INTEGRATED ANNUAL REPORT

30 JUNE 2021

BOWLER METCALF LIMITED

VISION STATEMENT

Together we make a difference

MISSION STATEMENT

We affirm our commitment to:

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

VALUES

- Trust
- Respect
- Honesty
- Caring

Front Cover

Meticulous planning, 7 months of construction and a dedicated project team turned 1,956m³ of concrete and 289 tonnes of steel into a state-of-the-art warehouse near to 5,500m² at the Philippi plant in Cape Town. This is in addition to the existing 11,000m² of production and warehouse space with the site holding a further 5,500m² expansion opportunity. The new warehouse increases storage space by an additional 4,000 to 8,000 pallets, protected by a specialized ESFR (Early Suppression, Fast Response) sprinkler systems and using a combination of LED lighting and occupancy sensors to reduce carbon footprint.

Directors

Non-executive:

Michael Brain (74) !
Non-executive Independent Chairman
Appointed June 1984

Brian James Frost (77) *!
Non-executive Independent Director
Appointed June 1998

Finlay Craig MacGillivray (54) !*"#
Non-executive Independent Director
Appointed March 2011

Sarah Jane Sonnenberg (48) *#
Lead Independent Non Executive
Appointed September 2012

Executive :

Paul Friedrich Sass (58) #
Chief Executive Officer (CEO)
Appointed November 2009

Grant Andrew Böhler (50)
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 2021

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 :	07 September 2021

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Members' Diary

Financial Year End	30 June
Annual General Meeting	November 2021

Reports	**Date Published**
Interim for half year	February 2021
Annual Report	September 2021

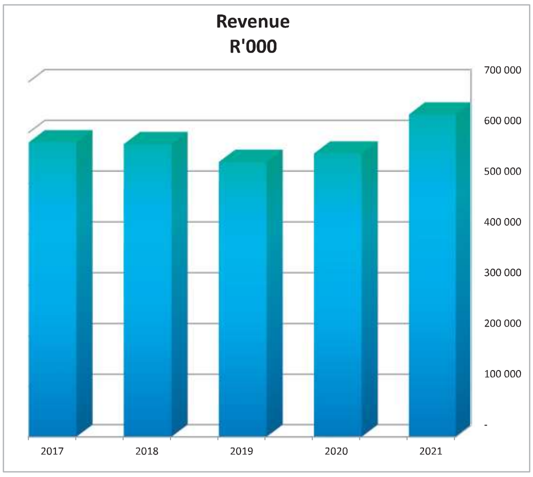
Dividends	**Date of Declaration**	**Date of payment**
Interim	February 2021	March 2021
Final	September 2021	October 2021

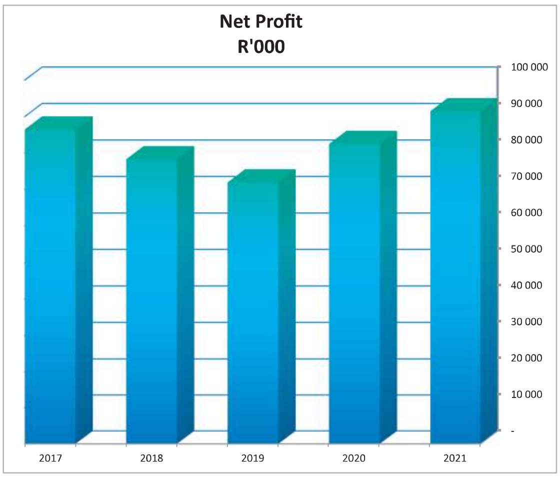
* The Shareholder Profile includes the shareholders analysis which is unaudited

FINANCIAL HIGHLIGHTS

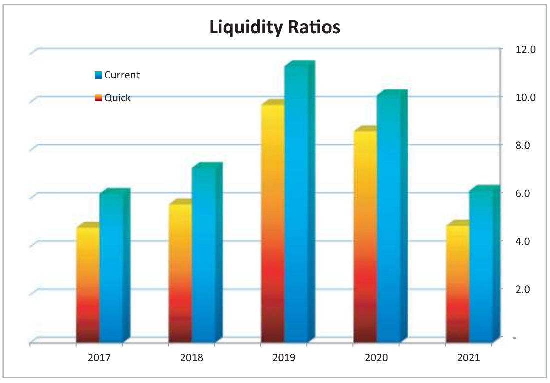
Years ending 30 June

TRADING (Continuing operations only)	2021	2020	2019	2018	2017
Revenue (R'000)	635 510	558 694	542 117	577 251	580 665
Operating profit (R'000)	111 195	89 900	63 604	95 750	107 966
Net profit (R'000)	91 485	82 486	71 959	78 309	86 475
Year-on-year growth/(decline) in net profit (%)	10.9	14.6	(8.1)	(9.4)	17.5
5 Year compound growth in net profit (%)	1.4	2.8	3.6	7.4	8.6





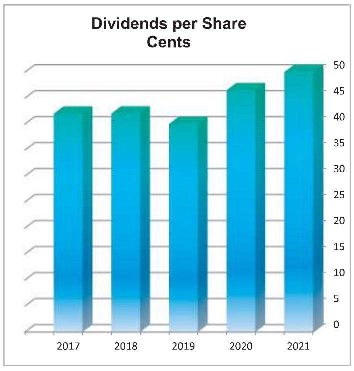
STATEMENT OF FINANCIAL POSITION	2021	2020	2019	2018	2017
Shareholders equity (R'000)	732 765	681 020	678 999	766 120	661 247
Capital employed (R'000)	754 923	709 934	703 739	827 128	701 009
Total assets (R'000)	827 564	766 924	754 301	884 338	758 540
Return on shareholders equity (%)	12.5	12.1	10.6	10.2	13.1
Return on capital employed (%)	12.1	11.6	10.2	9.5	12.3
Current ratio	6.3	10.3	11.5	7.3	6.2
Quick ratio	4.9	8.8	9.9	5.8	4.8

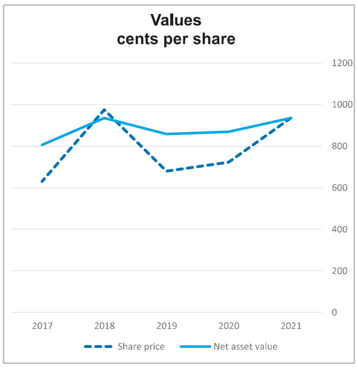


FINANCIAL HIGHLIGHTS - continued

Years ending 30 June

SHARE FACTS	2021	2020	2019	2018	2017
EPS (cents)	127.31	111.03	88.09 *	95.50 *	104.45
HEPS (cents)	127.31	112.75	88.10 *	95.36 *	104.42
5 Year compound growth in HEPS (%)	5.1	5.2	3.3	7.2	8.2
Net asset value per share (cents)	935.5	869.5	858.0	934.3	806.4
Proposed ordinary dividends per share (cents)	51.4	46.5	40.0	42.0	42.0
Special dividend per share paid (cents)	-	-	305.0	-	-
Dividend cover (times)	2.5	2.4	2.2	2.3	2.5
Share price (cents)	936	723	680	975	630
Price earnings ratio	7.4	6.5	7.7	10.2	6.0
Shares traded (000's)	4 448	15 429	22 478	12 905	16 968
Weighted number of shares in issue ('000)	71 861	74 293	81 689	81 995	82 795





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

* Continuing operations only.

Independent Non-Executive

Michael Brain (74)
Remuneration Committee
Chairman of the Board

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. Subsequent to year end, Brian Frost retired as Chairman of the Board, and Michael was elected as the new Chairman. The Board has assessed that his independence, character and judgement has not been impaired or affected by his length of service, which is in excess of eleven years.

Brian James Frost (77)
Audit and Risk Committee
Remuneration Committee

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

Finlay Craig MacGillivray (54)
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 ten years.

Sarah Jane Sonnenberg (48)
Lead Independent Non Executive
Audit and Risk Committee
Social and Ethics Committee (Chair)

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

Executive

Paul Friedrich Sass (58)
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 (50)
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

It is with abundant honour that I present my first report to Stakeholder as Chair of this fine Company. After 37 years in numerous positions, I look forward to playing this role in helping to shape the future of Bowler Metcalf. Notwithstanding the COVID-19 pandemic and all the collateral damage that follows in its wake being far from over, I am pleased to record that we have successfully navigated the many challenges of 2020/21. Our business model has proven to be resilient, and we remain well placed both strategically and operationally.

The radical changes that have occurred globally (and particularly domestically) in the socio/economic landscape in the last decade, demands that my role is to ensure that the Board continues to be equipped and proactive in dealing with the judgements required to deliver the correct solutions for our Stakeholders, our staff and wider society with whom we interact.

