



Nampak
packaging excellence

Audited group results for the year ended
30 September 2010 and
renewal of cautionary announcement





NAMPAK LIMITED
(Registration number 1968/008070/06)
(Incorporated in the Republic of South Africa)
Share code: NPK ISIN: ZAE 000071676

I Administration I

Independent non-executive directors:

T T Mboweni (Chairman), R C Andersen, R J Khoza, P M Madi, D C Moephuli,
C W N Molope, R V Smither, P M Surgey.

Executive directors:

A B Marshall (Chief executive officer), G Griffiths (Chief financial officer),
F V Tshiqi (Group human resources).

Secretary: N P O'Brien.

Registered office:

Nampak Centre, 114 Dennis Road
Atholl Gardens, Sandton 2196
South Africa
(PO Box 784324, Sandton 2146
South Africa)
Telephone: +27 11 719 6300

Share registrar:

Computershare Investor
Services (Pty) Limited
70 Marshall Street
Johannesburg 2001, South Africa
(PO Box 61051, Marshalltown 2107
South Africa)
Telephone: +27 11 370 5000

Sponsor:

UBS South Africa (Pty) Limited

- ▶ Operating profit up 126%
- ▶ HEPS up 79%
- ▶ EPS up 303%
- ▶ Dividend per share up 98% to 83 cents
- ▶ Successful disposal of 6 underperforming businesses
- ▶ Cash generation of R2.5 billion
- ▶ Net gearing reduced from 52% to 33%

DISCLAIMER

We may make statements that are not historical facts and relate to analyses and other information based on forecasts of future results and estimates of amounts not yet determinable. These are forward-looking statements as defined in the U.S. Private Securities Litigation Reform Act of 1995. Words such as “believe”, “anticipate”, “expect”, “intend”, “seek”, “will”, “plan”, “could”, “may”, “endeavour” and “project” and similar expressions are intended to identify such forward-looking statements, but are not the exclusive means of identifying such statements. By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and there are risks that predictions, forecasts, projections and other forward-looking statements will not be achieved.

If one or more of these risks materialise, or should underlying assumptions prove incorrect, actual results may be very different from those anticipated. The factors that could cause our actual results to differ materially from the plans, objectives, expectations, estimates and intentions in such forward-looking statements are discussed in each year’s annual report. Forward-looking statements apply only as of the date on which they are made, and we do not undertake other than in terms of the Listings Requirements of the JSE Limited, to update or revise any statement, whether as a result of new information, future events or otherwise. All profit forecasts published in this report are unaudited. Investors are cautioned not to place undue reliance on any forward-looking statements contained herein.

I Condensed group statement of comprehensive income I

	Notes	2010 Rm	2009 Rm	% change
Revenue		18 545.5	19 585.6	(5.3)
Operating profit	2	1 343.7	595.2	125.8
Finance costs		(260.0)	(441.7)	
Finance income		57.4	113.8	
Income from investments		6.0	5.5	
Share of profit/(loss) of associates		3.6	(0.5)	
Profit before tax		1 150.7	272.3	322.6
Income tax		315.8	70.2	
Profit for the year		834.9	202.1	313.1
Other comprehensive expenses				
Exchange differences on translation of foreign operations		(234.3)	(426.9)	
Net actuarial losses from retirement benefit obligations		(145.2)	(135.3)	
Losses on cash flow hedges		(0.4)	(1.7)	
Other comprehensive expenses for the year, net of tax		(379.9)	(563.9)	
Total comprehensive income/(expense) for the year		455.0	(361.8)	
Profit attributable to:				
Owners of Nampak Limited		825.9	204.8	303.3
Non-controlling interest in subsidiaries		9.0	(2.7)	
		834.9	202.1	
Total comprehensive income/(expense) attributable to:				
Owners of Nampak Limited		450.1	(352.9)	
Non-controlling interest in subsidiaries		4.9	(8.9)	
		455.0	(361.8)	
Basic earnings per share (cents)		140.5	34.9	302.6
Fully diluted earnings per share (cents)		138.9	37.8	267.3
Headline earnings per ordinary share (cents)		149.7	83.8	78.6
Fully diluted headline earnings per share (cents)		147.7	85.3	73.2
Dividend and cash distribution per share (cents)		83.0	42.0	98.0

