presentation and disclosure of leases. The standard introduces a single accounting model for lessees building on the principle that all leases result in the lessee being entitled to use an asset and, if lease payments are made over time, obtaining financing. The standard eliminates the distinction of operating and finance leases for lessees resulting in a more true representation of the lessees assets and liabilities and improved transparency regarding the lessee's financial leverage and capital employed. Lessor accounting is largely left unchanged from its predecessor (IAS 17 Leases). The adoption did not affect the accounting of leases from a lessor perspective.

The Group has adopted the standard using the modified retrospective approach, and has not restated comparative for the 30 June 2019 reporting period. The Group has recognised all right of use assets as at 1 July 2019 at amounts equal to the related lease liabilities, adjusted by the amount of operating lease payables relating to those leases recognised in the statement of financial position immediately before the date of initial application.

Amounts paid by the Group during the year pertaining to lease liabilities under IFRS 16 have been disclosed in the statement of cash flows under the financing activities amounting to R3 145 185 and increased finance charges of R467 783 under operating activities.

The Group applied a weighted average incremental borrowing rate to lease liabilities recognised during the year of 9.64%.

Impairment review of right of use asset

Instead of performing an impairment review on the right of use assets at the date of the of initial application, the Group has made use of the practical expedient in IFRS 16, by doing an assessment of its existing lease agreements, prior to adopting IFRS 16, and where leases were onerous, the right of use assets for those agreements were adjusted by the onerous contract provision (if any) on initial application. Going forward, the impairment testing of the right of use assets will be done as part of the review of property, plant and equipment.

The impact of adopting IFRS 16 can be summarised as below:

Statement of Financial position

	Year ending 30 June 2020 R'000	At adoption date 01 July 2019 R'000
- increase in right of use asset	3 194	6 226
- increase in lease obligation	(3 548)	(6 360)
- decrease in opening lease payables		(134)
- increase in depreciation expense	(3 032)	
- decrease in operating lease expense	3 146	
- increase in finance cost	(468)	
- decrease in net profit	(354)	

Depreciation increased with R3 032 284 and finance cost with R467 831. Operating lease expense decreased with R3 145 185. The net profit for 2020 therefore have decreased with R354 882 to the adoption of IFRS 16.

Earnings and headline earnings per share has accordingly also reduced by 0.48 cents per share.

29 New standards and interpretations not yet adopted

29.1 *IFRS 3 Business Combinations*

Effective for periods beginning on or after 1 January 2020

IFRS 3 Business Combinations include amendments to the definition of a business. It clarifies that a minimum requirement for a business includes inputs and a substantive process that together significantly contribute to create outputs, narrow the definition of a business and outputs by placing emphasis on goods and services provided to customers and de-emphasising the ability to reduce costs and add an optional concentration test that permits a simplified assessment of whether an asset or a Group of similar assets is not a business.

The Group does not expect the IFRS 3 amendment to have a material impact.

29.2 *IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors*

Effective for periods beginning on or after 1 January 2020

The amendments relating to the definition of “material” that clarifies that materiality will depend on the nature and/or magnitude of information individually or in combination in the context of the financial statements; it explains how “obscured” information is similar to omitting or misstatement; and replaces the threshold of “could influence” with “could reasonably be expected to influence” in the definition of “material”. The materiality assessment only considers reasonably expected influence on economic decisions of primary users.

The Group does not expect the amendment to have a material impact.

Effective for periods beginning on or after 1 January 2022.

The amendments affecting the presentation of liabilities, clarify that classification of a liability is to be based on whether the right to defer settlement by 12 months exists at the end of the reporting period and the classification is unaffected by expectation of settlement.

The Group does not expect the amendment to have a material impact.

29.3 *Conceptual Framework for Financial Reporting*
Effective for periods beginning on or after 1 January 2020

The Conceptual Framework includes some new concepts, provides updated definitions and recognition criteria for assets and liabilities, and clarifies some important concepts.

The Group does not expect the amendment to have a material impact.