On the solutions required, consumers are increasingly demanding sustainability. Strategically, we position ourselves at the advanced technological edge of manufacturing; examples being a R8.7 mil current investment to substantially reduce the environmental impact of roll-on ball manufacture, or our planned 3MW solar project, each demonstrating our environmental empathy. Further advances are the closer focus on Social and Ethics matters (ably driven by Sarah Sonnenberg), as can be seems by the attached report. The Health and Safety element of this is vital, as our human capital remains our greatest asset. The Company spirit over four manufacturing plants is inspirational.

Financial matters have been well covered by Friedel Sass and detailed in this publication. Suffice to note that we have addressed some of Stakeholder's concerns of our cash rich "lazy" balance sheet with a capex spend/commitment of R113 mil (still to be Board approved) just at the time when we could take advantage of sharper "COVID" pricing. This payback will begin within 24 months, preceded by a small short term drop in interest income. We are presented with numerous investment opportunities, and each will be evaluated on merit. In an inflation environment of circa 3.5% Bowler Metcalf has managed a taxed return of 12.5% in return on Shareholder's Funds.

When Brian Frost lifted out of the chair for the last time, I inherited small cohesive intelligent and motivated Board, pregnant with industry expertise. We are strongly seeking out a new independent director to fill Brian's considerable void. Brian, thank you for the guidance and expertise that made this void so considerable. I acknowledge the performance of the entire 'Team Bowler' for producing outstanding results when the rest of the economy stutters. However, it would be remiss if I did not single out our two Executive Directors, Friedel Sass and Grant Bohler for going above and beyond.

MICHAEL BRAIN
Chairman

CHIEF EXECUTIVE OFFICER'S REPORT

2021 will surely be remembered in Bowler Packaging as a remarkable, unique, defining and hopefully not to be repeated year! Impactful events counting amongst others COVID-19, load shedding, material shortages, material price volatility, supply chain interruptions have fostered a deepened resolve to perform. It was the year for laying the future business foundation, for developing the Company community and aligning our business processes. What a privilege to lead and interact with so many capable and willing South Africans.

I believe a 13.7% growth in revenue on 2020 was an extraordinary performance. The packaging business has matched its prior best performance of 2017 in real terms. Our ability to optimise situational circumstances has maximised the possible benefits from a good mix of products, productivity enhancements and continuous cost control. This Segment's solid Operating Profit of R91.9 mil versus the R71.3 mil in 2020 is a welcomed reward.

Various Capex projects totalling R110 mil commenced during this period, of which R75 mil was spent in the period with the remainder to be completed in the coming months. R38 mil of the allocated R65,6 mil was spent on the property portfolio with 2 upgrades in Epping and In Philippi. The 5800m2 extension of the Philippi site is on schedule to be completed by end of September 2021. During July 2021 the Extrusion Blow moulding plant was seamlessly relocated into the enlarged Philippi site. With this relocation and infrastructure build, the Company is positioned to expand its container and injection business with the necessary focus and space. Operational Capex in the Packaging Segment totalled R37 mil spent mainly on technology and capacity expansion.

While the recent events in South Africa have dampened the green shoots of hope for a rapidly reviving personal care market, the management remains determined to expand its share of the market during 2022 by optimising its available capacities and expanding relevant technologies.

Favourable returns are expected from 4 rooftop solar energy generation projects. 2 additional business line expansions are likely in 2022. These investments are budgeted at R75 mil. A further R25 mil is likely to be spent on systems, equipment and technology.

Share liquidity remains low in a lacklustre JSE market. Share buybacks totalled R4.6 mil for the year. Buybacks remain a priority consideration.

The Group posted earnings before tax of R126.7 mil (2020: R115.2 mil a 9.9% increase). These were impacted by lower finance income. The Share Buybacks bolstered HEPS growth of 12.9 % to 127.3c (2020 :112,7c) is very pleasing. A final dividend declaration of 32c finalises a total dividend of 51,4 c for the year.

With Brian Frost stepping down as Chairman, I thank him for his many years of leadership of the board and mentorship to me. I thank the board, my colleagues and teams and especially my family for their support and encouragement during some very trying times.

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 M Brain, is an independent non-executive director.

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

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

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

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

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

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

The duties performed in respect of risk are as follows:
- approval of the risk process,
- consideration of the risk profile,
- consideration of the risk mitigation actions,
- report to the Board on the risk process and the major risks.

The members are all independent Non-executive directors, who are suitably qualified. The Chief Executive Officer, Chief Financial Officer and external auditors of the Company attend the meetings by invitation. The Board deems it appropriate that Mr Frost, the former 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 its 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 crafting a new and innovative remuneration policy has evolved and will now also comprehensively serve the important dual purpose of facilitating:

• active alignment of the leadership team and organisational structures with the Company's vision, management philosophy and business objectives; and

• succession at all levels of the business.

We expect to complete and implement same during the 2022 financial year. Feedback from shareholders, such as a request for the executive remuneration scheme to include a malus and clawback clause, will be taken into account in formulating the comprehensive remuneration policy to be shared in the Company's following annual report.

The Remuneration Committee also served as the Nominations Committee. Managing succession at board level remains an ongoing priority. Brian Frost has stepped down as Chairman as the first step towards his planned retirement, but kindly agreed to stay on as independent non-executive Director and member of both the Audit and Risk committee and Remuneration committee pending the appointment of an additional director to the board. Michael Brain has been appointed as Chairman in his stead, and now leads the Board.

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 the Board and Board Committees. These fees recognise the responsibilities of non-executive Directors throughout the year and the total fee is inclusive of a base fee and a committee attendance fee.

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 2022 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 2021	Total 2020
		R'000	R'000	R'000	R'000
Non-executive Independent					
B J Frost	Jun 1998	389	160	549	528
M Brain	Jun 1984	335	80	415	399
FC MacGillivray	Mar 2011	214	320	534	513
SJ Sonnenberg	Sep 2012	214	188	402	387
Total		1 152	748	1 900	1 827
Paid by subsidiary		(1 152)	(748)	(1 900)	(1 827)
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 Sonnenberg - 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						
M Brain	Non-Exec Indep Chairman	Jun 1984	Nov 2020		5	5
BJ Frost *	Non-Exec Independent	Jun 1998	Nov 2020		5	5
FC MacGillivray	Non-Exec Independent	Mar 2011	Nov 2019		5	5
SJ Sonnenberg	Non-Exec Lead Indep	Nov 2012	Nov 2020		5	5
PF Sass	Chief Executive Officer	Nov 2009			5	5
GA Böhler	Chief Financial Officer	Dec 2011			5	5
Guests:						
AC September	Company Secretary					
* Retired as Chairman 22 July 2021					5	5
Audit & Risk Com						
Members:						
FC MacGillivray	Chairman	Mar 2011	Nov 2020		3	3
BJ Frost	Member	Jun 1998	Nov 2020		3	3
SJ Sonnenberg	Member	Nov 2012	Nov 2020		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 Sonnenberg	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 2021					
Male					
African	-	111	86	197	23%
Coloured	8	187	68	263	30%
Indian	-	2	-	2	0%
White	24	9	1	34	4%
Foreign nationals	2	3	2	7	1%
Female					
African	2	99	78	179	21%
Coloured	2	133	35	170	19%
Indian	-	1	-	1	0%
White	10	4	-	14	2%
Foreign nationals	-	-	-	-	-
Total - January 2021	48	549	270	867	100%
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%

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 management of Bowler believe in a holistic approach to business in which it continually finds an appropriate balance to preserve, produce and maintain vital capitals without putting them at risk. This underscores a sense of living within our means.

We utilise formal and informal structures feeding various channels of communications within the business both top down and bottom up. A framework based on financial, statutory, policy, quality and operations guidelines form a baseline for quantitative and qualitative objectives. Regular audits and controls verify the performance to these objectives.

Sustainability is achieved from a systematic review. Information systems are interrogated for various contributing factors. After validation, these insights guide decisions and catalyse management actions that may lead to redefinition of the framework.

From this framework the following impacts are highlighted.

Key Economic Impacts

The “new normal” of the past year has become “now normal” with COVID falling into the ranks of one of numerous impacts posing risk to the business. Foremost of these are consequences of the international pandemic management. One of these were material plant Force Majeure declarations worldwide earlier this year. These resulted mainly from delayed or even non maintenance. In turn material price escalations, supply shortages and other related consequences had been triggered and are still determining the landscape.

Another has been the international supply chain strain. Important components to the smooth business operation have been delayed and that with significant costs. The effect is both on the up- and downstream supply. The recent socio-political –economic unrest is another significant contributor with effects still to be felt both on the short-term supply chain and in the midterm demand. This is additional to the existing southern Africa VUCA (Volatile Uncertain Complex Ambiguous) base.

