



CREATING ENVIRONMENTAL RESPONSIBILITY

Highlights	2
Company Profile	3
Chairman's Statement	6
Managing Director's Report	8
Board of Directors	10
Governance Report	12
KBL Operations Report	18
Sustainability Report	22
Finance Director's Report	36
<i>Annual Financial Statements</i>	38
Shareholders' Information	70
Notice of Annual General Meeting	72
Proxy Form	73

Highlights

9%

Turnover

2015: P 2,036,531
2014: P 1,861,571



3%

Gross Profit

2015: P 830,152
2014: P 855,960



4%

Operating Profit

2015: P 422,700
2014: P 440,859



6%

Profit Before Tax

2015: P 410,124
2014: P 435,597



8%

Profit Before Tax

2015: P 322,272
2014: P 350,551



1%

Total Net Dividend Per Share

2015: 100 thebe
2014: 101 thebe



5%

Alcohol Levy

2015: 55%
2014: 50%



33%

Share Price Movement

31 March 2015: 2870 thebe
31 March 2014: 2153 thebe



85%

Shared Traded (Value)

31 March 2015: P 302,306,643
31 March 2014: P 163,766,066



5%

Total Volume Growth in KBL

31 March 2015: 2,217,837 litres
31 March 2014: 2,114,994 litres



The highlights have been prepared to reflect the audited results of operations of the company and its associate Kgalagadi Breweries (Pty) Ltd (KBL), as a consolidated group.

Sechaba Breweries Holdings (Sechaba) Limited is an investment company listed on the Botswana Stock Exchange. Sechaba holds a 60% shareholding in its sole investment, Kgalagadi Breweries (Pty) Ltd (KBL), whilst SABMiller Botswana BV holds 40%. SABMiller Africa BV holds a further direct stake of 16.84% in Sechaba. As one of the world's largest brewers, SABMiller has control over KBL, offering insight and experience with regard to management, technical, brand building and distribution expertise.

KBL operates two traditional beer breweries, a clear beer brewery, a sparkling soft drinks production plant and seven sales and distribution depots around the country.

Timeline of Key Events

1960

- Botswana Breweries (Pty) Ltd is established in Francistown to brew Chibuku, the traditional opaque beer made from sorghum and maize

1970

- Sechaba Brewery Holdings Limited (SBHL) is set up by the Botswana Development Corporation (BDC) to hold investments in the beverage sector on behalf of the citizens of Botswana.

1973

- Prinz Brau Botswana (Pty) Ltd (name later changed to Kgalagadi Breweries (Pty) Ltd) is incorporated in Botswana.

1977

- SAB is invited to become the strategic partner of BDC by taking a 40% equity stake and management control of KBL and BBL.
- KBL begins bottling Coca-Cola products under a standard international bottling agreement with the Coca Cola Company.

1989

- Sechaba is listed on the Botswana Stock Exchange.

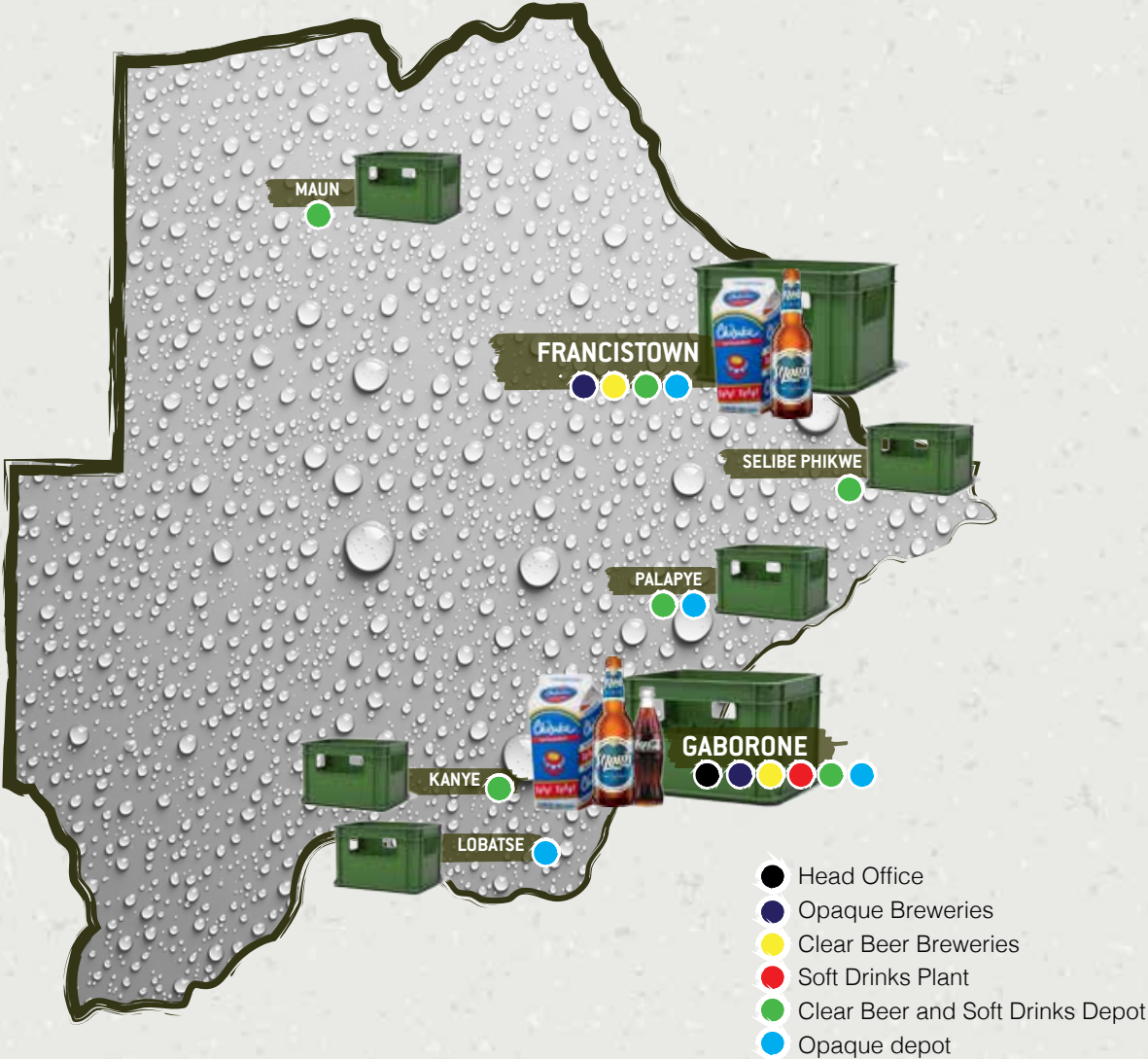
1995

- A Sparking Soft Drinks bottling plant is established in Gaborone

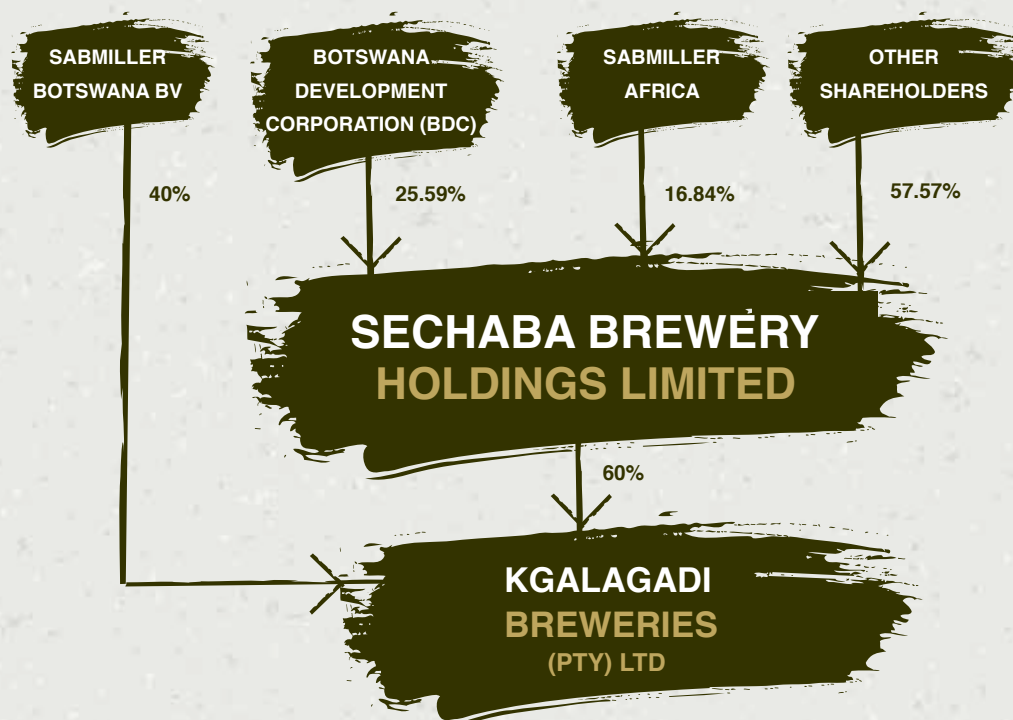
2013

- Botswana Breweries Ltd, the sorghum brewing arm of the business, is amalgamated into KBL, operating as a single entity.

KBL Operations Footprint



OWNERSHIP STRUCTURE



Chairman's Statement



Batlang G Mmualefe
Chairman

Dear Shareholder,

It is with pleasure that I report on the performance of Sechaba Brewery Holdings Limited for the financial year ended 31 March 2015. The operating profit and profit after tax of the company declined by 3.6% and 2.9%, respectively. Notwithstanding the stifled financial performance for the current year, investor confidence in the future prospects of the company continues to grow, with the share price on the Botswana Stock Exchange increasing exponentially over the year.

Economic Overview

The financial year ended 31 March 2015 proved to be quite positive for the world economy. Botswana's overall economy recorded a 4.4% GDP for the 2014 calendar year. Inflation levels fell to unprecedented low levels, ending the year at 2.8%, and this is expected to ease pressures on disposable income. Inflation levels are expected to remain at the lower spectrum of the Bank of Botswana inflation objective range of 3%-6%.

The Pula was impacted by the Ministry of Finance and Development Planning's downwards adjustment of the weight of the South African Rand in the Pula basket from 55% to 50%. The rate of crawl was

adjusted to zero, from -0.16%. At the end of the financial year, the Pula appreciated by a slight 0.3% against the Rand and 7.6% against the Euro, but depreciated by 4.5% against the United States Dollar. During the year under review, the Bank of Botswana gradually reduced the prime lending rate to 8% as at the end of the financial year.

The downwards movement in the inflation rate is attributable to the decrease in prices of commodities in the transport sector.

Stock Exchange Performance

The performance of the company's share price during the 12 months to 31 March 2015 surpassed that of the Domestic Companies Index (DCI), recording a 33.06% gain in share price compared to a 8.09% gain in the DCI, and this ranked Sechaba has the 4th best performing counter on the Stock Exchange during the period. Combined with a total before tax dividend of P1.67 over the 12 months the counter offered investors a total return of 40.79%. The counter proved more liquid during the period as 12 067 856 shares traded and generated a turnover of P302 306 643 compared to 9 047 379 shares worth P163 766 066 over the corresponding period the prior year.

Despite the tough operating conditions caused by the Alcohol Levy and Traditional Beer Regulations, investors continue to have confidence in the stock.

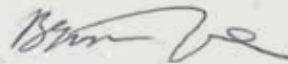
Achieving our vision

Environmental, health and safety practices are effectively integrated into day-to-day business operations and each member of staff is held accountable as part of his or her conditions of employment. The business continually strives for zero accidents and incidents, and all employees are continuously trained on the requirements of the Environmental and Occupational Safety and Health (EOSH) programme.

Sechaba holds sustainable development as a key deliverable, as espoused across all the operations of its associate, KBL. To this end, we are proud to be aligned to the SABMiller 'Prosper' vision targets as they articulate the core issues affecting our business, our employees and external stakeholders; and focus the company on the main environmental, social and economic risks and opportunities that we face. They provide firm and consistent principles that management uses as the basis for integrating sustainable development into business strategy, planning and decision-making.

I am happy to report that, notwithstanding the regulatory challenges faced, the business continues to operate as a going concern and provide consistent returns for shareholders. On behalf of the Board and Management, I wish to thank the Group Managing Director and all KBL employees for the success achieved during the financial year. I am confident that the business will continue to post positive results during the ensuing financial year and beyond.

Best regards,



Batlang G Mmualefe

Chairman

Highlights

Turnover up

9.4%

Share price up

33%

Share traded
volumes up

85%

Alcohol levy
increased to

55%

Managing Director's Report



Johan R de Kok
Managing Director

The performance of Sechaba Brewery Holdings Limited over the financial year ended 31 March 2015 has shown strained but satisfactory results given the continued challenges brought about by the trading and legislative environment. The impact of the overall trading environment has begun to show its impact on the business. The performance of the associate entity, Kgalagadi Breweries (Pty)

Ltd inevitably impacted on the final results in Sechaba.

