



# Annual Report 2026





# Welcome

Welcome to ArborGen Holdings Limited 2026 Annual Report.

Every day, our people come together with a shared purpose: to realise our vision of becoming the world's leading provider of high-quality, value-added forestry seedlings. Through our expertise and innovation, we are helping to grow resilient and productive forests that deliver lasting value for landowners, support the environment and benefit future generations.

This report outlines the progress we have made toward our vision, alongside our financial and operational performance for the financial year ended 31 March 2026.

All references to dollars are in USD, unless otherwise stated. The report has been approved by the Board.

A handwritten signature in white ink, appearing to read 'Dave Knott'.

**Dave Knott**  
Chairman

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There are statements in this Report that are 'forward looking statements.' As these forward-looking statements are predictive in nature, they are subject to a number of risks and uncertainties relating to the Group, many of which are beyond our control. In particular, ArborGen's operations and results are significantly influenced by the general level of economic activity in the various sectors of the economies in which it competes, particularly in the United States and Brazil. Fluctuations in industrial output and the impact that has on global demand for wood fibre and hence harvest and reforestation levels, government environmental and regional development policies, capital availability, relative exchange rates, interest rates, the profitability of our customers, can each have a substantial impact on our operations and financial condition. ArborGen-specific risks and uncertainties include (in addition to those broad economic factors noted above) the global markets and geographies in which it operates, intellectual property protection, regulatory approvals, the rate of customer adoption of advanced seedling products, the success of its research and development activities, weather conditions, cone and seed inventory, biological matters, and the fact that ArborGen's annual crops and seed orchards are not the subject of insurance cover. As a result of the foregoing; actual results, conditions and conclusions may differ materially from those expressed or implied by such statements. All references to currencies in this document are in US dollars (US\$) unless otherwise stated.

# FY26 Performance at a Glance

For the year ended 31 March 2026. Percentage comparisons to prior year.



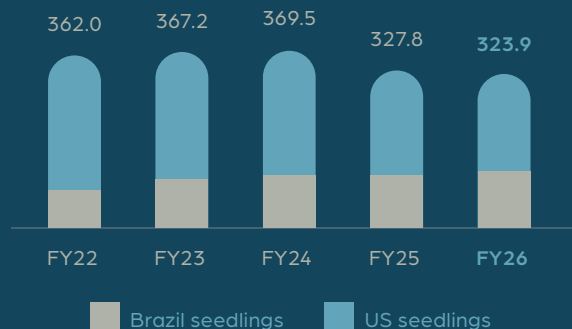
Seedling Unit Sales  
**323.9m**  
 FY25: 327.8m



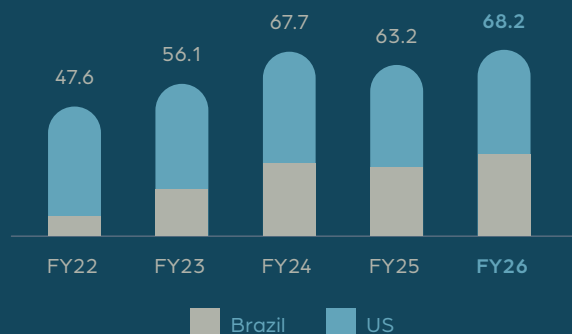
Revenue  
**\$68.2m**  
 FY25: \$63.2m

Net Loss After Tax<sup>(1)</sup>  
**\$(7.5)m**  
 FY25: \$(21.5)m

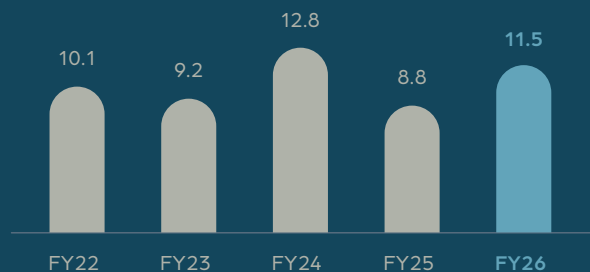
## Seedling Sales Volumes (m)



## Sales (US \$m)



## Adjusted US GAAP EBITDA<sup>(3)</sup> (US \$m)



<sup>(1)</sup> FY25 included non-cash \$21.8m impairment of intangible assets.

<sup>(2)</sup> Excluding capitalised leases.

<sup>(3)</sup> Adjusted US GAAP EBITDA is a non-GAAP financial measure and excludes one-off and unusual items. In FY26, one-off and unusual items were \$1.0m. Refer to page 24 for more information.



Gross Profit  
**\$19.8m**  
FY25: \$18.2m

### Operational Footprint



**10x**  
seed producing orchards



**16x**  
seedling nurseries

head office in South Carolina

### Capital Expenditure

**\$4.1m**  
FY25: \$7.7m



Our Customers  
**2,000+**  
customers serviced per year

### Net Debt<sup>(2)</sup>

**\$25.2m**  
FY25: \$20.9m

Our People  
**820+**  
team members



# FY26 Commercial Highlights

## Operational Strength

- Investment into inventory build in the US, IT network upgrades and new ERP system
- Cost management and efficiency initiatives to support profitability
- Increasing collaboration between US and Brazil teams
- Leaner, faster operation now in place, that can scale as advanced genetics demand grows, without proportionally growing the cost base
- Continuing to build resilience to severe weather events and climate change

## United States: Expand Higher Value Product Mix and MCP<sup>® (1)</sup> Adoption

- Structural downturn in the timber industry putting pressure on demand and sales
- Aligning the business to new industry baseline, with cost and efficiency measures in place
- Focus on production and sales of higher margin products – MCP advanced genetics and containerised seedlings
- Rebrand and launch of simplified pine product categories and AG scoring system, helping customers more clearly understand the genetic attributes that drive performance
- Benefits of advanced genetics products being recognised by customers and reinforced in market data
- Positioned as seedling supplier of choice for the carbon market

## Brazil: Opportunistic and Measured Expansion

- Positive momentum with strong demand for both pine and eucalyptus, delivering record sales volume and revenue
- Majority of Erval Grande nursery has been converted to pine, to leverage favourable growing conditions and rising demand
- Continuing to shift sales from licensed products to proprietary ArborGen genetic seedlings, which deliver higher value and long-term revenue stability
- Value of higher value genetics being recognised by customers – 25% year-on-year increase in demand for protected clones
- Focus on operational excellence delivering improvements in both cost control and yield

<sup>(1)</sup> MCP<sup>®</sup> – Mass Control Pollinated seedlings.

# Financial Performance

For the year ended 31 March 2026. Percentage comparisons to prior year.

Group revenue for FY26 increased 8% year-on-year (YOY) to \$68.2m and was the highest revenue result in the past five years. Primary drivers were strong growth momentum in Brazil and higher average selling prices in both markets offsetting lower volumes. Gross margin dollars increased 7% YOY with gross margin percentage remaining steady at 32.4%.

In Brazil, seedling volumes were up 5% YOY, with revenue increasing 14% (in local currency). While sales demand remained strong, slower crop growth later in the season constrained the volume of inventory available for sale across both ArborGen and its partner nurseries.

In the US, sales volumes were down 4% YOY, however, average sales price increased 6% driven by a higher-value sales mix (advanced genetics loblolly pine and containerised seedlings). Wet weather and storms early in the planting season affected growing conditions, with the full extent not visible until harvest in 4Q26. Strong team collaboration allowed for effective inventory optimisation across regions, however, some additional sales opportunities were restricted due to stock levels. Strategic agreements secured with key high-volume customers early in the year helped to reduce risk.

Deliberate cost measures are being taken to align the US business with market conditions, while preserving the capacity to serve customers and grow as the market recovers. This has included workforce restructuring, consolidation of certain nursery operations and adjusting production capacity.

Equally important has been prioritising investment in growth initiatives across both regions, which protect ArborGen's competitive moat and enhance long term earnings quality – R&D, new product development, container seedling production capability, quality assurance systems and sales teams. Targeted investment in technology and systems also continue to strengthen the business. Capital expenditure was \$4.1m for the year.

Excluding one-off, non-recurring items of \$1.0m, Adjusted US GAAP EBITDA was \$11.5m, representing a 31% increase on FY25. The company reported a net loss after tax of \$(7.5)m, a material improvement on the prior year.

The balance sheet remains sound. Cash and cash equivalents were \$2.2m as at 31 March 2026, with net debt of \$25.2m reflecting several years of strategic investment across the business. Certain bank facilities were renewed during the year, providing more advantageous rates and terms. ArborGen's Ridgeville building remains on the market for sale and is supported by a strong commercial tenant. Any future sale proceeds are intended to further reduce debt.



# Chairman's Report



**Dave Knott**  
Chairman

Continued momentum in Brazil, a focus on added value products in both of ArborGen's markets and increased commercial discipline across the business were the primary drivers for the year-on-year financial improvement.

Brazil remained the growth engine for ArborGen in FY26, supported by strong demand for both pine and eucalyptus seedlings. The country continues to be one of the world's most dynamic forestry markets, underpinned by expanding pulp capacity, rising demand for engineered wood products and a structural shift toward higher quality genetics. Competition has increased as more businesses realise the potential in this market.

Against this backdrop, ArborGen's position as the only supplier focused exclusively on superior genetics provides a clear competitive advantage. We are continuing to invest in and expand our portfolio of higher-value protected clones and advanced genetic seedlings and have identified new markets and opportunities to extend our reach.

In the US South, the industry changes we have experienced in the past two years are now creating deeper, structural shifts in the commercial landscape that will take time, measured in years, to work through. Understanding this reality allows us to make sound commercial decisions, to protect our business and enduring value. We are confident in the long-term market fundamentals and our strategy. What we are doing now is responding to the near-and medium-term environment, in particular, sharpening our focus on higher value products where we have a defensible position, and ensuring our business is aligned to current market conditions.

We remain confident that our dual pathway strategy remains the right framework for sustainable value creation: accelerate adoption of higher-value advanced genetics, and build the operational infrastructure to supply those genetics reliably, at scale, everywhere we compete.

### Start with the customer, work backwards

Our customers are planting forests they won't harvest for 25 years or more. That time horizon changes everything. They aren't optimising for this quarter. They're making decisions today that will determine the yield, quality, and resilience of forests that will be standing in 2050.

ArborGen's job is to make the performance advantage of advanced genetics so clear, the selection process so simple, and the outcomes so predictable, that choosing anything less becomes obviously the wrong decision.

Our investment in advanced genetics is now a genuine commercial differentiator. Years of rigorous selection, controlled crosses, and progeny testing have produced elite family lines that materially outperform standard planting stock across a range of performance metrics: growth rate, stem form, wood quality, and disease and pest tolerance.

We are seeing customers increasingly recognise our value proposition, with increasing demand for our advanced genetics seedlings and protected clones.

### Quality is non-negotiable

Our customers plant forests. They can't replant a season. That means quality is not a nice-to-have. It is foundational to everything.

However, we can't fully mitigate 100% of the risk involved in growing a crop outdoors. Weather events in both regions early in the growing season in FY26 affected seedling growth, quality and quantity – the full impact of which didn't become apparent until harvest. This reduced the number of seedlings available for sale, despite strong demand.

We are investing accordingly. Orchard management, inventory systems, and expanded containerised production capacity all improve our ability to deliver through volatile weather and uneven market cycles. We are also expanding the geographic diversity of our growing areas, a deliberate hedge against localised weather events that can disrupt production in any single area.

### Building supply resilience

Our goal is clear: to maintain adequate supply to meet demand for advanced genetics seedlings, plus at least two years of buffer seed, so that no single cone harvest season creates existential supply. Better genetics only create value if customers can get them on time, to specification, with the survival rates that make establishment economics work.

In FY26, we achieved a substantial year-on-year increase in overall MCP seed production in the US. Cones harvested in October 2025 produced a seed equivalent of 183.8 million seedlings, a 50% increase over the previous year – inventory that directly supports our ability to supply customers in the seasons ahead.



For ArborGen Brazil, increasing integration with the US business represents a strategic opportunity to raise the standard of the internal culture: facilitating team engagement and trust; building consistency with objectives; having more prepared leadership; and ensuring that everyone knows that Brazil is a fundamental part of the company's global transformation.

**Brazil Financial Manager, Denis Sponchiato.**

## Operating Strength

We are building a stronger platform for long-term growth by optimising our asset base, improving efficiency and productivity, and embedding a high-performance culture. Better planning, disciplined execution and targeted investment improve quality, reliability and cost to serve, so we can deliver season after season.

Every dollar of cost we remove, every planning process we sharpen, every redundant workflow we eliminate - these improvements compound. We are building a leaner, faster operation that can scale as advanced genetics demand grows, without proportionally growing our cost base.

In late March 2026, we completed implementation of a new ERP system in our US business, modernising how information flows through the company, increasing security, strengthening operations and empowering people with data they can trust. This allows decisions to be made faster and with better information.

We are also right sizing our US South business to match market conditions and demand. Importantly though, we are preserving the ability to scale up when the market recovers.

## Culture counts

Today, ArborGen Brazil and ArborGen United States are more connected than ever, combining experiences, learnings and talents to build a single culture based on open communication, collaboration and shared purpose. We think of it as a genuine competitive advantage. The combined experience, talent and institutional knowledge across our two regions is something competitors can't replicate overnight.

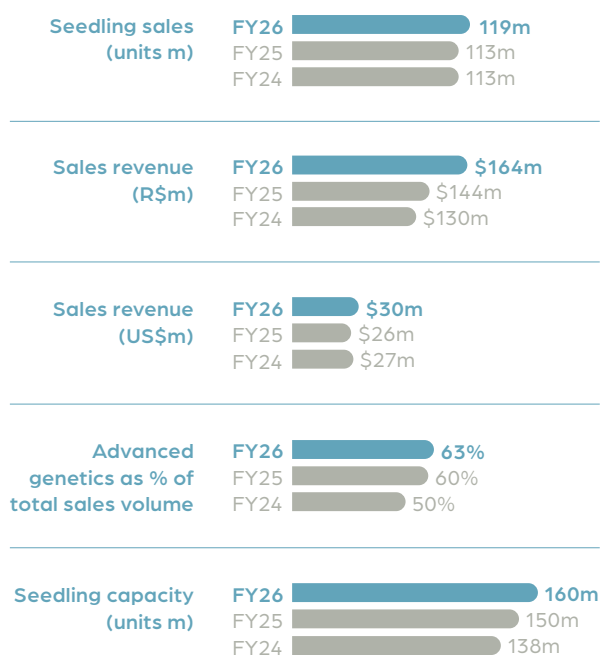
This year, we formalised that connection with cross-functional teams meeting monthly - aligning priorities, exchanging best practices, and making sure the entire organisation moves in the same direction.

A priority has been to ensure we have the right leaders in the right place. We have refreshed our leadership team across the business, with new roles and people bringing fresh thinking and expertise to the table. On 1 June 2026, we were pleased to welcome experienced forestry executive, Wagner Itria Jr, who has been appointed as General Manager Brazil. We also announced the resignation of Justin Birch as CEO on 8 June 2026, following three years with the company. Current VP of Product Development at ArborGen, Patrick Cumbie, has been appointed as interim CEO pending the appointment of a permanent CEO. Patrick joined ArborGen in 2010 and is a seasoned forestry executive, with more than 23 years' industry experience.

## We invest where we have structural advantages

ArborGen competes in large, attractive end markets with strong commercial potential, in particular, Brazil and the US South. While we will always consider new opportunities, at this stage, we are concentrating leadership and investment in the areas where our genetics platform, our science capability, and our operational reach give us a durable edge.

## Brazil: Strong Momentum and Strategic Expansion



Brazil is an emerging and dynamic market, with its potential not yet fully realised. Strong demand for both pine and eucalyptus continues to rise and, as anticipated, we are now seeing competition increase as more businesses realise the potential.

Our strong market presence, focus on advanced genetics and protected clones, and our network of supplier nurseries put us in a defensible position. We are investing in new and better products that deliver the most value to our customers and command the most durable margins, with the launch of two new clones in recent months and other new genetics in development.

The value of higher quality genetics is increasingly being recognised by customers, and demand continues to grow, with a 25% YOY increase in demand for protected clones. In response, we are investing to transform more product from market (unprotected) to protected clones.

Additional sales opportunities are also being identified and over the past year we have expanded into new geographical markets. In addition, initial sales of ArborGen's high quality US pine seeds have been made to non-competing businesses in Brazil, an opportunity with significant potential in both markets. We also converted the majority of our Erval Grande nursery to pine production to meet market needs, particularly as plywood and sawtimber markets strengthen.

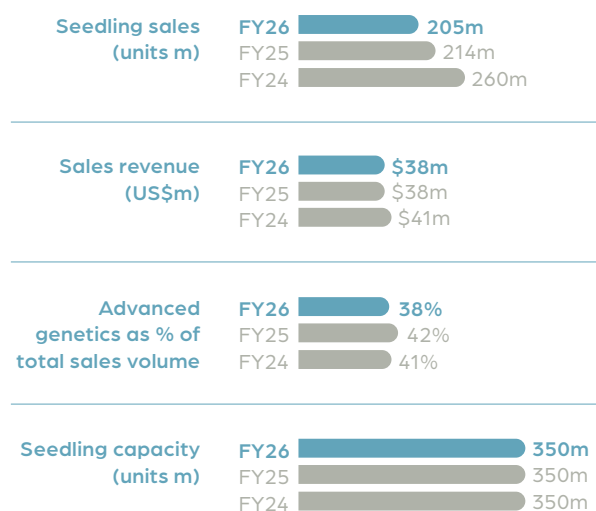
Staying close to our customers and delivering quality products provides protection from competitors. Our sales team continue to expand strategic partnerships including, as an example, a new partnership with a contract nursery which will service a large pulp and paper company, as well as clients in the state of Alagoas, with the production of the IPB22 clone. By 2026, production of approximately 600,000 seedlings is planned.

Operational efficiency remains a priority as we strive for best-in-class nurseries and processes. Operationally, the Brazil team delivered meaningful improvements in cost control, yield and production planning. Investments in overflow growing areas and enhanced production scheduling helped mitigate the impact of weather variability, which remains a defining feature of the region. This year's supply deficit highlighted the importance of a co-ordinated and agile approach to forecasting, supply planning and sales, an area that we continue to prioritise.

### Regional outlook

Brazil is expected to remain a key contributor to group performance. Industry forecasts indicate continued expansion in pulp capacity, sustained demand for eucalyptus seedlings, and increasing adoption of higher value genetics. ArborGen's expanding production capacity, combined with our proprietary clone portfolio, positions the business well to capture this demand. While pricing pressure may persist in parts of the market due to excess capacity in lower value clones, the shift toward protected genetics is expected to support long term margin improvement.

## US South: Navigating the Cycle with Discipline



While the fundamentals of southern pine forestry remain intact over the long arc, the near- and medium-term demand environment has changed. The US South timber industry is now experiencing more than a cyclical demand dip, with deeper, structural changes in the landscape – a wave of pulp and paper mill closures which is unlikely to reverse, and, while the US faces a chronic housing undersupply, high interest rates are reducing construction and lessening sawtimber demand. In this environment, plantation owners are taking a conservative approach and often delaying harvesting and replanting.

