ANNUAL REPORT 2025



BUILDING RESILIENCE
DRIVING INTEGRATION

ANNUAL REPORT 2025



BUILDING RESILIENCE, DRIVING INTEGRATION.

MISSION STATEMENT

- Provide a sufficient quantity of good quality products at reasonable prices to our customers.
- Maintain a good return on investment to our shareholders.
- Provide our employees with reasonable remuneration and opportunities for personal development and job satisfaction.
- Perform the role of a good corporate citizen and contribute to the public welfare.

CORPORATE GOVERNANCE

Corporate Governance remains a key area of focus for Seprod Limited and is central to the Company's strategic objectives. The principles and the structure of our policy ensure the highest standards of transparency, oversight and independence, which serve the best interest of all our stakeholders. The practices are consistent with world best practices and adhere to the relevant legal and regulatory framework.

Our Corporate Governance Charter was established in December, 2012 by the Board of Directors and reviewed in December, 2024. The charter can be seen in more detail on the Company's website –www.seprod.com



A Defining Year

A year of disciplined growth, focused on expanding our regional footprint while strengthening how we operate as one Seprod.


PREMIUM QUALITY
GOLD SEAL
MADE IN JAMAICA
GOLD SEAL
Sweet
CASSAVA FLOUR
GOLD SEAL
COUNTER FLOU
UNBLEACHED - PRE-SIFTED
GOLD SEAL
MILLED IN JAMAICA
ALL PURPOSE FLOU
UNBLEACHED - ENRICHED - PRE-SIFTE
GOLD SEAL
NEW
Quick n Easy
FESTIVAL MIX
Hellshire inspired
JUST ADD WATER
2 INDIVIDUAL STICKS
GOLD SEAL
MARGARINE
GREAT FOR COOKING & BAKING
8oz (227g)
GOLD SEAL
WHOLE WHEAT FLOUR
UNBLEACHED - PRE-SIFTED
HIGH IN FIBRE
GOLD SEAL
BREAD FLOUR
UNBLEACHED - PRE-SIFTED
EXCELLENT FOR ALL BREAD AND PIZZA RECIPES

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of Seprod Limited will be held at the Terra Nova All Suite Hotel on July 29, 2026 at 10:00 a.m. The meeting will be held in a hybrid format (physical and virtual), for transacting the following business:

1. To receive the Audited Accounts and the Reports of the Directors and Auditors

To consider and if thought fit pass the following resolution:

"THAT the Directors' Report, the Auditors' Report and the Audited Accounts for the year ended December 31, 2025 be and are hereby adopted."

2. To elect Directors

The Directors retiring from office by rotation pursuant to Articles 89 and 91 of the company's Articles of Association are Messrs. Michael Subratie, Nicholas Scott, Brian Wynter and Mr. Ronny Schindler.

To consider and if thought fit pass the following resolutions:

Resolution 2 (a)

"That the directors retiring from office by rotation and offering themselves for re-election be elected en-bloc."

Resolution 2 (b)

"THAT Messrs. Michael Subratie, Nicholas Scott, Brian Wynter and Mr. Ronny Schindler be re-elected as Directors."

3. To fix the remuneration of Directors.

To consider and if thought fit pass the following resolution:

"THAT the amount shown in the Audited Accounts as Directors Remuneration for the year ended 31st December, 2025 be and is hereby approved.

4. To appoint Auditors and authorize the Directors to fix the remuneration of the Auditors.

To consider and if thought fit pass the following resolutions:

Resolution 4(a)

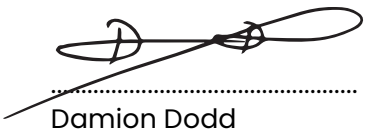
"THAT the directors be authorized to appoint the auditors."

Resolution 4(b)

THAT the directors be authorized to agree on the remuneration of the auditors."

5. To transact any other business which may properly be transacted at an Annual General Meeting.

DATED this 28th day of April, 2026
BY ORDER OF THE BOARD



.....
Damion Dodd
Secretary

DIRECTORS' REPORT

The Directors of Seprod Limited submit here wwith their Annual Report and Audited Accounts for the year ended December 31, 2025.

FINANCIAL RESULTS

The Group ended the year with a profit before tax of $6.35 Billion and a net profit attributable to shareholders of $3.84 Billion. Details of these results, along with a comparison with the previous year's performance and the state of affairs of the Company are set out in the Management Discussion and Analysis and the Financial Statements which are included as part of the Report.

DIVIDEND

The company made the following dividend payments during the year:

- A payment of sixty and a half cents ($0.605) to shareholders on record as at May 22, 2025 was made on June 6, 2025.
- A payment of sixty and a half cents ($0.605) to shareholders on record as at October 17, 2025 was made on November 7, 2025.
- A payment of sixty and a half cents ($0.605) to shareholders on record as at December 19, 2025 was made on January 16, 2026.

The Directors do not recommend any further payment of dividend for 2025.

DIRECTORS

Mr. Christopher Gentles resigned as a director effective December 2, 2025.

In accordance with Articles 89 and 91 of the Company's Articles of Association, the following Directors are retiring from office by rotation and, being eligible, offer themselves for re-election:

- Michael Subratie
- Nicholas Scott
- Brian Wynter
- Ronny Schindler

AUDIT COMMITTEE

The Board of Directors of Seprod Limited exercises its responsibilities for the Financial Statements included in this Report through its Audit Committee, which consists of non-management Board members: Mr. Byron Thompson (Chairperson), Mrs. Melanie Subratie, Mr. Nicholas Scott, Mr. Brian Wynter, as well as external appointee, Dr. Sharon McDonald.

The independent accountants and internal auditors have full and free access to the Audit Committee. The Audit Committee meets quarterly with the independent accountants and the Internal Auditors, both privately and with management present, to discuss accounting, auditing and financial reporting matters.

EMPLOYEES

The Directors wish to express their appreciation to the employees for their loyal services throughout the year.

Submitted on behalf of the Board of Directors.

P.B. Scott
Chairman

CORPORATE DATA

Registered Office:

3 Felix Fox Boulevard, Kingston, Jamaica
Tel: (876) 922-1220
Fax: (876) 922-6948 or 922-7344
Email: corporate@seprod.com

Auditors:

PricewaterhouseCoopers
Scotiabank Centre
Corner of Duke & Port Royal Streets
Kingston, Jamaica

Attorneys:

DunnCox
48 Duke Street
Kingston, Jamaica

Samuda & Johnson
2-6 Grenada Crescent
Kingston 5, Jamaica

Clinton Hart & Co.
58 Duke Street
Kingston, Jamaica

M. Hamel-Smith & Co.
Eleven Albion,
Corner Dere & Albion Streets
Port of Spain
Trinidad & Tobago W.I.

Bankers:

Citibank N.A. Jamaica
19 Hillcrest Avenue
Kingston 6, Jamaica

CIBC First Caribbean
International Bank
23-27 Knutsford Boulevard
Kingston 5

First Global Bank
24-48 Barbados Avenue

National Commercial Bank Jamaica Limited
1-7 Knutsford Boulevard
Kingston 5, Jamaica

Sagicor Bank
17 Dominica Drive
Kingston 5, Jamaica

Registrar and Transfer Agents:

Jamaica Central Securities Depository Limited
40 Harbour Street
Kingston, Jamaica

SHAREHOLDERS' PROFILE

AS AT 31 DECEMBER 2025



TEN LARGEST SHAREHOLDERS

1. Musson (Jamaica) Limited	231,832,586
2. Coconut Industry Board	163,420,345
3. JCSD Trustee Services Limited – Facey Group Limited	125,234,043
4. Musson Investments Limited	60,701,214
5. Stony Hill Capital Limited	47,189,219
6. Panmar Limited	25,086,719
7. Grace Kennedy Limited Pension Scheme	21,955,904
8. Caribprop Limited	15,653,638
9. National Insurance Fund	15,443,045
10. Sportswear Producers Limited	14,145,643

SHAREHOLDINGS OF DIRECTORS

1. Paul B. Scott (Chairman) - connected persons	Nil 480,610,700
2. Richard R. Pandohie (Chief Executive Officer) - connected person	3,998,231 25,086,719
3. Byron E. Thompson	1,220,668
4. Melanie Subratie - connected persons	Nil 469,602,751
5. Michael J. Subratie	Nil
6. Nicholas Scott - connected persons	122,884 8,290,163
7. Patrick Scott	5,787,413
8. Nicholas Jones	Nil
9. Brian Wynter	Nil
10. Mark Suomi	Nil
11. Ron Schindler	Nil
12. Antony (Mark) Hart - connected person	Nil 14,145,643

SHAREHOLDING OF EXECUTIVE COMMITTEE

1. Carol Andrade	13,000
2. Andrew Anguin	Nil
3. Andres Assee	Nil
4. Juan Baez	Nil
5. Ralston Bent	Nil
6. Euton Cummings	Nil
7. Damion Dodd	2,158,275
8. Fredy Graell	Nil
9. Chana Hay	2,515,245
10. Kareem Jones	Nil
11. Richard Pandohie - connected person	3,998,231 25,086,719
12. Amanda Sasso	460,000
13. Ferron Senior	Nil
14. Tameka Williamson-Smart	Nil



Building the Platform

With the integration of AS Bryden and CPJ, we've built one of the Caribbean's most connected distribution and manufacturing networks. Now, we unlock its full value.

CHAIRMAN'S REPORT



P.B. SCOTT
Chairman

DEAR FELLOW SHAREHOLDERS,

Seprod delivered another year of meaningful progress in 2025. Despite a challenging macroeconomic environment — marked by the continued uncertainty around US tariffs, currency availability pressures in some of our markets, the lingering unknowns surrounding the Dragon Field project in Trinidad, and most significantly, the devastation wrought by Hurricane Melissa on Jamaica — our three pillars: Ingredients, Dairy and Distribution, continued to demonstrate the resilience of our regional platform.

Profit Before Tax grew by 35% during the year, a result that I believe speaks clearly to the underlying strength and momentum of our business. However, as I have said in previous years, I want to take a moment to ensure that our fellow shareholders understand the full picture behind our reported numbers, because the headline figures alone do not tell the complete story.

As we have grown through acquisition — CPJ in Jamaica, Stansfeld Scott in Barbados, AS Brydens in Trinidad, Armstrong Agencies in Barbados, and others before them — we have accumulated significant intangible assets on our balance sheet. The amortization of these intangibles now stands at J$725 million per annum. This is a large and material number, and it is important that shareholders understand two things about it. First, it flows directly through our Profit and Loss statement, reducing our reported profits. Second, and critically, it is not tax deductible. This means we are

absorbing a J$725 million charge that reduces our profits without any corresponding tax relief. Different investors use different metrics to assess performance, and as Charlie Munger — who passed a couple of years ago — famously cautioned about EBITDA, one must always look beneath the headline number to understand what a business is truly generating.

When we add back this amortization, our return on equity stands at 13% (our objective is 15%). I believe this is the more meaningful measure of how effectively we are deploying your capital, because the amortization charge, while real in accounting terms, does not represent a cash cost to the business in the way that capital expenditure or debt service does. It is the inevitable accounting consequence of building a regional business through acquisition, and we make no apology for that strategy. The acquisitions we have made are generating real returns, real cash flows, and real competitive advantages across our region. The amortization charge will remain elevated as we continue to grow, and shareholders should expect this to be a feature of our financial statements for years to come as we build out our platform. Unfortunately the amortization is not the only non tax deductable expense. AS Brydens our largest subsidiary has an effective tax rate of 58%. This is because the interest on the financing of these acquisitions is also not deductable. As time goes on and we repay these loans we expect the effective tax rate to converge with the actual rates (25% in Jamaica, 30% in Trinidad and 12% in Barbados). It is our intent to direct a significant amount of our cashflow to debt repayment. This will result in lower interest and we believe a material improvement in our effective tax rate.

What I can tell you with confidence is that the cash generation of this business is strong. It is cash flow that allows us to invest, to acquire, to build new facilities, and to deliver returns to you. Our EBITDA continued its upward trajectory in 2025, and it is that metric, alongside return on equity adjusted for amortization, that best captures the true earning power of Seprod.

Hurricane Melissa

Resilience in the Face of Adversity

A business that is a work in progress will always face headwinds. In 2025 we faced them squarely, and none more so than the impact of Hurricane Melissa. Melissa was a significant weather event that caused widespread damage across Jamaica. The devastation



to infrastructure, communities, and livelihoods across the island was deeply sobering. As a proudly Jamaican business, we felt this personally. Many of our team members and their families were directly affected, and I want to take this opportunity to acknowledge their strength and resilience during an extraordinarily difficult period. We as a company stood with our people and our communities, and I am proud of how the Seprod family responded.

From a business perspective, Melissa created real and meaningful disruption. Our operations across Jamaica were impacted in the immediate aftermath, as road infrastructure damage complicated logistics and distribution, and several of our key customer sites required time to reopen or rebuild. The effect on Jamaica's tourism sector was particularly significant for our Distribution pillar. Our CPJ business, acquired in 2024, had been building tremendous momentum in the hotel, restaurant, bar and institution ("HORECA") trade in Jamaica and St. Lucia. The hurricane caused a number of hotel and resort properties to temporarily suspend operations, reduce occupancy targets, and defer orders as they undertook repairs and restoration. This created a softness in our HORECA volumes in Jamaica during the last quarter of the year that was not anticipated when we set our targets.

However, I am pleased to report that the recovery has been faster than many feared. Jamaica's tourism industry has demonstrated its own resilience, and the relationships that the CPJ team has built with hotel operators over many years proved invaluable during this period.

Our team worked closely with hotel partners to support their reopening efforts, ensuring that supply chains were restored quickly and that our service levels remained high even under difficult conditions. That responsiveness — that sense of urgency about getting things done — is exactly the culture we seek to build and sustain across all of Seprod. As properties have come back online, our HORECA business has improved from the last quarter of 2025. However we believe that we will be looking at 2027 before the numbers come back to our pre Melissa expectations.



The broader impact of Melissa on Jamaica also served as a reminder of why our regional diversification strategy matters. While Jamaica faced significant disruption, our operations in Barbados, Trinidad, Guyana, St. Vincent and St. Lucia continued to perform, providing balance across the group. This is precisely why we continue to invest in building scale across multiple Caribbean territories.

Our Dairy Pillar

The implementation of new production lines at our Bog Walk dairy facility, which caused some disruption in 2024, has now been completed. We are already seeing the benefits of increased capacity in milk, juices, and new packaging formats. Our farm productivity in St. Thomas showed improvement as we had planned, though Melissa created additional challenges for agricultural operations in the parish that our teams worked hard to overcome. I commend the dairy team for their perseverance and their delivery of continued progress under circumstances that tested everyone. We hope that we will see improvements in milk production in 2026.

Our Ingredients Pillar

Our Ingredients pillar — the original business of Seprod — continued to perform to expectation. Caribbean Products and Jamaica Grain and Cereals, our oils, fats, flour and corn businesses, are well known across the region for the highest quality products. Brands like Chiffon and Gold Seal remain household staples. During 2025, our investments in energy solutions and efficiency initiatives began to bear fruit, improving our competitiveness and supporting volume growth. In the aftermath of Melissa, demand for our core food ingredients remained stable — people still need to eat, and the reliability of our supply chain during a national crisis reinforced the value of what we do and who we are.

Our Distribution Pillar

Our Distribution pillar, our largest by revenue, had a year defined by both achievement and transformation. The integration of CPJ has progressed well, and the team has embraced the Seprod culture of urgency and ownership. The supply chain capabilities that CPJ brought are being actively replicated across Barbados, Guyana and beyond. The launch of ASB Guyana and the expansion of premium beverage distribution across multiple territories are beginning to show the scale benefits we anticipated.

A critical and exciting dimension of our Distribution pillar's evolution in 2025 and into 2026 is the infrastructure investment we are making in Trinidad and Guyana. In Trinidad, we are completing a new state-of-the-art warehouse facility that will be transformational for our operations there.



management, faster order fulfilment, and a meaningfully better service proposition for our customers. This is exactly the kind of efficiency investment that our scale now makes possible, and that smaller, more fragmented competitors simply cannot replicate. We look forward to this coming fully on stream and we expect it to be a major contributor to the profitability of our Trinidad operations in the years ahead.

In Guyana, we are equally excited about the new warehouse facility that is coming on board. Guyana is a market of tremendous and well-documented potential, driven by the economic transformation that oil revenues are beginning to deliver across that country. Our new facility gives us the physical capacity to grow our business there in a meaningful way — to take on more product lines, serve more customers, and build a distribution platform befitting the opportunity that Guyana represents. We have been deliberately building our presence in Guyana over recent years, and this infrastructure investment signals our confidence in that market and our commitment to being a serious long-term player there.

In September 2025, we were delighted to welcome Armstrong Agencies to the Seprod group. Armstrong Agencies is a well-established and highly regarded business in Barbados, built over many years by Andy and Peter Armstrong, whose market knowledge and deep customer relationships we have long admired. Barbados is a market where we already have a meaningful presence through Stansfeld Scott, and the addition of Armstrong Agencies significantly strengthens our platform on the island. Over the next two years, our focus will be on harmonizing systems, consolidating warehousing, and aligning management structures to create a truly integrated and high-performing Barbados operation. We expect this process, while requiring patience and investment in the near term, to deliver an exceptional distribution platform in Barbados that will serve our customers, our partners, and our shareholders extremely well. We welcome Andy, Peter, and the entire Armstrong Agencies team to the Seprod family and look forward to the journey ahead together.

Looking Ahead to 2026

As we look to 2026, we do so with a clear and focused sense of purpose. We have spent recent years deliberately assembling the pieces of a regional



platform — acquiring businesses, entering new markets, building relationships, and investing in infrastructure. That work continues, but 2026 represents an important inflection point. It is the year in which we shift our emphasis toward driving the synergies that exist across our businesses and ensuring that the benefits of the platform we have built begin to flow meaningfully to the bottom line.

The new warehouse in Trinidad, consolidating six facilities into one, will deliver real and measurable cost savings. The integration of Armstrong Agencies in Barbados will create a stronger, more efficient operation on that island. The capacity we are building in Guyana will allow us to grow revenues without proportionate increases in cost. Across every pillar and every territory, our teams are focused on the same question: how do we take what we have built and make it work harder for our shareholders? That is the defining task of 2026, and we approach it with energy, discipline, and confidence.

At the time of writing we have sold International Biscuits Limited our biscuit and snacks plant. It is a great business and we know that the new owners will do very well with it. We will continue to distribute the products and we look forward to working with them for many years to come. During the year we made significant progress on the development of our lands in St. Thomas and we look forward to updating shareholders on this as our designs are developed further.
Seprod over the last two decades has purchased many 1000s

of acres in St. Thomas. Serge, Belvedere, Coley and Bowden are among the estates that we have bought. We have grown sugar, mangoes and we have had bees and sheep over the years as well as of course dairy. The optimization of these land assets will bring many benefits to shareholders in the future.

We will face challenges in 2026. Some are already visible — tariff uncertainty, foreign exchange pressures, the ongoing amortization burden that comes with building a regional business through acquisition, and the continued work of rebuilding across Jamaica following Melissa. Others will surprise us, as challenges always do. What will not change is our commitment to executing our strategy, investing in our three pillars, and delivering for the people who rely on us — our customers, our employees, our communities, and you, our shareholders.

The new warehouses in Trinidad and Guyana, the integration of Armstrong Agencies in Barbados, the recovery of our HORECA business in Jamaica, and the continued strength of our Ingredients and Dairy pillars give us every reason to look to 2026 with optimism and determination. We have built something real across this region. Now it is time to make it perform at its full potential. We will continue to invest in our people, our technology, and our infrastructure — because it is that investment that provides the oxygen for our growth. But equally, we are now at a stage where the platform must begin to deliver the returns that justify the investment we and our shareholders have made. We believe it will. On behalf of the board, I thank every Seprod team member across the region for their dedication and resilience in 2025. I thank our partners, principals and customers for their trust.

And I thank you, our shareholders, for your continued confidence in us. Seprod remains a work in progress — and we are proud of every step forward we take, including the ones taken under the hardest of circumstances. The best, we believe, is still ahead.



P.B. Scott
CHAIRMAN

NUTRI+ MILK is a Mus!



Packed With Protein

Calcium & Vitamins

Ready to Drink

MADE BY SEPROD

#must be #good

BOARD OF DIRECTORS



P. B. SCOTT
CHAIRMAN

P.B. Scott is the CEO, Chairman and Principal Shareholder of the Musson Group. Over the last two decades, P.B. Scott has conceptualised and led the expansion of the Musson Group from a Jamaican consumer wholesale distribution business to a diversified group operating in 30 countries. The Group is a leader across the Caribbean in food, pharmaceuticals, information technology, and insurance. The Musson Group includes leading businesses such as The PBS Group, Seprod Limited, General Accident Insurance, and A.S. Brydens & Sons. He has served as CEO of Musson since 2004. Today the Musson Group has a turnover in excess of US$1.6 billion annually and over 7,000 employees.