| Condensed statement of financial position |

	Notes	2010 Rm	2009 Rm
ASSETS			
Non-current assets			
Property, plant and equipment and investment property		6 199.9	6 392.9
Goodwill and other intangible assets		301.1	389.4
Other non-current financial assets and associates		408.9	399.1
Deferred tax assets		46.9	200.9
		6 956.8	7 382.3
Current assets			
Inventories		2 272.6	2 643.8
Trade receivables and other current assets		2 697.3	2 864.3
Tax assets		77.2	11.0
Bank balances, deposits and cash	5	718.6	1 016.1
		5 765.7	6 535.2
Assets classified as held for sale	6	202.6	174.9
Total assets		12 925.1	14 092.4
EQUITY AND LIABILITIES			
Capital and reserves			
Share capital		35.7	35.6
Capital reserves		(543.4)	(611.6)
Other reserves		(755.2)	(383.3)
Retained earnings		6 603.7	6 064.3
Shareholders' equity		5 340.8	5 105.0
Non-controlling interest		27.5	24.5
Total equity		5 368.3	5 129.5
Non-current liabilities			
Loans and borrowings		1 631.0	2 121.5
Retirement benefit obligation		1 404.5	1 246.2
Other non-current liabilities		15.8	36.5
Deferred tax liabilities		286.9	293.1
		3 338.2	3 697.3
Current liabilities			
Trade payables, provisions and other current liabilities		3 135.7	3 307.0
Bank overdrafts	5	455.5	619.3
Loans and borrowings		373.8	1 186.1
Tax liabilities		175.2	73.1
		4 140.2	5 185.5
Liabilities directly associated with assets classified as held for sale	6	78.4	80.1
Total equity and liabilities		12 925.1	14 092.4

I Condensed group statement of cash flows I

	Notes	2010 Rm	2009 Rm
Cash from operations before working capital changes		2 296.6	2 021.6
Working capital changes		212.3	198.4
Cash generated from operations		2 508.9	2 220.0
Net interest paid		(261.9)	(363.9)
Income from investments		6.0	5.5
Retirement benefits, contributions and settlements		(48.3)	(51.8)
Tax paid		(93.3)	(416.4)
Replacement capital expenditure		(245.3)	(466.4)
Cash retained from operations		1 866.1	927.0
Dividends paid		(289.2)	(1.7)
Cash distributions paid		-	(527.1)
Net cash retained from operating activities		1 576.9	398.2
Net cash utilised in investing activities		(428.2)	(705.4)
Net cash retained/(utilised) before financing activities		1 148.7	(307.2)
Net cash utilised in financing activities		(1 241.4)	(459.3)
Net decrease in cash and cash equivalents		(92.7)	(766.5)
Cash and cash equivalents at beginning of year	5	397.9	1 221.7
Translation of cash in foreign subsidiaries		(42.1)	(57.3)
Cash and cash equivalents at end of year	5	263.1	397.9

I Group statement of changes in equity I

	2010 Rm	2009 Rm
Opening balance	5 129.5	5 991.9
Net shares issued during the year	19.5	13.7
Treasury shares sold	0.3	-
Share of movement in associate's non-distributable reserve	(1.0)	-
Release of reserves relating to subsidiary disposed	0.5	-
Share-based payment expense	54.3	17.2
Share grants exercised	(3.4)	(2.7)
Transfer from hedging reserve to related assets	2.2	-
Gain on available-for-sale financial assets	0.6	-
Total comprehensive income/(expense) for the year	455.0	(361.8)
Dividends paid	(289.2)	(1.7)
Capital distributions from share premium	-	(527.1)
Closing balance	5 368.3	5 129.5
Comprising:		
Share capital	35.7	35.6
Capital reserves	(543.4)	(611.6)
Share premium	265.8	246.4
Treasury shares	(1 149.7)	(1 150.0)
Share-based payments reserve	340.5	292.0
Other reserves	(755.2)	(383.3)
Foreign currency translation reserve	(203.4)	24.7
Hyperinflation capital adjustment	(24.3)	(24.3)
Financial instruments hedging reserve	(0.1)	(1.9)
Recognised actuarial losses	(491.6)	(346.4)
Share of non-distributable reserves in associates	2.3	3.3
Available-for-sale financial assets revaluation reserve	(38.3)	(38.9)
Other	0.2	0.2
Retained earnings	6 603.7	6 064.3
Shareholders' equity	5 340.8	5 105.0
Non-controlling interest	27.5	24.5
Total equity	5 368.3	5 129.5