We are adjusting to this new baseline reality by creating a business that performs well at current demand levels, generates cash, and retains the capability and the financial strength to grow decisively when conditions improve.

While customers may be planting less, they are increasingly planting higher quality seedlings – an area in which ArborGen excels. In a market where volume is constrained, the path to earnings resilience runs through value – and our advanced genetics and container seedling programmes are exactly that.

The launch of our simplified pine product categories and the AG Score have provided customers with clearer, data driven insights into the value of advanced genetics. This has been well received and helps to shine a light on the value we bring to the market. Early harvest data from MCP plantations has reinforced the superior performance of these seedlings, strengthening customer confidence and supporting a second wave of adoption.

In a high-touch industry, our strong customer relationships and the strength of our sales team remains a major strategic advantage for us. The team has been actively sharing data and insights to support customers this season and into the next. Several large long-term agreements have been negotiated, with the majority of volume focused on MCP. New opportunities have also been progressed with afforestation projects.

Operationally, the US team remains focused on cost efficiency and inventory management. While volumes remain constrained, we have been focused on mix, margin and long term positioning.

### Regional outlook

The long term fundamentals of the US market remain intact. The structural undersupply of US housing will need to be resolved, and global demand for sustainably grown wood fibre will continue to grow. The value of fast-growing plantation forests as carbon sinks also represents an additional revenue stream. Favourable climate, highly productive soils, established logistics infrastructure, and competitive land values make the US South among the lowest-cost wood fibre production regions in the world.

We are well positioned to navigate the new industry reality, by delivering the products that provide the most value to our customers and command durable margins. The emerging carbon forestry market also presents a meaningful long term opportunity, with ArborGen already supplying major project developers.

## Outlook

We are entering FY27 with a stronger operational platform, a more resilient business and clear opportunities for growth. The deliberate and disciplined choices we are making today will enable us to perform well in a more subdued US market, while continuing our growth in Brazil.

We remain confident in ArborGen's long term potential and structural demand drivers in both markets support a positive long term outlook. Demand for sustainable building materials continues to rise, alongside the increasing use of engineered wood products. Pulp markets remain robust, particularly in Brazil, where cost-competitive production continues to attract global investment. Climate resilience is becoming a more prominent driver of customer behaviour, reinforcing the value of advanced genetics that offer improved disease resistance, drought tolerance and yield stability.

### The long game

ArborGen is a long-term business, with our customers focused on a 25+ year harvest horizon. The decisions they make now will deliver value in the future and we are seeing customers increasingly turning to genetics that maximise returns. We believe ArborGen's position – our genetics pipeline, our geographic footprint, our deep customer relationships – represents a genuinely valuable and defensible platform.

We are entering the next phase of our journey with confidence. The market opportunities in Brazil remain compelling and we are well positioned to convert those into sustained earnings growth. While the US South is more challenging, we remain one of the leading suppliers of advanced genetics seedlings in the market. Our focus is clear: delivering superior genetics and service to our customers and generating meaningful long-term returns for our shareholders.

We thank our global team for their dedication, our customers and suppliers for their valued partnerships, and our shareholders for their continued trust in ArborGen's leadership and strategy.



**Dave Knott**  
Chairman

24 June 2026





# Building Value that Stands the Test of Time

# Forestry is a Long-Cycle Industry ... But Value is Created in Moments

One of the most important of those moments is when a landowner decides what to plant – choosing the seedling genetics that will shape growth, form, wood properties and resilience, and deliver value decades in the future.

ArborGen exists to make that decision an advantage for our customers and a durable engine of value for our shareholders. We are a leading provider of value-added, high-quality seedlings for the forestry industry, combining a multi-decade breeding pipeline with commercial-scale nursery operations and field-proven advisory support.

Our strategy is designed to grow the adoption of advanced genetics while strengthening the operating foundation that allows us to deliver performance, consistency and service at scale – season after season.

We compete by pairing our advanced genetics portfolio with strong go-to-market execution – ensuring our products are not only scientifically compelling, but also easy to specify, order, establish and manage in the field.

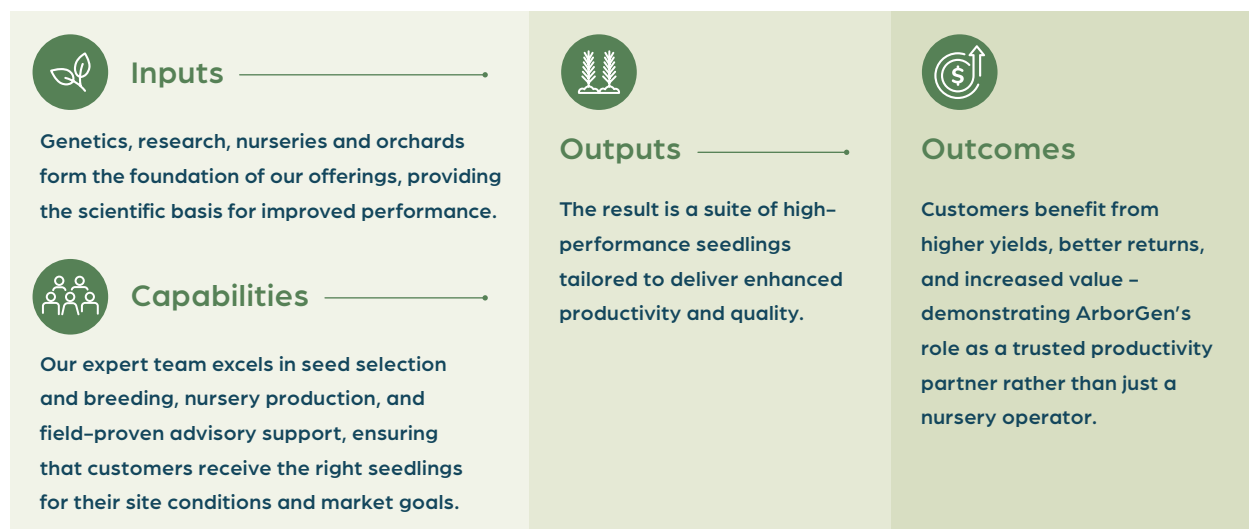
We are intentionally focused on markets where the combination of scale, long-term planting demand and customer sophistication makes advanced genetics most valuable.

In the United States, we are focused on increasing adoption of high value products – MCP advanced genetics seedlings and containerised seedlings.

In Brazil, we are pursuing opportunistic, measured expansion – building in attractive regions while keeping the portfolio tightly aligned to demand for higher-performing genetics.

By focusing on advanced genetics adoption and strengthening the operating engine that delivers performance at scale, we are building a business designed to compound value over the long term, just as our seedlings do in the field.

## Our Value Creation Model



# Our Strategy

Our dual pathway strategy is focused on driving growth and leveraging long-term demand trends. The US South and Brazil remain ArborGen's primary markets.

## Go to Market: Grow demand and sales of higher value advanced genetics

### United States:

- Expand market and win market share
- Increase MCP adoption
- Increase production capacity

### Brazil:

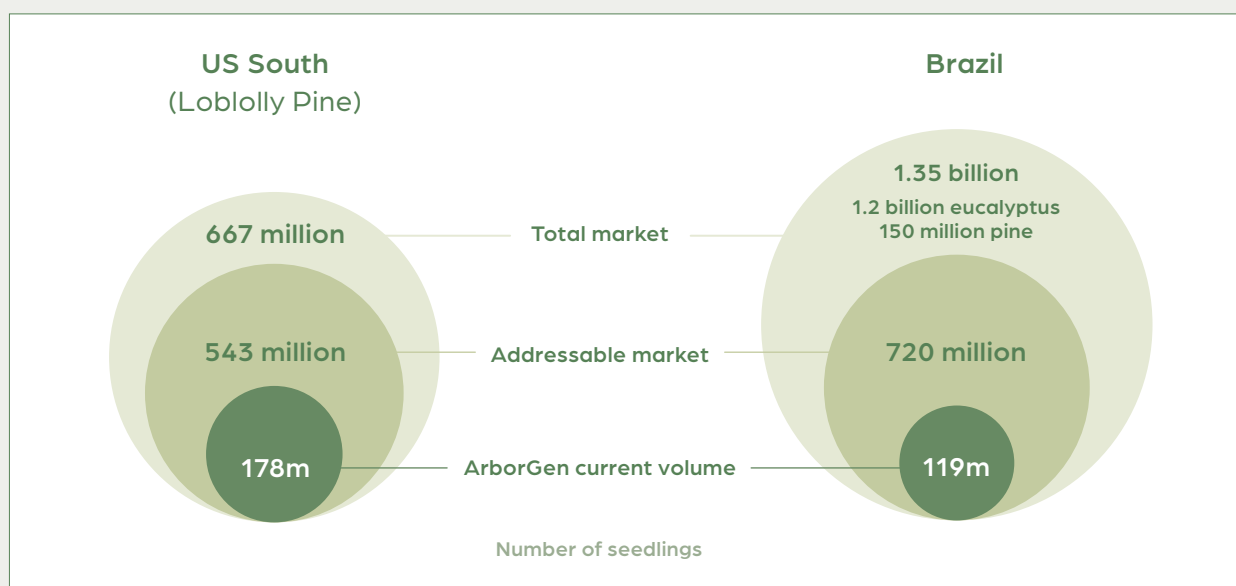
- Leverage strong position in the pine and eucalyptus seedling markets
- Replicate US strategy to convert the market to products with superior genetics
- Enhanced technology sharing across the US and Brazilian teams
- Expand production and grow capacity for protected clones

## Operating Strength: Enable a strong foundation for the future

- Optimise total productivity
- Strengthen the organisation
- Develop a performance culture

## Market Opportunity

Significant opportunity to build scale and win market share<sup>(1)</sup>.



<sup>(1)</sup> Market size and Addressable Market based on management estimates and available market information.

# Unlocking Value for Our Customers

At ArborGen, our commitment goes beyond simply providing seedlings – we are dedicated to turning every hectare into a higher-performing asset. By leveraging advanced genetics, targeted research and expert orchard management, we deliver high-performance seedlings that offer customers higher yield, faster returns and lower risk.

## A 25-Year Decision That Makes ArborGen’s Expertise Critically Important

Planting is not an annual purchase – it is an investment decision with a multi-decade payback. Once trees are in the ground, you can manage the stand, but you can’t redesign it. That is why seedling choice is one of the highest-impact decisions a landowner makes. We support customers at this decision-point with regional expertise, performance data and practical guidance, matching genetics to site conditions and end-market goals.



## The Genetics Dividend

In most industries, quality is checked at the end of the line. In forestry, it’s set at planting. The seedlings you put in the ground shape growth, form, wood properties, health and survival – then compound across time, hectares and harvest decisions, influencing everything from thinning options to log mix at final harvest. That’s the **genetics dividend**: an important upfront choice that can deliver outsized, long-term returns.

ArborGen is built to deliver this dividend at commercial scale. Our breeding and product development focuses on the traits that matter most in the field, and our nursery footprint and operational systems are designed to deliver that genetic potential reliably, through changing market cycles and increasingly variable climate conditions.

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The ‘genetics dividend’ is key to unlocking value in the forestry industry.

## The Science Behind Every Hectare

Our products are built on long-cycle science. Tree improvement requires patience: breeding, propagation and validation occur over many years, and meaningful performance signals emerge over time and across sites. ArborGen's advantage is the combination of a sustained decades-long research and development programme, rigorous field testing and data capture, and the operational ability to commercialise winning genetics at scale. We translate this science into practical tools that help customers make better choices. The more clearly performance can be understood at planting, the more consistently value can be realised at harvest.

## Delivering Consistency at Scale

In forestry, variability is a cost. More uniform stands are easier to manage, thin more predictably, and harvest and process more efficiently - improving log consistency and value realisation.

Advanced genetics, such as MCP seedlings, are designed to produce more uniform results and higher-performing stands. As customers increasingly seek predictable outcomes, our focus is to expand adoption of advanced genetics products where they can deliver clear, field-based value.

## Commitment to Partnership

ArborGen stands as a trusted expert, offering not just seedlings, but comprehensive support and solutions tailored to the evolving needs of the forestry sector.

Our partnership mindset is central to everything we do. By building long-term relationships with landowners and forestry partners, supported by practical, on-the-ground advice and case studies of successful collaborations, we ensure that each forest investment is positioned for sustainable growth and enduring value.



“

We've been a customer of ArborGen for more than 30 years and have been planting MCP seedlings for the past decade. The results speak for themselves.

The consistency of the seedlings is exceptional, with very little variation across the crop, which is incredibly important to us. We trust the data behind the genetics and will continue planting MCP seedlings because the performance is proven in the field.

ArborGen has always been a company we can rely on and a trusted partner to our business.

**Perry Clements, III, Clements Forestry Consulting – Bainbridge, Georgia, USA**

# Innovation and Industry Leadership

## Scientific Research and Innovation

ArborGen's legacy is built on more than 60 years of scientific research and innovation.

Our dedicated tree breeding programmes, extensive seed orchards, rigorous field trials and careful selection processes underpin every product.

### Recent initiatives

A new breeding orchard has been established at our Nacogdoches Seed Orchard and five new proprietary selections have been grafted. This will enable the development of new genetic material, tailored to conditions in Texas and Arkansas over the coming years, reinforcing the long-term pipeline behind ArborGen's products.

Seedlings grown at the Bellville Product Development greenhouse are now ready for planting. Once prepared, they are carefully organised according to trial design and transported by PD Research Associates to field sites, where planting activities are underway. This process ensures that each trial is established with precision, supporting reliable data collection and long-term evaluation of genetic performance. It's a hands-on phase of the research cycle that requires both technical accuracy and close coordination across teams. February and March are particularly active months, with new selections being grafted and new crosses developed to support future orchard parents.

We successfully conducted new experimental plantings in partnership in the regions of Ceará and Mato Grosso. This initiative reinforces our presence in new regions and our joint development with partners.

Our eucalyptus hybridisation orchard reached a significant milestone with more than 40 parent trees beginning to produce flower buds, allowing the start of the first controlled crosses. This will generate seeds for FY27, marking a significant advance in the company's genetic improvement programme.

## Industry Events, Advocacy and Collaboration

In the past year we have strengthened our leadership position by hosting industry events dedicated to the exchange of knowledge, networking and innovation. Held in both Brazil and the US South, these conferences address topics relevant to the sector and provide important insights for those who work directly in the field and in decision-making.

Participants also have the opportunity to visit ArborGen's nurseries and see first-hand the expertise that goes into growing our seedlings. These events reinforce ArborGen's commitment to promoting initiatives that bridge technical knowledge with real-world field practices, strengthen partnerships and contribute to the development of the forestry sector.

Our teams also host and attend industry association meetings, further strengthening relationships and knowledge across the sector.

ArborGen's Reforestation Advisors also work closely with growers across every region. By first understanding each customer's goals, they ensure MCP is recommended where it will make the biggest impact on long-term returns, especially given the closure of 11 pulp and paper markets over the last three years and continued demand for quality sawtimber. ArborGen is uniquely positioned to be the preferred partner in this shift. While other suppliers remain focused on low-cost OP options, our investment in MCP is proving to help customers grow stronger, more valuable forests, acre by acre.



**We don't just grow trees –  
we engineer forest performance.**

# Smarter Seedlings. Clearer Choices.

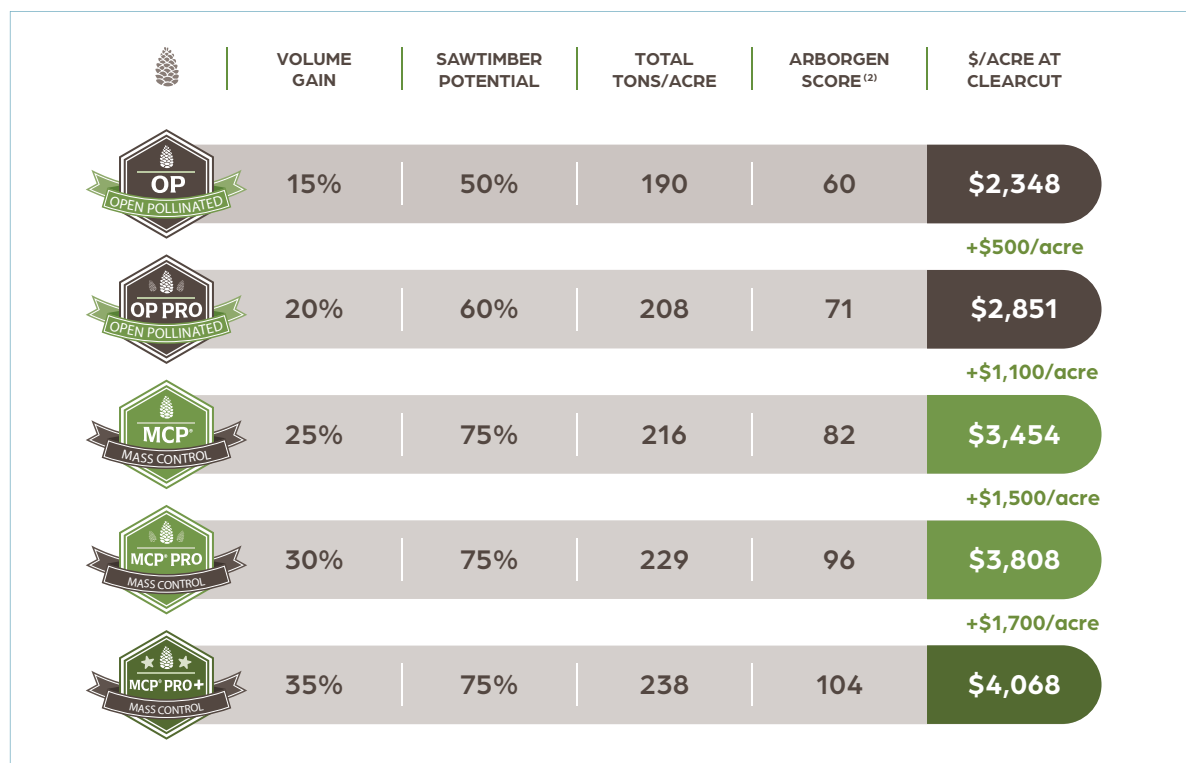
This year, ArborGen launched a refreshed product structure with clear brand tiers for our MCP pine seedlings. Building on a decade of testing across the Southeast and deeper integration of proprietary and cooperative data, the team developed the **AG Score**, a single index that evaluates families in each region based on the traits that most impact plantation success: volume gain, stem straightness, fusiform rust resistance, and reduced forking.

Each tier is designed to make seedling selection easier and highlight tangible performance benefits. Customers benefit from sharper differentiation, transparent data and practical support, ensuring their investment aligns with site conditions and end-market requirements.