In addition to his private sector contributions, P.B. Scott has committed a significant amount of time to public service. He is the chairman of the Development Bank of Jamaica and has led multiple enterprise teams to divest government assets. In 2023, he was awarded "the Order of Jamaica (OJ)" for his exceptional contribution to the Business Industry, Investment, and Philanthropy in Jamaica and the Caribbean.

PB Scott is a keen sailor and is married to Jennifer, an attorney at law and partner at law firm Clinton Hart. Together they have two children.



RICHARD R. PANDOHIE
JP, CEO/MANAGING DIRECTOR

Richard R. Pandohie, CD, JP, assumed the role of Chief Executive Officer and Managing Director of the Seprod Group in January 2015. He boasts a wealth of experience, having served in diverse managerial and board capacities in corporations spanning multiple industries across the Caribbean and Central America.

Noteworthy is Richard's impactful tenure as President of the Jamaica Manufacturers and Exporters' Association (JMEA), where he exhibited remarkable leadership and inspired industry-wide progress. His academic qualifications underscore his commitment to excellence, holding a Master of Business Administration degree in Corporate Finance and Operations Management from McGill University, complemented by a Bachelor of Science degree in Chemical Engineering from The University of the West Indies.

His outstanding contributions to national development in the manufacturing sector were duly recognized with the award of the Order of Distinction, Commander Class, one of the highest honors bestowed by the nation, solidifying his status as a pioneering figure in the advancement of the industry.



BYRON E. THOMPSON

JP, MBA

Mr. Byron Thompson is a former Chief Executive Officer and Managing Director of the Seprod Group. He also sits on the Board of Seprod's subsidiaries and is the Chairman of the Audit Committee. He is a Director of Eppley Limited and a member of the Audit Committee. Mr. Thompson is also a member of the Salvation Army Advisory Board and a Council member of the Bureau of Standards of Jamaica.

Mr. Thompson is also the Chairman of the Executive Committee, the Purchasing Committee and the Standards and Technical Committee and a member of the Information, Communication and Technology Committee of the Bureau of Standards.

Mr. Thompson holds a Bachelor's Degree in Chemistry and Geology from the University of the West Indies and an MBA from Barry University, Florida, USA.



MELANIE M. SUBRATIE

BSC. (Hons.)

Melanie Subratie is the Deputy Chairman of Musson (Jamaica) Limited, and is the Chairman and CEO of Stanley Motta Limited and Felton Property Management. Additionally, she is the Chairman of the Musson Foundation and the Seprod Foundation. Melanie is a director of Seprod Limited, and all of its subsidiaries, and AS Brydens Holdings Ltd and all of its subsidiaries.

She serves on the audit committee of Seprod and is a trustee of the Seprod Pension Fund. Melanie is the Vice-Chairman of General Accident Insurance Company Limited and T. Geddes Grant Limited, a director of Facey Group, Interlinc Limited, Eppley Limited, Eppley Caribbean Property Fund (ECPF), PBS Group and all its subsidiaries. She is also Chairman of the Audit Committee for Interlinc Limited and serves the audit committees of ECPF, Interlinc and AS Brydens. A keen angel investor, she is a director of Bookfusion Limited. Melanie is a director of the Jamaica Chamber of Commerce. She is a graduate of the London School of Economics, and mother to three teenage girls.

BOARD OF DIRECTORS-CONT'D



MICHAEL SUBRATIE

BCE, MSCE, EIT, JP

Mr. Michael Subratie is the Managing Director of T. Geddes Grant (Distributors) Limited as well as the Chief Operating Officer of Musson Jamaica in charge of Musson's manufacturing and trading business entities. Michael is also Founder and Executive Chairman of MJS Industrial Park Limited which has developed Spanish Town's first Industrial Technology Special Economic Zone Park.

He has served on several government boards including the Urban Development Corporation, Jamaica Urban Transit Company, Jamaica Railway Corporation, Montego Freeport Limited and the former Pegasus Hotel. He also sits on the board of the American Chamber of Commerce, and is the Honorary Consul of Bangladesh.

In November, 2016, Michael was appointed as Dean of The Consular Corps of Jamaica. In his capacity as Dean, Michael represents over 47 countries that do not have resident ambassadors in Jamaica.

Michael is an active member of the Young Presidents' Organization (YPO) and holds a Bachelor's Degree in Civil Engineering with highest honor from Georgia Institute of Technology and a Master's Degree in Structural Engineering from Purdue University. In April 2021, Michael completed the Wharton General Management Program at The Wharton School, University of Pennsylvania.



NICHOLAS A. SCOTT

Mr. Nicholas Scott is the Chief Investment Officer of the Musson Group and serves as a director of its subsidiaries and affiliates. He is also the Vice Chairman of Eppley Limited and the Chairman of the Eppley Caribbean Property Fund Limited SCC.

Mr. Scott is the Chairman of the Student Loan Bureau and is a former Vice-President of the Private Sector Organisation of Jamaica. He holds a B.Sc. in Economics from the Wharton School at the University of Pennsylvania, an M.B.A from Columbia Business School and an M.P.A. from the Harvard Kennedy School of Government.



ANTONY M. HART

Mr. Hart began his career at the Hart Group of Companies in 1982, eventually becoming Chairman and Chief Executive Officer in 1997. The group has invested in Agriculture, Manufacturing, Distribution, Finance, Port Services, Logistics and Exports. Mark currently serves as Chairman of Cargo Handlers listed on the JSE. Mr. Hart established the Apparel Industries Group in 1986 which grew to five factories with 2800 employees. The group secured contracts with Sara Lee Knitwear and Hanes brands becoming the largest locally owned 807 Apparel Company in Jamaica.

Mark Hart is a cofounder of Caribbean Producers (Jamaica) Ltd, trading as CPJ. Mark served as CEO from 2004 and transitioned to the role of Executive Chairman when CPJ became listed on the Jamaica Stock Exchange in 2011. He acted as Interim CEO from 2018 until July 2024 when AS Brydens invested in CPJ.

Mark remains a Director of the company. In public service, Mr. Hart is the current Chairman of the Airports Authority of Jamaica and previously served from 2007 – 2011. He is also Chairman of Montego Bay Freezone Ltd and a former Director of the Port Authority of Jamaica Ltd and the Caribbean Maritime University. Mr. Hart has previously served as a Director of the Tourism Enhancement Fund, CITO and JAMPRO.



PATRICK SCOTT

Patrick A.W. Scott is the Chairman of Facey Commodity Company Limited and the Executive Deputy Chairman of the Facey Group. Prior to these appointments, he served as Chief Executive Officer. A seasoned executive, Mr. Scott has combined work experience totaling over 50 years in various roles. He was also a key figure in the global development of Facey's Telecom business.

Additionally, during his tenure as General Manager of the Pharmaceutical Division of Facey Commodity Company Limited, he was instrumental in its strong and rapid growth. Marketing trained, he attended Seneca College and Ryerson University in Toronto, Canada. Patrick currently serves on several boards, locally and internationally, including, P.A. Benjamin Manufacturing Company Limited, Musson (Jamaica) Limited, Productive Business Solutions Limited, Interlinc (Barbados) Limited, Bryden Pi (Trinidad) and Gap Forwarding Inc. (USA).

BOARD OF DIRECTORS-CONT'D



NICHOLAS JONES

Mr. Nicholas Jones is the Managing Director and Chairman of Fred M. Jones Estates Limited since 2013. He currently serves as a Director on the Coconut Industry Board and the Jamaica Agricultural Development Foundation. He formerly held the position of the Agricultural Director of the Jamaica Producers Group, the Managing Director of Montpelier Citrus Company and General Manager of Guardsman Ltd. Mr. Jones has a BSc in Agriculture from the University of Georgia in the USA and a MSC in Agricultural Science from Melbourne University in Australia and has attended Advanced Management Programs at the University of the West Indies and the Wharton School at the University of Pennsylvania.



BRIAN WYNTER
OJ, CD

Honourable Brian Wynter is internationally recognized as a central banker and financial markets executive with a wide range of experience in challenging environments. He was Governor of Bank of Jamaica during Jamaica's historic turnaround, co-chair of the Economic Programme Oversight Committee, founding CEO of Jamaica's Financial Services Commission and corporate finance head and country treasurer for Citibank Jamaica. Moving seamlessly between public and private sectors, his professional experience includes stints at the International Monetary Fund's Caribbean Regional Technical Assistance Centre in Barbados and the capital markets and derivatives subsidiaries of Chase Manhattan and Schroders in New York.

Called to the bar in the UK and Jamaica, he holds a BSc (Econ) from the London School of Economics and Political Science, a Diploma in Law from The City University and a Masters in International Affairs from Columbia University School of International and Public Affairs. In 2020, he was awarded the Order of Jamaica for distinguished service to central banking and the financial sector in Jamaica.



MARK SUOMI

Mark Suomi was appointed to the board of Seprod Limited in January 2022. Mark has extensive marketing, sales, and operational expertise. Before joining Seprod, he served as Director of America Export of Mondelez International, a global food manufacturing company, from 2013 to 2021, and as Associated Director of Strategy from 2012 to 2013. His leadership and contributions shaped the company's strategic position in the market, driving opportunities for new revenue, leading partnerships and marketing programs that distinguished the company

. Prior to Mondelēz, Mark held various marketing roles of Kraft Foods International from 2002 to 2012, and various advertising and consumer promotional roles of Kraft Foods USA from 1989 to 2002. Mark holds a Bachelor of Fine Arts degree from Northern Michigan University with continued education in advertising at Northwestern University & Leo Burnett. He resides in Coconut Grove, Florida with his spouse, travels extensively, is a keen scuba diver, and a passionate painter.



RON SCHINDLER

Ronny (Ron) Schindler is a former President of Clover Leaf Seafoods Corp. & Executive Vice President of Bumble Bee Seafoods. Mr. Schindler joined Connors Bros. Limited, the original owner of the Brunswick® brand in 1983. Since that time, he has held executive leadership positions in sales, marketing and operations. In 2013, he was promoted to President of Clover Leaf Seafood Corp. (previously Connors Bros. Clover Leaf Seafoods) with full responsibility for all Canadian business units (including all export sales & marketing ex. USA), a position he had held as an Executive Vice President since 2006.

From 1999 to 2006, he was Senior Vice President, Sales and Marketing, for Connors adding the responsibility of the Clover Leaf® brand when Connors merged with Bumble Bee Foods in 2004. Between 1983 and 1999 he held various senior sales and marketing positions with Connors Bros. Limited. He is a past board member of Fisheries Council of Canada (F.C.C.) and Food, Health and Consumer Products of Canada (F.H.C.P.). Ron lives in Ontario, Canada with his wife Anna Maria and has two married daughters Kendra and Caitlin.

DIRECTORS' PROFILE

DIRECTORS ATTENDANCE - 2025

	Seprod Board	Audit Committee	Superannuation Committee
Number of Meetings	**10**	**2**	**4**
Paul Scott	9		
Richard Pandohie	9		
Byron Thompson	10	2	
Melanie Subratie	9	1	2
Patrick Scott	10		
Michael Subratie	9		
Nicholas Scott	9	1	3
Nicholas Jones	9		
Brian Wynter	10	2	
Mark Suomi	9		
Ronny Schindler	10		
Antony M. Hart	8		

BOARD SUB-COMMITTEES

Executive Committee	Audit Committee	Superannuation Committee
Paul Scott (Chairperson)	Byron Thompson (Chairperson)	Melanie Subratie
Byron Thompson	Melanie Subratie	Nicholas Scott
Richard Pandohie	Nicholas Scott	
Melanie Subratie	Brian Wynter	
Patrick Scott	Dr. Sharon McDonald	

AUDIT COMMITTEE REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

OVERVIEW

The Audit Committee is established by the board as a sub-committee and its powers are delegated by the board. The Audit Committee assists the board in fulfilling specific oversight responsibilities, which include the Seprod Group's financial reporting, internal control systems, risk management systems and the internal and external audit functions. The board retains responsibility for decisions, performance and outcomes of the Audit Committee.

AUDIT COMMITTEE MEMBERS AND ATTENDANCE

The Audit Committee meets quarterly and comprises five (5) independent board members, inclusive of the chair, Mr. Byron Thompson. The table on page 26 shows the member's attendance to these meetings.

Audit Committee meetings are also attended by the Chief Executive Officer, Chief Financial Officer/ Corporate Secretary and other members of senior management of the Seprod Group as relevant to the particular matters being discussed, as well as the internal and external auditors. The Committee also meets quarterly with the internal and external auditors without any member of the management team present, in order for the Committee members to have a discussion about any matters of significance that arose during the audit processes.

ACTIVITIES OF THE AUDIT COMMITTEE

The main objectives of the Committee include assisting the board to discharge its responsibility in relation to the following areas:

- Reporting of financial information;
- Application of accounting policies;
- Review of Internal control systems and procedures;
- Adequacy of risk management procedures and practices;
- Propriety of business policies and practices;
- Compliance with applicable laws, regulations, standards and best practice guidelines;
- Formal forum for communication between the board and senior management;
- Communication between the board and the internal and external auditors;
- Facilitating the maintenance of the independence of the external auditor;
- Providing a structured reporting line for internal audit and facilitating the independence of the internal auditor; and
- Consideration of significant matters that were raised during the audit processes.

The Audit Committee effectively carried out these objectives during and in respect of the year ended 31 December 2025. In particular, the Committee:

- Assessed and approved the scopes of the internal and external audit plans;
- Reviewed internal audit reports and assessed management's responses and actions with respect to the finding and the recommendations made;
- Reviewed management letters from external auditors and assessed management's responses and actions with respect to the finding and the recommendations made; and
- Reviewed and recommended board approval for the unaudited quarterly financial reports and the annual audited financial statements.



Byron Thompson
Chairperson

EXECUTIVE MANAGEMENT TEAM



CAROL ANDRADE
GROUP QUALITY MANAGER



ANDREW ANGUIN
CHIEF MARKETING OFFICER



AMANDA SASSO
GROUP BUSINESS DEVELOPMENT MANAGER



MELEACIA BENJAMIN
GENERAL MANAGER (FACEY PHARMACEUTICAL DIVISION)



EUTON CUMMINGS
CHIEF STRATEGY OFFICER – HUMAN CAPITAL



DAMION DODD
CHIEF FINANCIAL OFFICER & CORPORATE SECRETARY



FREDY GRAELL
FACTORY MANAGER (SERGE DAIRIES)



CHANA HAY
GENERAL MANAGER (FACEY MERCHANDISE DIVISION)



RICHARD PANDOHIE
CHIEF EXECUTIVE OFFICER & MANAGING DIRECTOR



BENJAMIN VALDEZ
GENERAL MANAGER (JAMAICA GRAIN & CEREALS LIMITED)



DALE WIEST
GENERAL MANAGER (CARIBBEAN PRODUCTS COMPANY LIMITED)



ANDRES ASSEE
CHIEF OPERATING OFFICER, SEPROD HEALTHCARE



Facing The Reality

Focused on efficiency and scale, we are streamlining operations to deliver stronger performance across every market.

MANAGEMENT DISCUSSION & ANALYSIS



RICHARD R. PANDOHIE, JP
Chief Executive Officer
& Managing Director

STRENGTHENING CASH FLOW,

INVESTING FOR LONG-TERM GROWTH

REVENUE: INCREASED BY 14%

OPERATING PROFIT: INCREASED BY 23%

Dear Shareholders,

The 2025 financial year marked another defining chapter in Seprod Limited's evolution and represents the culmination of a decade-long strategy to build one of the Caribbean's largest and most diversified manufacturing, distribution, and consumer products companies.

Today, Seprod stands as a regional enterprise of significant scale, operating across multiple Caribbean territories and participating in an extensive network of manufacturing, distribution, logistics, food production, and consumer-facing businesses. Through a disciplined strategy of investment, expansion, and acquisition, including our majority ownership of A.S. Bryden & Sons Holdings Limited ("ASBH") and ASBH's strategic investment in Caribbean Producers (Jamaica) Limited ("CPJ"), we have established a platform that is unmatched in both geographic reach and market access.

Importantly, 2025 also represents an inflection point in our corporate journey. Having successfully built a regional platform of scale, our focus is increasingly shifting from acquisition and expansion toward integration, optimization, cash generation, balance sheet strengthening, and the delivery of superior returns on invested capital. The next phase of value creation will come not from building the platform, but from fully unlocking its potential.

National Recognition

Our achievements during the year were recognized at the highest levels, reinforcing Seprod's position as one of Jamaica's leading corporate enterprises.

The Company received the three most prestigious awards presented by the Jamaica Manufacturers and Exporters Association (JMEA):

- **Governor-General's Award for Manufacturer of the Year**
- **Governor-General's Award for Exporter of the Year**
- **Prime Minister's Award for Large Champion Exporter**



These awards represent the highest level of recognition within Jamaica's manufacturing and export sectors and acknowledge our continued commitment to innovation, operational excellence, export growth, and leadership in Jamaican industry.

Seprod was also named **Best of Chamber – Extra Large Enterprise 2025** by the Jamaica Chamber of Commerce. This award recognizes organizations that demonstrate excellence in corporate leadership, product and service quality, human resource development, marketing innovation, corporate citizenship, and sustained business performance. The award was earned against a field of outstanding companies representing multiple sectors of the Jamaican economy.

n addition, Seprod was honoured with the **RJRGLEANER Business Honour Awar**d, marking the first time in the Company's history that it has received this prestigious distinction. This recognition reflects the strength of our business model, our contribution to national development, and the growing impact of Seprod across Jamaica and the wider Caribbean.

Collectively, these awards underscore the progress the Company has made in building a world-class Caribbean enterprise and validate the efforts of our employees across the region.

Financial Performance

The Group delivered another year of strong financial performance despite a challenging global operating environment characterized by inflationary pressures, supply chain disruptions, elevated financing costs, geopolitical uncertainty, and the lingering effects of extreme weather events across the region.

Revenue increased by **14%** to **$152.3 billion**, compared with **$133.6 billion** in 2024, reflecting the continued contribution from acquisitions completed in prior periods, strong execution across our distribution businesses, and growth across several key product categories.

Gross profit increased by **12%** to **$43.9 billion**, supported by an improved product mix, disciplined pricing actions, operational efficiencies, and continued expansion of higher-margin categories.

Operating profit increased by **23%** to **$11.1 billion**, demonstrating the strength and resilience of our diversified business model and reflecting the benefits of ongoing productivity initiatives, integration efforts, and disciplined cost management across the Group.

Profit before taxation increased by **14%** to **$6.3 billion**, compared with $5.6 billion in the prior year. Results also benefited from a one-time gain arising from the revaluation of certain land assets.

Net profit attributable to shareholders from continuing operations increased by **58%** to **$4.2 billion**, while earnings per share from continuing operations increased to **$5.09**, compared with **$3.62** in 2024.

These results demonstrate the earnings power of the platform we have built and provide a strong foundation for continued value creation

Building an Integrated Caribbean Platform

During 2025, our strategic focus increasingly shifted from acquisition to integration. Significant progress was made in aligning systems, processes, procurement activities, logistics networks, commercial execution, financial management practices, and leadership structures across the Group.

While integrating businesses across multiple territories requires patience, investment, and disciplined execution, we are already beginning to realize meaningful benefits. These include stronger supplier relationships, enhanced purchasing leverage, broader route-to-market capabilities, improved operating efficiencies, and increased opportunities to share best practices across markets.

The Caribbean remains one of the most fragmented consumer markets globally. We believe Seprod possesses a unique platform capable of serving customers across multiple territories while maintaining the local responsiveness and market knowledge necessary for success. This combination of regional scale and local execution provides a competitive advantage that few organizations in the Caribbean can replicate.

Strengthening Cash Flow, Returns and the Balance Sheet

A central priority of management is to improve returns on capital, strengthen free cash flow generation, reduce leverage, and enhance long-term shareholder value.

Operating cash flow increased to **$9.3 billion**, compared with **$6.1 billion** in the prior year, reflecting stronger earnings, improved working capital management, and greater operating discipline across the Group.

While the acquisitions completed in recent years have transformed the scale and earnings capacity of the business, they have also increased leverage. Accordingly, debt reduction remains a key priority for management. We are committed to using the strength of our cash generation capabilities to improve the balance sheet, enhance financial flexibility, reduce financing costs, and improve returns on equity over time.

Our objective is clear: convert the scale we have created into stronger cash flows, higher returns on invested capital, and sustainable growth in shareholder value.

Investing for Long-Term Growth

During the year, the Group invested approximately **$3.7 billion** in property, plant and equipment, infrastructure, technology, and strategic capability development.

These investments are focused on improving manufacturing efficiency, strengthening supply chain capabilities, enhancing customer service levels, expanding capacity, and supporting future growth opportunities.

