

Ngā Whakapuakanga Pūtea Hira

Key Financial Disclosures

Consolidated Financial Statements for the
year ended 30 June 2024

*Ngā Tauākī ā-Pūtea Tōpū
mō te tau i mutu i te 30 Hune 2024*



Directors' Responsibility Statement

For the year ended 30 June 2024

The Directors are responsible for ensuring that the consolidated financial statements give a true and fair view of the financial position of the PGG Wrightson Limited and its controlled entities (together the "Group") as at 30 June 2024 and the financial performance and cash flows for the year ended on that date.

The Directors consider that the consolidated financial statements of the Group have been prepared using appropriate accounting policies, consistently applied and supported by reasonable judgements and estimates and that all of the relevant financial reporting and accounting standards have been followed.

The Directors believe that proper accounting records have been kept which enable, with reasonable accuracy, the determination of the financial position of the Group and facilitate compliance of the consolidated financial statements with the Financial Reporting Act 2013 and the Financial Markets Conduct Act 2013.

The Directors are pleased to present the consolidated financial statements for the Group set out on pages 1 to 41 for the year ended 30 June 2024.

The consolidated financial statements contained on pages 1 to 41 have been authorised for issue on 12 August 2024.

For and on behalf of the Board.

Garry Moore
Chair

Sarah Brown
Director and Audit
Committee Chair

Cover image: Fruited Supplies Area Sales Manager, Patsy Matthews, (centre) checks the early summer vine growth with Indevin North Island Viticulture Manager, Sarah Phillips, (left) and Indevin Viticulture Technician, Jade Maule, (right) in an Indevin vineyard in Te Tairāwhiti.

Consolidated Statement of Profit or Loss

For the year ended 30 June 2024

	NOTE	2024 \$000	2023 \$000
Operating revenue	1	915,946	975,692
Cost of sales	2	(680,245)	(722,849)
Gross profit		235,701	252,843
Other income		252	502
Employee expenses		(138,867)	(137,561)
Other operating expenses	3	(52,916)	(54,590)
Operating EBITDA	26C	44,170	61,194
Non-operating gains/(losses)	4	(67)	327
Impairment and fair value gains/(losses)	5	–	51
Depreciation and amortisation expense		(28,748)	(28,063)
EBIT	26C	15,355	33,509
Net interest and finance costs	6	(10,026)	(9,573)
Profit before income tax		5,329	23,936
Income tax expense	7	(2,265)	(6,418)
Net profit after tax		3,064	17,518
Basic and diluted earnings per share (EPS)			
	NOTE	2024 \$	2023 \$
Basic and diluted EPS	8	0.041	0.232

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Other Comprehensive Income

For the year ended 30 June 2024

	NOTE	2024 \$000	2023 \$000
Net profit after tax		3,064	17,518
Other comprehensive income/(loss)			
Items that will never be reclassified to profit or loss			
Changes in fair value of equity instruments		-	9
Remeasurements of defined benefit liability	18	184	1,059
Tax on remeasurements of defined benefit liability	7	(13)	(297)
Total other comprehensive income/(loss) for the period		171	771
Total comprehensive income for the period		3,235	18,289

The accompanying notes form an integral part of these consolidated financial statements.

Segment Report

For the year ended / as at 30 June 2024

A. Operating segments

The Group has two primary operating segments, Agency and Retail & Water, which are the Group's strategic divisions. These operating segments operate within New Zealand.

The two operating segments offer different products and services, and are managed separately because they require different skills, technology and marketing strategies. Within each segment, further business unit analysis may be provided to management where there are significant differences in the nature of activities. The Chief Executive Officer or Chairman of the Board reviews internal management reports on each strategic business unit on at least a monthly basis.

The Group's segments are described below:

- **Agency:** This segment derives its revenue primarily from commissions in respect of rural Livestock, Wool and Real Estate transactions. This segment also derives revenue from wool and velvet product sales, and interest revenue from its GO-STOCK receivables (refer to Note 12 *GO-STOCK receivables* for further explanation regarding this programme).
- **Retail & Water:** This segment includes the Rural Supplies and Fruitfed Supplies retail operations, Agritrade, PGG Wrightson Water, ancillary sales support and supply chain functions. This segment derives its revenue primarily from the sale of goods as well as the design, installation and servicing of irrigation solutions.
- **Other (non-operating):** Other relates to certain Group Corporate activities including Governance, Finance, Treasury, Risk and Assurance, and other support services (such as corporate property services and marketing). The Marketing function derives sales revenue from the Group's rewards and on-charging programmes.

Assets and liabilities allocated to each business unit combine to form the total assets and liabilities for the Agency and Retail & Water business segments. Certain other assets and liabilities are held at a Corporate level including those for the Corporate functions noted above. Similarly, the profit or loss for each business unit combines to form the total profit or loss of the Agency and Retail & Water business segments. Certain other revenues and expenses are recorded at the Corporate level for the Corporate functions noted above.

Corporate costs allocation

The Group allocates certain Corporate costs to an operating segment where they can be directly attributed to that segment or using the following methods:

- IT hardware, support, licence and other costs are allocated on a per user basis.
- Property costs which are not directly attributable are allocated on a property space utilisation basis.
- Business operations costs (Accounts Payable, Accounts Receivable, Call Centre) are allocated based on FTE usage by each operating segment or transactional volumes. Credit Services costs are allocated to the operating segment to which the overdue accounts relate.

Other costs such as non-operating gains/losses, impairment and fair value gains/losses, net interest and finance costs and income tax expense are not fully allocated by the Group across the operating segments. The Group Governance, Finance, Treasury, and Risk and Assurance functions continue to be reported outside of the operating segments.

B. Geographical segment

The Group operates within New Zealand only and its revenue is derived primarily from New Zealand.

Segment Report (continued)

For the year ended / as at 30 June 2024

C. Operating segment information

	AGENCY		RETAIL & WATER		OTHER (NON-OPERATING)		TOTAL	
	2024 \$000	2023 \$000	2024 \$000	2023 \$000	2024 \$000	2023 \$000	2024 \$000	2023 \$000
Sales revenue	89,021	87,556	719,961	765,661	1,364	1,286	810,346	854,503
Commission revenue	83,347	93,692	102	92	95	95	83,544	93,879
Construction contract revenue	–	–	12,107	18,031	–	–	12,107	18,031
Interest revenue on GO-STOCK receivables	7,294	6,573	–	–	–	–	7,294	6,573
Interest revenue on overdue debtor accounts	552	523	1,003	1,151	54	20	1,609	1,694
Sublease income	485	459	403	363	158	190	1,046	1,012
Total external operating revenues	180,699	188,803	733,576	785,298	1,671	1,591	915,946	975,692
Operating EBITDA	12,314	16,068	41,042	54,129	(9,186)	(9,003)	44,170	61,194
Non-operating gains/(losses)	(61)	335	(38)	83	32	(91)	(67)	327
Impairment and fair value gains/(losses)	–	–	–	–	–	51	–	51
Depreciation and amortisation expense	(8,552)	(8,787)	(17,019)	(16,267)	(3,177)	(3,009)	(28,748)	(28,063)
EBIT	3,701	7,616	23,985	37,945	(12,331)	(12,052)	15,355	33,509
Net interest and finance costs	(3,624)	(3,857)	(3,399)	(3,779)	(3,003)	(1,937)	(10,026)	(9,573)
Profit/(loss) before income tax	77	3,759	20,586	34,166	(15,334)	(13,989)	5,329	23,936
Income tax benefit/(expense)	(94)	(1,170)	(5,604)	(9,707)	3,433	4,459	(2,265)	(6,418)
Net profit/(loss) after tax	(17)	2,589	14,982	24,459	(11,901)	(9,530)	3,064	17,518
Segment assets	191,647	202,490	243,537	263,221	41,049	30,817	476,233	496,528
Assets held for sale	1,402	–	–	–	–	–	1,402	–
Total segment assets	193,049	202,490	243,537	263,221	41,049	30,817	477,635	496,528
Total segment liabilities	(91,394)	(82,866)	(142,298)	(159,709)	(79,210)	(84,692)	(312,902)	(327,267)
Capital expenditure (additions to non-current assets)	13,230	6,227	10,484	6,232	12,542	12,380	36,256	24,839

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2024

	NOTE	2024 \$000	2023 \$000
Cash flows from operating activities			
Cash was provided from:			
Receipts from customers		936,313	979,878
Dividends received		5	5
Interest received		9,601	8,743
		945,919	988,626
Cash was applied to:			
Payments to suppliers and employees		(875,584)	(940,906)
Lump sum contribution to PGG Wrightson Employee Benefits Plan		(128)	–
Interest paid		(6,096)	(4,565)
Interest paid on lease liabilities		(4,276)	(3,800)
Income tax paid		(2,102)	(13,846)
		(888,186)	(963,117)
Net cash inflow/(outflow) from operating activities		57,733	25,509
Cash flows from investing activities			
Cash was provided from:			
Proceeds from sale of property, plant and equipment		66	579
Dividend received from jointly controlled entity		134	–
Repayment of loan from jointly controlled entity		–	9
		200	588
Cash was applied to:			
Purchase of property, plant and equipment		(11,417)	(6,453)
Purchase of intangibles		(11,428)	(10,723)
Advance to jointly controlled entity		(20)	(170)
		(22,865)	(17,346)
Net cash inflow/(outflow) from investing activities		(22,665)	(16,758)
Cash flows from financing activities			
Cash was provided from:			
Increase in external borrowings and working capital debt	9	–	32,460
		–	32,460
Cash was applied to:			
Dividends paid to shareholders		(7,763)	(21,712)
Repayment of external borrowings and bank overdraft		(6,960)	–
Repayment of principal portion of lease liabilities		(21,203)	(19,532)
		(35,926)	(41,244)
Net cash inflow/(outflow) from financing activities		(35,926)	(8,784)
Net increase/(decrease) in cash held		(858)	(33)
Opening cash and cash equivalents at the beginning of period		4,643	4,676
Cash and cash equivalents at the end of the period	9	3,785	4,643

The accompanying notes form an integral part of these consolidated financial statements.