KBL Volumes

Total sales volumes in the associate company, Kgalagadi Breweries (Pty) Ltd (KBL) increased by 4.9% from prior year, including a decline in traditional beer volumes by 4.3%. The Alcoholic Fruit Beverages (AFB) category recorded an impressive 831.2% volume growth for the year, which was largely attributed to the on-going growth of the Core and Redds brands. Similarly, Clear Beer recorded satisfactory growth at 4.8% above prior year, as Carling Black Label continues to dominate the market as well as the strength of the Castle Lite brand. Local Brand St. Louis Lager responded positively to the recent "look and feel" brand refresh with indications that the brand is starting to make a positive turn. Sparking Drinks (SSD) increased volumes by 12.0% for the year with all brands in this category registering positive growth. Non-alcoholic Beverages (NAB) volumes ended the year 15.6% ahead of prior year, which was largely due to the strong growth in Source Water, Mooka Mageu and Mazoe.

Marketing Initiatives

The year under review saw some successful marketing campaigns and promotions. Local beer, St. Louis Lager underwent a brand refresh during the final quarter of the financial year under the new tag line "take a fresh perspective". The market has responded positively to this new look and feel. The Coca Cola "Share a Coke" campaign, whose purpose was to engage consumers and build brand love by sharing happiness and talking about their experiences, was a huge success and amongst the most memorable for consumers. During the year, there were successful promotions of the Keona Mooka Mageu Trolley dash and the Chibuku "Road to Fame" countrywide music talent search.

Our People

The KBL value, 'Our employees are our enduring advantage' continues to serve as an anchor for the company. KBL employees a total of 1014 individuals, and is proud to place great emphasis on training and development.

CSR Initiatives

Through the KickStart and Thusanang projects, the company continued its initiatives to support the communities in which it operates. This year's KickStart competition saw an unprecedented number of applications. The company thus saw it fit to respond by increasing the number of winners by 5 from the previous year. The total value of grants awarded to support the youth entrepreneurs stood at P2,355,143.16, spread amongst eleven (11) businesses.

The “Ikgalemele” campaign (“It’s your responsibility”) continued in various areas around the country, promoting the message of responsible drinking. The project consists of four components: The Responsible Trader Programme; the Responsible Youth Campaign; Parent-Teacher Engagements; and an Environmental Responsibility Programme. During the third quarter the programme focused on the Responsible Trader Programme. The fourth quarter brought about a change of focus towards the Responsible Youth Programme.

Supporting entrepreneurship and making a valuable contribution in the communities in which we work is a key value for the company. We believe that the prosperity of our business is closely aligned to the health and well-being of our communities and that investment in communities will repay itself in terms of reputation, the commitment of our employees and the loyalty of our customers and consumers. We endeavour to make Botswana a better place by developing entrepreneurs and educating our consumers.

Safety, Health and Environment

KBL has been actively engaged in initiatives to reduce water and energy consumption in line with the Prosper Five Shared Imperatives. All sites continue to receive high ratings in health and safety standards. A safe workplace is a top priority for the business as it strives to ensure that the working environment does not pose any risk to our employees, suppliers, customers, and

other stakeholders. We are proud to be compliant with the most highly recognised standards including the Hazard Analysis and Critical Control Points (HACCP) certification.

Regulatory Challenges

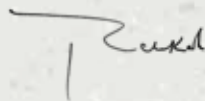
The regulatory environment continued to present very real challenges. The Alcohol Levy was increased by an additional 5% to 55% in December 2014, resulting in the Group being compelled to strategically increase efficiencies and reduce costs. The Traditional Beer Regulations (TBR) continue to strain the performance of the opaque beer market.

Business Integration

Following the merger of Kgalagadi Breweries (Pty) Ltd and Botswana Breweries (Pty) Ltd, integration of the back office and support services have been effected. In January 2015, the company concluded the full business integration in order to drive standard procedures and identify areas of improvement.

Prospects

Looking ahead, the company is well positioned to implement on-going strategies to mitigate challenges arising from the trading and legislative environment for alcohol related products. Sechaba Breweries Holdings Limited will continue to create shareholder value in the medium to long term and have be a partner with Government in diversifying the economy and creating sustainable employment.



Johan R de Kok

Managing Director

Highlights

KBL Volumes up

4.9%

St. Louis
rebranding



KickStart
grants

P2.4

million
to youth
entrepreneurs

Share a Coke
Promotion a
success



Board of Directors



Mr Mmualefe is the Chairman of the Board (non-executive director), appointed on 26 February 2013. He holds a BA in Economics & Statistics, and MA Development Economics. He was most recently employed at Botswana Development Corporation and is currently self-employed.

Batlang G Mmualefe



Mr de Kok is the Managing Director of the Group and Executive Director of the Board, appointed on 7 May 2013. Furthermore, he is the Managing Director of the associate company Kgalagadi Breweries (Pty) Ltd. He holds a BCom (Hons) in Business Economics and a BCom in Marketing

Johan R de Kok



Ms Maphage joined the Board on 12 November 2013 as an independent non-executive director. She has previously worked at Mascom Wireless and De Beers Botswana in senior capacities, and is an entrepreneur. She holds a BCom and MBL.

Kate C Maphage



Mr Nel joined the company on 1 May 2014 as Finance Director and Executive Director of the Board. Further, he is the Finance Director of Kgalagadi Breweries (Pty) Ltd, and has served in several senior positions within the SABMiller group. He holds B Econ, Bcom (Hons), B (B&A) (Hons), MBA 1990, PhD and BA, Psychological Counselling cum laude.

Gert H Nel



Ms Phuthago joined the Board as a non-executive director on 26 August 2013 whilst under the employment of Botswana Development Corporation as General Manager- Business Development. She holds a BA and MSc in Economics. Ms Phuthago was a Member of the Finance and Audit Committee. She resigned from the Board on 1 March 2015.

Montle Phuthago



Ms Makepe joined the Board 30 May 2014 as an independent non-executive director. She is also a Member of the Finance and Audit Committee. She is employed as Finance Director of Barclays Bank Botswana, and holds a FCCA(UK) and CA(Botswana). Ms Makepe is the former Chairperson of the Botswana Stock Exchange (2009-2012), Capital Securities (Pty) Ltd, and Barclays Bank Staff Pension Fund.

Lipalesa G Makepe



Mike A Baldachin

Mr Baldachin joined the Board on 7 May 2013 as a non-executive director. He is currently employed by SABMiller Namibia as the Financial Director, and has held several senior roles and directorships in the beverages industry across the continent. Mr. Baldachin holds a CA(SA) and BCompt (Hons). He resigned from the Board on 23 June 2015.



Myra T Sekgororane

Ms Sekgororoane joined the Board on 29 October 2014 as an independent non-executive director. She is self-employed, and has served as the Chief Executive Officer of Botswana Tourism Organisation (BTO), as well as having held senior positions in Botswana Post and Cresta Hospitality (Pty) Ltd. Further, she serves the President of the HATAB, Trustee Chairman of First National Bank of Botswana Foundation, Trustee of Mokolodi Nature Reserve, and Council Member of the Human Resources Development Advisory Council.



Wayne J McCauley

Mr McCauley joined the Board on 12 November 2014 as a non-executive director. He holds a BCom and MBL, and is currently employed by SABMiller Plc as Sales and Distribution Director of SAB (Pty) Ltd. He has held several senior positions within the SABMiller Group. Mr. McCauley is Chairman of the Namibia Brewing Company



Thabo K Matthews

Mr Matthews joined the Board on 6 March 2015 as a non-executive director. He holds a BA (Economics and Computer Science, Joint Majors). He has held several senior positions in various companies including Barclays Bank of Botswana (Head of Retail), Mascom Wireless (Chief Commercial Officer), Accenture (Senior Manager) and Deloitte (Head of Consulting). In May 2014, Mr Matthews left employment to establish himself as an Independent contractor providing management consulting services under the company Mamaleng Consulting (Pty) Ltd.



Lephimotswe B Sebetela

Mr Sebetela joined the board on 30 May 2014 as an independent non-executive director. He is an engineer by training and is currently employed as Group Manager – Strategy and Business Improvement at Debswana Diamond Company. He is a Board member of Botswana International University of Science and Technology (BIUST), Westwood International School, and Citizen Entrepreneurial Development Agency (CEDA), and is the Vice President of the Botswana Football Association.



Nadira Sheik

Ms Sheik has been appointed as a non-executive Member of the Board with effect from 23 June 2015. She holds a Bachelor of Commerce (Accounting) Honours and is a Certified Accountant with SAICA. She is currently employed by SABMiller Africa as Senior Manager – Finance and Control and has held several other positions in the company since 2008. Ms Sheik previously served as Mr. Baldachin's alternate on the Finance and Audit Committee and KBL and Sechaba Boards.

Governance Report

Sechaba Board of Directors provide guidance, leadership and strategic oversight to create a controlled environment for the business that will enhance Shareholder value.

The Directors' report on Corporate Governance

The Directors to provide leadership and strategic direction in their quest to deliver improved returns to all shareholders. Directors have a collective responsibility to demonstrate that they are aware of their fiduciary duties towards all stakeholders. The Directors' report outlines the approach to corporate governance.

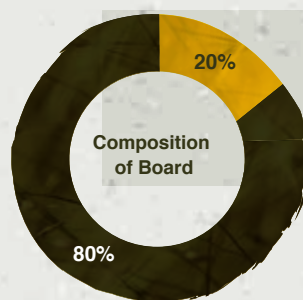
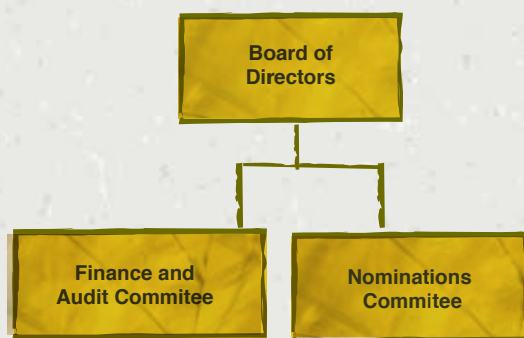
Statement of Compliance

Sechaba Brewery Holdings Limited and its associate company, Kgalagadi Breweries (Pty) Ltd is committed to observing the highest standards of best practice in corporate governance. The Group endeavours to entrench the principles of good governance in all its daily operations.

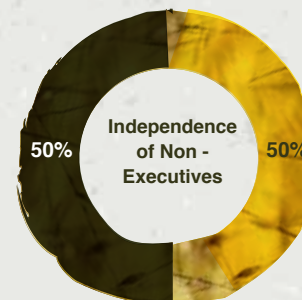
Composition and Independence

The Board is chaired by Mr B.G. Mmualefe, appointed 26 February 2014. The majority of the Board are non-executive directors. The size and composition of the Board is determined by the company's Articles of Association which stipulates that the number of directors should be not more than twelve and not less than four.

Membership of the Board of Directors as at 31 March 2015



■ Executive (2)
■ Non-Executive (8)



■ Independent (4)
■ Non-Independent (4)

Membership of the Board of Directors as at 31 March 2015

	Name	Independent	Appointment Date
1	Batlang Mmualefe	Non-Executive	26 February 2014
2	Kate Maphage	Non-Executive Independent	12 November 2012
3	Myra Sekgororoane	Non-Executive Independent	29 October 2013
4	Lipalesea Makepe	Non-Executive Independent	30 May 2014
5	Mike Baldachin	Non-Executive	7 May 2013
6	Wayne McCauley	Non-Executive	12 November 2014
7	Boyce Sebetela	Non-Executive Independent	30 May 2014
8	Johan de Kok	Executive - Managing Director	7 May 2013
9	Gert Nel	Executive - Finance Director	1 June 2014
10	Thabo Matthews	Non-Executive	6 March 2015

Resignations During The Year

	Name	Independent	Resignation Date
1	Brian Hirsh	Executive	12 November 2014
2	Letlhogonolo Matsela	Executive	23 September 2013
3	Sean Smuts	Non-Executive	1 December 2014
4	Montle Phuthogo	Non-Executive	1 March 2015

Membership of the Sub-Committees

Finance and Audit Committee

Mike Baldachin (Chairman)
 Robert Matthews (Independent member)
 Montle N Phuthogo
 Gosego January (Independent member)
 Lipalesa G Makepe

Nominations Committee

Kate C Maphage (Chairperson)
 Montle N Phuthogo

Post - reporting period, Mike Baldachin resigned from the Board, and Nadira Sheik was appointed as a substantive member of the Board. These changes took effect on 23 June 2015.