SHAREHOLDER PROFILE

At 30 June 2020

	2020			2019		
Size of Holding	**No of Holders**	**% of Holders**	**% of Capital**	No of Holders	% of Holders	% of Capital
Shareholdings						
1 - 5 000	744	64.5	1.2	825	59.2	1.4
5 001 - 10 000	125	10.8	1.2	187	13.4	1.5
10 001 - 50 000	168	14.5	5.3	249	17.8	6.0
50 001 - 100 000	49	4.2	5.0	50	3.6	3.9
100 001 and above	69	6.0	87.3	83	6.0	87.2
Total	1 155	100.0	100.0	1 394	100.0	100.0
Spread						
Public - South African	1 128	97.7	63.4	1 366	98.0	69.6
Public - Non Residents	23	2.0	0.3	24	1.7	0.4
Treasury	1	0.1	7.8	1	0.1	6.6
Directors	3	0.2	28.5	3	0.2	23.4
Total	1 155	100.0	100.0	1 394	99.9	100.0
Status						
Dematerialised	1017	88.1	97.6	1 255	90.0	97.7
Certificated	138	11.9	2.4	139	10.0	2.3
Total	1 155	100.0	100.0	1 394	100.0	100.0
Other Large Investors						
Aylett & Co through various funds			13.11			12.06
Kagiso through various funds			13.09			8.18
Old Mutual through various funds			7.56			6.59

There are no undisclosed members with beneficial holdings of greater than 5% of the number of issued shares.

			2020			**2019**	
	Direct / Indirect	**Shares Held**	**Shares Issued**	**% of Shares Issued**	**Shares Held**	**Shares Issued**	**% of Shares Issued**
A Subsidiaries							
Plastic Packaging Segment *manufacture of plastic packaging*							
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 *property owning*						-	
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 29.50 cents per share ("cps") (2019: 25.00 cps) has been declared payable to shareholders on Monday, 26 October 2020.

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 2020.

Additional information pertaining to the cash dividend:

			cps
	Dividend declared		
○	Gross local cash dividend		29.50
○	STC credits set off (see below)		-
	Taxable dividend		29.50
○	Dividend Withholding Tax (DWT) at	20.0%	(5.90)
○	Net local cash dividend to shareholders liable for DWT		23.60
○	Shareholders exempt from DWT will receive a gross dividend of		29.50
	Other information		
○	The local cash dividend, as defined by the Income Tax Act, will be made from income reserves		
○	Income Tax reference number		9775130710
○	Number of ordinary shares in issue		78 326 023
○	Company registration number		1972/005921/06

Salient dates for the cash dividend are:

Last day to trade "cum" dividend	Tuesday	20 October 2020
List date	Wednesday	21 October 2020
Record date	Friday	23 October 2020
Payment date	Monday	26 October 2020

Share certificates may not be dematerialised or re-materialised from Wednesday, 21 October 2020 to Friday, 23 October 2020, 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
08 September 2020

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given in terms of the Companies Act No 71 of 2008, as amended that the thirtieth 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 Tuesday, 3 November 2020 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	20 October 2020
Record date to determine shareholder's eligibility to vote	Friday	23 October 2020
Notification of intention of electronic participation	Friday	30 October 2020
Proxies to be submitted to the transfer secretaries by 09h00	Friday	30 October 2020
Date of AGM	Tuesday	03 November 2020

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 2020, 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 2020, 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 2020, be and is hereby approved by way of a non-binding advisory vote."

4 Ordinary Resolution Number Four (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."

5 Ordinary Resolution Number Five (Re-election of Director Ms Sarah Jane Gillet)
(refer page 4 for his abridged curricula vitae)

"Resolved that Ms Sarah Jane Gillet, 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."

6 Ordinary Resolution Number Six (Re-election of Director Mr Brian James Frost)
(refer page 4 for his abridged curricula vitae)

"Resolved that Mr Brian James Frost, who retires as a director in terms of King IV, but being eligible, and who offers himself 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 (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 chairman 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 Mr Brian Frost, an incumbent member of the Audit and Risk Committee and chairman of the Board, be and is hereby reappointed to the committee until the conclusion of the next annual general meeting of the company."