## Product Categories

OP	Reliable performance and balanced return
OP PRO	Improving productivity without added cost
MCP®	Boosting sawtimber potential and overall value
MCP® PRO	Maximising growth, quality and harvest returns
MCP® PRO+	For top-tier investors seeking the highest ROI

## ArborGen Score <sup>(1)</sup>



<sup>(1)</sup> Values based on internal ArborGen data and analyses. Per acre wood production and estimated value are based on regional averages for site index, silvicultural costs, and product prices. Stand projections are based on a one-thin regime with final harvest at age 31 years with initial stocking of 545 TPA. Harvest values are nominal including thinning revenue. Results are not guaranteed.

<sup>(2)</sup> The ArborGen Score, or AG Score, is an index that combines each family's performance for productivity, rust resistance, stem straightness, and forking into a single number.

# Climate Resilience

## Meeting the Challenge

ArborGen exists at a unique intersection – a business that grows trees for a world that desperately needs more of them. Climate change is not an abstract concern sitting somewhere on the horizon; it is a daily reality woven into everything we do, from the moment a seed is set to the day a seedling leaves our nurseries.

We know this because we feel it. Across our operations in the Southern US and Brazil, extreme weather events have moved from occasional disruption to recurring reality – hurricanes, drought, flooding and unseasonal conditions that confound planning and test resilience in equal measure. These are not theoretical scenarios; they are real disruptions to real crops, affecting our people, our customers and our communities. We have learned from each of them, and that hard-won experience now shapes how we invest, where we grow, and how we think about the future.

Our response to climate risk is forward-looking. Our breeding programmes, developed over generations of selection and research, are producing seedlings with greater resilience to drought, disease

and shifting weather patterns. We are deliberately diversifying our production footprint across Brazil and the US so no single weather event can define a season. We are investing in technology – from GPS-guided drainage mapping to drone-assisted crop management – that makes our operations smarter and more adaptive. We are building water resilience into our Brazilian operations and exploring energy independence through solar at key sites. And we are actively engaged in the emerging carbon credit market, already partnering with carbon developers and co-hosting industry events that position ArborGen at the centre of this conversation.

The path ahead will not be without challenge. Weather will continue to surprise us. Markets will evolve. The transition to a lower-carbon economy will bring regulatory shifts we cannot fully predict. But ArborGen enters this future with something valuable: more than thirty years of growing trees through whatever the climate throws at us, a science platform built for the demands of tomorrow, and a growing recognition that what we do, helping forests grow faster, stronger and smarter, is exactly what the world needs more of.



# Celebrating our People



**Clarice Dias**  
**Production Supervisor – Erval Grande,**  
**Rio Grande do Sul**

Clarice credits ArborGen's investment in employee development, particularly in workplace safety, as a significant contributor to her growth. She takes pride in continually building new skills and being recognised for her contributions.

Her career reflects the value of experience, dedication, and continuous development, as she began with a part-time role supporting both a local nursery and the nursery owner's household. Over the next 14 years, she developed a deep understanding of nursery operations, later expanding her responsibilities to include administrative support.

When ArborGen acquired the Erval Grande I nursery, Clarice's knowledge and leadership potential were recognised through her appointment as Production Supervisor. Today, she oversees seed preparation, coordinates production teams, and monitors shipment batches, ensuring operational efficiency while fostering a strong team culture.



**Amanda Britt**  
**Business Specialist – Blenheim Nursery,**  
**South Carolina**

Amanda has been a key contributor to operational excellence at Blenheim Nursery since joining the business in 2013, bringing a strong foundation from her early career in finance. With more than a decade of experience with ArborGen, she has a central role spanning accounting, logistics, sales and customer service, providing continuity across critical business functions.

She is proud to have contributed to continuous improvement initiatives, including participation in task groups focused on enhancing the customer experience, and is helping develop a customer portal for real-time information. Known for her customer focus, she helps foster a positive team culture while strengthening long-term client relationships. "I enjoy getting to know my customers and helping them throughout their journey of tree-buying," she says. "Our team at Blenheim is like a small family - we all work really well together and enjoy what we do."



**Bernard Frazier**  
**Orchard Supervisor – Ravenel Seed Orchard, South Carolina**

Bernard Frazier represents one of ArborGen's most enduring assets – institutional knowledge built over more than four decades of continuous service. He joined Westvaco in 1981, a business that later evolved into ArborGen, and in that time Bernard has witnessed and contributed to the organisation's evolution into the business it is today.

In his orchard operations role, Bernard brings a depth of understanding developed by sustained, hands-on experience. He recognises that environmental variables including seasonal fluctuations, temperature shifts and timing precision during critical production windows directly influence crop outcomes. He has navigated operational challenges including the 2022 freeze, reinforcing the importance of adaptability and risk awareness in silviculture.

Relationships built over time with coworkers and contract labourers who join the team seasonally are very important to him. "I take pride in the work I do, and enjoy communicating and working closely with my coworkers. And we're always trying to improve what we do."



**Nayara dos Santos Alves**  
**Shade House Supervisor – Martinho Campos, Minas Gerais**

Nayara's career journey reflects the power of opportunity, development and determination. Joining the Martinho Campos facility in early 2023 as a forestry assistant, Nayara demonstrated a commitment to learning and consistent performance across multiple production sectors, earning progressive responsibility through merit and adaptability.

Her advancement accelerated when she was selected to temporarily lead the Shade House team, subsequently gaining further expertise in the Quality Inspection sector before being appointed permanently to her current supervisory role. Her experience across production, quality assurance, and team leadership reflects the operational depth ArborGen cultivates in its workforce.

Nayara's trajectory also illustrates ArborGen's commitment to employee development beyond the workplace. With the company's support, she completed her secondary education – a milestone that underscores how investment in people generates measurable returns in engagement, retention and organisational capability.



**Leidiane Teixeira dos Santos**  
**Production Supervisor**  
**Luiz Antônio – Sao Paulo**

Leidiane joined ArborGen's Luiz Antônio facility in October 2023 and has since demonstrated the kind of rapid professional development that reflects the quality of ArborGen's talent identification and workforce investment.

Beginning in the shipping area, she quickly distinguished herself through performance and initiative, transitioning into the role of greenhouse irrigator, before being promoted to Irrigation Team Leader and subsequently to Production Supervisor. In this capacity, she oversees multiple operational teams across staking, containerised seedlings and greenhouse functions.

Leidiane's advancement demonstrates that the company's people strategy is delivering measurable outcomes: identifying capability early, providing structured opportunity, and retaining high-potential employees across its operations.

## Our Leadership Team

ArborGen's leadership team consists of experienced professionals whose expertise drives our success.

Their knowledge helps us adapt to industry changes, maintain progress toward our goals, and support continued growth.

Justin Birch stepped down as CEO on 8 June 2026 (post-financial year end), following three years with the company. Patrick Cumbie has been appointed interim CEO while a search process is undertaken by the Board.



**Patrick Cumbie**  
Interim CEO/ Vice President  
of Product Development  
Joined: July 2010



**Wagner Itria Jr.**  
General Manager, Operations, Brazil  
Joined: June 2026



**Christina Green**  
Chief Financial Officer  
Joined: March 2024



**Gene Bickerstaff**  
Director Operations US  
Joined: November 2007



**Jason Watson**  
Vice President of US Sales  
Joined: August 2012

## Our Board

Our Board consists of highly experienced Directors whose diverse skills and expertise contribute significant value to ArborGen. Profiles of the Directors are available online at [www.arborgenholdings.com/board-of-directors](http://www.arborgenholdings.com/board-of-directors).

ArborGen's Board demonstrates strong governance and effective oversight of the company's strategy and operations. Each year, we provide a detailed report on our corporate governance framework and practices – this can be found on pages 62 to 74. Key governance documents are also accessible via our website.



David Knott  
Chairman<sup>(1)</sup>  
Appointed 19 August 2021



George Adams  
Independent Director  
Appointed 12 August 2019



Thomas Avery  
Independent Director  
Appointed 18 July 2018



Ozey Horton  
Independent Director  
Appointed 11 July 2018



Paul Smart  
Independent Director  
Appointed 21 August 2018

(1) The Board has determined that Mr Knott is not an Independent Director as defined under the NZX Listing Rules because he is a substantial product holder of the Company.

# Adjusted US GAAP Reconciliation

Fiscal year ending March 2026		US\$m
US GAAP		
	Revenue	68.2
	Gross margin (excluding DDA)	22.4
Less	SG&A	(9.6)
Less	R&D	(2.5)
Plus	Other income (expense)	1.2
<b>Adjusted US GAAP EBITDA <sup>(3) (4)</sup></b>		<b>11.5</b>
Adjustments		
	Gain on sale of parcel of land	0.2
	Gain from ERC credits	0.8
<b>US GAAP EBITDA <sup>(1) (2)</sup></b>		<b>12.5</b>

(1) Under US GAAP, from a statutory reporting perspective, the classification of the expense items, and other significant items in this table may differ from what is presented in the consolidated financial statements.

(2) US GAAP EBITDA excludes NZ public company costs.

(3) Adjusted US GAAP EBITDA excludes one-off and unusual items which may include restructure costs, impairments and write downs on assets, acquisition/sale transaction costs and other one-off items. In FYE26, one-off and unusual items were a \$200k gain on sale of a parcel in Texas and an \$800k gain for recognising an ERC tax credit for which statute of limitations for potential audit has passed.

(4) The Company uses Adjusted US GAAP EBITDA when discussing financial performance. This is a non-GAAP financial measure and is not recognised within IFRS. Non-GAAP financial measures should not be viewed in isolation nor considered as a substitute for measures reported in accordance with GAAP. Management believes that Adjusted US GAAP EBITDA provides useful information, as it is used internally to evaluate performance, and it is also a measure that equity analysts focus on for comparative company performance purposes, as the measure removes distortions caused by differences in asset age, depreciation policies and debt:equity structures.

# Financial Statements

For the year ended 31 March 2026

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## Consolidated Income Statement

For the year ended 31 March 2026

	Notes	Year ended March 2026 US\$m	Year ended March 2025 US\$m
Revenue	24	68.2	63.2
Cost of sales	7	(48.4)	(45.0)
<b>Gross profit</b>		<b>19.8</b>	<b>18.2</b>
Intellectual property amortisation	7	(6.1)	(6.1)
Administration expense		(13.5)	(13.3)
<b>Operating earnings excluding items below</b>		<b>0.2</b>	<b>(1.2)</b>
Impairment	13 & 16	(1.7)	(21.8)
Employee retention credit (ERC) tax credit	7	0.8	–
Sale of assets	7	0.2	2.2
<b>Operating loss before financing expense</b>		<b>(0.5)</b>	<b>(20.8)</b>
Financial income		0.5	0.3
Financing expense		(3.4)	(2.0)
<b>Loss before taxation</b>		<b>(3.4)</b>	<b>(22.5)</b>
Tax benefit (expense)	8	(4.1)	1.0
<b>Net loss after tax</b>		<b>(7.5)</b>	<b>(21.5)</b>
Earnings per share – basic	19	(0.0148)	(0.0423)

The accompanying notes form part of, and are to be read in conjunction with, these consolidated financial statements.

## Consolidated Statement of Comprehensive Income

For the year ended 31 March 2026

	Notes	Year ended March 2026 US\$m	Year ended March 2025 US\$m
<b>Net loss after tax</b>		<b>(7.5)</b>	<b>(21.5)</b>
Items that may be reclassified to the Consolidated Income Statement:			
Movement in currency translation reserve	20	1.9	(1.7)
Movement in hedge reserve	20	(0.2)	(0.3)
<b>Other comprehensive earnings (loss) (net of tax)</b>		<b>1.7</b>	<b>(2.0)</b>
<b>Total comprehensive loss</b>		<b>(5.8)</b>	<b>(23.5)</b>

## Consolidated Statement of Changes in Equity

For the year ended 31 March 2026

	Notes	Year ended March 2026 US\$m	Year ended March 2025 US\$m
<b>Total comprehensive loss</b>		<b>(5.8)</b>	<b>(23.5)</b>
Movement in ArborGen Holdings shareholders' equity:			
Movement in issued capital	19	0.4	(0.2)
Movement in share-based payment reserve	20	(0.4)	(0.4)
<b>Total movement in shareholder equity</b>		<b>(5.8)</b>	<b>(24.1)</b>
Opening Group equity		124.6	148.7
<b>Closing Group equity</b>		<b>118.8</b>	<b>124.6</b>

The accompanying notes form part of, and are to be read in conjunction with, these consolidated financial statements.

## Consolidated Statement of Cash Flows

For the year ended 31 March 2026

	Notes	Year ended March 2026 US\$m	Year ended March 2025 US\$m
Cash was provided from operating activities			
Receipts from customers		67.1	64.4
Cash provided from operating activities		67.1	64.4
Payments to suppliers, employees and other		(61.7)	(60.0)
Tax paid		(1.7)	(1.7)
Cash (used in) operating activities		(63.4)	(61.7)
<b>Net cash from / (used in) operating activities</b>		<b>3.7</b>	<b>2.7</b>
Interest received		0.5	0.3
Proceeds on sale of fixed assets	7	0.5	4.1
Investment in fixed assets	13	(4.1)	(7.8)
<b>Net cash from / (used in) investing activities</b>		<b>(3.1)</b>	<b>(3.4)</b>
Debt drawdowns	18	28.7	28.5
Repayment of lease liabilities		(2.8)	(1.9)
Debt repayment	18	(25.6)	(24.0)
Interest paid		(2.5)	(3.0)
Repurchase of warrants and / or share buyback	19	–	(0.5)
<b>Net cash from / (used in) financing activities</b>		<b>(2.2)</b>	<b>(0.9)</b>
<b>Net movement in cash</b>		<b>(1.6)</b>	<b>(1.6)</b>
Opening cash, liquid deposits and restricted cash		3.5	5.6
Effect of exchange rate changes on net cash		0.3	(0.5)
<b>Closing cash and cash equivalents</b>	9	<b>2.2</b>	<b>3.5</b>
Net loss after taxation		(7.5)	(21.5)
Adjustment for:			
Financial income		(0.5)	(0.3)
Financing expense		3.3	2.0
Depreciation and amortisation		8.4	10.3
Tax expense		4.1	(1.0)
Foreign exchange		0.3	(0.5)
Other non cash items		3.3	21.8
Cash flow from operations before net working capital movement		11.4	10.8
Trade and other receivables		0.7	(0.3)
Inventory		(3.7)	(3.3)
Trade and other payables		(3.0)	(2.8)
Net working capital movement		(6.0)	(6.4)
Cash tax paid		(1.7)	(1.7)
<b>Net cash from / (used in) operating activities</b>		<b>3.7</b>	<b>2.7</b>

The accompanying notes form part of, and are to be read in conjunction with, these consolidated financial statements.

# Consolidated Balance Sheet

As at 31 March 2026

	Notes	March 2026 US\$m	March 2025 US\$m
<b>Current assets</b>			
Cash and cash equivalents	9	2.2	3.5
Trade and other receivables	10	12.0	12.8
Inventory	11	42.0	38.4
Assets held for sale	13	10.9	13.6
<b>Total current assets</b>		<b>67.1</b>	<b>68.3</b>
<b>Non-current assets</b>			
Fixed assets	13	29.6	27.6
Derivative financial instruments	5 & 27	0.1	0.3
Right-of-use assets	14	14.1	8.7
Intellectual property	15 & 16	54.1	60.2
Other assets		2.2	–
Deferred taxation asset	12	7.2	10.4
<b>Total non-current assets</b>		<b>107.3</b>	<b>107.2</b>
<b>Total assets</b>		<b>174.4</b>	<b>175.5</b>
<b>Current liabilities</b>			
Trade, other payables and provisions	17	(10.0)	(12.9)
Current lease obligation	22	(2.3)	(1.7)
Current debt	18	(1.6)	(1.8)
Current taxation liability		(1.1)	(0.4)
<b>Total current liabilities</b>		<b>(15.0)</b>	<b>(16.8)</b>
<b>Term liabilities</b>			
Term debt	18	(25.7)	(22.6)
Lease obligation	22	(11.4)	(6.5)
Deferred taxation liability	12	(2.9)	(4.2)
Other (security deposit)		(0.6)	(0.8)
<b>Total term liabilities</b>		<b>(40.6)</b>	<b>(34.1)</b>
<b>Total liabilities</b>		<b>(55.6)</b>	<b>(50.9)</b>
<b>Net assets</b>		<b>118.8</b>	<b>124.6</b>
<b>Equity</b>			
Share capital	19	203.6	203.2
Reserves	20	(84.8)	(78.6)
<b>Total Group equity</b>		<b>118.8</b>	<b>124.6</b>



Chairman of the Board



Audit Committee Chairman

29 May 2026

The accompanying notes form part of, and are to be read in conjunction with, these consolidated financial statements.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## 1. General Information

ArborGen Holdings Limited (ArborGen Holdings) is an international forestry genetics business. ArborGen Holdings, a limited liability company incorporated in New Zealand, is listed on the New Zealand stock exchange. As at 31 March 2026 ArborGen Holdings had one investment ArborGen Inc (100%).

## 2. Approval of Accounts

These consolidated financial statements have been prepared on a consolidated Group basis and were approved for issue by the Board of Directors on 29 May 2026.

## 3. Basis of Presentation

The financial statements presented are those of ArborGen Holdings Limited (the Company) and Subsidiaries (the Group).

### **Basis of preparation**

The Company is an FMC reporting entity for the purposes of the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013.

The presentation currency used in the preparation of these financial statements is United States dollars (US\$), rounded to the nearest hundred thousand dollars.

### **Basis of measurement**

The financial statements have been prepared on the historical cost basis with the exception of certain items as identified in specific accounting policies.

### **Statement of compliance**

The financial statements have been prepared in accordance with New Zealand equivalents to IFRS Accounting Standards (NZ IFRS) and IFRS Accounting Standards. The financial statements are in compliance with NZ IFRS and IFRS Accounting Standards. The Group has designated itself as a profit-oriented entity for the purposes of compliance with NZ IFRS and IFRS Accounting Standards.

The financial statements have been prepared in accordance with the requirements of the Financial Markets Conduct Act 2013 and comply with generally accepted accounting practice in New Zealand (NZ GAAP).

### **Chief operating decision-makers**

The chief operating decision-makers are the Board of Directors who jointly make strategic decisions for ArborGen Holdings.

## 4. Material Accounting Policies

### **Accounting Policies**

All material accounting policies are set out on the following pages. There have been no changes made to accounting policies during the year. All mandatory amendments and interpretations have been adopted in the current year. None had a material impact on these financial statements.

At the date of authorisation of these financial statements, the Group has not applied the new and revised NZ IFRS standards and amendments that have been issued but are not yet effective. In May 2024, the New Zealand Accounting Standards Board introduced NZ IFRS 18 Presentation and Disclosure in Financial Statements (effective for reporting periods beginning on or after 1 January 2027). This standard replaces NZ IAS 1 Presentation of Financial Statements. The Group has recently reviewed the impacts of IFRS 18.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

NZ IFRS 18 requires the income statement to be defined in the following sections:

- Operating;
- Investing;
- Financing;
- Income taxes; and
- Discontinued Operations.

