



New Zealand Rural Land Co

The Rural Land Investors

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2023

www.nzrlc.co.nz

listed on:



Management commentary
(no financial statements)

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This report is dated 27 March 2024 and is signed on behalf of the Board of New Zealand Rural Land Company Limited:



Rob Campbell
Independent Chair



Sarah Kennedy
Director

Chair Report

NZL recorded a net profit after tax of \$10.9m and Adjusted Funds From Operations (AFFO) of \$6.0m, including earnings from properties with put/call arrangements in place.

FY23 Highlights

- NAV per share grew from \$1.250 at listing in December 2020 to \$1.602 at FY23 year end.
- AFFO grew from 4.13cps in FY22 to 4.35cps (+5.3%) in FY23.
- Forestry acquisitions in FY23 materially increased diversification, funded via an inaugural “Green Loan”.
- Total assets ended FY23 at \$369.8m.
- Net asset value ended FY23 at \$223.1m.
- Gearing closed FY23 at 36.2%.
- NZL repurchased 611,327 shares at an average price of \$0.87 per share.

The FY23 result delivered an increased portfolio value, effective risk management, and sustainable growth for shareholders. A detailed results presentation is available at: <https://www.nzrlc.co.nz/reports-presentations>.

Post Balance Date Highlights - FY24

- Roc Partners purchased 25% of NZL’s portfolio, validating strategy and partnering for growth.
- FY24 AFFO forecast to be 5.0 cps - 5.4 cps (+19.7% at the midpoint).
- Diversification materially increased by forestry and horticulture acquisitions in FY24.
- WALT increased from 11.7 years to 12.7 years.
- 16,063 hectares of rural land now owned an increase of +8.4% on FY23.
- Gearing lowered to 32.9% with 64% of debt hedged following Roc transaction.
- Dividend reinstated with an amended policy targeting a pay-out of 60% - 90% of AFFO.
- On-market share buyback programme continued.

Roc Transaction

On 19 January 2024, NZL announced it had entered into an agreement to sell a 25% equity interest in its land portfolio to Roc Partners (Roc). This transaction settled on 9 February 2024.

Roc acquired the equity interest for \$44.2m in cash. NZL used the proceeds to repay the \$11.8m owing on a convertible note it drew down in April 2023 to partially fund its forestry acquisition.

A further \$20.7m of the proceeds were used or committed to fund orchard and forestry land acquisitions announced to the market on 20 February 2024 and detailed below.

The balance of the funds have been retained as working capital while opportunities are investigated.

FY24 Dividend Reinstatement and Share Buyback Programme

The NZL Board has resolved to both reinstate NZL’s dividend and amend its dividend policy.

NZL’s intention has always been to pay regular semi-annual dividends with an interim dividend paid in October and final dividend paid in March each year. NZL’s amended dividend policy targets a pay-out of 60% - 90% of AFFO. The pay-out range grants the company greater flexibility to deploy NZL’s cash operating earnings in ways considered most beneficial to increasing shareholder value.

The interim dividend will be based upon results for the period 1 January 2024 to 30 June 2024 and will be paid in early October 2024.

The company maintains a selective on-market share buyback programme. Pursuant to NZX Listing Rule 4.14.2, buybacks may take place on and from 1 June 2023 for a period of 12 months. The company may refresh the programme for further 12 month periods. The total number of shares that may be bought back shall not exceed 5,350,000 shares. Under the programme, 611,327 shares have been acquired as at the date of this announcement. Shares are only acquired if the acquisition price represents 90% or less of the company's prevailing net asset value per share.

Acquisitions

In April 2023, NZL announced the settlement of two forestry estates totaling 3,137 hectares (7,745 acres). The estates were purchased for \$70.2m and were leased to New Zealand Forest Leasing (NZFL) for an average weighted lease term of 19.5 years (by value). The leases include annual CPI lease adjustments.

The purchase was funded with NZL's inaugural Green Loan via Rabobank of \$25.2m, the proceeds of NZL's pro-rata rights issue and a \$12m convertible note issued to an entity associated with NZFL.

On 20 February 2024, subsequent to FY23 year end, NZL announced it had entered agreements to acquire the land supporting three apple orchards located in Hawkes Bay, and a forestry block located in close proximity to its existing estates in Whanganui, for a total cost of approximately \$27.6m. These two acquisitions will add meaningful sector, income and tenant diversification to its portfolio, with forestry and horticulture now holding a 31% and 5% proportion of NZL's portfolio, respectively. The land will be acquired by the Limited Partnership formed as part of the Roc transaction.

Post completion of the two recently announced acquisitions, NZL will own 16,063 hectares (39,693 acres) of rural land (25% of which is owned by Roc) with a 12.7 year WALT (by value), with 100% occupancy across nine tenants. This represents a +8.4% increase in total land owned by NZL, a +9.5% increase in WALT and continued growth in the scale and diversity of NZL's asset and tenant base.

Outlook

NZL's strategy is to own quality rural land in New Zealand; growing a diverse portfolio while delivering attractive risk-adjusted returns as a ground lessor. As detailed in the investor presentation, recent transactions are delivering on this strategy.

NZL generates shareholder value through a combination of asset value appreciation and cash flow from long-term leases. NZL's increase in its asset value of +2.2%, as at 31 December 2023, in an uncertain macroeconomic environment for real estate assets re-affirms the attractiveness of the company's rural land asset base and long term investment strategy.

NZL's leases incorporate regular CPI reviews. That means higher inflation results in higher than anticipated rental growth. And NZL is insulated from inflation-impacted, and all other operational on-farm costs by owning only the land.

Post the most recent acquisitions and Roc transaction, NZL forecasts FY24 AFFO of between \$7.0m and \$7.5m, this excludes earnings from properties with put/call arrangements in place (~\$1.2m).

Currently, NZL has hedging arrangements in place for 64% of its total borrowings. Gearing amounts to 32.9% of total assets.

From April 2024, NZL will start to see the positive impact of rental growth with approximately half of its portfolio (by lease income) due for CPI review. This includes 100% of its forestry leases (acquired in FY23) and 53% of its pastoral leases, which between lease commencement and year end have accumulated +3.4% and +17.9% in CPI, respectively. NZL remains excited by its future opportunities, which are augmented by the strategic partnership with Roc Partners, and the company is positioned well to continue to grow shareholder value.



Rob Campbell
Chair

SECTION 2 STATUTORY INFORMATION

for the period ended 31 December 2023

DIRECTORS

NZL's shareholders elect Directors to look after their interests. Directors are expected to:

- Ensure the strategic goals of NZL are clearly established and strategies are in place to achieve them;
- Approve and monitor NZL's financial statements, corporate governance and other reporting, including reporting to Shareholders and other stakeholders in accordance with its statutory functions;
- Establish procedures and systems to promote a culture and remuneration practice within NZL which facilitates the recruitment, professional development and retention of staff;
- Ensure that NZL has appropriate risk management and regulatory compliance policies in place and monitor the integrity of these policies;
- Familiarise itself with issues of concern to Shareholders and significant Stakeholders, including customers, staff, lessee's and the community; and
- Monitor the performance of NZL's Manager.

Rob Campbell, appointed in September 2020, has more than 40 years' experience in investment management and corporate governance. He is the Chair of Ara Ake and Chancellor of Auckland University of Technology. Rob trained as an economist and has worked in a variety of capital market advisory and governance roles over a long period.

Sarah Kennedy, appointed in September 2020, is the Founder & CEO of Calocurb Limited, a bioactive developed by Plant and Food Research selling internationally. She is the former CEO of Lifestream International, a New Zealand-owned company specialising in bioavailable, ethical, plant-based health foods. Sarah has also been chief executive of Designer Textiles International. From 2011 to 2014, she held a number of senior roles with Fonterra, such as vice president of international farming based in China, managing director of dairy nutrition, and managing director of RD1 — Fonterra's chain of rural retail stores. Before that, Sarah was managing director of Healtheries/Vitaco for a decade. Sarah is a veterinarian by training.

Christopher Swasbrook, Christopher Swasbrook, appointed in September 2020, is one of the founders of New Zealand Rural Land Company and New Zealand Rural Land Management. He is also the founder and managing director of Elevation Capital Management Limited. He was previously a Partner of Goldman Sachs JBWere Pty, co-head of institutional equities at Goldman Sachs JBWere (NZ) and a foundation broker of the NZX. He has been a board member of the Financial Markets Authority since 2019. He is also a director of Bethunes Investments Limited, Elevation Capital Investments Limited, Elevation Capital Securities Limited and McCashins Brewery Limited.

Tia Greenaway, Tia Greenaway, appointed in September 2021, is the CFO for Tupu Angitu Ltd, the commercial arm of Lake Taupō Forest Trust. Tia has broad experience in the Māori sector and holds various roles on Iwi and Ahu Whenua Trusts and Committees operating mainly in farming, forestry and property management. Tia is a member of Chartered Accountants Australia and New Zealand, has a background in climate change mitigation and adaptation and is passionate about improving wellbeing outcomes for our taiao and our communities.

ENVIRONMENTAL, SOCIAL, AND GOVERNANCE

NZL and its tenants share a vision of sustainable practices. These include practices that enhance the health and wellbeing of the natural environment, animals and communities connected to the land. NZL is prioritising working with tenants who share these values. Additionally, NZL and its tenants agree to binding sustainability pledges in leases. Under the Financial Markets Conduct Act 2013 NZL is a climate reporting entity. In order to comply with the Act NZL must prepare climate reporting within four months of the Company's balance date. The year ended 31 December 2023 is the first year for which NZL is required to undertake this reporting. The Company's climate statement is currently being prepared and when complete will be available on NZL's website, <https://nzrlc.co.nz>.

CORPORATE GOVERNANCE

The Board is committed to the highest standard of corporate governance as established by recognised best practice. The Board is responsible for establishing and implementing NZL's corporate governance frameworks. NZL's corporate governance practices have been prepared in accordance with the Financial Markets Authority's Corporate Governance Handbook, the requirements of the NZX Listing Rules and the recommendations in the NZX Corporate Governance Code (NZX Code).

The Board has implemented governance principles and processes to establish, shape and maintain appropriate governance standards and behaviours throughout NZL that align with the NZX Code. The adoption of governance principles ensures that the Board act in accordance with agreed standards of ethical and moral behaviour, including observing NZL's Code of Ethics.

Copies of NZL's key corporate governance documents, including NZL's Board Charter and Code of Ethics, are available at NZL Policy Documents & Constitution section of NZL's website: <https://nzrlc.co.nz/company-policy-documents>.