I Notes I

	2010 Rm	2009 Rm
1. Basis of preparation		
The condensed consolidated financial statements have been prepared in compliance with the Listings Requirements of the JSE Limited, International Financial Reporting Standards (IFRS), the AC 500 standards as issued by the Accounting Practices Board, the South African Companies Act, 1973, as amended and the information as required by IAS 34: <i>Interim Financial Reporting</i> .		
The accounting policies applied are consistent with those applied for the group's 2009 annual financial statements, except for the following:		
- IAS 1: Presentation of financial statements (amendments)		
The amendments involved terminology changes (including revised titles for the financial statements) and changes in the format and content of the financial statements.		
- IFRS 8: Operating segments		
The standard required a redesignation of the group's reportable segments. The information reported is that which management uses internally for evaluating segment performance and for allocation of resources after applying the aggregation criteria.		
The adoption of the above standards did not have a significant impact on the financial statements and has affected presentation and disclosure only.		
2. Included in operating profit are:		
Depreciation	643.6	729.3
Amortisation	65.5	82.0
3. Reconciliation of operating profit and trading profit		
Operating profit	1 343.7	595.2
Abnormal losses/(gains)*	199.5	532.3
Net impairment losses on goodwill, property, plant, equipment and investments	108.4	389.8
Retrenchment and restructuring costs	78.8	107.0
Share-based payment expense on BEE transaction	49.0	18.0
Financial instruments fair value loss	12.0	54.1
Net loss/(profit) on disposal of businesses	2.9	(26.7)
Impairments of loans to non-controlling shareholders	1.9	36.9
Net profit on disposal of property	(38.6)	(1.8)
Non-controlling shareholder loan waived	(14.9)	-
Net onerous lease provisions reversed	-	(26.1)
Insurance proceeds from Thorpe fire	-	(18.9)
Trading profit	1 543.2	1 127.5
<i>*Abnormal losses/(gains) are defined as losses/(gains) which do not arise from normal trading activities or are of such size, nature or incidence that their disclosure is relevant to explain the performance for the period.</i>		

	2010 Rm	2009 Rm
4. Determination of headline earnings		
Profit attributable to equity holders of the company for the year	825.9	204.8
Less: preference dividend	(0.1)	(0.1)
Basic earnings	825.8	204.7
Adjusted for:		
Net impairment losses on goodwill, plant, equipment, intangible assets and investments	107.1	389.8
Net loss/(profit) on disposal of businesses and other investments	2.9	(26.7)
Net (profit)/loss on disposal of property, plant, equipment and intangible assets	(23.9)	33.0
Tax effects and non-controlling interest	(32.0)	(110.1)
Headline earnings for the year	879.9	490.7
5. Cash and cash equivalents		
Bank balances, deposits and cash	718.6	1 016.1
Bank overdrafts	(455.5)	(619.3)
Bank balances, deposits and cash included in assets held for sale	-	1.1
	263.1	397.9
6. Assets held for sale		
<p>The assets and liabilities attributable to business units and assets which are expected to be sold in the next 12 months have been classified as disposal groups held for sale and are presented separately in the balance sheet. The assets and disposal groups have been measured at fair value less cost to sell and an impairment charge of R63.3 million (2009: R52.0 million) has been recognised for the year.</p>		
7. Supplementary Information		
Capital expenditure	785.7	1 129.3
- expansion	529.9	653.5
- replacement	245.3	466.4
- intangibles	10.5	9.4
Capital commitments	482.3	593.0
- contracted	304.8	357.0
- approved not contracted	177.5	236.0
Lease commitments	306.1	383.3
- land and buildings	232.0	299.6
- other	74.1	83.7
Contingent Liabilities	5.5	17.2
- customer claims and guarantees	5.5	17.2