NZ IFRS 18 also requires:

- Goodwill to be shown separately in the financial statements;
- Cash flows from interest and dividends received to be shown as investing activities in the statement of cash flows;
- Cash flows from interest and dividends paid to be shown as financing activities in the statement of cash flows; and
- The Group must disclose and thus have audited, any management-defined performance measures (MPMs), these being subtotals of income and expenses that management uses outside the financial statements to publicly communicate their view of financial performance.

The Group does not expect a material impact on reported earnings or financial position. However, NZ IFRS 18 will result in changes to the presentation of the income statement, classification within the statement of cash flows, and enhanced disclosures, including those relating to management-defined performance measures, which may be significant.

The changes to MPMs are expected to have a more significant impact on the financial statements, as US Adjusted GAAP EBITDA is currently a key metric that is utilised by management. Net income, supplemented by more detailed segment reporting as the net income level, would represent the most suitable alternative that satisfies all outlined criteria. Alternatively, Operating profit before Depreciation and Amortisation would be an appropriate alternative, which is the IFRS-based EBITDA proxy.

This change will affect the financials at 31 March 2028. Accordingly, the Group will have sufficient time to evaluate and implement any necessary revisions to financial measures reported in the annual report, ensuring that both shareholders and management receive clear and relevant information.

## **Use of Estimates and Judgement**

The preparation of financial statements in conformity with NZ IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The principal areas of judgement in preparing these financial statements are:

### ***Deferred taxation (note 12)***

The measurement of deferred taxation assets and liabilities reflects the tax consequences that would follow from the manner that the Group expects, at balance date, to recover or settle the carrying amount of its assets and liabilities. The carrying values of tax assets and liabilities are also affected by the estimates and judgements.

### ***ArborGen cash generating unit impairment (note 16)***

The carrying value of the Group's non-current assets is assessed in accordance with the Impairment policy on page 47. Performing these assessments generally requires management to estimate future cash flows to be generated by the ArborGen cash generating unit ("CGU"), which entails making judgements about the expected future performance and cash flows of the CGU and the appropriate discount rate to apply when valuing future cash flows.

The carrying values of assets acquired are also affected by the estimates and judgements applied to capitalisation of developmental expenditure and the amortisation period for intellectual property of 17 years, see Intellectual property policy on page 46.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## Basis of Consolidation

### **Subsidiaries**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

- Has the power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. ArborGen is a subsidiary of ArborGen Holdings Limited.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, the results of subsidiaries acquired or disposed of during the year are included in profit or loss from the date the Company gains control until the date when the Company ceases to control the subsidiary. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with the Group's accounting policies. All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

## Functional Currency

### **Foreign operations**

Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the functional currency). The consolidated financial statements are presented in US\$ (the presentation currency).

The assets and liabilities of all the Group companies that have a functional currency that differs from the presentation currency, including goodwill and fair value adjustments arising on consolidation, are translated to the presentation currency at foreign exchange rates ruling at balance date. Income and expense items are translated at the average exchange rates for the period. All exchange differences arising from the translation of foreign operations are recognised in the foreign currency translation reserve.

### **Transactions**

Transactions in currencies other than the functional currency are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency at balance date are translated to the functional currency at the foreign exchange rate ruling at that date, with foreign exchange differences arising on translation being recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a currency other than the functional currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities that are stated at fair value in a currency other than the functional currency are translated using the exchange rate ruling at the date the fair value was determined.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## Valuation of Assets

### **Land, buildings, plant and equipment**

Land, buildings, plant and equipment are stated at historical cost less accumulated depreciation and impairment. Land is not depreciated. Depreciation on other fixed assets is calculated using the straight-line method. Expected useful lives are:

Buildings	25 to 40 years
Plant and equipment	3 to 15 years.

### **Inventory**

Trading inventory, raw materials and work in progress are valued at the lower of cost or net realisable value. Cost includes direct costs and overheads at normal operating levels and excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable selling costs.

### **Intellectual property**

Intellectual property is amortised over the useful life of the assets. Intellectual property relates primarily to output from ArborGen Inc's research activities and is reviewed at least annually for impairment. In line with our policy, we have reviewed the useful life each balance date and adjusted if appropriate. The useful life of intellectual property has been assessed as 17 years. In assessing the useful life we considered the advancements in technology, such as genomics, and the ability of these new technologies to impact the product development lifecycle. Whilst we still believe there are significant technological difficulties in replicating our advanced genetics products, we believe that these new technologies potentially impact the product development life cycle. These new technologies will also benefit ArborGen increasing our ability to accelerate new product development. Consequently, we believe that a useful life of 17 years is appropriate.

### **Trade and other receivables**

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for expected credit losses.

The Company applies the simplified approach to measuring expected credit losses which uses a lifetime expected credit loss allowance for all trade receivables as they all display the same risk profile. The measurement of expected credit losses is a function of the probability of default, loss given default and the exposure at default. The Company considers an event of default as occurring when information obtained (internally and externally) indicates a debtor is unlikely to pay its creditors including the Company. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information relating to the debtor and general economic conditions of the debtors. As for the exposure at default, this is represented by the assets' gross carrying amount at the reporting date.

### **Cash and cash equivalents**

Cash and cash equivalents comprises cash balances and call deposits. 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 for the purpose of the statement of cash flows.

### **Assets held for sale and discontinued operations**

Assets held for sale are assets whose carrying value will be recovered principally through sale rather than through continuing use. Assets held for sale are stated at the lower of their carrying amount and fair value less costs to sell and are not depreciated or amortised while they are classified as held for sale.

A discontinued operation is a component of the Group's business that represents a separate major line of business. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### **Impairment – non financial assets**

The carrying amounts of the Group's assets are reviewed regularly, including at each reporting date, to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated and whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount, an impairment loss is recognised. Impairment losses are recognised in the income statement.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units, and then to reduce the carrying amount of other assets in the cash-generating unit on a pro-rata basis.

The recoverable amount of non-financial assets is the greater of their fair value less costs to sell or value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. With the exception of goodwill, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

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.

### **Valuation of Liabilities**

#### **Trade and other payables**

Trade and other payables are stated at amortised cost.

#### **Provisions**

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the Group's best estimate of the expenditure required to settle the present obligation. Provisions are determined by discounting the expected future cash flows at a rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

#### **Interest-bearing borrowings**

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest rate basis.

#### **Deferred income tax**

Deferred income tax is provided in full, using the balance sheet method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects neither accounting, nor taxable, profit or loss nor gives rise to equal taxable or deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. The measurement of deferred taxation assets and liabilities reflects the tax consequences that would follow from the manner that the Group expects, at balance date, to recover or settle the carrying amount of its assets and liabilities. Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### **Hedge accounting**

The Group designates certain derivatives as hedging instruments in respect of cash flow hedges. Interest rate swaps hedging interest rate exposure on issued debt are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationship meets all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the Group applies a hedge ratio of 1:1.

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss. The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is reclassified immediately to profit or loss.

### **Items carried at fair value**

The items which are carried at fair value include derivative financial instruments. These items are classified into the following levels in the fair value measurement hierarchy:

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); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## Income Determination

### **Revenue recognition**

Revenue is measured based on consideration specified in a contract with a customer and is recognised when control over a good or service transfers to a customer. Revenue excludes amounts collected on behalf of third parties and is net of any value added tax, rebates, returns and discounts, and after eliminating sales within the Group.

The Group's revenues are earned from the sale of seedlings or treestocks and logistics services to some customers. Seedling or treestock revenue is recognised, either when the goods are dispatched or when goods have reached their destination, depending on the terms and agreements with customers and when documentary evidence supports the customer taking ownership and control of the product. Logistics and other services revenue is recognised over the period the service is provided.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## **Goods sold**

Revenue from the sale of goods is recognised in the income statement when control over a good or service transfers to a customer. Products are generally sold with volume discounts and customers have a right to return faulty product. Sales are recorded based on the price negotiated with the customer, net of estimated volume discounts and returns. Historical experience is used to estimate the level of returns likely and volume rebates are calculated on a preset formula.

## **Government grants**

Government grants are not recognised until there is reasonable assurance that the grants will be received and that the Group will comply with the conditions attaching to them. Government grants are recognised in the income statement on a systematic basis over the periods in which the Group recognises as an expense the related costs for which the grants are intended to compensate.

## **Investment income**

Interest income is recognised in the income statement as it accrues, using the effective interest method.

## **Finance expense**

Finance expenses comprise interest payable on borrowings calculated using the effective interest method.

## **Leases**

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a Right-Of-Use (ROU) asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses its incremental borrowing rate.

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

- Fixed lease payments (including in-substance fixed payments), less any lease incentives receivable;
- Variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- The amount expected to be payable by the lessee under residual value guarantees;
- The exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- Payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the consolidated statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

The Group remeasures the lease liability (and makes a corresponding adjustment to the related ROU asset) whenever:

- The lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.
- The lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in these cases the lease liability is remeasured by discounting the revised lease payments using an unchanged discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- A lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group did not make any such adjustments during the periods presented.

The ROU assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

ROU assets are depreciated over the shorter period of the lease term and useful life of the underlying asset. The estimated useful lives of ROU assets are determined on the same basis as similar owned assets within fixed assets. If a lease transfers ownership of the underlying asset or the cost of the ROU asset reflects that the Group expects to exercise a purchase option, the related ROU asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The ROU assets are presented as a separate line in the consolidated statement of financial position.

The Group applies NZ IAS 36 to determine whether a ROU asset is impaired and accounts for any identified impairment loss as described in the Impairment policy.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the ROU asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs.

In the event a right is exercised for a purchase option in a lease to acquire the underlying asset from the lessor the cost of the underlying asset (recognised as an item of property, plant and equipment) is measured at the net carrying amount of the ROU asset at the time of transfer.

### **Research costs**

All research costs are recognised as an expense when incurred.

### **Income tax**

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at balance date, and any adjustment to tax payable in respect of previous years.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## Employee Benefits

### **Share-based payments**

The grant-date fair value of equity-settled share-based payment arrangements granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards.

### **Short-term and other long-term employee benefits**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

### **Segmental Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-makers. The Group has one reportable segment, being forestry genetics. The Group's geographical disclosures are based on both the location of customers and primary location of assets (refer to note 24 segmental information summary).

### **Goods and Services Tax (GST)**

The income statement, statement of comprehensive income and statement of cash flow have been presented exclusive of GST. All items in the balance sheet are stated net of GST, except for receivables and payables, which include GST invoiced.

### **Comparatives**

There have been no changes to prior year comparatives.

### **Future NZ IFRS Pronouncements**

Standards or interpretations issued but not yet effective and relevant to the Group have not been incorporated into the financials statements or notes for FYE2026.

## 5. Financial Risks

This note presents information about the Group's potential exposure to financial risks that the Group has identified; the Group's objectives, policies and processes for managing those risks; the estimation of fair values of financial instruments; and the Group's management of capital. Quantitative disclosures of some of the key financial risks are made below.

### *5.1 Foreign exchange risk*

Both ArborGen Holdings and ArborGen Inc are US functional currency entities, operating in three geographies – the United States, Brazil and New Zealand. Generally, there are limited cash flows between New Zealand and the US, and the foreign exchange risk is limited to the translation effect on its net earnings and balance sheet from movements in the USD against the NZD.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 5.2 Credit risk

The Group is at risk of customer default on payment for treestocks at the conclusion of a growing season. This risk is mitigated by dealing with a wide-range of customers in multiple markets and by securing up-front deposits from selected customers for the treestocks it grows each year. The nature of nursery activity is such that its customers tend to require yearly repeat business, and historically customer payment defaults have not been material to the business. However, in the US market (the Group's largest market), as treestock orders are not considered to be unconditional until late in the season each year, there remains the risk that orders cancelled prior to collection may not be able to be sold to other customers during the remaining season.

### 5.3 Liquidity risk

The Group has four banking facilities (in total \$34.5 million (2025: \$35.8 million)) with two banks in the United States; a \$6.8 million reducing loan (2025: \$7.2 million) which matures in May 2036, a new facility for \$2.2 million for the purchase of Texas Jasper nursery in March 2024 which matures in March 2044, a \$20 million revolver (2025: \$17 million), which expires in April 2029 and a \$8.7 million mortgage expiring in April 2029 (2025: \$9.1 million). These facilities are used to fund the Group's working capital and capital expenditure needs. If any of these facilities were not to be renewed then the Group may need to obtain similar facilities from other banks, or an equivalent amount of funding may need to be provided through a capital raising event.

The \$8.7 million dollar facility noted above is secured by a building that is held for sale. This building has a purchase and sale agreement signed on 27 April 2026, which is now in due diligence phase. Regardless of the outcome, the building continues to be marketed and is expected to be sold within the coming fiscal year. This will eliminate the \$8.7 million dollar line of credit.

Liquidity risk management requires the maintenance of available cash combined with the availability of funding to meet the Company's needs as they develop. Forecasts are prepared of cash requirements to ensure there are financial resources in place to meet its day-to-day operating and investment needs. In addition, the Group has performed sensitivity analysis on key assumptions underlying the liquidity forecast to assess the robustness of the going concern conclusion:

- Delays in the completion of the building sale;
- Reduction in forecasted operating cash flows; and
- Other risks related to cash collections.

Management has considered these financing arrangements together with the Company's projected operating cash flows, planned asset sale, and the sensitivities in cash flow and has determined the Company will have sufficient resources to meet its obligations through to 31 May 2027.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 5.4 Interest rate risk

The Group has facilities that are either fixed or floating depending on their nature and use. Fixed interest rate facilities include the \$6.8 million reducing loan facilities and the \$8.7 million mortgage facility fixed rate of 5.75%. The US revolver facility is a floating rate facility. Both the mortgage and revolver facilities have the interest rate based on the Secured Overnight Financing Rate (SOFR).

#### *Interest rate swap contracts*

Under interest rate swap contracts, the Group agrees to exchange the difference between fixed and floating rate interest amounts calculated on agreed notional principal amounts. Such contracts enable the Group to mitigate the risk of changing interest rates on the fair value of issued fixed rate debt held and the cash flow exposures on the issued variable rate debt held. The fair value of interest rate swaps at the reporting date is determined by discounting the future cash flows using the curves at the reporting date and the credit risk inherent in the contract and is disclosed below. The average interest rate is based on the outstanding balances at the end of the financial year.

The Group adopts a policy of ensuring that between 50% and 80% of its interest rate risk exposure is at a fixed rate. This is achieved partly by entering into fixed-rate instruments and partly by borrowing at a floating rate and using interest rate swaps as hedges of the variability in cash flows attributable to movements in interest rates. The Group applies a hedge ratio of 1:1.

The Group determines the existence of an economic relationship between the hedging instrument and hedged item based on the reference interest rates, tenors, repricing dates and maturities and the notional or par amounts. The Group assesses whether the derivative designated in each hedging relationship is expected to be effective in offsetting changes in cash flows of the hedged item using the hypothetical derivative method.

### 5.5 Capital risk

ArborGen Holdings' capital includes share capital, reserves and retained earnings, and ArborGen Holdings manages capital in such a manner as to maintain stakeholder confidence and safeguard ArborGen Holdings' ability to continue as a going concern, whilst also maximising the return for shareholders and sustaining resources for the future development of the business. In order to maintain or adjust the capital structure ArborGen Holdings may, pay dividends or return capital, or issue new shares or sell assets.

## 6. Reporting Currency

The Group reports in United States dollars (US\$), consequently all financial numbers are in US\$ unless otherwise stated.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 7. Operating Expenses Include

	Note	Year ended March 2026 US\$m	Year ended March 2025 US\$m
Depreciation and amortisation included in:			
Cost of sales expense		(3.6)	(2.8)
Intellectual property amortisation	15	(6.1)	(6.2)
Administration expense: general and administration		(1.0)	(0.9)
Total depreciation and amortisation		(10.7)	(9.9)
Cost of inventory expensed in cost of sales		(48.4)	(45.0)
Employee and other extraordinary related expenses (excluding restructuring and transaction-related expenses)		15.6	(15.0)
Sale of Assets <sup>(1)</sup>		0.2	2.2
ERC <sup>(2)</sup>		0.8	–
Value added taxation - valuation allowance		–	0.2
CEO transition and other		1.0	2.4

(1) ArborGen sold its in vitro business which resulted in a gain on sale of \$2.2 million in FYE2025.

(2) In FYE2023, a portion of an ERC credit received was deferred from income recognition until the three year statute of limitations for potential audit had passed. Thus, a liability was recorded for \$843,000. This deadline has now passed and the \$843,000 can be recognised as income.

### 8. Income Tax Expense

	Note	Year ended March 2026 US\$m	Year ended March 2025 US\$m
Profit (loss) before taxation		(3.4)	(22.5)
Taxation at 28%		1.0	6.3
Adjusted for:			
Permanent differences		(1.8)	(6.1)
Timing differences		(3.0)	0.2
Change in deferred tax liability	12	1.3	1.1
Rate differential		(1.6)	(0.5)
<b>Taxation (expense) / benefit</b>		<b>(4.1)</b>	<b>1.0</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 9. Cash, Liquid Deposits and Restricted Cash

At 31 March the Group held total cash and liquid deposits of \$2.2 million (2025: \$3.5 million).

### 10. Trade and Other Receivables

	March 2026 US\$m	March 2025 US\$m
Trade debtors	11.0	10.0
Prepayments	1.0	2.7
Other receivables	–	0.1
<b>Trade and other receivables</b>	<b>12.0</b>	<b>12.8</b>

Details of the expected credit loss provision associated with trade debtors have been considered in note 27.

### 11. Inventory

	March 2026 US\$m	March 2025 US\$m
Finished goods – seedlings	6.6	4.1
Work in progress – seedlings <sup>(1)</sup>	3.4	2.3
Finished goods – seed	25.0	22.6
Work in progress – seed <sup>(2)</sup>	7.0	9.4
<b>Inventory</b>	<b>42.0</b>	<b>38.4</b>

(1) Work in progress – seedlings, is principally preparation costs for seedling crops.