This statement was approved by the Board on 27 March 2024, and was accurate as at that date.

Corporate Governance Structure

The Board are elected by Shareholders of NZL. The Board has overall responsibility for the governance of NZL, while the day-to-day management of NZL has been delegated to the Manager. The respective roles of the Board and the Manager within this corporate governance structure are summarised below.

Role of the Board

The primary role of the Board is to approve and monitor the strategic direction of NZL that is recommended by the Manager and to add long-term value to NZL's shares, whilst having appropriate regard to the interests of all material Stakeholders. Further information on the Board's role and responsibilities is set out in the Board Charter.

Board Committees

The Board may establish a committee to consider certain issues and functions in more detail. The Board retains ultimate responsibility for the functions of its committees and determines their responsibilities. The Board has established two standing committees, and other committees may be established on a case-by-case basis where the Board considers it appropriate to do so.

Audit and Risk Committee

The Board has established an Audit and Risk Committee (Sarah Kennedy (Chair), Rob Campbell and Tia Greenaway), with the role of overseeing financial reporting, accounting policies, financial management, and internal control systems. The Audit and Risk Committee responsibilities are outlined in the Audit and Risk Committee Charter available on NZL's website.

Remuneration Committee

The Board has established a Remuneration Committee (Rob Campbell (Chair) and Sarah Kennedy), with the role of recommending Director remuneration packages to Shareholders. The Remuneration Committee responsibilities are outlined in the Remuneration Committee Charter available on NZL's website.

Board Membership

The Board shall comprise of at least three Directors, with at least two independent Directors, and an intention that one Director is nominated and appointed as a representative of the Manager. The composition of the Board reflects the duties and responsibilities it is required to perform in setting NZL's strategy and ensuring it is implemented.

At the date of this Annual Report, the Board comprises four Directors (three independent Directors and one non-independent Director).

Independence

The Board Charter of NZL sets out the standards for determining whether a Director is independent for the purposes of service on the Board and committees. These standards reflect the requirements of the NZX Listing Rules. A Director is independent if the Board affirmatively determines that the Director has satisfied these standards. As at 31 December 2023, the Board has determined that:

- Sarah Kennedy, Tia Greenaway and Rob Campbell are Independent Directors; and
- Christopher Swasbrook is a non-Independent Director because of his service provider role with the Manager.

Tenure

Directors are not appointed for fixed terms. However, the Constitution and the NZX Listing Rules require all Directors to stand for re-election at the third annual meeting after appointment or after three years (whichever is longer). A Director appointed by the Board to fill a casual vacancy must also stand for election at the following annual meeting. Rob Campbell, Sarah Kennedy and Christopher Swasbrook stood for re-election during the year and were all reappointed by shareholder vote at NZL's AGM on 23 June 2023.

Board and Committee Meetings

The Board and committee meetings and attendance in the year to 31 December 2023 are set out below:

Attendee	Board Meetings	Audit and Risk Committee*	Remuneration Committee**
Rob Campbell	7/7	2/2	-
Sarah Kennedy	7/7	2/2	-
Christopher Swasbrook	7/7	-	-
Tia Greenaway	7/7	2/2	-

*Including circularised resolutions

**No remuneration committee meetings were required during the period because there were no proposals to alter Directors' fee.

Independent Professional Advice

Directors are entitled to seek independent professional advice on any aspect of the Directors' duties at NZL's expense, with the approval of the Chair.

During the period no instances have arisen whereby a Board committee or individual director has needed to seek independent legal or financial advice. However, the Board has access to appropriate internal and external expertise to support board assurance activities:

- All executives of the Manager have direct access to the Board and each of the Directors;
- The external Audit Firm Lead Partner has direct access to the Chair of the Audit and Risk Committee, and has "Board only" time without management present at Audit and Risk Committee meetings; and
- The Board has directly sought expert external valuation, corporate finance, tax, and legal advice as required.

Board Assessment

The Board undertook a Board performance survey in March 2024. As a result of this survey, the Board agreed a number of actions to address key areas identified for improvement.

Directors' and Officers' Insurance

While acting in their capacities as Directors, NZL provides indemnity and insurance cover for Directors to the fullest extent permitted by law. As permitted by its Constitution, NZL has entered into a deed of indemnity, insurance and access indemnifying each Director for potential liabilities, losses, costs and expenses they may incur for acts or omissions in their capacity as Director, and agreeing to effect directors' and officers' liability insurance for those persons, in each case subject to the limitations set out in the Companies Act 1993.

Role of New Zealand Rural Land Management Limited Partnership

The day-to-day management responsibilities for NZL have been delegated to the Manager under a long-term Management Agreement. The Management Agreement details a comprehensive list of the Manager's duties and responsibilities, and the fees payable to the Manager (which are summarised in the Financial Statements at page 36 of this report). Under the Management Agreement, the Manager is responsible for the:

- Management and administration of NZL including secretariat services;
- Management of properties owned by NZL;
- Sourcing of sale and purchase opportunities, including overseeing the due diligence and execution processes;
- Operation of lease arrangements;
- Communication with investors; and
- Administration of dividends and distributions.

Manager Performance

A key role of the Board is to monitor the performance of the Manager. NZL benefits from having a management team with a great breadth and depth of skills, however the Board recognises that the interests of the Manager and the interests of NZL's Shareholders have the potential to conflict.

The Board is responsible for identifying, assessing and resolving any potential conflicts in relation to NZL's structure, NZL's adopted strategies and the resulting potential fees payable to the Manager. Any matters to be considered under the Management Agreement by NZL are considered and determined by the independent Directors on the Board. Where the Board must vote on any matter relating to the Manager, Chris Swasbrook is interested and must not vote on that matter.

Diversity

NZL has a Diversity Policy, which describes NZL's approach to diversity and inclusion. NZL believes that building and celebrating diversity in the workplace creates an inclusive workplace culture and delivers enhanced business performance. The Diversity Policy applies to the Board and the Manager and should be read in conjunction with NZL's Code of Ethics and all other policies that cover areas such as values, culture and employee expectations. A copy of the Diversity Policy is available on NZL's website.

In accordance with the Company's Diversity Policy, NZL has evaluated its performance against the measurable objectives established under the governance section of the Company's Sustainability Programme. These relate to the Board of Directors because NZL does not employ any staff. NZL has successfully met its diversity targets in relation to both director independence and gender diversity and, while not having specific targets, has noted that there is also diversity of both age and ethnicity among the directors.

The following table provides a quantitative breakdown as at 31 December 2023 as to the gender composition of the Board:

	31 December 2023			31 December 2022		
	Female	Male	% Female	Female	Male	% Female
Board	2	2	50%	2	2	50%
Officers	0	1	0%	0	1	0%

NZX Corporate Governance Code

NZL considers that during the year ended 31 December 2023, NZL materially complied with the Code. NZL does deviate from the Code, by not having a formally established Nominations Committee. Given the current nature and structure of NZL, the Board considers the matters related to nominations are best undertaken by the entire Board.

Risk Management

The Audit and Risk Committee ensures that NZL fulfils its responsibilities in all matters related to risk management. The Committee is responsible for overseeing financial reporting, accounting policies, financial management and internal control systems. Formal control and reporting processes have been introduced to ensure the Board is properly and regularly informed on corporate financial matters.

NZL's key risks as a land owner are identified, scored and reported to the Board as part of NZL's Enduring Land Programme. These are broadly categorised under environmental, economic, social, and animal welfare categories. More detail on this programme can be found at nzrlc.co.nz/sustainability. Health and Safety risks are managed and reported to the Board in accordance with NZL's Health and Safety Management Plan. Other risks that may impact NZL's value (including land value, tenant financial capacity, access to capital, unbudgeted capex, and forestry regulation) are assessed by the Manager and reported to the Board with appropriate recommendations. A number of these risk are reflected in NZL's Corporate Policies such as the Acquisitions, Tenant and Leasing Policy, Capital Management Policy, and Dividend Policy.

Health & Safety

NZL owns farming property and leases it to tenants, and the Manager manages the lease arrangement on behalf of NZL. This scenario creates overlapping health and safety duties for the properties. NZL, the Manager, and the tenant have carefully considered each parties' ability to influence and control health and safety matters, and put in place a Health and Safety programme via a Overlapping Duties Agreement on each farm. This takes into account who has control over work activity, control of the workplace and control over workers, and allocates in a detailed register responsibilities based on who is in the best position to control, influence and manage each health and safety obligation to ensure successful implementation and avoid duplication of efforts.

In addition, both NZL and the Manager are developing a Health & Safety Management Plan, and the Manager has developed a Quarterly Health and Safety Governance Report for the NZL Board which will provide an update and performance rating for each risk. NZL considers Health and Safety a key feature of the Social Sustainability pillar of NZL's overarching Sustainability Programme.

Directors' Relevant Interests

As at 31 December 2023, the Directors of NZL who have relevant interests (as defined in the Financial Market Conduct Act 2013) in quoted financial products of NZL are as follows:

NZL Ordinary Shares	Beneficial Interests	Non-beneficial Interests
Rob Campbell	942,000	-
Sarah Kennedy	45,000	-
Christopher Swasbrook	1,610,000	2,706,500
Tia Greenaway	8,136	-

As at 31 December 2023, the Directors of NZL held, in aggregate, 3.81% of NZL's ordinary shares.