To date the Company can report a robust and effective response capability and situational management at various levels of the business. It was able to maintain the drivers of performance in the business to within benchmarks. This has been evaluated to remain so. The longer term economic implications on South Africa, our customer base and our product mix will evolve in the near future. However, our diversity in products, processes, markets, materials, geographical location and people are well positioned to mitigate

Key Socio Impacts

The COVID-19 pandemic has dominated and impacted the welfare of our people in the operations. Dealing with loss of life, trauma, fear and absenteeism has strained and redefined relationships both internally and externally. It has also fostered a good sense of community in our business, built trust in operations and supply chain and brought cohesion as well as focus. This development is good, demonstrates resilience and bodes well for the business and its people in the future. We recognise the extent to which the socioeconomic environment has been impacted. Our reach of influence in the communities has expanded. Dependants per earner have increased. The Company has directed social project support to the greater surrounding community of the business. This has been a motivating factor to ensure good and continued performance at all levels of the organisation.

Key Environmental Impacts

In May 2021 the EPR (Extended Producer Responsibilities) amendments for the Plastic and Packaging industry have been gazetted. This amendment has clarified the responsibility for environmental impact and management. The circular industry and the value of the plastic material has been recognised. Participation in and responsibility for environmental management has been made compulsory for everyone and obligations to achieve targets defined. There will however still be a road to travel. We view this as a positive development on various fronts, primarily for our environment and the drive to change behaviour of consumers. As secondary benefit it levels the playing field for converters, holds brand holders responsible to be part of the solution and lifts the sophistication of the industry by changing the approach from a linear to a circular process.

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

Definition of Vital Capitals in the context of the Company.

Natural Capital	Consists of air, water and overall ecosystems that humans and non-humans alike rely on for their well-being.
Human Capital	Consists of knowledge, skills, experience, health, values, attitudes, motivation and ethical entitlements of individuals, specifically intellectual capital held at the level of the individual.
Social & Relationship Capital	Consists of teams, networks and hierarchies of individuals working together, specifically their shared knowledge, skills, experience, health, values, attitudes, motivation and ethical entitlements.
Constructed Capital	Consists of material objects, systems or ecosystems created and/or cultivated and developed by the Company, including the functions they perform.
Internal Economic Capital	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.

2021 MulitCapital Scorecard for Bowler Metcalf, incorporting Bowler Plastics.

VITAL CAPITALS		Level Changes
Natural (biophysical resoources)	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 FY2021	Achievement of Target 2022	Commentary and Key Developments
Social	Living wage		Low	100%	The business was able to operate normally throughout the pandemic and as such able to provide a reliable income. A plant level agreement with NUMSA regulated the increase for scheduled workers. The company objected during the uncertain period of lockdown, but was advised to comply with the terms .
	Workplace safety		Low	100%	The entrenched SHE structures and disciplines served as a good basis for the COVID-19 HBA (Hazard Biological Agents) Risk Management Plan. Strict protocols and audits were implemented and have been credited for no evidence of employee to employee transmissions within the workplace to date. This structure will continue.
	Employment Equity		Low	90%	Annual EE review with Dept of Labour are compliant . The business is BBBEE non-compliant. Compliance at level 8 is expected to have been achieved in this financial year .
	Succession		Low	80%	The business has been restructured. This process has considered succession, empowerment and focus for excellence. The ledership team has been expanded with the appointment of an operations officer.
	Culture		Medium	70%	Trust levels in the value system are improving continuously. Focus remains on inclusivity and development.
	Innovative capacity		High	50%	Strategic Focus on New Business Development has delivered good results during the past period yet COVID-19 and the fall out are changing the landscape, requiring substantial focus and redefinition.
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 resents a 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%	Fall-outs from COVID-19 create uncertainty. A shrinking niche market is evident. The market in general is changing. The opportunities require careful assessment and intelligence.
Environmental	Water supplies		Low	100%	The supply and contingencies are well managed in the current environment
	Circular Economy		High	75%	The EPR framework has been gazetted. Certainty has been provided. Implementation will have challenges, but positive developments are expected.
	Recyclable Material use		High	25%	Availability, quality and market acceptance are hurdles requiring significant attention .
	Post Consumer Waste Market acceptance		High	10%	Collaborative developments for products with customers is heavily facilitated by the EPR focus. Developments in this regard will gain momentum in the next period. There remains concern about the availability of material.
	Solar Energy		High	5%	Feasibility of cost effective generation of power for all plants is undertaken with the objective of supportive green energy to reduce the coal driven Eskom requirement.
	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 45, 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. Where we are not satisfied, we have disclosed to the audit committee and the auditors the deficiencies in design and operational effectiveness of the internal financial controls and any fraud that involves directors, and have taken the necessary remedial action.

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 2022 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 45 were approved by the Board of Directors on:
07 September 2021

Signed on their behalf by:

M BRAIN	**P F SASS**	**G A Böhler**
Chairman	*Chief Executive Officer*	*Chief Financial Officer*

Ottery
07 September 2021

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
07 September 2021

AUDIT AND RISK COMMITTEE REPORT

Membership

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

Craig MacGillivray (Chairman)
Brian Frost
Sarah Sonnenberg

Functions performed

The committee nominated for approval at the annual general meeting Mazars as the external auditor for the 2022 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. Non-audit services to a value of less than 12% of audit fees invoiced were rendered during the year under review and included submission of income and dividend tax returns, annual duty returns, communication with the Companies and Intellectual Property Commission and lead advisory advice.

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 33 years, with Ms Y Ferreira serving her fourth year of five as audit partner of the Group. Mazars, as a firm, and Ms Y Ferreira, as designated individual partner, have recently received inspection reports from IRBA, both of which have been made available to us. We have also considered the findings on reviews carried out internally by the Monitoring Sub Committee of Mazars.

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

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.

• 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 latest JSE pro-active monitoring report and the content of any previous reports issued and any recommendations were applied where relevant to the Group.

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
07 September 2021

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 Sonnenberg as chairperson, one executive director, Paul Friedrich Sass (CEO), one independent non-executive director, Craig MacGillivray and one other office bearer as detailed on page 11.

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

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

- The COVID-19 pandemic has continued to plague us all in this financial year. Following the development, implementation and continuous education and enforcement of the Hazardous Biological Agent Strategy (HBA) by an assigned committee, the Company has managed to retain optimum production levels and successfully prevented staff from cross infecting one another within the workplace. The effort, commitment and care displayed by management and colleagues to one another throughout this pandemic speaks to the community and care culture that exists within the organisation.

- Following on from this theme of community, care and a culture of continued growth and development, the Company sees their employees as critical to the current and future success of the business. The Company have embarked on a strategic major HR initiative, project Utholo. A thorough audit has been conducted within the firm which has set the foundation for focused and purposeful action and structures to be put in place to ensure world class standards are being adhered to, compliance levels are current and efficiencies are being maximised within the business. This will allow for the second part of the project to be run out which will focus on transformation, long term succession plans, relevant performance management processes and training programmes to be adopted for all staff and the leadership of the business. Without doubt this is one of the most exciting initiatives with complete buy in and passion being displayed from all concerned parties, the results long term will speak for themselves.

- 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-BBBEE, Bowler should be, post the audit, compliant. The Company has aligned themselves with Inyosi Enterprise Development, an initiative underwritten by Cadiz. Inyosi focuses on SME development and accelerating development, sustainability, operational and financial independence across a number of sectors as set out by the Department of Trade and Industry's codes of good practise and sector codes. An amount of R1 750 000 has been invested in Inyosi. A further amount of R1 005 000 was contributed to a range of charities. Given the significant impact of COVID-19 on less fortunate communities still requiring education, medical care and food, there is no doubt these contributions are desperately needed by the organisations tirelessly co coordinating the activities and needs of these communities.

- The Families and Marriage Society of South (FAMSA) upliftment project, a project launched to help with the upliftment of communities in which staff members reside, continues to run at the Harris Drive site. This programme will be rolled out to the Philippi site in the next financial year. The Harris Drive site have identified those who will be trained to be community councillors.

- Legislation on Extended Producer Responsibility (ERP) has been gazetted into law. The Company has actively participated and contributed to PETCO and POLYCO since 2011. This is a space that the Company is committed to participating in and will commit time, energy and resource as the industry work outs out the impact and areas of responsibility and accountability.

- Matters relating to its statutory obligation and good corporate governance and corporate citizenship.

- The Group continues to look at utilising resources such as energy, fuel, and water as effectively as possible and these efforts have resulted in some notable and sustainable reductions, with a solar drive in place and planned for, this will continue.

Conclusion

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

The committee recognises the importance and responsibility that management have towards ensuring corporate governance, social and economic development, B-BBEE and maintaining an ethical corporate culture are met and worked on continuously to allow a culture in which staff can excel and continue to deliver successfully on market changes and demands and now more recently having to deal with the COVID-19 pandemic.