Reconciliation of Net Profit After Tax with Net Cash Flow from Operating Activities

For the year ended 30 June 2024

	2024 \$000	2023 \$000
Net profit after tax	3,064	17,518
Add/(deduct) non-cash/non-operating items:		
Depreciation and amortisation	28,748	28,063
Impairment and fair value losses/(gains)	–	(51)
Bad debts written off (net)	391	451
Loss/(profit) on sale of assets and investments, and lease terminations	144	(382)
Foreign exchange loss/(gain)	(211)	(22)
Deferred tax expense/(benefit)	2,205	1,658
Defined benefit expense/(gain)	(47)	9
Pension contributions not expensed through profit or loss	(128)	–
Other non-cash/non-operating items	(69)	71
Add/(deduct) movement in working capital items:		
Change in inventories	12,341	(5,613)
Change in accounts receivable, GO-STOCK receivables and prepayments	29,479	17,314
Change in trade creditors, provisions and accruals	(14,580)	(21,533)
Change in other current assets/liabilities	(1,561)	(2,878)
Add/(deduct) movement in taxation items:		
Change in income tax payable/receivable	(2,043)	(9,096)
Net cash flow from operating activities	57,733	25,509

Cash Flows Accounting Policies

In the statement of cash flows, cash receipts and payments on behalf of customers, which reflect the activities of the customers rather than those of the Group, are reported on a net basis.

The accompanying notes form an integral part of these consolidated financial statements.

Consolidated Statement of Financial Position

As at 30 June 2024

	NOTE	2024 \$000	2023 \$000
ASSETS			
Current			
Cash and cash equivalents	9	3,785	4,643
Short-term derivative assets	10	584	367
Trade and other receivables	11	136,259	144,656
GO-STOCK receivables	12	50,215	71,453
Income tax receivable		3,229	1,186
Inventories	13	95,192	107,533
Assets classified as held for sale	16A	1,402	–
Other current assets		3,936	3,546
Total current assets		294,602	333,384
Non-current			
Long-term derivative assets	10	99	–
Deferred tax asset	7	6,501	8,721
Investments in equity accounted investees		484	320
Advance to equity accounted investees		–	170
GO-STOCK receivables	12	2,336	2,570
Other investments		422	340
Intangible assets	14	30,023	20,214
Right-of-use assets	15A	91,570	84,068
Property, plant and equipment	16	51,598	46,741
Total non-current assets		183,033	163,144
Total assets		477,635	496,528
LIABILITIES			
Current			
Working capital debt	9	–	19,960
Short-term derivative liabilities	10	192	888
Accounts payable and accruals	17	149,540	164,107
Short-term lease liabilities	15B	20,609	18,586
Total current liabilities		170,341	203,541
Non-current			
Long-term debt	9	63,000	50,000
Long-term derivative liabilities	10	–	112
Long-term lease liabilities	15B	76,057	69,769
Long-term provisions	17	2,787	2,769
Defined benefit liability	18	717	1,076
Total non-current liabilities		142,561	123,726
Total liabilities		312,902	327,267
EQUITY			
Share capital	27	372,318	372,318
Reserves	27	16,371	16,158
Retained earnings/(deficit)	27	(223,956)	(219,215)
Total equity		164,733	169,261
Total liabilities and equity		477,635	496,528

The accompanying notes form an integral part of these consolidated financial statements.

PGG WRIGHTSON LIMITED

Consolidated Statement of Changes in Equity

For the year ended 30 June 2024

	SHARE CAPITAL \$000	REALISED CAPITAL AND REVALUATION RESERVES \$000	DEFINED BENEFIT PLAN RESERVE \$000	FAIR VALUE RESERVE \$000	RETAINED EARNINGS/ (DEFICIT) \$000	TOTAL EQUITY \$000
Balance as at 1 July 2022	372,318	24,662	(9,266)	(2,423)	(212,607)	172,684
Total comprehensive income for the period						
Net profit after tax	–	–	–	–	17,518	17,518
Other comprehensive income						
Changes in fair value of equity instruments, net of tax	–	–	–	9	–	9
Defined benefit plan actuarial gain/(loss), net of tax	–	–	762	–	–	762
Total other comprehensive income	–	–	762	9	–	771
Total comprehensive income for the period	–	–	762	9	17,518	18,289
Transactions with shareholders recorded directly in equity						
Contributions by and distributions to shareholders						
Dividends to shareholders	–	–	–	–	(21,712)	(21,712)
Total contributions by and distributions to shareholders	–	–	–	–	(21,712)	(21,712)
Transfer to retained earnings	–	–	–	2,414	(2,414)	–
Balance as at 30 June 2023	372,318	24,662	(8,504)	–	(219,215)	169,261
Balance as at 1 July 2023	372,318	24,662	(8,504)	–	(219,215)	169,261
Total comprehensive income for the period						
Net profit after tax	–	–	–	–	3,064	3,064
Other comprehensive income						
Changes in fair value of equity instruments, net of tax	–	–	–	–	–	–
Defined benefit plan actuarial gain/(loss), net of tax	–	–	171	–	–	171
Total other comprehensive income	–	–	171	–	–	171
Total comprehensive income for the period	–	–	171	–	3,064	3,235
Transactions with shareholders recorded directly in equity						
Contributions by and distributions to shareholders						
Dividends to shareholders	–	–	–	–	(7,763)	(7,763)
Total contributions by and distributions to shareholders	–	–	–	–	(7,763)	(7,763)
Transfer to retained earnings	–	–	42	–	(42)	–
Balance as at 30 June 2024	372,318	24,662	(8,291)	–	(223,956)	164,733

The accompanying notes form an integral part of these consolidated financial statements.

Ngā Whakapuakanga Pūtea Tāpiri

Additional Financial Disclosures

Including Notes to the Consolidated Financial Statements
for the year ended 30 June 2024

*Tae atu ki Ngā Pitopito Kōrero ki Ngā Tauākī Pūtea Tōpū
mō te tau i mutu i te 30 Hune 2024*



PGW Technical Field Representative, Andrew Young, discusses lucerne management with spray contractor Kevin Fry, owner of K & A Fry Contracting Limited, at the Fry's cropping farm in Tasman.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2024

1 Operating Revenue

	2024 \$000	2023 \$000
Revenue from contracts with customers		
Sales revenue	810,346	854,503
Commission revenue	83,544	93,879
Construction contract revenue	12,107	18,031
Other operating revenue		
Interest revenue on GO-STOCK receivables	7,294	6,573
Interest revenue on overdue debtor accounts	1,609	1,694
Sublease income	1,046	1,012
	915,946	975,692

Income Recognition Accounting Policies

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised.

Sales revenue

Sales revenue comprises the sale value of transactions where the Group acts as a principal; for example, retail store sales, and sales of wool and velvet products. Revenue is measured at the transaction price when control is transferred to which an entity expects to be entitled in exchange for transferring goods or services to a customer. For the sale of goods, the transfer of control occurs when the risks and rewards, physical possession and the legal title of the goods have been transferred and accepted by the customer and the customer has a present obligation to make payment in respect of the goods.

Customers may be entitled to discounts or rebates for certain items and/or volumes purchased, under varying categories. These discounts or rebates are defined as variable consideration and are included in the transaction price as a component of operating revenue upon the completion of the Group's performance obligations. These discounts or rebates are contractual in nature and known as at balance date, therefore, no assumptions or estimates are required.

The Group offers a range of payment terms, and in some cases these can be up to 12 months. The Group does not recognise a financing element for sales with terms of 12 months or less.

The Group offers warranties as required by New Zealand law and/or per the terms and conditions of the contracts with customers. The Group recognises the obligations under these warranties as a provision.

Commission revenue

Commission revenue comprises commission for transactions where the Group acts as an agent. For agency commissions, the Group does not take inventory risk or title for inventories, or for the Group's Livestock and Real Estate businesses, biological assets and properties respectively. The Group generates commissions from acting as an agent for organising the sale of livestock or real estate.

Revenue is recognised at a point in time upon completion of the service.

Construction contract revenue

Construction services are provided to customers in the Water business to construct pivots and irrigation systems. Most contracts contain a single performance obligation. The size and duration of the contracts can vary significantly, and customers are invoiced as work progresses. Most contracts are completed within 12 months; therefore, the unearned revenue on these contracts are not disclosed.

The Group accounts for revenue over time, which best depicts the pattern of transfer of the construction services to the customer. The Group uses an input method to recognise revenue based on a percentage of cost completed. This method involves judgements relating to a contract's expected margin and its stage of completion.

Interest and similar income and expense

The Group recognises the fixed fees charged to customers under its GO-STOCK programme as interest revenue. Refer to Note 12 *GO-STOCK Receivables* for further explanation regarding this programme. This interest revenue is recognised over the term of the GO-STOCK contracts which can be for a term of up to 540 days.

The Group also recognises interest revenue on overdue receivables using the effective interest method. Refer to the accounting policies under Note 6 *Net Interest and Finance Costs* for further explanation on the effective interest method.

Sublease income

The Group recognises lease payments received under subleases as income on a straight-line basis over the lease term. Refer to Note 15 *Right-of-Use Assets and Lease Liabilities* for further explanation.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

2 Cost of Sales

	NOTE	2024 \$000	2023 \$000
Depreciation and amortisation		89	173
Employee benefits (including commissions)		21,140	24,654
Inventories and consumables	13	634,062	671,783
Freight		12,985	14,925
Other		11,969	11,314
		680,245	722,849

3 Other Operating Expenses

	2024 \$000	2023 \$000
Audit of annual financial statements of the Company by Ernst & Young	420	336
Other assurance services provided by Ernst & Young:		
Limited assurance on emissions reporting	53	–
Other services provided by Ernst & Young:		
Gap analysis on climate reporting disclosures	30	–
Facilitation of sustainability materiality assessment	–	13
Research and development tax incentive advisory	21	–
Employee incentive schemes advisory	–	30
Directors' fees	689	715
Donations	6	34
Increase/(decrease) in provision for impaired trade receivables, GO-STOCK receivables and contract assets	218	(252)
Net bad debts written off / (recovered)	173	703
IT and telecommunication costs	14,870	15,435
Marketing	4,800	5,359
Motor vehicle costs	8,071	7,555
Travel costs	3,363	4,446
Rental and operating lease costs	326	958
Occupancy costs (excluding rental and operating lease)	6,150	5,202
Other staff costs	7,137	7,690
Other expenses	6,590	6,366
	52,916	54,590

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

4 Non-Operating Gains/(Losses)

	2024 \$000	2023 \$000
Gain/(loss) on sale of property, plant and equipment	(37)	382
Other non-operating gains/(losses)	(30)	(55)
	(67)	327

5 Impairment and Fair Value Gains/(Losses)

	2024 \$000	2023 \$000
Net impairment reversal/(impairment) – Property, plant and equipment	–	–
Fair value gains/(losses)	–	51
	–	51

Impairment Accounting Policies

The carrying value of the Group's assets are reviewed at each reporting date to determine whether there is any objective evidence of impairment. An impairment loss is recognised whenever the carrying amount exceeds its recoverable amount. Impairment losses directly reduce the carrying value of assets and are recognised in profit or loss unless the asset is carried at a revalued amount in accordance with another standard.