Directors disclosed the following acquisitions and disposals of relevant interests in NZL shares during the year ended 31 December 2023 pursuant to section 148 of the Companies Act 1993:

NZL Ordinary Shares	Beneficial interests as at 31 December 2023	Change from 31 December 2022	Non-beneficial Interests as at 31 December 2023	Change from 31 December 2022
Rob Campbell	942,000	+464,016	-	-
Sarah Kennedy	45,000	+4,322	-	-
Christopher Swasbrook	1,610,000	+857,542	2,706,500	+605,000
Tia Greenaway	8,136	+2,034	-	-

Interests Register

The following are the relevant interests of the Directors of NZL and its subsidiaries:

Rob Campbell

Director of Ara Ake Limited
Chancellor of Auckland University of Technology
Director of RC Custodian Limited
Director of Tutanekai Investments

Sarah Kennedy

Founder and CEO of Calocurb Limited
Director Lanaco Limited
Director of Lifestream International Limited

Christopher Swasbrook

Director of Bethunes Investments Limited
Director of Swimtastic Limited
Director of Elevation Capital Management Limited
Director of Elevation Capital Investments Limited
Director of Elevation Capital Securities Limited
Director McCashins Brewery Limited
Board Member of Financial Markets Authority

Tia Greenaway

Member of New Zealand Maori Tourism Audit and Risk Committee
Trustee of Ngati Tutemohuta Charitable Trust
Associate Trustee of Opepe Farm Trust
Committee Member of Opepe Investment Committee
Director of Piata Horizons Limited
Member of Rongowhakaata Iwi Trust Audit Risk and Finance Committee
Responsible Trustee of Tauhara Middle 14 Trust
Responsible Trustee of Tauhara Middle Lands Trust
Chief Financial Officer Tupu Angitu

Directors' Remuneration

The remuneration paid to NZL and its subsidiaries' Directors in respect of the year ended 31 December 2023 was as follows (these amounts exclude GST, where appropriate):

Director	Year to 31 December 2023 (NZD)
Rob Campbell	97,500
Sarah Kennedy	65,000
Christopher Swasbrook	Nil
Tia Greenaway	65,000
Total	227,500

Directors also receive reimbursement for reasonable travelling, accommodation and other expenses incurred in the course of performing their duties. The Company did not pay any additional fees to any Director for the provision of additional services.

Directors do not receive any retirement benefits, and do not receive share options. Whilst NZL strongly encourages NZL share ownership to support shareholder alignment, it is not compulsory given that personal circumstances may mean share ownership is not appropriate or achievable.

Any proposed increases in non-executive Director fees will be put to shareholders for approval. If independent advice is sought by the Board, it will be disclosed to shareholders as part of the approval process.

The following Board skills matrix outlines the qualifications, capabilities, geographical location, tenure and gender of each member of the Board:

The following Board skills matrix outlines the qualifications, capabilities, geographical location, tenure and gender of each member of the Board	Rob Campbell	Chris Swasbrook	Sarah Kennedy	Tia Greenaway
Director Qualification	CNZM, BA (Hons), MPhil (Economics)	BCom (Economics)	BVSc (Dist), MIT Sloan Fellowship	MPA (Accounting), CA
Strategic knowledge of rural investments	Yes	Yes	Yes	Yes
Strategic knowledge of funds management businesses	Yes	Yes	No	No
Financial	Yes	Yes	Yes	Yes
Risk management/regulatory	Yes	Yes	No	Yes
Sustainability	No	No	Yes	Yes
Legal	No	No	Yes	Yes
People leadership and culture	Yes	Yes	Yes	Yes
Listed company governance	Yes	Yes	Yes	No
Capital markets	Yes	Yes	Yes	No
Geographic location	Auckland	Auckland	Auckland	Taupo
Tenure (years)	39 Months	39 Months	39 Months	27 Months
Gender	Male	Male	Female	Female

Employee Remuneration

NZL, including its subsidiaries, have no employees. NZL is managed by the Manager under the Management Agreement. Details of the fees paid to the Manager are included in the Financial Statements on page 36.

Subsidiaries

NZL has one subsidiary, NZRLC Dairy Holdings Limited, a company incorporated in New Zealand in March 2021. As at 31 December 2023, the Directors of NZRLC Dairy Holdings Limited are Rob Campbell, Sarah Kennedy, Christopher Swasbrook and Tia Greenaway.

Donations

NZL, including its subsidiaries, did not make any donations during the six months ended 31 December 2023. NZL has a policy of not making political donations.

Annual Meeting of Shareholders

The Notice of 2023 Annual Meeting was provided to shareholders within the 10 working days' notice requirement under the Companies Act 1993. The NZX Corporate Governance Code recommends not less than 20 working days' notice. The period was shorter because NZL was, within the 20 working day period, in a process of determining whether or not potential initiatives may require shareholder approval.

Dividends Paid

No dividends were declared for the year ended 31 December 2023.

Company Secretariat Services

Company Secretariat Services are provided by the Manager. The Manager manages the independence of Company Secretariat Services via oversight from the Manager's Board of Directors. The Board of the Manager does not consist of any NZL Directors.

Auditors

The Audit and Risk Committee reviews the quality and cost of the audit undertaken by the NZL's external auditors and provides a formal channel of communication between the Board, senior management and external auditors.

The Audit and Risk Committee approves the auditor's terms of engagement, audit partner rotation (at least every five years) and audit fee, and reviews and provides feedback in respect of the annual audit plan. The Board is aware that a lengthy audit firm tenure has the potential to compromise auditor independence, and therefore will rotate the audit firm after 10 years unless on balance it is not in the interests of NZL to do so. The Committee periodically has time with the external auditor without management present. The Audit and Risk Committee also assesses the auditor's independence on an annual basis.

An External Auditor Independence Policy has been adopted and sets out the services that may or may not be performed by the external auditor.

On 15 November 2023 NZL accepted the resignation of PwC as the Company's statutory auditor and appointed William Buck in its place and Darren Wright was appointed as Lead Audit Partner on the same date.

All audit work is fully separated from non-audit services, to ensure that appropriate independence is maintained. The amount of fees paid to PwC and William Buck for audit work in FY23 are identified in note 19 of the consolidated financial statements. At the 2023 Annual Meeting shareholders authorised the Directors to fix the auditor's fees and expenses for the ensuing year.

William Buck has provided the Audit and Risk Management Committee with written confirmation that, in its view, it was able to operate independently during the year.

PwC, at the time of the 2023 Annual Shareholders' meeting had not yet resigned as auditor and therefore attended the meeting and were available to answer any questions.

No non-audit services were provided by William Buck.

NZX Waivers

No waivers from the NZX Listing Rules were granted to the Company or relied upon by the Company during the year ended 31 December 2023.

Credit Rating

NZL does not have a credit rating.

Substantial Product Holders

The following information is pursuant to section 293 of the Financial Markets Conduct Act 2013. The total number of voting securities of NZL on issue as at 7 March 2024 was 139,295,000. According to notices received by NZL, the following persons were substantial product holders in NZL as at 31 December 2023:

Ordinary shares	Number held
ANZ New Zealand Investments Limited, ANZ Bank New Zealand Limited and ANZ Custodial Services New Zealand Limited	16,935,385
Clyde and Rena Holland	10,809,369
Accident Compensation Corporation	9,210,788
Jarden Securities Limited and Harbour Asset Management Limited	8,529,410

Spread of Shareholders

The spread of the Shareholders of NZL as at 7 March 2024 is as follows:

Number of Shares	Number of Holders	Total Shares Held	Percentage (%)
1 - 1,000	128	93,207	0.07
1,001 – 5,000	400	1,170,418	0.84
5,001 – 10,000	254	1,949,839	1.40
10,001 – 50,000	365	8,114,049	5.83
50,001 – 100,000	69	4,909,363	3.52
100,001 and over	82	123,058,124	88.34
Total	1,298	139,295,000	100.00

Spread of Warrant Holders

The spread of the Warrant Holders of NZL as at 7 March 2024 is as follows:

Number of Warrants	Number of Holders	Total Warrants Held	Percentage (%)
1 - 1,000	245	107,727	1.35
1,001 – 5,000	152	350,674	4.39
5,001 – 10,000	28	185,790	2.32
10,001 – 50,000	19	492,221	6.16
50,001 – 100,000	7	519,935	6.50
100,001 and over	9	6,339,880	79.29
Total	460	7,996,227	100.00

Twenty Largest Shareholders

The twenty largest Shareholders of NZL as at 7 March 2024 are as follows:

Shareholders	Number held
New Zealand Permanent Trustees Limited	20,160,747
Premier Nominees Limited	10,884,857
Accident Compensation Corporation	9,525,482
Forsyth Barr Custodians Limited	6,863,333
TEA Custodians Limited	6,494,133
MFL Mutual Fund Limited	6,111,032
FNZ Custodians Limited	5,234,869
Janice Catherine Walker & Sonya Jane Walker & Duncan Varhan Fea	4,000,000
New Zealand Depository Nominee	3,699,413
Custodial Services Limited	2,966,351
HSBC Nominees (New Zealand) Limited	2,809,833
Allied Farmers Limited	2,803,617
Custodial Services Limited	2,604,979
Wairahi Investments Limited	2,500,000
New Zealand Permanent Trustees Limited	2,300,000
FNZ Custodians Limited	2,034,533
DFS Investment Partners LLC	1,950,790
Investment Custodial Services Limited	1,751,026
BNP Paribas Nominees NZ Limited	1,450,259
Clyde Parker and Rena Holland	1,336,356

Twenty Largest Warrant Holders

The twenty largest Warrant Holders of NZL as at 7 March 2024 are as follows:

Warrant Holders	Number held
Accident Compensation Corporation	1,636,731
Forsyth Barr Custodians Limited	1,077,777
Premier Nominees Limited	854,965
MFL Mutual Fund Limited	515,502
New Zealand Permanent Trustees Limited	299,999
HSBC Nominees (New Zealand) Limited	243,013
FNZ Custodians Limited	218,081
TEA Custodians Limited	204,985
New Zealand Permanent Trustees Limited	196,334
Custodial Services Limited	192,182
FNZ Custodians Limited	138,436
Custodial Services Limited	135,283
Public Trust RIF Nominees Limited	122,991
Christina Dietzsch Kley	116,667
Michael John Lamb & Harriet Madeline Lamb	110,000
John Albert Galt	105,233
Elizabeth Beatty Benjamin & Michael Murray Benjamin	100,000
Philip Bowman	91,667
New Zealand Depository Nominee	86,997
Elevation Capital Management	83,606

SECTION **3** **Financial
Statements**

New Zealand Rural Land Company Limited and its subsidiaries

**Consolidated Financial Statements
For the year ended 31 December 2023**

New Zealand Rural Land Company Limited and its subsidiaries Directors' responsibility statement

The directors are pleased to present the financial statements of New Zealand Rural Land Company Limited and its subsidiaries for the financial year ended 31 December 2023.

The Board of Directors of New Zealand Rural Land Company Limited authorised the financial statements for issue on 29 February 2024.