We also continued to invest in digital transformation, data analytics, product innovation, automation, and operational excellence initiatives designed to improve productivity and strengthen our long-term competitive advantage.

Hurricane Melissa and National Recovery

Hurricane Melissa had a profound impact on Jamaica and many of the communities in which we operate.

As a company, we recognize our responsibility extends beyond our own operations. Alongside our recovery efforts, we worked closely with relief agencies, the Government of Jamaica, business partners, and community organizations to assist those affected and support national recovery efforts.

Beyond the financial impact lies a far more important human story. Many Jamaicans lost homes, possessions, and access to basic necessities. Several members of our own work family were directly affected and continue to rebuild their lives while maintaining their commitment to serving our customers and supporting our operations.



Their resilience, courage, and determination during this difficult period have been truly inspiring. To Jamaica's hospitality operators, retailers, wholesalers, farmers, manufacturers, and small business owners who continue to rebuild with optimism and perseverance, we salute you. Seprod remains committed to supporting your recovery and serving as a trusted partner in your long-term growth.

Our People

The achievements of 2025 belong first and foremost to our employees across the Caribbean.

Throughout a year characterized by integration, transformation, and external challenges, our people demonstrated extraordinary commitment, resilience, and professionalism. Whether in our factories, farms, warehouses, distribution centres, offices, or customer-facing roles, they continued to deliver exceptional service to our customers and stakeholders.



As we continue our transformation into a truly regional enterprise, we remain committed to building a high-performance culture founded on accountability, collaboration, innovation, integrity, safety, and continuous improvement.

Our people remain our most important competitive advantage and the foundation upon which our future success will be built.

Looking Ahead

The outlook for Seprod remains positive. While the global environment continues to present uncertainty, we remain confident in the long- term fundamentals supporting our business. Growing consumer markets, increasing regional trade opportunities, expanding export potential, and the strength of our brands position the Group for continued growth.

The platform we have established possesses significantly greater potential than has yet been realized. The next phase of our evolution is focused on execution, optimization, deleveraging, productivity improvement, and converting scale into sustainable profitability and superior returns for shareholders.

We believe the actions being taken today will position Seprod to generate stronger cash flows, higher returns on capital, and greater long-term value creation in the years ahead.

On behalf of the management team, I thank our employees, customers, suppliers, business partners, and shareholders for their continued trust and support.

I also extend my sincere appreciation to our Board of Directors, led by our Chairman, PB Scott, for their guidance, stewardship, and unwavering support throughout the year.

Together, we are building a stronger, more resilient, and more valuable Caribbean enterprise—one capable of creating sustainable prosperity for shareholders, employees, customers, and the communities we serve for generations to come.

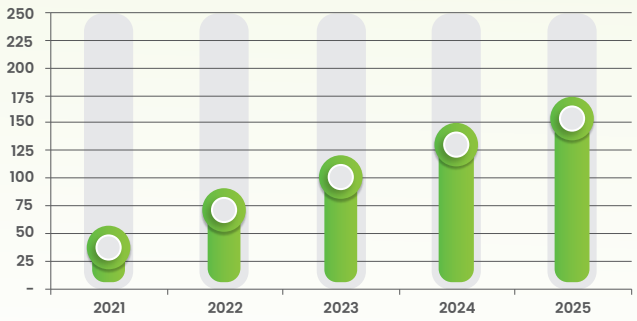


Richard R. Pandohie, JP
CHIEF EXECUTIVE OFFICER
SEPROD LIMITED

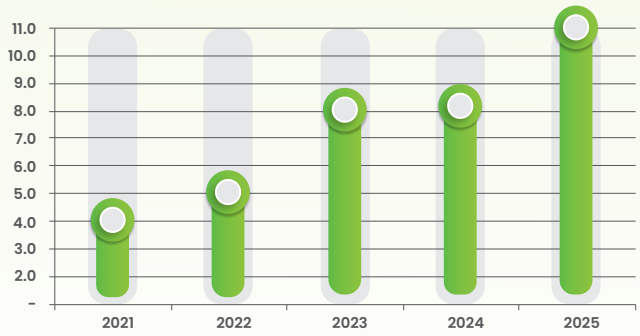
COMPANY PERFORMANCE



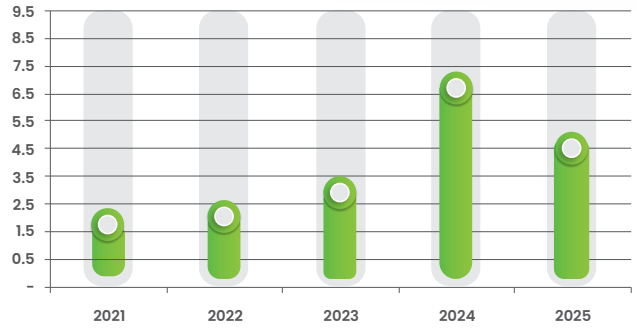
REVENUE ($ BILLIONS)



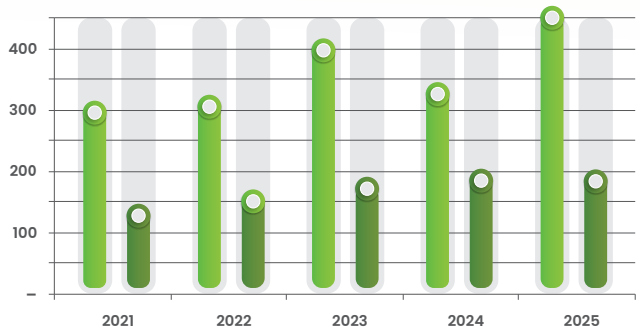
OPERATING PROFIT ($ BILLIONS)



CAPITAL EXPENDITURE ($ BILLIONS)



EARNINGS AND DIVIDENDS PER SHARE (CENTS)



10 YEAR STATISTICAL REVIEW

	2025	2024	2023	2022	2021	2020	2019	2018	2017	2016
Key Financial Statement Amounts ($'000)										
Revenue	152,331,869	133,608,893	112,149,457	78,433,836	43,883,405	37,737,080	32,694,821	22,499,784	15,128,431	14,471,417
Operating profit	11,065,600	8,985,769	8,695,095	5,974,539	3,599,483	4,681,143	2,802,635	2,482,280	1,551,770	1,870,628
Profit before taxation	6,345,553	5,588,074	5,605,408	4,243,615	2,310,970	3,409,866	1,387,393	1,751,184	1,159,761	1,467,836
Net profit from continuing operations	5,203,536	3,368,111	4,612,611	3,096,682	2,139,246	2,848,890	1,705,648	1,372,427	868,704	1,157,181
Net loss from discontinued operations	(346,970)	(42,888)	(48,980)	(178,690)	(145,825)	23,026	(732,314)	(310,372)	(220,861)	(281,972)
Net profit	4,856,566	3,325,223	4,563,631	2,917,992	1,993,421	2,871,916	973,334	1,062,055	647,843	875,209
Equity	49,711,117	46,778,530	38,833,887	33,415,321	23,448,904	16,893,027	14,970,237	14,745,622	9,009,812	8,975,742
Capital expenditure:										
- the Group	3,650,145	3,367,647	2,684,326	2,151,466	1,654,956	836,120	1,178,300	1,816,806	1,330,969	1,588,716
- joint venture entity	23,449	951,977	8,187	43,933	40,969	35,536	36,213	152,052	1,302,866	1,746,465
- on acquisition of subsidiaries	315,445	2,460,494	-	5,885,447	-	-	-	2,659,125	-	-
- Total capital expenditure	3,989,039	6,780,118	2,692,513	8,080,846	1,695,925	871,656	1,214,513	4,627,983	2,633,835	3,335,181
Key ratios and other information										
Earnings per stock unit (cents):										
- continuing operations	509	362	400	317	292	389	233	240	172	250
- discontinued operations	(42)	(6)	(7)	(25)	(20)	3	(87)	(33)	(30)	(39)
- Total	467	356	393	292	272	392	146	207	142	211
Dividends per stock unit (cents)	182	182	165	150	130	142	100	95	95	323
Operating profit to revenue (%)	7.26	6.73	7.75	7.62	8.20	12.40	8.57	11.03	10.26	12.93









Positioned for a Stronger Future

Ending the year with resilience, supporting recovery, rebuilding communities, and moving forward stronger together.

MARKETING HIGHLIGHTS



BRANDS UNITED FOR RECOVERY

In the aftermath of Hurricane Melissa, Seprod's brands and partners mobilized to support communities facing prolonged disruption across Jamaica.

Through Facey Commodity Ltd., Brunswick donated 98,000 cans of mackerel, along with tuna and sardines, providing a critical source of protein for affected families. Facey also contributed essential personal hygiene and household care items, helping families meet immediate daily needs as they navigated the challenges of recovery.

Complementing these efforts, Nutri+ and Supligen strengthened recovery initiatives through a combined J$22.3 million contribution. The donation included 12,964 cases of Nutri+ milk and 1,048 cases of Supligen, supporting school feeding programmes and community relief initiatives while expanding access to essential nutrition during a critical phase of recovery.

Beyond nutritional support, Trinidad and Tobago partner, Angostura, expanded the recovery response through investments in housing restoration, community rebuilding projects, and animal welfare programmes delivered in partnership with the Jamaica Society for the Prevention of Cruelty to Animals (JSPCA).

Coordinated through the Seprod Foundation, these contributions reached vulnerable households in Crawford, St. Elizabeth, and Seaford Town, Westmoreland, delivering essential support, accelerating recovery efforts, and helping communities rebuild with dignity.

Together, these initiatives demonstrated the power of partnership, with Seprod's brands and partners combining resources, expertise, and purpose to create meaningful impact when Jamaica needed it most.


















CLASSIC
BRUNSWICK
MACKEREL
IN TOMATO SAUCE


Chips Ahoy!
ORIGINAL
REAL CHOCOLATE CHIP COOKIES
RITZ
Miracle
1% Low Fat
Milk
BRUNSWICK
CLASSIC
MACKEREL
SELECT CHUNK
TUNA
EVE

SUPLIGEN DRIVES LIFESAVING ACTION ACROSS THE UK

Through its partnership with the National Health Service Blood and Transplant (NHSBT), Supligen leveraged its brand reach to support the "One Blood, One Love, One Community" campaign, one of the UK's important public health initiatives.

The initiative addressed a critical need for donors whose blood types are often required to support people living with the sickle cell disorder, a condition that disproportionately affects individuals of African and Caribbean descent and frequently requires regular blood transfusions.

More than 150,000 campaign-branded cans were distributed across the UK, encouraging blood donor registration among Black heritage communities.

The initiative earned Supligen a Certificate of Achievement from NHSBT, recognizing its role in supporting the collection of over 1.4 million blood units and demonstrating the power of purpose-driven marketing to create meaningful social impact.





Supligen is proud to work with the NHS to help save lives

Join us at blood.co.uk or scan the QR code ►





SEPROD AT DENBIGH 71

Seprod had a strong presence at the 71st staging of the Denbigh Agricultural, Industrial and Food Show, engaging patrons over three days with a dynamic and interactive booth experience. Designed as a one-stop location for many of our most loved brands, the space made it easy for visitors to explore and enjoy a wide range of Seprod products in one place.

Patrons were drawn in by live games, bundle deals, and extensive product sampling, creating a lively atmosphere and encouraging direct interaction with the brands. The booth also offered a unique opportunity to see our award-winning Serge cows up close, adding an authentic agricultural element that resonated well with the Denbigh audience.

On the competition side, Seprod delivered standout results. Our bull, Bravo, secured 1st place in the Champion Bull category, and we also took home the Champion Heifer (Other Dairy Breeds) title, reinforcing the strength and quality of our livestock programme.

Overall, the Denbigh show provided a valuable platform to connect with consumers, showcase product offerings, and celebrate excellence in both our brands and agricultural operations.






Serge
Supligen
$ 600

EXPO JAMAICA

Seprod delivered an engaging and high-energy experience at **Expo Jamaica 2025, welcoming visitors to an interactive booth that brought many of its most loved brands to life**. Patrons had the opportunity to sample their favourites, participate in fun games, and win exciting prizes, creating a lively and memorable atmosphere throughout the event.

The activation provided a strong platform for direct consumer engagement, allowing attendees **to connect with the brands in a hands-on way** while reinforcing product awareness and appeal. Overall, Seprod's presence at Expo Jamaica highlighted the strength of its portfolio and its continued focus on **creating meaningful, enjoyable experiences for consumers**.







AWARD-WINNING PERFORMANCE

Seprod's commitment to excellence, innovation, and export growth was recognised through several prestigious local and international awards during the year, reinforcing our leadership in manufacturing, exports, and corporate performance.

Recent Awards

- Governor-General's Award for Manufacturer of the Year **(JMEA)**
- Governor-General's Award for Exporter of the Year **(JMEA)**
- Prime Minister's Award for Large Champion Exporter **(JMEA)**
- Best of Chamber Extra-Large Enterprise Award **(JCC)**
- RJR Gleaner Honour Awards
- Leading Food Manufacturing Company **(Global Brands Magazine)**



- Jamaica Manufacturers & Exporters Association 2025 M&E Awards Banquet

SERGE MAJOR LEAGUE

Serge renewed its annual partnership with the **St. Thomas Football Association for the Serge Major League Football Competition**, held from April to June 2025. The competition featured 10 homegrown teams from across St. Thomas, including York United, White Horses, Bath, and Danvers Pen Football Club, all competing for the **Serge Major League Champion title**.

For the 2025 season, White Horses Football Club emerged as champions, taking home the JMD $200,000 grand prize, courtesy of Serge.

Throughout the season, Serge maintained a strong presence through on-site activations, including booth setups offering promotional deals on **Serge Peanut Punch and Str8 Vybz**, helping to drive engagement with patrons and support the brand's connection to the local community.





INNOVATION
SERGE ALMOND MILK ▶▶



As consumer preferences continue to evolve, Serge has expanded its range with the introduction of almond milk in both **sweetened and unsweetened formats.**

Across the Caribbean, there is growing awareness around sugar intake and healthier living, alongside a continued demand for great taste. This dual offering responds directly to that reality, giving consumers the flexibility to choose what best fits their lifestyle, while staying within a brand they already know and trust.

Alongside its full range of dairy options, including 100%, 1% low-fat, lactose-free and lactose-free low fat, Serge continues to deliver on the promise of having a **milk for everyone**, driving relevance, accessibility, and everyday choice at scale.

STRENGTHENING FOUNDATIONS. BUILDING RESILIENCE. EMPOWERING COMMUNITIES.

At the Seprod Foundation, our work has always been grounded in three core pillars: **education, food security, and community upliftment.**

While we continue to value and promote the role of STEAM education in fostering innovation and problem-solving, we have sharpened our focus in response to national needs and data.

Today, we are placing greater emphasis on foundational education: literacy and numeracy, recognizing that these are critical building blocks for long-term development and opportunity. By strengthening these core skills, we aim to ensure that every child is equipped with the tools needed to learn, grow, and thrive.

Our commitment to food security has also deepened - we are focused on ensuring that families and communities have reliable access to food and clean water, recognizing these as essential to dignity, health, and well-being.

At the community level, our approach has evolved toward building resilient communities working alongside local stakeholders to strengthen systems, infrastructure, and capacity so that communities are better prepared to withstand and recover from shocks.

Across all areas, our mission remains clear: to deliver impactful, people-centered initiatives that empower Jamaicans and contribute to a more self-sustaining and resilient future.



SUSTAINABLE DEVELOPMENT GOALS

EDUCATION

SDG 4: Quality Education – Strengthening foundational literacy and numeracy and integrating educational programming into community initiatives and resilience hubs.

FOOD SECURITY & WATER ACCESS

SDG 2: Zero Hunger - Supporting agricultural recovery and strengthening local food systems through farmer assistance and community-based interventions.

SDG 6: Clean Water and Sanitation - Expanding access to clean water through water harvesting, purification, and community infrastructure.

SDG 1: No Poverty - Reducing vulnerability by ensuring families have access to food, water, and the means to rebuild their livelihoods.

COMMUNITY UPLIFTMENT & RESILIENCE

SDG 13: Climate Action - Building climate resilience through disaster preparedness, adaptive infrastructure, and community-based response systems.

SDG 9: Industry, Innovation and Infrastructure - Developing resilient infrastructure, including community resilience hubs that support both daily life and emergency response.

SDG 7: Affordable and Clean Energy - Integrating renewable energy solutions, such as solar power, into community infrastructure.

SDG 8: Decent Work and Economic Growth - Supporting economic recovery by restoring livelihoods and strengthening local economies.

SDG 17: Partnerships for the Goals - Delivering impact through strong partnerships with local stakeholders, international agencies, and donors.





2025 YEAR IN REVIEW



Throughout 2025, the Seprod Foundation advanced its mission across its core pillars of education, food security, and community upliftment.

In the early part of the year, the Foundation continued to invest in STEAM education engaging with approximately 1700 students in Code Jamaica national competitions such as the Bebras Challenge with participation from schools across Jamaica.

The momentum continued into the second and third quarters reaching an additional 500 students through expanded Code Jamaica programming including the Coding Challenge, the World Robot Olympiad (WRO Jamaica), Robotics Engineering Mastery (REM), and Outreach Day which provided students with access to hands-on STEAM learning experiences and mentorship.

Literacy initiatives included Read Across Jamaica Day; and programmes such as Spanish Immersion Day, the Seprod Foundation PEP Scholarship Awards and the RISE Life SYMBA Summer Programme supported academic achievement and youth engagement. These initiatives reinforced the Foundation's commitment to building critical skills, and strengthening foundational learning across communities.

The final quarter of the year marked a significant shift in the Foundation's work, as Hurricane Melissa severely impacted western Jamaica, with rural communities taking a particularly hard-hit. In response, the Seprod Foundation activated a structured, data-driven relief model, deliberately committing to a depth-focused strategy, prioritising two of the hardest-hit communities: Crawford, St. Elizabeth and Seaford Town, Westmoreland.



While the scale of the hurricane response was significant, its greatest impact lies in how it reshaped the Foundation's approach. Insights from field assessments revealed critical gaps in infrastructure, livelihoods, and access to essential services. These findings have informed a strategic shift toward more integrated, systems-based interventions.

The experiences of 2025 have reinforced a clear direction, underscoring the importance of investing in foundational needs, responding with intention, and committing to communities in a deeper, more sustained way to build resilience over time.

As the Foundation looks ahead to 2026, the focus is on scaling this approach and delivering impact that is meaningful, measurable, and lasting - strengthening education systems, expanding food security initiatives, and continuing to support the development of resilient communities across Jamaica.

OUR HURRICANE RELIEF MODEL

As a group, we faced a choice: to respond broadly, or to respond with intention. At the Seprod Foundation, we chose to go deep, making focused, long-term commitments where the need, and the opportunity for impact, were greatest.

Rooted in partnership, guided by data, and driven by a commitment to dignity, our model is designed not only to respond to crises, but to strengthen the systems that allow communities to withstand and recover from them. It is an integrated model that recognizes that sustainable recovery requires more than aid - it requires investment in people, systems, and local capacity.



PHASE 1: RELIEF (IMMEDIATE RESPONSE)

- Reconnaissance missions
- Rapid needs assessments to identify the most vulnerable
- Distribution of food, water, sanitation supplies, and tarpaulins
- Emergency medical support through pharmacy partnerships
- Safe, coordinated delivery with dignity and accountability

PHASE 2: RESTORATION (RECOVERY & REBUILDING)

- Roof repairs and rehabilitation of homes
- Restoration of livelihoods, especially farmers and small operators
- Agricultural inputs, tools, and small business support
- Strengthening of basic community infrastructure and systems

PHASE 3: RESILIENCE (LONG-TERM DEVELOPMENT)

- Development of Climate-Resilient Community Hubs
- Solar energy, water harvesting, and storage systems
- Integration of education, training, and community programming
- Disaster preparedness and community-led response systems

THE MODEL IN PRACTICE

- Mission-driven and data-led
- Built on strong partnerships
- Focused on depth of impact, not breadth
- Designed to "Build Forward Better"

OUR MODEL IN ACTION

SEAFORD TOWN, WESTMORELAND

Seaford Town is a rural, agriculture-dependent community where Hurricane Melissa resulted in near-total crop loss and significant structural damage. The prevalence of fragile wooden housing and economic reliance on farming meant that recovery depended heavily on restoring livelihoods while strengthening infrastructure.

Our Response in Seaford Town:

- Emergency relief distribution including food, water, and tarpaulins
- Agricultural recovery support for established farmers, including tools and inputs
- Support for small businesses through inventory and recovery kits
- Roof repairs and infrastructure strengthening
- Installation of solar and water systems to support long-term sustainability
- Development of the Seaford Town site as a climate-resilient shelter and community hub





CRAWFORD, ST. ELIZABETH

Crawford Primary School, the hurricane shelter located in the heart of Crawford, St. Elizabeth serves as a critical hub for over 1,800 residents. Their economy is largely dependent on small-scale farming and fishing, making it particularly susceptible to climate shocks. Following Hurricane Melissa, the community experienced widespread roof loss, disruption of livelihoods, and limited access to water and essential services.