Meeting Attendance Record

During the year under review, the Board met for all its scheduled meetings, the attendance register is shown below:

	Board Meeting 15 May 2014	Board Meeting 12 Nov 2014	Board Meeting 26 Feb 2015	Overall Attendance
Batlang Mmualefe (Chairman)	P	P	P	3/3
Kate Maphage	P	P	P	3/3
Myra Sekgororoane	P	P	P	3/3
Lipalesea Makepe	P	A	A	1/3
Montle Phuthego	P	P	A	2/3
Mike Baldachin	P	A*	A*	1/3*
Wayne McCauley	N/A	N/A	P	1/1
Boyce Sebetela	A	P	P	2/3
Johan de Kok	P	P	P	3/3
Gert Nel	N/A	P	P	2/2
Thabo Mathews	N/A	N/A	N/A	N/A

P- Present; **A**- Apology; **N/A** – Not Applicable *Nadira Shiek (Alternate to Mike Baldachin) was present in his absence

Matters Reserved for the Board

The Board has a schedule of matters reserved for its attention and these are dealt with at each meeting. these include, but are not limited to, the approval of budgets and profit forecasts, annual financial statements and capital expenditure budgets. Management provides regular reports to the Board on the operating and financial performance of the company and its associates. The Board is also informed of changes in relevant laws and any new legislation that may affect the business.

Board Induction

An induction programme is in place to acquaint incoming Directors with their new found responsibilities. This induction programme consists of documentation provided to members on constitutional and other

matters, and minutes of the previous meetings and visits to KBL production sites. A presentation is made on various policies such as the Treasury, Safety, Health and Environment and Dividend policy. Directors are also made aware of their fiduciary duties as per the Company's Act.

Retirement of Directors

New Directors are subject to election at the first annual general meeting following their appointment, and directors are subject to retirement and re-election by shareholders every three years.

Directors Fees

The Remuneration (sitting allowance) paid to Board Members during the year is tabulated below. the year.

Director Sitting Allowances for the year

	Overall Fees
Batlang Mmualefe (Chairman)	P 41,250
Kate Maphage	P 28,050
Myra Sekgororoane	P 18,700
Lipalesea Makepe	P 9,350
Montle Phuthago	P 18,700
Mike Baldachin **	-
Wayne McCauley**	-
Boyce Sebetela	P 18,700
Johan de Kok*	-
Gert Nel*	-

TOTAL BOARD FEES FOR THE YEAR: P 134,750

**Executive directors do not receive sitting allowances for attendance of Board meetings*

***Non-Executive directors from the SABMiller group do not receive sitting allowances*

Executive directors are not paid sitting allowances for their attendance. Members are further not paid sitting allowance for the attendance of the Annual General Meeting.

Directors Declaration of Interests

Directors declared their interests at every meeting throughout the year.

Company Secretary

The Company Secretary is responsible for ensuring Board compliance to all statutes, procedures and regulations necessary for the business of the Company. The Company Secretary acted as secretary of the Board and its committees and attended all meetings during the year under review. The Company Secretary is also responsible for Director training and ensures continuous enhancement of skills and understanding of Sechaba's business operations.

The Group Finance and Audit Committee



Mike A Baldachin

CA(SA), BCompt (Hons)
(Chairman)



Montle Phuthago

BA, MSc Economics



Lipalesa Makepe

Member, Board
FCCA(UK), CA(Botswana)



Robert Matthews

Member, External
FCCA(UK), CA(Botswana)

Composition

The Group Finance and Audit Committee as at 31 March 2015 consists of five (5) Members: Three (3) members of the Board and two (2) independent external members.

Attendance

The Committee met three times during the year under review, and Members duly attended as illustrated below:



Gosego Janaury

Member, External



Nadira Sheik

Alternate to Mike Baldachin

Meeting Attendance Record

	FAC Meeting 15 May 2014	FAC Meeting 10 November 2014	FAC Meeting 17 February 2015	Overall attendance
Mike Baldachin (Chairman)	A	A	P	1/3
Montle Phuthago	P	P	A	2/3
Lipalesa Makepe	P	A	P	2/3
Gosego Janaury	P	A	P	2/3
Robert Matthews*	P	P	P	3/3
Nadira Sheik**	P	P	P	3/3

Meeting Sitting Allowances

	Overall fees
Mike Baldachin (Chairman)	-
Montle Phuthago	P 16,500
Lipalesa Makepe	P 16,500
Gosego Janaury	P 16,500
Robert Matthews*	P 35,750
Nadira Sheik**	-
Total Committee Fees for the year:	P 85,250

* Robert Matthews chaired meetings in Mike Baldachin's absence

** Alternate to Mike Baldachin

Finance and Audit Committee Terms of Reference

The Group Managing Director, Finance Director, Internal Auditor Manager and the External Auditors attended the meetings by invitation. Other members of the management team attended as required. The Finance and Audit Committee performed the following duties:

- a) Monitored the integrity of the financial statements of the company and any announcements of the company's financial performance, reviewing significant financial reporting judgments contained in them, review and recommend for board and shareholders' approval quarterly and annual statements;
- b) Reviewed the company's internal control, internal audit, compliance and risk management systems;
- c) Oversaw the activities of the internal auditors;
- d) Made recommendations to the board, for it to put to the shareholders for their approval, on the election of the external auditor, their proposed remuneration and the terms of engagement, subject to final approval by the shareholders;
- e) Received and discussed the External Auditors' report including any issues and recommendations raised by the external auditor on internal control weaknesses;

f) Reviewed and monitored the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant national professional and regulatory requirements;

g) Invited external auditors to all Finance and Audit Committee meetings and discussed audit related issues;

h) Reviewed the effectiveness of the system for monitoring compliance with laws and regulations;

i) Reviewed the Ethics Policy to guide the behaviour and conduct of the Group's employees. The policy encourages employees to conduct themselves in an ethical manner at all times. In this regard, policies and procedures are continuously reviewed and updated to align them with best practices.

j) Reviewed both operating entities' work towards delivering zero harm to the health and safety of employees and the general public; and to the environment.

Nominations Committee

The Committee meet as when required, and continuously reviews the composition of the Board and its Committees, evaluates the balance of skills, knowledge and experience and makes recommendations to the Board. The Nominations Committee did not meet during the year under review.



KBL Operations Report



VISION

To be the most admired Company in the global beer industry

- Partner of choice
- Investment of choice
- Employer of choice

MISSION

To own and nurture local and international brands that are the consumer's first choice

VALUES

Our people our enduring advantage

- The calibre and commitment of our people set us apart
- We value and encourage diversity
- We select and develop people for the long term
- Performance is what counts

Accountability is clear and personal

- We favour decentralised management and a practical maximum of local autonomy
- Goals and objectives are aligned and clearly articulated
- We prize both intellectual rigour and emotional engagement
- We are honest about performance
- We require and enable self-management

We work and win in teams

- We actively develop and share knowledge within the group
- We consciously balance local and group interests
- We foster trust and integrity in internal relations
- We encourage camaraderie and a sense of fun

Volume Performance

Total beverage volumes for KBL ended positively 4.9% ahead of prior year. The clear beer category performed satisfactorily ending the year 4.8% up on prior year while the Opaque category contracted by 4.3%. The ongoing Traditional Beer Regulations and the Alcohol Levy continue to negatively impact alcohol sales, innovative efficiency enhancing initiatives combined with improved sales execution and creative marketing aimed to maintain commercial buoyancy. Sparkling Soft Drink performance, although impacted by strong growth of competitive house brands, still exceeded expectations and finished a remarkable 12.0% ahead of prior year.

Alcohol Performance

While Carling Black Label continued to extend its leadership position within the Main stream arena with a 22% increase in volumes. Miller Genuine Draft continued to make inroads into the highly competitive Global Brands sector, gaining 24% in volumes.

The introduction of new Alcoholic Fruit Beverages (AFB), namely Redds and Flying Fish brands and packs, combined with the success of Core Original resulted in extremely positive results in this category, with volumes increasing by 831% over the year.

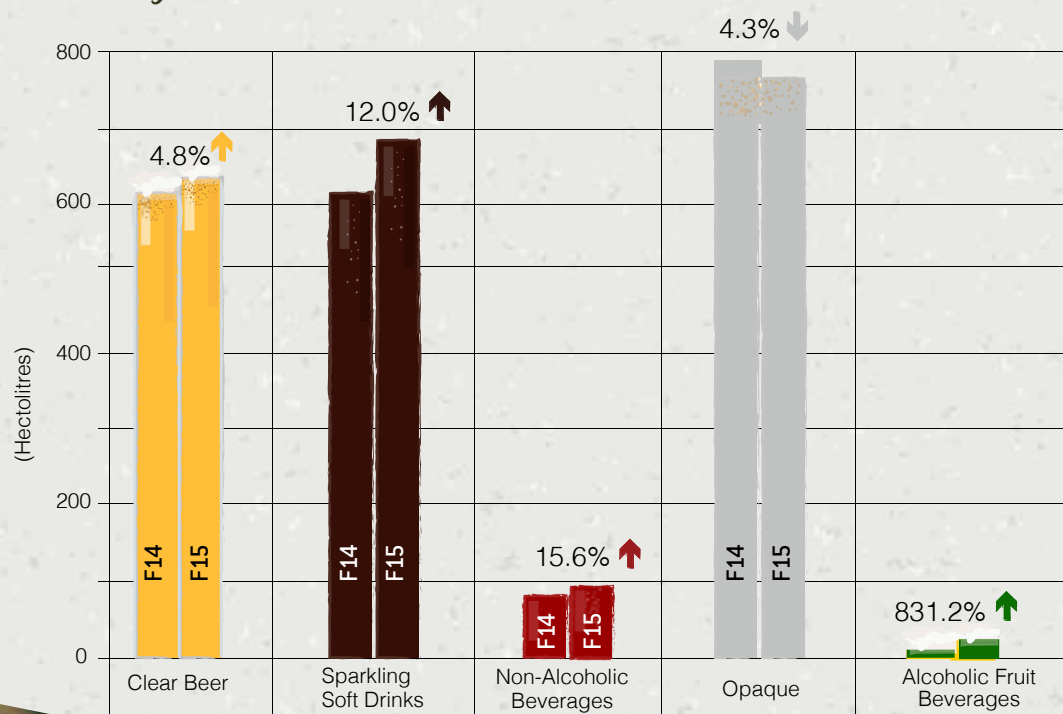
This year also saw the introduction of Chibuku powder. This exciting product, which can be mixed and prepared at home, is now produced and packaged by KBL in Botswana and is expected to drive availability and further growth in more rural areas.

Non-alcohol Performance

The rapid and on-going formalising and modernisation of the soft drinks market continued during the year. This is especially noticeable with the growth of national and international Supermarket Chains bringing with it a plethora of House-Brands offering consumers a greater choice at highly competitive prices. This, combined with an influx of well-established local and South African 'B brands', impacted both KBL's share and volumes in this growing channel. That notwithstanding, volumes ended a satisfactory 12% above prior year. The Coke brand volumes ended a pleasing 20.0% above prior year. Pleasing results were also posted by Source Water and Mooka Mageu, growing 23% and 9%, respectively.

The total Non-Alcoholic Beverages sector ended 15.6% ahead of prior year.

KBL Segmental Volume Performance



Sustainability Report

Sustainable development is fundamental to our business success. We have a clear and established approach that is delivering valued tangible benefits for our business and the communities in which we work.

This report summarises the efforts of Sechaba Brewery Holdings Limited through its associate company, KBL, to embrace sustainable development as a critical factor for the Company's success as represented through our sustainable development strategy where over the year, the strategy has transitioned from the Ten Priorities. One Future, to Prosper, the SABMiller wide new sustainable development strategy. This year marks the final sustainable development reporting under the Ten Priorities as we align with the new global approach and reporting of our sustainable development activities, and achievements under the sustainable development strategy, Prosper.

Sustainable Development Prosper

Prosper, is KBL's latest approach to sustainable development and a key element of SABMiller's business strategy. At its heart is supporting the role small businesses play in Botswana and around the world in

generating economic growth and reducing poverty. Through Prosper, KBL seeks to use its value chains from farmers to retailers in order to drive inclusive growth, sustainable resource utilization, and alcohol responsibility amongst others. Our new sustainable development ambition is called Prosper because when our business does well, so do the communities, economies, and environment around us. When they prosper, so do we.

Our Five Shared Imperatives tackle the five most material issues for our business

They give us global focus and alignment, while allowing our business to respond to local needs. These imperatives are 'shared' because we can tackle joint risks only in partnership with those who also face them. By working together with local communities, suppliers, governments, consumers and beyond, we can develop shared opportunities to the benefit of all.



EVOLUTION FROM TEN PRIORITIES TO THE FIVE SHARED IMPERATIVES



**A THRIVING
WORLD**



**A SOCIABLE
WORLD**



**A RESILIENT
WORLD**



**A CLEAN
WORLD**



**A PRODUCTIVE
WORLD**

Five Shared Imperatives



Accelerate growth and social development in our value chains

We will accelerate growth and social development through our value chains. We are building global programmes to promote entrepreneurship within and beyond our value chain. We will focus our efforts to target women, those with the lowest income and disadvantaged groups.



Make beer the natural choice for the moderate and responsible drinker

We will make beer the natural choice for the moderate and responsible drinker. Our comprehensive policies help our employees and partners to meet our demanding standards on producing our products to encourage responsible consumption. Our sound principles are backed by programmes to reduce the harmful use of alcohol.