(2) Work in progress – seed, is principally costs associated with seed production activities and harvesting seed to be sown as a future crop.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 12. Deferred Taxation

	Note	Balance 1 April 2024 US\$m	Movement in period US\$m	Balance 31 March 2025 US\$m
<b>Deferred taxation asset</b>				
Net operating losses	8	10.8	(0.4)	10.4
<b>Deferred taxation asset as at 31 March 2025</b>		<b>10.8</b>	<b>(0.4)</b>	<b>10.4</b>
<b>Deferred taxation liability</b>				
Intellectual property	8	(7.0)	2.8	(4.2)
<b>Deferred taxation liability as at 31 March 2025</b>		<b>(7.0)</b>	<b>2.8</b>	<b>(4.2)</b>

	Note	Balance 1 April 2025 US\$m	Movement in period US\$m	Balance 31 March 2026 US\$m
<b>Deferred taxation asset</b>				
Net operating losses <sup>(1)</sup>	8	10.4	(3.2)	7.2
<b>Deferred taxation asset as at 31 March 2026</b>		<b>10.4</b>	<b>(3.2)</b>	<b>7.2</b>
<b>Deferred taxation liability</b>				
Intellectual property	8	(4.2)	1.3	(2.9)
<b>Deferred taxation liability as at 31 March 2026</b>		<b>(4.2)</b>	<b>1.3</b>	<b>(2.9)</b>

(1) The movement in the period of (\$3.2) million includes impacts from prior periods of (\$1.0) million as a result of a proactive review which identified potential structural risks from historical periods covering the tax years of 2022–2024.

ArborGen measures its deferred tax liability for the temporary difference arising on intellectual property to reflect the tax consequences that would follow from the manner that the Group expects to recover the carrying amount of the intellectual property. This is based on an assumption that there may be a sale prior to the end of its useful life.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 13. Fixed Assets

	March 2026 US\$m	March 2025 US\$m
Cost		
Land	12.8	12.9
Buildings	15.9	9.8
Plant and equipment	8.4	11.3
Total cost	37.1	34.0
Accumulated depreciation		
Buildings	(4.5)	(3.7)
Plant and equipment	(3.0)	(2.7)
Total accumulated depreciation	(7.5)	(6.4)
Net book value		
Land	12.8	12.9
Buildings	11.4	6.1
Plant and equipment	5.4	8.6
<b>Fixed assets net book value</b>	<b>29.6</b>	<b>27.6</b>
Domicile of fixed assets		
United States	24.2	23.7
Brazil	5.4	3.9
<b>Fixed assets net book value</b>	<b>29.6</b>	<b>27.6</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

	Land US\$m	Buildings US\$m	Plant and equipment US\$m	Total US\$m
<b>Fixed assets net book value</b>				
<b>31 March 2025</b>				
Opening net book value	12.9	18.8	4.9	36.6
Exchange differences	–	–	(0.2)	(0.2)
Additions	0.6	1.6	5.5	7.7
Transfer of assets held for sale to current assets <sup>(2)</sup>	(0.6)	(13.0)	–	(13.6)
Disposal of assets	–	(0.1)	(0.4)	(0.5)
Depreciation charge	–	(1.2)	(1.2)	(2.4)
<b>Fixed assets net book value as at 31 March 2025</b>	<b>12.9</b>	<b>6.1</b>	<b>8.6</b>	<b>27.6</b>
<b>31 March 2026</b>				
Opening net book value	12.9	6.1	8.6	27.6
Exchange differences	0.1	0.2	0.1	0.4
Additions	–	4.1	(0.7)	3.4
Transfer of assets held for sale to current assets <sup>(1)</sup>	–	4.1	(1.5)	2.6
Disposal of assets <sup>(2)</sup>	(0.2)	(0.1)	–	(0.3)
Impairment <sup>(3)</sup>	–	(1.7)	–	(1.7)
Depreciation charge	–	(1.3)	(1.1)	(2.4)
<b>Fixed assets net book value as at 31 March 2026</b>	<b>12.8</b>	<b>11.4</b>	<b>5.4</b>	<b>29.6</b>

(1) ArborGen's US headquarters building is currently for sale (refer to note 29).

(2) ArborGen sold 145 acres for \$475,000 of property in Texas. Net proceeds are shown impacting Land.

(3) ArborGen's US headquarters building has a Purchase and Sale Agreement which is currently in the due diligence period. The selling price is lower than the NBV of the building. In accordance with IFRS 5.15, upon classification as held for sale the Property is required to be measured at the lower of its carrying amount and fair value of costs to sell. The purchase price was measured by the selling price plus the NPV of a future payment. After this review, an impairment of \$1.7 million was prudent.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 14. Right-Of-Use Assets

	Land and Buildings US\$m	Plant and Equipment US\$m	Total US\$m
<b>Right-of-use assets net book value</b>			
<b>31 March 2025</b>			
Opening net book value	5.1	2.0	7.1
Additions	2.0	1.6	3.6
Disposals	(0.2)	–	(0.2)
Depreciation charge	(0.9)	(0.9)	(1.8)
<b>Right-of-use assets net book value as at 31 March 2025</b>	<b>6.0</b>	<b>2.7</b>	<b>8.7</b>
<b>31 March 2026</b>			
Opening net book value	6.0	2.7	8.7
Additions <sup>(1)</sup>	5.5	2.2	7.7
Disposals	–	–	–
Depreciation charge	(1.2)	(1.1)	(2.3)
<b>Right-of-use assets net book value as at 31 March 2026</b>	<b>10.3</b>	<b>3.8</b>	<b>14.1</b>

(1) During the FYE2026 year, an amendment to a lease agreement was completed for 17.91 hectares in Martinho Campos. The lease agreement retroactively restated the lease calculations to 1 April 2025 under this amendment. Thus, the entire fiscal year was impacted by this agreement. The new amendment calls for monthly cash indexed annually at 50% of the INPC and annual seedling payments of 2 million of "GG" clone, payable over the year within a specific 10 month planting season. There is a valuation established for the seedling and is subject to annual market rate adjustments as defined in the amendment. The lease commenced on 1 April 2025 and ends on 31 March 2035. An incremental borrowing rate from the May 2025 report for a 10-year least of 7.5% was utilised plus another 4% for Brazil, totalling 11.5%.

### 15. Intellectual Property

	Note	March 2026 US\$m	March 2025 US\$m
Opening balance		60.2	88.9
Impairment	16	–	(21.8)
Disposal of Asset <sup>(1)</sup>		–	(0.8)
Amortisation during period	7	(6.1)	(6.1)
<b>Intellectual property</b>		<b>54.1</b>	<b>60.2</b>
Total cost		104.3	104.3
Accumulated amortisations		(50.2)	(44.1)
<b>Intellectual property</b>		<b>54.1</b>	<b>60.2</b>

(1) Related to the amortisation of the IP associated with the in vitro business which was sold in FYE2024.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## 16. ArborGen Investment and Impairment

We regularly review the carrying value of ArborGen as a single cash generating unit to determine whether there has been a subsequent change in circumstances or conditions that requires an impairment to be taken through earnings. Our impairment review is undertaken on a 'Value-in-use' (VIU) basis, which is the estimated value that would be derived from our continued ownership and operation of the ArborGen business.

For the year ending 31 March 2026, (in line with the March 2025 approach) the 10-year model was updated to reflect:

- Forest Economic Adviser's (FEA) latest demand for saw timber in the US South;
- Revised MCP sales;
- Inflationary impact on production costs; and
- Consistent Brazil performance.

As of 31 March 2026, net assets were \$106 million with a market capitalisation of \$49.7 million. Given the gap between the market capitalisation and the net assets, ArborGen is required to complete an impairment test for the Group. Consistent with the approach taken in the prior year, our impairment analysis utilised a 10-year plus terminal DCF valuation model. This analysis showed an impairment is not required.

ArborGen can be impacted by climate risk and has a number of risk mitigation strategies in place, the costs of the mitigation strategies are captured in the model in annual capital expenditure and in the cost of production. Risks are also captured in the cost of equity calculation which impacts valuation. Our DCF impairment model values only the projected cash flows from the existing core markets (i.e. United States and Brazil). Separate demand projections are determined for each geography and end-use market. The total addressable seedling market for each geography is then estimated, as is seedling type, production technology employed, production costs and sales price.

The assumptions that have been utilised to derive the cash flows, are:

- Minimal organic growth in ArborGen's US loblolly market share;
- Flat to lower growth with some declines in the overall and addressable US loblolly market consistent with projections from FEA;
- Minimal 'real' price increases in individual US seedling products given the slower projected recovery in US sawn timber prices;
- Increasing inflationary only (3%) OP and MCP weighted average prices;
- Medium growth in the overall Brazilian eucalyptus forestry markets from current levels;
- That in the terminal year ArborGen's total advanced genetics seedling sales in the US represent 49% MCP adoption rate of its US Loblolly Pine;
- Continued expansion of ArborGen's eucalyptus offering leveraging licensed eucalyptus clones, and ArborGen's own advanced products; and
- ArborGen's advanced genetics sales as a percentage of its total eucalyptus in Brazil approaching 70% in the terminal year.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

These cash flows are discounted at a cost of capital that reflects the underlying risk inherent in the cash flow assumptions. The discount rate was calculated using the following:

- Capital Asset Price Model (CAPM) and the cost of debt based on the risk-free rate plus the option adjusted spread for BBB rated bonds;
- Cost of debt based on the risk-free rate;
- Nominal post-tax discount rate of 14.3%;
- Cost of equity with the average beta of guideline public companies from the timberland and ag / biotech sectors - 1.13;
- Small company size premium of 5.5%; and
- Country risk premium for Brazil.

The derived cost of equity for the US was 15.7% and 18.7% for Brazil, and the derived cost of debt was 4.5%. A terminal growth rate of 3% was assumed (i.e. 0% terminal growth).

As a means of assessing the sensitivity of the model to changes in assumptions, the MCP adoption rate was analysed along with other factors. The following sensitivities were reviewed which are key assumptions in the model outcome:

- MCP adoption rate capped as FYE2027 of 46%;
- Discount rate changes; and
- Terminal rate changes.

### Sensitivity Chart

				Enterprise Value	
				Goodwill Impairment	Variance to Base
Terminal year sensitivities enterprise value (increase / decrease) US\$ millions					
Base case	MCP terminal year adoption rate	49%		\$28.1	
	MCP terminal year adoption rate	46%	-3%	\$21.9	\$25.8
	WACC increased by 0.5%	14.7%	0.5%	\$21.1	\$25.0
	WACC increased by 1.0%	15.2%	1.0%	\$14.8	\$18.7
	Terminal growth rate	2.0%	-1%	\$13.5	\$17.4
	Terminal growth rate	1.0%	-2%	\$16.8	\$20.7

The Ridgeville building is being held for sale. This building is being sold at less than current NBV carrying loss. As such, there is an impairment of the building of \$1.7 million which will bring the value down to the lower of cost or market.

	Building US\$m
Gross asset value	\$16.4
Accumulated depreciation	\$(3.9)
Net book value	\$12.5
Current selling price	\$10.8
Impairment	\$1.7

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 17. Trade, Other Payables and Provisions

	March 2026 US\$m	March 2025 US\$m
Trade creditors	(6.1)	(8.1)
Accrued employee benefits <sup>(1)</sup>	(1.3)	(1.9)
Other payables	(1.0)	(1.3)
Royalties	(0.9)	(0.7)
Seedling mortality	(0.1)	(0.1)
Seedling deposits from customers <sup>(2)</sup>	(0.6)	(0.8)
<b>Trade, other payables and provisions</b>	<b>(10.0)</b>	<b>(12.9)</b>

(1) Includes accrued expense of \$0.3 million for FYE2025 being the cash component of the CEO's LTI plan.  
Refer notes 20 and 25.

(2) The deposits from customers will be recognised as revenue within 12 months as the seedlings are transferred to the customer.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 18. Term and Current Debt

	March 2026 US\$m	March 2025 US\$m
<b>Summary of repayment terms</b>		
Due for repayment:		
less than one year	(1.6)	(1.8)
between one and two years	(1.3)	(13.9)
between two and three years	(0.9)	(1.0)
between three and four years	(17.2)	(0.7)
between four and five years	(0.7)	(0.7)
after five years	(6.2)	(6.3)
<b>Total term and current debt</b>	<b>(27.9)</b>	<b>(24.4)</b>

	March 2026 %	March 2025 %
<b>Summary of interest rates by repayment period</b>		
Due for repayment:		
less than one year	6.05	5.49
between one and two years	5.90	4.95
between two and three years	5.83	5.82
between three and four years	5.85	5.87
between four and five years	5.96	5.93
after five years	5.32	5.99
<b>Current debt - weighted average interest rate</b>	<b>6.05</b>	<b>5.49</b>
<b>Term debt - weighted average interest rate</b>	<b>5.75</b>	<b>4.90</b>

The weighted average interest rates reflect the effective interest rate, inclusive of fee amortisations.

At 31 March 2026 the Group had debt facilities with the following banks:

- Synovus Financial Corporation (Synovus) and AgSouth Farm Credit.

The table below shows key metrics with each loan:

Bank	AgSouth 1	AgSouth 2	Synovus	Synovus Line of Credit
Facility	\$6.8m	\$2.2m	\$8.5m	20.0
Interest	4.95%	8.20%	5.75%	SOFR + 2.25%
Expiration	1-May-36	1-May-44	1-Apr-29	1-Apr-29
Annual Debt Repayment	\$0.600m	\$0.260m	N/A	N/A

At 31 March 2026 the Group held cash and liquid deposits of \$2.2 million (2025: \$3.5 million) and had debt of \$27.3 million and lease liabilities of \$13.7 million (2025: \$24.4 million of debt and \$8.2 million of lease obligations).

All covenants were met for the year ended 31 March 2026.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## 19. Capital

	March 2026 US\$m	March 2025 US\$m
<b>Share capital</b>		
Share capital at the beginning of the period	203.2	203.4
Redeem shares <sup>(2)</sup>	–	(0.5)
Vesting of shares – share plans <sup>(1)</sup>	0.4	0.3
<b>Share capital</b>	<b>203.6</b>	<b>203.2</b>

	March 2026	March 2025
<b>Number of shares</b>		
Opening shares on issue	520,848,638	526,957,789
Issued / Redeem shares <sup>(1)</sup>	(2,559,381)	(200,622)
Issued / Redeem shares <sup>(2)</sup>	–	(5,908,529)
Issue of shares <sup>(3)</sup>	4,429,043	–
<b>Number of shares on issue</b>	<b>522,718,300</b>	<b>520,848,638</b>

	March 2026	March 2025
<b>Treasury stock</b>		
Opening shares on issue	17,076,853	20,251,477
Issue of shares <sup>(1)</sup>	(2,522,071)	(3,174,624)
Vesting of shares	–	–
<b>Number of shares on issue</b>	<b>14,554,782</b>	<b>17,076,853</b>

	March 2026	March 2025
<b>Earnings per share (basic and dilutive)</b>		
Weighted average dilutive shares <sup>(4)</sup>	506,043,731	507,929,229
Weighted average basic shares	506,043,731	507,929,229
<b>EPS basic</b>	<b>(\$0.0148)</b>	<b>(\$0.0423)</b>
<b>EPS dilutive</b>	<b>(\$0.0148)</b>	<b>(\$0.0423)</b>

(1) Pursuant to Justin Birch's employment agreement an equity grant of restricted ordinary shares (Restricted Shares) equal to 4% of ordinary shares in ArborGen Holdings was made. The performance based shares vest at 50% on 1 June 2024 and 1 June 2025, subject to satisfaction of applicable performance criteria as determined by the compensation committee and related to terms of service.

(2) In accordance with the resolution passed at ArborGen Holdings Board of Directors' meeting held on 26 August 2024, a share buyback programme was approved for a total of US\$500,000 commencing in September 2024. In total, 5,908,529 shares were purchased to fulfill this programme.

(3) In accordance with the resolution passed at ArborGen Holdings Board of Directors' meeting held on 20 November 2025, a management LTI was approved and stock issued accordingly as outlined with the resolution. 6,742,052 shares were issued for management LTI while 7,812,730 shares were issued for the CEO LTI. 10,125,739 shares were cancelled.

All restricted shares have been issued to the "Restricted Shares Trust" and are treated as treasury stock until earned and vested.

(4) The shares held in treasury under the LTI are entirely performance based upon a three year time period and as such, as noted under IAS 33, the shares are not included in the diluted share calculation since to date, no shares have been earned under the performance criteria.

# Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

## 20. Reserves

	March 2026 US\$m	March 2025 US\$m
<b>Retained earnings</b>		
Opening balance	(77.2)	(55.7)
Net loss after tax	(7.5)	(21.5)
<b>Closing balance</b>	<b>(84.7)</b>	<b>(77.2)</b>
<b>Cash flow hedge reserve <sup>(1)</sup></b>		
Opening balance	0.3	0.6
Fair value gains / (losses) for the year	(0.2)	(0.3)
<b>Closing balance</b>	<b>0.1</b>	<b>0.3</b>
<b>Share-based payments reserve</b>		
Opening balance	0.4	0.8
Executive share plan - shares vested <sup>(2)</sup>	(0.4)	(0.3)
Executive share plan <sup>(3)</sup>	–	(0.1)
<b>Closing balance</b>	<b>–</b>	<b>0.4</b>
<b>Currency translation reserve</b>		
Opening balance	(2.1)	(0.4)
Translation of independent foreign operations	1.9	(1.7)
<b>Closing balance</b>	<b>(0.2)</b>	<b>(2.1)</b>
<b>Total reserves</b>	<b>(84.8)</b>	<b>(78.6)</b>

(1) The cash flow hedging reserve records the net movement of cash flow hedging instruments, being interest rate swaps. Refer to Notes 4, 5, 18 and 27.

(2) Justin Birch's employment agreement laid out the following:  
20,251,477 restricted shares : 50% time-based shares and 50% performance-based shares (refer to Note 10).

Year	Award	Share %
FYE2024	\$425,000	27%
FYE2025	\$167,162	27%

(3) Pursuant to Justin Birch's employment agreement, the movement in the share, based payment reserve represents an expense accrual that will be subsequently settled by the issuance of shares (see item 2 above).

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 21. Capital Expenditure Commitments

The are no capital expenditure commitments in the current period (2025: \$nil).

### 22. Lease Obligations

The expected future minimum rental payments required under leases (including capitalised finance leases) that have initial or remaining non-cancellable lease terms in excess of one year at 31 March 2026 are as follows:

	Note	March 2026 US\$m	March 2025 US\$m
Lease obligations are reconciled as follows:			
Current lease obligations	27	(2.3)	(1.7)
Future interest payments	27	(11.4)	(6.5)
<b>Total lease obligations</b>		<b>(13.7)</b>	<b>(8.2)</b>

Financing expense includes interest payments relating to lease obligations of \$1.3 million (2025: \$0.5 million).

The lease obligations relate predominately to the lease of nursery facilities and in total are \$5.3 million for the US and \$8.4 million for Brazil.