Our Response in Crawford:

- Immediate distribution of food supplies, tarpaulins, and sanitation support
- Restoration of access to clean water and basic services
- Support to backyard and small-scale farmers to restart food production
- Introduction of water harvesting and solar solutions
- Ongoing development of Crawford Primary as a climate-resilient community hub



OUR IMPACT

The Foundation's interventions reached a significant number of individuals and households:

- **500+** families supported
- **2000+** care packages distributed
- **500** tarpaulins provided to households with roof loss
- **15,000** hygiene kits distributed
- **500+** children and **30+** elderly residents prioritised

Through a partnership with Three Angels Pharmacy, over 200 individuals were supported with continued access to essential medication, ensuring healthcare continuity during the recovery period.

Economic recovery was also supported through:

- **40** small businesses receiving inventory and rebuild support
- **250** rebuild kits distributed
- Over **20** affected staff members received direct assistance
- **300+** volunteer hours contributed across the Musson and Seprod Groups

PARTNERSHIPS

Enabling Scale and Impact

The Foundation's impact is strengthened through collaboration with a wide network of partners, including **Seprod Limited, Mercy Corps, General Accident, Eppley Caribbean Property Fund, Global Empowerment Mission, United Way of Jamaica, American Friends of Jamaica, the Salvation Army, Angostura, Brunswick, Three Angels Pharmacy, the Jamaica Chamber of Commerce, Project STAR, the University of Technology, the German Embassy, and community associations.**

Foundation

2025
CORE
VALUES
PILLARS



COMMUNITY UPLIFTMENT

The Foundation continued to invest in programmes that support youth development, literacy, and social inclusion. Key initiatives included the Seprod Foundation PEP Scholarship Awards, Read Across Jamaica Day, and the RISE Life SYMBA Programme, which engages youth in creative expression and life skills development. Outreach Day and other community engagement activities also provided opportunities to connect with and support children in meaningful ways. These efforts are designed not only to support academic achievement, but to build confidence, strengthen life skills, and foster a sense of belonging.

Over the course of the year:

15,000 hygiene kits were distributed to support hurricane affected communities

More than 1,000 students were reached through literacy, scholarship, and youth development programmes

Approximately 100 PEP scholarships were awarded

Over 120 students participated in exam readiness and confidence-building sessions

The Foundation also continued its support of key partners, including Freedom Skatepark, RISE Life Management Services and Project STAR contributing to sustained community engagement and youth empowerment.

FOOD SECURITY & SUPPORTING LIVELIHOODS

In 2025, the Foundation's work in food security expanded beyond education to helping farmers and communities recover and rebuild post-Hurricane Melissa. This included the distribution of agricultural recovery kits with essential tools and inputs, as well as targeted food relief to improve access at the community level. These efforts mark a shift toward a more structured approach to food systems resilience, one that connects agricultural recovery with education, economic stability, and long-term community development.

OVER THE COURSE OF THE YEAR:

40 farmers were supported through agricultural recovery initiatives

More than 250 rebuild kits were distributed to assist with livelihood restoration





THE DR.RICHARD JONES SCHOLARSHIP AWARD

The Dr. Richard Jones Scholarship honours the legacy of a respected veterinarian, educator, and long-serving Seprod board member, whose work contributed meaningfully to Jamaica's agricultural development.

Awarded annually to an outstanding student in agriculture or veterinary studies, the 2025 recipient, a third-year Animal Science student at the College of Agriculture, Science and Education, represents the next generation of leadership in the sector. The scholarship continues to support both academic achievement and the future of food security in Jamaica.

STEAM EDUCATION

Future Proofing Jamaica

In 2025, the Foundation continued to expand access to coding, robotics, and computational thinking, contributing to the development of Jamaica's growing digital talent pipeline. Through Code Jamaica, students were given opportunities to build problem-solving skills, apply their learning in practical settings, and compete at both national and international levels.

Programmes such as the Bebras Challenge, Coding Challenge, and Robotics Engineering Mastery (REM) remained central to this effort. They were complemented by hands-on workshops, outreach days, and national platforms like the World Robot Olympiad, all designed to make technology more accessible and engaging for young people.
Participation continued to broaden, with increased involvement from inner-city and underserved communities, an important step toward ensuring more equitable access to digital skills development.



Over **2,000** students were engaged in coding, robotics, and digital literacy programmes

More than **1,700** participants entered, with over 700 advancing to the final stage of the The Bebras Challenge

297 students participated in Round 1 of the Coding Challenge, with 220 progressing to the finals

Over **300** students took part in robotics and outreach activities

More than **700** students benefited from Spanish Immersion Day

Together, these initiatives reflect a sustained effort to build both capability and confidence among Jamaica's next generation of problem-solvers.

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Independent auditor's report

To the Members of Seprod Limited

Report on the audit of the consolidated and stand-alone financial statements

Our opinion

In our opinion, the consolidated financial statements and the stand-alone financial statements give a true and fair view of the consolidated financial position of Seprod Limited (the Company) and its subsidiaries (together 'the Group') and the stand-alone financial position of the Company as at 31 December 2025, and of their consolidated and stand-alone financial performance and their consolidated and stand-alone cash flows for the year then ended in accordance with IFRS Accounting Standards and with the requirements of the Jamaican Companies Act.

What we have audited

The Group's consolidated and stand-alone financial statements comprise:

- the consolidated statement of financial position as at 31 December 2025;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended;
- the company statement of financial position as at 31 December 2025;
- the company statement of comprehensive income for the year then ended;
- the company statement of changes in equity for the year then ended;
- the company statement of cash flows for the year then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

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B.L. Scott B.J. Denning G.A. Reece P.A. Williams R.S. Nathan C.I. Bell-Wisdom G.K. Moore
T.N. Smith DaSilva K.D. Powell

Basis for opinion

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

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

Independence

We are independent of the Group in accordance with the International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants (IESBA Code) as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Our audit approach

Audit scope

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated and stand-alone financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including, among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

How we tailored our group audit scope

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the consolidated financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matters

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

Key audit matter	How our audit addressed the key audit matter

Valuation of unquoted equity securities (Group and Company)

Refer to Notes 2(i), 4 and 17 to the financial statements for disclosures of related accounting policies and balances.

Unquoted equity securities denominated in USD included within investments on the consolidated and stand-alone statements of financial position amount to $2 billion as at 31 December 2025 for both the Group and the Company, which represents 1.4% and 2.8% of total assets respectively. These unquoted equity securities relate to an investment in an affiliated company and are not quoted in an active market. The fair value of these securities is determined by management using a valuation model based on discounted future cash flows. The key assumptions utilised by management in the valuation model include:

- Discount rate
- Investee's future cash flows;
- Terminal growth rates and;
- Market participant minority discount.

Management used an independent valuation expert to assist in the valuation process.

We considered this a key audit matter due to the magnitude of the balance, the complexity of the valuation model and the use of management-determined assumptions.

Our approach to addressing the matter, with the assistance of our valuation experts, included the following procedures amongst others:

- Updated our understanding of the methods used by management to determine future cash flow forecasts.
- Assessed the appropriateness of management's discounted cash flow methodology against the requirements of the valuation framework.
- Compared prior management budgets to actual results of the investee.
- Calculated an independent weighted average cost of capital using market available data, including comparable companies, and compared our results to those of management.
- Tested management's key assumptions, as follows:
    - evaluated management's assumptions including the selected growth rates, terminal growth rates, discount rates and market participant minority discount by reference to relevant industry and other externally derived data, where available, including market expectations of investment return, projected economic growth and interest rates; and
    - sensitised management's planned growth rate in cash flows and changes in discount rates.
- Tested the mathematical accuracy of the discounted cash flow calculations.

Key audit matter	How our audit addressed the key audit matter

Impairment assessment of goodwill and indefinite lived intangible assets (Group)

Refer to Notes 2 (g), 4 and 16 to the financial statements for disclosures of related accounting policies and balances.

As at 31 December 2025, goodwill and the distribution network accounted for $10.9 billion, which represents 7.5% of total assets of the Group. On an annual basis, management tests whether goodwill and the distribution network are subject to impairment.

The recoverable amounts of cash generating units (CGU), which are the same for goodwill and the distribution network, have been determined using value in use calculations based on the higher of the recoverable amount compared to fair value less costs to sell. The key assumptions utilised by management in the impairment assessment include:

- Revenue growth rate;
- EBITDA to revenue; and
- Discount rate

We considered this a key audit matter because the assessment of the carrying value of goodwill and the distribution network involve significant judgement and estimation, is sensitive to changes in key assumptions and the inherent uncertainty in determining economic recovery

Our approach to addressing the matter, with the assistance of our valuation experts, included the following procedures amongst others:

- Updated our understanding of the methods used by management to perform the impairment assessment of goodwill and the distribution network and assessed whether they are in compliance with IAS 36.
- Recalculated the weighted average cost of capital (WACC) used to discount the expected cash flows and evaluated those rates against observable market-based inputs and our knowledge of the economic environment.
- Assessed the key assumptions including the revenue growth rate by reference to historical performance of the CGU and relevant external economic industry data.
- Tested the mathematical accuracy of management's impairment calculations.
- Compared the key assumptions to externally derived data where available, including market expectations of investment return, projected economic growth, discount rate and interest rates.
- Recalculated the discount rate utilised in computing the cost of capital of the Group.
- Evaluated management's forecasting ability through back-testing of prior budgets against actual results.
- Compared management's future cash flow forecasts used in the impairment calculations to those approved by the Board of Directors as part of the annual budgeting process and strategic plans.

Other information

Management is responsible for the other information. The other information comprises the Annual Report (but does not include the consolidated and stand-alone financial statements and our auditor's report thereon), which is expected to be made available to us after the date of this auditor's report.

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

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

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of management and those charged with governance for the consolidated and stand-alone financial statements

Management is responsible for the preparation of the consolidated and stand-alone financial statements that give a true and fair view in accordance with IFRS Accounting Standards and with the requirements of the Jamaican Companies Act, and for such internal control as management determines is necessary to enable the preparation of consolidated and stand-alone financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and stand-alone financial statements, management is responsible for assessing the Group and Company'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 management either intends to liquidate the Group or the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group and Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and stand-alone financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and stand-alone 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 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 and stand-alone financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and stand-alone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group or Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and stand-alone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group or Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and stand-alone financial statements, including the disclosures, and whether the consolidated and stand-alone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and stand-alone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

As required by the Jamaican Companies Act, we have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit.

In our opinion, proper accounting records have been kept, so far as appears from our examination of those records, and the accompanying consolidated and stand-alone financial statements are in agreement therewith and give the information required by the Jamaican Companies Act, in the manner so required.

The engagement partner on the audit resulting in this independent auditor's report is Tricia-Ann Smith DaSilva.



Chartered Accountants

Kingston, Jamaica

17 June 2026

Seprod Limited

Consolidated Statement of Comprehensive Income

Year ended 31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Note	2025 $'000	2024 $'000
Revenue	5	152,331,869	133,608,893
Direct expenses		(108,469,911)	(94,538,806)
Gross Profit		43,861,958	39,070,087
Finance and other operating income	6	5,760,051	2,059,152
Fair value gains on investment property	20	2,068,850	-
Administration and other operating expenses		(39,861,272)	(31,992,743)
Net impairment losses on trade receivables		(763,987)	(150,727)
Operating Profit		11,065,600	8,985,769
Finance costs	9	(4,992,819)	(4,086,597)
Share of results of joint ventures and associate	19	272,772	688,902
Profit before Taxation		6,345,553	5,588,074
Taxation	10	(1,142,017)	(2,219,963)
Net Profit from Continuing Operations		5,203,536	3,368,111
Net loss from discontinued operations	36	(346,970)	(42,888)
Net Profit for the year		4,856,566	3,325,223
Other Comprehensive Income, net of taxes			
Item that may be reclassified to profit or loss –			
Currency translation gains and losses	10	(4,136)	(280)
Items that will not be reclassified to profit or loss –			
Re-measurements of post-employment benefits	10	(69,312)	50,735
Unrealized fair value gains and losses on investments	10	(390,567)	644,811
Unrealized fair value gains on property	10	292,100	-
TOTAL COMPREHENSIVE INCOME		4,684,651	4,020,489
Net Profit from continuing operations is attributable to:			
Stockholders of the Company	12	4,184,731	2,656,870
Non-controlling interest		1,018,805	711,241
		5,203,536	3,368,111
Net Loss from discontinued operations is attributable to:			
Stockholders of the Company	12	(346,970)	(42,888)
Non-controlling interest		-	-
		(346,970)	(42,888)
Total Comprehensive Income is attributable to:			
Stockholders of the Company		3,637,722	3,288,215
Non-controlling interest		1,046,929	732,274
		4,684,651	4,020,489
Earnings per Stock Unit attributable to Stockholders of the Company	12		
Continuing operations		$5.09	$3.62
Discontinued operations		($0.42)	($0.06)
		$4.67	$3.56

Seprod Limited

Consolidated Statement of Financial Position

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Note	2025 $'000	2024 $'000
Non-current Assets			
Property, plant and equipment	14	26,860,483	26,790,032
Right of use assets	15	4,710,140	4,552,229
Intangible assets	16	18,403,038	18,843,207
Investments	17	2,193,907	2,584,474
Investment in joint ventures and associate	19	2,669,112	2,674,870
Investment property	20	2,273,500	-
Long term receivables	21	706,758	846,693
Post-employment benefit asset	22	831,174	775,437
Biological assets	23	784,616	666,899
Deferred tax assets	30	4,695,665	3,636,111
		64,128,393	61,369,952
Current Assets			
Inventories	24	36,069,418	35,019,572
Biological assets	23	-	20,531
Trade and other receivables	25	36,783,322	32,387,097
Current portion of long term receivables	21	316,222	196,443
Assets held for sale	36	1,308,934	285,761
Taxation recoverable		442,277	494,012
Cash and bank balances		6,987,604	5,798,583
		81,907,777	74,201,999
Current Liabilities			
Payables	26	33,779,243	29,179,576
Current portion of long term liabilities	29	10,106,749	11,231,621
Current portion of lease obligation	15	959,958	1,133,067
Liabilities related to assets held for sale	36	301,609	-
Taxation payable		788,732	650,357
		45,936,291	42,194,621
Net Current Assets		35,971,486	32,007,378
		100,099,879	93,377,330
Equity Attributable to Stockholders of the Company			
Share capital	27	16,428,215	5,768,558
Capital reserves	28	9,295,490	9,553,688
Retained earnings		12,300,769	14,261,838
		38,024,474	29,584,084
Non-Controlling Interests	18	11,686,643	17,194,446
		49,711,117	46,778,530
Non-current Liabilities			
Post-employment benefit obligations	22	308,059	297,971
Long term liabilities	29	41,099,055	37,773,807
Lease obligation	15	4,697,041	4,139,055
Deferred tax liabilities	30	4,284,607	4,387,967
		50,388,762	46,598,800
		100,099,879	93,377,330

Approved for issue by the Board of Directors on 17 June 2026 and signed on its behalf by:

Paul B. Scott — Director

Richard Pandohie — Director

Seprod Limited

Consolidated Statement of Changes in Equity

Year ended 31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Attributable to Stockholders of the Company				Non-controlling Interests	Total
	Share Capital $'000	Capital Reserves $'000	Retained Earnings $'000	Sub-total $'000	$'000	$'000
Balance at 1 January 2024	5,768,558	8,909,157	13,536,070	28,213,785	10,620,102	38,833,887
Net profit for the year	-	-	2,613,982	2,613,982	711,241	3,325,223
Re-measurements on post-employment benefits	-	-	29,702	29,702	21,033	50,735
Currency translation gains and losses	-	(280)	-	(280)	-	(280)
Unrealised fair value gains on investments	-	644,811	-	644,811	-	644,811
Total comprehensive income	-	644,531	2,643,684	3,288,215	732,274	4,020,489
Transactions with owners:						
On acquisition of subsidiaries (Note 18)	-	-	-	-	2,705,943	2,705,943
On acquisition of non-controlling interest in subsidiary (Note 18)	-	-	(46,920)	(46,920)	(891,388)	(938,308)
Issue of preference shares by a subsidiary as part of purchase consideration for acquisitions (Note 18)	-	-	-	-	1,564,000	1,564,000
Issue of ordinary shares by a subsidiary as part of purchase consideration for acquisitions (Note 18)	-	-	(245,203)	(245,203)	2,774,766	2,529,563
Dilution on issue of ordinary shares by a subsidiary (Note 18)			(294,405)	(294,405)	294,405	-
Ordinary dividends declared by the Company (Note 13)	-	-	(1,331,388)	(1,331,388)	-	(1,331,388)
Preference dividends declared by a subsidiary	-	-	-	-	(191,452)	(191,452)
Ordinary dividends declared by a subsidiary	-	-	-	-	(414,204)	(414,204)
Balance at 31 December 2024	5,768,558	9,553,688	14,261,838	29,584,084	17,194,446	46,778,530
Net profit for the year	-	-	3,837,761	3,837,761	1,018,805	4,856,566
Re-measurements on post-employment benefits	-	-	(55,116)	(55,116)	(14,196)	(69,312)
Currency translation gains and losses	-	11,964	-	11,964	(16,100)	(4,136)
Unrealised fair value gains on investments		(390,567)	-	(390,567)	-	(390,567)
Unrealised fair value gains on property	-	233,680	-	233,680	58,420	292,100
Total comprehensive income	-	(144,923)	3,782,645	3,637,722	1,046,929	4,684,651
Depreciation transfer for revalued properties	-	(113,275)	79,304	(33,971)	-	(33,971)
Transactions with owners:						
On acquisition of subsidiaries (Note 18)	-	-	-	-	509,473	509,473
Issue of ordinary shares by a subsidiary	-	-	-	-	65,343	65,343
Issue of ordinary shares by the Company (Note 27)	10,802,433	-	(4,276,978)	6,525,455	(6,525,455)	-
Transaction costs in relation to the issue of ordinary shares by the Company	(142,776)	-	-	(142,776)	-	(142,776)
Ordinary dividends declared by the Company (Note 13)	-	-	(1,546,040)	(1,546,040)	-	(1,546,040)
Preference dividends declared by a subsidiary	-	-	-	-	(285,292)	(285,292)
Ordinary dividends declared by a subsidiary	-	-	-	-	(318,801)	(318,801)
Balance at 31 December 2025	16,428,215	9,295,490	12,300,769	38,024,474	11,686,643	49,711,117

Seprod Limited

Consolidated Statement of Cash Flows

Year ended 31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Note	2025 $'000	2024 $'000
Cash Flows from Operating Activities			
Cash provided by operating activities	31	9,321,297	6,066,112
Cash Flows from Investing Activities			
Purchase of property, plant and equipment	14	(3,650,145)	(3,367,647)
Proceeds on disposal of property, plant and equipment		452,341	353,060
Purchase of intangible assets		(7,015)	-
Net cash paid on business combinations		(620,471)	(435,643)
Purchase of investments		(77,464)	(639,171)
Repayment of long term receivables		41,655	278,190
Interest received		70,495	98,652
Dividends received		95	92
Cash used in investing activities		(3,790,509)	(3,712,467)
Cash Flows from Financing Activities			
Long term loans received		25,575,726	25,408,352
Long term loans repaid		(22,363,542)	(21,456,746)
Lease obligation		(1,237,624)	(852,810)
Fees incurred on issue of ordinary shares		(142,776)	-
Dividends paid		(1,902,548)	(1,633,507)
Interest paid		(4,287,136)	(3,718,869)
Cash used in financing activities		(4,357,900)	(2,253,580)
Increase in cash and cash equivalents		1,172,888	100,065
Net effect of foreign currency translation on cash		16,133	24,640
Cash and cash equivalents at beginning of year		5,798,583	5,673,878
CASH AND CASH EQUIVALENTS AT END OF YEAR		6,987,604	5,798,583

Seprod Limited

Company Statement of Comprehensive Income

Year ended 31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Note	2025 $'000	2024 $'000
Group costs recovered from subsidiaries		2,557,007	2,244,340
Finance and other operating income	6	1,242,680	5,051,192
Administration expenses	7	(2,776,175)	(2,593,789)
Operating Profit		1,023,512	4,701,743
Finance costs	9	(2,012,772)	(1,721,937)
(Loss)/Profit before Taxation		(989,260)	2,979,806
Taxation	10	301,619	265,053
Net (Loss)/Profit for the year	11	(687,641)	3,244,859
Other Comprehensive Income, net of taxes			
Items that will not be reclassified to profit or loss –			
Re-measurements of post-employment benefits	10	1,666	5,011
Unrealized fair value gains and losses on investments	10	(390,567)	644,811
TOTAL COMPREHENSIVE INCOME		(1,076,542)	3,894,681