Secure shared water resources for our business and local communities

We will secure shared water resources for our business and local communities. Brewery by brewery, we are building a detailed understanding of water risks. We create partnerships to tackle these risks with those that share them.



Create value through reducing waste and carbon emissions

We will create value through reducing waste and carbon emissions. We will work with suppliers, distributors, retailers, municipalities and consumers to reduce emissions and waste across our value chain, and reuse and recycle waste and packaging.



Support responsible, sustainable use of land for brewing crops

We will support responsible, sustainable use of land for brewing crops. We are creating secure, sustainable supply chains both for malting barley (our biggest brewing crop) and local brewing crops such as sorghum and cassava. We are helping farmers increase profitability, productivity and social development while reducing environmental impact.

THRIVING WORLD



SABMILLER GLOBAL 2020 TARGETS

- We will work globally across our supply chain with farmers, distributors and other suppliers.
- We are building global programmes to promote entrepreneurship within and beyond our value chain. We will focus our efforts to target women, those with the lowest incomes and disadvantaged groups.
- 1.5 million people will directly benefit in terms of improved incomes and better livelihoods.
- We will increase women's representation within SABMiller at the executive level.

KBL KEY PROGRAMMES 2020 TARGETS

- Retailer Development Programme: Empowering retailers to become better business people. Target - 982
- Entrepreneurship - Youth empowerment through Kickstart. Target - 300
- Go Farming - Supporting and developing local farmers. Target - 18
- Distributor & Supplier development
- Enhanced female representation at management from 17% to 23%, executives from 25% to 35%, and at Operating Board from 25% to 26%

SOCIABLE WORLD



SABMILLER GLOBAL 2020 TARGETS

- Aim to reach all of our beer consumers with effective communication campaigns and partnerships to encourage moderate and responsible beer consumption.
- Support responsible retail practices through retailer training and engagement of small retailers in our value chain.
- Encourage and support the establishment and enforcement of clear standards for beer retail on and off trade.
- Support programmes to increase road safety awareness and enforcement, including drinking and driving, and reduce underage drinking.
- Three brands to have adopted a SD brand theme, aligned with their brand purpose and integrated into on-going activity plans on an ongoing basis.

KBL KEY PROGRAMMES 2020 TARGETS

- 20% beer consumers reached on responsible consumption
- 20% youth engaged on responsible consumption
- 50% of KBL's Public Road Safety campaigns driven through partnerships
- 80% of formal market retailers trained
- 3 brands have sustainable development or responsibility messaging

PRODUCTIVE WORLD



SABMILLER GLOBAL 2020 TARGETS

- Ensure the sourcing of brewing crops measurably improves both food security and resource productivity:
- Improve productivity of other key brewing crops where we have influence
- Improve food security for small-scale farmers who supply us in emerging markets by helping them increase their incomes and food production

KBL KEY PROGRAMMES 2020 TARGETS

- Productive land KPI's and Pilot Project Thusanang are currently under review for optimal business case

CLEAN WORLD



SABMILLER GLOBAL 2020 TARGETS

- 25% carbon reduction per hl across the value chain vs 2010
- Ongoing target to reduce the fossil fuel emissions from our on-site energy use by 50% per hectolitre of beer by 2020 compared with 2008.
- Packaging carbon footprint reduced by 25% (off 2010 baseline).
- Reduce refrigeration carbon footprint by 25% (off 2010 baseline) and no new HFC fridges procured.
- Undertake focused reduction work across our value chain in agriculture, maltings, shipping and distribution to go further – working with partners across the value chain to deliver financial and environmental value.
- Continue to divert a very high proportion of brewery waste from landfill and create new value from waste.

KBL KEY PROGRAMMES 2020 TARGETS

- 50% reduction of beer carbon footprint
- Overall plant electrical energy usage to reduce by 50%
- 25% reduction our packaging footprint
- 25% reduction across refrigeration carbon footprint - No new HFC fridges
- 98% of waste recycling - None or very little waste sent to landfill

RESILIENT WORLD



SABMILLER GLOBAL 2020 TARGETS

- Secure water supplies to all facilities through detailed site-by-site risk assessment and partnerships to tackle all shared water risks.
- Programmes in place to mitigate shared water risks for our key crop origins at risk.
- Beer water efficiency target 3.0hl/hl.
- CSD water efficiency target 1.8 hl/hl.

KBL KEY PROGRAMMES 2020 TARGETS

- Routing more water to the Bottle Washers to optimize bottle water usage further – Target 0.21 hl/hl;
- Reuse of the Pasteurizer Water Reticulation in cooling – Target 0.37 hl/hl
- Brew house Automation and optimization To save 0.32 hl/hl
- Vacuum Pump Upgrades on Lines 1 and 2 Bottlers - Target 0.24 hl/hl
- Optimize Water Treatment Rejects - Target 0.22 hl/hl
- Rinse Water Reuse on Lines 1 and 2 SSD Plant – Target 0.13 hl/hl
- Cleaning-In-Place Optimization (CIP) - Target 0.1 hl/hl



prosper





The Way to Win with Licence to Trade (The Way)

'The Way to Win with Licence to Trade' (LTT Way) is our strategic approach to building organisational capability, enabling us to assess and respond to the opportunities and risks arising as a consequence of being a producer and marketer of alcoholic beverages. We advance a constructive criterion for engagement with Government and all external stakeholders on alcohol-related issues and rigorously adhere to the principle of self-regulation backed by appropriate policies and a continual management review.

The changes and challenges that are impacting our shareholder value fall into three areas:

- Societal perceptions of our product and of us as a brewer and marketer of alcohol beverages
- The increasing regulation of alcohol marketing and availability and access.
- The structure and rates of product taxation and levies on alcohol sale

The LTT Way sets out steps to ensure that our business' commercial strategies and plans reflect the alcohol landscape and address the identified licence to trade

issues. It integrates alcohol and licence to trade issues into our strategy and planning processes. It also serves to demonstrate our concern about the harmful effects of irresponsible alcohol consumption and defines how we will enhance our licence to trade and achieve win-win regulatory and tax policies.

KBL developed a two-pronged strategy that focused on protecting Licence to Trade and embarking in a targeted issues and stakeholder management strategy supported by the launch of targeted alcohol interventions and campaign through the mainstay alcohol responsibility programme – ***!kgailemele!*** [translated to mean – be accountable, take self-control, take responsibility!].

We realized early, that KBL needed to cultivate an indivisible reputation when it comes to its societal role regarding alcohol responsibility – hence our core value that; "Our Reputation is indivisible". A critical path to attain this was to, at the same time tackle issues relating to the use and abuse of alcoholic beverages (employees, retailers, consumers, the general public) and effectively self-regulate in those aspects such as alcohol marketing and employee alcohol responsibility.

Investing In Local Suppliers

Enterprise development supports the long-term growth and stability of both our business and the general economy. KBL recognises that using local suppliers for its raw material procurement supports local entrepreneurship and can add value to benefit the business commercially.

Investing In Local Suppliers (continued)

Local sourcing is often more cost-effective than importing raw materials, and encouraging enterprise in our supply chains directly contributes to our economy.

Our close collaboration with suppliers ensures that we always procure superior quality goods and services and further protects us against reputational risk. At the same time, we continue to facilitate employment creation and provide opportunities for local entrepreneurs to be empowered and to improve their standard of living and that of their employees.

We continue to encourage our suppliers' responsible sourcing practices and require that our suppliers act ethically by not polluting the environment, by adhering to policies and procedures that govern the use of natural resources and by promoting employee welfare through their own in-house HIV/Aids policies, programmes and activities.



Sustainability Assessment Matrix

Our bespoke Sustainability Assessment Matrix (SAM) provides a detailed assessment of sustainable development performance twice a year, which informs business action planning and corporate governance through the SABMiller Africa Corporate Accountability and Risk Assurance Committee (CARAC). SAM is a system used for collecting, storing and presenting performance in Sustainable Development against

Our Five Shared Imperatives.

Each priority has a 'stairway' that plots a course through the five levels of performance from minimum standard to leading-edge. To achieve each performance step (or level), our business must meet a series of assessment criteria which include both quantitative and qualitative measurements. Progress is assessed at regular intervals.

Our Six Core Principles on Alcohol

1 Our beer adds to the enjoyment of life for the overwhelming majority of our consumers.

2 We care about the harmful effects of irresponsible alcohol consumption.

3 Information provided to consumers about alcohol consumption should be accurate and balanced

4 We engage stakeholders and work collectively with them to address irresponsible consumption

5 Alcohol consumption is for adults and is a matter of individual judgment and accountability

6 We expect our employees to aspire to high levels of conduct in relation to alcohol consumption.

Extending Our Reach Through Partnerships

As our approach matures and our understanding and capability grows, we have developed valuable partnerships with organisations that can provide us with the expertise and insights required for tackling our priority issues. Such partnerships include the Botswana Alcohol Industry Association (BAIA) Cancer Association of Botswana (CA Bots) and the Tripartite Alliance comprising KBL, Botswana Medical Aid (BOMAID) and the Motor Vehicle Accident Fund (MVA) and the Botswana Intergrated Sports Association (BISA). This enables us to extend our reach into local communities in a way that makes the most difference to them whilst also generating the greatest impact for our business.



Ikgalemele Alcohol Responsibility Programme Responsible Youth Programme

Our considerable experience of running alcohol responsibility campaigns suggests that there is a rejection of messages which are seen to be patronizing, preachy or judgmental.

This year we continued with our programme, ***Ikgalemele!*** (It's Your Responsibility), a holistic alcohol responsibility campaign that recognizes that "the power to act responsibly lies with every individual". Ikgalemele is a call to consumers to assume and exercise personal responsibility when it comes to alcohol consumption, attitude, and behaviours whilst or following imbibing. The core message is intended to inculcate an ethos of conscience and accountability.

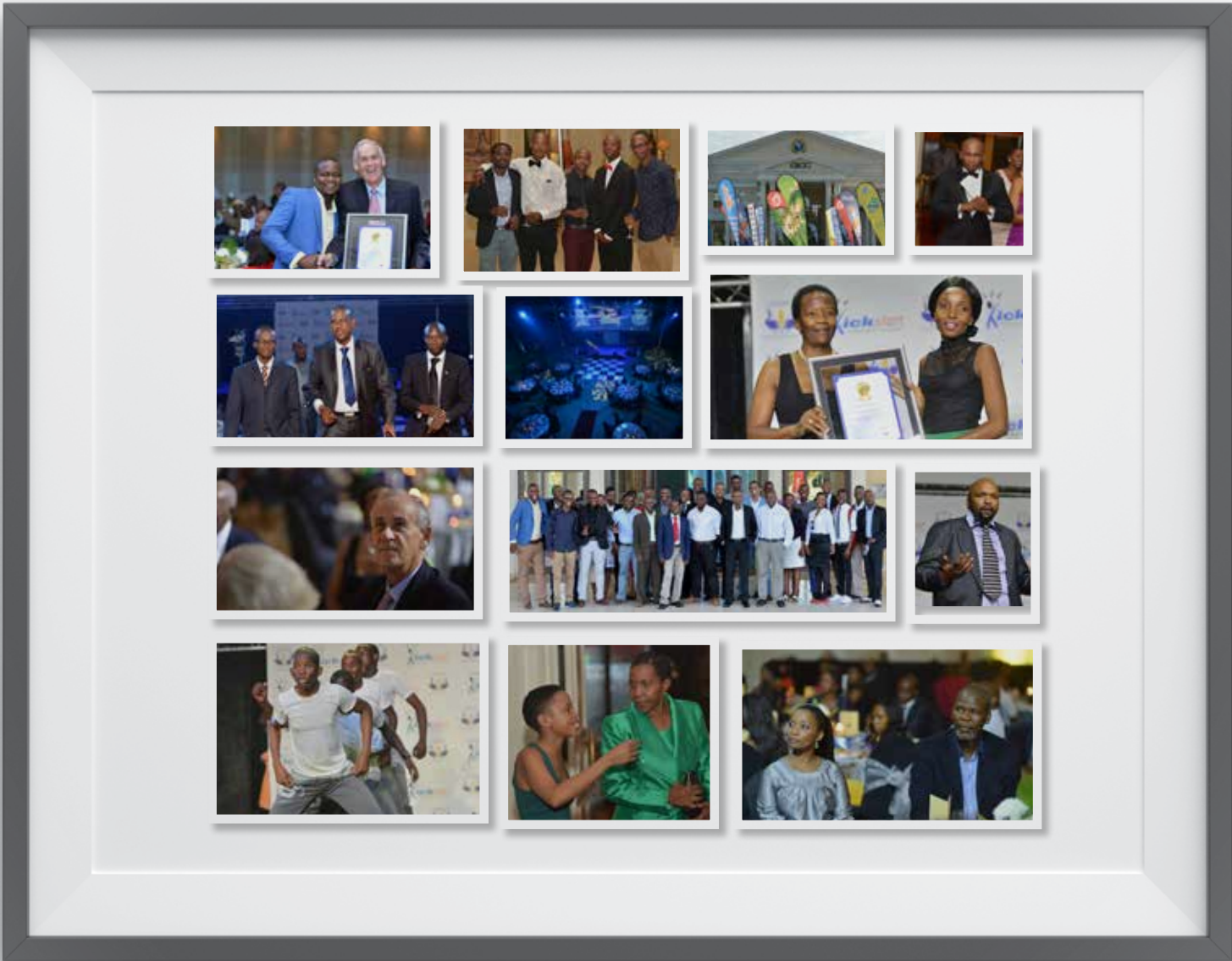
Workshops were held across the country and retailers who undertook the programme were challenged to be proud and responsible traders' with an enhanced sense of responsibility and accountability to the communities in which they operate.