9.3 "Resolved that Ms Sarah Gillett, 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."

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 it's 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 it's 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 issued capital of the Company will be adequate for the purposes of the business 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-21 R'000**	**30-Jun-22 R'000**
Board		
Chair	389	405
Vice Chair / Independent Lead Director	335	348
Member	214	223
Audit and Risk Committee		
Chair	120	124
Member	80	83
Remuneration Committee		
Chair	120	124
Member	80	83
Social and Ethics Committee		
Chair	108	112
Member	80	83

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 Friday, 30 October 2020. [If a form of proxy is not received by such date, it may be handed to the Chairman 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
08 September 2020

BOWLER METCALF LIMITED
(Incorporated in the Republic of South Africa)
(Registration number 1972/005921/06)
Share Code: BCF ISIN: ZAE000030797)
("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 TUESDAY, 3 NOVEMBER 2020 AT THE ROYAL CAPE GHOLF 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 Chairman 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 Tuesday, 3 November 2020 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 (Re-election of Director Mr Michael Brain)			
Ordinary Resolution Number Five (Re-election of Director Ms Sarah Jane Gillet)			
Ordinary Resolution Number Six (Re-election of Director Mr Brian James Frost)			
Ordinary Resolution Number Seven (Directors' authority to negotiate and sign)			
Ordinary Resolution Number Eight (Reappointment of auditors)			
Ordinary Resolution Number Nine (Reappointment of Audit and Risk Committee)			
9.1 Mr Craig MacGillivray			
9.2 Mr Brian Frost			
9.3 Ms Sarah Gillett			
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 Chairman 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 Chairman, failure to so comply will be deemed to authorise the Chairman 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 Friday, 30 October 2020.

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 Chairman 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 Chairman 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 Chairman is satisfied as to the manner in which the shareholder wishes to vote.

The Journey

The 2020 Bowler Rebranding Story

Rather than a need, the rebranding of Bowler Plastics in 2020 was a proactive choice that aligned with a change in both internal and external communication processes within the company.

Two questions that immediately arose in the initial discussions of considering rebranding were ‘Why are we rebranding?’ and ‘Who are we rebranding for?’ This wasn’t simply a rebranding process. And the answers to these questions were far from simple. The *Communications Platform* was essentially the vision at the start of the journey. There was a need for a change in communications culture and reliable lines of communication within the business needed to be opened and tended to.

To begin bringing a uniform message together, we asked the question. What is Bowler?

Legacy
Bowler is classic and can hold its head high. It has stood the test of time.
Experienced
Confident, bold, the Bowler stamp of approval & attention to detail
Innovative & Relevant
Forward moving & fluid
Personable & Customer Centric
Moving with the customer, authentic and attentive
Trusted
A trust and belief in Bowler - ‘Packaging to hang your hat on’
Diverse
All inclusive and multi representational

These values were identified as key elements of Bowler that needed to be communicated and thus intrinsic in the branding.

The Bowler hat was retained, simplified and set apart as iconic and recognisable as Bowler’s legacy. The name Bowler Plastics was dropped to simply Bowler - a colloquial name for the company widely accepted. ‘Packaging’ was added for inclusivity and future thinking. The ‘Bowler’ name was made bold, capitalised and striking - instilling confidence & trust. An 80% keyline was added for attention to detail and focus.

A later, and key addition to the branding was the crimson band on the keyline. This line represents diversity and all inclusiveness. The inclusion of this spot colour was inspired by the vivid crimson stigmas of a saffron flower - called threads, which have long been the world's most costly spice by weight.

In the longterm, we see this spot colour as being a variable which addresses the diverse needs of a dynamic business. It will be used to direct focus on issues that are relevant and appropriate for the time.

This richer than ‘golden’ thread stands as a special and discreet reminder of Bowler’s values. It stands for the richness of who we are, our values and what we have achieved. Something to be proud of.

Presenting, Bowler 2020.

BOWLER
PACKAGING