Seprod Limited

Company Statement of Financial Position

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Note	2025 $'000	2024 $'000
Non-current Assets			
Property, plant and equipment	14	5,428,156	5,393,992
Investments	17	2,193,907	2,584,474
Investment in subsidiaries	18	22,423,962	11,621,529
Investment in joint ventures	19	434,114	434,114
Long term receivables	21	4,154,570	4,241,695
Post-employment benefit assets	22	-	7,191
Deferred tax assets	30	706,674	405,610
		35,341,383	24,688,605
Current Assets			
Trade and other receivables	25	298,028	244,254
Current portion of long term receivables	21	2,289,804	1,972,468
Tax recoverable		14,258	54,328
Due from subsidiaries		34,562,290	19,947,775
Cash and bank balances		324,952	208,560
		37,489,332	22,427,385
Current Liabilities			
Payables	26	3,933,078	3,685,066
Current portion of long term liabilities	29	2,756,422	2,605,346
Due to subsidiaries		32,214,048	15,689,833
		38,903,548	21,980,245
Net Current (Liabilities)/Assets		(1,414,216)	447,140
		33,927,167	25,135,745
Equity			
Share capital	27	16,428,215	5,768,558
Capital reserves	28	4,144,982	4,535,549
Retained earnings		137,790	2,369,805
		20,710,987	12,673,912
Non-current Liabilities			
Post-employment benefit obligations	22	90,548	99,941
Long term liabilities	29	13,125,632	12,361,892
		13,216,180	12,461,833
		33,927,167	25,135,745

Approved for issue by the Board of Directors on 17 June 2026 and signed on its behalf by:

Paul B. Scott — Director

Richard Pandohie — Director

Seprod Limited

Company Statement of Changes in Equity

Year ended 31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Number of Shares '000	Share Capital $'000	Capital Reserve $'000	Retained Earnings $'000	Total $'000
Balance at 1 January 2024	733,488	5,768,558	3,890,738	451,323	10,110,619
Net profit for the year	-	-	-	3,244,859	3,244,859
Re-measurements on post-employment benefits	-	-	-	5,011	5,011
Fair value gains and losses on investments	-	-	644,811	-	644,811
Total comprehensive income	-	-	644,811	3,249,870	3,894,681
Transactions with owners:					
Dividends declared (Note 13)	-	-	-	(1,331,388)	(1,331,388)
Balance at 31 December 2024	733,488	5,768,558	4,535,549	2,369,805	12,673,912
Net loss for the year	-	-	-	(687,641)	(687,641)
Re-measurements on post-employment benefits	-	-	-	1,666	1,666
Fair value gains and losses on investments	-	-	(390,567)	-	(390,567)
Total comprehensive income	-	-	(390,567)	(685,975)	(1,076,542)
Transactions with owners:					
Issue of ordinary shares (Note 27)	177,399	10,659,657	-	-	10,659,657
Dividends declared (Note 13)	-	-	-	(1,546,040)	(1,546,040)
Balance at 31 December 2025	910,887	16,428,215	4,144,982	137,790	20,710,987

Seprod Limited

Company Statement of Cash Flows

Year ended 31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

	Note	2025 $'000	2024 $'000
Cash Flows from Operating Activities			
Cash provided by operating activities	31	2,316,147	2,275,073
Cash Flows from Investing Activities			
Purchase of property, plant and equipment	14	(237,345)	(666,004)
Proceeds on disposal of property, plant and equipment		2,199	5,800
Investment in joint venture		-	(172,501)
Cash outflow on issue of ordinary shares		(142,776)	-
Repayment of long term receivables		27,484	272,042
Interest received		83,103	140,783
Dividends received		447,858	430,411
Cash provided by investing activities		180,523	10,531
Cash Flows from Financing Activities			
Long term loans received		3,797,967	7,559,632
Long term loans repaid		(3,150,819)	(7,378,883)
Dividends paid	13	(1,298,455)	(1,027,851)
Interest paid		(1,745,104)	(1,590,141)
Cash used in financing activities		(2,396,411)	(2,437,243)
Increase/(decrease) in cash and cash equivalents		100,259	(151,639)
Net effect of foreign currency translation on cash		16,133	24,640
Cash and cash equivalents at beginning of year		208,560	335,559
CASH AND CASH EQUIVALENTS AT END OF YEAR		324,952	208,560

1. Principal Activities and Operations

Seprod Limited ("the Company") is incorporated and domiciled in Jamaica. The Company is publicly listed on the Jamaica Stock Exchange, and has its registered office at 3 Felix Fox Boulevard, Kingston.

The Company and its subsidiaries are collectively referred to as "the Group".

The Company's subsidiaries, its joint venture entity and its associate, their principal activities, their countries of incorporation and domicile and their percentage ownership (wholly-owned unless otherwise indicated) are as follows:

Operations based in Jamaica

Subsidiaries	**Principal activity**	**Country of Incorporation and Domicile**
Belvedere Limited	Agriculture	Jamaica
Caribbean Products Company Limited, and its subsidiary	Manufacture and sale of oils and fats	Jamaica
- Golden Grove Sugar Company Limited	Sale of consumer products	Jamaica
Facey Commodity Holdings Limited, and its subsidiary	Investments	Barbados
- Facey Commodity Company Limited	Sale of consumer and pharmaceutical products	Jamaica
Industrial Sales Limited	Sale of consumer products	Jamaica
International Biscuits Limited	Manufacture and sale of biscuit products	Jamaica
Musson Holdings Limited, and its subsidiaries	Investments	St. Lucia
- Musson International Dairies Limited	Manufacture and sale of milk products and juices	Jamaica
- Musson International Dairies T&T Limited	Sale of milk products and juices	Trinidad and Tobago
- Musson International Dairies Republica Dominicana SRL	Sale of milk products and juices	Dominican Republic
- Serge Island Dairies Limited	Manufacture and sale of milk products and juices	Jamaica
- Serge Island Farms Limited	Dairy farming	Jamaica
Joint venture entities	**Principal activity**	**Country of Incorporation and Domicile**
Jamaica Grain and Cereals Limited (50% owned by the Company)	Manufacture and sale of corn and wheat products and cereals	Jamaica
St. Thomas Development Limited (50% owned by the Company)	Property development	Jamaica

1. Principal Activities and Operations (Continued)

Operations based in Trinidad and Tobago

Subsidiaries	Principal activity	Country of Incorporation and Domicile
A.S. Bryden & Sons Holdings Limited (owned 80%), and its subsidiaries	Investments	Trinidad and Tobago
- Anthony A Pantin Limited	Dormant	Trinidad and Tobago
- A.S. Bryden & Sons Insurance Limited	Dormant	Trinidad and Tobago
- A.S. Bryden & Sons Trinidad Limited, and its subsidiaries	Sale of consumer products	Trinidad and Tobago
-A.S. Bryden & Sons Guyana Inc. (owned 51%)	Sale of consumer products	Guyana
-ASB Business Solutions Limited	Dormant	Trinidad and Tobago
-Eve Products Limited	Dormant	Trinidad and Tobago
- Asset Rentals Limited	Dormant	Trinidad and Tobago
- Bryden pi Limited, and its subsidiaries	Sale of pharmaceutical and consumer products	Trinidad and Tobago
-Bpi Genethics Limited	Manufacture and sale of pharmaceutical products	Trinidad and Tobago
-Bpi Guyana Limited (owned 51%)	Sale of pharmaceutical and consumer products	Guyana
- Bryden Properties Limited	Dormant	Trinidad and Tobago
- Caribbean Producers (Jamaica) Limited (owned 80%), and its subsidiaries	Manufacture and sale of consumer products	Jamaica
- Homeporting Limited	Logistics services	Jamaica
-CPJ Investments Limited, and its subsidiary	Holding company	St. Lucia
- CPJ (St. Lucia) Limited (owned 51%)	Sale of consumer products	St. Lucia
- FT Farfan Limited, and its subsidiaries	Sale of industrial equipment	Trinidad and Tobago
-F.T.F (Guyana) Inc. (owned 75%)	Sale of industrial equipment	Guyana
-Ibis Construction Equipment Sales & Rental Limited (owned 75%)	Sale of industrial equipment	Guyana
- Franco Trading & Distributors Limited	Packaging and sale of consumer products	Trinidad and Tobago
- Ibis Acres Ltd	Investments in real estate	Trinidad and Tobago
- Micon Holdings Limited, and its subsidiaries	Investments	St. Lucia
-Facey Trading Ltd (owned 75%)	Sale of consumer products	St. Vincent
-Micon Marketing Limited	Sale of consumer products	Trinidad and Tobago
- Premium Brands Limited	Dormant	Trinidad and Tobago
- Retail Acquisition and Company Limited (owned 55%), and its subsidiaries	Holding company	Barbados
-Armstrong Agencies Limited (owned 50%) and its subsidiary	Sale of consumer products	Barbados
- Armstrong Healthcare Inc. (owned 51%)	Sale of pharmaceutical	Barbados
-H. Jason Jones & Company Limited	Sale of consumer products	Barbados
-Stansfeld Scott Barbados Limited	Sale of consumer products	Barbados
Joint venture entity	**Principal activity**	**Country of Incorporation and Domicile**
Caparo Industrial Properties (owned 50% by A.S. Bryden & Sons Holdings Limited)	Property development	Trinidad and Tobago
Edgestrong Holdings Limited (owned 50% by Armstrong Agencies Limited)	Investments in real estate	Barbados

2. Material Accounting Policies

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

(a) Basis of preparation

The consolidated financial statements of the Group and the financial statements of the Company standing alone (together referred to as the financial statements) have been prepared in accordance with IFRS® Accounting Standards. IFRS Accounting Standards comprise the following authoritative literature: IFRS Accounting Standards; IAS® Standards; and Interpretations developed by the IFRS Interpretations Committee (IFRIC® Interpretations) or its predecessor body, the Standing Interpretations Committee (SIC® Interpretations).

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. Although these estimates are based on management's best knowledge of current events and action, actual results could differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

Standards, interpretations and amendments to existing standards effective in the current financial year
Certain new standards, interpretations and amendments to existing standards have been published that became effective during the current financial period. The Group has assessed the relevance of all such new standards, interpretations and amendments and has concluded that the following are relevant to its operations:

Amendment to IAS 21, 'The Effects of Changes in Foreign Exchange Rates' (effective for annual periods beginning on or after 1 January 2025). An entity is impacted by this amendment when it has a transaction or an operation in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. The Group is not impacted by this amendment.

Standards, interpretations and amendments to existing standards that are not yet effective and have not been early adopted
At the date of authorisation of these financial statements, certain new standards, interpretations and amendments to existing standards have been issued which are mandatory for the Group's accounting periods beginning on or after 1 January 2026 or later periods, but were not effective at the date of the statement of financial position. The Group has assessed the relevance of all such new standards, interpretations and amendments, and has determined that the following may be immediately relevant to its operations, and has concluded as follows:

Amendments to IFRS 7, 'Financial Instruments: Disclosures' and IFRS 9, 'Financial Instruments' (effective for annual periods beginning on or after 1 January 2026). The amendments: (a) clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system; (b) clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion; (c) add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and (d) update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI). The Group will apply these amendments in its 2026 financial statements.

Amendments to IFRS 10, 'Consolidated financial statements' and IAS 28, 'Investments in associates and joint ventures' (effective date not yet determined). The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures and confirm that the accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business', as defined in IFRS 3, 'Business Combinations'. Where the non-monetary assets constitute a business, the investor will recognise the full gain or loss on the sale or contribution of assets. If the assets do not meet the definition of a business, the gain or loss is recognised by the investor only to the extent of the other investor's interests in the associate or joint venture. The amendments apply prospectively. The Group is assessing the impact of these amendments on its financial statements.

IFRS 18, 'Presentation and Disclosure in Financial Statements' (effective for annual periods beginning on or after 1 January 2027). This new standard on presentation and disclosure in financial statements replaces IAS 1, with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to: (i) the structure of the statement of profit or loss with defined subtotals; (ii) requirement to determine the most useful structure summary for presenting expenses in the statement of profit or loss; (iii) required disclosures in a single note within the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and (iv) enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. The Group will apply the new standard in its 2027 financial statements.

2. Material Accounting Policies (Continued)

(b) Basis of consolidation

Consolidation of subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the profit or loss.

Intercompany transactions, balances and unrealised gains and losses on transactions between the Group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Loans to subsidiaries that are intended to provide subsidiaries with a long-term source of additional capital are considered additions to the Company's investment. Accordingly, these loans are included in Investment in Subsidiaries on the Company's statement of financial position.

Transactions with non-controlling interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as equity transactions; i.e., as transactions with owners in their capacity as owners. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

Joint ventures and Associates

The Group's interests in joint ventures and associates are accounted for using the equity accounting method. Under the equity accounting method, investments in joint ventures and associates are carried in the consolidated statement of financial position at cost as adjusted for the post acquisition changes in the Group's share of the net assets of the joint venture and associate, less any impairment.

The Group's share of its joint ventures' and associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in other comprehensive income. Losses of the joint venture in excess of the Group's interest are not recognised unless the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture or associate. Unrealised gains on transactions between the Group and its joint ventures and associates are eliminated to the extent of the Group's interest in the joint ventures and associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

2. Material Accounting Policies (Continued)

(c) Revenue and income recognition

Sales of goods

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown net of General Consumption Tax, returns, rebates and discounts and after eliminating sales within the Group.

Revenue is recognised when control of the goods has been established – being when the goods are delivered to the customer, the customer has full discretion over the channel and price to sell the goods and there is no unfulfilled obligation that could affect the customer's acceptance of the goods. Delivery occurs when the goods have been transported to a specific predetermined location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the goods in accordance with the sales contract, the acceptance provisions have lapsed or the Group has objective evidence that all criteria for acceptance have been satisfied. A receivable is recognised when the goods are delivered, at which point in time the consideration is deemed unconditional and only the passage of time is required before the payment is due.

Interest income

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

Dividend income

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

(d) Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of primary economic environment in which the entity operates, referred to as the functional currency. The functional currency of each entity is the same as its presentation currency. The consolidated financial statements are presented in Jamaican dollars, which is the Company's functional currency.

The foreign exchange differences arising from the translation of the results and financial position of the Group's entities that have a functional currency other than Jamaican dollars are recognised in other comprehensive income. Such exchange differences are recognised in profit or loss where the related Group entity is sold or partially sold.

Foreign currency transactions are translated into the functional currency at the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from such transactions and from the translation of foreign currency monetary assets and liabilities at the year-end exchange rates are recognised in profit or loss.

Translation differences resulting from changes in the amortised cost of foreign currency monetary assets are recognised in profit or loss. Other changes in the fair value of financial investments are recognised in other comprehensive income. Translation differences on non-monetary financial investments are reported as a component of the fair value gain or loss in other comprehensive income.

2. Material Accounting Policies (Continued)

(e) Property, plant and equipment

Land and buildings are initially recorded at cost and are subsequently shown at market value based on triennial (or earlier) valuations by external independent valuers, less subsequent depreciation of buildings. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the asset, and the net amount is restated to the revalued amount. Increases in carrying amounts arising on revaluation are credited to other comprehensive income and shown in property revaluation reserve in shareholders' equity. Decreases that offset previous increases of the same asset are charged to other comprehensive income and debited against capital reserve; all other decreases are charged to profit or loss.

All other items of property, plant and equipment continue to be carried at historical cost less accumulated depreciation and impairment losses.

Depreciation is calculated on the straight-line basis at such rates as will write off the carrying value of the assets over the period of their expected useful lives. The expected useful lives are as follows:

Buildings	30 – 50 years
Plant, equipment and furniture	3 – 40 years
Motor vehicles	3 - 5 years

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down to its recoverable amount.

Gains and losses on disposals of property, plant and equipment are determined by reference to their carrying amount and are taken into account in determining profit.

Repairs and maintenance expenditure is charged to profit or loss during the financial period in which it is incurred.

(f) Investment properties

Investment properties are held for fair value gains and are not occupied by the Group. Investment properties are carried at fair value, based on fair market valuation exercises conducted annually by independent qualified valuers. Changes in fair values are recorded in profit or loss.

Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable. Investment properties under construction for which the fair value cannot be determined reliably, but for which the Group expects the fair value of the property will be reliably determinable when construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or construction is completed, whichever is earlier.

Fair value is based on active market prices, adjusted, if necessary, for differences in the nature, location or condition of the specific asset. Valuations are performed by professional valuers who hold recognised and relevant professional qualifications and have recent experience in the location and category of the investment property being valued. Subsequent expenditure is recognised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

2. Material Accounting Policies (Continued)

(g) Intangible assets

Goodwill

Goodwill is recorded at cost and represents the excess of the fair value of the consideration paid over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. For the purposes of impairment testing, goodwill is allocated to cash-generating units that benefit from the business combination in which the goodwill arose. Impairment losses on goodwill are not reversed.

Distribution network

Distribution network obtained by the Group in a business combination are recognised at fair value at the acquisition date. This intangible asset is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses are not subsequently reversed.

Supplier relationships, trade names, brands

Supplier relationships, trade names and brands obtained by the Group in a business combination are recognised at fair value at the acquisition date. These intangible assets are deemed to have a finite useful life, and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the carrying values over their estimated useful lives. The expected useful lives are as follows: Supplier relationships - 12 years; Trade names - 20 years; and Brands - 10 to 15 years. Amortisation of intangible assets is included in administration and other operating expenses in the statement of comprehensive income.

(h) Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortisation but are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the greater of an asset's fair value less costs to sell and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identified cash flows. Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(i) Financial assets

Classification

The Group classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income); and those to be measured at amortised cost. The classification depends on the business model used for managing the financial assets and, in respect of debt instruments, the contractual terms of the cash flows.

Recognition and measurement

Debt instruments held for the collection of contractual cash flows, where those represent solely payments of principal and interest, are measured at amortised cost. Interest income from these financial assets is included in the statement of comprehensive income using the effective interest rate method. Any gains or losses arising on derecognition are recognised directly in profit or loss. Impairment losses are presented as a separate line in the statement of comprehensive income.

Debt instruments that are held for the collection of contractual cash flows and for the selling of financial assets, where the asset's cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income and impairment gains and losses are recognised in profit or loss. When the debt instrument is derecognised, the cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss. Interest income from these financial assets is included in the statement of comprehensive income using the effective interest rate method. Any gains or losses arising on derecognition are recognised directly in profit or loss. Impairment losses are presented as a separate line in the statement of comprehensive income.

Debt instruments that do not meet the criteria for amortised cost or fair value through other comprehensive income are measured at fair value through profit or loss. Gains and losses on such instruments are recognised in profit or loss in the period in which they arise.

Equity instruments held for trading are measured at fair value through profit or loss. Other equity instruments are held at fair value through other comprehensive income. When the equity instrument is derecognised, the cumulative gains or losses previously recognised in other comprehensive income are not reclassified to profit or loss. Dividends on equity instruments are recognised in profit or loss when the Group's rights to receive payments are established.

2. Material Accounting Policies (Continued)

(i) Financial assets (continued)

Impairment

Application of the General Model to financial assets other than trade receivables

Under this model, the Group assesses, on a forward-looking basis, the expected credit losses (ECL) associated with its debt instruments carried at amortised cost and at fair value through other comprehensive income. The ECL will be recognized in profit or loss before a loss event has occurred. The measurement of ECL reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes. The probability-weighted outcome considers multiple scenarios based on reasonable and supportable forecasts. The impairment amount represents the single best outcome; the time value of money; and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

The impairment model uses a three-stage approach based on the extent of credit deterioration since origination:
Stage 1 – 12-month ECL applies to all financial assets that have not experienced a significant increase in credit risk since origination and are not credit impaired. The ECL will be computed using a 12-month PD – the probability of default occurring over the next 12 months.
Stage 2 – When a financial asset experiences a significant increase in credit risk subsequent to origination but is not credit impaired, it is considered to be in Stage 2. This requires the computation of ECL based on lifetime PD – the probability of default occurring over the remaining estimated life of the financial asset. Provisions are higher in this stage because of an increase in risk and the impact of a longer time horizon being considered compared to 12 months in Stage 1.
Stage 3 – Financial assets that have an objective evidence of impairment are included in this stage. Similar to Stage 2, the allowance for credit losses will continue to capture the lifetime ECL.

The Group uses judgement when considering the following factors that affect the determination of impairment:
Assessment of significant increase in credit risk
To assess whether the credit risk on a financial asset has increased significantly since origination, the Group compares the risk of default occurring over the expected life of the financial asset at the reporting date to the corresponding risk of default at origination, using key risk indicators that are used in the Group's existing risk management processes. At each reporting date, the assessment of a change in credit risk will be individually assessed for those considered individually significant. This assessment is symmetrical in nature, allowing credit risk of financial assets to move back to Stage 1 if the increase in credit risk since origination has reduced and is no longer deemed to be significant.