For and on behalf of the Board



Rob Campbell

Director



Sarah Kennedy

Director

New Zealand Rural Land Company Limited and its subsidiaries
Consolidated statement of comprehensive income
For the year ended 31 December 2023

		31 December	6 month period
		2023	ended 31
	Notes	\$'000	December 2022
		\$'000	\$'000
Rental income	6	15,350	5,681
Total rental income		15,350	5,681
Less overhead costs			
Directors fees		(227)	(114)
Insurance		(85)	(40)
Shareholder registry and communications		(95)	(35)
Management fees	20	(1,039)	(467)
Repairs and maintenance		(117)	(295)
Professional, consulting and listing fees		(394)	(29)
Performance fee	20	(901)	(495)
Total overhead costs		(2,858)	(1,475)
Profit before net finance expense, other income and income tax		12,492	4,206
Finance income		1,879	1,590
Finance expense		(11,388)	(2,615)
Net finance expense	7	(9,509)	(1,025)
Profit before other income and income tax		2,983	3,181
Other income			
Change in fair value of investment property	5	7,388	2,258
Profit before tax		10,371	5,439
Income tax benefit / (expense)	8.1	483	(174)
Net profit		10,854	5,265
Other comprehensive income		-	-
Total comprehensive income for the period		10,854	5,265
		Cents	Cents
Basic and diluted earnings per share	25	8.06	4.59

New Zealand Rural Land Company Limited and its subsidiaries
Consolidated statement of financial position

At 31 December 2023

	Notes	31 December 2023 \$'000	31 December 2022 \$'000
Current assets			
Cash and cash equivalents	9	1,258	1,942
Trade and other receivables	10	378	269
Current tax receivable		7	13
Total current assets		1,643	2,224
Non-current assets			
Investment property	5	346,281	267,360
Deposit for forestry estate acquisition		-	6,294
Loan receivable	11	20,363	19,144
Deferred tax assets	8.2	1,398	915
Derivative assets	12	71	2,506
Other non-current assets		75	377
Total non-current assets		368,188	296,596
Total assets		369,831	298,820
Current liabilities			
Trade and other payables	13	1,090	594
Borrowings	14	29,500	1,968
Convertible loan	15	11,980	-
Other current liabilities		169	319
Total current liabilities		42,739	2,881
Non-current liabilities			
Borrowings	14	104,000	105,000
Total non-current liabilities		104,000	105,000
Total liabilities		146,739	107,881
Net assets		223,092	190,939
Share capital	16	157,419	134,180
Share based payment reserve	18	901	495
Retained earnings		64,772	56,264
Total equity		223,092	190,939
		\$	\$
Net Assets Value (NAV) per share	22.2	1.6016	1.6517
Net Tangible Assets (NTA) per share	22.2	1.5910	1.6221

New Zealand Rural Land Company Limited and its subsidiaries
Consolidated statement of changes in equity
For the year ended 31 December 2023

	Notes	Share capital \$'000	Share based payment reserve \$'000	Retained earnings \$'000	Total \$'000
Balance at 1 July 2022		129,632	4,115	52,848	186,595
Comprehensive Income					
Total comprehensive income for the period		-	-	5,265	5,265
Total comprehensive income		-	-	5,265	5,265
Transactions with shareholders					
Capital raised	16	433	-	-	433
Performance fee issued in ordinary shares	16	4,115	(4,115)	-	-
Performance fee payable in ordinary shares	18	-	495	-	495
Dividends paid	17	-	-	(1,849)	(1,849)
Balance at 31 December 2022		134,180	495	56,264	190,939
Comprehensive Income					
Total comprehensive income for the period		-	-	10,854	10,854
Total comprehensive income		-	-	10,854	10,854
Transactions with shareholders					
Capital raised	16	22,744	-	-	22,744
Performance fee issued in ordinary shares	16	495	(495)	-	-
Performance fee payable in ordinary shares	18	-	901	-	901
Dividends paid	17	-	-	(2,346)	(2,346)
Balance at 31 December 2023		157,419	901	64,772	223,092

New Zealand Rural Land Company Limited and its subsidiaries
Consolidated statement of cash flows
For the year ended 31 December 2023

		Year ended 31 December 2023	6 month period ended 31 December 2022
	Notes	\$'000	\$'000
Cash flows from operating activities			
Lease income received		15,939	5,887
Payments to suppliers		(885)	(271)
Management fees paid		(1,026)	(377)
Income taxes received / (paid)		6	(3)
Interest paid		(8,698)	(3,041)
Interest received		653	329
Net cash generated by operating activities		5,989	2,524
Cash flows from investing activities			
Payments for investment properties		(65,441)	-
Payments for investment in forestry estate		-	(6,294)
Payments for leasehold improvements		-	(121)
Proceeds from disposals of assets		29	-
Net cash used in investing activities		(65,412)	(6,415)
Cash flows from financing activities			
Proceeds from issue of ordinary shares		23,346	521
Payment of transaction costs on issue of ordinary shares		(593)	(43)
Dividends paid		(2,346)	(1,849)
Proceeds from borrowings		30,500	6,200
Repayment of borrowings		(3,968)	-
Proceeds from convertible loan		12,000	-
Repayment of convertible loan		(200)	-
Net cash generated by financing activities		58,739	4,829
Net (decrease) / increase in cash and cash equivalents		(684)	938
Cash and cash equivalents beginning of the period		1,942	1,004
Cash and cash equivalents at the end of the period	9	1,258	1,942

New Zealand Rural Land Company Limited and its subsidiaries

Notes to the consolidated financial statements

For the year ended 31 December 2023

1 Reporting entity

The consolidated financial statements for New Zealand Rural Land Company Limited (the "Company" or "Parent") and its subsidiaries (the "Group") are for the economic entity comprising the Company and its subsidiaries. The Group's principal activity is investment in New Zealand rural farmland and forestry land.

The Company is incorporated in New Zealand and registered under the Companies Act 1993. The Company is an FMC reporting entity for the purposes of the Financial Markets Conduct Act 2013 and the Financial Reporting Act 2013. The Company was incorporated on 11 September 2020 and is domiciled in New Zealand. The Company is listed on the New Zealand Stock Exchange (NZX Limited) with ordinary shares listed on the NZX Main Board. The address of the Company's registered office is 50 Customhouse Quay, Wellington Central, Wellington, New Zealand.

These financial statements are for the financial year ended 31 December 2023. The comparative period is the 6 month period ended 31 December 2022.

2 Basis of preparation

2.1 Statement of compliance and reporting framework

The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP") and the Financial Markets Conduct Act 2013. They comply with New Zealand equivalents to International Financial Reporting Standards ("NZ IFRS") and other applicable Financial Reporting Standards, as appropriate. These financial statements comply with International Financial Reporting Standards ("IFRS") as published by the International Accounting Standards Board. For the purposes of complying with NZ GAAP, the Group is a for-profit entity. These financial statements have been prepared in accordance with the requirements of the Companies Act 1993 and on a going concern basis.

Material accounting policies:

2.2 Functional and presentation currency

These financial statements are presented in New Zealand dollars, which is the Group's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise stated.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except for derivative financial instruments and investment properties which are measured at fair value.

Revenue, expenses, assets and liabilities are recognised net of the amount of goods and services tax (GST) except:

- where the amount of GST incurred is not recovered from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- for receivables and payables which are recognised inclusive of GST (the net amount of GST recoverable from or payable to the taxation authority is included as part of receivables or payables).

New Zealand Rural Land Company Limited and its subsidiaries

Notes to the consolidated financial statements

For the year ended 31 December 2023

2.4 Basis of consolidation

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

- has 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.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

When necessary, adjustments are made to the financial statements of a subsidiary to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

2.5 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial instruments are classified into the following specified categories: 'fair value through profit or loss' (FVTPL), and 'at amortised cost'. The classification depends on the business model and nature of the cash flows of the financial instrument and is determined at the time of initial recognition.

The Group's financial assets consist of cash, trade receivables, derivatives and loan receivable.

Financial assets - Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial assets - Impairment of financial assets

Impairment of financial assets are recorded through a loss allowance account (bad debt provision). The amount of the loss allowance is based on the simplified Expected Credit Loss (ECL) approach which involves the Group estimating the lifetime ECL at each balance date. The lifetime ECL is calculated using a provision matrix based on historical credit loss experience and adjusted for forward looking factors specific to the debtors and the economic environment.

New Zealand Rural Land Company Limited and its subsidiaries

Notes to the consolidated financial statements

For the year ended 31 December 2023

2.5 Financial instruments (continued)

Financial liabilities - Amortised cost

Financial liabilities at amortised cost (including borrowings, related party payables and trade and other payables) are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Financial liabilities - Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3 Critical accounting estimates and judgements

The preparation of these financial statements requires management to make estimates and assumptions. These affect the amounts of reported revenue and expense and the measurement of assets and liabilities. Actual results could differ from these estimates. The principal areas of judgement and estimation in these financial statements are:

- Fair valuation of investment property (note 5)
- Determination that land and forest should be classified and measured as investment property (note 5)
- Deferred tax on investment property (note 8.2)
- Recognition of loan receivable (note 11)

3.1 Fair value estimation

The Group's assets and liabilities that are measured at fair value are investment property and derivative financial instruments. Investment property is measured using level 3 valuation techniques as further detailed in Note 5.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

Assets and liabilities measured at fair value are classified into three levels, using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair value measurement. For financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Derivative financial instruments are measured using level 2 valuation techniques, which is based on inputs other than quoted prices in an active market that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). This valuation technique maximises the use of observable market data where it is available and relies as little as possible on entity specific estimates. The derivatives are valued based on the mark to market valuations of the interest rate swaps on 31 December 2023.

The carrying value of all other financial assets and liabilities held at amortised cost reasonably approximates the fair value due to the short term nature of the financial instruments.

New Zealand Rural Land Company Limited and its subsidiaries
Notes to the consolidated financial statements
For the year ended 31 December 2023

4 Segment information

The Group operates in one business segment being New Zealand rural land.

Included in the Group's total rental income, more than 10% was received from three significant customers, Performance Dairy Limited, WHL Capital Limited, and New Zealand Forest Leasing (No.2) Limited. The total rental income derived in the year ended 31 December 2023 from these customers was \$3.113 million, \$3.648 million, and \$3.558 million respectively (6 month period ended 31 December 2022: \$1.547 million, \$1.824 million, and \$nil respectively). No other single customer contributed 10% or more of the Group's total rental income (6 month period ended 31 December 2022: Performance Livestock Limited: \$0.679 million, Sustainable Grass Dairy Limited: \$0.584 million).

Included in the Group's total gross finance income, excluding gains on the fair value of derivative instruments, more than 10% was received as interest income from two significant customers. The total gross interest income derived in the year ended 31 December 2023 from these customers was \$0.629 million and \$1.238 million respectively (6 month period ended 31 December 2022: \$0.297 million and \$0.610 million respectively). No other single customer contributed 10% or more of the Group's total finance income (6 month period ended 31 December 2022: nil).