S Sonnenberg
Chairperson of the Social and Ethics Committee
07 September 2021

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Bowler Metcalf Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Bowler Metcalf Limited (the Group and company) set out on pages 24 to 45, which comprise the consolidated and separate statement of financial position as at 30 June 2021, and the consolidated and separate statement of profit or loss and other comprehensive income, consolidated and separate statement of changes in equity and the consolidated and separate statement of cash flows for the year then ended, and notes to the consolidated and separate 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 Bowler Metcalf Limited as at 30 June 2021, 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'sResponsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the group and the company in accordance with the Independent Regulatory Board for Auditors' Code of Professional Conduct for Registered Auditors (IRBA Code) and other independence requirements applicable to performing audits of 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

We have determined that there are no key audit matters to communicate in our report.

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 2021", which includes the Director's Report, the Audit Committee'sReport, 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. The 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 and will 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.

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 and company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on Other Legal and Regulatory Requirements

In terms of the IRBA Rule published in Government Gazette Number 39475 dated 4 December 2015, we report that Mazars has been the auditor of Bowler Metcalf Limited for 33 years.

Mazars
Registered Auditors
Partner: Yolandie Ferreira
Registered Auditor
07 September 2021
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 2021.

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 debtors, inventory or goodwill above what was raised at year end, and no other significant events occurred subsequent to year end.

COVID-19 Impact

Management has considered the impact of COVID-19 in respect of the accounting policies of the business, including an assessment on the recoverability of the current assets and useful life's of the non-current assets of the business.

During the financial year under review, the Turnover and Margins of the business were not directly negatively affected due to the impact of Covid-19. The growth, albeit temporary, in the markets of the business which showed an element of resilience to the impact of COVID-19, offset the decrease in those markets which were negatively affected.

Inventory valuations and Trade and Other Receivables recoverability were assessed at the end of the current financial year and, due to the strength of the customer base of the business and markets in which they operate, no material additional provisions against these current assets, resulting from the impact of COVID-19, were deemed necessary.

In assessing the useful life's of the business's Property, Plant & Equipment, management is of the opinion that COVID-19 will not have a materially negative effect thereon.

With regards to the goodwill asset in the business, the fundamentals of the supporting valuation are considered sound as the related customer base and markets have shown resilience to the negative impact of Covid-19.

Although the prospects of an overall economic 'bounce-back' from the negative impacts of COVID-19 are not yet visible, management deems that the business has sufficient cash resources and cash generating prospects to support itself in the foreseeable future.

No staff were retrenched during the year as a result of the COVID-19 pandemic.

Stated Capital

There has been no change to the authorised share capital during the year. During the financial year, Bowler Plastics (Pty) Ltd, a subsidiary, increased its shares held in the Company on the open market in a treasury capacity by buying R4.6m worth of shares.

Dividends

Interim dividends of 19.40 cents per share (2020: 17.00c) were paid to shareholders on 29 March 2021. A final cash dividend of 32.00 cents per share (2020: 29.50c) 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.

Borrowing Limitations

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

Directors and Company Secretary

Details of the present Board of Directors and the Company Secretary appear on the inside front cover of this report. Subsequent to year end, Mr B Frost retired as Chairman of the Board, and Mr M Brain took over the role of Chairman of the Board. Ms S Sonnenberg was appointed lead independent director. No other changes were made.

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 3 November 2020:

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 2021 and 2022.

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 2021 were as follows:

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

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 2021

	Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
Assets					
Non-current assets		**367 775**	178 627	**146 885**	7 551
Property, plant and equipment	1	**212 952**	159 341	**-**	-
Investment properties	2	**8 332**	5 051	**-**	-
Intangible assets	3	**3 392**	3 392	**-**	-
Right of use assets	4	**1 014**	3 194	**-**	-
Other investments	5	**139 334**	-	**139 334**	-
Investment in subsidiaries	6	**-**	-	**5 664**	5 664
Deferred taxation	13	**2 751**	7 649	**1 887**	1 887
Current assets		**459 789**	588 297	**234 116**	378 588
Inventories	8	**105 378**	86 234	**-**	-
Trade and other receivables	9	**99 871**	102 186	**-**	-
Prepayments	10	**6 062**	7 247	**-**	-
Cash and cash equivalents	11	**248 189**	381 616	**234 116**	367 574
Other investments	5	**-**	10 999	**-**	10 999
Taxation		**289**	15	**-**	15
Total assets		**827 564**	766 924	**381 001**	386 139
Equity and Liabilities					
Equity attributable to:					
Parent Company equity holders		**732 765**	681 020	**37 690**	65 355
Stated capital	12	**-**	-	**-**	-
Retained earnings		**770 133**	713 815	**37 690**	65 355
Treasury shares	12	**(37 368)**	(32 795)	**-**	-
Total equity		**732 765**	681 020	**37 690**	65 355
Non-current liabilities		**22 158**	28 914	**-**	-
Long term lease obligation	14	**-**	948	**-**	-
Deferred taxation	13	**22 158**	27 966	**-**	-
Current liabilities		**72 641**	56 990	**343 311**	320 784
Related party loans	7	**-**	-	**343 175**	320 778
Trade and other payables	15	**70 521**	54 078	**23**	6
Short term lease obligation	14	**1 596**	2 600	**-**	-
Taxation		**524**	312	**113**	-
Total equity and liabilities		**827 564**	766 924	**381 001**	386 139

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2021

	Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
COMPREHENSIVE INCOME					
Revenue	16	635 510	558 694	15 882	72 432
Cost of sales		(422 811)	(380 878)	-	-
Profit before operating costs		212 699	177 816	15 882	72 432
Other operating income		294	214	-	-
Operating costs		(101 798)	(88 130)	(1 173)	(1 022)
Profit from operations	17	111 195	89 900	14 709	71 410
Net finance income/(cost)	19	15 556	25 398	(2)	(17)
- income		15 905	25 909	-	-
- costs		(349)	(511)	(2)	(17)
Profit before tax		126 751	115 298	14 707	71 393
Taxation	20	(35 266)	(32 812)	(4 071)	(7 121)
Profit for the year		91 485	82 486	10 636	64 272
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT		91 485	82 486	10 636	64 272
Earning per share - basic and diluted	21	127.31	111.03		

STATEMENT OF CHANGES IN EQUITY
For the year ended 30 June 2021

Attributable to equity holders of the parent **R'000**	**Notes**	**Stated Capital** **12.1**	**Retained Earnings**	**Treasury Shares** **12.2**	**Total Equity**
Group					
Balance at 1 July 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**
Purchase of treasury shares		-	-	(4 573)	(4 573)
Comprehensive profit for the year to 30 June 2021		-	91 485	-	91 485
Dividends paid		-	(35 167)	-	(35 167)
Balance at 30 June 2021		**-**	**770 133**	**(37 368)**	**732 765**
Company					
Balance at 1 July 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**
Comprehensive profit for the year to 30 June 2021		-	10 636	-	10 636
Dividends paid		-	(38 301)	-	(38 301)
Balance at 30 June 2021		**-**	**37 690**	**-**	**37 690**

Group	**2021** **cents**	2020 cents
DIVIDENDS PER SHARE		
Dividends paid	**48.90**	42.00
Final previous year	**29.50**	25.00
Interim this year	**19.40**	17.00
Dividends	**51.40**	46.50
Interim this year - actual	**19.40**	17.00
Final this year - proposed	**32.00**	29.50

STATEMENT OF CASH FLOWS

For the year ended 30 June 2021

	Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
Cash flows arising from operating activities		**75 330**	64 250	**7 276**	16 554
Cash receipts from customers		**637 825**	558 173	**-**	-
Cash paid to suppliers and employees		**(503 452)**	(456 295)	**-**	-
Cash generated by/(used in) operations	23.1	**134 373**	101 878	**(1 170)**	(1 019)
Interest received	19	**12 412**	25 199	**12 389**	24 895
Interest paid	19	**(50)**	(43)	**(2)**	(17)
Taxation paid	23.2	**(36 238)**	(31 895)	**(3 941)**	(7 305)
		110 497	95 139	**7 276**	16 554
Dividends paid		**(35 167)**	(30 889)	**-**	-
Cash flows arising from investing activities		**(200 690)**	(12 823)	**(125 000)**	-
Property, plant and equipment					
- Proceeds on disposal	23.3	**-**	634	**-**	-
- Additions	23.4	**(72 323)**	(13 445)	**-**	-
		(72 323)	(12 811)	**-**	-
Additions of investment properties	2	**(3 367)**	(12)	**-**	-
Investments					
- Acquisition of cash unit trusts	5	**(125 000)**	-	**(125 000)**	-
Cash flows arising from financing activities		**(8 067)**	(52 723)	**(15 734)**	(15 970)
Treasury shares					
- acquisitions	12.2	**(4 573)**	(49 577)	**-**	-
Repayment of lease liabilities	14	**(3 494)**	(3 146)	**-**	-
Related party loan					
- cash receipts		**-**	-	**527 052**	419 715
- cash payments		**-**	-	**(542 786)**	(435 685)
Net (decrease)/increase for the year		**(133 427)**	(1 296)	**(133 458)**	584
Balance at beginning of period		**381 616**	382 912	**367 574**	366 990
Cash and cash equivalents at end of the year		**248 189**	381 616	**234 116**	367 574
Cash and cash equivalents comprise:					
Bank accounts and cash on hand		**248 189**	381 616	**234 116**	367 574
Cash and cash equivalents at the end of the period		**248 189**	381 616	**234 116**	367 574