Non-financial assets

The carrying amounts of the Group's non-financial assets (other than inventories and deferred tax assets) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the recoverable amount of the asset or the cash-generating unit (CGU) to which the asset relates is estimated. A CGU is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount. Impairment losses are recognised in profit or loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have reduced. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

6 Net Interest and Finance Costs

	2024 \$000	2023 \$000
Interest income	698	485
Interest funding expense:		
Bank interest on loans and overdrafts	(6,096)	(4,565)
Bank facility fees	(1,086)	(956)
	<u>(7,182)</u>	<u>(5,521)</u>
Net interest income/(expense) excluding interest on lease liabilities	<u>(6,484)</u>	<u>(5,036)</u>
Interest on lease liabilities	(4,276)	(3,800)
Foreign exchange gain/(loss)		
Net gain/(loss) on foreign denominated items	(390)	300
Fair value gain/(loss) on foreign exchange derivatives	1,124	(1,037)
	<u>734</u>	<u>(737)</u>
Net interest and finance income/(expense)	<u>(10,026)</u>	<u>(9,573)</u>

Interest and Finance Income/Expense Accounting Policies

Interest and similar income and expense

For all financial instruments measured at amortised cost, interest income or expense is recorded at the effective interest rate, which is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or financial liability. The calculation takes into account all contractual terms of the financial instrument (for example, prepayment options) and includes any fees or incremental costs that are directly attributable to the instrument and are an integral part of the effective interest rate, but not future credit losses. Once the recorded value of a financial asset or a group of similar financial assets has been reduced due to an impairment loss, interest income continues to be recognised using the original effective interest rate applied to the new carrying amount.

Fair value change on foreign exchange derivatives

The Group undertakes transactions denominated in foreign currencies and exposure to movements in foreign currency arises from these activities. The Group uses forward foreign exchange contracts to manage these exposures. These derivatives are recorded at their fair value with mark-to-market fair value movements flowing through fair value gain/(loss) on foreign exchange derivatives in the consolidated statement of profit or loss. Although the derivatives have not been designated in a hedge relationship, they act as an economic hedge and will offset the underlying transactions when they occur.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

7 Income Taxes

A. Income tax recognised in profit or loss

	2024 \$000	2023 \$000
Current tax benefit/(expense)		
Current year	(92)	(4,633)
Adjustments for prior years	33	(126)
	(59)	(4,759)
Deferred tax benefit/(expense)		
Origination and reversal of temporary differences	(2,316)	(1,790)
Adjustments for prior years	110	131
	(2,206)	(1,659)
Income tax benefit/(expense)	(2,265)	(6,418)

Change in legislation – tax depreciation on buildings

On 28 March 2024, legislation was enacted which reduced the tax depreciation rate applicable to long-life commercial buildings to the rate of zero percent. The impact of this legislative change for the Group was a reduction in the tax base of these assets, giving rise to an increased temporary difference between the accounting carrying value and the tax base and resulted in a one-off, non-cash, increase in both the deferred tax liability and tax expense of \$0.92 million.

	2024 \$000	2023 \$000
Reconciliation		
Profit from continuing operations before income tax	5,329	23,936
Income tax using the Company's tax rate (28%)	(1,492)	(6,702)
Non-deductible expenditure	(259)	(232)
Non-assessable income	111	75
Tax credits	215	576
Over/(under) provided in prior years	143	5
Deferred tax impact of legislation change – tax depreciation on buildings	(915)	–
Other	(68)	(140)
Income tax benefit/(expense)	(2,265)	(6,418)

B. Income tax recognised directly in equity

	2024 \$000	2023 \$000
Deferred tax on movement of actuarial gains/losses on employee benefit plans	(13)	(297)
Income tax benefit/(expense) recognised directly in equity	(13)	(297)

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

7 Income Taxes (continued)

C. Recognised deferred tax assets and liabilities

Deferred tax assets and liabilities are attributable to the following:

	ASSETS 2024 \$000	ASSETS 2023 \$000	LIABILITIES 2024 \$000	LIABILITIES 2023 \$000	NET 2024 \$000	NET 2023 \$000
Property, plant and equipment	–	512	(404)	–	(404)	512
Intangible assets	–	–	(1,439)	(1,600)	(1,439)	(1,600)
Right-of-use assets	–	–	(25,354)	(23,539)	(25,354)	(23,539)
Lease liabilities	26,775	24,739	–	–	26,775	24,739
Employee benefits	3,885	5,548	–	–	3,885	5,548
Provisions	3,038	3,061	–	–	3,038	3,061
Deferred tax asset/(liability)	33,698	33,860	(27,197)	(25,139)	6,501	8,721

	BALANCE 1 JUL 2022 \$000	RECOGNISED IN PROFIT OR LOSS \$000	RECOGNISED IN OTHER COMPREHENSIVE INCOME \$000	BALANCE 30 JUN 2023 \$000	RECOGNISED IN PROFIT OR LOSS \$000	RECOGNISED IN OTHER COMPREHENSIVE INCOME \$000	BALANCE 30 JUN 2024 \$000
Property, plant and equipment	706	(194)	–	512	(916)	–	(404)
Intangible assets	(1,541)	(59)	–	(1,600)	161	–	(1,439)
Right-of-use assets	(26,061)	2,522	–	(23,539)	(1,815)	–	(25,354)
Lease liabilities	27,026	(2,287)	–	24,739	2,036	–	26,775
Employee benefits	7,173	(1,328)	(297)	5,548	(1,650)	(13)	3,885
Provisions	3,373	(312)	–	3,061	(22)	–	3,038
	10,676	(1,659)	(297)	8,721	(2,206)	(13)	6,501

D. Unrecognised tax losses and temporary differences

At 30 June 2024, the Group has no unrecognised deferred tax assets relating to tax losses and temporary differences (2023: Nil).

E. Imputation credits

The Group has \$5.9 million imputation credits as at 30 June 2024 (2023: \$6.5 million).

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

7 Income Taxes (continued)

Income Tax Accounting Policies

Income tax expense comprises current and deferred taxation and is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income or equity, in which case it is recognised directly in other comprehensive income or equity.

Current tax

Current tax is the expected tax payable on the taxable income for the year, calculated using tax rates enacted or substantively enacted at the reporting date. Current tax includes any adjustment to tax payable with respect to previous periods. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantially enacted at the reporting date.

Deferred tax is not recognised for:

- taxable temporary differences arising on the initial recognition of goodwill;
- temporary differences relating to subsidiaries, associates and jointly controlled entities to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable they will not reverse in the foreseeable future;
- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be recognised.

Deferred tax assets and liabilities are offset only if certain criteria are met.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

8 Earnings Per Share and Net Tangible Assets

A. Earnings per share (EPS)

The calculation of EPS is based on the following profit figures and number of authorised shares.

	ISSUED ORDINARY SHARES		WEIGHTED AVERAGE NUMBER OF ORDINARY SHARES	
	2024 000	2023 000	2024 000	2023 000
Issued ordinary shares at 1 July	75,484	75,484	75,484	75,484
Balance at 30 June	75,484	75,484	75,484	75,484

There are no dilutive shares or options (2023: Nil).

	2024 \$000	2023 \$000
Net profit after tax	3,064	17,518
	2024 \$	2023 \$
Basic and diluted EPS	0.041	0.232

B. Net tangible assets (NTA)

The calculation of NTA per share, which is a required NZX disclosure, is based on the following NTA figure and the Company's issued ordinary shares at the end of the period.

	2024 \$000	2023 \$000
Total assets	477,635	496,528
Total liabilities	(312,902)	(327,267)
less Intangible assets	(30,023)	(20,214)
less Deferred tax asset	(6,501)	(8,721)
Net tangible assets	128,209	140,326
	2024 \$	2023 \$
NTA per issued ordinary shares at the end of period	1.698	1.859

Earnings Per Share Accounting Policies

The Group presents basic and diluted EPS data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to shareholders by the weighted average number of shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss and the number of shares outstanding to include the effects of all potential dilutive shares.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

9 Cash and Financing Facilities

	NOTE	2024 \$000	2023 \$000
Cash and cash equivalents		3,785	4,643
Current financing facilities	9A	–	(19,960)
Term financing facilities	9A	(63,000)	(50,000)
Net interest-bearing (debt)/cash and cash equivalents		(59,215)	(65,317)
GO-STOCK receivables	12	52,551	74,023
Net interest-bearing (debt)/cash and cash equivalents after adjusting for GO-STOCK receivables		(6,664)	8,706

A. Financing facilities

The Company has a syndicated facility agreement. On 22 December 2023, the syndicated bank facility agreement was amended and restated with an effective date of 19 January 2024. The amended and restated facility subsequently took effect from 19 January 2024 to provide the following:

- Core debt facilities of up to \$100.00 million maturing on 27 February 2026 (2023: \$90.00 million maturing on 6 December 2024). This facility had \$50.00 million drawn at 30 June 2024 (2023: \$50.00 million drawn).
- Working capital facilities of up to \$85.00 million maturing on 27 February 2026 (2023: \$70.00 million maturing on 6 December 2024). This facility had \$13.00 million drawn at 30 June 2024 (2023: \$19.96 million drawn).

The syndicated facilities fund the general commercial activities of the Group, the seasonal fluctuations in working capital and the GO-STOCK receivables. Interest on these syndicated facilities is determined based on floating rates (i.e. OCR or BKBM plus a margin).

The Company has granted a general security deed and mortgage over all its wholly-owned New Zealand assets to a security trust. Bank of New Zealand acts as facility agent and security trustee for the banking syndicate, which comprises Bank of New Zealand, Coöperatieve Rabobank U.A. (New Zealand branch) and Westpac New Zealand Limited. The agreement contains various financial covenants and restrictions, including maximum permissible ratios for debt leverage and operating leverage, together with limits for GO-STOCK receivables, capital expenditure and asset disposals.