Macroeconomic factors, forward looking information and multiple scenarios
The Group applies an unbiased and probability weighted estimate of credit losses by evaluating a range of possible outcomes that incorporates forecasts of future economic conditions. Macroeconomic factors and forward looking information are incorporated into the measurement of ECL as well as the determination of whether there has been a significant increase in credit risk since origination. Measurements of ECLs at each reporting period reflect reasonable and supportable information at the reporting date about past events, current conditions and forecasts of future economic conditions.

Expected life
When measuring ECL, the Group considers the maximum contractual period over which the Group is exposed to credit risk. All contractual terms are considered when determining the expected life, including prepayment options and extension and rollover options. For certain revolving credit facilities that do not have a fixed maturity, the expected life is estimated based on the period over which the Group exposed to credit risk and where the credit losses would not be mitigated by management actions.

Application of the Simplified Approach to trade receivables
For trade receivables other than those deemed specifically impaired, the Group applies the simplified approach which requires that the impairment provision is measured at initial recognition and throughout the life of the receivables using a lifetime ECL. As a practical expedient, a provision matrix is utilised in determining the lifetime ECLs for trade receivables. The lifetime ECLs are determined by taking into consideration historical rates of default for each category of aged receivables as well as the estimated impact of forward-looking information.

(j) Biological assets
Livestock – Livestock is measured at its fair value less point of sale costs. Fair value is determined based on market prices of assets of similar age, breed and genetic merit. Changes in fair value are recognised in profit or loss.
Forage – Sugar cane and hay are measured at their fair value, less estimated point of sale costs. Fair value is determined based on market prices of components of animal feed being substituted. Changes in fair value are recognised in profit or loss.

2. Material Accounting Policies (Continued)

(k) Inventories
Inventories are stated at the lower of cost or net realisable value, cost being determined using the weighted average cost method. The cost of finished goods and work in progress includes cost of raw materials used, direct labour and an appropriate proportion of overhead expenses. The cost of merchandise for resale are determined using weighted average cost method. Net realisable value is the estimated selling price in the ordinary course of business, less the cost of selling expenses.

(l) Trade receivables
Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(m) Non-current assets held for sale and discontinued operations
Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable, and are measured at the lower of their carrying amount and fair value less costs to sell. An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the noncurrent asset is recognised at the date of derecognition. Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised. Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of comprehensive income.

(n) Cash and cash equivalents
Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

(o) Payables
Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(p) Borrowings
Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the profit or loss in the statement of comprehensive income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

(q) Provisions
Provisions for legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

2. Material Accounting Policies (Continued)

(r) Leases

As lessee, the Group mainly leases various warehouses and retail stores. Rental contracts are typically made for fixed periods of 1 to 10 years, but may have extension options which are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

As of 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable,
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date,
- amounts expected to be payable by the Group under residual value guarantees,
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions. To determine the incremental borrowing rate, the Group uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset. Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability,
- any lease payments made at or before the commencement date less any lease incentives received,
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

2. Material Accounting Policies (Continued)

(s) Income taxes

Current tax is the expected tax payable on the taxable income for the year, using tax rates in force at the reporting date, and any adjustment to tax payable and tax losses in respect of previous years.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the carrying amounts of assets and liabilities and the corresponding tax bases. Deferred income tax assets and liabilities are offset in the statement of financial position when there is a legally enforceable right to set off current tax assets against current tax liabilities. Currently enacted tax rates are used in the determination of deferred income tax. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax is charged or credited to profit or loss, except where it relates to items charged or credited to other comprehensive income or equity, in which case, deferred tax is also dealt with in other comprehensive income or equity.

(t) Employee benefits

Pension obligations

Defined benefit plan

The Group operates a defined benefit plan, the assets of which are generally held in a separate trustee-administered fund. A defined benefit plan is a pension plan that defines an amount of pension benefit to be provided, usually as a function of one or more factors such as age, years of service or compensation.

The amount recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the statement of financial position date less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality Government of Jamaica bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. Past-service costs are recognised immediately in income.

Defined contribution plan

The employees of the Group also participate in an Individual Retirement Scheme operated by an independent insurance Company. The Group makes fixed contributions to the scheme for participating employees. The Group has no obligation for the benefits provided under the scheme as these are payable by, and accounted for by the insurance Company. Accordingly, the Group recognises a cost equal to its contributions payable in respect of each accounting period in the statement of comprehensive income.

Other post-employment benefits

The Group provides post-employment healthcare benefits to its retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. These obligations are valued annually by independent qualified actuaries.

Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of IAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

Profit share scheme

The Group recognises a liability and an expense for bonuses, based on a formula that takes into consideration the profit attributable to the Company's equity holders after certain adjustments.

2. Material Accounting Policies (Continued)

(u) Ordinary share capital
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds. Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's directors.

(v) Preference shares
Preference shares are classified as equity as, under the terms of the preference shares, the company has no cash obligation. Dividend distribution to preference shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's directors.

(w) Segment reporting
Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Executive Committee that makes strategic decisions.

3. Financial Risk Management

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

The Group's risk management policies are designed to identify and analyse these risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Group regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

The Board of Directors is ultimately responsible for the establishment and oversight of the Group's risk management framework. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative financial instruments and non-derivative financial instruments, and investment of excess liquidity. The Board has established committees/departments for managing and monitoring risks, as follows:

Central treasury department
The central treasury department is responsible for managing the Group's financial assets and liabilities and the overall financial structure. It is also primarily responsible for the funding and liquidity risks of the Group. Group treasury identifies, evaluates and manages financial risks in close co-operation with the Group's operating units.

Audit Committee
The Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the result of which are reported to the Audit Committee.

3. Financial Risk Management (Continued)

The carrying values of the Group's financial instruments are as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Financial Assets				
Investments, at fair value through other comprehensive income	2,193,907	2,584,474	2,193,907	2,584,474
Long term receivables, at fair value through profit or loss	-	41,655	-	27,484
At cost or amortised cost –				
Long term receivables	1,022,980	1,001,481	6,444,374	6,186,679
Trade and other receivables	35,141,281	30,215,473	36,342	108,507
Due from subsidiaries	-	-	34,562,290	19,947,775
Cash and bank balances	6,987,604	5,798,583	324,952	208,560
	43,151,865	37,015,537	41,367,958	26,451,521
	45,345,772	39,641,666	43,561,865	29,063,479
Financial Liabilities				
At cost or amortised cost –				
Due to subsidiaries	-	-	32,214,048	15,689,833
Trade and other payables	25,794,118	22,830,729	2,557,961	2,722,559
Long term liabilities	51,205,804	49,005,428	15,882,054	14,967,238
Lease obligation	5,656,999	5,272,122	-	-
	82,656,921	77,108,279	50,654,063	33,379,630

The most important types of risk are credit risk, liquidity risk and market risk. Market risk for the Group includes currency risk, interest rate and other price risk.

(a) Credit risk

The Group takes on exposure to credit risk, which is the risk that its customers, clients or counterparties will cause a financial loss for the Group by failing to discharge their contractual obligations. Credit risk is the most important risk for the Group's business; management therefore carefully manages its exposure to credit risk. Credit exposures arise principally from the Group's receivables from customers and its holdings of investments. The Group structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to a single counterparty or groups of related counterparties and industry segments.

Investments

The Group limits its exposure to credit risk by investing mainly in liquid securities, with counterparties that have high credit quality, and in Government of Jamaica securities. Accordingly, management does not expect any counterparty to fail to meet its obligations.

Long term receivables

The Group limits its exposure to credit risk arising on loans to employees for the purchase of the Company's shares by holding a contractual right to deduct the interest and principal on the loan from the employees' remuneration, and by holding a contractual right to the shares that were acquired from the proceeds of the loan in the event that the employment contract is terminated and the loan is not repaid.

The Group has limited exposure to credit risk arising on receivables from its joint venture entity as the Group jointly controls the entity. The Group also has significant purchases from the entity, the payables arising from which may be set off against the long term receivables.

Cash and bank balances

Cash transactions are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to any financial institution.

3. Financial Risk Management (Continued)

(a) Credit risk (continued)

Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The executive committee has established a credit policy under which each customer is analysed individually for creditworthiness prior to the Group offering them a credit facility. Credit limits are assigned to each customer, which represents the maximum credit allowable without approval from the Board. Customer credit risk is monitored according to their credit characteristics such as whether it is an individual or company, industry, aging profile, and previous financial difficulties. The Group has procedures in place to restrict customer orders if the order will exceed their credit terms. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group on a prepayment basis.

To measure expected credit losses, trade receivables are grouped by customer sector (based on shared risk characteristics) as well as by aging buckets. Lifetime expected credit losses are determined by taking into consideration historical rates of default for the totals of each customer segment of aged receivables as well as the estimated impact of forward looking information. In determining historical rates of default, trade receivables greater than 120 days past due are used as a proxy for historical losses. On this basis, the Group's loss allowance for trade receivables was determined as follows:

	2025					
	Within 30 days	31 to 60 days	61 to 90 days	91 to 120 days	> than 120 days	Total
Trade receivables	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Supermarket chains	3,548,101	1,584,174	532,040	88,649	495,881	6,248,845
Retailers & wholesalers	2,432,815	1,239,252	485,029	607,954	487,047	5,252,097
Distributors	820,624	317,316	37,112	36,551	204,354	1,415,957
Manufacturers	240,421	143,993	31,881	392	107,000	523,687
Government, hotels and other	4,378,304	2,627,972	1,323,666	1,521,977	4,394,221	14,246,140
	11,420,265	5,912,707	2,409,728	2,255,523	5,688,503	27,686,726
Average expected loss rates	**%**	**%**	**%**	**%**	**%**	
	0.80%	0.83%	1.73%	22.39%	17.45%	
Loss allowance	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
	90,794	49,045	41,573	504,965	992,394	1,678,771

	2024					
	Within 30 days	31 to 60 days	61 to 90 days	91 to 120 days	> than 120 days	Total
Trade receivables	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
Supermarket chains	3,648,824	1,806,509	664,628	287,550	290,395	6,697,906
Retailers & wholesalers	3,531,522	1,382,198	761,310	269,461	523,238	6,467,729
Distributors	432,075	223,681	250,471	164,162	166,444	1,236,833
Manufacturers	262,951	58,744	141,806	53,158	88,726	605,385
Government, hotels and other	3,473,273	2,229,498	755,336	767,914	3,900,995	11,127,016
	11,348,645	5,700,630	2,573,551	1,542,245	4,969,798	26,134,869
Average expected loss rates	**%**	**%**	**%**	**%**	**%**	
	0.47%	1.01%	1.90%	9.66%	16.75%	
Loss allowance	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
	53,576	57,474	48,859	148,905	832,344	1,141,158

3. Financial Risk Management (Continued)

(a) Credit risk (continued)

Trade receivables (continued)

The passage of Hurricane Melissa in October 2025 impacted a wide cross section of the customer base in Jamaica, whether by way of a direct physical impact or through reduced business activity. This resulted in a temporary adverse ageing of the trade receivables portfolio, which continued for approximately 3 months following the passage of the hurricane. Notwithstanding the temporary nature of this impact, there was a significant increase in the loss allowance as at 31 December 2025, which is anticipated to be substantially reversed in 2026.

The movement in the provision for impairment of trade receivables is as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
At start of year	1,141,158	958,250	-	-
On acquisition of subsidiaries	5,198	69,115	-	-
Recovered during the year	3,036	(35,113)	-	-
Provided during the year	763,987	150,727	-	-
Written off during the year	(227,880)	(1,821)	-	-
Transferred to assets held for sale	(6,728)	-	-	-
At end of year	1,678,771	1,141,158	-	-

The creation and release of provision for impaired receivables have been included in "net impairment gains and losses on trade receivables" in profit or loss. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The majority of the Group's trade receivables are receivable from customers in Jamaica.

3. Financial Risk Management (Continued)

(b) Liquidity risk

Liquidity risk is the risk that the Group is unable to meet its payment obligations associated with its financial liabilities when they fall due. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

Liquidity risk management process

The Group's liquidity management process, as carried out within the Group and monitored by the central treasury department, includes: (i) monitoring future cash flows and liquidity on a daily basis. This incorporates an assessment of expected cash flows and the availability of high grade collateral which could be used to secure funding if required; (ii) maintaining a portfolio of highly marketable and diverse assets that can easily be liquidated as protection against any unforeseen interruption to cash flow; (iii) maintaining committed lines of credit; (iv) optimising cash returns on investments; and (v) managing the concentration and profile of debt maturities.

Undiscounted contractual cash flows of financial liabilities

The maturity profile of financial liabilities, based on contractual undiscounted payments, is as follows:

	The Group					
	Within 1 Month $'000	1 to 3 Months $'000	3 to 12 Months $'000	1 to 5 Years $'000	Over 5 years $'000	Total $'000
	2025					
Long term liabilities	369,867	2,838,176	10,007,654	42,357,687	6,563,997	62,137,381
Lease obligation	13,765	27,535	1,478,862	4,739,376	4,734,734	10,994,272
Trade and other payables	25,794,118	-	-	-	-	25,794,118
	26,177,750	2,865,711	11,486,516	47,097,063	11,298,731	98,925,771
	2024					
Long term liabilities	1,241,292	1,491,262	11,386,491	41,157,219	4,817,613	60,093,877
Lease obligation	17,155	1,475,666	3,674,836	4,302,369	-	9,470,026
Trade and other payables	22,830,729	-	-	-	-	22,830,729
	24,089,176	2,966,928	15,061,327	45,459,588	4,817,613	92,394,632

	The Company					
	Within 1 Month $'000	1 to 3 Months $'000	3 to 12 Months $'000	1 to 5 Years $'000	Over 5 years $'000	Total $'000
	2025					
Long term liabilities	36,359	2,579,972	1,428,575	12,557,853	4,157,616	20,760,375
Due to subsidiaries	32,214,048	-	-	-	-	32,214,048
Other payables	2,557,961	-	-	-	-	2,557,961
	34,808,368	2,579,972	1,428,575	12,557,853	4,157,616	55,532,384
	2024					
Long term liabilities	904,132	1,318,390	1,584,419	12,394,760	4,524,685	20,726,386
Due to subsidiaries	15,689,833	-	-	-	-	15,689,833
Other payables	2,722,559	-	-	-	-	2,722,559
	19,316,524	1,318,390	1,584,419	12,394,760	4,524,685	39,138,778

Assets available to meet all of the liabilities and to cover financial liabilities include cash and investments.

3. Financial Risk Management (Continued)

(c) Market risk

The Group takes on exposure to market risks, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risks mainly arise from changes in foreign currency exchange rates and interest rates. Market risk is monitored by the Group treasury department which carries out extensive research and monitors the price movement of financial assets on the local and international markets. Market risk exposures are measured using sensitivity analysis. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group manages its foreign exchange risk by ensuring that the net exposure in foreign assets and liabilities is kept to an acceptable level by monitoring currency positions. The Group further manages this risk by maximising foreign currency earnings and holding foreign currency balances.

The sensitivity to profit and loss is primarily as a result of foreign exchange gains and losses on translation of US dollar-denominated long term receivables, trade receivables, investment securities, payables and long term liabilities. The sensitivity to other items of equity is primarily as a result of investments held in US dollars and Canadian dollars, the gains and losses on which are recognised in other comprehensive income.

The following table indicates the effect on profit before taxation and on other items of equity arising from changes in foreign exchange rates. The sensitivity analysis represents outstanding foreign currency denominated monetary items and adjusts their translation at the year-end based on management's assessment of the possible change in foreign exchange rates

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Effect on profit before taxation -				
US$				
4% (2024 – 4%) devaluation of the J$	54,104	(243,584)	(104,316)	(86,420)
1% (2024 – 1%) revaluation of the J$	(13,526)	60,896	26,079	21,605
1% (2024 – 1%) devaluation of the TT$	(959,031)	(1,186,984)	-	-
1% (2024 – 1%) revaluation of the TT$	959,031	1,186,984	-	-
Effect on other items of equity -				
US$				
4% (2024 – 4%) devaluation of the J$	80,320	95,348	80,320	95,348
1% (2024 – 1%) revaluation of the J$	(20,080)	(23,837)	(20,080)	(23,837)
Canadian$				
4% (2024 – 4%) devaluation of the J$	6,828	6,440	6,828	6,440
1% (2024 – 1%) revaluation of the J$	(1,707)	(1,610)	(1,707)	(1,610)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

Currency risk (continued)

The exposure to foreign currency exchange rate risk is as follows:

	The Group						
	JMD $'000	USD $'000	TTD $'000	BDS $'000	GYD $'000	Other $'000	Total $'000
	2025						
Financial assets							
Investments	15,163	2,008,012	-	-	-	170,732	2,193,907
Long term receivables	-	1,022,980	-	-	-	-	1,022,980
Trade and other receivables	9,858,164	5,836,487	16,512,022	1,703,081	920,805	310,722	35,141,281
Cash and bank	1,812,756	1,485,704	2,474,593	738,576	187,979	287,996	6,987,604
	11,686,083	10,353,183	18,986,615	2,441,657	1,108,784	769,450	45,345,772
Financial liabilities							
Long term liabilities	12,163,078	21,202,661	15,530,037	1,249,820	1,060,208	-	51,205,804
Lease obligation	64,293	5,592,706	-	-	-	-	5,656,999
Payables	5,555,193	12,546,345	6,584,923	513,797	388,861	204,999	25,794,118
	17,782,564	39,341,712	22,114,960	1,763,617	1,449,069	204,999	82,656,921
Net financial position	(6,096,481)	(28,988,529)	(3,128,345)	678,040	(340,285)	564,451	(37,311,149)
	2024						
Financial assets							
Investments	14,621	2,408,806	-	-	-	161,047	2,584,474
Long term receivables	41,655	1,001,481	-	-	-	-	1,043,136
Trade and other receivables	5,520,600	6,022,487	16,697,010	626,888	1,154,625	193,863	30,215,473
Cash and bank	1,926,452	1,724,404	1,718,869	29,049	183,118	216,691	5,798,583
	7,503,328	11,157,178	18,415,879	655,937	1,337,743	571,601	39,641,666
Financial liabilities							
Long term liabilities	10,893,911	21,095,306	14,564,413	1,309,988	1,141,810	-	49,005,428
Lease obligation	70,899	5,201,223	-	-	-	-	5,272,122
Payables	4,252,386	17,151,986	130,924	535,532	610,590	149,311	22,830,729
	15,217,196	43,448,515	14,695,337	1,845,520	1,752,400	149,311	77,108,279
Net financial position	(7,713,868)	(32,291,337)	3,720,542	(1,189,583)	(414,657)	422,290	(37,466,613)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

Currency risk (continued)

	The Company					
	JMD $'000	USD $'000	GBP $'000	CDN $'000	Euro $'000	Total $'000
	2025					
Financial assets						
Investments	15,163	2,008,012	-	170,732	-	2,193,907
Long term receivables	922,212	5,522,162	-	-	-	6,444,374
Receivables	36,342	-	-	-	-	36,342
Due from subsidiaries	34,513,133	49,157	-	-	-	34,562,290
Cash and bank	(636,325)	954,571	1,496	4,337	873	324,952
	34,850,525	8,533,902	1,496	175,069	873	43,561,865
Financial liabilities						
Long term liabilities	8,416,327	7,465,727	-	-	-	15,882,054
Payables	1,689,115	868,846	-	-	-	2,557,961
Due to subsidiaries	31,284,446	929,602	-	-	-	32,214,048
	41,389,888	9,264,175	-	-	-	50,654,063
Net financial position	(6,539,363)	(730,273)	1,496	175,069	873	(7,092,198)
	2024					
Financial assets						
Investments	14,621	2,408,806	-	161,047	-	2,584,474
Long term receivables	949,696	5,264,467	-	-	-	6,214,163
Receivables	108,507	-	-	-	-	108,507
Due from subsidiaries	19,936,723	11,052	-	-	-	19,947,775
Cash and bank	8,728	163,302	29,773	1,825	4,932	208,560
	21,018,275	7,847,627	29,773	162,872	4,932	29,063,479
Financial liabilities						
Long term liabilities	8,495,579	6,471,659	-	-	-	14,967,238
Payables	1,625,145	1,097,414	-	-	-	2,722,559
Due to subsidiaries	15,626,547	63,286	-	-	-	15,689,833
	25,747,271	7,632,359	-	-	-	33,379,630
Net financial position	(4,728,996)	215,268	29,773	162,872	4,932	(4,316,151)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

Interest rate risk

Interest rate risk is the risk that the value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Floating rate instruments expose the Group to cash flow interest risk, whereas fixed interest rate instruments expose the Group to fair value interest risk.