Group

1 Property, plant and equipment

	Cost R'000	Accumulated Depreciation R'000	Balance R'000
30 June 2021			
Land and buildings	**69 704**	**(43 669)**	**26 035**
Manufacturing plant and equipment	**424 961**	**(298 225)**	**126 736**
Non-manufacturing plant and equipment	**19 991**	**(13 280)**	**6 711**
Capital work in progress	**53 470**	**-**	**53 470**
	568 126	**(355 174)**	**212 952**
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

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 2021					
Net balance at beginning of year	**23 965**	**124 422**	**6 452**	**4 502**	**159 341**
Additions	**2 627**	**15 120**	**1 106**	**53 470**	**72 323**
	26 592	**139 542**	**7 558**	**57 972**	**231 664**
Depreciation	**(557)**	**(17 308)**	**(847)**	**-**	**(18 712)**
Disposals	**-**	**-**	**-**	**-**	**-**
Transfers from work in progress	**-**	**4 502**	**-**	**(4 502)**	**-**
Reclassification	**-**		**-**	**-**	**-**
Net balance at end of year	**26 035**	**126 736**	**6 711**	**53 470**	**212 952**
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

	Group 2021 R'000	2020 R'000
1.1 Fair value of land and buildings		
Directors' valuation	**157 830**	156 605

Fair Value Hierarchy - Level 3
Applies to inputs which are not based on observable market data.

The valuation technique used in valuing the land and buildings is the capitalisation model, which capitalise a market-related rental income stream, net of operating costs.

The property valuations have been revised after carefully considering:
- appropriate rental growth rates;
- capitalisation rates that reflect
  1) the current market risks as negatively influenced by the COVID-19 pandemic and
  2) overall marketability of the property in the current economic climate;
- vacancies specific to the area; and
- escalating business costs.

Accordingly, our valuations of the properties have been adjusted.

	2021	2020
The key input used in measuring the fair values is: - capitalisation rate.	10.75% - 11.25%	11.0% - 11.25%

		Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
2	**Investment properties**				
	Net balance at beginning of year	**5 051**	5 125		
	Additions	**3 367**	12		
		8 418	5 137		
	Depreciation	**(86)**	(86)		
	Net balance at end of year	**8 332**	5 051		
2.1	**Fair value of land and buildings**				
	Directors' valuation	**43 769**	42 877		

Fair Value Hierarchy - Level 3
Applies to inputs which are not based on observable market data.

The valuation technique used in valuing the land and buildings is the capitalisation model, which capitalises a market-related rental income stream, net of operating costs.

The investment property valuation has been revised after carefully considering:
- appropriate rental growth rates;
- a capitalisation rate that, while reflecting the current market risks as negatively influenced by the COVID-19 pandemic, it also reflects the overall condition and marketability of the property in the current economic climate;
- vacancies specific to the area; and
- escalating business costs.

Following a review of the property, the capitalisation rate was adjusted from the prior year on a more favourable opinion on the marketability thereof in its current condition.

		Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
	The key input used in measuring the fair values is:				
	- The capitalisation rate applied:	10.75%	11.00%		
2.2	**Income and expenses of investment properties**				
	Rental income	**6 130**	5 908		
	Direct operating expenses	**732**	775		
3	**Intangible assets**				
	Goodwill on acquisition of cash generating unit at carrying values				
	- balance at beginning of year	**3 392**	4 862		
	- impairment	**-**	(1 470)		
	- balance at the end of the year	**3 392**	3 392		
	Cost	4 862	4 862		
	Accumulated impairment	(1 470)	(1 470)		
	Net Book value	**3 392**	3 392		
	Goodwill comprises of				
	- cash generating unit trading in KZN	**3 392**	3 392		
		3 392	3 392		

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

Valuation assumptions, derived from management's past experience within the industry are:
* The discounted cash flow valuation method was used.
* Pre-tax future earnings based on short to mid-term budgets (1 to 5 years) approved by management.
* 5 year growth rates averaging 6.4% (2020 : 4.3%)
* Discount rate to calculate value in use of 17.7% (2020:18.1%)
* The customers and resulting future earnings base for the KZN region is considered stable year-on year and the discount rate has been marginally 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.

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
4	**Right of use asset**					
	Balance at beginning of year		**3 194**	6 226		
	New leases	14	**1 243**	-		
	Terminated leases		**-**	-		
	Depreciation		**(3 423)**	(3 032)		
	Balance at end of year		**1 014**	3 194		
	Cost		**7 469**	6 226		
	Accumulated Depreciation		**(6 455)**	(3 032)		
	Net Book Value		**1 014**	3 194		

The Group leases some of the buildings in which they operate. The lease terms vary from 1 – 3 years (2020: 1 – 3 years).

	Group 2021 R'000	Group 2020 R'000
Amounts recognised in profit and loss:		
Depreciation expense of right of use asset	**3 423**	3 032
Interest expense on lease liabilities	**299**	468
Expenses relating to short term leases	**364**	3 146
Total cash flows recognised	**3 494**	3 146
Interest expense on lease liabilities	**299**	468
Capital repayment	**3 195**	2 678

At 30 June 2021, the Group is committed to Rnil (2020:R225k) short- term leases.

		Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
5	**Other Investments**				
	Cash unit trusts - non current	**139 334**	-	**139 334**	-
	Cash unit trusts - current	**-**	10 999	**-**	10 999
		139 334	10 999	**139 334**	10 999
	Balance at beginning of year	**10 999**	10 289	**10 999**	10 289
	Additional investments	**125 000**	-	**125 000**	-
	Disposal of investments	**-**	-	**-**	-
	Returns (net of fees)	**3 335**	710	**3 335**	710
	Balance at end of year	**139 334**	10 999	**139 334**	10 999
	Ashburton Stable Income Fund	**22 053**	10 999	**22 053**	10 999
	Ninety One Money Market Fund	**96 927**	-	96 927	-
	Gryphon Dividend Income Fund	**20 354**	-	20 354	-
		139 334	10 999	**139 334**	10 999

Ashburton Stable Income Fund

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 5.02% (2020: 6.9%) for the year.

The fair value of the investment is derived from the market value of the underlying instruments in the unit trust portfolio.
The investment has been classified as a level 2 fair value in terms of the hierarchy.

Ninety One Money Market Fund

The investment is in the Ninety One Money Market portfolio, under the management of Ninety One Fund Managers SA.
The fund is an actively managed cash fund with the underlying investments in a varied range of money market instruments, which can be liquidated within 72 hours and has annualised returns of 3.82% for the year.

The fair value of the investment is derived from the market value of the underlying instruments in the unit trust portfolio.
The investment has been classified as a level 2 fair value in terms of the hierarchy.

Gryphon Dividend Income Fund

The investment is in the Gryphon Dividend Income Fund.

The fund is an actively managed fund with annualised returns of 3.33%. Capital risk is restricted as the fund has no exposure to equities. Capital gains are of an incidental nature. The portfolio is permitted to invest in any equity or non- equity securities that generate a dividend return and may be included in the portfolio.

Investments are fully secured by bank deposits with the top five SA banks, i.e. Standard Bank, ABSA, Nedbank, Investec and FirstRand.
The investment has been classified as a level 2 fair value in terms of the hierarchy.

Management's does not envisage utilising these investments within the next twelve months, and have therefore classified the investment in CIS funds as non-current in the current year.

	Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000

6 Investment in subsidiaries

Unlisted subsidiary companies

Incorporated and operating solely in South Africa	Number of Shares Held 2021	Number of Shares Held 2020	% of Issued Capital 2021 %	% of Issued Capital 2020 %		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

7 Related parties

7.1 Loans payable

	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
Subsidiary:				
Bowler Plastics (Pty) Ltd	-	-	(343 175)	(320 778)

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

7.2 Related party transactions

	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
Subsidiaries				
Dividends received:				
Bowler Plastics (Pty) Ltd	-	-	-	46 827

8 Inventories

	Group 2021 R'000	Group 2020 R'000
Raw materials	58 700	39 834
Consumable stores	10 893	10 584
Work in progress	3 664	3 455
Finished goods	32 121	32 361
	105 378	86 234

9 Trade and other receivables

	Group 2021 R'000	Group 2020 R'000
Trade receivables	96 779	101 706
Other receivables	3 092	480
	99 871	102 186

9.1 Analysis of trade receivables

30 June 2021

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

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

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
9.2	**Expected Credit Loss Allowances (and provision for credit notes)**					
	Balance at beginning of year		**5 674**	3 984		
	Increase in allowances		**3 515**	1 707		
	Bad debts written off during the year (included in operating expenses)		**(841)**	(17)		
	Reversals of allowances (included in operating expenses)		**(50)**	-		
	Balance at end of year		**8 298**	5 674		

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 60 days (2020:61 days) at year end.