The objective of the Responsible Youth Programme is to deliver a consistent message to the youth calling for responsible use of alcohol. The programme strives to facilitate informed choice by creating awareness of the impact of alcohol, demonstrating what alcohol abuse does to one's health and by discouraging under-age drinking.

Over the year, a weekly drama programme called Ikgalemele! **"It's Your Responsibility"** continued at national commercial broadcaster Radio Botswana 2 (RB2) that provides a relevant and accessible forum through which KBL has been able to engage with stakeholders and the public regarding and legally and socially acceptable ways to consume and enjoy alcoholic beverages whilst also providing anecdotes and other solutions and ways to curb any irresponsible alcohol consumption in Botswana.

As a call to action, ***Ikgalemele!*** has been highly effective in engaging as well as reaching out to the youth, parents, teachers, retailers, consumers, NGO's and other stakeholders through its relevance and appeal to interested parties.

This initiative will be extended to other radio stations and an online version on the KBL website that is currently under development.





KICKSTART -
Awards 2015



The KBL CSI arm, Kgalagadi Beverages Trust (KBT) launched KickStart in 2004, a youth entrepreneurship development programme aimed at 18 to 35-year-olds who either want to start businesses or expand their existing businesses. KickStart provides business skills training, mentoring and grants to assist small businesses.

In 2004, Kgalagadi Beverages Trust (KBT) launched Kickstart, a youth entrepreneurship development programme aimed at 18 to 35-year-olds who either want to start businesses or expand their existing businesses. Kickstart provides business skills training, mentoring and grants to assist small businesses.

KickStart is administered by Kgalagadi Beverages Trust (KBT), the social investment arm of Kgalagadi Breweries (Pty) Limited. The programme is implemented in such a way that it covers topics such as budget-setting, panel reviews, training and mentoring. It also gives support to winning businesses in the form of grants, business training and mentorship in order to kick-start them. Traditionally, these grants ranged from P10,000 to P100,000 per grant, including a KBT -sponsored business mentorship for a period of 12 months. Over the past year, the Kgalagadi Beverages Trust Board of Trustees reviewed the grant disbursements, and it was agreed to increase the grant capital to P250, 000.

To better reflect the demographic classification of the youth in Botswana, the scope of KickStart was further broadened to cater for Botswana youth aged between 18 and 35 years rather than 18 to 30 years as had been

previously. This led to an upsurge of interest from the youth across Botswana.

Celebrating its 10th year, KickStart is the largest and most successful enterprise development programme run by a group of private sector companies in Botswana. Over the period under review, KBT held two Kickstart competitions (in May 2014 and March 2015), providing capital grants for 17 youth entrepreneurs to the tune of P3, 574, 973 – both representing the largest single disbursement in the history of the programme.

We understand that successful entrepreneurs meet the needs of consumers, create jobs and improve local incomes. In turn, economic growth provides greater market opportunities, better qualified employees and healthier communities for our companies.

Many KickStart businesses have grown into highly successful companies employing significant numbers of people. To date, KickStart has distributed over P9 million to youth entrepreneurship projects and provided business skills training to up to 150 young entrepreneurs. The programme has enabled more than 45 young Botswana entrepreneurs to realize their dreams of owning a business.

2015 Kickstart Grants

No	Name	Project Name	Industry	Awarded Grant
1.	Dr Tiyaipo Motsamai	Masters Dental Clinic (Pty) Ltd	Dental Clinic & Cosmetic Care	P 250 000
2.	Lebogang Supang	Spills Tyre Services (Pty) Ltd	Tyre Services	P 250 000
3.	Nketso Diteko Ngoni	Raserura Group (Pty) Ltd	Services - Waste Management	P 167 400
4.	Oarabile Setlhomu	Ankh Foods (Pty) Ltd	Vermiculture	P 185 308.74
5.	Keitumetse John	JKA (Pty) Ltd (Pty) Ltd	Transportation - Modular Kiosks	P 249 957.50
6.	Tebby O. Hetolang	Scotchfield Bakery (Pty) Ltd	Bakery	P 249 212.82
7.	Boitumelo Rankata	Ultimate Play Systems – Botswana (Pty) Ltd	Supply & Installation of Children Play Systems	P 160 440
8.	Tsholofelo Tsie	Easy To Learn Day Care (Pty) Ltd	Day Care Centre	P 203 500
9.	Tsholofelo Ben	Dublin Leather Works (Pty) Ltd	Leather products	P 204 813.90
10	Sipho Mogolodi	Handy Products (Pty) Ltd	Manufacturing Water-heaters & Door Mats	P 226 494
11	Tiroyaone Magowe	Pick-up Hire Services (Pty) Ltd	Laser Precision Concrete Placing, Power Floating & Floor Cutting	P 208 017.20

The total value of grants awarded to the 2015 Kickstart winners was an unprecedented P2 355 143.16

Safety Around Beverages: Managing Health and Safety

In upholding our Vision, Mission, and Values, KBL aims to be classed amongst the healthiest and safest beverage company operating anywhere in the world with the aim is to reduce and where possible, eliminate ALL risks of harm to our employees, contractors, visitors, customers, consumers and any others affected by our business. The launch of the SABMiller Group global health and safety manual, Safety Around Beverages, serves as KBL's blueprint in achieving this goal.

KBL acknowledges its responsibility to

- Comply with national government, regulatory and all applicable health and safety requirements in all territories and conform to relevant international standards by implementing continuous performance improvement programmes
- Implement effective health and safety management programmes integral to our business activities, which will:
 - Identify, assess, control and minimise health and safety risks

from known causes to prevent injuries and occupational ill health associated with workplace processes and working environments

- Ensure that all employees, at every level, understand and commit to implementation of our health and safety policies and practices
- Develop employee health and safety competency through effective training and leadership at all levels
- Subject health and safety management systems, procedures and performance to regular internal and external audit and validation; and investigate the causes of work-related injuries and ill health; and take action to prevent their recurrence
- Align the requirements of health and safety with all other business disciplines and ensure that they are subject to performance measurement and continuous improvement programmes

All KBL employees are required to

- Observe all health and safety regulations, requirements, procedures and instructions, take responsibility for their own health and safety.
- Avoid all actions or omissions likely to cause injury or health hazards to themselves or others.



GROUP 10 GLOBAL STANDARDS



HEALTH & SAFETY PROCESSES

Each Business Unit must have a health and safety policy that aligns with the SABMiller Group Health and Safety Policy Statement. This policy must be communicated effectively to all employees, contractors and visitors.



RECORDING, REPORTING & INVESTIGATION

Business Units must have in place robust processes for collecting and analysing safety performance data, to provide a basis for reviewing the effectiveness of our approaches to safety management.



SAFE ROAD TRANSPORT

Safe road transport includes controlling the risk in supply and distribution outside company sites, as well as vehicles on site such as motorised transport vehicles and loading/unloading operations. There are three key elements to controlling this risk:

1. All drivers are competent and fit for the task
2. All vehicles are safe for service
3. Controls are in place to prevent accidents during loading and unloading of vehicles

This standard aims to control the following risks:

- Vehicle accidents caused by driver error or violation, or a failure to drive in a defensive manner
- Vehicle accidents caused by vehicle malfunction, component failures or degraded performance
- Accidents associated with loading or unloading vehicles



SAFE PREMISES

Every one of our employees and contractors has a right to work in premises that are managed to a high standard such that safety risks are either eliminated, or where this is not possible, reduced. It is the responsibility of the manager of each of our premises – breweries, warehouses, laboratories, distribution, offices etc. – to eliminate or reduce hazards and to ensure that planned inspections are regularly carried out to check that the workplace remains safe.



FORKLIFTS

All forklift drivers for SABMiller Business Units, both employees and third party contractors, must hold a current forklift license or equivalent qualification to demonstrate competence. They must have passed all site specific forklift competence assessments for the vehicle types that they will operate and the general site safety induction. They must undergo periodic refresher training, or whenever circumstances change that may impact them.



SECURITY

SABMiller is committed to maintaining the security of our employees, contractors, assets, information, operations, and reputation. We seek to identify and minimise the security risks arising from a variety of sources including political, economic, social technical, legal and environmental.



CONTRACTORS

Each Business Unit has ultimate responsibility for procuring contractors that are competent and meet health and safety requirements, and for checking compliance with relevant procedures. Health and safety risks and liabilities associated with each specific contract must be identified, assessed and managed.



DRUGS AND ALCOHOL

The SABMiller Employee Alcohol Policy sets out SABMiller's policy relating to the consumption of alcohol by employees of SABMiller and its subsidiaries and associate companies where SABMiller has management control.



OCCUPATIONAL HEALTH AND HYGIENE

The protection of employee health is a fundamental responsibility of every SABMiller Business Unit. At the most basic level local systems must address mandatory health monitoring requirements and provide risk controls such as first aid. In addition to these initiatives, efforts must be made to identify any specific areas of local operation that may adversely impact employee health and to control these. All employees also have a responsibility to look after their personal health and hygiene.



PERSONAL PROTECTIVE EQUIPMENT

Employees are responsible for wearing PPE whenever it is required and must report when their PPE is not suitable for the task, or is not available. PPE requirements also extend to all visitors and contractors on SABMiller premises. Visitors must be provided with the appropriate PPE for any areas that they visit, including but not limited to, high visibility clothing, suitable footwear, and eye protection. A suitable supply of PPE for visitor use must be kept.

Finance Director's Report

Financial Review

Sechaba Brewery Holdings' results are directly related to that of its sole associate, Kgalagadi Breweries, (Pty) Ltd (KBL). All commentary on performance below relates to that of the associate.

Results For The Year Ended 31 March 2015



Gert H Nel
Finance Director

	2015	2014	% Change
KBL Volumes (litres)	2,217,837	2,114,994	4.9%
Share of results of associate	204,198	212,060	-3.7%
Operating profit	201,705	209,135	-3.6%
Total Comprehensive Income	190,262	191,152	-0.5%
	Thebe	Thebe	
Earnings per share - thebe	139.9	144.2	-3.0%
Dividends per share - thebe	100.0	101.0	-0.5%

Volume performance

Total volumes for the year ended 4.9% above prior year. Clear Beer grew by 4.8% with the 750ml Returnable Glass Bottle Pack (RGB) continuing to drive growth. Alcoholic Fruit Beverages [AFBs] showed significant growth, finishing 831% over prior year due to the ongoing growth of the Core 660ml RGB and category expansion into Redd's. Sparkling Soft Drinks performed well above expectations finishing the year 12.0% ahead of prior year. The growth in the 2L PET (Polyethylene terephthalate) was the biggest contributor to volume growth, albeit at lower margins to cans. The Non-Alcoholic Beverages [NABs] category ended the year 15.6% ahead of prior year attributed to strong growth on prior year by Source Water and Mageu, combined with incremental volume emanating from the mid-year introduction of Mazoe. Traditional Beer declined by 4.3% against prior year due to the continuing impact of the Traditional Beer Regulations and the discontinuance of exports to South Africa.

Financial performance

The decline in financial performance was due to the negative mix impact of brand, pack and category. KBL saw a growth in bulk packs, and a decline in cans both in the beer and soft drinks categories. This caused a reduction in the actual gross margin ratio of the associate together with the increase in fixed costs due to inflation and volume growth. Fixed Costs and Marketing Costs were within the approved budget for the year.

Levy on Alcoholic Beverages

On 19 December 2014, the Levy on Alcoholic Beverages was increased by 5%, bringing the total levy to 55%.

Traditional Beer Regulations

The challenges faced by the associate as a result of the Traditional Beer Regulations have sustained over the year. The company continues to find the appropriate routes to market within the Regulations.

Dividends

Dividends per share reduced from 101 to 100 thebe per share.

Investments in associate

Investments in associate refer to Kgalagadi Breweries (Pty) Ltd (KBL), a company registered in Botswana involved in the manufacturing, import, distribution, and marketing of a range of clear beers, alcoholic fruit beverages, soft drinks, purified water, opaque beer and other non-alcoholic beverages.

Financial Information

The accounting policies adopted for the year comply, in all material respects, with International Financial Reporting Standards (IFRS) as well as the Botswana Companies Act 2003. These policies are consistent with those applied in prior periods.