### 23. Remuneration

	Note	Year ended March 2026 US\$m	Year ended March 2025 US\$m
<b>Key management compensation</b>			
Salaries and other short-term employee benefits		2.2	2.0
Share-based payments	19	0.6	–
Other payments		–	0.8
		<b>2.8</b>	<b>2.8</b>

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 24. Segmental Information Summary

The Group has one reportable segment and the analysis is as follows:

	Year ended March 2026 US\$m	Year ended March 2025 US\$m
<b>Forestry genetics</b>		
Operating revenue	68.2	63.2
Impairment	(1.7)	(21.8)
Financing expense	(3.4)	(2.0)
Tax (expense) / benefit	(4.1)	1.0
Net earnings (loss)	(7.5)	(21.5)
Total assets	174.4	175.5
Liabilities	(55.6)	(50.9)
Capital expenditure	(4.1)	(7.7)
Depreciation and amortisation	(10.9)	(9.9)

The Group's geographical analysis is as follows:

	Year ended March 2026 US\$m	Year ended March 2025 US\$m
<b>South America</b>		
Operating revenue	30.2	25.7
Non-current assets	16.3	9.4
<b>North America</b>		
Operating revenue	38.0	37.5
Non-current assets	90.8	97.8
<b>Total Group</b>		
Operating revenue <sup>(1)</sup>	68.2	63.2
Non-current assets	107.1	107.2

(1) The Group's revenue represents sales of seedlings of \$68.2 million (2025: \$63.2 million).

### 25. Related Party Transactions and Balances

	Note	March 2026 US\$m	March 2025 US\$m
<b>Income Statement</b>			
Directors remuneration (excluding Non-executive Directors' Share Plan)	7	(0.2)	(0.1)
Former CEO severance <sup>(1)</sup>		–	(0.1)
<b>Balance Sheet</b>			
Incoming CEO LTI and STI plans <sup>(2)</sup>	17 & 20	–	0.6

(1) Upon cessation of employment Andrew Baum was issued shares and cash payments related to the separation agreement.

(2) Pursuant to the 2021 LTI plan an expense of \$0.6 million has been accrued and the liability was settled by the issuance of shares and cash.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### 26. Principal Operations

ArborGen Holdings Limited (a New Zealand incorporated limited liability company) is the holding company of the ArborGen Group. The principal subsidiaries, as at 31 March 2026, were:

	Country of Domicile	Interest % March 2026	Interest % March 2025	Balance Date	Principal Activity
<b>Principal subsidiaries</b>					
Rubicon Forests Holdings Limited	NZ	100	100	31 March	Holding company
Rubicon Industries USA LLC	USA	100	100	31 March	Holds ArborGen Inc investment
ArborGen Inc <sup>(1)</sup>	USA	100	100	31 March	Forestry genetics
<i>ArborGen Inc subsidiaries</i>					
ArborGen Comercio de Produtos Florestal Importacao e Exportacao LTDA	Brazil	100	100	31 March	Forestry genetics
ArborGen Tecnologia Florestal LTDA	Brazil	100	100	31 March	Holding company
ArborGen New Zealand Holding LLC	USA	100	100	31 March	Holding company

(1) ArborGen Holdings owns 100% of ArborGen Inc's issued share capital and has a 100% economic interest, following the repurchase of all outstanding warrants in May 2023.

### 27. Financial Instruments

#### (a) Market risk

##### (i) Exposure to currency risk

The functional currency of the Group is the US\$ and the risk to the Group's equity and earnings are from assets, liabilities, revenues and costs in currencies denominated in currencies other than US\$. The Group's exposure to foreign currency risks on financial instruments is shown in the following:

In US\$m	March 2026		March 2025	
	US\$	Non US\$	US\$	Non US\$
Cash, liquid deposits and restricted cash	0.1	2.1	(0.1)	3.6
Trade debtors and other receivables	6.1	4.2	6.6	3.5
Trade creditors and other payables	(6.9)	(3.1)	(10.7)	(2.2)
Current debt	(1.2)	(0.7)	(1.2)	(0.6)
Non-current debt	(25.1)	(0.4)	(21.6)	(1.0)
Lease obligation	(7.1)	(6.7)	(4.4)	(3.8)
Gross balance sheet exposure		(4.6)		(0.5)

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

The following exchange rates applied during the year:

	Average rate <sup>(1)</sup>		Spot rate	
	March 2026	March 2025	March 2026	March 2025
NZ\$:US\$	0.5874	0.5938	0.5844	0.5730
US\$:R\$	0.1838	0.1787	0.1908	0.1737

(1) These are merely arithmetical averages not hedged rates.

### Foreign exchange contracts

The Group had no foreign exchange contracts outstanding (2025: nil).

### Sensitivity Analysis - gross balance sheet exposure

Given the small size of the gross balance sheet exposure shown above, any movement in the NZ\$ and R\$ against the US\$ is unlikely to be material.

### (ii) Exposure to interest rate risk

The Group has \$27.3 million of debt at 31 March 2026 (2025: \$24.0 million), drawn at a mix of fixed and floating rates.

The weighted average interest rate of borrowings and interest rate hedges are shown in note 18 term and current debt.

## (b) Credit Risk

### (i) Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure, which at 31 March 2026 was \$12.5 million of trade and other receivables, and cash and liquid deposits (2025: \$13.6 million).

US cash and liquid deposits are only held with banks that are part of the Group's banking consortiums. In the event of default, cash balances may be set off against obligations owing by the Group to its lenders. Moody's credit ratings of the primary counterparties for cash and liquid deposits are all rated as investment grade. The status of trade debtors, is as follows:

	March 2026 US\$m	March 2025 US\$m
Neither past due or impaired	8.1	7.3
Past due but not impaired – 1 month	1.4	0.6
2 month	0.9	2.6
	10.4	10.5
Less provision for expected credit loss	(0.2)	(0.5)
Net trade debtors	10.2	10.0

ArborGen Inc has a strong history of trade debtor collections and there is no reason to believe that the debtors will not be collected.

## Notes to the Consolidated Financial Statements

For the year ended 31 March 2026

### (c) Liquidity risk

The following are contractual maturities of financial liabilities and net settled derivatives. The amounts disclosed are the contractual undiscounted cash flows.

	Carrying value US\$m	Total cash flows US\$m	0-6 months US\$m	6-12 months US\$m	1-2 years US\$m	2-5 years US\$m	Over 5 years US\$m
<b>Financial liabilities</b>							
<b>31 March 2025</b>							
Non derivative financial liabilities							
Trade and other payables	(8.2)	(8.2)	(8.2)	–	–	–	–
Debt	(24.4)	(29.5)	(5.7)	(0.9)	(10.5)	(3.8)	(8.7)
Lease obligation	(8.2)	(10.2)	(1.1)	(1.1)	(2.1)	(3.8)	(2.1)
<b>Financial liabilities as at 31 March 2025</b>	<b>(40.8)</b>	<b>(47.9)</b>	<b>(15.0)</b>	<b>(2.0)</b>	<b>(12.6)</b>	<b>(7.6)</b>	<b>(10.8)</b>
<b>31 March 2026</b>							
Non derivative financial liabilities							
Trade and other payables	(6.1)	(6.1)	(6.1)	–	–	–	–
Debt	(27.3)	(34.8)	(6.6)	(3.7)	(13.4)	(3.5)	(7.6)
Lease obligation	(13.7)	(12.4)	(1.3)	(1.3)	(2.3)	(5.1)	(2.4)
<b>Financial liabilities as at 31 March 2026</b>	<b>(47.1)</b>	<b>(53.3)</b>	<b>(14.0)</b>	<b>(5.0)</b>	<b>(15.7)</b>	<b>(8.6)</b>	<b>(10.0)</b>

## 28. Contingent Liabilities

Nothing to disclose.

## 29. Subsequent Events

The ArborGen Inc Ridgeville head office facility (the Property) which is legally owned by ArborGen Holdings' subsidiary Rubicon LLC was listed for sale in 2024, currently has a signed purchase agreement on the property, though closing is still contingent on upon due diligence.

# Independent Auditor's Report

To the Shareholders of ArborGen Holdings Limited



**Grant Thornton New Zealand Audit Limited**

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## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the consolidated financial statements of ArborGen Holdings Limited on pages 26 to 57 which comprise the consolidated balance sheet as at 31 March 2026, and the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of ArborGen Holdings Limited as at 31 March 2026 and of its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) issued by the New Zealand Accounting Standards Board and IFRS Accounting Standards issued by the International Accounting Standards Board.

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)) issued by the New Zealand Auditing and Assurance Standards Board. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with 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 the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants (including International Independence Standards)* (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, the Group.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Why the audit matter is significant	How our audit addressed the key audit matter
<p><b>ArborGen Cash Generating Unit – impairment assessment</b></p> <p>As set out in notes 15 and 16 of the consolidated financial statements, the Group has US\$54.1m of intellectual property recorded on its consolidated balance sheet.</p> <p>In addition to the above, the carrying amount of the Group's net assets as at 31 March 2026 was higher than the market capitalisation of the Group. There is an indicator of impairment identified as at 31 March 2026.</p> <p>The impairment assessment, as disclosed in note 16 is considered to be a key audit matter as a result of the significance of the intellectual property asset to the Group, and the level of judgement required when determining the value in use of ArborGen.</p> <p>To determine whether the carrying value of it's CGU is reasonable, management performed an impairment assessment on a value-in-use (VIU) basis.</p> <p>Impairment tests prepared by management were based on discounted cashflow models using Board approved budgets for the year ending 31 March 2027 and combined with forecasted cashflow for subsequent years.</p> <p>The key assumptions in assessing the CGUs carrying value were as follows:</p> <ul style="list-style-type: none"> <li>• Annual growth rate, in particular MCP and Price growth;</li> <li>• The terminal value growth rate; and</li> <li>• The pre-tax discount rate.</li> </ul>	<p>We have:</p> <ul style="list-style-type: none"> <li>• Assessed whether the methodology adopted was consistent with accepted valuation approaches of NZ IAS 36 <i>Impairment of Assets</i>;</li> <li>• Evaluated the Group's determination of CGUs and whether they were appropriate. This included reviewing internal management reporting to assess the level at which the Group monitors performance, comparing CGU's to our knowledge of the Group's operations and reporting systems, and reconciling assets allocated to CGUs to accounting records;</li> <li>• Obtained management's impairment assessments and tested the completeness and mathematical accuracy of the VIU calculations;</li> <li>• Challenged key assumptions to assess the models' compliance with NZ IAS 36, including but not limited to discount rates and terminal growth rates used;</li> <li>• Compared the forecasted cash flows used for FY27 to the Board approved forecast;</li> <li>• Tested the key data inputs and assumptions such as average selling prices linked to the projected uptake of the MCP products;</li> <li>• Assessed historical accuracy of previous forecasts to actual results achieved;</li> <li>• Performed sensitivity analysis on key assumptions to assess the impact on the carrying value of the CGU;</li> <li>• Ensured the disclosures in the consolidated financial statements properly reflect the judgements and estimates made by management.</li> </ul>

### **Information Other than the Consolidated Financial Statements and Auditor's Report thereon**

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report 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 audit opinion or assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in 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.

### **Directors' responsibilities for the Consolidated Financial Statements**

The Directors are responsible on behalf of the Group for the preparation and fair presentation of the consolidated financial statements in accordance with New Zealand equivalents to International Financial Reporting Standards issued by the New Zealand Accounting Standards Board and International Financial Reporting Standards, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible on behalf of the Group for assessing 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 to cease operations, or have no realistic alternative but to do so.

### **Auditor's responsibilities for the Audit of the Consolidated 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 ISAs (NZ) 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 consolidated financial statements is located on the External Reporting Board's website at:

<https://www.xrb.govt.nz/assurance-standards/auditors-responsibilities/audit-report-1/>

**Restriction on use of our report**

This report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state to the Company's shareholders, as a body those matters which 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 its shareholders, as a body, for our audit work, for this report or for the opinion we have formed.

**Grant Thornton New Zealand Audit Limited**The logo for Grant Thornton, featuring the company name in a stylized, cursive script font.

**Yasin Mohammed**  
**Partner**

Auckland

29 May 2026

# Corporate Governance

This report describes how ArborGen Holdings' (ArborGen) business practices reflect corporate governance best practice, and has been approved by the Board. It is current as at 31 March 2026.

The Group's corporate governance framework is guided by the principles and recommendations of the NZX Corporate Governance Code (NZX Code) issued in January 2025.

ArborGen considers its corporate governance practices during the FY26 financial year are largely in line with the NZX Code. An explanation has been provided of the area where ArborGen's practices differ from NZX Code recommendations.

The Company's Code of Conduct and Ethics, Board Charter and other documents related to corporate governance, collectively and individually, encourage high standards of ethical and responsible behaviour. These are available on ArborGen's corporate website [www.arborgenholdings.com](http://www.arborgenholdings.com).

Exception to NZX Code Recommendations	Explanation
2.9 An issuer should have an independent chair of the Board.	<p>David Knott was appointed Chair in 2021. He is not considered independent, as he is a substantial shareholder in ArborGen. This is the only reason the Board considers David to be non-independent, having given consideration to a range of other factors including tenure and related party relationships. As such, his interests are directly aligned with all shareholder interests. The Board has approved David's appointment as Chair and has determined it appropriate given there is a majority of Independent Directors on the Board and the benefits of having his experience and direct institutional knowledge. He is not involved in the day to day running of the business and does not have significant influence over operational decisions.</p> <p>Effective for the 12 months ended 31 March 2026.</p>

## Principle 1: Ethical Standards

**'Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation.'**

### 1.1 Code of Ethics

The Code of Conduct and Ethics sets out clear expectations for ethical decision making and personal behaviour by Directors and employees in relation to situations where their or ArborGen's integrity could be compromised. These include conflicts of interest, proper use of Company property and information, fair dealings with employees and other stakeholders, compliance with laws and regulations, reporting of unethical decision making and dishonest behaviour, and related matters.

Included in the Code of Conduct and Ethics are mechanisms for dealing with breaches of the Code. Employees are encouraged to report any breaches in line with the processes outlined in the Code of Ethics. Employees are also encouraged to speak up in line with the Company's Whistleblowing Policy.

The Code of Conduct and Ethics has been communicated to all Directors and employees of the Company, is part of the induction process and is also published on the corporate website [www.arborgenholdings.com/governance](http://www.arborgenholdings.com/governance). The Directors lead by example, modelling high ethical standards to all employees and stakeholders, and it is expected that employees will also follow the highest standards of ethical behaviour. The Code of Ethics is reviewed at least every two years.

ArborGen did not donate to any political parties in FY26.

## 1.2 Security Trading Policy

ArborGen has a Security Trading Policy, which along with the Financial Markets Conduct Act 2013, imposes limitations and requirements on Directors and employees in dealing in the Company's shares. These limitations prohibit dealing in shares while in possession of inside information and impose requirements for seeking consent to trade. ArborGen's Securities Trading Policy is published on the corporate website.

While there is no formal requirement to do so, all Directors hold shares in the Company either personally or through affiliates.

Details of Directors' share dealings are set out on page 75 of this report.

## Principle 2: Board Composition and Performance

**'To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives.'**

### 2.1 Board Charter

The roles and responsibilities of the Board are detailed in the Board Charter, which is reviewed at least every three years and is available on the corporate website. The Board's primary objective is to protect and enhance the value of the assets of the Company and to act in the best interests of the Company.

The Board Charter outlines a number of key roles and responsibilities of the Board, including:

- the review and approval of appropriate corporate strategies and objectives, transactions relating to acquisitions and divestments, capital expenditures above delegated authority limits, financial and capital structure policies, financial statements and reports to shareholders;
- ensuring appropriate procedures and systems are in place to identify and manage risk, including climate related risk and opportunities;
- ensuring the adequacy and effectiveness of the Group's internal control framework, including the independence of the External Audit;
- review of Group, Board, committee and management performance against strategic objectives, succession planning, appointment of the CEO, and oversight of CEO's direct reports; and
- ensuring that appropriate systems and processes are in place so that the Group is managed in an honest, ethical, responsible and safe manner.

The Board has delegated authority for the day-to-day management of the business to the CEO and the wider senior management team with specified financial and non-financial limits.

## 2.2 Nomination and Appointment of Directors

Membership, rotation and retirement of Directors is determined in accordance with the Company constitution and NZX Listing Rules.

The Board considers Director succession on a regular basis, taking into account such things as tenure, experience and Director workload. The Board believes that the current Directors offer valuable and complementary skill sets and expertise that are of value to the Company.

Directors will retire and may stand for re-election by shareholders at least every three years, in accordance with the NZX Listing Rules. A Director appointed since the previous annual meeting holds office only until the next annual meeting but is eligible for re-election at that meeting.

While the nomination process for new Director appointments is the responsibility of the Board as a whole, the Nomination Committee is responsible for identifying, reviewing and recommending candidates to the full Board.

The Board may engage consultants to assist in the identification, recruitment and appointment of suitable candidates.

Shareholders may also nominate candidates for election to the Board. The Board asks for Director nominations each year prior to the Annual Shareholders Meeting, in accordance with the constitution of the Company and the NZX Listing Rules.

The Board has a skills matrix and takes into account a number of factors including qualifications, experience and skills when making Directorship recommendations to the shareholders. The collective capability of the current Board is assessed against these requirements and the search then focuses on finding a Board member who will best complement the current mix of capabilities on the Board.

Key information is provided to shareholders when a Director stands for election or re-election.

## 2.3 Written Agreements

The Company has written agreements with each Director, outlining the terms of their appointment. The Board is satisfied that each Director has the necessary time available to devote to the position, broadens the Board's expertise and has the competencies to ensure the effective functioning of the Board.

The Company has arranged a policy of Directors' and officers' liability insurance. This policy covers the Directors and officers so that any monetary loss suffered by them, as a result of actions undertaken by them as Directors or officers, is insured to specified limits (and subject to legal requirements and/or restrictions).

## 2.4 Director Information

The Company's Constitution requires a minimum of three Directors and provides for a maximum of nine. As at the date of this report, the Board comprises five Directors, of which two are ordinarily resident in New Zealand. Profiles of each Director are available on the ArborGen website at [www.arborgenholdings.com/board-of-directors](http://www.arborgenholdings.com/board-of-directors).

The Board has assessed that four of the five Directors are Independent Directors for the purposes of the NZX Listing Rules. In order for a Director to be independent, the Board has determined that he or she must not be an executive of ArborGen and must have no Disqualifying Relationships as defined in the NZX Listing Rules. The Board has given consideration to a number of factors to determine independence, including those listed in the NZX Corporate Governance Code 2.4.

Directors are required to notify the Company of any interests they have that could impact an assessment of their independence or their ability to act in the best interests of ArborGen. The Company has processes in place to manage any conflicts of interest with Directors. Directors' interests are disclosed on page 79 of the Annual Report.

As at 31 March 2026, the Directors were:

Director	Role	Residence	Appointed
Dave Knott <sup>(1)</sup>	Non-independent Chairman	USA	August 2021
George Adams	Independent Director	NZ	August 2019
Tom Avery	Independent Director	USA	July 2018
Ozey Horton	Independent Director	USA	July 2018
Paul Smart	Independent Director	NZ	August 2018

(1) Substantial Product Holder.

Board meetings are scheduled throughout the year, with other meetings to deal with certain matters arising from time to time being held when necessary.

The table below sets out Director attendance at Board and committee meetings during FY26. In addition to the formal Board and committee meetings held during the year, Directors regularly participate in discussions with management on a variety of matters.