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

Debtors amounting to R4 253 576 (2020: R2 613 263) were handed over to attorneys for collection during the year. These amounts have been fully provided for at year end.

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

Although a larger portion of the customers are in the personal care, household, food and beverages and pharmaceutical sectors of the economy, the customer base in the hospitality and leisure sectors have been severely affected by the negative impact of the COVID-19 pandemic. This impact on the customer's cash flow was seen during the year with slower receipts, and a much higher incidence of handovers and bad debts, across several industries. In addition, a significant slow down in economic activities towards the very end of the current financial year has also necessitated an increase in the provision for doubtful debts.

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 the COVID-19 pandemic as evidenced by a recent increase in industry default rates, estimated at 10 times the historically low rates.

95.2% (2020: 94.0%) of trade receivables have been collected subsequent to year-end.

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
10	**Prepayments**					
	Advance payments - expenses		**6 062**	7 247		
			6 062	7 247		
11	**Cash and cash equivalents**					
	Bank accounts and cash on hand		**248 189**	381 616	**234 116**	367 574

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 at year end the ratings were Ba2 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 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
12	**Stated capital**				
12.1	*Authorised*				
	189 850 000 Ordinary shares of no par value				
	Issued				
	78 326 023 (2020:78 326 023) Ordinary shares of no par value	**-**	-	**-**	-
12.2	*Treasury shares*				
	Balance at beginning of year	**(32 795)**	(30 045)		
	Acquisitions	**(4 573)**	(49 577)		
	Disposals	**-**	46 827		
	Balance at end of year	**(37 368)**	(32 795)		
	Number of shares				
	Balance at beginning of year	**72 252 066**	79 136 032	**78 326 023**	84 773 327
	Treasury shares acquired / shares cancelled	**(576 177)**	(6 883 966)	**-**	(6 447 304)
	- market trades	**(576 177)**	(6 883 966)	**-**	-
	- share cancellation	**-**	-	**-**	(6 447 304)
	Balance at end of year	**71 675 889**	72 252 066	**78 326 023**	78 326 023
	Comprising:				
	Issued shares	**78 326 023**	78 326 023	**78 326 023**	78 326 023
	Treasury shares	**(6 650 134)**	(6 073 957)	**-**	-
	Percentage of issued shares	**8.5%**	7.8%		
	576 177 (2020: 6 883 966) shares were acquired during the year at an average purchase price of R7.94 (2020 R7.20) per share. None (2020: 6 447 304) of these acquired shares were cancelled during the year.				
12.3	*Weighted number of shares*				
	Balance at beginning of year	**72 252 066**	79 136 032		
	Treasury shares - weighted	**(390 838)**	(4 843 411)		
	Weighted number of shares in issue during the year	**71 861 228**	74 292 621		
13	**Deferred taxation**				
	Balance at end of the year	**19 407**	20 317	**(1 887)**	(1 887)
	Balance at end of the year comprises:				
	- capital allowances	**28 081**	27 072	**-**	-
	- provisions	**(7 417)**	(5 562)	**-**	-
	- right of use asset	**284**	894	**-**	-
	- lease liability	**(447)**	(993)	**-**	-
	- CGT profit on investments of subsidiaries	**(1 094)**	(1 094)	**(1 887)**	(1 887)
		19 407	20 317	**(1 887)**	(1 887)
	Consisting of:				
	- liabilities	**22 158**	27 966	**-**	-
	- assets	**2 751**	7 649	**1 887**	1 887
	In the 2021 Budget Speech, it was announced that the tax rate will reduce from 28.0% to 27.0% for years commencing on or after 1 April 2022.				
14	**Lease Liabilities**				
	Total lease liabilities at 30 June 2021	**1 596**	3 548		
	Analysed as follow:				
	- Non current	**-**	948		
	- Current	**1 596**	2 600		
	Opening Balance	**3 548**	**-**		
	Lease liability on the adoption of IFRS 16	**-**	**6 226**		
	New leases	**1 243**	**-**		
	Finance Charges	**299**	**468**		
	Lease repayments	**(3 494)**	**(3 146)**		
	Closing Balance	**1 596**	**3 548**		
	Maturity analysis				
	Year 1	**1 627**	2 788		
	Year 2	**-**	972		
	Year 3	**-**	-		
	Total	**1 627**	**3 760**		
	Less: unearned interest	**(31)**	**(212)**		
	Interest incurred on lease liability	**299**	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 (2020: 1 – 3 years).

The carrying value of the right of use assets amount to R1 014 208 (2020: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. Some of the lease extensions are likely to be exercised. These have not been factored into the lease liabilities.

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
15	**Trade and other payables**					
	Trade payables		**35 349**	21 908	**-**	-
	Accruals and other payables		**35 172**	32 170	**23**	6
			70 521	54 078	**23**	6
16	**Revenue**					
	Sale of plastic packaging		**629 380**	552 786	**-**	-
	Rental income		**6 130**	5 908	**-**	-
	Dividends received		**-**	-	**-**	46 827
	Interest received		**-**	-	**15 882**	25 605
			635 510	558 694	**15 882**	72 432

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.

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
	Disaggregate revenue sources					
	Plastic Packaging and Related Products $		**629 380**	552 786	**-**	-
	Property Leases #		**6 130**	5 908	**-**	-
	Dividends received &		**-**	-	**-**	46 827
	Interest received &		**-**	-	**15 882**	25 605
			635 510	558 694	**15 882**	72 432

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 25).

$ Revenue recognised in terms of IFRS15.
# Revenue recognised in terms of IFRS16.
& Revenue recognised on financial instruments in accordance with IFRS 9.

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
	Revenue by Region					
	Coastal Regions		**270 263**	243 834	**15 882**	72 432
	Inland		**365 247**	314 860	**-**	-
	Total		**635 510**	558 694	**15 882**	72 432
17	**Profit from operations**					

Profit before tax is arrived at after taking into account the following items:

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
	Expenses					
	Profit on disposal of fixed assets		**-**	(264)	**-**	-
	Directors' emoluments *	22	**10 431**	10 083	**-**	-
	Employee costs		**147 003**	139 499	**-**	-
	Retirement funding		**4 237**	4 243	**-**	-
	Foreign exchange losses		**739**	189	**-**	-
	Increase in ECL provision		**3 515**	1 707	**-**	-
	Maintenance		**26 867**	16 638	**-**	-
	Impairment of goodwill		**-**	1 470	**-**	-
	Short term leases		**364**	4 011	**-**	-
	Transport		**19 503**	18 006	**-**	-

* Prior year directors' emoluments included the prescribed officer

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
18	**Depreciation**					
	Property, plant and equipment					
	Land and buildings		**557**	475		
	Manufacturing plant and equipment		**17 308**	14 062		
	Non-manufacturing plant and equipment		**847**	1 034		
			18 712	15 571		
	Right of use Asset	4	**3 423**	3 032		
	Investment properties	2	**86**	86		
			22 221	18 689		
	Manufacturing		**17 308**	14 062		
	Non-manufacturing		**4 913**	4 627		
19	**Finance income and costs**					
	Income					
	Financial assets at amortised cost					
	Financial institutions - banks		**12 412**	25 199	**12 389**	24 895
	Financial assets at fair value					
	Other investments - cash unit trusts		**3 493**	710	**3 493**	710
			15 905	25 909	**15 882**	25 605
	Financial liabilities measured at amortised cost					
	Interest paid - banks		**18**	24	**-**	-
	Interest paid - lease obligation		**299**	468	**-**	-
	Interest paid - other		**32**	19	**2**	17
			349	511	**2**	17

		Notes	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
20	**Taxation**					
	Income tax - current		**36 163**	33 572	**4 118**	6 884
	Income tax - prior		**13**	261	**(47)**	237
	Deferred taxation - current		**(910)**	(1 021)	**-**	-
			35 266	32 812	**4 071**	7 121
	Reconciliation of rate of taxation					
	SA normal tax rate		**28.00%**	28.00%	**28.0%**	28.0%
	Adjusted for:					
	Exempt income		**(0.20)**	(0.14)	**-**	(18.40)
	Disallowable expenses		**0.01**	0.41	**-**	0.10
	Prior periods		**0.01**	0.23	**(0.32)**	0.30
	Net (decrease)/increase		**(0.18)**	0.50	**(0.32)**	(18.00)
	Effective tax rate		**27.82%**	28.50%	**27.68%**	10.00%
21	**Headline earnings**					
21.1	**Reconciliation of headline earnings**					
	Attributable to holders of the parent					
	- earnings		**91 485**	82 486		
	Adjustments net of tax					
	- profit on disposal of assets - Plastic Packaging		**-**	(190)		
	- profit on disposal of plant & equipment		**-**	(264)		
	- tax		**-**	74		
	Impairment of goodwill		**-**	1 470		
	Headline earnings		**91 485**	83 766		
21.2	**Weighted number of shares in issue**	**12**	**71 861 228**	74 292 621		
21.3	**Earnings per share (cents)**		**127.31**	111.03		
	Profit on disposal of assets net of tax - Plastic Packaging		**-**	(0.26)		
	Impairment of goodwill- Plastic Packaging		**-**	1.98		
	Headline earnings per share (cents)		**127.31**	112.75		

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.