I Notes I

	2010 Rm	2009 Rm
8. Share statistics		
Ordinary shares in issue (000)	660 778	659 264
Ordinary shares in issue – net of treasury shares (000)	588 338	586 773
Weighted average number of ordinary shares on which headline earnings and basic earnings per share are based (000)	587 782	585 858
Weighted average number of ordinary shares on which diluted headline earnings and diluted basic earnings per share are based (000)	610 574	602 185
9. Additional disclosures		
Net gearing	33%	52%
Net debt: EBITDA*	0.8 times	1.6 times
EBITDA interest cover*	10.7 times	5.6 times
Total liabilities: equity	141%	175%
Return on equity	16%	4%
Return on net assets	15%	6%
Net worth per ordinary share (cents)**	912	874
Tangible net worth per ordinary share (cents)**	861	808
*EBITDA is calculated before net impairments		
**calculated on ordinary shares in issue – net of treasury shares		

10. Related party transactions

Group companies, in the ordinary course of business, entered into various purchase and sale transactions with associates, joint ventures and other related parties. The effect of these transactions is included in the financial performance and results of the group. The detailed disclosure is available for inspection at the registered offices of the company.

11. Independent auditor's opinion

The auditors, Deloitte & Touche, have issued their opinion on the group's financial statements for the year ended 30 September 2010. The audit was conducted in accordance with International Standards on Auditing. They have issued an unmodified audit opinion. These condensed financial statements have been derived from the group financial statements and are consistent in all material respects with the group financial statements. A copy of their audit report is available for inspection at the company's registered office. Any reference to future financial performance included in this announcement, has not been reviewed or reported on by the company's auditors.

| Comments |

NAMPAK PROFILE

Nampak is Africa's largest packaging manufacturer with operations in Botswana, Ethiopia, Kenya, Malawi, Mozambique, Namibia, Nigeria, South Africa, Swaziland, Tanzania, Zambia and Zimbabwe. Nampak's footprint in Africa will be enhanced in 2011 with the opening of the new beverage can factory in Angola.

Nampak is the major supplier of plastic bottles to the dairy industry in the United Kingdom.

Collection and recycling of all types of used packaging is of the utmost importance and is a core strategic activity.

The group's world-class research and development facility based in Cape Town provides technical expertise and support to Nampak's businesses as well as to its customers.

The corporate office is based in Sandton, South Africa.

GROUP PERFORMANCE

Operating profit increased by 126%. The trading margin improved from 5.8% to 8.3% with turnarounds in the paper businesses in both South Africa and Europe and the disposal of underperforming businesses contributing to this improvement.

Headline earnings per share increased by 79% from 83.8 cents to 149.7 cents as a result of the improvement in operating profit and the reduction in finance costs. Earnings per share increased by 303% due to significantly lower abnormal items than the previous year.

Revenue decreased by 5% due partly to lower volumes in South Africa and the effect of a stronger rand on translated revenue from Europe and the rest of Africa.

Net finance costs decreased by 38% to R203 million as a result of lower interest rates and lower levels of debt.

The effective tax rate was 27.4% compared to 25.8% in 2009.

Total capital expenditure amounted to R786 million compared to R1 129 million in 2009 with R195 million spent on the Angolan beverage can factory and R54 million on the completion of the glass cullet plant.

Working capital decreased by R212 million due to the continued focus on reducing our investment in this area. Inventories and accounts receivable showed significant reductions.

Net debt to equity decreased to 33% from 52% last year mainly as a result of the repayment of debt and the increase in cash generated from operations, and reductions in both capital expenditure and working capital.

BEE RATING

In 2010 Nampak achieved a BBBEE rating of level 4, up from level 6 in 2009 as a result of various initiatives across all seven legs of the Black Empowerment Scorecard as certified by independent ratings agency Empowerdex.

I Comments I

SEGMENTAL REVIEW

	Revenue		Trading profit*		Margin	
	2010 Rm	2009 Rm	2010 Rm	2009 Rm	2010 %	2009 %
South Africa	13 293	13 357	1 138	842	8.6	6.3
Rest of Africa	1 214	1 403	83	67	6.8	4.8
Europe	4 039	4 825	219	170	5.4	3.5
Other			103	49		
Total	18 546	19 585	1 543	1 128	8.3	5.8

*operating profit before abnormal items

South Africa

Sales volumes were flat. Although there was increased demand for some products during the 2010 FIFA World Cup tournament, consumer demand was generally weak for most of the year. A stronger performance by the food and general can business and a reduced loss in the corrugated business contributed to the 35% increase in trading profit. The margin increased from 6.3% to 8.6%.