Seprod Group's interest rate risk policy requires it to manage interest rate risk by maintaining an appropriate mix of fixed and variable rate instruments. The policy also requires it to manage the maturities of interest bearing financial assets and interest bearing financial bearing liabilities.

The Group's interest rate risk arises from long term borrowings and other debt instruments. The sensitivity of the profit or loss is the effect of the assumed changes in interest rates on profit before taxation based on floating rate borrowing and other debt instruments. The sensitivity of other components of equity is calculated by revaluing fixed rate investments for the effects of the assumed changes in interest rates.

The following table indicates the sensitivity to a reasonably possible change in interest rates in respect of Jamaican dollar and United States dollar denominated instruments, with all other variables held constant, on profit before taxation and other components of equity.

Change in basis points	Effect on Profit before Taxation	Effect on Other Components of Equity	Change in basis points	Effect on Profit before Taxation	Effect on Other Components of Equity
2025	2025	2025	2024	2024	2024
JMD / USD	$'000	$'000	JMD / USD	$'000	$'000
		The Group			
+25/+25	(18,568)	-	+25/+25	(7,742)	-
-25/-25	18,568	-	-25/-25	7,742	-
		The Company			
+25/+25	-	-	+25/+25	-	-
-25/-25	-	-	-25/-25	-	-

3. Financial Risk Management (Continued)

(c) Market risk (continued)

Interest rate risk (continued)

The following tables summarise the exposure to interest rate risk. It includes the financial instruments at carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

	The Group						
	Within 1 Month $'000	1 to 3 Months $'000	3 to 12 Months $'000	1 to 5 Years $'000	Over 5 Years $'000	Non-Interest Bearing $'000	Total $'000
	2025						
Financial assets							
Investments	-	-	-	-	-	2,193,907	2,193,907
Long term receivables	158,111	-	158,111	706,758	-	-	1,022,980
Trade and other receivables	-	-	-	-	-	35,141,281	35,141,281
Cash and bank	6,987,604	-	-	-	-	-	6,987,604
	7,145,715	-	158,111	706,758	-	37,335,188	45,345,772
Financial liabilities							
Long term liabilities	335,680	2,324,798	7,221,394	35,264,549	5,834,506	224,877	51,205,804
Lease obligation	10,854	21,927	927,177	2,298,233	2,398,808	-	5,656,999
Payables	-	-	-	-	-	25,794,118	25,794,118
	346,534	2,346,725	8,148,571	37,562,782	8,233,314	26,018,995	82,656,921
Total interest repricing gap	6,799,181	(2,346,725)	(7,990,460)	(36,856,024)	(8,233,314)	11,316,193	(37,311,149)
	2024						
Financial assets							
Investments	-	-	-	-	-	2,584,474	2,584,474
Long term receivables	-	-	196,443	846,693	-	-	1,043,136
Trade and other receivables	-	-	-	-	-	30,215,473	30,215,473
Cash and bank	5,798,583	-	-	-	-	-	5,798,583
	5,798,583	-	196,443	846,693	-	32,799,947	39,641,666
Financial liabilities							
Long term liabilities	1,192,917	1,153,293	8,787,473	32,587,822	5,190,505	93,418	49,005,428
Lease obligation	12,841	23,185	1,030,455	1,676,561	2,529,080	-	5,272,122
Payables	-	-	-	-	-	22,830,729	22,830,729
	1,205,758	1,176,478	9,817,928	34,264,383	7,719,585	22,924,147	77,108,279
Total interest repricing gap	4,592,825	(1,176,478)	(9,621,485)	(33,417,690)	(7,719,585)	9,875,800	(37,466,613)

3. Financial Risk Management (Continued)

(c) Market risk (continued)

Interest rate risk (continued)

	The Company						
	Within 1 Month $'000	1 to 3 Months $'000	3 to 12 Months $'000	1 to 5 Years $'000	Over 5 Years $'000	Non-Interest Bearing $'000	Total $'000
	2025						
Financial assets							
Investments	-	-	-	-	-	2,193,907	2,193,907
Long term receivables	158,111	-	158,111	4,154,570	-	1,973,582	6,444,374
Receivables	-	-	-	-	-	36,342	36,342
Due from subsidiaries	-	-	-	-	-	34,562,290	34,562,290
Cash and bank	324,952	-	-	-	-	-	324,952
	483,063	-	158,111	4,154,570	-	38,766,121	43,561,865
Financial liabilities							
Long term liabilities	2,427	2,145,400	430,543	9,202,379	3,923,253	178,052	15,882,054
Payables	-	-	-	-	-	2,557,961	2,557,961
Due to subsidiaries	-	-	-	-	-	32,214,048	32,214,048
	2,427	2,145,400	430,543	9,202,379	3,923,253	34,950,061	50,654,063
Total interest repricing gap	480,636	(2,145,400)	(272,432)	(5,047,809)	(3,923,253)	3,816,060	(7,092,198)
	2024						
Financial assets							
Investments	-	-	-	-	-	2,584,474	2,584,474
Long term receivables	-	-	182,272	4,241,695	-	1,790,196	6,214,163
Receivables	-	-	-	-	-	108,507	108,507
Due from subsidiaries	-	-	-	-	-	19,947,775	19,947,775
Cash and bank	208,560	-	-	-	-	-	208,560
	208,560	-	182,272	4,241,695	-	24,430,952	29,063,479
Financial liabilities							
Long term liabilities	861,735	1,021,298	628,895	8,286,542	4,075,350	93,418	14,967,238
Payables	-	-	-	-	-	2,722,559	2,722,559
Due to subsidiaries	-	-	-	-	-	15,689,833	15,689,833
	861,735	1,021,298	628,895	8,286,542	4,075,350	18,505,810	33,379,630
Total interest repricing gap	(653,175)	(1,021,298)	(446,623)	(4,044,847)	(4,075,350)	5,925,142	(4,316,151)

Price risk

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments traded in the market. The Group is exposed to equity price risk because of investments held by the Group classified on the statement of financial position either as available-for-sale or at fair value through profit or loss. The Group manages its price risk by trading these instruments when appropriate to reduce the impact of any adverse price fluctuations.

Based on the nature and amount of its investments subject to price risk, there is no significant impact on the Group's stockholders' equity arising from changes in equity prices.

3. Financial Risk Management (Continued)

(d) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for stockholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Board of Directors monitors the return on capital, which the Group defines as net operating income, excluding non-recurring items, divided by total stockholders' equity. The Board of Directors also monitors the level of dividends to stockholders.

The Group has no externally imposed capital requirements; however, the Group is required to comply with financial covenants in respect of certain long term debt facilities (Note 29).

(e) Fair value estimates

Fair values of financial instruments re-measured at their fair value after initial recognition

Financial instruments classified in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry Group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. At 31 December 2025, the Group and the Company had quoted equity securities classified in Level 1 amounting to $15,163,000 (2024 – $14,621,000).

Financial instruments classified in level 2

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. Specific valuation techniques used to value such financial instruments include: (i) quoted market prices or dealer quotes for similar instruments; and (ii) other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments. The Group has no securities classified in Level 2.

Financial instruments classified in Level 3

If one or more of the significant inputs for valuation is not based on observable market data, the financial instrument is included in Level 3, and fair value is determined using discounted cash flow analysis. At 31 December 2025, The Group and the Company had unquoted equity securities with a fair value of $2,178,744,000 (2024 – $2,569,853,000) classified as fair value through other comprehensive income and categorised as Level 3.

The movement in these instruments is as follows:

	2025 $'000	2024 $'000
At start of year	2,569,853	1,750,877
Acquisition during the year	-	172,501
Fair value gains and losses	(438,671)	644,216
Foreign exchange gains and losses	47,562	2,259
At end of year	2,178,744	2,569,853

The following unobservable inputs were used to measure the Company's Level 3 financial instruments:

Unobservable Inputs	Range of unobservable inputs (weighted average)	Relationship of unobservable inputs to fair value
Discount rate	11.5% (2024 – 11%)	If the discount rate increases the fair value decreases
Terminal growth rate	3% (2024 – 3%)	If the terminal growth rate increases the fair value increases
Market participant minority discount	20% (2024 – 20%)	If the market participant minority discount increases the fair value decreases

3. Financial Risk Management (Continued)

(e) Fair value estimates (continued)

Fair values of financial instruments not re-measured at fair value after initial recognition

The following methods and assumptions have been used in determining fair values for instruments not re-measured at their fair value after initial recognition:

The face value, less any estimated credit adjustments, for financial assets and liabilities with a maturity of less than one year are estimated to approximate their fair values. These financial assets and liabilities include cash and bank balances, trade and other receivables (Note 25) and payables (Note 26).

The carrying values of long term receivables (Note 21) approximate their fair values, as these receivables are carried at amortised cost and the interest rates are reflective of current market rates for similar transactions.

The carrying values of long term loans (Note 28) approximate their fair values, as these loans are carried at amortised cost reflecting their contractual obligations and the interest rates are reflective of current market rates for similar transactions.

Fair values of property classified as property, plant and equipment

As of 31 December 2021, the Group measures its land and buildings classified as property, plant and equipment at fair value on a triennial (or earlier) basis. Management, through an independent valuation expert, uses the income capitalisation approach to determine the fair value of all of the land and buildings. This method takes into consideration a number of factors that require estimation and judgement. The key factors include: estimation of rental income; determination of a capitalisation factor; and determination of the discount rate.

The Group classifies its land and buildings in Level 3 of the fair value hierarchy due to the unobservable inputs used in the determination of fair value for those assets. As at 31 December 2025, the carrying values of land and buildings classified as level 3 amounted to: $6,124,750,000 and $8,774,776,000 (2024 – $6,366,160,000 and $8,912,616,000), respectively, for the Group; and $1,770,000,000 and $ 2,539,976,000 (2024 – $1,770,000,000 and $2,202,432,000), respectively, for the Company.

Fair values of property classified as investment property

The Group measures its land classified as investment property at fair value on an annual basis.

Management, through an independent valuation expert, uses the sales comparison approach for residential lots, an approach which takes into consideration variations in timing, size, topography, location, etc. of similar lands, which lend to adjustments in arriving at a value indication. This approach is deemed most suitable for residential lots given the volume of sales in the vicinity.

Management, through an independent valuation expert, further applies the residual approach for commercial lots, an approach which assesses the likely gross development value of the proposed development, and from this the cost of executing the development including a developers profit, is deducted. The remainder or residue, discounted for the time taken to execute the development, is indicative of the amount a prudent developer would pay for the asset. To this end, the following assumptions were made: (i) a strip mall type development will be undertaken with spaces to accommodate a range of users; (ii) selling prices are projected at an average of $35,000 per sq. ft.; (iii) a basic building cost of $22,000 per sq. ft. is used; (iv) professional fees, legal costs, finance costs, etc. are accounted for; (v) site costs and other ancillary costs are accounted for; and (vi) an overall development period of 2 years is projected.

The Group classifies its land in Level 3 of the fair value hierarchy due to the unobservable inputs used in the determination of fair value for those assets. As at 31 December 2025, the carrying values of land classified as level 3 amounted to: $2,273,500,000 (2024 – $Nil).

3. Financial Risk Management (Continued)

(e) Fair value estimates (continued)

Fair values of biological assets

The Group measures the biological assets at fair value at each reporting date. In measuring the fair value of biological assets various management estimates and judgements are required. The Group classifies its biological assets in Level 3 due to the unobservable inputs used in the determination of fair value for those assets, as described below.

Livestock

Estimates and judgements in determining the fair value of livestock relate to the market prices, use of animals and age of animals. Market prices of the animals are obtained from other players in the industry.

Forage

Subsequent to the discontinuation of the sugar manufacturing operation in July 2019, estimates and judgements in determining the fair value of sugar cane related to the ingredients in animal feed for which the sugar cane is used as a substitute. The ingredients in animal feed that are substituted and the related cost are determined independently by animal feed manufacturers and contracted farmers.

The fair value of hay is are determined independently by animal feed manufacturers and contracted farmers.

The movement in the fair value of livestock is as follows:

	2025 $'000	2024 $'000
Opening balance	666,899	447,922
Decreases due to sales	(87,295)	(96,901)
Gains for the period included in profit or loss	205,012	315,878
Closing balance	784,616	666,899
Gains for the period included in profit or loss for assets held at the end of the reporting period	205,012	315,878
Change in unrealised gains for the period included in profit or loss for assets held at the end of the reporting period	136,652	247,027

The movement in the fair value of forage is as follows:

	2025 $'000	2024 $'000
Opening balance	20,531	34,218
Losses for the period included in profit or loss	(20,531)	(13,687)
Closing balance	-	20,531
Losses for the period included in profit or loss for assets held at the end of the reporting period	(20,531)	(13,687)
Change in unrealised losses for the period included in profit or loss for assets held at the end of the reporting period	(20,531)	(13,687)

3. Financial Risk Management (Continued)

(e) Fair value estimates (continued)

Fair values of biological assets (continued)

The following unobservable inputs were used in determined the fair value of the Group's livestock, using a market approach for valuation.

Fair Value at 2025		
Unobservable Inputs	**Range of unobservable inputs (weighted average)**	**Relationship of unobservable inputs to fair value**
Dairy livestock price	$55,000 - $255,000 ($151,000) per animal	The higher the market price, the higher the fair value.
Other livestock price	$11,000 - $204,000 ($167,000) per animal	The higher the market price, the higher the fair value.
Hay grass yield – per acre	10 bales per acre	The higher the hay grass yield, the higher the fair value.
Hay price	$27,500 per bale	The higher the market price, the higher the fair value.

Fair Value at 2024		
Unobservable Inputs	**Range of unobservable inputs (weighted average)**	**Relationship of unobservable inputs to fair value**
Dairy livestock price	$42,000 - $212,000 ($106,000) per animal	The higher the market price, the higher the fair value.
Other livestock price	$5,000 - $191,000 ($38,000) per animal	The higher the market price, the higher the fair value.
Hay grass yield – per acre	10 bales per acre	The higher the hay grass yield, the higher the fair value.
Hay price	$27,500 per bale	The higher the market price, the higher the fair value.

The following unobservable inputs were used in determined the fair value of the Group's sugar cane, using a market approach for valuation.

Fair Value at 2025		
Unobservable Inputs	**Range of unobservable inputs (weighted average)**	**Relationship of unobservable inputs to fair value**
Price of fodder being substituted	$7,000 per metric tonne	The higher the price of fodder being substituted, the higher the fair value.

Fair Value at 2024		
Unobservable Inputs	**Range of unobservable inputs (weighted average)**	**Relationship of unobservable inputs to fair value**
Price of fodder being substituted	$7,000 per metric tonne	The higher the price of fodder being substituted, the higher the fair value.

4. Critical Accounting Estimates and Judgments in Applying Accounting Policies

The Group makes estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Income taxes
Estimates are required in determining the provision for income taxes. There are some transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for possible tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were originally recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Post-employment benefit obligations
The present value of the pension and other post-employment benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (or income) for post-employment benefits include the discount rate. Any changes in these assumptions will impact the carrying amount of post-employment benefit obligations. The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the post-employment benefit obligations. In determining the appropriate discount rate, the Group considers the interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related obligation. Other key assumptions for post-employment benefit obligations are based in part on current market conditions. Sensitivity disclosures in relation to changes in assumptions are disclosed in Note 22.

Expected credit loss allowance for trade receivables
The measurement of the expected credit loss allowance for trade receivables is an area that requires the use of complex models and significant assumptions about future economic conditions and credit behavior (for example, the likelihood of customers defaulting and the resulting losses). Explanations of the inputs, assumptions and estimation techniques used in measuring the expected credit loss allowance is further detailed in Note 3(a).

A number of significant judgements are also required in applying the accounting requirements for measuring the expected credit loss allowance, such as:

- Determining criteria for assessing whether a significant increase in credit risk has occurred;
- Choosing appropriate models and assumptions for the measurement of expected credit losses;
- Establishing the number and relative weightings of forward-looking scenarios for each type of product/market and the associated expected credit losses; and
- Establishing groups of similar assets for the purposes of measuring expected credit losses.

Depreciable assets
Estimates of the useful life and the residual value of property, plant and equipment, right-of-use assets and intangible assets are required in order to apply an adequate rate of transferring the economic benefits embodied in these assets in the relevant periods. The Group applies a variety of methods in an effort to arrive at these estimates from which actual results may vary. Actual variations in estimated useful lives and residual values are reflected in profit or loss through impairment or adjusted depreciation provisions.

Joint venture entities
The joint venture agreements require unanimous consent from all parties for all relevant activities. The partners have rights to the net assets of the arrangement. This entities are therefore classified as joint ventures and the Group recognises its share of the results for the year.

4. Critical Accounting Estimates and Judgments in Applying Accounting Policies (Continued)

Fair value of biological assets
Livestock
In the process of applying the Group's accounting policies, management determines fair values of biological assets based on prices in the local market, less the transport and other costs of getting the assets to the market. The fair value is sensitive to certain assumptions used in the computation, the primary assumption being the price of the animals.

For the valuation of biological assets at the year end, if the price per animal had changed by 5% with all other variables constant, the fair value would change accordingly by $26,354,000.

Fair value of unquoted equity securities
The fair value of securities not quoted in an active market are determined using valuation techniques. The Group exercises judgement and estimates on the quantity and quality of cashflow projections used. Where no market data is available, the Group values positions using its own models, which are usually based on valuation methods and techniques generally recognised as standard for this purpose. The inputs into these models are primarily discounted cash flows. The models used to determine fair values are reviewed by external experts. The fair value is sensitive to the assumptions used in the computation, the primary assumptions being the discount rate of 11.5% (2024 – 11%), terminal growth rate of 3% and a market participant minority discount of 20% and investee's future cash flows.

For the valuation of unquoted ordinary shares at the year-end: if the discount rate had increased/decreased by 1% with all other variables constant, the fair value would decrease/increase from US$12,700,000 to US$9,130,000/US$17,280,000; and if the terminal growth rate had increased/decreased by 0.5% with all other variables constant, the fair value would increase/decrease from US$12,700,000 to US$14,350,000/US$11,280,000.

Fair value of property classified as property, plant and equipment
Land and buildings are carried at fair value. The Group uses independent professional valuers to value its land and buildings triennially. These fair values are derived using the income capitalisation approach, which takes into consideration a number of factors, primarily the estimation of rental income; determination of a capitalisation factor; and determination of the discount rate. Rental rates of the subject properties are adjusted to reflect the market rent for properties of similar size, location and condition. The higher the rental rate the higher the fair value. The higher the capitalisation rate the lower the fair value.

Fair value of property classified as investment property
Land is carried at fair value. The Group uses independent professional valuers to value its land annually. These fair values are derived using the sales comparison approach for residential lots, and the residual approach for commercial lots. The sales comparison approach requires adjustments to account for variations in timing, size, topography, location, etc. The residual approach requires estimates of projected selling prices; building costs; professional fees, legal, finance, site and other ancillary costs; and an overall development period.

4. Critical Accounting Estimates and Judgments in Applying Accounting Policies (Continued)

Business combinations
Business combinations are accounted for using the acquisition method. The Group determines the identifiable assets and liabilities using the Purchase Price Allocation method. Under this method, the Group makes estimates about future cash flows which are derived based on factors such as revenue growth, future margins, attrition rates, and discount rates in determining the fair values of the identifiable intangible assets. A similar approach to determine the identifiable assets and liabilities is used for associates and joint ventures.

Goodwill
The Group test annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2(g). The assessment of goodwill impairment involves the determination of the value in use. Determination of value in use involves the estimation of future cash flows from the business taking into consideration the growth rates, inflation rates and the discount rate. Any changes in these variables would impact the value in use calculations.

A 1% increase in the discount rates and a 1% reduction in revenue growth would not result in an impairment of goodwill.

Other indefinite-lived intangible assets – distribution networks
The Group test annually whether distribution networks deemed to have an indefinite life haves suffered any impairment, in accordance with the accounting policy stated in Note 2(g). The assessment of impairment involves the determination of the value in use. Determination of value in use involves the estimation of future cash flows from the business taking into consideration the growth rates, inflation rates and the discount rate. Any changes in these variables would impact the value in use calculations.

At 31 December 2024 and 2025, the recoverable amount of each indefinite-lived distribution network exceeded its carrying amount. However, headroom in respect of the merchandise distribution network is marginal, and management has identified the following reasonably possible changes in key assumptions that would result in the recoverable amount of each network equating to its carrying amount.

Network and reasonably possible change	Resulting impairment $'000	Percentage of carrying value %
Merchandise distribution network		
EBITDA margin in 2026 reduced from 4.6% to 3.85% (sole change)	9,000	0.5
Revenue growth and EBITDA margin in 2026 each reduced by 1 percentage point	74,000	4.1

In the prior period, no reasonably possible change in any key assumption would have resulted in the recoverable amount of either network equating to its carrying amount.