22 Emoluments of directors, prescribed officers and other employees

Short-term Employee Benefits

R'000	Director Fees	Basic salary	Allowances & Benefits	Retirement Benefits	Bonus	Total R'000
30 June 2021						
Executive directors						
PF Sass	**-**	**3 443**	**270**	**268**	**794**	**4 775**
GA Böhler	**-**	**2 787**	**109**	**217**	**643**	**3 756**
Non-Executive directors						
BJ Frost	**549**	**-**	**-**	**-**	**-**	**549**
M Brain	**415**	**-**	**-**	**-**	**-**	**415**
FC MacGillivray	**534**	**-**	**-**	**-**	**-**	**534**
SJ Sonnenberg	**402**	**-**	**-**	**-**	**-**	**402**
Prescribed officer						
AC September	**-**	**1 119**	**32**	**94**	**93**	**1 338**
	1 900	**7 349**	**411**	**579**	**1 530**	**11 769**
Paid by subsidiaries	**(1 900)**	**(7 349)**	**(411)**	**(579)**	**(1 530)**	**(11 769)**
Paid by Company	**-**	**-**	**-**	**-**	**-**	**-**
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 Sonnenberg	387	-	-	-	-	387
Prescribed officer						
AC September	-	1 083	26	92	-	1 200
	1 827	7 095	598	563	-	10 083
Paid by subsidiary	(1 827)	(7 095)	(598)	(563)	-	(10 083)
Paid by Company	-	-	-	-	-	-

There are no fixed period service contracts.

	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
23 Cash Flow				
23.1 Cash generated by operations				
Profit before tax	**126 751**	115 298	**14 707**	71 393
Non cash items	**25 144**	22 053	**-**	(46 827)
- depreciation-property, plant and equipment	**18 712**	15 571	**-**	-
- depreciation-investment properties	**86**	86	**-**	-
- depreciation-right of use asset	**3 423**	3 032	**-**	-
- lease liability interest	**299**	468	**-**	-
- treasury shares dividend in specie	**-**	-	**-**	(46 827)
- movement in ECL provision	**2 624**	1 690	**-**	-
- impairment of goodwill	**-**	1 470	**-**	-
- profit on disposal of fixed assets	**-**	(264)	**-**	-
Adjustments for items shown separately	**(15 855)**	(25 866)	**(15 880)**	(25 588)
Interest paid	**50**	43	**2**	17
Interest received	**(15 905)**	(25 909)	**(15 882)**	(25 605)
Working capital changes	**(1 667)**	(9 607)	**3**	3
Inventories	**(19 144)**	(7 156)	**-**	-
Trade and other receivables	**(309)**	(2 211)	**-**	-
Advance payments - expenses	**1 185**	(4 144)	**-**	-
Trade and other payables	**16 601**	3 904	**3**	3
	134 373	101 878	**(1 170)**	(1 019)

		Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
23.2	**Reconciliation of taxation paid**				
	Charged to the statement of comprehensive income	**(35 266)**	(32 812)	**(4 071)**	(7 121)
	Adjustment for deferred taxation	**(910)**	(1 021)	**-**	-
	Movement in taxation receivable	**(62)**	1 938	**130**	(184)
	Payments made	**(36 238)**	(31 895)	**(3 941)**	(7 305)
23.3	**Proceeds on disposal of property, plant & equipment**				
	Book value of assets disposed of	**-**	370		
	Profit on disposal	**-**	264		
	Proceeds received	**-**	634		
23.4	**Additions to property, plant and equipment**				
	To maintain and expand operations				
	- land and buildings	**2 627**	214		
	- manufacturing plant and equipment	**15 120**	7 759		
	- capital work in progress	**53 470**	4 502		
	- other plant and equipment	**1 106**	970		
		72 323	13 445		
23.5	**Other financial liabilities reconciliation**				
	Opening balance			**320 778**	303 098
	Cash receipts (related party loan)			**527 052**	419 715
	Cash payments (related party loan)			**(542 786)**	(435 684)
	Non-cash movements:			**(170)**	-
	- dividend paid by Bowler Plastics (Proprietary) Limited			**38 301**	33 649
	Closing balance			**343 175**	320 778
24	**Financial Instruments**				
24.1	**Credit Risk**				
	Financial assets exposed to credit risk are:				
	Trade and other receivables	**96 779**	101 706	**-**	-
	Cash and cash equivalents	**248 189**	381 616	**234 116**	367 574
		344 968	483 322	**234 116**	367 574
	Guarantees				
	Limited sureties given to:				
	FNB for bank facilities granted to the Group	**-**	-	**20 000**	20 000
		-	-	**20 000**	20 000

24.1 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 0.13% (2020:0.013%).

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.

24.2 Foreign Exchange Risk

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

	Group		Company	
	2021	2020	**2021**	2020
	R'000	R'000	**R'000**	R'000
24.3 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	**248 189**	381 616	**234 116**	367 574
Cash unit trusts	**139 334**	10 999	**139 334**	10 999
Net assets	**387 523**	392 615	**373 451**	378 573
Estimated interest rate change	**0.5%**	1.0%	**0.5%**	1.0%
Net after tax profit sensitivity	**1 395**	2 827	**1 344**	2 726
24.4 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	**-**	972		
Payable within the next 12 months				
Trade and other payables	**35 349**	21 908	**-**	-
Lease liability	**1 627**	2 788	**-**	-
Guarantees	**2 657**	2 861	**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	**39 633**	28 529	**20 000**	20 000
24.5 Financial Asset Categories				
Financial assets at amortised cost				
Trade and other receivables	**96 779**	101 706	**-**	-
Cash and cash equivalents	**248 189**	381 616	**234 116**	367 575
	344 968	483 322	**234 116**	367 575
Financial assets at fair value through profit or loss				
Cash unit trusts	**139 334**	10 999	**139 334**	10 999
24.6 Financial Liability Categories				
Financial liabilities at amortised cost				
Lease obligation	**1 596**	3 548	**-**	-
Trade and other payables	**35 349**	21 908	**23**	6
	36 945	25 456	**23**	6

25 Segmental Report

Primary Format - Business Segments R'000	Plastic Packaging	Property Investment	Holdings	Eliminations	Total
30 June 2021					
Revenue	629 380	6 130	-	-	635 510
Intersegment revenue	-	22 627		(22 627)	-
Profit on disposal of investment in associate	-	-	-	-	-
Other income	3 428	-	-	(3 134)	294
Operating costs (excluding depreciation)	(519 388)	(4 454)	(1 173)	22 627	(502 388)
Depreciation	(21 535)	(686)	-	-	(22 221)
	91 885	23 617	(1 173)	(3 134)	111 195
Finance income	23	-	15 882	-	15 905
Finance costs	(345)	(2)	(2)	-	(349)
Profit before tax	91 563	23 615	14 707	(3 134)	126 751
Taxation	(24 573)	(6 622)	(4 071)	-	(35 266)
Profit for the year	66 990	16 993	10 636	(3 134)	91 485
Attributable to:					
Equity holders of the parent	66 990	16 993	10 636	(3 134)	91 485
Turnover by Region					
Coastal regions	264 133	6 130			270 263
Inland	365 247				365 247
Total	629 380	6 130	-	-	635 510
Total Assets	752 818	102 068	381 001	(408 323)	827 564
Total Liabilities	135 196	27 135	343 311	(410 843)	94 799
Capital Expenditure	37 273	38 417	-	-	75 690
Customers with greater than 10% of Group revenue:					
- Customer 1	64 551	-	-	-	64 551
30 June 2020					
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
Turnover by Region					
Coastal regions	237 926	5 908	-	-	243 834
Inland	314 860	-	-	-	314 860
Total	552 786	5 908	-	-	558 694
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
- No customers with turnover exceeding 10%	-	-	-	-	-

	Group 2021 R'000	Group 2020 R'000	Company 2021 R'000	Company 2020 R'000
26 Commitments				
Capital				
Plant	**8 242**	5 540		
Land and buildings	**27 140**	-		
	35 382	5 540		
The expenditure will be financed from cash generated from normal business operations.				
27 Contingent Liabilities				
Bank guarantees issued	**2 657**	2 861	**257**	257
The directors do not believe these contingent liabilities are likely to materialise into full liabilities.				
28 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	**732 765**	681 020		
Borrowings	**1 596**	3 548		
Total equity and borrowings	**734 361**	684 568		
Cash and cash equivalents	**248 189**	381 616		

The borrowings relate to the lease liability and the Group has no other borrowings.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets.