The syndicated facility agreement allows the Group, subject to certain conditions, to enter into additional facilities outside of the Company's syndicated facility. The additional facilities are guaranteed by the security trust. These facilities amounted to \$4.77 million as at 30 June 2024 (2023: \$6.77 million) and included the following:

- Overdraft facilities of \$3.00 million. This facility was undrawn at 30 June 2024 (2023: undrawn).
- Guarantee, letters of credit and trade finance facilities of \$1.77 million.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

10 Derivative Financial Instruments

The Group uses forward foreign exchange contracts to manage its exposure to foreign currency fluctuations. In accordance with the Group's treasury policy, the Group does not hold any of these derivative instruments for trading purposes.

	2024 \$000	2023 \$000
Derivative assets held for risk management		
Current	584	367
Non-current	99	–
	683	367
Derivative liabilities held for risk management		
Current	(192)	(888)
Non-current	–	(112)
	(192)	(1,000)
Net derivative asset/(liability) held for risk management	491	(633)

Derivative Financial Instruments Accounting Policies

Derivative financial instruments are recognised initially at fair value and transaction costs are expensed immediately. Subsequent to initial recognition, derivative financial instruments are stated at fair value, and changes therein are generally recognised in profit or loss. The fair value of forward exchange contracts is based on broker quotes.

Where the Group enters into derivative transactions, these agreements do not meet the criteria for offsetting in the consolidated statement of financial position. The fair value amounts recognised in the consolidated statement of financial position are recorded on a gross basis.

The Group does not currently apply hedge accounting.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

11 Trade and Other Receivables

	NOTE	2024 \$000	2023 \$000
Accounts receivable due from unrelated parties		111,848	119,774
Accounts receivable due from related parties	23	1	1
Gross accounts receivable		111,849	119,775
<i>less</i> Provision for impaired debtors		(2,308)	(2,030)
Net accounts receivable		109,541	117,745
Contract assets		3,117	3,036
<i>less</i> Provision for impaired contract assets		–	–
Other receivables		20,036	19,771
Prepayments		3,565	4,104
Trade and other receivables		136,259	144,656
Analysis of movements in provisions for impaired debtors and contract assets			
Balance at the beginning of year		(2,030)	(2,142)
Movement in provision		(278)	112
Balance at the end of the year		(2,308)	(2,030)

The ageing status of the accounts receivable at the reporting date is as follows:

	TOTAL ACCOUNTS RECEIVABLE 2024 \$000	PROVISION 2024 \$000	TOTAL ACCOUNTS RECEIVABLE 2023 \$000	PROVISION 2023 \$000
Not past due	98,624	(561)	109,686	(511)
Past due 1 – 30 days	6,908	(12)	4,772	(11)
Past due 31 – 60 days	3,515	(12)	1,803	(9)
Past due 61 – 90 days	544	(60)	1,222	(46)
Past due 90 plus days	2,258	(1,663)	2,292	(1,453)
	111,849	(2,308)	119,775	(2,030)

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

12 GO-STOCK Receivables

The Group holds receivables in respect of its GO-STOCK range of livestock products. The GO-STOCK range allows farmers to defer payment for the purchase of livestock. The counterparty farmer to the GO-STOCK product is fully exposed to the risks and rewards of ownership of the livestock. To mitigate credit risk, the Group retains legal title to the livestock until its sale. Fee income received in respect of the GO-STOCK receivables is recognised by the Group as interest income over the respective contract period and is included within operating revenue (refer to Note 1 *Operating Revenue*). Accrued interest income in respect of the GO-STOCK receivables is included within Other Receivables (refer to Note 11 *Trade and Other Receivables*) and amounts to \$2.35 million as at 30 June 2024 (2023: \$2.62 million).

	2024 \$000	2023 \$000
GO-STOCK receivables – Current	50,531	71,829
GO-STOCK receivables – Non-current	2,336	2,570
	52,867	74,399
less Provision for impairment – GO-STOCK receivables	(316)	(376)
	52,551	74,023
Analysis of movements in provisions for impaired GO-STOCK receivables		
Balance at the beginning of the year	(376)	(516)
Movement in provision	60	140
Balance at the end of the year	(316)	(376)

The ageing status of the GO-STOCK receivables at the reporting date is as follows:

	GO-STOCK RECEIVABLES 2024 \$000	PROVISION 2024 \$000	GO-STOCK RECEIVABLES 2023 \$000	PROVISION 2023 \$000
Not past due	52,709	(158)	74,171	(148)
Past due 1 – 30 days	4	(4)	–	–
Past due 31 – 60 days	2	(2)	–	–
Past due 61 – 90 days	2	(2)	–	–
Past due 90 plus days	150	(150)	228	(228)
	52,867	(316)	74,399	(376)

Trade and Other Receivables and GO-STOCK Receivables Accounting Policies

Recognition and measurement

A receivable without a significant financing component is initially measured at the transaction price and classified as financial assets measured at amortised cost. Accounts receivable includes accrued interest.

Impairment

Specific provisions are maintained to cover identified impaired receivables. Judgement is required in determining the impairment provision.

The Group recognises loss allowances for the expected credit loss (ECL) on Trade and GO-STOCK receivables. The Group measures loss allowances for Trade and GO-STOCK receivables at an amount equal to lifetime ECL.

When estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost and effort. This includes both qualitative and quantitative information and analysis, based on the Group's historical experience and informed credit assessment, that includes forward-looking information. The Group assumes that the credit risk has increased significantly if the receivable is more than 60 days past due. The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

On a monthly basis, the Group via its Credit Committee, assesses whether Trade and GO-STOCK receivables are credit-impaired. All individual instruments that are considered significant are subject to this approach. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data such as significant financial difficulty of the debtor.

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

13 Inventory

	2024 \$000	2023 \$000
Merchandise	83,587	93,278
Wool and velvet inventory	13,292	16,246
less Provision for inventory write-down	(1,687)	(1,991)
	95,192	107,533

During the year, inventories of \$634.06 million (2023: \$671.78 million) are included in cost of sales in the profit or loss (refer to Note 2 *Cost of Sales*). Included within this amount is a write-down of inventories of \$1.12 million (2023: \$0.75 million) to net realisable value and reversals of previously recognised write-downs of \$0.30 million (2023: \$0.57 million).

Inventories Accounting Policies

Raw materials and finished goods are stated at the lower of cost or net realisable value. Cost is determined on a weighted average cost basis. In the case of manufactured goods, cost includes direct materials, labour and production overheads. Judgement is required in determining the net realisable value for inventories.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

14 Intangible Assets

	SOFTWARE \$000	RIGHTS & TRADEMARKS \$000	CAPITAL WORK IN PROGRESS \$000	TOTAL \$000
Cost				
Balance as at 1 July 2022	27,472	2,921	3,576	33,969
Additions	16	200	10,507	10,723
Transfers	2,712	(624)	(2,088)	–
Balance as at 30 June 2023	30,200	2,497	11,995	44,692
Balance as at 1 July 2023	30,200	2,497	11,995	44,692
Additions	27	–	11,700	11,727
Transfers	567	–	(567)	–
Balance as at 30 June 2024	30,794	2,497	23,128	56,419
Amortisation and impairment losses				
Balance as at 1 July 2022	19,921	1,947	–	21,868
Amortisation	2,143	467	–	2,610
Transfers	625	(625)	–	–
Balance as at 30 June 2023	22,689	1,789	–	24,478
Balance as at 1 July 2023	22,689	1,789	–	24,478
Amortisation	1,642	276	–	1,918
Balance as at 30 June 2024	24,331	2,065	–	26,396
Carrying amounts				
30 June 2023	7,511	708	11,995	20,214
30 June 2024	6,463	432	23,128	30,023

A. Capital work in progress

Capital work in progress includes further investment in the Group's significant IT Business Improvement Programme. Operating expenditure components of the Programme are recognised as an operating expense.

Intangible Assets Accounting Policies

Software

Software is a finite life intangible and is recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over an estimated useful life between 1 and 15 years. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period and adjusted if appropriate.

Rights

Manufacturing and production rights are finite life intangibles and are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight-line basis over an estimated useful life between 2 and 10 years. The estimated useful life and amortisation method is reviewed at the end of each annual reporting period and adjusted if appropriate.

Capital work in progress

Capital work in progress includes the cost of materials, services, labour and direct production overheads and is stated net of impairments.

Impairment

The carrying amounts of the Group's intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the recoverable amount of the asset is estimated. For intangible assets that have indefinite lives, the recoverable amount is estimated at each reporting date. An impairment loss is recognised in the profit or loss if the carrying amount of an asset exceeds the recoverable amount. Refer to the accounting policy under Note 5 *Impairment and Fair Value Gains/(Losses)* for further explanation.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

15 Right-of-Use Assets and Lease Liabilities

Group as a lessee

The Group leases many assets, including:

- leases of land and buildings from which it conducts operations. These leases range in length from one to fifteen years with various rights of renewal. Where surplus properties are unable to be exited, the Group subleases these properties where possible and derives sublease revenue on a short-term temporary basis.
- leases of motor vehicles and forklifts for use by employees, agents and representatives. These leases range for a period of between three and seven years.

The Group elects not to recognise right-of-use assets and lease liabilities for short-term or low-value property leases. The Group continues to expense lease payments associated with these leases on a straight-line basis.

A. Right-of-use assets

	PROPERTY \$000	VEHICLES \$000	TOTAL \$000
Balance as at 1 July 2022	80,603	12,471	93,074
Additions	557	7,045	7,602
Depreciation charge	(14,161)	(6,291)	(20,452)
Reassessments, modifications and terminations	3,713	131	3,844
Balance as at 30 June 2023	70,712	13,356	84,068
Balance as at 1 July 2023	70,712	13,356	84,068
Additions	4,561	8,850	13,411
Depreciation charge	(15,147)	(6,869)	(22,016)
Reassessments, modifications and terminations	15,567	540	16,107
Balance as at 30 June 2024	75,693	15,877	91,570

B. Lease liabilities

	PROPERTY \$000	VEHICLES \$000	TOTAL \$000
Balance as at 1 July 2022	83,775	12,744	96,519
Additions	488	7,046	7,534
Reassessments, modifications and terminations	3,702	129	3,831
Interest on lease liabilities	3,103	697	3,800
Lease payments	(16,470)	(6,859)	(23,329)
Balance as at 30 June 2023	74,598	13,757	88,355
Balance as at 1 July 2023	74,598	13,757	88,355
Additions	4,431	8,850	13,281
Reassessments, modifications and terminations	15,700	533	16,233
Interest on lease liabilities	3,273	1,003	4,276
Lease payments	(17,805)	(7,674)	(25,479)
Balance as at 30 June 2024	80,197	16,469	96,666

A maturity analysis of lease liabilities is included in Note 19 *Financial Instruments – Fair Values and Risk Management*.

Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. Some of the Group's property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. The extension options are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. A reassessment is made subsequently if there is any significant event or significant changes in circumstances within the Group's control. The Group estimates that the potential future lease payments, should it exercise all the extension options, would result in an increase in lease liabilities of \$103.9 million (2023: \$95.8 million).

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

15 Right-of-Use Assets and Lease Liabilities (continued)

C. Other disclosures

	NOTE	2024 \$000	2023 \$000
Amounts in the consolidated statement of profit or loss			
Depreciation on right-of-use assets		(22,016)	(20,452)
Interest on lease liabilities	6	(4,276)	(3,800)
Short-term or low-value lease expenses		(655)	(888)
Variable lease payments not included in the measurement of lease liabilities		(232)	(102)
Income from subleasing right-of-use assets		1,046	1,012
Amounts in the consolidated statement of cash flows			
Total cash outflow for leases		(25,479)	(23,332)

Lease Accounting Policies

The Group adopted NZ IFRS 16 *Leases* from 1 July 2019. The Group assesses at the inception of a contract as to whether the contract is, or contains, a lease as defined in NZ IFRS 16 *Leases*.

(i) As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The Group elects not to recognise right-of-use assets and lease liabilities for short-term or low-value leases. The Group continues to expense lease payments associated with these leases on a straight-line basis.

A number of judgements and estimates are made in calculating the right-of-use asset and lease liability amounts. The judgements and estimates include the applicable lease terms (including any rights of renewal expected to be exercised) and the Group's incremental borrowing rate.

Right-of-use assets

Right-of-use assets are initially measured at cost, which comprises the initial amount of lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and any estimated restoration costs, and less any lease incentives received. These assets are depreciated using the straight-line method from the commencement date to the earlier of the end of the lease term or the asset's useful life. Right-of-use assets are periodically reduced by impairment losses (if any) and adjusted for certain remeasurements of the lease liabilities.

Lease liabilities

Lease liabilities are initially measured at the present value of the lease payments that are not paid at the commencement date. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments that are based on an index or a rate, amounts expected to be payable under a residual value guarantee, and any exercise price the Group is reasonably certain to exercise. The lease payments are discounted using the Group's incremental borrowing rate, being the rate that the Group would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar environment under similar terms and conditions.

After the commencement date, lease liabilities are increased to reflect interest on the lease liabilities and reduced to reflect the lease payments made. Interest on lease liabilities is charged to the profit or loss and is the amount that produces a constant periodic rate of interest on the remaining balance of the lease liabilities.

Lease liabilities are remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the Group's estimate of any amount payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liabilities are remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use assets, or recorded in the profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(ii) As a lessor

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease.

The Group recognises lease payments received under operating leases as income within the profit or loss on a straight-line basis over the lease term.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

16 Property, Plant and Equipment

	LAND \$000	BUILDINGS \$000	PLANT AND EQUIPMENT \$000	CAPITAL WORK IN PROGRESS \$000	TOTAL \$000
Cost					
Balance as at 1 July 2022	12,729	14,735	59,592	4,009	91,065
Additions	–	868	3,378	2,268	6,514
Transfers	–	–	2,785	(2,785)	–
Disposals	(80)	(147)	(1,173)	(1)	(1,401)
Balance as at 30 June 2023	12,649	15,456	64,582	3,491	96,178
Balance as at 1 July 2023	12,649	15,456	64,582	3,491	96,178
Additions	5,499	704	4,184	1,030	11,417
Reclassification to assets held for sale	(433)	(1,344)	(50)	–	(1,827)
Transfers	–	305	702	(1,007)	–
Disposals	–	–	(1,232)	–	(1,232)
Balance as at 30 June 2024	17,715	15,121	68,186	3,514	104,536
Depreciation and impairment losses					
Balance as at 1 July 2022	–	4,766	40,642	–	45,408
Depreciation for the year	–	451	4,551	–	5,002
Depreciation recovered to cost of goods sold	–	–	173	–	173
Disposals and transfers	–	(52)	(1,094)	–	(1,146)
Balance as at 30 June 2023	–	5,165	44,272	–	49,437
Balance as at 1 July 2023	–	5,165	44,272	–	49,437
Depreciation for the year	–	479	4,478	–	4,957
Depreciation recovered to cost of goods sold	–	–	89	–	89
Reclassification to assets held for sale	–	(375)	(50)	–	(425)
Disposals and transfers	–	–	(1,120)	–	(1,120)
Balance as at 30 June 2024	–	5,269	47,669	–	52,938
Carrying amounts					
30 June 2023	12,649	10,291	20,310	3,491	46,741
30 June 2024	17,715	9,852	20,517	3,514	51,598

Capital gains on the sale of property, plant and equipment of \$0.07 million were recognised within non-operating items in the year ended 30 June 2024 (2023: \$0.38 million gain).

A. Reclassification to assets held for sale

During the year, the Group reclassified a saleyard property from property, plant and equipment to assets held for sale. This follows active marketing of the property and the Group anticipates that a sale within the next 12 months is highly probable. This property is included within the Agency segment.

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

16 Property, Plant and Equipment (continued)

Property, Plant & Equipment Accounting Policies

Recognition and measurement

Capital work in progress is stated at cost, net of accumulated impairment losses. Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the profit or loss during the reporting period that the item is disposed.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost can be measured reliably. The costs of day-to-day servicing of property, plant and equipment is recognised in profit or loss as incurred.

Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each item of property, buildings, plant and equipment. Leasehold assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives for the current and comparative periods are between 2 and 40 years (2023: 2 and 40 years) for plant and equipment and between 5 and 50 years (2023: 50 years) for buildings. Depreciation methods, useful lives and residual values are reassessed at each reporting date and adjusted if appropriate.

Assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. The sale must be highly probable and the asset available for immediate sale in its present condition. Non-current assets held for sale are measured at the lower of the asset's carrying amount and its fair value less costs to sell.

Impairment

The carrying amounts of the Group's property, plant and equipment assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the recoverable amount of the asset is estimated. An impairment loss is recognised in the profit or loss if the carrying amount of an asset exceeds the recoverable amount. Refer to the accounting policy under Note 5 *Impairment and Fair Value Gains/(Losses)* for further explanation.

17 Trade and Other Payables

	NOTE	2024 \$000	2023 \$000
Trade creditors		98,787	105,679
Goods received but not invoiced		6,179	5,745
Contract liabilities		1,211	513
Employee entitlements		14,848	19,944
Accruals and other liabilities		27,042	30,061
Loyalty reward programme	21A	1,272	1,211
Other provisions (including product warranty, client claim and make good provisions)	17A, 17B	2,988	3,723
		152,327	166,876
Payable within 12 months		149,540	164,107
Payable beyond 12 months		2,787	2,769
		152,327	166,876

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

17 Trade and Other Payables (continued)

A. Make good provision on leased properties

During the year ended 30 June 2024, the Group recognised an additional provision of \$0.13 million (2023: \$0.07 million) in respect of new property leases entered into during the year. These costs have been capitalised to the right-of-use assets and are amortised over the life of the right-of-use assets. The Group also released \$0.12 million (2023: \$0.05 million) of provision in respect to leased properties which it exited. At the reporting date, the balance of the make good provision is \$2.68 million (2023: \$2.66 million). The Group expects to settle this liability over the next 10-15 years as the leases expire.

B. Client claims provision

The Group receives client claims from time to time as part of the ordinary course of business and these claims are reviewed on a case by case basis to determine validity. At the reporting date, the Group was in the process of reviewing certain claims for the supply of goods which are typically the responsibility of suppliers under terms of trade. The Group recognises a provision for its best estimate of any obligation.

18 Defined Benefit Asset/(Liability)

The Group makes contributions to the PGG Wrightson Employee Benefits Plan (the "Plan"). The Plan is governed under one trust deed and the assets of the plan are unallocated to any of the Plan members. The Plan provides a range of superannuation and insurance benefits for employees and former employees. The Plan is registered under the Financial Markets Conduct Act 2013. The Plan is not open to new members. Certain retired employees of the Plan are entitled to receive an annual pension payment payable for their remaining life, and in some cases, for the remaining life of a surviving partner.

The Group accounts for its interest in the Plan as a defined benefit plan with defined benefit obligations in accordance with NZ IAS 19 *Employee Benefits* because the Group has a legal obligation to pay further contributions, if the Plan does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. The Group has an obligation to ensure the Plan has sufficient assets to pay the benefits of all members of the Plan.

The actuarial calculations for the Plan are undertaken by Michael Chamberlain, a fellow of the New Zealand Society of Actuaries, for MCA NZ Limited.