Rest of Africa

Trading profit increased by 66% in US dollar terms and by 24% in rand terms to R83 million. This amount includes start-up costs of R15 million for the new beverage can plant in Angola. The metals and paper businesses in Nigeria achieved very good results as did the businesses in most other territories. Zambia performed below expectations and incurred a loss.

Europe

Revenue of £347 million was at a similar level to last year whilst trading profit increased by 56% from £12.1 million to £18.9 million as a result of the turnaround in the folding cartons business. The average exchange rate to the pound was R11.64 compared to R13.94 last year.

Other

This segment comprises corporate services, procurement, treasury and property rentals. The increase in trading income is due mainly to lower corporate costs and a reduction in the provision for bad debts.

Metals and Glass

	Revenue		Trading profit*		Margin	
	2010 Rm	2009 Rm	2010 Rm	2009 Rm	2010 %	2009 %
South Africa	5 263	5 350	743	737	14.1	13.8
Rest of Africa	526	617	15	(11)	2.9	(1.8)
Total	5 789	5 967	758	726	13.1	12.2

*operating profit before abnormal items

South Africa

Revenue decreased by 2% due to a reduction of 6% in the demand for beverage cans. Good performances from the food, general can and glass businesses contributed to maintaining trading profit at a similar level to last year.

Food can volumes decreased by 12% with all categories except for milk cans being lower than last year. There was higher demand for aerosol, polish and other diversified cans.

There was moderate demand for glass bottles which together with the investment in manufacturing technology contributed to an improvement in performance and margins. A new cullet plant costing R160 million was commissioned in March 2010. This will enable greater quantities of recycled glass to be used.

Rest of Africa

Both the Kenyan and Nigerian businesses performed well. The trading profit was impacted by start-up costs of R15 million in Angola.

Equipment is currently being installed in the new beverage can factory in Angola with production due to commence in the first half of 2011.

Paper and Flexibles

	Revenue		Trading profit*		Margin	
	2010 Rm	2009 Rm	2010 Rm	2009 Rm	2010 %	2009 %
South Africa	4 313	4 399	59	(237)	1.4	(5.4)
Rest of Africa	688	786	68	78	9.9	9.9
Europe	2 771	3 317	118	77	4.3	2.3
Total	7 772	8 502	245	(82)	3.2	(1.0)

*operating profit before abnormal items

South Africa

Revenue decreased by 2% due to lower sales in the flexible and sacks businesses. A substantially reduced loss in the corrugated business and a strong performance by the flexibles business contributed to the turnaround in trading profit.

Sales volumes of corrugated boxes increased by 7%, as a result of improved demand from the agriculture sector and the regaining of market share in the commercial sector. Production efficiencies at the Rosslyn paper mill showed steady improvement as the year progressed and the converting operations performed well.

Demand for folding cartons was weak across all sectors with only fast-food packaging registering any growth supported by increased demand during the 2010 FIFA World Cup tournament. The conversion of detergent cartons to flexible packaging also impacted on volumes.

The flexible business achieved a much improved performance with both volume growth and higher margins contributing to the better results. There was stronger demand from key customers and higher sales of detergent bags which have converted from folding cartons. A major contributor to the improved results was the sale and closure respectively in 2009 of the loss-making Flexpak and Foam businesses.

The paper sacks business performed well despite depressed demand for cement and milling packaging. Exports to Africa grew year on year.

Rest of Africa

The folding cartons business in Nigeria had an excellent year with strong demand for cigarette cartons as well as further penetration into the general carton market. The good results from Nigeria and Malawi were negatively impacted by a loss in Zambia.

Europe

Revenue remained constant at £238 million whilst trading profit increased by 90% to £10.2 million.

Sales volumes in the healthcare packaging business were higher than last year but weak economic conditions resulted in volumes of folding cartons for the food sector being similar to a year ago. The benefits of the rationalisation undertaken at Leeds towards the end of 2009 contributed to the substantial increase in profitability.

| Comments |

Plastics

	Revenue		Trading profit*		Margin	
	2010 Rm	2009 Rm	2010 Rm	2009 Rm	2010 %	2009 %
South Africa	2 142	2 075	152	184	7.1	8.9
Europe	1 268	1 508	101	93	8.0	6.2
Total	3 410	3 583	253	277	7.4	7.7

*operating profit before abnormal items

South Africa

Revenue increased by 3% whilst trading profit fell by 17% due to an increased loss in the tubes and tubs business.