Directors' Statement of Responsibility	41
Independent Auditor's Report	42
Statement of Comprehensive Income	43
Statement of Financial Position	44
Statement on Changes in Equity	45
Statement of Cash flows	46
Accounting Policies	47
Financial Risk Management	58
Critical Accounting Estimates and Judgments	61
Notes to the Financial Statements	62



SECHABA BREWERY HOLDINGS LIMITED

(Incorporated in Botswana)

COMPANY NUMBER: 5271

BUSINESS:

Sechaba Brewery Holdings Limited is an investment company with interests in Kgalagadi Breweries (Proprietary) Limited (KBL).

DIRECTORS:

Mr B G Mmualefe	- Appointed	26 February 2014 - Chairman
Ms K Maphage	- Appointed	12 November 2012
Ms L Makepe	- Appointed	30 May 2014
Mr M Baldachin	- Appointed	7 May 2014
Mr W McCauley	- Appointed	12 November 2014
Mr L B Sebetela	- Appointed	30 May 2014
Mr J R de Kok	- Appointed	7 May 2013
Mr G H Nel	- Appointed	1 June 2014
Ms M Sekgororoane	- Appointed	29 October 2013
Mr T K Matthews	- Appointed	6 March 2015
Mr B Hirsh	- Resigned	12 November 2014
Mr L Matsela	- Resigned	23 September 2013
Mr S Smuts	- Resigned	1 December 2014
Ms M Phuthego	- Resigned	1 March 2015

SECRETARY:

G Hlope

INDEPENDENT AUDITORS:

PricewaterhouseCoopers

REGISTERED OFFICE:

Plot 20768
Kubu Road
Broadhurst Industrial Site
Gaborone, Botswana

BANKERS:

Standard Chartered Bank Botswana Limited

The financial statements are expressed in Pula (P), the legal tender currency of Botswana.

Directors' Statement of Responsibility

For the year ended 31 March 2015

The Company's directors are required by the Botswana Companies Act, 2003 to maintain adequate accounting records and to prepare financial statements for each financial year which show a true and fair view of the state of affairs of the Company at the end of the financial year and of the results and cash flows for the year. In preparing the accompanying financial statements, International Financial Reporting Standards have been followed, suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made. Any changes to accounting policies are approved by the Company's Board of Directors and the effects thereof are fully explained in the financial statements. The financial statements incorporate full and responsible disclosure in line with the stated accounting policies of the Company noted on pages 47 to 57.

The directors have reviewed the Company's budget and cash flow forecasts for the year to 31 March 2016. On the basis of this review, and in the light of the current financial position and existing borrowing facilities of the Company and its associates, the directors are satisfied that Sechaba Brewery Holdings Limited is a going concern and have continued to adopt the going concern basis in preparing the financial statements. The Company's external auditors, PricewaterhouseCoopers, have audited the financial statements and their unqualified audit report appears on page 42 of the financial statements.

The Board recognises and acknowledges its responsibility for the Company's systems of internal financial control. Sechaba Brewery Holdings Limited and its associates have adopted policies on business conduct, which cover ethical behavior, compliance with legislation and sound accounting practice and which underpin the Company's internal financial control process. The control systems include written accounting and control policies and procedures, clearly defined lines of accountability and delegation of authority, and comprehensive financial reporting and analysis against approved budgets. The responsibility for operating these systems is delegated to the executive director and management, who have confirmed that they have reviewed the effectiveness thereof.

The directors consider that the systems are appropriately designed to provide reasonable, but not absolute assurance, as to the reliability of financial statements and that assets are safeguarded against material loss or unauthorised use and that transactions are properly authorised and recorded.

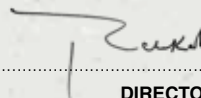
The effectiveness of the internal financial control systems is monitored through management reviews, comprehensive reviews and testing by internal auditors and the external auditors' review and testing of appropriate aspects of the internal financial control systems during the course of their statutory examinations of the Company and the underlying associate.

The Company's directors have considered the results of these reviews, none of which indicate that the systems of internal control were inappropriate or operated unsatisfactorily. Additionally, no breakdowns involving material loss have been reported to the directors in respect of the year under review.

The financial statements for the year ended 31 March 2015 and which appear on pages 43 to 69 were authorised for issue by the Board of Directors on 23 June 2015 and are signed on its behalf by:



DIRECTOR



DIRECTOR

Report on the financial statements

We have audited the accompanying annual financial statements of Sechaba Brewery Holdings Limited, which comprise the statement of financial position as at 31 March 2015, and the statements of comprehensive income, changes in equity and cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 44 to 69.

Directors' Responsibility for the Financial Statements

The company's directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

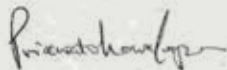
Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of Sechaba Brewery Holdings Limited as at 31 March 2015, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.



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30 June 2015

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STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2015

	Notes	31 March 2015 P'000	31 March 2014 P'000
Share of results of associate	4.1	204,198	212,060
Administrative expenses	4.2	(2,493)	(2,925)
Operating profit		201,705	209,135
Finance income		75	64
Profit before income tax		201,780	209,200
Income tax expense	4.4	(15,641)	(17,421)
Profit after income tax		186,139	191,778
Other comprehensive income that will be reclassified subsequently to profit or loss			
Share of other comprehensive income of associate		4,123	(627)
Total comprehensive income	4.5	190,262	191,152
Basic and diluted Earnings per share (thebe)		139.9	144.2

The notes on pages 47 to 69 are an integral part of these financial statements

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2015

	Notes	31 March 2015 P'000	31 March 2014 P'000
ASSETS			
Non-current assets			
Investment in associate	4.6	407,980	344,859
Current assets			
Dividend receivable	4.12	21,645	25,995
Other receivables		536	307
Cash and cash equivalents	4.7	7,308	8,228
		29,489	34,530
Total assets		437,469	379,389
EQUITY AND LIABILITIES			
Capital and reserves			
Stated capital	4.8	233,941	233,941
Retained earnings		163,368	110,244
Other reserves		(514)	(4,637)
		396,795	339,548
Non-current liabilities			
Deferred tax liabilities	4.13	12,466	7,731
		12,466	7,731
Current liabilities			
Other payables		8	-
Dividends payable	4.11	28,167	32,102
Tax Payable		33	8
		28,208	32,110
Total equity and liabilities		437,469	379,389

The notes on pages 47 to 69 are an integral part of these financial statements

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2015

	Attributable to equity holders of the company			
	Stated Capital P'000	Other reserves P'000	Retained Earnings / (Accumulated losses) P'000	Total P'000
Year ended 31 March 2014				
Balance at 1 April 2013	233,941	(4,010)	52,810	282,741
Profit for the year	-	-	191,778	191,778
Other Comprehensive income	-	(627)	-	(627)
Total Comprehensive income for the year	-	(627)	191,778	191,152
Dividends declared				
-2014 financial year- first interim	-	-	(29,263)	(29,263)
-2014 financial year- second interim	-	-	(31,924)	(31,924)
-2014 financial year- third interim	-	-	(49,216)	(49,216)
-2014 financial year- fourth and final	-	-	(23,943)	(23,943)
Total transaction with owners	-	-	(134,345)	(134,345)
Balance at 31 March 2014	233,941	(4,637)	110,244	339,548
Year ended 31 March 2015				
Balance at 1 April 2014	233,941	(4,637)	110,244	339,548
Profit for the year	-		186,139	186,139
Other Comprehensive income	-	4,123	-	4,123
Total Comprehensive income for the year	-	4,123	186,139	190,262
Dividends declared				
-2015 financial year- first interim	-	-	-	-
-2015 financial year- second interim	-	-	(62,517)	(62,517)
-2015 financial year- third interim	-	-	(49,216)	(49,216)
-2015 financial year- fourth and final	-	-	(21,282)	(21,282)
Total transaction with owners	-	-	(133,015)	(133,015)
Balance at 31 March 2015	233,941	(514)	163,368	396,795

* Other reserves represent the Company's share of its associate's cashflow hedge reserve.

The notes on pages 47 to 69 are an integral part of these financial statements

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2015

	Notes	2015 P'000	2014 P'000
Cash flows from operating activities			
Net cash utilised in operations	4.10	(2,715)	(2,787)
Income tax paid	4.3	(10,880)	(9,664)
Net cash utilised in operating activities		(13,595)	(12,451)
Cash flows from investing activities			
Dividends received	4.12	149,550	120,668
Interest received		75	64
Net cash used in investing activities		149,625	120,732
Cash flows from financing activities			
Dividends paid to shareholders	4.11	(136,950)	(127,758)
Net cash used in financing activities		(136,950)	(127,758)
Changes in cash and cash equivalents		(920)	(19,477)
Movement in cash and cash equivalents			
At beginning of the year		8,228	27,705
Changes in cash and cash equivalents		(920)	(19,477)
At end of the year	4.7	7,308	8,228

The notes on pages 47 to 69 are an integral part of these financial statements

General information

Sechaba Brewery Holdings Limited is an investment company with interests in Kgalagadi Breweries (Proprietary) Limited (KBL). The financial statements have been approved by the Board of Directors on 23 June 2015.

The company is a public limited company, which is listed on the Botswana Stock Exchange and incorporated and domiciled in Botswana. The address of its registered office is Plot 20768, Kubu Road, Broadhurst Industrial Site, Gaborone.

Summary of significant accounting policies

The principal accounting policies applied in the preparation of these economic entity financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

1. Basis of preparation

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations committee (IFRIC) applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Company annual financial statements are disclosed in the "Critical accounting estimates and judgements" section.

All amounts in the notes are shown in Pula, unless otherwise stated.

1.1 Changes in accounting policy and disclosures

New and amended standards applicable to the current period which are relevant to the Company

- Amendments to IAS 32 – 'Financial Instruments: Presentation', on financial instruments asset and liability offsetting. The IASB has issued amendments to the application guidance in IAS 32, 'Financial instruments: Presentation', that clarify some of the requirements for offsetting financial assets and financial liabilities on the balance sheet. However, the clarified offsetting requirements for amounts presented in the statement of financial position continue to be different from US GAAP. The amendment has no significant impact to the entity.

New and amended standards applicable to the current period which are relevant to the Company

- Amendments to IFRS 10, 'Consolidated financial statements', IFRS 12 and IAS 27 for investment entities. The amendments mean that many funds and similar entities will be exempt from consolidating most of their subsidiaries. Instead they will measure them at fair value through profit or loss. The amendments give an exception to entities that meet an 'investment entity' definition and which display particular characteristics.

Changes have also been made in IFRS 12 to introduce disclosures that an investment entity needs to make.

A subsequent amendment was issued on the application of the consolidation exception for investment entities and their subsidiaries. The amendment has no significant impact to the entity.

- IAS 36, 'Impairment of assets' on recoverable amount disclosures. The amendment addresses the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less cost of disposal. The amendment has no significant impact to the entity.
- IAS 39 'Financial instruments: Recognition and measurement', on novation of derivatives and hedge accounting. The IASB has amended IAS 39 to provide

relief from discontinuing hedge accounting when novation of a hedging instrument to a CCP meets specified criteria. Similar relief will be included in IFRS 9, 'Financial Instruments'. The amendment has no significant impact to the entity.

1.2 Adoption of standards in future financial periods

The following new standards, amendments and interpretations to existing standards are mandatory for the Company's accounting periods beginning on or after 1 April 2015. These have not been early adopted by the Company.

- IFRS 9 – Financial Instruments (2009). This IFRS is part of the IASB's project to replace IAS 39. IFRS 9 addresses classification and measurement of financial assets and replaces the multiple classification and measurement models in IAS 39 with a single model that has only two classification categories: amortised cost and fair value (effective date 1 January 2018). The amendment is not expected to significantly impact the entity.

New standards, amendments and interpretations which are relevant to the Company's operations

- Amendments to IFRS 9 – Financial Instruments (2011). The IASB has published an amendment to IFRS 9, 'Financial instruments' that delays the effective date to annual periods beginning on or after 1 January 2015. The original effective date was for annual periods beginning on or after from 1 January 2013. This amendment is a result of the board extending its timeline for completing the remaining phases of its project to replace IAS 39 (for example, impairment and hedge accounting) beyond June 2011, as well as the delay in the insurance project.

The amendment confirms the importance of allowing entities to apply the requirements of all the phases of the project to replace IAS 39 at the same time. The requirement to restate comparatives and the disclosures required on transition have also been modified. (effective date 1 January 2018). The impact of this amendment to the entity's financial statements has not yet been determined.

- The IASB has issued IFRS 14, 'Regulatory deferral accounts' ('IFRS 14'), an interim standard on the accounting for certain balances that arise from rate-regulated activities ('regulatory deferral accounts'). Rate regulation is a framework where the price that an entity charges to its customers for goods and services is subject to oversight and/or approval by an authorised body. (effective date 1 January 2016). Management is yet to assess the impact on the financial statements of the entity.

- Amendments to IFRS 10, 'Consolidated financial statements' and IAS 28, 'Investments in associates and joint ventures' on sale or contribution of assets. The IASB has issued this amendment to eliminate the inconsistency between IFRS 10 and IAS 28.