	2024 \$000	2023 \$000	2022 \$000	2021 \$000	2020 \$000
Present value of funded obligations					
– Defined benefit component	(21,648)	(22,723)	(26,272)	(30,199)	(38,175)
– Defined contribution component	(24,995)	(23,886)	(22,893)	(25,973)	(24,388)
Total present value of funded obligations	(46,643)	(46,609)	(49,165)	(56,172)	(62,563)
Fair value of plan assets					
– Defined benefit component	20,931	21,647	24,146	30,510	28,337
– Defined contribution component	24,995	23,886	22,893	25,973	24,388
Total fair value of the plan assets	45,926	45,533	47,039	56,483	52,725
Total defined benefit asset/(liability)	(717)	(1,076)	(2,126)	311	(9,838)

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

18 Defined Benefit Asset/(Liability) (continued)

A. Movement in net defined benefit asset/(liability)

	DEFINED BENEFIT OBLIGATION		FAIR VALUE OF PLAN ASSETS		NET DEFINED BENEFIT ASSET/(LIABILITY)	
	2024 \$000	2023 \$000	2024 \$000	2023 \$000	2024 \$000	2023 \$000
Balance as at 1 July	(46,609)	(49,165)	45,533	47,039	(1,076)	(2,126)
Included in profit or loss:						
Current service costs	(450)	(481)	–	–	(450)	(481)
Interest costs	(2,123)	(1,881)	2,076	1,798	(47)	(83)
Included in other comprehensive income:						
Gains/(losses) from change in demographic assumptions	–	–	–	–	–	–
Gains/(losses) from change in financial assumptions	(50)	1,469	–	–	(50)	1,469
Experience gains/(losses)	(1,306)	(587)	–	–	(1,306)	(587)
Expected return on plan assets	–	–	1,582	177	1,582	177
Other:						
Employer contributions	–	–	630	555	630	555
Member contributions	(726)	(794)	726	794	–	–
Benefits paid by the Plan	4,621	4,830	(4,621)	(4,830)	–	–
Balance as at 30 June	(46,643)	(46,609)	45,926	45,533	(717)	(1,076)

The Group expects to pay \$0.57 million in contributions to the Plan during the 2025 reporting period (2024: expected \$0.57 million and paid \$0.63 million). Member contributions are expected to be \$0.45 million in 2025 (2024: expected \$0.45 million and paid \$0.73 million).

As at 30 June 2024, the weighted average duration of the defined benefit obligation (DBO) is 10.97 years for the Plan (2023: 11.5 years).

B. Plan assets

	2024 %	2023 %
Consist of:		
Equities	46	60
Fixed interest	24	27
Cash	30	13
	100	100

Plan assets do not include any exposure to the Company's ordinary shares (2023: Nil).

C. Actuarial assumptions at the reporting date

	2024 %	2023 %
Discount rate used – Implied 10.97 year New Zealand Government Bond rate (2023: Implied 11.5 year New Zealand Government Bond rate)	4.70	4.73
Inflation	2.00	2.00
Future salary increases	2.50	2.50
Future pension increases	1.65	1.65

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

18 Defined Benefit Asset/(Liability) (continued)

C. Actuarial assumptions at the reporting date (continued)

Assumptions regarding future mortality rates based on published statistics and experience:

	2024 MALE YEARS	2024 FEMALE YEARS	2023 MALE YEARS	2023 FEMALE YEARS
Longevity at age 65 for current pensioners	21	24	21	24
Longevity at age 65 for current members aged 45	23	25	23	25

D. Sensitivity analysis

The sensitivity of the DBO to changes in the weighted principal assumptions is:

	2024 DBO (INCREASE) / DECREASE WITH INCREASE IN ASSUMPTION \$000	2024 DBO (INCREASE) / DECREASE WITH DECREASE IN ASSUMPTION \$000	2023 DBO (INCREASE) / DECREASE WITH INCREASE IN ASSUMPTION \$000	2023 DBO (INCREASE) / DECREASE WITH DECREASE IN ASSUMPTION \$000
Discount rate (0.50% movement)	793	(886)	886	(932)
Salary growth rate (0.50% movement)	(47)	47	(47)	47
Pension growth rate (0.25% movement)	(373)	373	(280)	419
Life expectancy (1 year movement)	(1,399)	1,399	(1,352)	1,585

Employee Benefits Accounting Policies

Defined benefit plans

The Group's net obligation with respect to its defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods, discounting that amount and deducting the fair value of any plan assets. The discount rate is the yield at the reporting date on bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the lower of the net assets of the Plan or the current value of the contributions holiday that is expected to be generated.

Remeasurement of the net defined benefit asset or liability, which comprise actuarial gains and losses and the return on plan assets, are recognised directly in other comprehensive income and the defined benefit plan reserve in equity. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the undiscounted amount of short-term employee benefits expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Long-term employee benefits

Provisions made with respect to employee benefits which are not expected to be settled within 12 months are measured as the present value of the estimated future cash outflows to be made by the Group with respect to services provided by employees up to the reporting date. Remeasurements are recognised in profit or loss in the period in which they arise.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

19 Financial Instruments – Fair Values and Risk Management

A. Accounting classifications and fair values

The tables below set out the Group's classification of each class of financial assets and liabilities, and their fair values.

	FAIR VALUE THROUGH PROFIT OR LOSS \$000	AT AMORTISED COST \$000	TOTAL CARRYING AMOUNT \$000	FAIR VALUE \$000
2024				
Financial assets				
Cash and cash equivalents	–	3,785	3,785	3,785
Derivative assets	683	–	683	683
Trade and other receivables and contract assets	–	132,694	132,694	132,694
GO-STOCK receivables	–	52,551	52,551	52,551
Other investments	–	422	422	422
	683	189,452	190,135	
Financial liabilities				
Debt	–	(63,000)	(63,000)	(63,000)
Derivative liabilities	(192)	–	(192)	(192)
Trade creditors	–	(98,787)	(98,787)	(98,787)
Goods received but not invoiced	–	(6,179)	(6,179)	(6,179)
Lease liabilities	–	(96,666)	(96,666)	–
	(192)	(264,632)	(264,824)	
2023				
Financial assets				
Cash and cash equivalents	–	4,643	4,643	4,643
Derivative assets	367	–	367	367
Trade and other receivables and contract assets	–	140,552	140,552	140,552
GO-STOCK receivables	–	74,023	74,023	74,023
Other investments	–	340	340	340
	367	219,558	219,925	
Financial liabilities				
Debt	–	(69,960)	(69,960)	(69,960)
Derivative liabilities	(1,000)	–	(1,000)	(1,000)
Trade creditors	–	(105,679)	(105,679)	(105,679)
Goods received but not invoiced	–	(5,745)	(5,745)	(5,745)
Lease liabilities	–	(88,355)	(88,355)	–
	(1,000)	(269,739)	(270,739)	

The Group's banking facilities are based on floating interest rates. Therefore, the fair value of the banking facilities equals the carrying value.

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

19 Financial Instruments – Fair Values and Risk Management (continued)

A. Accounting classifications and fair values (continued)

Fair value hierarchy

The table below analyses financial instruments carried at fair value by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

	LEVEL 1 \$000	LEVEL 2 \$000	LEVEL 3 \$000	TOTAL \$000
2024				
Derivative assets	–	683	–	683
Derivative liabilities	–	(192)	–	(192)
2023				
Derivative assets	–	367	–	367
Derivative liabilities	–	(1,000)	–	(1,000)

B. Financial management risk

The Group's primary risks are those of liquidity and funding, credit and market (foreign currency, price and interest rate) risks.

The Group is committed to the management of risk to achieve sustainability of service, employment and profits, and therefore, takes on controlled amounts of risk when considered appropriate. The Board of Directors is responsible for the review and ratification of the Group's systems of risk management, internal compliance and control, code of conduct and legal compliance. The Board maintains a formal set of delegated authorities (including policies for credit and treasury) that clearly define the responsibilities delegated to Management and those retained by the Board. The Board approves these delegated authorities and reviews them annually.

The following management committees review and manage key risks:

- The Senior Management Team meets regularly to consider new and emerging risks, review actions required to manage and mitigate key risks, and to monitor progress.
- The Credit Committee, comprising of management appointees, meets regularly to review credit risk, account limits and provisioning.

Management formally reports on all aspects of key risks to the Audit Committee at least two times each year.

(i) Liquidity and funding risks

Liquidity risk is the risk that the Group will encounter difficulties in raising funds at short notice to meet commitments associated with financial instruments. Funding risk is the risk of over-reliance on a funding source to the extent that a change in that funding source could increase overall funding costs or cause difficulty in raising funds.

The Group manages liquidity risk by forecasting daily cash requirements and future funding requirements, and maintaining an adequate liquidity headroom. The Group monitors its liquidity daily, weekly and monthly and maintains appropriate liquid assets and committed bank funding facilities to meet all obligations in a timely and cost efficient manner. The Group has a policy of funding diversification and utilises a banking syndicate to limit concentration risk in relation to liquidity and funding. The funding policy augments the Group's liquidity policy with its aim to ensure the Group has a stable diversified funding base without over-reliance on any one market sector.

The objectives of the Group's funding and liquidity policy is to:

- Ensure all financial obligations are met when due;
- Provide adequate protection, even under crisis scenarios; and
- Achieve competitive funding within the limitations of liquidity requirements.

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

19 Financial Instruments – Fair Values and Risk Management (continued)

B. Financial management risk (continued)

(i) Liquidity and funding risks (continued)

Contractual maturity analysis

The following schedule analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance date to the contractual maturity date (reported on an undiscounted basis). History demonstrates that such accounts provide a stable source of long term funding for the Group.

	CONTRACTUAL CASH FLOW				AMOUNT IN STATEMENT OF FINANCIAL POSITION \$000
	WITHIN 12 MONTHS \$000	1 TO 5 YEARS \$000	BEYOND 5 YEARS \$000	TOTAL \$000	
2024					
Debt	7,181	67,787	–	74,968	63,000
Derivative liabilities	192	–	–	192	192
Trade creditors	98,787	–	–	98,787	98,787
Goods received but not invoiced	6,179	–	–	6,179	6,179
Lease liabilities	24,543	68,990	16,087	109,620	96,666
	136,882	136,777	16,087	289,746	264,824
2023					
Debt	25,460	52,292	–	77,752	69,960
Derivative liabilities	888	112	–	1,000	1,000
Trade creditors	105,679	–	–	105,679	105,679
Goods received but not invoiced	5,745	–	–	5,745	5,745
Lease liabilities	21,895	56,169	21,770	99,834	88,355
	159,667	108,573	21,770	290,010	270,739

Changes in liabilities arising from financing activities

	1 JUL 2023 \$000	CASHFLOW \$000	CHANGES IN FAIR VALUE \$000	LEASE ADDITIONS AND MODIFICATIONS \$000	30 JUN 2024 \$000
Debt	69,960	(6,960)	–	–	63,000
Lease liabilities	88,355	(21,203)	–	29,514	96,666
Total liabilities from financing activities	158,315	(28,163)	–	29,514	159,666
	1 JUL 2022 \$000	CASHFLOW \$000	CHANGES IN FAIR VALUE \$000	LEASE ADDITIONS AND MODIFICATIONS \$000	30 JUN 2023 \$000
Debt	37,500	32,460	–	–	69,960
Lease liabilities	96,519	(19,532)	–	11,368	88,355
Total liabilities from financing activities	134,019	12,928	–	11,368	158,315

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

19 Financial Instruments – Fair Values and Risk Management (continued)

B. Financial management risk (continued)

(ii) Credit risk

Credit risk is the potential for loss that could occur as a result of a counterparty failing to discharge its obligations. This may be due to extreme weather events or volatility in commodity prices.