5 Investment properties

Investment property is property held either to earn rental income, for capital appreciation or for both.

Investment property is initially measured at cost and subsequently measured at fair value with any change therein recognised in comprehensive income. Any gain or loss arising from a change in fair value is recognised in comprehensive income.

Initial direct costs incurred in negotiating and arranging operating leases and lease incentives granted are added to the carrying amount of the leased asset.

Property valuations for the farms are carried out at least annually by independent registered valuers.

Valuations performed on the forestry estates are made and evaluated through discounted cash flows, with independent market inputs reviewed by independent valuers.

Investment properties are derecognised when they have been disposed of and any gains or losses incurred on disposal are recognised in comprehensive income in the year of derecognition.

Fair value of rural and forestry land investment properties:

31 December 2023

Location	Land area Hectares	Opening	Additions ¹	Lease fee	Capitalised	Revaluation	Carrying value
		balance		amortisation	lease	(loss) / gain	
		\$'000	\$'000	\$'000	incentive ²	\$'000	\$'000
Canterbury	5,765	140,887	277	(6)	(176)	(7,866)	133,116
Otago	3,500	80,786	-	(3)	-	(1,485)	79,298
Southland	1,386	45,687	9	(19)	(120)	(1,391)	44,166
Manawatū-Whanganui	3,137	-	71,573	(2)	-	18,130	89,701
Fair value of investment properties		267,360	71,859	(30)	(296)	7,388	346,281

¹ Includes directly attributable acquisition costs.

This includes the forestry estate deposit that was separately disclosed on the balance sheet in the financial statements for the 6 months ended 31 December 2022. This deposit has been moved to investment properties upon the completion of the acquisitions in the year ended 31 December 2023.

² Net of amortisation.

New Zealand Rural Land Company Limited and its subsidiaries
Notes to the consolidated financial statements
For the year ended 31 December 2023

5 Investment properties (continued)

In April 2023, the acquisition of the forestry estates in Whanganui/Manawatu settled for \$71.6 million. That acquisition and its associated costs were funded from the proceeds of a pro-rata rights offer in March 2023 for \$23.4 million, bank funding of \$28.5 million, a convertible loan issuance for \$12 million (refer to note 15), and surplus cash.

Upon settlement, the two estates were simultaneously leased for 20 years and 16 years respectively, with CPI adjusted payments.

The forestry estate is currently being used to capture carbon from the atmosphere with the associated carbon credits sold on the New Zealand Emissions Trading Scheme (NZ ETS). The forestry estate can, at the tenants election, be harvested for timber. Both the forest and the associated land are interconnected and inseparable, accordingly they have been classified as investment property and are held to earn rental income and for capital appreciation.

31 December 2022

Location	Land area Hectares	Opening balance \$'000	Additions ¹ \$'000	Lease fee amortisation \$'000	Capitalised	Revaluation gain \$'000	Carrying value \$'000
					lease incentive ² \$'000		
Canterbury	5,765	139,808	-	(4)	(89)	1,172	140,887
Otago	3,500	80,138	-	(2)	-	650	80,786
Southland	1,386	44,953	-	(18)	316	436	45,687
Fair value of investment properties		264,899	-	(24)	227	2,258	267,360

¹ Includes directly attributable acquisition costs.

² Net of amortisation.

5.1 Fair value measurement, valuation techniques and inputs

External, independent valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued, value the Group's Canterbury, Otago and Southland properties at least every 12 months. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. Valuations performed on the forestry estates are made and evaluated by the company using discounted cash flows, with independent market inputs reviewed by independent valuers.

The Group's investment properties were valued by Colliers International, with values applicable as at 31 December 2023.

Investment properties are classified as level 3 (inputs are unobservable for the asset or liability) under the fair value hierarchy on the basis that adjustments must be made to observable data of similar properties to determine the fair value of an individual property.

During the year there were no transfers of investment properties between levels of the fair value hierarchy. The valuation techniques used in measuring the fair value of investment property, as well as the significant unobservable inputs used are as follows:

The investment properties (except for forestry assets) have been assessed on a fair value basis utilising the income approach for the Group's interest as lessor and a market approach to assess the reversionary value of the assets at the expiry of the current lease terms. The valuation includes the consideration made by the valuer for the applicable climate risks.

The net present value of the income provided under the lease agreements have been assessed to be above prevailing market leases for similar assets. This results in the Group's interest assessment in the leases being greater than the current fair value for the asset on the basis of the Comparable Sales Approach.

New Zealand Rural Land Company Limited and its subsidiaries
Notes to the consolidated financial statements
For the year ended 31 December 2023

5.1 Fair value measurement, valuation techniques and inputs (continued)

Key inputs used to measure fair value:

	31 December 2023	31 December 2022
Land growth rate	2.75%	3.00%
CPI forecast (2026 onwards)	2.00%	2.00%
Discount rate	7.35%	7.15%
Terminal rate	6.85%	6.65%

For the forestry assets, a market approach has been used to assess the reversionary value.

The valuation of the Forest assets has been assessed utilising the income approach for the Group's interest as a lessor and discounted post-lease cashflows. The value of the post lease period is based on estimated carbon production and carbon unit pricing.

Two forestry assets were acquired in 2023. Block one is an established forestry asset with areas still to be planted, which was leased to a 3rd party with expiry in 2043. Block two was acquired in 2023 as bare land with planting to occur in 2023, which was leased to a 3rd party until 2039. There is one right of renewal for 10 years. It is assumed that no right-of-renewal will be exercised by the lessees. The tenant planted most of the land in 2023.

The tenants of both sites have leased the land to derive income from either carbon or timber. It is assumed based on the current pricing and outlook that carbon will be the most likely income source, it is therefore assumed that the forests will not be harvested and will slowly revert to native forest.

The values adopted in these financial statements for the Forestry assets are summarised as (\$000):

	Lease \$'000	Post-lease \$'000	Total \$'000
Block One	57,130	13,370	70,500
Block Two	5,001	14,200	19,201
	62,131	27,570	89,701

The post lease valuation of the forestry assets has the following key inputs used to measure fair value:

	31 December 2023
Discount rate	9.60%
NZU market price January 2039*	\$234
NZU market price April 2043*	\$255
NZU's per-hectare at lease end	51,500
Long term NZU price growth rate from 2031	2.10%

*NZU pricing has been forecast and the mid-point is adopted for these purposes. 2039 and 2043 relate to the dates of the end of the two leases.

The current value is also driven by the volumes of estimated carbon sequestration over the life of the forest which has been modelled by external experts based on comparable properties and the I300 method which is used to express the productivity of a site in terms of volume growth for Pinus radiata. It is the mean annual volume increment in cubic metres per hectare of a 300 stem per hectare Radiata pine stand at age 30 years. As a measure of productivity used in modelling and forecasting tree growth and stand yield, it is relevant even where crops are not intended to be thinned to a stocking as low as 300 stems per hectare or grown to age 30.

New Zealand Rural Land Company Limited and its subsidiaries
Notes to the consolidated financial statements
For the year ended 31 December 2023

5.2 Valuation methodology

Key valuation input	Description	Measurement sensitivity	
		Increase in input	Decrease in input
Land growth rate	The rate applied to the expected land value growth. Used in the income approach.	Increase	Decrease
CPI	The expected inflation increase applied to the lease income every three years. Used in the income approach.	Increase	Decrease
Discount rate	The rate applied to discount future cashflows, it reflects transactional evidence from similar types of property assets. Used in the income approach.	Decrease	Increase
Terminal rate	The rate used to assess the terminal value of the property. Used in the income approach.	Decrease	Increase
Market rental assessment	The valuer's assessment of the annual net market income per hectare attributable to the property. Used in the income approach.	Increase	Decrease
Forecast NZU prices	Value adopted by management based on advice from third parties.	Increase	Decrease

The key two subjective inputs into the post-lease valuation are:

1. Discount rate of 9.60%
2. The prices of NZU's at lease termination

The discount rate of 9.6% has been determined by utilising the Capital Asset Pricing Model (CAPM) to determine WACC for this type of asset by external experts.

The Group engaged an independent 3rd party expert to provide guidance on the expected future price path of NZU's over the next 40 years. They provided three scenarios and estimated values as follows:

	Low	Medium	High
Estimates for 2039	\$134	\$234	\$335
Estimates for 2043	\$146	\$255	\$364

Management adopted the Medium scenario in the valuations as a mid-point between two price paths deemed to be optimistic and pessimistic.

During 2023, NZU experienced volatility in their prices, and the range of potential future outcomes is significant.

The valuation of the forestry assets is highly sensitive to changes in the estimated future prices. The valuation of \$89.7 million at 31 December 2023 would be impacted as follows if different price path assumptions had been applied:

	Revised Valuation \$'000	Impact \$'000
Low price path	64,500	(25,201)
High price path	115,700	25,999

New Zealand Rural Land Company Limited and its subsidiaries
Notes to the consolidated financial statements
For the year ended 31 December 2023

6 Rental income

Rental income from investment property leased to clients under operating leases is recognised in the consolidated statement of comprehensive income on a straight-line basis over the term of the lease, taking into account rent free periods. Where lease incentives are provided to customers, the cost of incentives are recognised over the lease term on a straight-line basis as a reduction to rental income.

	6 month period ended	
	31 December 2023	31 December 2022
Gross lease receipts	15,938	5,452
Straight line rental adjustments	(120)	317
Revenue received in advance adjustments	(292)	-
Amortisation of capitalised lease incentives	(176)	(88)
Rental income	15,350	5,681

6.1 Lessor contractual operating lease income

The Group has entered into investment property leases (as lessor) which have remaining non-cancellable lease terms of between 10 and 20 years.

	6 month period ended	
	31 December 2023	31 December 2022
Future minimum rental receivables under non-cancellable operating leases are as follows:		
Within 1 year	16,954	11,338
After 1 year but not more than 5 years	67,817	45,353
More than 5 years	116,633	50,588
Total property operating lease income	201,404	107,279

The commitments above are calculated based on the contract rates using the term certain expiry dates of lease contracts. Actual rental amounts in future may differ due to CPI adjustments within the lease agreements.

7 Finance income and expense

Finance income includes interest income derived from financial assets and any gain on fair value of derivative instruments. Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Finance expense includes interest expense incurred on borrowings and any loss on fair value of derivative instruments. Interest expense is recognised using the effective interest method. Gain on fair value of derivative instruments details are included in note 12.