There was marginal volume growth in plastic bottles for milk and juice. Sales of multi-layer bottles for long-life milk were expanded to a broader range of retailers. There was good demand from the beverage industry for plastic crates.

Sales of PET bottles for carbonated soft drinks were affected by the unseasonal wet summer as well as the loss of business in Bloemfontein following the award of a new in-plant to a competitor.

There was reduced demand for tubes. Due to poor profitability and weak prospects, the plastic industrial container business was sold and for similar reasons the tubs business is in the process of being sold.

Sales of metal closures for food containers were lower due to imports and depressed consumer demand. Screw cap closures for wine bottles continued to grow.

Europe

Revenue was 2% higher at £109 million whilst trading profit increased by 30% to £8.7million. Sales volumes were lower due to the insolvency of a major customer in the middle of 2009 but the profit improvement programme implemented to counter the loss of this business contributed to an improvement in performance. A competitor acquired effective October 2010 will assist in restoring some of the lost volumes.

Tissue

	Revenue		Trading profit*		Margin	
	2010 Rm	2009 Rm	2010 Rm	2009 Rm	2010 %	2009 %
South Africa	1 575	1 533	184	158	11.7	10.3

*operating profit before abnormal items

Revenue increased by 3% and trading profit by 16%.

Demand from the retail sector was soft although there was an improvement in the latter part of the year. Toilet tissue volumes were down. Diapers and feminine hygiene products both showed positive growth.

CORPORATE ACTIVITY

In line with the stated strategy to fix, close or sell underperforming businesses, the following businesses were sold: the Durban and Cape Town operations of Redibox (other operations were closed); Disaki Cores & Tubes; Carmoc; the containers business and L&CP which is subject to approval by the Competition Commission. Interpak Books was sold subsequent to 30 September 2010.

RENEWAL OF CAUTIONARY ANNOUNCEMENT

Shareholders are referred to the cautionary announcement published on 4 October 2010 when the company advised that it was in discussions which, if successfully concluded, could have an effect on the price of the company's securities.

Shareholders are advised that discussions are at an advanced stage in regard to the sale of the company's Cartons and Healthcare businesses in Europe.

Accordingly, shareholders are advised to continue to exercise caution when dealing in the company's securities until a further announcement is made.

PROSPECTS

The group has successfully fixed or sold most of its underperforming businesses. The strategy of investing and growing our core profitable businesses will continue and we remain focused on fixing or exiting the remaining underperforming businesses. Capex and working capital will continue to be tightly controlled.

As a result, the group will be more focused and we expect to be able to continue delivering improvements in profitability, trading margins and reduced debt.

CHANGES IN THE DIRECTORATE

Mr T Evans retired as chairman and as a non-executive director on 31 May 2010.

Mr T T Mboweni was appointed chairman and a non-executive director on 1 June 2010.

Mr M H Visser resigned as a non-executive director on 5 August 2010.

DECLARATION OF ORDINARY DIVIDEND NUMBER 77

Notice is hereby given that a final dividend number 77 of 58.0 cents per share (2010: 24.0 cents per share) has been declared in respect of the year ended 30 September 2010, payable to shareholders recorded as such in the register of the company at the close of business on the record date, Friday 14 January 2011. The last day to trade to participate in the dividend is Friday 7 January 2011. Shares will commence trading "ex" dividend from Monday 10 January 2011.

The important dates pertaining to this dividend are as follows:

Last day to trade ordinary shares "cum" dividend	Friday 7 January 2011
Ordinary shares trade "ex" dividend	Monday 10 January 2011
Record date	Friday 14 January 2011
Payment date	Monday 17 January 2011

Ordinary share certificates may not be de-materialised or re-materialised between Monday 10 January 2011 and Friday 14 January 2011, both days inclusive.

On behalf of the board

T T Mboweni *Chairman*
A B Marshall *Chief executive officer*

22 November 2010

These results and a presentation to analysts and shareholders are available on the group's website at www.nampak.com