Concentrations of credit risk

Financial instruments which potentially subject the Group to concentrations of credit risk principally consist of bank balances, trade receivables, GO-STOCK receivables, other receivables, other investments and forward foreign exchange contracts. The Group places its cash with three major trading banks. Concentrations of credit risk with respect to Trade and GO-STOCK receivables are limited due to the large number of customers included in the Group's farming customer base in New Zealand.

(iii) Market risk

Market risk is the potential for change in the value recorded in the Statement of Financial Position caused by a change in the value, volatility or relationship between market risks and prices. Market risk arises from the mismatch between assets and liabilities, both on and off balance sheet. Market risk includes price, foreign currency and interest rate risk which are explained as follows:

Concentrations of market risk

The Group has exposure to commodity pricing risk on Wool and Velvet inventories and forward Wool and Velvet sales and purchase contracts. This is mitigated by the Group having policies around unmatched positions. Other inventory is of merchandise nature and the Group has a range of suppliers or has entered into long-term supply agreements.

Foreign currency risk

The Group undertakes transactions denominated in foreign currencies and exposure to movements in foreign currency arises from these activities. The Group manages this risk by using forward foreign exchange contracts to hedge foreign currency risks as they arise.

Foreign currency exposure risk

The Group's exposure to foreign currency risk is summarised below. The notional forward exchange cover includes forward foreign exchange contracts entered into to economically hedge forward sale and purchase commitments.

	GBP NZ\$000	USD NZ\$000	AUD NZ\$000	EURO NZ\$000
2024				
Cash and cash equivalents	–	118	–	300
Trade receivables	262	590	371	2,873
Trade creditors	(1,098)	(9,905)	(620)	(3,116)
Net amount recorded within the Statement of Financial Position	(836)	(9,197)	(249)	57
<i>Forward exchange contracts on the above items and forward sale and purchase commitments</i>				
Notional forward exchange cover	(1,235)	4,963	115	(20,496)
Net unhedged position	400	(14,160)	(364)	20,553
2023				
Cash and cash equivalents	–	–	–	553
Trade receivables	62	128	(1)	1,959
Trade creditors	(842)	(11,675)	(606)	(2,397)
Net amount recorded within the Statement of Financial Position	(780)	(11,547)	(607)	115
<i>Forward exchange contracts on the above items and forward sale and purchase commitments</i>				
Notional forward exchange cover	5,567	17,446	1,089	18,685
Net unhedged position	(6,347)	(28,993)	(1,696)	(18,570)

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

19 Financial Instruments – Fair Values and Risk Management (continued)

B. Financial management risk (continued)

(iii) Market risk (continued)

Interest rate risk

Floating rate borrowings are used for general funding activities. Interest rate risk is the risk that the value of financial instruments and the interest margin will fluctuate as a result of changes in market interest rates. The risk is that financial assets may be repriced at a different time and/or by a different amount than financial liabilities.

This risk is managed by operating within approved policy limits using an interest rate duration approach. Interest rate swaps, interest rate options and forward rate agreements may be used to hedge the floating rate exposure as deemed appropriate. The Group had no interest rate derivatives at 30 June 2024 (2023: Nil).

Interest rate repricing schedule

The following tables include the Group's liabilities at their carrying amounts, categorised by the earlier of contractual repricing or maturity dates:

	WITHIN 12 MONTHS \$000	1 TO 2 YEARS \$000	OVER 2 YEARS \$000	NON-INTEREST BEARING \$000	TOTAL \$000
2024					
Debt	–	63,000	–	–	63,000
Derivative liabilities	–	–	–	192	192
Trade creditors	–	–	–	98,787	98,787
Goods received but not invoiced	–	–	–	6,179	6,179
	–	63,000	–	105,158	168,158
2023					
Debt	19,960	50,000	–	–	69,960
Derivative liabilities	–	–	–	1,000	1,000
Trade creditors	–	–	–	105,679	105,679
Goods received but not invoiced	–	–	–	5,745	5,745
	19,960	50,000	–	112,424	182,384

Sensitivity analysis

The Group's treasury policy effectively insulates earnings from the effect of short-term fluctuations in either foreign exchange or interest rates. Over the longer term however, permanent changes in foreign exchange rates and interest rates will have an impact on the profit or loss. A 2% change in interest rate has been modelled as it is considered a reasonably possible change (2023: 2%). The sensitivity of net profit after tax for the year ended 30 June 2024 and 30 June 2023, and shareholders equity as at those dates, to reasonably possible changes in conditions is shown below.

	INTEREST RATES INCREASE BY 2% 2024 \$000	INTEREST RATES INCREASE BY 2% 2023 \$000	INTEREST RATES DECREASE BY 2% 2024 \$000	INTEREST RATES DECREASE BY 2% 2023 \$000
Increase/(decrease) in net profit after tax and shareholders' equity	(1,277)	(1,255)	1,220	1,131

Other market risks such as pricing and foreign exchange are not considered likely to lead to material change over the next reporting period. The Group's financial assets and liabilities are predominantly held in New Zealand Dollars (NZD). For this reason, a sensitivity analysis of these market risks is not included.

C. Capital management

The capital of the Group consists of share capital, reserves, and retained earnings. The policy of the Group is to maintain a strong capital base so as to maintain investor, creditor and market confidence while providing the ability to develop future business initiatives. This policy has not been changed during the period.

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Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

19 Financial Instruments - Fair Values and Risk Management (continued)

Non-Derivative Financial Instruments Accounting Policies

(i) Non-derivative financial assets

Non-derivative financial assets comprise cash and cash equivalents, trade and other receivables, GO-STOCK receivables and investments in equity and debt securities.

The Group initially recognises financial assets on the date at which the Group becomes a party to the contractual provisions of the instrument, although trade receivables are initially recognised when they are originated.

Financial assets are initially measured at fair value. If the financial asset is not subsequently measured at fair value through profit or loss, the initial investment includes transaction costs that are directly attributable to the asset's acquisition or origination. The Group subsequently measures financial assets at either fair value or amortised cost.

Financial assets measured at amortised cost

A financial asset is subsequently measured at amortised cost using the effective interest method and net of any impairment loss, if:

- the asset is held within a business model with an objective to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

Financial assets measured at fair value

Financial assets other than those classified as financial assets measured at amortised cost are subsequently measured at fair value with all changes recognised in the profit or loss.

However, for investments in equity instruments that are not held for trading, the Group may elect at initial recognition to present gains and losses through other comprehensive income. For instruments measured at fair value through other comprehensive income gains and losses are never reclassified to profit or loss and no impairments are recognised in profit or loss.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with banks. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents.

Trade and other receivables and GO-STOCK receivables

Trade and other receivables and GO-STOCK receivables are stated at their amortised cost less impairment losses.

(ii) Non-derivative financial liabilities

Interest-bearing borrowings

Interest-bearing borrowings are classified as other financial liabilities and are initially recognised at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

Trade and other payables

Trade and other payables are recognised at cost and are subsequently measured at amortised cost using the effective interest method after initial recognition.

(iii) Determination of fair values for non-derivative financial instruments

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

20 Commitments

A. Capital expenditure not provided for

The Group has no capital commitments as at 30 June 2024 (2023: \$3.65 million).

B. Forward purchase commitments

The Group as part of its ordinary course of business enters into forward purchase agreements with wool and velvet growers. These commitments extend for periods of up to two years and are at varying stages of execution. There remains uncertainty associated with yield, quality and market price. Therefore, the Group is unable to sufficiently quantify the value of these commitments.

C. Forward sales commitments

The Group as part of its ordinary course of business enters into forward sales agreements with wool and velvet customers. These commitments extend for periods of up to two years and are at varying stages of execution. There remains uncertainty associated with yield, quality and market price. Therefore, the Group is unable to sufficiently quantify the value of these commitments.

21 Contingent Liabilities

A. PGG Wrightson Loyalty Reward Programme

The Group recognises a provision for the expected level of points redemption from the PGG Wrightson Max Rewards loyalty reward programme. At the reporting date, the balance of live points which does not form part of the recognised provision total \$0.08 million (2023: \$0.08 million). Losses are not expected to arise from this contingent liability. Revenue in respect of the loyalty reward programme is deferred until such time as the reward is claimed by the customer.

B. Contingent liabilities

The Group receives client claims as part of the ordinary course of business in the supply of goods and services. The Group will pursue recovery of claims with suppliers where appropriate under terms of trade. Accordingly, the amount of any potential obligation in respect of these claims cannot be estimated with sufficient reliability.

22 Seasonality of Operations

The Group is subject to significant seasonal fluctuations. The Group's earnings are weighted towards the first half of the financial year and are primarily related to the Retail business, as demand for New Zealand farming inputs are generally weighted towards the spring season. The second half earnings predominantly relate to Livestock trading as farmers seek to maximise their income following New Zealand's spring calving and lambing season. Other business units have similar but less material seasonal fluctuations. The Group recognises that this seasonality is the nature of the industry and plans and manages its business accordingly.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

23 Related Parties

A. Key management personnel compensation

	2024 \$000	2023 \$000
Short-term employee benefits	3,789	4,493
Post-employment benefits	131	135
	3,920	4,628

 Directors' fees incurred during the year ended 30 June 2024 are disclosed in Note 3 *Other Operating Expenses*.

B. Other transactions with key management personnel

Senior Executives or their related parties hold positions in other entities that result in them having control or significant influence over the financial or operating policies of these entities. A number of these Senior Executives and their related parties transacted with the Group during the reporting period.

The aggregate value of transactions and outstanding balances (on a GST inclusive basis) relating to the Senior Executives and entities over which they have control or significant influence were as follows:

	TRANSACTION VALUE 2024 \$000	BALANCE OUTSTANDING 2024 \$000	TRANSACTION VALUE 2023 \$000	BALANCE OUTSTANDING 2023 \$000
Key management personnel				
Transaction				
Nick Berry	1	–	2	–
Julian Daly	–	–	1	–
Stephen Guerin	32	–	8	–
Peter Moore (retired 30 June 2023)	–	–	2	–
Peter Newbold	30	1	42	1
Peter Scott	2	–	3	–

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

24 Reporting Entity

PGG Wrightson Limited (the "Company") is a company domiciled in New Zealand and registered under the Companies Act 1993 in New Zealand. The Company's registered office is 1 Robin Mann Place, Christchurch. The Company is listed on the New Zealand Stock Exchange and is an FMC Reporting Entity for the purposes of the Financial Markets Conduct Act 2013.