	6 month period ended	
	31 December 2023	31 December 2022
	\$'000	\$'000
Finance income		
Interest income	1,879	919
Gain on fair value of derivative instruments	-	671
Finance expense		
Interest expense	(8,876)	(2,615)
Loss on fair value of derivative instruments	(2,512)	-
Net finance expense	(9,509)	(1,025)

New Zealand Rural Land Company Limited and its subsidiaries
Notes to the consolidated financial statements
For the year ended 31 December 2023

8 Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated Statement of Comprehensive Income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

8.1 Income tax recognised in statement of comprehensive income

	6 month period ended	
	31 December 2023	31 December 2022
	\$'000	\$'000
Current tax expense	-	-
Deferred tax (benefit) / expense	(483)	174
Income tax (benefit) / expense	(483)	174
Reconciliation of income tax expense to prima facie tax payable:		
Profit before tax	10,371	5,439
Income tax expense calculated at 28%	2,904	1,523
Effect of expenses that are not deductible in determining taxable profit	8	3
Effect of income that is not assessable in determining taxable profit	(2,069)	(632)
Tax depreciation	(1,333)	(720)
Gain on sale of fixed assets	-	-
Prior period adjustment	7	-
Income tax (benefit) / expense	(483)	174

It is assumed that the tax book value of tax depreciable assets reflects their market values. This assumes there would be no depreciation recovered if disposed of for market value.

8.2 Deferred tax assets

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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8.2 Deferred tax assets (continued)

	Opening balance	Recognised in profit or loss	Closing balance
31 December 2023	\$'000	\$'000	\$'000
Lease fees / Lease incentives	(618)	74	(544)
Tax losses	1,531	410	1,941
Other	2	(1)	1
Total deferred tax asset / (liability)	915	483	1,398

	Opening balance	Recognised in profit or loss	Closing balance
31 December 2022	\$'000	\$'000	\$'000
Lease fees / Lease incentives	(550)	(68)	(618)
Tax losses	1,637	(106)	1,531
Other	2	-	2
Total deferred tax asset / (liability)	1,089	(174)	915

Key Judgement

The Group has chosen not to rebut the presumption in NZ IAS 12 *Income taxes* that the carrying value of investment properties will be recovered through sale.

The Group considers that any future gain on sale of investment properties will not be assessable for income tax purposes as the sale of a capital asset.

9 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

Cash and cash equivalents at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the statement of financial position as follows:

	Dec 2023 \$'000	Dec 2022 \$'000
Cash at bank	1,258	1,942
Total cash and cash equivalents	1,258	1,942

10 Trade and other receivables

Trade receivables are non-derivative financial assets and measured at amortised cost less impairment.

	Dec 2023 \$'000	Dec 2022 \$'000
Trade receivables	41	41
Prepayments	332	228
Other receivables	5	-
Total trade and other receivables	378	269

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11 Loan receivable

	Dec 2023 \$'000	Dec 2022 \$'000
Non-current:		
McNaughtons home block	6,943	6,321
Makikihi Farm	13,420	12,823
Total loan receivable	20,363	19,144

On 1 June 2021, the Group acquired land at 30 Cooneys Road, Morven (McNaughtons home block) for \$5.4 million and simultaneously entered into a lease and a put and call agreement with Performance Dairy Limited (PDL), a related entity to the vendor. Under the call agreement, PDL can acquire the land on 31 May in any year (providing a minimum 90 days notice has been provided) from the Group for \$5.4 million plus 10% interest compounding annually. Under the put agreement, from 1 June 2023 the Group can require PDL to acquire the land on 31 May any year under the same pricing mechanism and notice requirements. The put and call option has a 99 year life.

On 2 August 2021, the Group acquired land at a North Canterbury Dairy Farm (Makikihi Farm) for \$12 million and simultaneously entered into a lease and a put and call agreement with Makikihi Robotic Dairy Limited (MRDL), a related entity to the vendor. Under the call agreement, MRDL can acquire the land on 31 May in any year (providing a minimum 90 days notice has been provided) from the Group for 12 million plus 10% interest compounding annually. Under the put agreement, from 1 August 2023 the Group can require MRDL to acquire the land on 31 May any year under the same pricing mechanism and notice requirements. The put and call option has a 99 year life.

Key Judgement

The Group has determined that these arrangements have the substance of loans with 10% market interest rates per annum (6 month period ended 31 December 2022: 10%).

The loans are secured by a General Security Deed and cross guarantee from certain Van Leeuwen Group entities.

The loan receivable balances have been considered and determined no impairment is required at reporting date.

12 Derivatives

Derivative financial instruments, comprising interest rate swaps are classified as fair value through profit or loss ("FVTPL"). They are initially recognised at fair value on the date the derivative contract is entered in to. Subsequent to initial recognition, changes in fair value of such derivatives and gains or losses on their settlement are recognised in the consolidated statement of comprehensive income in finance income and expense.

	Dec 2023 \$'000	Dec 2022 \$'000
Derivative assets	71	2,506
	71	2,506

13 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days from recognition. Trade payables are recognised initially at fair value and subsequently measured at amortised cost.

	Dec 2023 \$'000	Dec 2022 \$'000
Trade payables and accruals	569	436
Revenue in advance	292	-
GST payable	229	158
Total trade and other payables	1,090	594

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14 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of comprehensive income over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

	Notes	Dec 2023 \$'000	Dec 2022 \$'000
Current borrowings:			
Rabobank facility	14.1	29,500	1,968
Non-current borrowings:			
Rabobank facility	14.1	104,000	105,000
Total borrowings		133,500	106,968

14.1 Rabobank Facility

Dec 2023	Expiry date	Effective interest rate	Total \$'000	Undrawn facility \$'000	Drawn amount \$'000	Fair value \$'000
Bank facility A	1 June 2025	7.60%	46,000	-	46,000	46,000
Bank facility B	1 June 2024	7.46%	29,500	-	29,500	29,500
Bank facility C	1 June 2026	7.76%	29,500	-	29,500	29,500
Bank facility D	14 April 2026	7.72%	28,500	-	28,500	28,500
			133,500	-	133,500	133,500

Dec 2022	Expiry date	Effective interest rate	Total \$'000	Undrawn facility \$'000	Drawn amount \$'000	Fair value \$'000
Bank facility A	1 June 2025	6.35%	46,000	-	46,000	46,000
Bank facility B	1 June 2024	6.20%	29,500	-	29,500	29,500
Bank facility B	31 January 2023	6.20%	2,000	32	1,968	1,968
Bank facility C	1 June 2026	6.50%	29,500	-	29,500	29,500
			107,000	32	106,968	106,968

The Group has entered into a revolving credit facility agreement with Rabobank on 21 May 2021 and renewed on 14 April 2023. The facility agreement has a limit of \$133,500,000 with floating interest rates ranging over the four tranches of the debt. Interest is payable quarterly in arrears.

There is a general security deed over all of the assets of the Group as security of the borrowings.

The terms of the borrowings includes the following covenants that the Group must ensure at all times:

- Interest coverage ratio is greater than 1.6;
- Loan to valuation ratio does not exceed 40%; and
- Capital expenditure in each financial year shall not exceed 120% of the budgeted forecast capital expenditure.

The Group has complied with the financial covenants of its borrowing facilities during the year ended 31 December 2023.

The Group's interest cover ratio covenant is 1.6 for the period from 30 June 2023 to 31 December 2024, and 1.75 from 31 March 2025 onwards.

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15 Convertible Loan

On 14 April 2023, the Group entered into a convertible loan agreement with New Zealand Forest Leasing Limited with a face value of \$12.36 million. In February 2024 the convertible loan was repaid in full (refer to subsequent event note 27).

At 31 December 2023 the convertible loan was expected to be repaid within eighteen months from the date of the loan being issued. The terms of the agreement required the Group to make quarterly interest payments based on the current outstanding principal amount, at 8% per annum.

In April 2024, the Group was required to make a \$1.244 million repayment.

Post October 2024 and at that point, the loan could convert to ordinary shares in the forest owning subsidiary. Should that conversion have occurred, there were put and call arrangements to enable the Group to return to 100% ownership of the forests.

There have been no payments of the convertible loan balance. The balance as of 31 December 2023 reflects interest and transaction costs (deducted).

	Dec 2023	Dec 2022
	\$'000	\$'000
Current:		
Convertible loan	11,980	-

16 Issued capital

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

	Notes	\$'000	No. of ordinary shares
Authorised and issued			
Balance at 30 June 2022		129,632	112,648,894
Rights issue to existing shareholders		476	452,929
Performance fee issued in ordinary shares		4,115	2,499,747
Transaction costs arising on issue of shares		(43)	-
Balance at 31 December 2022		134,180	115,601,570
Rights issue to existing shareholders	17	23,285	23,375,984
Other share issues		595	628,929
Share buy-back		(530)	(611,327)
Performance fee issued in ordinary shares		495	299,844
Transaction costs arising on issue of shares		(606)	-
Balance at 31 December 2023		157,419	139,295,000

The December 2022 performance fee was settled with 0.3 million shares being issued in March 2023 at an equivalent of \$1.6507 per share (internal NAV measurement).

All shares have equal voting rights, participate equally in any dividend distribution or any surplus on the winding up of the Company. The shares have no par value.

17 Dividends

During the period, total dividends of \$2.346 million were declared. An ordinary dividend of \$0.020 per share with no supplementary dividend was issued in March 2023. No imputation credits were attached to the dividend.

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18 Share based payment reserve

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

	Dec 2023 \$'000	Dec 2022 \$'000
Arising on share-based payments (performance fee)	901	495
Balance at end of the period	901	495

The share based payment reserve relates to the Manager's performance fee that is settled through the issue of shares. More details on performance fees are provided in note 20.1.

19 Remuneration of auditors

During the year, the Company accepted the resignation of PricewaterhouseCoopers New Zealand as the Company's statutory auditor and appointed William Buck Audit (NZ) Limited in its place.

The following fees were paid or payable for services provided by William Buck Audit (NZ) Limited as the auditor of the Group:

	Dec 2023 \$'000	Dec 2022 \$'000
Assurance and other services		
Statutory audit services	64	-
	64	-

The following fees were paid or payable for services provided by PricewaterhouseCoopers New Zealand as the former auditor of the Group:

	Dec 2023 \$'000	Dec 2022 \$'000
Assurance and other services		
Statutory audit services	23	102
	23	102

20 Related parties

20.1 Remuneration of the Manager

The Group has appointed an external manager, New Zealand Rural Land Management Limited Partnership through a signed management agreement. The Manager is responsible for all management functions of the Group, including:

- Providing administrative and general services;
- Sourcing and securing potential investors and communicating with investors;
- Sourcing opportunities for the sale and purchase of Land, and operators for lease agreements in respect of Land;
- Overseeing due diligence for and executing transactions for the sale and purchase, and leasing, of Land;
- Managing the Group's Property, including Land owned by the Group;
- Arranging regular valuations and audits of the Group; and
- Administering the payment of dividends and distributions in respect of the Group.