If the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business', then the full gain or loss will be recognised by the investor. A partial gain or loss is recognised when a transaction involves assets that do not constitute a business, even if these assets are housed in a subsidiary.

2. Accounting for associates

Associates are all entities over which the Company has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights.

Investments in associates are accounted for using the equity method of accounting. Under this method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The company's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The company's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the companies share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the company does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The company determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of associates in the income statement.

Profits and losses resulting from upstream and downstream transactions between the company and its associate are recognised in the group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the company.

Dilution gains and losses arising in investments in associates are recognised in the income statement.

3. Foreign currency translation

Functional and presentation currency

Items included in the financial statements of the entity are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Botswana Pula, which is the company's functional and presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the statement of comprehensive income within 'other (losses)/gains – net'.

4. Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved and declared by the Company's directors.

5. Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill or intangible assets not ready to use – are not subject to amortisation and are tested annually for

impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

6. Financial Assets classification

The Company classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short-term. Assets in this category are classified as current assets. During the year the Company did not have assets in this category.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period, which are classified as non-current assets. The Company's loans and receivables comprise 'other receivables' and 'cash and cash equivalents' in the Statement of financial position (note 4.7).

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

Recognition and measurement

Regular purchases and sales of financial assets are recognised on the trade-date – the date on which the Company commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried

at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the Statement of comprehensive income as 'gains and losses from investment securities'.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the Statement of comprehensive income as part of other income. Dividends on available-for-sale equity instruments are recognised in the Statement of comprehensive income as part of other income when the Company's right to receive payments is established.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or counterparts.

Impairment of financial assets

(a) Assets carried at amortised cost

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or a group of financial assets that can be reliably estimated.

The Company first assesses whether objective evidence of impairment exists at an individual receivable level, whereafter assessments are made on a portfolio basis by comparing receivables with similar credit characteristics together (into 'portfolios').

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognised in the Statement of comprehensive income. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Company may measure impairment on the basis of an

instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the statement of comprehensive income.

(b) Assets classified as available for sale

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or a Group of financial assets is impaired. For equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the Statement of comprehensive income. Impairment losses recognised in the Statement of comprehensive income on equity instruments are not reversed through the Statement of comprehensive income. If, in a subsequent period, the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through the statement of comprehensive income.

6.1 Cash flow hedge

Cash flow hedges are initially recognised at fair value on the date a contract is entered into and are subsequently re-measured at their fair value.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within 'Other gains/(losses) – net'.

Amounts accumulated in equity are reclassified to profit or loss in the periods when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable rate borrowings is recognised in the income statement within 'Finance income/cost'. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory or fixed assets), the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory or in depreciation in the case of fixed assets.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast

transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement within 'Other gains/(losses) – net'.

7. Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the Statement of financial position.

8. Trade payables

Trade payables are obligations to pay for services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

9. Provisions

Provisions for restructuring costs and legal claims are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

10. Stated capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

11. Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the Company's activities. Revenue is shown net of value added tax, levy, rebates and discounts.

Dividend income

Dividend income is recognised when the right to receive payment is established.

Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

12. Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying

amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects either accounting nor taxable profit or loss. Deferred income tax is determined using tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax liabilities arising from taxable temporary differences between the tax bases and carrying amounts of investments in associates are recognised, except to the extent that the Company can control the timing of reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences between the tax bases and carrying amounts of the investments in associates are recognised only to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity of different taxable entities where there is an intention to settle the balances on a net basis.

13. Related parties

Related parties comprise directors of the Company, its associates and companies with common control or significant influence.

Transactions with related parties are in the normal course of business.

14. Earnings per ordinary share

Earnings per ordinary share are calculated using the weighted average number of ordinary shares in issue during the period and are based on the net profit attributable to ordinary shareholders.

15. Segmental reporting

The Company operates as an investment holding Company, currently holding one investee. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers.

The chief operating decision makers, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors. In this capacity, the Board monitors the overall financial results and financial positions of the associate company, and its ability to pay dividends to the Company.

The key financial indicators and performance of this investment as monitored by the Board of Directors are clearly presented in the annual financial statements of the Company, specifically through disclosures of dividend income and detailed disclosures of the summarised statements of comprehensive income and statements of financial position of the associate companies in note 4.6.

16. Employee benefits

The Company is an investment holding company and has no staff of its own. Therefore the Company does not operate any employee pension schemes. The qualifying members of the staff of its associate company contribute to a defined contribution plan.

Financial Risk management

1. Financial risk factors

The Statement of financial position includes assets and liabilities which are subject to market risks, credit and liquidity risks. Details of these assets and liabilities are set out in the notes to the financial statements. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

a) Market risk

i) Foreign currency risk

In the normal course of business, the Company may enter into transactions denominated in foreign currencies. During the year, the Company did not have foreign currency assets and liabilities and therefore was not exposed to foreign currency risk.

ii) Price risk

The Company's financial results and position are not exposed to equity security price risk or commodity price risks. Due to the nature of their operations, the Company's associate is exposed to significant commodity price risks through their procurement of raw materials on international commodities market. These are managed and monitored by the associate company.

iii) Cash flow and fair value interest rate risk

The Company may from time-to-time have interest-bearing assets and liabilities. The Company management ensures that cash resources are placed with financial institutions giving the best interest rates to mitigate any significant changes in interest rates. The Company's income and operating cash flows are substantially independent of changes in market interest rates.

There were no significant interest-bearing assets and liabilities during the financial period.

1. Financial Risk factors (continued)

b) Credit risk

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions including outstanding receivables and committed transactions. The Company only deposits cash with major banks with good credit standing and limits exposure to any one counter-party. There are no credit ratings available in Botswana.

The credit quality information of the two banks where significant deposits held is as follows:

- First National Bank of Botswana Limited is listed on the Botswana Stock Exchange and is a subsidiary of FirstRand Bank Limited, a company listed on the Johannesburg Stock Exchange and has credit ratings of F2 for short-term and BBB+ for long-term (Fitch rating) in South Africa.
- Standard Chartered Bank Botswana Limited is listed on the Botswana Stock Exchange and is a subsidiary of Standard Chartered plc, a company listed on the London Stock Exchange and has a credit rating of AA- for long term (Fitch rating) in the UK.

The table below shows an age analysis of other receivables at their carrying value respectively as at the reporting date.

31 March 2015

	Total	Fully Performing	Past due	Impaired
	P'000	P'000	P'000	P'000
Receivables				
Other receivables	536	536	-	-
Dividend receivable	21,645	21,645	-	-
Total	22,181	22,181	-	-

31 March 2014

	Total	Fully Performing	Past due	Impaired
	P'000	P'000	P'000	P'000
Receivables				
Other receivables	307	307	-	-
Dividend receivable	25,995	25,995	-	-
Total	26,302	26,302	-	-

There were no assets at fair value through the profit and loss, liabilities at fair value through the profit and loss, derivatives used for hedging or available for sale financial instruments as at year end.

None of the financial assets that are fully performing have been renegotiated during the year.

1 Financial Risk factors (continued)

c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Management monitors rolling forecasts of the Company's liquidity reserve (comprises cash and cash equivalents) on the basis of expected cash flows to ensure that the Company has sufficient reserves available to meet its obligations as those arise in the ordinary course of business.

Surplus cash above balance required for working capital management is invested in interest bearing current and time deposits accounts, choosing instruments to provide sufficient headroom as determined by the above mentioned forecasts.

At the reporting date, the company held liquid cash assets of P7,308,000 (2014: P 8,228,000) for managing liquidity risk.

In addition cash for expansion or dividends payouts to shareholders is fully funded through dividends receipts from the associate company.

2. Capital risk management

The Company'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.

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 to reduce debt.

3. Critical accounting estimates and judgments

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Income taxes

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

Impairment of investment in associate

The Company makes an assessment of the potential impairment of the investment in associate whenever events or circumstances may indicate the presence of impairment indicators.

Key factors considered include the current and projected future financial results and financial positions of the associate, and its ability to maintain positive dividend payout policies. The Company also assesses the potential impact of changes in the business and operating environments of the associate.

These include monitoring of the economic and regulatory environments under which the associate operates, as well as the status of the associate's alliances and agreements with their strategic partner, the SABMiller PLC group.

The alcohol levy introduced during late 2008 and subsequent other regulations have placed the associate's businesses under strain through reduction in sales volumes. Despite this, the associate's revenue has increased compared to previous year due to management strategies to grow profits and maintain its competitive position.

While the continuing impact of the regulatory environment cannot be accurately estimated, the associate has made reasonable efforts to mitigate these impacts and to account for these in their profit forecasts and budgets.

Based on the available information, the Company had not identified any impairment of its investment in associate during the current year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

	2015 P'000	2014 P'000
4.1 Share of results of associate		
Share of results of associate before tax	247,525	263,075
- Kgalagadi Breweries (Pty) Ltd	247,525	263,075
Share of income tax on profits	(43,327)	(51,015)
- Kgalagadi Breweries (Pty) Ltd	(43,327)	(51,015)
	204,198	212,060
Share of other comprehensive income of associate		
Fair value loss on cash flow hedges - Kgalagadi Breweries (Pty) Ltd	5,286	(738)
Income tax on fair value loss on cash flow hedges	(1,163)	111
	4,123	(627)
4.2 Administrative expenses		
Management fees	1,237	1,169
Audit committee fees	85	62
Auditors' remuneration -		
- For services as auditors	97	89
Bank charges	16	8
Courier and postage	42	38
Directors' fees	135	179
Printing and publishing	472	770
Transfer costs	99	106
Professional fees	30	279
Insurance general	15	15
Stock exchange fees	189	178
Other expenses	76	32
	2,493	2,925
4.3 Income Tax paid		
Opening balance - tax payable/(receivable)	9	(18)
Tax charge	10,907	9,690
Closing balance - tax payable	33	9
Tax Paid	10,880	9,664
4.4 Income tax expense		
Company tax - current year	26	26
Withholding tax on dividends received	10,880	9,664
Outside basis deferred tax on investment in associate	4,735	7,731
	15,641	17,421
Tax reconciliation		
Profit before income tax	201,780	209,200
Tax at standard rate of 7.5%, being the withholding tax rate on dividends	15,134	15,690
Under/(over) provision of deferred tax for prior periods	507	1,731
	15,641	17,421
Effective tax rate	7.75%	8.33%

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 MARCH 2015

		2015	2014
4.5	Basic and diluted earnings per share		
	Basic and diluted earnings per share are calculated by dividing the net profit attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year. There were no changes to the number of shares during the year.		
	Net profit attributable to shareholders (P'000)	186,139	191,778
	Weighted average number of ordinary shares in issue (thousand) (note 4.8)	133,015	133,015
	Basic and diluted earnings per share (thebe)	139.9	144.2
4.6	Investment in associate		
	Balance at 1 April	344,859	262,328
	Share of result of associate before tax (note 4.1)	247,525	263,075
	Share of tax of associate (note 4.1)	(43,327)	(51,015)
		549,057	474,388
	Less : Gross dividends received	(145,200)	(128,903)
		403,857	345,486
	Other equity reserves	4,123	(627)
	Balance at 31 March	407,980	344,859

Details of the associate are as follows:

Name	Place of business/ country of incorporation	Measurement method	% Interest held
2014			
Kgalagadi Breweries (Pty) Ltd	Botswana	Equity	60
2015			
Kgalagadi Breweries (Pty) Ltd	Botswana	Equity	60

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 MARCH 2015

4.6 Investment in associate (continued)

There are no contingent liabilities relating to the Company's interest in the associate

Summarised financial information for associate

Set out below are the summarised financial information for Kgalagadi Breweries (Pty) Ltd for the year ended 31 March 2015, which is accounted for using the equity method.

Summarised statement of financial position

	2015	2014
	P'000	P'000
Cash and cash equivalents	17,929	28,322
Other assets (excluding cash)	323,144	347,000
Total current assets	341,073	375,322
Financial liabilities (excluding trade payables)	(192,957)	(263,059)
Other current liabilities (including trade payables)	(319,817)	(286,181)
Total current liabilities	(512,774)	(549,240)
Non-current assets	766,455	647,147
Non-current liabilities	(65,880)	(49,559)
Total non-current liabilities	(65,880)	(49,559)
Net assets	528,874	423,670

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 MARCH 2015

4.6 Investment in associate (continued)

Summarised financial information for associate (continued)

Summarised statement of comprehensive income

	2015	2014
	P'000	P'000
Revenue	2,036,531	1,861,570
Cost of goods sold	(1,206,379)	(1,073,254)
Gross profit	830,152	788,316
Other operating income	5,232	6,142
Marketing	(36,070)	(33,250)
Operating expenses	(374,121)	(309,694)
Finance income	261	498
Finance cost	(12,911)	(5,824)
Profit or loss from continuing operations	412,543	446,188
Income tax expense	(72,212)	(85,025)
Post-tax profit from continuing operations	340,331	361,163
Other comprehensive income	6,873	(7,729)
Total comprehensive income	347,204	353,434

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 MARCH 2015

4.6 Investment in associate (continued)

Although the company owns the majority of the issued share capital of Kgalagadi Breweries (Pty) Ltd, the constitution of the investee and operation of various shareholder and management agreements provide, inter alia, for the minority shareholder to control the Board of Directors of the investee, and assign additional voting rights to the minority shareholders in most matters affecting the operational and budgetary controls of the investee. Accordingly, the investee company is effectively controlled by the minority shareholder and the investment is thus accounted for as an associate rather than subsidiary.