The consolidated financial statements of PGG Wrightson for the year ended 30 June 2024 comprise the Company, its subsidiaries and interests in associates and jointly controlled entities (together referred to as the "Group"). The Group is primarily involved in the provision of goods and services within the agricultural and horticultural sectors.

SIGNIFICANT SUBSIDIARIES	COUNTRY OF INCORPORATION	DIRECT PARENT	OWNERSHIP INTEREST	
			2024 %	2023 %
Bidr Limited	New Zealand	PGG Wrightson Limited	100	100
Bloch & Behrens Wool (NZ) Limited	New Zealand	PGG Wrightson Limited	100	100
NZ Agritrade Limited	New Zealand	PGG Wrightson Limited	100	100
PGG Wrightson Employee Benefits Plan Trustee Limited	New Zealand	PGG Wrightson Limited	100	100
PGG Wrightson Investments Limited	New Zealand	PGG Wrightson Limited	100	100
PGG Wrightson Real Estate Limited	New Zealand	PGG Wrightson Limited	100	100
PGG Wrightson Trustee Limited	New Zealand	PGG Wrightson Limited	100	100

25 Basis of Preparation

A. Statement of compliance

These consolidated financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). They comply with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board, the New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate for a Tier 1 for-profit entity. These consolidated financial statements have also been prepared in accordance with the requirements of the Financial Markets Conduct Act 2013 and the Financial Reporting Act 2013.

B. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following:

- Derivative financial instruments are measured at fair value.

C. Functional and presentation currency

These consolidated financial statements are presented in New Zealand dollars (\$), which is the functional currency of each of the Group entities. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

D. Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates and assumptions.

Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about critical judgements made in applying accounting policies, assumptions and estimation uncertainties that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Note

- 11 Carrying value of trade and other receivables
- 12 Carrying value of GO-STOCK receivables
- 13 Carrying value of inventories
- 18 Measurement of defined benefit asset/(liability) – key actuarial assumptions

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

26 Other Material Accounting Policies

The accounting policies set out in these consolidated financial statements have been applied consistently to all reporting periods presented in these consolidated financial statements, and have been applied consistently by Group entities.

A. Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Transactions eliminated on consolidation

Intra-group balances, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

B. Foreign currency

Transactions in foreign currencies are translated to the respective functional currencies of the group entities at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate at the date that fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated to the functional currency at the exchange rate at the date of the transaction. Foreign currency differences arising are recognised in profit or loss.

C. Disclosure of non-GAAP financial information

Non-GAAP reporting measures have been presented in the consolidated statement of profit or loss or referenced to in the notes to the consolidated financial statements. The following non-GAAP measures are relevant to the understanding of the Group's financial performance:

- Operating EBITDA represents earnings before net interest and finance costs, income tax, depreciation, amortisation, the results from discontinued operations, impairments and fair value adjustments and non-operating items.
- EBIT represents earnings before net interest and finance costs, income tax expense and the results from discontinued operations.

The Directors and management believe the Operating EBITDA and EBIT measures provide useful information as they provide valuable insight on the underlying performance of the business. They are used internally to evaluate the underlying performance of the business and to analyse trends.

These measures are not uniformly defined or utilised by all companies. Accordingly, these measures may not be comparable with similarly titled measures used by other companies. Non-GAAP financial measures should not be viewed in isolation nor considered as a substitute for measures reported in accordance with NZ IFRS.

D. Standards issued but not yet effective

There are a number of new standards and interpretations that are issued, but not yet effective, for the year ended 30 June 2024 and have not been applied in preparing these consolidated financial statements. The Group expects to adopt these when they become mandatory. While the impact of these new standards and interpretations have not yet been fully quantified, none are expected to materially impact the Group's consolidated financial statements.

Notes to the Consolidated Financial Statements (continued)

For the year ended 30 June 2024

27 Capital and Reserves

Share capital

All shares are ordinary fully paid shares with no par value, carry equal voting rights and share equally in any profit on the winding up of the Group.

Realised capital and revaluation reserve

The realised capital reserve comprises the cumulative net capital gains that have been realised. The revaluation reserve relates to historic revaluations of property, plant and equipment.

Defined benefit plan reserve

The defined benefit plan reserve contains actuarial gains and losses on plan assets and defined benefit obligations. During the year ended 30 June 2024, an amount of \$0.04m, which represents the Employee Superannuation Contribution Tax (ESCT) on the lump sum cash contribution made during the year, was transferred from the defined benefit reserve to retained earnings (30 June 2023: Nil).

Fair value reserve

The fair value reserve comprises the cumulative net change in the fair value of equity investments elected at fair value through other comprehensive income until the investments are derecognised or impaired.

Retained earnings/deficit

The retained earnings or deficit equals accumulated undistributed profits or losses.

Dividends

The following dividends were declared and paid by the Company.

	PAYMENT DATE	\$ PER SHARE
2023 final dividend – fully imputed	3 October 2023	0.100
2023 interim dividend – fully imputed	4 April 2023	0.120

Share Capital Accounting Policies

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity.

Repurchase of ordinary shares

When shares recognised as equity are repurchased, the amount of the consideration paid, including directly attributable costs, is recognised as a deduction from equity. Repurchased shares are cancelled. However, treasury stock for which unrestricted ownership has not yet been transferred are not cancelled.



Independent auditor's report to the shareholders of PGG Wrightson Limited

Opinion

We have audited the financial statements of PGG Wrightson Limited (the "Company") and its subsidiaries (together the "Group") on pages 1 to 41, which comprise the consolidated statement of financial position of the Group as at 30 June 2024, and the consolidated statement of profit or loss, consolidated statement of other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended of the Group, and the notes to the consolidated financial statements including material accounting policy information.

In our opinion, the consolidated financial statements on pages 1 to 41 present fairly, in all material respects, the consolidated financial position of the Group as at 30 June 2024 and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

This report is made solely to the Company's shareholders, as a body. Our audit has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards)* (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Ernst & Young provides greenhouse gas reporting assurance and gap analysis for climate statement disclosures as well as research and development taxation incentive services to the Group. Partners and employees of our firm may deal with the Group on normal terms within the ordinary course of trading activities of the business of the Group. We have no other relationship with, or interest in, the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of the audit report, including in relation to these matters. Accordingly,

our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Collectability of trade and GO-STOCK receivables

Why significant	How our audit addressed the key audit matter
<p>At 30 June 2024 trade and GO-STOCK receivables totalled \$162.1m, representing 34% of the Group's total assets. This amount is net of the provision for impaired trade and GO-STOCK receivables of \$2.6m.</p> <p>We consider this to be a key audit matter because trade and GO-STOCK receivables are a significant component of Group assets and the provision for impaired receivables involves significant judgement.</p> <p>Disclosures in relation to trade and GO-STOCK receivables and their provisions for impairment are included in notes 11 and 12 to the Group financial statements.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • obtained an understanding of management's receivables provisioning process; • assessed management's provisioning methods and whether they comply with NZ IFRS 9 Financial Instruments; • considered the inputs, assumptions and estimates used or made by management; • tested the ageing of receivables by agreeing the recorded ageing of a sample of trade receivables to sales documentation; • considered beef and sheep meat commodity price movements up to and after balance date to assess whether these changes, which are indicative of changes in the value of livestock security held for GO-STOCK receivables, indicated any material increase in the credit risk of GO-STOCK receivables; • considered the appropriateness and sufficiency of the disclosures related to trade and GO-STOCK receivables and the related provisioning.

Inventory Valuation

Why significant	How our audit addressed the key audit matter
<p>Inventory is recorded at the lower of cost and net realisable value. At 30 June 2024 inventory totalled \$95.2m, representing 20% of the Group's total assets. This amount is net of a provision for inventory write down of \$1.7m.</p> <p>We consider this to be a key audit matter because inventory is a significant component of Group total assets and the cost of inventory includes an estimation of adjustments to reflect</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • compared a sample of recorded inventory cost to supplier invoices; • assessed the inputs into, and calculation of, adjustments to inventory cost to take account of variable pricing arrangements with suppliers;

Why significant	How our audit addressed the key audit matter
<p>variable pricing arrangements with suppliers. In addition, the assessment of the net realisable value of slow moving, excess and obsolete inventory involves significant judgement related to whether inventory will be sold and at what value.</p> <p>Disclosures in relation to inventory and inventory provisions are included in note 13 to the Group financial statements.</p>	<ul style="list-style-type: none"> • confirmed with a sample of suppliers the amount of purchases from them subject to variable pricing arrangements for the year, and the amounts receivable from them at year end; • considered the methods, models, and assumptions used by management in estimating the net realisable value of slow moving, excess, and obsolete inventory; • considered the key inputs into the net realisable value provision calculation including last purchase date, last sale date and volume of sales in the year for selected product lines. We tested these inputs including for a sample of inventory items: <ul style="list-style-type: none"> • agreeing the last purchase date and last sale date to supporting invoices; • recalculating the annual sales volumes recorded in the inventory system; • compared the cost of a sample of inventory items to their most recent selling price; • considered the extent of inventory items sold at negative margins in the year; • considered the appropriateness and sufficiency of disclosures related to the valuation of inventory.

Information other than the financial statements and auditor's report

The directors of the Company are responsible for the annual report, which includes information other than the consolidated financial statements and auditor's report which is expected to be made available to us after the date of this auditor's report.

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



In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and, if uncorrected, to take appropriate action to bring the matter to the attention of users for whom our auditor's report was prepared.

Directors' responsibilities for the financial statements

The directors are responsible, on behalf of the entity, for the preparation and fair presentation of the consolidated financial statements in accordance with New Zealand Equivalents to International Financial Reporting Standards and 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 misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

A further description of the auditor's responsibilities for the audit of the financial statements is located at the External Reporting Board's website: <https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-1/>. This description forms part of our auditor's report.

The engagement partner on the audit resulting in this independent auditor's report is Bruce Loader.

The signature 'Ernst & Young' is written in a black, cursive script.

Chartered Accountants
Christchurch
12 August 2024