The Manager is remunerated via management fees, transaction fees and performance fees.

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20.1 Remuneration of the Manager (continued)

Fees paid and owing to the Manager:

	31 December 2023		6 month period ended 31 December 2022	
	Fees charged	Owing at 31 Dec	Fees charged	Owing at 31 Dec
	\$'000	\$'000	\$'000	\$'000
Basic management services fee	1,039	89	467	90
Land transaction fees	878	-	-	-
Leasing fees	60	-	-	-
Performance fee	901	901	495	495
Total	2,878	990	962	585

Management fee

A monthly management fee is payable equal to 0.5% per annum of the Group's Net Asset Value, calculated on a monthly basis. The total management fees for the period ended 31 December 2023 were \$1.039 million (6 month period ended 31 December 2022: \$0.467 million).

Transaction fee

A fee is payable for the following transactions:

- For each purchase or sale of land, a fee equal to 1.25% of the acquisition or divestment cost of the land and improvements; and
- For each lease agreement entered into, a fee of \$30,000.

Transaction fees incurred for the period ended 31 December 2023 were \$0.878 million and \$0.060 million (6 month period ended 31 December 2022: \$nil) in relation to the purchase and lease fee components (respectively). The purchase fee is included in the initial carrying amount of the acquired investment property. The leasing fee has been added to the carrying value of the leased asset (being investment properties) as part of the initial direct costs of arranging the lease.

Performance fee

A performance fee is payable to the Manager when the Group's net asset value ('NAV') per share exceeds the Group's NAV per share in the immediately preceding financial year. This annual performance fee is calculated as 10% of the increase in NAV per share and is settled through the issue of ordinary shares based on the NAV per share at that date. NAV per share is adjusted for the impact of capital reconstructions (such as a rights issue at a premium or discount), with the intention of the calculation being neither prejudicial nor advantageous to the Company or the Manager. Half of the ordinary shares issued are held in escrow and cannot be sold for 5 years. The value of the performance fee in the year ended 31 December 2023 was \$0.901 million (6 month period ended 31 December 2022: \$0.495 million). The shares will be issued to the Manager subsequent to balance date.

20.2 Key management personnel compensation

In addition to remuneration of the Manager outlined above, the Group paid directors fees during the period of \$0.227 million (6 month period ended 31 December 2022: \$0.114 million) in cash. There was no other compensation of key management personnel during the period.

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21 Subsidiaries

The consolidated Financial Statements incorporate the assets, liabilities and results of the subsidiaries in accordance with the accounting policy described in note 2.4.

The following subsidiaries have been consolidated in the Financial Statements of the Group:

Name of entity	Country incorporated	Activities	Dec 2023	Dec 2022
			Equity holding	Equity holding
NZRLC Dairy Holdings Limited	New Zealand	Rural land investment	100%	100%
SSP NI Limited	New Zealand	Rural land investment	100%	100%
New Zealand Rural Land Investments GP Limited	New Zealand	General partner	100%	0%
New Zealand Rural Land Investments Limited Partnership	New Zealand	Rural land investment	100%	0%

22 Non-GAAP measures

Non-GAAP measures do not have a standard meaning prescribed by GAAP and therefore may not be comparable to information presented by other entities. These measures should not be viewed in isolation, nor considered as a substitute for measures reported in accordance with NZ IFRS.

22.1 Reconciliation of net profit after tax to adjusted funds from operations (AFFO)

Funds from operations ('FFO') is a non-GAAP financial measure that shows the Group's underlying and recurring earnings from its operations and is considered industry best practice for a property fund to enable investors to see the cash generating ability of the business. This is determined by adjusting statutory net profit (under NZ IFRS) for certain non-cash and other items. FFO has been determined based on guidelines established by the Property Council of Australia and is intended as a supplementary measure of operating performance. The Manager uses and considers Adjusted Funds From Operations ('AFFO') as a measure of operating cash flow generated from the business, after providing for all operating capital requirements including maintenance capital expenditure, tenant improvement works, incentives and leasing costs.

	Notes	6 month period ended	
		31 December 2023	31 December 2022
		\$'000	\$'000
Net profit after tax		10,854	5,265
<i>Adjustments</i>			
Unrealised net (gain) in value of investment properties	5	(7,388)	(2,258)
Performance fee payable in shares	18	901	495
Unrealised net loss / (gain) on derivatives	7	2,512	(671)
Deferred tax (benefit) / expense	8.2	(483)	174
Amortisation of rent free incentives	6	176	88
Amortisation of lease fee		30	25
Funds from operations ('FFO')		6,602	3,118
FFO per share (cents)		4.74	2.70
<i>Adjustments</i>			
Incentives and leasing costs		120	(315)
Future maintenance capital expenditure ¹		(663)	(329)
Adjusted funds from operations ('AFFO')		6,059	2,474
AFFO per share (cents)		4.35	2.14

¹ Represents amounts set aside each financial period for future expected maintenance capital expenditure as considered prudent by the Manager. These amounts do not qualify for recognition as liabilities on the balance sheet under NZ GAAP.

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22.2 Net assets per share and net tangible assets per share

The Group presents net assets per share and net tangible assets per share in these financial statements. The Group believes that these non-GAAP measures provide useful additional information to readers. Net tangible assets per share is a required disclosure under the NZX Listing Rules and net assets per share is a measure monitored by management and required for calculating the Manager's performance fee. The calculation of the Group's net assets per share, net tangible assets per share, and its reconciliation to the consolidated statement of financial position is presented below:

	Notes	Dec 2023 \$'000	Dec 2022 \$'000
Total assets		369,831	298,820
(Less): Total liabilities		(146,739)	(107,881)
Net assets		223,092	190,939
(Less): Deferred tax asset	8.2	(1,398)	(915)
(Less): Derivative asset	12	(71)	(2,506)
Net tangible assets		221,623	187,518
Number of shares issued ('000)		139,295	115,602
Net assets per share (\$)		1.6016	1.6517
Net tangible assets per share (\$)		1.5910	1.6221

23 Financial instruments

Categories of financial instruments:

As at 31 December 2023	Financial assets/ liabilities at FVTPL \$'000	Financial assets at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Total \$'000
Assets				
Cash and cash equivalents	-	1,258	-	1,258
Trade and other receivables	-	46	-	46
Loan receivable	-	20,363	-	20,363
Derivative assets	71	-	-	71
	71	21,667	-	21,738
Liabilities				
Trade and other payables	-	-	569	569
Convertible loan	-	-	11,980	11,980
Borrowings	-	-	133,500	133,500
	-	-	146,049	146,049

As at 31 December 2022	Financial assets/ liabilities at FVTPL \$'000	Financial assets at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Total \$'000
Assets				
Cash and cash equivalents	-	1,942	-	1,942
Trade and other receivables	-	41	-	41
Loan receivable	-	19,144	-	19,144
Derivative assets	2,506	-	-	2,506
	2,506	21,127	-	23,633
Liabilities				
Trade and other payables	-	-	436	436
Borrowings	-	-	106,968	106,968
	-	-	107,404	107,404

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24 Financial risk management

24.1 Interest rate risk

Interest rate risk is the risk that fluctuations in interest rates impact the Group's financial performance, future cash flows or the fair value of its financial instruments.

The Group's policy is to manage its interest rates using a mix of fixed and variable rate debt. To manage this mix, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rates for interest calculated by reference to an agreed-upon notional principal amount. These swaps are designed to economically hedge underlying debt obligations.

The Group's exposure to variable interest rate risk and the weighted average interest rate for interest bearing financial assets and liabilities as at 31 December 2023 was as follows:

	Dec 2023	Dec 2022
	\$'000	\$'000
Financial assets		
Cash at bank	1,258	1,942
Financial liabilities		
Bank borrowings (net of economic impact of interest rate swaps)	48,000	64,968
Interest rate applicable at balance date		
Cash at bank	<1%	<1%
Bank borrowings (net of economic impact of interest rate swaps)	7.60%	6.34%

The following sensitivity analysis represents the change in interest expense if the floating interest rates on bank borrowings (net of economic impact from interest rate swaps) had been 2% higher or lower, with other variables remaining constant:

	Dec 2023		Dec 2022	
	Interest rate	Interest rate	Interest rate	Interest rate
	\$'000	\$'000	\$'000	\$'000
Increase / (decrease) in interest expense	(960)	960	(1,299)	1,299

There is no interest rate risk on the loan receivable (note 11) as they accrue interest at a fixed rate.

24.2 Credit risk

Credit risk represents the risk that the counterparty to the financial instrument will fail to discharge an obligation and cause the Group to incur a financial loss. Financial instruments which are subject to credit risk principally consist of cash, debtors and loans receivable. The Group's exposure to credit risk is equal to the carrying value of the financial instruments.

The Group conducts credit assessments of tenants to determine credit worthiness prior to entering into lease agreements. This includes requiring tenants to have equity at least six times their annual lease obligations or provide other suitable security arrangements. Where appropriate, the Group will include guarantees and/or security from tenants within lease agreements to support rental payments. In addition, debtor balances are monitored on an ongoing basis with the result that exposure to bad debts is not significant.

The risk from financial institutions is managed by placing cash and cash equivalents with high credit quality financial institutions only. The Group has placed its cash and cash equivalents with ASB Bank Limited and Westpac New Zealand Limited, both who are AA- rated (Standard & Poor's).

The Group intends to further mitigate this risk in the future by expanding into other primary sectors in New Zealand, such as horticulture, viticulture, sheep and beef.

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24.3 Liquidity risk

Liquidity risk is the risk that the Group may encounter difficulty in meeting its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk mainly arises from the Group's obligations in respect of long term borrowings, derivatives and trade and other payables.

The Group monitors and evaluates liquidity requirements on an ongoing basis and generates sufficient cash flows from its operating activities to meet its obligations arising from its financial liabilities and has bank facilities available to cover potential shortfalls. The Group's approach to managing liquidity risk is to ensure it will always have sufficient liquidity to meet its obligations when they fall due under both normal and stress conditions.