The balance of the investment in associate represents the following:

	2015 P'000	2014 P'000
Cost of investment	241,778	241,778
Share of net post-acquisition movement in reserves	166,202	103,081
	407,980	344,859
Reconciliation of summarised financial information		
Opening net assets 1 April	423,670	285,074
Profit for the year	340,331	361,163
Other comprehensive income	6,873	(7,729)
Dividends declared	(242,000)	(214,838)
Closing net assets	528,874	423,670
Interest in the associate (60%)	317,280	254,159
Goodwill	90,700	90,700
Carrying value	407,980	344,859

Cost of the investment in associate includes goodwill of P90.7mn (2014: P90.7mn)

Kgalagadi Breweries (Pty) Ltd ("KBL") is a private company and there is no quoted market price available for its shares. The directors have estimated the fair value of the company's investment in KBL to be P2.86Bn. This fair value estimation is done as a basis which equates with level 2 estimations set out in IFRS 13 ("Fair value measurement").

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 MARCH 2015

		2015 P'000	2014 P'000
4.7	Cash and cash equivalents		
	Cash at bank	7,308	8,228
4.8	Stated Capital		
	133 014 875 ordinary shares of no par value	233,941	233,941
	Authorised issued number of shares: 133 014 875		
4.9	Related party transactions		
	Related parties comprise directors of the company, the company's associate and entities under common control and ownership. Transactions with related parties carried out during the year are:		
	Kgalagadi Breweries (Pty) Ltd - Management fees (note 4.2)	1,237	1,169
	Directors' fees (non-executive directors) (note 4.2)	135	179
	Audit committee fees (expatriate member) (note 4.2)	85	62
	Receivable from Kgalagadi Breweries (Pty) Ltd	384	307

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 MARCH 2015

4.10 Cash utilised in operations

Operating income before finance income and tax expenses
Adjustment for :
Share of profits from associates (note 4.1)

Working capital changes:

- other payables

- other receivables

Net cash utilised in operations

2015 P'000	2014 P'000
201,705	209,135
(204,198)	(212,060)
(2,493)	(2,925)
8	-
(229)	138
(2,715)	(2,787)

4.11 Dividends

Dividends declared

Dividend per share (thebe)

First interim dividend -paid

Second interim dividend -paid

Third interim dividend -paid

Fourth and final dividend -declared

Total dividends per share

133,015	134,345
-	22
47	24
37	37
16	18
100	101

Dividends paid

Dividend payable at beginning of year

Dividend for the period

Dividend payable at end of year

Dividend paid

(32,102)	(25,515)
(133,015)	(134,345)
28,167	32,102
(136,950)	(127,758)

4.12 Dividends received

Dividend receivable at beginning of year

Dividends for the year

Dividend receivable at end of period

Dividends received

25,995	17,760
145,200	128,903
(21,645)	(25,995)
149,550	120,668

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 MARCH 2015

4.13 Deferred tax income tax

The analysis of deferred tax liabilities is as follows:

Deferred tax liabilities:

- Deferred tax liability to be recovered after more than 12 months
- Deferred tax liability to be recovered within 12 months

Deferred tax liabilities (net)

The gross movement on the deferred income tax accounts is as follows:

At 1 April

Income statement charge relating to outside basis deferred tax on investment in associate

At 31 March

	2015 P'000	2014 P'000
	12,466	7,731
	-	-
	12,466	7,731
	7,731	-
	4,735	7,731
	12,466	7,731
	2015 P'000	2014 P'000
Audit of financial statements	97	89
	97	89

4.14 Remuneration of Auditors

Audit of financial statements

The auditors did not provide any other services.

4.15 Events after the reporting period

The directors confirm that there were no significant post reporting date events requiring adjustment to the amounts and/or disclosures in the financial statements.

4.16 Commitments

There were no commitments as at year-end.

4.17 Contingencies

There were no outstanding contingencies as at year-end.

Shareholders' information

Shareholding Profile

Share band	No of shareholders	% of shareholders	No of shares	% of shares
0 - 1999	1464	76.33	659,384	0.50
2000 - 4999	215	11.21	603,510	0.45
5000 - 9999	77	4.01	480,547	0.36
10000 - 49999	76	3.96	1,582,116	1.19
50000 - 99999	26	1.36	1,840,677	1.38
100000 - 499999	31	1.62	6,873,019	5.17
500000 and above	29	1.51	120,975,622	90.95
1918	100		133,014,875	100

Shareholding Analysis

Share band	No of shareholders	% of shareholders	No of shares	% of shares
Corporates	66	3.44	64,490,114	48.48
Nominees	106	5.53	65,341,331	49.12
Trusts	3	0.16	17,103	0.01
General Public	1743	90.88	3,166,327	2.38
1918	100.00		133,014,875	100.00

Directors' Shareholding

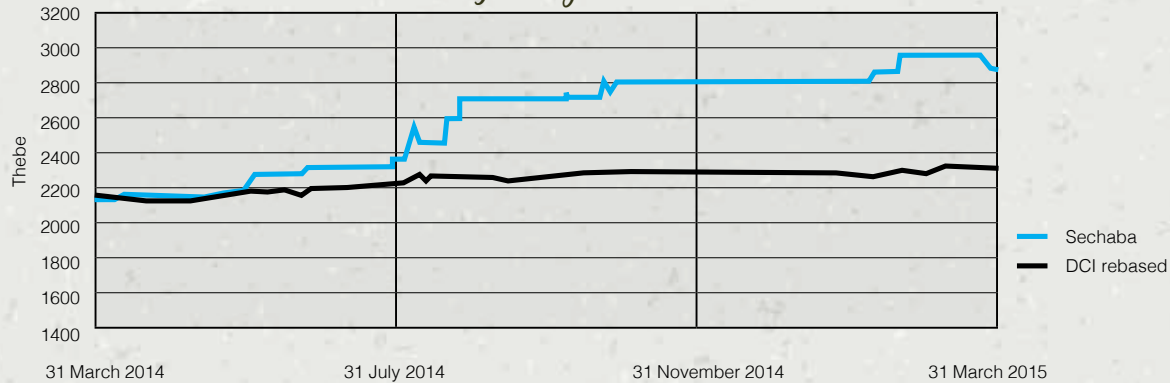
Share band	No of shares (Direct)	% of shares (direct)	No of shares (Indirect)
B G MMUALEFE	0	0	0
J DE KOK	0	0	0
B HIRSCH	0	0	0
S SMUTS	0	0	0
K C MAPHAGE	5707	0.0043%	0
M SEKGOROROANE	0	0	0
M N PHUTHEGO	0	0	0
L B SEBETELA	0	0	0
L G MAKEPE	0	0	0
G H NEL	0	0	0
M BALDACHIN	0	0	0
T K MATTHEWS	0	0	0

Top 20 Shareholders

BOTSWANA DEVELOPMENT CORPORATION LIMITED	34,044,315	25.59%
SAB MILLER AFRICA B.V.	22,398,016	16.84%
FNB NOMINEES (PTY)LTD RE:AGRAY BPOPF 10001010	13,910,411	10.46%
MOTOR VEHICLE ACCIDENT FUND	6,568,980	4.94%
SCBN (PTY) LTD RE: NTGSLUX 010/03	5,452,481	4.10%
SCBN (PTY) LTD RE: JPM 064/03	5,033,194	3.78%
DEBSWANA PENSION FUND	3,933,627	2.96%
FNB BW NOMS(PTY) LTD RE: IAM BPOFP 10001031	3,459,704	2.60%
BOTSWANA INSURANCE FUND MANAGEMENT	3,220,544	2.42%
BOTSWANA PUBLIC OFFICERS PENSION FUND	2,645,400	1.99%
FNB NOMS BW(PTY) LTD RE:BIFM BPOPF ACTIVE 10001025	2,355,546	1.77%
BOTSWANA PUBLIC OFFICERS PENSION FUND	2,174,177	1.63%
SCBN (PTY) LTD RE: SSB 001/216	1,926,377	1.45%
SCBN (PTY) LTD RE: JP 065/02	1,504,712	1.13%
INVESTEC RE DPF	1,464,821	1.10%
DEBSWANA PENSION FUND	1,200,097	0.90%
SCBN (PTY) LTD RE: SSB 001/81	1,086,400	0.82%
FNB NOMS BW(PTY) LTD RE:BIFM BPOPLF WP 10001027	1,021,117	0.77%
GUARANTEED LOANS INSURANCE FUND	966,613	0.73%
SCBN (PTY) LTD RE: CITI BW000001004-2	915,964	0.69%
OTHERS	17,732,379	13.33%

TOTAL	133,014,875	100%
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Share Price Movement during the year



Dividends

Shareholders are advised that the dividend payment frequency has been amended from quartely to bi-annually commencing 1 April 2015

Notice is hereby given that the Annual General Meeting of Sechaba Brewery Holdings Limited will be held on 24 September 2015 at 15h00 at the Coca-Cola Boardroom, Kgalagadi Breweries Gaborone, to transact the following business:

Agenda

1. To receive, consider and adopt the financial statements for the year ended 31 March 2015 together with the report of the auditors.
2. To approve the interim dividends declared by the Directors on 12 November 2014 of 47 thebe per share, on 14 January 2015 of 37 thebe per share, and on 24 March 2015 the fourth and final dividend of 16 thebe per share respectively.
3. To re-elect directors who retire in accordance with the Articles of Association and, being eligible, offer themselves for election:
 - 3.1 To re-elect Johan de Kok a director retiring by rotation and being eligible offers himself for re-election;
 - 3.2 To re-elect Myra Sekgororoane a director retiring by rotation and being eligible offers herself for re- election;
4. To confirm the appointment of the following directors who were appointed during the course of last year:
 - 4.1 To confirm the appointment of Thabo K Matthews as non-executive director.
 - 4.2 To confirm the appointment of Nadira Sheik as non-executive director.
5. To approve the remuneration of the Chairman and non-executive directors
6. To re-appoint PricewaterhouseCoopers as external auditors for the ensuing year and approve their remuneration for the year ended 31 March 2015
7. To transact any other business that may be transacted at an Annual General Meeting

Voting & Proxies

Any member entitled to attend and vote, if unable to attend for any reason, is entitled to appoint a proxy or proxies to attend, speak, and on a poll, vote in his/her stead, and such proxy need not also be a member of the Company. Proxy forms should be forwarded to reach the Registered Office of the Company at least 48 hours before the time fixed for holding the meeting.

BY ORDER OF THE BOARD

SECHABA BREWERY HOLDINGS LIMITED

(Please complete in block letters)

I /We*

of

being a member of Sechaba Brewery Holdings Limited, hereby appoint

..... or failing him/her

..... or failing him/her

..... or failing him/her

the Chairman of the meeting as my/our* proxy to vote for me/us* on my/our* behalf at the Annual General Meeting of the Company, to be held on 24 September 2015 at 15h00 at the Coca Cola Boardroom, Kgalagadi Breweries Gaborone, to transact the following business:

	Resolution	For	Against	Abstain
1	To receive, consider and adopt the financial statements for the year ended 31 March 2015 together with the report of the auditors.			
2	To approve the interim dividends declared by the Directors on 12 November 2014 of 47 thebe per share, on 14 January 2015 of 37 thebe per share, and on 24 March 2015 the fourth and final dividend of 16 thebe per share respectively.			
3	To re-elect directors who retire in accordance with the Articles of Association and, being eligible, offer themselves for election			
3.1	To re-elect J R de Kok a director retiring by rotation and being eligible offers herself for re-election			
3.2	To re-elect M Sekgororoane a director retiring by rotation and being eligible offers herself for re-election			
4	To confirm the appointment of the following directors who were appointed during the course of last year			
4.1	To confirm the appointment of T K Matthews as a director who was appointed during the course of last year			
4.2	To confirm the appointment of N. Sheik as non-executive director			
5	To approve the remuneration of the Chairman and non-executive directors			
6	To re-appoint PricewaterhouseCoopers as external auditors for the ensuing year and approve their remuneration for the year ended 31 March 2015			

Signed:on this.....day of..... 2015

Note:

- Each member entitled to attend and vote at this meeting is entitled to appoint one or more proxies to act in the alternative, to attend and vote and speak in his/her stead. A proxy need not be a member of the company.
- Any alteration or correction made on this form of proxy (including the deletion of alternatives) must be initialled by the signatory/signatories.

- This form of proxy should be signed and returned so as to reach the Registered Office of the company, Plot 20768 Kubu Road, Broadhurst Industrial, P O Box 631, Gaborone, not later than 48 hours before the time fixed for holding of the meeting. By hand delivery or, E-mail (sechaba@bw.sabmiller.com).

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