	Board	Audit Committee	Remuneration Committee
<b>Number of meetings held</b>	<b>4</b>	<b>2</b>	<b>2</b>
Dave Knott	4	2	2
George Adams	4	2	2
Tom Avery	4	2	2
Ozey Horton	4	2	2
Paul Smart	4	2	2

More information on Board committees is set out under the heading 'Principle 3'.

## 2.5 Diversity

ArborGen has a culture of equity, fairness, and accountability and is focused on performance, growth and employee development. The workforce spans a wide range of age, cultural profiles and backgrounds and the Board and management believe diversity of thought helps innovation. The Code of Conduct guides behaviour that creates a comfortable and rewarding workplace and ongoing training is provided on diversity and inclusion topics.

The Company ensures its selection processes for recruitment and employee development opportunities are free from bias and are based on merit and the Board has practices in place to ensure diversity and fairness within the organisation. The Company has a flexible working programme that permits work/life balance.

ArborGen has a formal Diversity and Inclusion Policy which is published on the corporate website. ArborGen's Board sets and reviews measurable objectives for achieving and maintaining diversity and inclusion each year.

The Remuneration Committee provides oversight of employment practices and HR processes and practices.

The Board is satisfied that FY26 activities were in line with the Diversity and Inclusion Policy and supported the company's progress towards achieving its objectives.

Activities in FY26 included:

- reviewing the scorecard which measures employee composition by gender, age and ethnicity;
- tracking completion of employee training courses covering Leadership and Safety;
- conducting a remuneration review for all positions based on job descriptions and location. Salary adjustments were proposed where appropriate based on this review; and
- completing the annual review of the Employee handbook, no amendments were required.

The officers of ArborGen Holdings (as defined by the NZX Listing Rules for the purposes of diversity reporting) are the CEO and specific direct reports of the CEO having key functional responsibility. As at 31 March 2026, officers were:

- Justin Birch, CEO
- Adriano Amaral de Almeida, GM Operations Brazil
- Christina Green, CFO
- Patrick Cumbie, VP of Product Development

As at 31 March 2026, females represented 10% of Directors and Officers of the Company (31 March 2025: 10%).

ArborGen Holdings	FY26 Female	FY26 Male	FY26 Gender diverse	FY25 Female	FY25 Male	FY25 Gender diverse
Directors	0	5	0	0	5	0
Officers	1	3	0	1	3	0

## 2.6 Director Training and Education

Directors receive comprehensive information on the Company's operations and have access to any additional information they consider necessary for informed decision-making. The Company is committed to ensuring its Directors have the knowledge and information to discharge their responsibilities effectively.

Directors are required under the Board Charter to continuously educate themselves on how they can appropriately and effectively perform their duties as Directors.

All Directors have access to executives to discuss issues or obtain information on specific areas in relation to matters to be discussed at Board meetings, or other areas as they consider appropriate. The Board committees and Directors, subject to the approval of the Board chair, have the right to seek independent professional advice at the Company's expense, to enable them to carry out their responsibilities.

## 2.7 Board Performance and Review

The Chair conducts an informal review of and with each Director on an annual basis. The Board also conducts annual reviews of the Board, each Committee, and individual Directors against the Board Charter.

## 2.8 Director Independence

The Board has a majority of Independent Directors (four of five). The sole non-Independent Director is David Knott. See below for more information.

## 2.9 Independent Chair

The Chairman, David Knott, is considered a non-executive, non-independent Chairman because he is a substantial product holder of the Company. This is the only reason the Board considers David to be non-independent, having given consideration to a range of other factors including tenure and related party relationships. As such, his interests are directly aligned with all shareholder interests.

The Board has determined that the appointment of David as Chair is nevertheless appropriate given there is a majority of Independent Directors on the Board and the benefits of his experience and direct institutional knowledge. He is not involved in the day to day running of the business and does not have significant influence over operational decisions.

## 2.10 Separation of the Chair and the CEO Roles

The Board supports the separation of the roles of chair and CEO. ArborGen's CEO is not a Director on the ArborGen Board.

## Principle 3: Board Committees

**'The Board should use committees where this will enhance its effectiveness in key areas, while still retaining Board responsibility.'**

The Board has three standing committees, being the Audit Committee, the Remuneration Committee and the Nominations Committee. Each committee operates under a Charter addressing purpose, constitution and membership, authority, reporting procedures and evaluation of the committee. These Charters are published on ArborGen's corporate website.

The committees enhance the effectiveness of the Board through closer examination of issues and more efficient decision making. However, the Board retains ultimate responsibility for the functions of its committees and determines their responsibilities.

The Board appoints the members and chair of each committee, with the committee chair reporting committee recommendations to the Board.

The Board regularly reviews the charters of each Board committee, the committees' performance against those charters and membership of each committee.

The Board believes that committee charters, committee membership and roles of committee members comply with recommendations in the NZX Code.

Current membership of the Board Committees at 31 March 2026 is set out below.

Committee	Role	Members
Audit Committee	Assist the Board in its oversight of the integrity of financial reporting, financial management and controls, external audit quality independence.	Paul Smart (Chairman) George Adams Ozey Horton Tom Avery
Remuneration Committee	Assist the Board in evaluating the performances of the senior executives of the Company, setting the remuneration packages for senior executives, and recommending to the Board the remuneration of the senior executives and Non-executive Directors.	George Adams (Chairman) Tom Avery Ozey Horton Dave Knott Paul Smart
Nominations Committee	Assist the Board in ensuring appropriate Board performance and composition and in appointing Directors.	Dave Knott (Chairman) George Adams Tom Avery Ozey Horton Paul Smart

### 3.1 Audit Committee

The Audit Committee has a minimum of three members, is comprised solely of non-executive Directors of the Company and is chaired by an Independent Director. It has been determined by the Board that several members of the Audit Committee have an adequate accounting or financial background as defined in the NZX Listing Rules. All of the members of the Audit Committee are Independent Directors.

One of the main purposes of the Audit Committee is to ensure the quality and independence of the external audit process. The Committee makes enquiries of management and the external auditors so that it is satisfied as to the validity and accuracy of all aspects of the Company's financial reporting. All aspects of the external audit are reported back to the Audit Committee and the external auditors are given the opportunity at Committee meetings to meet with Directors.

The Audit Committee is well resourced and operates under a formal written Charter which is available on ArborGen's website.

### 3.2 Management Attendance at Audit Committee Meetings

Management attendance at committee meetings is by the Committee's invitation only. Generally, the Committee invites the CEO, CFO and audit partners from New Zealand, Brazil and the United States to attend meetings.

### 3.3 Remuneration Committee

The chair of the Remuneration Committee is an Independent Director as are three of the other four members. Management may only attend Remuneration Committee meetings at the invitation of the Committee. The Committee is well resourced and operates under a formal written charter which is available on ArborGen's website.

### 3.4 Nomination Committee

The majority of the members of the Nominations Committee are Independent Directors. The Committee is well resourced and operates under a formal written charter which is available on ArborGen's corporate website.

### 3.5 Other Board Committees

Special purpose committees may be formed to review and monitor specific projects. There were no other Board committees formed during FY26.

### 3.6 Control Transaction Protocols

In the event of a 'control transaction' as defined in the NZX Code, the Board's protocols require the immediate formation of a subcommittee (the Takeovers Committee), comprised of non-conflicted non-executive Directors, which will have the authority to make binding decisions in respect of the control transaction, including:

- Retaining independent legal and financial advisers;
- Appointing an independent adviser;
- Negotiating with the bidder;
- Ensuring strict process separation and independence from interested Directors; and
- Approving any announcements or communications relating to the potential transaction.

The composition of the committee would be disclosed at the time the bid is made public.

## Principle 4: Reporting and Disclosure

**'The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.'**

### 4.1 Continuous Disclosure Policy

The Board is committed to providing accurate, adequate and timely information both to its shareholders and to the market generally. This enables all investors to make informed decisions about the Company. All significant announcements made to NZX, and reports issued, are posted on the Company's website.

The Company has procedures in place to ensure that it complies with its continuous disclosure requirements under the NZX Listing Rules. The Continuous Disclosure Policy governs the release to the market of all material information that may affect the value of the Company. This policy is available on ArborGen's corporate website.

### 4.2 Access to Key Governance Policies

Copies of the key governance documents, including the Continuous Disclosure Policy, Code of Conduct and Ethics, Remuneration, Securities Trading Policy, Board and Committee Charters and Diversity and Inclusion, ESG and Sustainability policies are available on the Company's website.

[www.arborgenholdings.com/governance-documents](http://www.arborgenholdings.com/governance-documents)

### 4.3 Financial Reporting

The Board is ultimately responsible for ensuring the quality and integrity of the Company's financial reports. To achieve this, the Company has in place a structure to independently verify and safeguard the integrity of the Group's reporting. The Audit Committee constitutes a key component of this structure.

For the financial year ended 31 March 2026, 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 with the Financial Reporting Act 2013.

The Audit Committee has confirmed in writing to the Board that ArborGen's external financial reports are balanced, clear and objective and present a true and fair view in all material aspects.

ArborGen's full year and half year financial statements are available on ArborGen's website.

## 4.4 Non-financial Reporting

Non-financial information is provided on a regular basis to shareholders to allow them to measure the progress of the Company. ArborGen discusses its strategic objectives and its progress against these in the Chair and CEO's commentary in shareholder reports and other market communications.

ArborGen's aim is to care and protect the natural ecosystem and provide positive benefits for its people and communities, while delivering robust financial performance and profitability for shareholders. The Company is on a continuous journey to identify ways to measure and monitor its environmental and social impact. The Board believes this will help to improve all aspects of the business and deliver positive benefits for all stakeholders.

## Principle 5: Remuneration

**'The remuneration of Directors and executives should be transparent, fair and reasonable.'**

The Company's remuneration policies aim to attract and retain talented and motivated Directors and executives who will contribute to enhancing the performance of the Company.

The framework for the determination and payment of Directors' and senior executives' remuneration is set out in ArborGen's Remuneration Policy, available on ArborGen's corporate website. External advice is sought on a regular basis to ensure remuneration is benchmarked to the market for senior management positions, Directors and Board committee positions.

The Company believes it is appropriate to have Directors and executives' remuneration aligned with the performance of the Company, and that the ownership of ArborGen Holdings shares is a good way of achieving this goal.

Further details on remuneration are provided in the Remuneration section of this Annual Report on pages 75 to 78.

### 5.1 Directors' Remuneration

Shareholders fix the total remuneration available for Directors. Approval is sought for any increase in the pool available to pay Directors' fees, and any recommendations to shareholders regarding Director remuneration are provided for approval in a transparent manner. If independent advice is sought by the Board, it will be disclosed to shareholders as part of the approval process.

The last Director fee pool was approved by shareholders at the Annual Meeting in 2001 for a total fee pool of NZ\$800,000. Total fees paid in FY26 were NZ\$315,001, with David Knott volunteering to reduce his Chair fee to NZ\$1.

Board policy is that no sum is paid to a Non-executive Director upon retirement or cessation of office.

While there is no formal requirement to do so, all Directors hold shares in the Company either personally or through affiliates. Directors' interests and share dealings in the Company are detailed on pages 75 and 79.

Remuneration for each Board role, effective from 1 November 2024 is as follows. Specific payments made to each Director during FY26 as well as other related information, are set out in the Remuneration Report on page 75.

Role	Fee NZ\$
Chair	\$120,000
Non-executive Director	\$75,000
Committee Chair	\$7,500

## 5.2 and 5.3 Executive and CEO Remuneration

ArborGen's executive remuneration policies and practices are designed to attract, retain and motivate high calibre people and create a performance-focussed culture. Details of executive and CEO Remuneration are set out in the Remuneration Report on pages 75 to 78.

## Principle 6: Risk Management

**'Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks.'**

### 6.1 Risk Management Framework

ArborGen is committed to proactively managing risk. While this is the responsibility of the entire Board, the Audit Committee assists the Board and provides additional oversight in regards to the risk management framework and monitoring compliance and with that framework.

The Audit Committee carries out a robust risk assessment process which includes reviews with management and the independent Auditor of significant risks and exposures of the Group, and assessments of risk mitigation steps taken by management to minimise such risks. The Board receives regular reports of the material, emerging and existing risks from management.

The executive team and senior management are required to regularly identify the major risks affecting the business and develop structures, practices and processes to manage and monitor these risks. ArborGen has a Risk Register that is regularly updated and discussed with the Board incorporating risk ratings both pre and post risk mitigation controls. Risk assessments are reviewed and re-evaluated, with additional controls added in some cases, following separate discussions with respective team members for each risk area, and the Board.

The Board is satisfied that ArborGen has in place a risk management process to effectively identify, manage and monitor ArborGen's principal risks. ArborGen maintains insurance policies that it considers adequate to meet its insurable risks.

Climate is inherently linked to the nature of ArborGen's business and the company proactively manages the risks and opportunities that arise from climate change, in the same way it manages other risks and opportunities facing the business.

ArborGen considers that the material risks facing the business are:

Description of Risk	Risk Management
Reductions or cancellations of seedling orders	<ul style="list-style-type: none"> <li>• Detailed customer-by-customer planning process each year</li> <li>• 20% limitation on order reductions in multi-year agreements (MYAs)</li> <li>• Order reduction deadlines in non-MYA seedling sales agreements</li> <li>• Take or pay obligations for reductions after order reduction deadlines</li> <li>• Replacing cancelled volumes with new late season orders from other customers</li> </ul>
Freezes during flower pollination season reducing annual seed production volumes	<ul style="list-style-type: none"> <li>• Build buffer seed inventory in the right genetics for each provenance</li> <li>• Establish orchard blocks on properties outside of their typical range for the provenance (e.g. Coastal orchards in Texas)</li> <li>• Maintain redundant orchard capacity</li> </ul>
Hurricane damage, or other large scale natural disaster-related damage, to orchards	<ul style="list-style-type: none"> <li>• Build appropriate levels of buffer seed inventory for each provenance</li> <li>• Establish orchard blocks on properties outside of their typical range for the provenance</li> <li>• Recycle/renew orchards per standard orchard management on a schedule to distribute orchard acres across ages</li> <li>• Maintain redundant orchard capacity</li> </ul>
Inability to bag all selected flowers in orchards during pollination due to an accelerated season	<ul style="list-style-type: none"> <li>• Build appropriate levels of buffer seed inventory for each provenance</li> <li>• Establish orchard blocks on properties outside of their typical range for the provenance</li> <li>• Maintain redundant orchard capacity</li> </ul>
Competition driving pricing pressure	<ul style="list-style-type: none"> <li>• Continue to differentiate from competitors based on advanced genetics offered, superior service and seedling quality</li> <li>• Review costs and footprint to improve margins</li> </ul>
Advanced genetics adoption	<ul style="list-style-type: none"> <li>• Differentiate products and services through comprehensive sales and marketing plans and field tours</li> <li>• Focus on growing MCP sales especially in provenances with excess seed supply</li> <li>• Continued development of new products to differentiate AG from competition</li> </ul>
Cost inflation and contractor cost increases in the Brazilian market	<ul style="list-style-type: none"> <li>• Increase in-house production to control costs, quality and volume</li> <li>• Increase pricing of seedlings sold</li> <li>• Select contract producers where costs can be controlled more effectively</li> </ul>
Decrease in total demand due to market conditions in Brazil	<ul style="list-style-type: none"> <li>• Work with outside consultants on Brazil market projections</li> <li>• Strong market demand conditions projected for the next five years for both pine and eucalyptus</li> <li>• Maintain flexibility to reduce contractor production if demand is lower</li> </ul>
Double taxation of Brazil income and lack of tax credits for tax paid in Brazil	<ul style="list-style-type: none"> <li>• After consultation with KPMG, all modifications and actions have occurred to limit exposure in this area</li> </ul>

## 6.2 Health and Safety

The health and safety of employees, customers and suppliers is critical and essential for ArborGen's success. Board and management are committed to delivering a safe workplace, and safety training is integral to the Company's zero-harm goal. Health and safety results are monitored and measured against zero-harm expectations. The Company provides safety education programmes and has other continuous programme initiatives in place to keep people safe at work. At ArborGen's secure containment facilities, procedures are designed to ensure compliance with regulatory requirements in each of the jurisdictions in which the Company operates, including procedures to ensure employee safety at those facilities.

In FY26, the Total Case Incident Rate (TCIR) for all ArborGen facilities in all geographies was 1.06 (FY25: 0.8). TCIR is defined as total number of recordable injuries and illness cases per 100 full-time employees that a site has experienced in a given time frame.

## Principle 7: Auditors

**'The Board should ensure the quality and independence of the external audit process.'**

### 7.1 External Audit

The Board's relationship with its external auditors is governed by the Audit Committee Charter. The Charter includes provisions for the Committee's responsibilities to maintain direct and indirect lines of communication with the external audit function and to ensure that the ability and independence of the external audit function to carry out its statutory audit role is not impaired, or could reasonably be perceived to be impaired.

Grant Thornton was appointed as the Company's external auditor in September 2024. Consistent with best practice, the audit partner is rotated at no greater than five yearly intervals, with the next lead partner rotation due in 2029.

A formal engagement letter with Grant Thornton clearly sets out responsibilities in relation to the external audit of the Group's financial statements and financial systems.

The Audit Committee monitors the ongoing independence, quality and performance of the external auditors and monitors audit partner rotation. The committee pre-approves any non-audit work undertaken by the external auditors.

There were no non-audit services provided by Grant Thornton in FY26. The fees paid for audit services in FY26 are presented in Note 7 of the Financial Report.

The external auditor attends all Audit Committee meetings and has sessions, at least semi-annually, with the Audit Committee without management in attendance.

The Audit Committee is satisfied that the independence of Grant Thornton is not compromised by any relationship between Grant Thornton and ArborGen or any related party or as a result of any non-audit services provided by Grant Thornton, and has obtained confirmation from Grant Thornton to this effect.

### 7.2 Attendance at Annual Meeting

The external auditor attends the Annual Shareholders Meeting each year and is available to answer questions from shareholders relevant to the audit.

### 7.3 Internal Audit

ArborGen does not have a dedicated Internal Auditor role. ArborGen has a number of internal controls overseen by the Audit Committee as per the Audit Committee Charter, including controls for treasury, delegated authority, and prevention and identification of fraud. As part of the external audit process, Grant Thornton provides feedback on internal processes and functions.

## Principle 8: Shareholder Rights and Relations

**'The Board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer.'**

### 8.1 Investor Website

Easy access to information about the performance of ArborGen and relevant investor and governance information is available on the Company's website [www.arborgenholdings.com](http://www.arborgenholdings.com).

### 8.2 Engagement with Shareholders

The Board is committed to promoting good relations with the shareholders through effective communication, ready access to information about the Company, and facilitating participation at shareholder meetings.

Shareholders are encouraged to attend the Annual Shareholders Meeting and may raise matters for discussion at this event. The Annual Shareholders Meeting is streamed live and is accessible worldwide. All written communications and reports are available on the Company's website, as well as emailed to shareholders who elect to be emailed.