The following table outlines the Groups' liquidity profile, as at 31 December 2023, based on contractual non-discounted cash flows:

	Total	0-1 year	1-2 years	2-5 years	>5 years
	\$'000	\$'000	\$'000	\$'000	\$'000
As at 31 December 2023					
Trade and other payables	1,090	1,090	-	-	-
Convertible note	11,980	11,980	-	-	-
Borrowings ¹	149,927	38,402	51,945	59,580	-
Total	162,997	51,472	51,945	59,580	-
	Total	0-1 year	1-2 years	2-5 years	>5 years
	\$'000	\$'000	\$'000	\$'000	\$'000
As at 31 December 2022					
Trade and other payables	594	594	-	-	-
Borrowings ¹	123,328	8,784	35,115	79,429	-
Total	123,922	9,378	35,115	79,429	-

¹ Includes contractual interest payments based on drawn down amounts at reporting date and assuming no repayments of principal prior to expiry date.

24.4 Capital risk management

When managing capital risk, the Manager's objective is to ensure the Group continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other creditors.

The Group meets its objectives for managing capital through its investment decisions on the acquisition and disposal of assets, dividend policy, and issuance of new shares. This includes restricting debt to 40% of total assets and debt will generally be sought on interest-only repayment terms, subject to maintaining the 40% debt limit. The Group will also seek debt with mortgage security over the rural land acquired to secure the borrowings.

25 Earnings per share

Basic and diluted earnings per share amounts are calculated by dividing profit after income tax attributable to shareholders by the weighted average number of shares on issue.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and the weighted average number of ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares. The Company has no dilutive factors.

	Dec 2023	Dec 2022
Profit after income tax (\$'000)	10,854	5,265
Weighted average number of shares for the purpose of basic and diluted EPS ('000)	134,646	114,636
Basic and diluted earnings per share (cents)	8.06	4.59

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26 Reconciliation of profit after income tax to net cash flows from operating activities

	31 December 2023 \$'000	6 month period ended 31 December 2022 \$'000
Profit and total comprehensive income for the period	10,854	5,265
<i>Add/(less) non-cash items:</i>		
Change in fair value of derivatives	2,435	(714)
Change in fair value of investment property	(7,388)	(2,258)
Performance fee payable in shares	901	495
Interest income accrual	(1,226)	(590)
Deferred tax	(483)	174
Lease incentives - rent free period	297	(228)
Interest expense accrual	47	(424)
Lease fee amortisation	37	25
Convertible loan amortisation	180	-
<i>Movements in working capital items:</i>		
Decrease / (increase) in other current assets	(31)	1,240
Decrease / (increase) in income tax receivable	6	(3)
Increase in trade and other payables	68	121
Increase / (decrease) in income in advance	292	(579)
Net cash generated by operating activities	5,989	2,524

There are no contingent liabilities or assets as at 31 December 2023 (31 December 2022: nil).

27 Subsequent events

Roc Partners Transaction

On 19 January 2024 NZRLC entered into a conditional agreement to sell a 25% economic interest to Roc Partners for \$44.2m. Conditions were subsequently satisfied, and the transaction settled on 9 February 2024.

Transaction features:

- NZRLC transferred the group assets (other than cash on hand) to a newly created limited partnership (LP). In substance, NZRLC's \$133.5m revolving credit facility with Rabobank (note 14) was also transferred to the LP.
- The LP then issued units to Roc Partners such that they have a 25% interest in the LP.
- The general partner of the LP is a company owned by NZRLC and Roc Partners in the same proportions as the LP, 75% and 25% for NZRLC and Roc Partners respectively.
- New Zealand Rural Land Management Limited Partnership (manager) will continue to be the manager of NZRLC and will also manage the LP. The NZRLC management agreement was amended at completion of facilitating this new structure, reducing NZRLC's liability for manager fees to 75% of the LP.
- It is intended that NZRLC and Roc Partners will co-invest (through the LP) in future acquisitions to grow the portfolio. Where this occurs, Roc Partners will fund 25% of the equity needed for an acquisition reducing NZRLC's associated capital requirements.
- The business strategy of the LP will be the business strategy of NZRLC and remains unchanged. Where NZRLC and Roc Partners approve an acquisition (and, in particular, the funding for that acquisition) the LP will be the acquiring entity. If Roc Partners does not wish to fund the LP for an acquisition, NZRLC may proceed with that acquisition on its own, sole account. Third party debt funding of the LP must continue to not exceed a 40% (loan to value ratio) level at all times.

New Zealand Rural Land Company Limited and its subsidiaries
Notes to the consolidated financial statements
For the year ended 31 December 2023

27 Subsequent events (continued)

- Subject to certain conditions, Roc Partner's interest in the LP has a lock-up period of 6 years where it may not sell to a third party. During this period NZRLC may sell down up to half of its interest in the LP to third parties (should it wish to do so).

As of 31 December 2023, NZRLC has determined the transaction was not highly probable. The arrangement was still being negotiated with significant uncertainty as to whether it would proceed. At that time either party had the ability to walk away from the negotiations.

NZRLC is in the process of assessing how it will account for the LP on settlement date (9 February 2024). Key to that assessment is whether or not NZRLC has sufficient power to direct the relevant activities (those that significantly affect the investee's return) of the LP such that it has reached the threshold required for control (as defined in NZ IFRS 10 Consolidated Financial Statements). NZRLC expect to consolidate the LP on the basis that the activities requiring Roc Partner's approval are protective in nature.

If NZRLC consolidates the LP it will reflect the 25% held by Roc Partners as a non-controlling interest with no impact in Profit or Loss. Whilst not NZRLC's expectation, if it does not consolidate the LP then on settlement date it will de-recognise the assets and liabilities from its balance sheet and recognise an investment in the LP, with the difference between the two recognised as an accounting loss in Profit and Loss of \$11.3m.

On settlement date 9 February \$11.98 million was used to repay the outstanding convertible loan (refer to note 15). The balance of fund has been retained as working capital while NZRLC considers future growth and capital options.

Apple and forestry land acquisition

On 20 February 2024 NZRLC agreed to acquire the land supporting 3 apple orchards located in the Hawkes Bay region in the North Island and forestry land in close proximity to its existing estates for a total of \$27.6m. The acquisition will be acquired by the Limited Partnership formed as part of the Roc Partners Transaction (above).

The orchard land has a total land area of approximately 97 hectares of which 82 hectares are planted. The orchards will be leased to Kiwi Crunch for a period of 30 years with a year one income of c.\$1.4 million, subject to annual rental adjustments of CPI or 2.5%, whichever is higher. NZRLC will legally own only the land not the orchard trees. This acquisition is conditional on obtaining certain approvals and settlement is expected to occur in March 2024.

The forestry land has a total area of approximately 1,119 hectares and is leased to New Zealand Forest Leasing (NZFL) for a period of 16 years. The estate has year one income of \$760,000 and is subject to annual CPI-linked rental adjustments. The tenant will utilise the land for timber and/or carbon sequestration. This acquisition was both signed and settled 20 February 2024.

There were no other material events subsequent to balance date.

New Zealand Rural Land Company Limited

Independent auditor's report to the Shareholders

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the consolidated financial statements of New Zealand Rural Land Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2023, and the 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 a summary of significant accounting policies.

In our opinion, except for the possible effects due to the lack of audit evidence of the matter described in the Basis for Qualified Opinion section of our report, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) and New Zealand equivalents to International Financial Reporting Standards (NZ IFRS).

Basis for Qualified Opinion

As disclosed in Note 5.1 to the consolidated financial statements the group has recorded forestry assets located in the Manawatu-Whanganui region within Investment Properties measured at Fair Value at 31 December 2023 of \$89.7 million. The Group recorded a revaluation gain of \$18.1 million on those assets in the Consolidated statement of comprehensive income in the year ended 31 December 2023. A key subjective assumption included in the valuation of these forestry assets is the estimated long term future prices of New Zealand Emission Units (NZU's). We have been unable to obtain sufficient appropriate audit evidence to provide assurance over the estimated future NZU prices which form a significant part of the valuation. As the future prices of the NZU's is a material component of the valuations, we are therefore unable to express an opinion as to whether the carrying value of the Investment property and related revaluation gains recognised by the Group in the year ended 31 December 2023 are materially correct and whether any adjustments to these amounts were necessary.

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)). 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 qualified opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, New Zealand Rural Land Company Limited or any of its subsidiaries.

Emphasis of Matter – Subsequent event

We draw attention to Note 27 which describes that on 9 February 2024 the Group has disposed of 25% of the assets of the Group to a 3rd party investor. Our audit report is not qualified in this regard.

Key Audit Matters

Except for the matter described in the Basis for Qualified Opinion section, we have determined that there are no other key audit matters to communicated in our report.

Other Matter

The consolidated financial statements of the Group for the six-month period ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on 28 February 2023.

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 Chair Report, Statutory Information and Company Directory, but does not include the consolidated financial statements and our auditor’s report thereon.

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 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. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Directors’ Responsibilities

The directors are responsible on behalf of the entity for the preparation of consolidated financial statements that give a true and fair view in accordance with New Zealand equivalents to 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 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 our responsibilities for the audit of these financial statements is located at the External Reporting Board (XRB) website at: [Audit Report 1 » XRB](#). This description forms part of our independent auditor's report.

The engagement director on the audit resulting in this independent auditor's report is Darren Wright.

Restriction on Distribution and Use

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 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 the Company's shareholders, as a body, for our audit work, for this report or for the opinions we have formed.



William Buck Audit (NZ) Limited
Auckland

27 March 2024

SECTION **4** **Company Directory**

REGISTERED OFFICE

c/o Duncan Cotterill
Level 2, Chartered Accountants
50 Customhouse Quay
Wellington 6011
New Zealand
<https://nzrlc.co.nz/>

SHARE REGISTRAR

Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West
Auckland 1010
New Zealand
<https://www.linkmarketservices.co.nz/>

MANAGER

New Zealand Rural Land Management
Level 1
85 Fort Street
Auckland Central
Auckland 1010
New Zealand

AUDITOR

William Buck Audit (NZ) Limited
Level 4
21 Queen Street
Auckland 1010
New Zealand
<https://williambuck.com/nz/>

INVESTOR CONTACTS

Christopher Swasbrook
chris@nzrlc.co.nz
+64 21 928 262
Level 4, The Blade
12 St Marks Road
Remuera
Auckland 1050
New Zealand

Richard Milsom
richard@nzrlm.co.nz
+64 21 274 2476
Level 1
85 Fort Street
Auckland Central
Auckland 1010
New Zealand