The Group monitors capital on the basis of the gearing ratio.

This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including 'current and non-current borrowings' as shown in the statement of financial position) less cash and cash equivalents.

At the reporting date the Group had no borrowings.

There are no externally imposed capital requirements.

As the Group has no external debt, the following factors would have zero impact on the Group:
A) debt covenant triggers,
B) the proximity of the Group breaching covenant triggers.

There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.

29 Subsequent events

Despite the current COVID-19 pandemic and suppressed market conditions, there has been no further impact on the write off of debtors, inventory or goodwill above what was raised at year end, up to the date of the release of these Annual Financial Statements. The unfortunate riots in KZN in July 2021 has had an indirect impact on our Plastics Segment revenue at the start of the new financial year, the full impact of which will only be able to be assessed as the year further unfolds. No other significant events occurred subsequent to year end.

30 Going concern

Other than as outlined above, there has not arisen in the interval between the end of the financial year and the date of this report any item transaction or event of a material and unusual nature likely, in the opinion of the directors of the Company, to affect substantially the operations of the Company.

Presentation of Annual Financial Statements

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

These accounting policies are consistent with the previous year.

Significant judgements and sources of estimation uncertainty

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

COVID-19

The Group treated the impact of the COVID-19 pandemic as an adjusting event and other than 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 2021. 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 2021 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.

Lease term of contracts with renewal option.

A number of lease contracts include the option to renew the lease for a further period or terminate the lease earlier. The Group applies judgement in assessing whether it is reasonably likely that options will be exercised taking into account all relevant facts and circumstances that create an economic incentive. Factors considered include how far in the future an option occurs, payment amounts in the optional periods, plans that the Group has in place for future use of the asset and past history of renewing/terminating leases. During the year, some options were exercised and extended to 30 September 2021. Various commercial factors are under consideration for further extensions after year end, and no final decision has been made with regards to this.

1 Property, plant and equipment

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

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

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

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

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

Item	Years
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 Inventories

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

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

6 Prepayments

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

7 Treasury shares

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

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

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

8 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.

9 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.

10 Dividends declared

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

11 Finance costs

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

12 Employee benefits

12.1 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.

12.2 Defined contribution plans

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

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

The fund is governed by the Pension Funds Act.

13 Leases

13.1 Operating leases - lessor

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

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

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered of low value (i.e. below R100 000). Lease payments on short-term leases and leases of low-value assets are recognised as expenses on a straight-line basis over the lease term. The average remaining lease terms at year end amounts to 7 months. There are no low value leased assets applicable to the Group.

14 Right-of-use assets

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

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

15 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 17) 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:
• 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.

16 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.

17 Segment report

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

18 Impairment of non-financial assets

Goodwill has been allocated to cash generating units for the purpose of impairment testing. The recoverable amount of goodwill is assessed based on discounted cash flows. The cash flows are based on forecasts including assumptions and estimates of future earnings.
The rates used to discount cash flows are influenced by the risks specific to the cash generating unit to which the goodwill has been allocated.
Refer note 3 for assumptions used.

19 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.

20 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.

21 Revenue

Sales of plastic packaging

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

Rental income

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

Variable consideration

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

22 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.

23 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.

24 International reporting standards

24.1 Standards adopted during the year

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

25 New standards and interpretations not yet adopted

Various amendments from existing standards and that no material impact is expected.

SHAREHOLDER PROFILE

At 30 June 2021

Size of Holding	2021 No of Holders	2021 % of Holders	2021 % of Capital	2020 No of Holders	2020 % of Holders	2020 % of Capital
Shareholdings						
1 - 5 000	1 184	72.5	1.2	744	64.5	1.2
5 001 - 10 000	128	7.8	1.1	125	10.8	1.2
10 001 - 50 000	192	11.8	5.1	168	14.5	5.3
50 001 - 100 000	56	3.4	5.2	49	4.2	5.0
100 001 and above	73	4.5	87.4	69	6.0	87.3
Total	1 633	100.0	100.0	1 155	100.0	100.0
Spread						
Public - South African	1 608	98.5	62.8	1 128	97.7	63.4
Public - Non Residents	21	1.3	0.2	23	2.0	0.3
Treasury	1	0.1	8.5	1	0.1	7.8
Directors	3	0.1	28.5	3	0.2	28.5
Total	1 633	100.0	100.0	1 155	100.0	100.0
Status						
Dematerialised	1 496	91.6	97.6	1 017	88.1	97.6
Certificated	137	8.4	2.4	138	11.9	2.4
Total	1 633	100.0	100.0	1 155	100.0	100.0

Other Large Investors	2021	2020
Kagiso Group directly and through various funds.	14.88	13.09
Aylett & Co directly and through various funds.	13.40	13.11
Old Mutual directly and through various funds.	7.80	7.56

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

			2021			2020	
	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 32.00 cents per share ("cps") (2020: 29.50 cps) has been declared payable to shareholders on Monday, 25 October 2021.

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 2021.

Additional information pertaining to the cash dividend:

			cps
	Dividend declared		
○	Gross local cash dividend		32.00
○	STC credits set off (see below)		-
	Taxable dividend		32.00
○	Dividend Withholding Tax (DWT) at	20.0%	(6.40)
○	Net local cash dividend to shareholders liable for DWT		25.60
○	Shareholders exempt from DWT will receive a gross dividend of		32.00
	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	19 October 2021
List date	Wednesday	20 October 2021
Record date	Friday	22 October 2021
Payment date	Monday	25 October 2021

Share certificates may not be dematerialised or re-materialised from Wednesday, 20 October 2021 to Friday, 22 October 2021, 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
07 September 2021

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 Monday, 8 November 2021 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	26 October 2021
Record date to determine shareholder's eligibility to vote	Friday	29 October 2021
Notification of intention of electronic participation	Thursday	04 November 2021
Proxies to be submitted to the transfer secretaries by 09h00	Thursday	04 November 2021
Date of AGM	Monday	08 November 2021

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 2021, 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 2021, 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 2021, be and is hereby approved by way of a non-binding advisory vote."

4 Ordinary Resolution Number Four (Re-election of Director Mr Finlay Craig Macgillivray)
(refer page 4 for his abridged curricula vitae)

"Resolved that Mr Finlay Craig MacGillivray, 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 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."

6 Ordinary Resolution Number Six (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."

7 Ordinary Resolution Number Seven (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."

8 Ordinary Resolution Number Eight (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.

8.1 "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."

8.2 "Resolved that Mr Brian Frost, 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."

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

Special Resolutions

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

9 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:

9.1 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;

9.2 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;

9.3 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;

9.4 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;

9.5 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;

9.6 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;

9.7 the Company shall have adequate capital; and

9.8 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.

10 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."

11 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-22 R'000	30-Jun-23 R'000
Board		
Chair	406	425
Vice Chair / Independent Lead Director	350	366
Member	224	234
Audit and Risk Committee		
Chair	125	131
Member	84	87
Remuneration Committee		
Chair	125	131
Member	84	87
Social and Ethics Committee		
Chair	113	118
Member	84	87

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 CSDP
- nominee

A form of proxy is attached for the convenience of such a shareholder. The form of proxy should be completed and returned so as to reach the transfer secretaries, Computershare Investor Services (Pty) Limited, Rosebank Towers, 15 Bermann Avenue, Rosebank, 2196 (P O Box 61051, Marshalltown, 2107) by 09h00 on Thursday, 4 November 2021. [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
07 September 2021

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 MONDAY, 8 NOVEMBER 2021 AT THE ROYAL CAPE GOLF CLUB, 174 OTTERY ROAD, WYNBERG, CAPE TOWN.

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

I/We ______________________________

of ______________________________

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

1. ______________________ of ______________________ or, failing him/her,

2. ______________________ of ______________________ or, failing him/her,

3. the 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 Monday, 8 November 2021 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 Finlay Craig Macgillivray)			
Ordinary Resolution Number Five (Re-election of Director Mr Brian James Frost)			
Ordinary Resolution Number Six (Directors' authority to negotiate and sign)			
Ordinary Resolution Number Seven (Reappointment of auditors)			
Ordinary Resolution Number Eight (Reappointment of Audit and Risk Committee)			
8.1 Mr Craig MacGillivray			
8.2 Mr Brian Frost			
8.3 Ms Sarah Sonnenberg			
Special Resolution Number One (General authority to repurchase shares)			
Special Resolution Number Two (Provision of financial assistance)			
Special Resolution Number Three (Non-executive directors fees)			

Signed at ______________________ on ______________________

Signature ______________________________

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

Please read the notes on the reverse side hereof.

Notes:

1 A shareholder may insert the name or names of two alternative proxies of the shareholder's choice in the space provided, with or without deleting "the 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 Thursday, 4 November 2021.

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.