Shareholders are given the option to communicate with the Company and its share registry electronically. Approximately 55% of ArborGen's shareholders have opted for email communications.

The Company has a formal continuous disclosure policy in place and the Company regularly communicates to the market to ensure compliance with the NZX Rules on continuous disclosure.

### 8.3 Voting on Major Decisions

In accordance with the NZX Listing Rules, shareholders have the right to vote on major decisions which may change the nature of the Company. Each shareholder has one vote per share and voting is conducted by polls.

### 8.4 Equity Offers

ArborGen did not undertake any capital raising during FY26. Should ArborGen consider raising additional capital, the offer will be structured having regard to likely levels of shareholder participation and optimising and enhancing the ability to maximise the level of capital raised. The Board will look to give all shareholders an opportunity to participate in any capital raising.

### 8.5 Notice of Meeting

The notice of the Annual Shareholders Meeting is announced on the NZX, sent to shareholders and posted on the Company's website at least 20 working days prior to the meeting each year. The 2025 Notice of Meeting was sent on 8 August 2025, with the meeting held on 10 September 2025.

# Remuneration Report

ArborGen's Remuneration Committee supports the Board by assessing the performance and determining the remuneration packages of the Company's senior executives, as well as recommending the remuneration for Non-executive Directors.

Further details are provided in the Corporate Governance Statement within this Annual Report including information on the Remuneration Committee and attendance by committee members.

## Director Remuneration

The Company's remuneration policies aim to attract and retain talented and motivated directors and executives who will contribute to enhancing the performance of the Company. The remuneration for each Board role is shown on page 70.

Directors' fees exclude GST, where applicable. Directors are entitled to be reimbursed for costs directly associated with carrying out their duties, including travel costs. Board policy is that no sum is paid to a non-executive director upon retirement or cessation of office. Directors do not participate in the Company's short- or long-term incentives.

The total amount of remuneration and other benefits received by the Directors during the year ended 31 March 2026 was NZ\$315,001 as shown in the table below.

Director	Responsibility	Directors Fees	Committee Fees	FY26 Total
DM Knott	Board Chair	NZ\$1		NZ\$1 <sup>(1)</sup>
TA Avery		NZ\$75,000		NZ\$75,000
OK Horton		NZ\$75,000		NZ\$75,000
PR Smart	Audit Committee Chair	NZ\$75,000	NZ\$7,500	NZ\$82,500
THG Adams	Remuneration Committee Chair	NZ\$75,000	NZ\$7,500	NZ\$82,500

(1) David Knott volunteered to reduce his Chair fee to NZ\$1.

## Director Equity Holdings

The Company believes it is appropriate to have Directors' and executives' remuneration aligned with the performance of the Company, and that the ownership of ArborGen Holdings' shares is a good way of achieving this goal. As at 31 March 2026, Directors of the Company held the following relevant interests (as defined in the Financial Markets Conduct Act 2013) in ArborGen shares:

Name	Position	Number of Shares
DM Knott	Chairman and Non-executive Director	137,663,111
TA Avery	Non-executive Director <sup>(1)</sup>	555,350
OK Horton	Non-executive Director <sup>(1)</sup>	555,350
PR Smart	Non-executive Director <sup>(1)</sup>	555,350
THG Adams	Non-executive Director <sup>(2)</sup>	820,998

(1) Shares issued under the 2018 Share Plan (see the Company's 2022 Annual Report for further details).

(2) Shares issued under the 2019 share plan.

## Executive Remuneration

The Group's Remuneration Policy aims to attract, retain and incentivise employees in order to drive and enhance Company performance. Performance incentive payments are determined by the Remuneration Committee and are calculated by measuring actual performance outputs against target individual and/or Company objectives.

In September 2019, the Board established a new share-based incentive scheme named the Rubicon Limited 2019 Omnibus Incentive Scheme (the Omnibus Incentive Scheme) permitting the Board or the Remuneration Committee to grant various equity-based awards (including stock options, stock appreciation rights, restricted stock units and other types of equity and cash awards) to officers, employees and directors of the ArborGen Group. The Omnibus Incentive Scheme aims to align the interests of the Groups' officers, employees and directors with those of the Company's shareholders over the longer term.

Under the Omnibus Incentive Scheme, the Remuneration Committee can, but is not obligated to, permit the mandatory tax withholdings of equity-based awards to be satisfied by withholding shares to which the recipient would otherwise be entitled. In that event, the Company would use its own cash to satisfy the withholding taxes of the recipient and accordingly reduce the number of shares transferred upon vesting to the recipient.

There was a Long Term Incentive Plan approved dated 2026 which will vest under the LTI agreement in three tranches as outlined in the agreement with 80% related to EBITDA targets and 20% related to revenue targets.

## CEO Remuneration

Justin Birch commenced as CEO on 16 June 2023 and stepped down on 8 June 2026 (post-financial year end). The CEO's remuneration package reflected the complexity of the role, and the wide-ranging skills needed to do it well and was intended to strongly align his interests with those of shareholders.

It comprised:

- A fixed remuneration component comprising cash salary of US\$457,100 (Base Salary for FY26)
- Annual short-term incentive of up to 100% of Base Salary:
  - For fiscal year ended 31 March 2025 and each fiscal year thereafter:
    - (i) a cash bonus of up to 50% of then-current Base Salary; and
    - (ii) a bonus paid in ARB ordinary shares of up to 50% of then-current Base Salary, in each case subject to meeting performance criteria determined by the Remuneration Committee (a portion of which will be paid in cash for tax purposes).
- An equity grant of restricted ordinary shares (Restricted Shares), equal to 4% of ordinary shares in ARB subject to shareholder approval (includes a cash portion to cover associated taxes) comprising:
  - 50% Time-Based Shares: such Restricted Shares shall vest as follows:
    - (i) one third which vested on the first anniversary of the employment commencement date (June 1, 2024); and
    - (ii) two thirds shall vest on the second anniversary date (June 1, 2025), in each case subject to completion of continuous service with ArborGen or an affiliate until the applicable vesting date
  - 50% Performance-Based Shares: such Restricted Shares would have vested as follows:
    - (i) one half of such Performance-Based Shares which did not vest on June 1, 2024, and
    - (ii) the other half of such Performance-Based Shares did not vest on June 1, 2025,
    - (iii) performance criteria directly related to adjusted GAAP EBITDA
    - (iv) all ordinary shares not vested will vest immediately upon a change of control.
- Long-Term Incentive Plan with ArborGen Leadership team dated 2026 which will vest under the LTI agreement in three tranches as outlined in the agreement with 80% related to EBITDA targets and 20% related to revenue targets with a total of 7,896,123 shares.

The Board ensures that the CEO's remuneration, including base salary, is aligned with appropriate market, rates and reflects performance and delivery of sustainable shareholder value.

Further information on the CEO's Remuneration was provided in the FY23 Notice of Meeting, where shareholders approved the issue of 10,471,477 shares to the Justin Birch Trust, in addition to the 9,780,000 issued in July 2023. The chart below shows total compensation paid in FY25 and FY26, though the STI incentive was earned in the previous fiscal year of when paid.

	Fixed Remuneration		Short Term Incentive <sup>(1)</sup>			Long Term Incentive <sup>(2)</sup>			Total
	Base Salary	Other benefits	Number of Shares Vested	Market Value of Shares	Cash	Number of Shares Vested	Market Value of Shares	Cash <sup>(4)</sup>	
<b>FY25: J Birch</b>	\$438,180	\$66,000	535,719	\$45,259	\$121,903 <sup>(3)</sup>	1,827,696	\$156,141	\$132,208 <sup>(4)</sup>	\$959,691
<b>FY26: J Birch</b>	\$457,100	\$60,444	–	–	–	3,655,392	\$308,818	\$261,483	\$1,087,846

(1) Earned based upon criteria of associated fiscal year, paid in the following year fiscal year.

(2) Earned based upon anniversary of employment (1 June 2025 and 1 June 2024).

(3) Includes cash-based bonus along with incremental cash associated with the withholding taxes of the recipient, which subsequently reduced the number of shares transferred upon vesting to the recipient.

(4) Cash associated with the withholding taxes of the recipient, which subsequently reduced the number of shares transferred upon vesting to the recipient.

#### **FY26 STI Outcome**

The STI outcome is set at 100% base salary and is earned as cash and a stock remuneration (50%/50%) with a portion to be paid in cash for tax purposes.

Adjusted GAAP EBITDA along with strategic initiatives which are related to sales and marketing, strategic investments in Brazil and securing the sustainability of long-term business functioning. Due to shortfall of budget and cashflow expectations, STI's were not paid to any employees for FY26.

Performance Hurdles	STI Weighting	Weighted Outcome
Financial Performance	60%	0%
Strategic Initiatives	40%	0%

## Employee Remuneration

In accordance with Section 211 of the Companies Act, remuneration and other benefits (including performance benefits and any redundancy payments) which in total exceeded NZ\$100,000 per annum received by employees of ArborGen and its subsidiaries (i.e. including ArborGen Inc and its respective subsidiaries) in the period ended 31 March 2026 is summarised in the following table:

Payments include Salary, Commissions, Incentive Bonus

<b>\$NZD</b>		<b>Number of Employees</b>	
\$100,000	to	\$110,000	10
\$110,000	to	\$120,000	8
\$120,000	to	\$130,000	5
\$130,000	to	\$140,000	6
\$140,000	to	\$150,000	4
\$150,000	to	\$160,000	5
\$160,000	to	\$170,000	5
\$170,000	to	\$180,000	3
\$180,000	to	\$190,000	1
\$190,000	to	\$200,000	3
\$200,000	to	\$210,000	3
\$210,000	to	\$220,000	2
\$220,000	to	\$230,000	3
\$230,000	to	\$240,000	6
\$240,000	to	\$250,000	1
\$260,000	to	\$270,000	1
\$270,000	to	\$280,000	4
\$280,000	to	\$290,000	2
\$320,000	to	\$330,000	1
\$340,000	to	\$350,000	1
\$360,000	to	\$370,000	1
\$410,000	to	\$420,000	1
\$800,000	to	\$810,000	1

## Dealings in Company Securities

CEO Justin Birch purchased 750,000 shares on-market on 26–28 August 2025. There has been no trading in ArborGen Holdings' shares by Directors during the twelve-month period ended 31 March 2026 other than vesting of shares under the Non-Executive Directors' Share Plans and the issuance of shares under the Executive Fixed Trading Plan:

- No shares were issued for the short-term incentive for FY26.

## Statutory Information

### Interests Register

Directors' certificates to cover entries in the Interests Register made during the twelve-month period ended 31 March 2026 in respect of remuneration, dealing in the Company's securities, insurance and other interests have been separately disclosed as required by the New Zealand Companies Act 1993.

#### Directors' Interests

The following are particulars of general disclosures of interest given by the Directors of the Company as at the date of this report pursuant to section 140(2) of the Companies Act 1993:

		Relationship
DM Knott	Knott Partners, LP	Managing Member
	Daida LLC	Board Member
	The HiGro Group, LLC	Advisory Board
	Knott Family Foundation	President
	The Max Stenbeck Charitable Fund	Board Member
	UNC Arts and Sciences Foundation	Director
	SCAN-Harbor	Board Member
THG Adams	Apollo Foods Limited	Executive Chairman and shareholder
	Insightful Mobility Limited	Chairman and shareholder
	Netlogix Group Holdings	Chairman
	New Zealand Frost Fans Holdco Limited	Chairman
	Synlait Milk Limited	Chairman
	Synlait Milk Finance Limited	Chairman
	Red Shield Security Limited	Chairman
TA Avery	CRA International Inc	Director and shareholder
	KIPP Metro Atlanta	Director
	PowerUP Scholarship	Director
	Scheller Business School, Georgia Institute of Technology	Advisory Board Member
	Southeast Pet Inc	Advisory Board Member
OK Horton	Louisiana-Pacific Corporation	Director and shareholder
	Worthington Enterprises, Inc	Director and shareholder
	MUSC Hollings Cancer Center	Advisory Board Member
	Liberty Fellowship Foundation	Mentor
	The Clergy Society in the State of South Carolina	Investment Committee Chairman
PR Smart	Argus Innovation Group Limited	Director
	Genus ABS (NZ) Limited	Director
	Bellbird Trust	Trustee
	Saddleback Trust	Trustee and Beneficiary
	Sunrise Consulting Limited	Director

During the twelve-month period ended 31 March 2026 Directors advised the following resignations:

		Relationship
OK Horton	Al Dabbagh Group	Advisory Board Director

## Subsidiary Company Directors

The following persons held office as directors of subsidiary companies as at 31 March 2026. No director of any subsidiary receives any remuneration or other benefits as a director.

Rubicon Forests Holdings Limited	DM Knott, PR Smart
Rubicon Industries USA LLC	DM Knott
ArborGen Inc	DM Knott, TA Avery, JH Birch, OK Horton, PR Smart, THG Adams
ArborGen Comercio de Produtos Florestais Importacao e Exportacao LTDA	A Amaral de Almeida
ArborGen Tecnologia Florestal LTDA	A Amaral de Almeida

## Shareholder Information

The Company's shares are listed on the Main Board of NZX Limited. The 20 shareholders of record with the largest holdings of shares at 1 May 2026 were:

	Number of shares	% of shares
HSBC Nominees (New Zealand) Limited - NZCSD	154,308,086	29.52
Citibank Nominees (New Zealand) Limited - NZCSD	127,679,753	24.43
Accident Compensation Corporation - NZCSD	38,189,478	7.31
JBWere (NZ) Nominees Limited	24,873,499	4.76
Squirrel a/c - A Mansell, S Pearson & J Pearson	20,504,938	3.92
Sky Hill Limited	20,047,043	3.84
Restricted Shares a/c - PR Smart	14,554,782	2.78
JPMorgan Chase Bank NA NZ Branch - NZCSD	9,630,389	1.84
Justin Birch	7,365,735	1.41
The Aspiring Fund - Public Trust - NZCSD	5,343,562	1.02
S Moriarty	5,320,000	1.02
A Baum	4,703,351	0.90
H Fletcher & S Fletcher	4,318,182	0.83
M Taylor	3,680,000	0.70
New Zealand Depository Nominee Limited	3,464,554	0.66
Moriarty Superannuation Fund - S & D Moriarty	2,710,124	0.52
The So Proud a/c - S Godfrey, D Toothill & M Godfrey	2,639,027	0.50
K Chiam	2,241,937	0.43
G Simms	1,875,000	0.36
Ian Douglas Family a/c - I & A Douglas	1,819,985	0.35
<b>Total</b>	<b>455,269,425</b>	<b>87.10</b>

## Distribution of Shareholders and Holdings as at 1 May 2026

Size of holding	Number of shareholders		Number of shares	
	Number	%	Number	%
1-999	1,719	35.04	1,119,574	0.21
1,000-9,999	2,620	53.40	6,829,124	1.31
10,000-49,999	356	7.26	7,139,877	1.37
50,000-99,999	64	1.30	4,443,669	0.85
100,000 and over	147	3.00	503,186,056	96.26
<b>Total <sup>(1)</sup></b>	<b>4,906</b>	<b>100.00</b>	<b>522,718,300</b>	<b>100.00</b>

(1) Includes shares issued under the Non-Executive Directors Share Plan.

## Domicile of Shareholders and Holdings as at 1 May 2026

	Number of shareholders		Number of shares	
	Number	%	Number	%
New Zealand	3,915	79.80	350,448,397	67.04
Australia	608	12.38	132,138,221	25.28
United Kingdom	146	2.98	20,608,732	3.94
United States of America	145	2.96	16,717,117	3.20
Other	92	1.88	2,805,833	0.54
<b>Total <sup>(1)</sup></b>	<b>4,906</b>	<b>100.00</b>	<b>522,718,300</b>	<b>100.00</b>

(1) Includes shares issued under the Non-Executive Directors Share Plan.

## Substantial Product Holders

The following information is given under section 293 of the Financial Markets Conduct Act 2013. As at 31 March 2026, the following shareholders are registered by the Company as Substantial Product Holders in the Company. Information is based on substantial product holder notices filed with the NZX and the Company's share register at 31 March 2026. The total number of voting securities (fully paid ordinary shares) as at 31 March 2026 was 522,718,300.

Substantial product holder	Number of voting securities held at date of notice
Dave Knott	137,663,111
Knott Partners <sup>(1)</sup>	127,759,606
Libra Fund LP / Ranjan Tandon	77,149,367
Accident Compensation Corporation	38,198,478
Greensprings Capital LP	33,563,479

(1) Dave Knott is the sole shareholder, Director and President of Knott Partners, LP. His total shareholding of 137,663,111 includes the 127,759,606 shares held by Knott Partners.

## Other

### ***Directors' and Officers' Indemnity and Insurance***

In accordance with section 162 of the Companies Act 1993 and the constitution of the Company, the Company has given indemnities to, and has effected insurance for, Directors and executives of ArborGen and its related companies which indemnify and insure Directors and executives against monetary losses as a result of actions or omissions by them in the course of their duties. The Company shall maintain insurance cover for the Directors and executives for a period of seven years following the date the Director or executive has ceased to be a Director or executive of the Company. Excluded from the indemnity are actions of criminal liability or breach of the Director's duty to act in what they believe to be the best interests of the Company.

### ***Donations***

During the twelve-month period ended 31 March 2026, the total amount of donations made by ArborGen and its subsidiaries was \$1,400 (2025 \$343). The Company does not donate to political parties.

### ***Credit Rating***

ArborGen has not sought a credit rating.

### ***NZX Waivers***

No NZX waivers were granted to the Company by NZX, or otherwise relied upon by the Company, under the NZX Listing Rules during the period from 1 April 2025 to 31 March 2026.

# Directory

## Registered Office

Level 15, PwC Tower,  
15 Customs Street West,  
Auckland 1010, New Zealand

PO Box 68 249, Victoria Street West,  
Auckland 1141, New Zealand  
Telephone: +64 9 356 9800  
Email: [info@arborgenholdings.com](mailto:info@arborgenholdings.com)  
Website: [www.arborgenholdings.com](http://www.arborgenholdings.com)

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## Directors

Dave Knott, Chairman (USA)<sup>(1)</sup>  
George Adams, Independent Director (NZ)  
Ozey Horton, Independent Director (USA)  
Paul Smart, Independent Director (NZ)  
Tom Avery, Independent Director (USA)

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## Share Registry

Computershare Investor Services Limited  
Private Bag 92119,  
Auckland 1142, New Zealand  
Ph: +64 9 488 8777  
Fax: +64 9 488 8787  
Email: [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz)  
Website: [www.computershare.co.nz](http://www.computershare.co.nz)

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## Auditor

Grant Thornton New Zealand Audit Limited

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## Solicitor

DLA Piper

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(1) Substantial Product Holder.



[www.arborgenholdings.com](http://www.arborgenholdings.com)