Based on the foregoing assessment, no impairment of the indefinite-lived intangible assets has been recognised in the current or prior year,

5. Business Segments

The Group is organised into two main business segments: Manufacturing – This incorporates the operations for manufacturing and sale of oils and fats, corn and wheat products, cereals, milk products, juices and biscuits; and Distribution – The merchandising of consumer goods.

	2025			
	Manufacturing	**Distribution**	**Eliminations**	**Group**
	$'000	**$'000**	**$'000**	**$'000**
External revenue	12,622,974	139,708,895	-	152,331,869
Inter-segment revenue	17,024,670	-	(17,024,670)	-
Total revenue	29,647,644	139,708,895	(17,024,670)	152,331,869
Segment result	3,322,253	7,485,022	-	10,807,275
Unallocated corporate income				258,325
Operating profit				11,065,600
Segment assets	23,140,235	84,655,247	-	107,795,482
Unallocated corporate assets				38,240,688
Total consolidated assets				146,036,170
Segment liabilities	9,487,525	62,191,627	-	71,679,152
Unallocated corporate liabilities				24,645,901
Total consolidated liabilities				96,325,053
Other segment items –				
Capital expenditure	1,377,568	2,272,577	-	3,650,145
Depreciation	828,736	2,550,516	-	3,379,252

	2024			
	Manufacturing	**Distribution**	**Eliminations**	**Group**
	$'000	**$'000**	**$'000**	**$'000**
External revenue	12,448,640	121,160,253	-	133,608,893
Inter-segment revenue	16,980,680	-	(16,980,680)	-
Total revenue	29,429,320	121,160,253	(16,980,680)	133,608,893
Segment result	2,130,322	6,585,233	-	8,715,555
Unallocated corporate income				270,214
Operating profit				8,985,769
Segment assets	22,229,014	77,794,662	-	100,023,676
Unallocated corporate assets				35,548,275
Total consolidated assets				135,571,951
Segment liabilities	7,401,948	57,440,110	-	64,842,058
Unallocated corporate liabilities				23,951,363
Total consolidated liabilities				88,793,421
Other segment items –				
Capital expenditure	850,052	2,517,595	-	3,367,647
Depreciation	766,224	1,894,417	-	2,660,641

The Distribution segment includes revenues of $94,877,346,000 (2024 - $77,877,931,000) earned by the operations based in Trinidad and Tobago.

The operations based in Jamaica earned export revenues of $5,914,247,000 (2024 - $5,908,736,000).

6. Finance and Other Operating Income

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Dividend income from subsidiaries	-	-	593,609	4,431,529
Other dividend income	95	92	95	92
Gain on disposal of property, plant and equipment	113,358	22,982	221	5,800
Interest income from subsidiaries	-	-	225,511	241,528
Other interest income	70,495	98,652	40,978	68,299
Net foreign exchange gains	971,564	1,105,753	56,817	86,710
Rental income from subsidiaries	-	-	304,910	198,689
Other rental income	-	45,287	150	172
Insurance claims (Note 7)	3,785,179	-	-	-
Other	819,360	786,386	20,389	18,373
	5,760,051	2,059,152	1,242,680	5,051,192

7. Expenses by Nature

Total direct, selling, administration and other operating expenses:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Advertising and promotion	2,457,546	1,951,901	49,697	40,561
Amortisation of intangible assets	788,550	569,406	-	-
Auditors' remuneration	111,093	113,245	43,899	41,216
Cost of inventories recognised as an expense	104,867,582	91,056,050	-	-
Delivery charges	1,693,199	1,751,512	-	-
Depreciation of property, plant and equipment	2,445,008	1,976,015	201,203	170,652
Depreciation of right of use assets	934,244	684,626	-	-
Donations	64,194	42,333	64,194	42,333
Feed, chemicals and veterinary supplies	645,774	612,232	-	-
Insurance	1,210,349	1,000,021	98,534	101,173
Inventory losses	1,735,580	-	-	-
Motor vehicle expenses	959,119	690,787	32,820	29,763
Net impairment losses on trade receivables	763,987	150,727	-	-
Non-recoverable GCT	143,708	118,998	22,514	11,984
Professional services	1,219,821	813,312	273,619	218,870
Raw and packaging material	651,907	627,220	-	-
Repairs and maintenance	1,967,263	1,806,014	42,309	48,361
Security	722,749	709,534	130,384	143,290
Staff costs (Note 8)	17,838,505	15,471,316	1,403,984	1,350,099
Supplies	8,733	7,668	1,227	1,626
Utilities	2,856,417	2,594,074	101,530	99,188
Other	5,009,842	3,935,285	310,261	294,673
	149,095,170	126,682,276	2,776,175	2,593,789

7. Expenses by Nature (Continued)

A subsidiary with operations in Montego Bay, Jamaica was impacted by the passage of Hurricane Melissa in October 2025 resulting in inventory losses amounting to $1,735,580,000.

The Group has filed insurance claims amounting to $3,785,179,000 (Note 6) in respect of losses incurred for inventory, plant and equipment and business interruption. Of the amount of claims filed, $1,831,974,000 was receivable at year end (Note 25). The Group's insurers have accepted these claims, which are in line with the insurance policies and are within policy limits.

8. Staff Costs

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Wages and salaries	14,199,623	12,501,950	921,200	888,213
Statutory contributions	1,310,806	1,136,071	97,001	92,868
Pension – defined benefit (Note 22)	238,512	233,997	2,026	1,421
Pension – defined contribution (Note 22)	177,045	148,157	29,178	26,998
Other post-employment benefits (Note 22)	20,630	22,720	9,107	11,151
Other	1,891,889	1,428,421	345,472	329,448
	17,838,505	15,471,316	1,403,984	1,350,099

9. Finance Costs

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Net foreign exchange losses	177,895	66,742	165,062	74,290
Interest expense –				
Long term liabilities	3,852,311	3,415,391	1,495,928	1,454,459
Lease obligation	368,979	230,425	-	-
Other	566,170	318,532	333,810	150,827
Amortisation of deferred financing fees	27,464	55,507	17,972	42,361
	4,992,819	4,086,597	2,012,772	1,721,937

10. Taxation Expense

Taxation is based on the profit for the year adjusted for tax purposes and comprises income tax at 25%.

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Current taxation	2,158,528	2,339,277	-	-
Deferred taxation (Note 30)	(1,016,511)	(119,314)	(301,619)	(265,053)
	1,142,017	2,219,963	(301,619)	(265,053)

The tax on the Group's and the Company's profit differ from the theoretical amounts that would arise using the applicable tax rate as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Profit/(loss) before taxation	6,345,553	5,588,074	(989,260)	2,979,806
Tax calculated at a tax rate of 25%	1,586,389	1,397,021	(247,315)	744,952
Adjusted for the effect of:				
Effect of different tax rates in acquired entities	239,033	292,567	-	-
Investment income not subject to tax	(645,723)	(28,338)	(176,499)	(1,127,571)
Employment tax credit	(196,244)	(147,274)	-	-
Expenses not deductible	653,525	724,158	115,482	111,526
Results of joint ventures and associate included net of tax	(68,185)	(172,231)	-	-
Recognition of deferred tax previously unrecognised on tax losses	(365,646)	-	-	-
Tax losses in respect of which no deferred tax is recognised	48,960	90,628	-	-
Other charges and credits	(110,092)	63,432	6,713	6,040
	1,142,017	2,219,963	(301,619)	(265,053)

Deferred tax recognized in respect of previously unrecognised tax losses during the year amounting to $365,646,000 was primarily in respect of a subsidiary, CPJ (St. Lucia) Limited. At 31 December 2025, the subsidiary had tax losses carried forward amounting to $461,047,000 (2024 –$472,194,000). These tax losses may be carried forward and deducted against future taxable income within six years following the year in which the losses were incurred.

Deferred tax assets were recognized in respect of these tax losses carried forward given the forecast earnings based on current customer and production line expansion activities. This expansion indicates that it is probable that CPJ (St. Lucia) Limited will have taxable profits in the future against which the deferred tax assets may be utilized

10. Taxation Expense (Continued)

Tax charge relating to components of other comprehensive income are as follows:

	The Group		
	Before Tax $'000	Tax Effect $'000	After Tax $'000
	2025		
Currency translation gains and losses	(4,136)	-	(4,136)
Re-measurements of post-employment benefit obligations	(99,186)	29,874	(69,312)
Unrealised fair value gains and losses on investments	(390,567)	-	(390,567)
Unrealised fair value gains on property	345,000	(52,900)	292,100
Other comprehensive income	(148,889)	(23,026)	(171,915)
	2024		
Currency translation gains and losses	(280)	-	(280)
Re-measurements of post-employment benefit obligations	72,024	(21,289)	50,735
Unrealised fair value gains and losses on investments	644,811	-	644,811
Other comprehensive income	716,555	(21,289)	695,266

	The Company		
	Before Tax $'000	Tax Effect $'000	After Tax $'000
	2025		
Re-measurements of post-employment benefit obligations	2,221	(555)	1,666
Unrealised fair value gains and losses on investments	(390,567)	-	(390,567)
Other comprehensive income	(388,346)	(555)	(388.901)
	2024		
Re-measurements of post-employment benefit obligations	**6,681**	(1,670)	5,011
Unrealised fair value gains and losses on investments	644,811	-	644,811
Other comprehensive income	651,492	(1,670)	649,822

11. Net Profit Attributable to Stockholders of the Company

Net profit attributable to stockholders of the Company (Note 12) is dealt with as follows in the financial statements:

	2025 $'000	2024 $'000
The Company	(687,641)	3,244,859
Less dividend income from subsidiaries	(593,609)	(4,431,529)
	(1,281,250)	(1,186,670)
Subsidiaries	4,846,239	3,111,750
Joint ventures and associate	272,772	688,902
	3,837,761	2,613,982

12. Earnings per Stock Unit Attributable to Stockholders of the Company

Earnings per stock unit is calculated by dividing the net profit attributable to stockholders of the Company by the weighted average number of ordinary stock units in issue, as follows.

	2025 $'000	2024 $'000
Net profit attributable to stockholders of the Company		
Continuing operations	4,184,731	2,656,870
Discontinued operations	(346,970)	(42,888)
	3,837,761	2,613,982
Weighted average number of ordinary stock units ('000)	822,188	733,488
Basic earnings per stock unit ($)		
Continuing operations	5.09	3.62
Discontinued operations	(0.42)	(0.06)
	4.67	3.56

The Company has no dilutive potential ordinary shares.

In June 2025, Company issued 177,399,000 ordinary stock units, increasing the number of ordinary stock units in issue to 910,887,000 as at 31 December 2025 (Note 27). Based on the date of the issue, the weighted average number of stock units for 2025 was computed by adding 50% of the number of stock units issued during the year to the number of stock units held as at 31 December 2024.

13. Ordinary Dividends Declared by the Company

	2025 $'000	2024 $'000
Interim dividends –		
60.5 cents per stock unit – 26 March 2024	-	443,796
60.5 cents per stock unit – 12 August 2024	-	443,796
60.5 cents per stock unit – 27 November 2024	-	443,796
60.5 cents per stock unit – 1 May 2025	443,796	-
60.5 cents per stock unit – 30 September 2025	551,122	-
60.5 cents per stock unit – 5 December 2025	551,122	-
	1,546,040	1,331,388

14. Property, Plant and Equipment

	The Group					
	Freehold Land & Site Improvements $'000	Buildings $'000	Plant, Equipment & Furniture $'000	Motor Vehicles $'000	Work in Progress $'000	Total $'000
			2025			
Cost -						
At 1 January 2025	6,366,160	9,101,034	17,365,889	1,417,484	1,364,084	35,614,651
Acquisition of subsidiaries	-	-	288,972	26,473	-	315,445
Additions	113,206	88,928	1,117,075	258,800	2,072,136	3,650,145
Disposals	(35,466)	(61,331)	(554,625)	(230,536)	-	(881,958)
Transfers	-	418,242	2,172,312	58,419	(2,648,973)	-
Revaluation gains	172,500	172,500	-	-	-	345,000
Transfer to intangible assets (Note 16)	-	-	-	-	(319,907)	(319,907)
Transfer to investment property (Note 20)	(204,650)	-	-	-	-	(204,650)
Transfer from assets held for sale (Note 36)	13,000	-	-	-	-	13,000
Transfer to assets held for sale (Note 36)	(300,000)	(520,000)	(844,189)	(6,517)	-	(1,670,706)
At 31 December 2025	6,124,750	9,199,373	19,545,434	1,524,123	467,340	36,861,020
Accumulated Depreciation -						
At 1 January 2025	-	188,418	7,961,389	674,812	-	8,824,619
Charge for the year	-	276,273	1,759,369	409,366	-	2,445,008
On disposals	-	(11,807)	(364,848)	(209,146)		(585,801)
Transfer to assets held for sale (Note 36)	-	(28,287)	(648,485)	(6,517)	-	(683,289)
At 31 December 2025	-	424,597	8,707,425	868,515	-	10,000,537
Net Book Value -						
At 31 December 2025	6,124,750	8,774,776	10,838,009	655,608	467,340	26,860,483
			2024			
Cost -						
At 1 January 2024	6,385,160	8,962,761	13,575,118	1,321,810	456,656	30,701,505
Acquisition of subsidiaries	-	-	2,460,494	-	-	2,460,494
Additions	-	40,288	1,721,007	255,772	1,350,580	3,367,647
Disposals	-	-	(678,457)	(179,872)	-	(858,329)
Transfers	-	97,985	287,727	19,774	(405,486)	-
On conversion of subsidiary to joint venture	(19,000)	-	-	-	(37,666)	(56,666)
At 31 December 2024	6,366,160	9,101,034	17,365,889	1,417,484	1,364,084	35,614,651
Accumulated Depreciation -						
At 1 January 2024	-	28,704	7,037,726	515,723	-	7,582,153
Charge for the year	-	159,714	1,488,044	328,257	-	1,976,015
On disposals	-	-	(564,381)	(169,168)	-	(733,549)
At 31 December 2024	-	188,418	7,961,389	674,812	-	8,824,619
Net Book Value -						
At 31 December 2024	6,366,160	8,912,616	9,404,500	742,672	1,364,084	26,790,032

14. Property, Plant and Equipment (Continued)

	The Company					
	Freehold Land & Site Improvements $'000	Buildings $'000	Plant, Equipment & Furniture $'000	Motor Vehicles $'000	Work in Progress $'000	Total $'000
			2025			
Cost -						
At 1 January 2025	1,770,000	2,239,793	1,183,578	164,350	582,055	5,939,776
Additions	-	6,128	14,140	-	217,077	237,345
Disposals	-	(2,768)	(157,638)	(4,288)	-	(164,694)
Transfers	-	372,666	349,361	36,088	(758,115)	-
At 31 December 2025	1,770,000	2,615,819	1,389,441	196,150	41,017	6,012,427
Accumulated Depreciation -						
At 1 January 2025	-	37,361	391,904	116,519	-	545,784
Charge for the year	-	40,032	129,458	31,713	-	201,203
Disposals	-	(1,550)	(156,878)	(4,288)	-	(162,716)
At 31 December 2025	-	75,843	364,484	143,944	-	584,271
Net Book Value -						
At 31 December 2025	1,770,000	2,539,976	1,024,957	52,206	41,017	5,428,156
			2024			
Cost -						
At 1 January 2024	1,770,000	2,126,000	1,044,536	128,619	213,017	5,282,172
Additions	-	36,360	59,941	24,357	545,346	666,004
Disposals	-	-	-	(8,400)	-	(8,400)
Transfers	-	77,433	79,101	19,774	(176,308)	-
At 31 December 2024	1,770,000	2,239,793	1,183,578	164,350	582,055	5,939,776
Accumulated Depreciation -						
At 1 January 2024	-	-	282,254	101,278	-	383,532
Charge for the year	-	37,361	109,650	23,641	-	170,652
Disposals	-	-	-	(8,400)	-	(8,400)
At 31 December 2024	-	37,361	391,904	116,519	-	545,784
Net Book Value -						
At 31 December 2024	1,770,000	2,202,432	791,674	47,831	582,055	5,393,992

Certain of the Group's property, plant and equipment have been pledged as security for its borrowings (Note 28).

As at 31 December 2023, land and buildings were revalued by a professional independent valuer. The revaluation surplus of $1,350,115,000 for the Group and $40,703,000 for the Company, net of deferred tax charge/(credit) of $62,951,000 for the Group and ($61,074,000) for the Company, was credited to capital reserves in shareholders' equity.

If land and buildings were stated on a historical cost basis at 31 December 2025, the carrying amounts would be:

- land at a cost of $1,473,549,000 (2024 – $1,395,809,000) for the Group and $156,158,000 (2024 – $156,158,000) for the Company; and
- buildings at a cost of $5,694,415,000 (2024 – $5,248,576,000) for the Group and $1,475,659,000 (2024 – $1,099,633,000) for the Company, net of accumulated depreciation of $1,311,984,000 (2024 – $1,047,518,000) for the Group and $233,599,000 (2024 – $195,117,000) for the Company.

15. Right of Use Assets and Related Lease Obligation

The movement in the right of use assets is as follows:

	The Group		
	Buildings $'000	Motor Vehicles $'000	Total $'000
	2025		
At 1 January 2025	4,504,166	48,063	4,552,229
On acquisition of subsidiaries	719,072	-	719,072
Additions	415,909	-	415,909
Disposals	(34,017)	(8,809)	(42,826)
Charge for the year	927,606	6,638	934,244
At 31 December 2025	4,677,524	32,616	4,710,140
	2024		
At 1 January 2024	1,685,791	55,579	1,741,370
On acquisition of subsidiaries	1,785,030	-	1,785,030
Additions	1,915,753	-	1,915,753
Disposals	(205,298)	-	(205,298)
Charge for the year	(677,110)	(7,516)	(684,626)
At 31 December 2024	4,504,166	48,063	4,552,229

The related lease obligation recognised in the statement of financial position is as follows:

	The Group	
	2025 $'000	2024 $'000
Current obligations	959,958	1,133,067
Non-current obligations	4,697,041	4,139,055
	5,656,999	5,272,122

The movement in the lease obligation is as follows:

	The Group	
	2025 $'000	2024 $'000
Balance at start of year	5,272,122	1,860,366
On acquisition of subsidiaries	824,780	2,125,936
Additions	415,909	1,915,753
Foreign exchange gains and losses	12,833	(7,548)
Interest charged and expensed (Note 9)	368,979	230,425
Lease payments	(1,237,624)	(852,810)
Balance at end of year	5,656,999	5,272,122

16. Intangible Assets

	The Group					
	Goodwill $'000	Distribution network $'000	Customer & Supplier relationships $'000	Trade names $'000	Brands & Other $'000	Total $'000
Cost -						
At 1 January 2024	5,911,750	2,090,000	3,481,300	1,284,900	2,256,317	15,024,267
On acquisition of subsidiaries	2,885,228	-	2,213,060	70,380	949,187	6,117,855
At 31 December 2024	8,796,978	2,090,000	5,694,360	1,355,280	3,205,504	21,142,122
On acquisition of subsidiaries	21,459	-	-	-	-	21,459
Additions	-	-	-	-	7,015	7,015
Transfer from property, plant and equipment (Note 14)	-	-	-	-	319,907	319,907
At 31 December 2025	8,818,437	2,090,000	5,694,360	1,355,280	3,532,426	21,490,503
Accumulated amortisation -						
At 1 January 2024	-	-	756,173	179,899	793,437	1,729,509
Charge for the year	-	-	325,252	87,898	156,256	569,406
At 31 December 2024	-	-	1,081,425	267,797	949,693	2,298,915
Charge for the year	-	-	447,474	78,376	262,700	788,550
At 31 December 2025	-	-	1,528,899	346,173	1,212,393	3,087,465
Net Book Value -						
At 31 December 2025	8,818,437	2,090,000	4,165,461	1,009,107	2,320,033	18,403,038
At 31 December 2024	8,796,978	2,090,000	4,612,935	1,087,483	2,255,811	18,843,207

The allocation of goodwill is as follows:

	2025 $'000	2024 $'000
A.S. Bryden and Sons Holdings Limited	1,017,217	1,017,217
Caribbean Producers (Jamaica) Limited	2,293,255	2,293,255
Facey Commodity Company Limited	4,464,452	4,464,452
Stansfeld Scott (Barbados) Limited	591,973	591,973
Micon Holdings Limited	99,622	99,622
Musson Holdings Limited	330,459	330,459
H. Jason Jones & Company Limited	21,459	-
	8,818,437	8,796,978

Musson Holdings Limited is in the Manufacturing segment, while the other entities are in the Distribution segment.

16. Intangible Assets (Continued)

The Group determines whether goodwill is impaired at least on an annual basis or when events or changes in circumstances indicate the carrying value may be impaired. This requires an estimation of the recoverable amount of the cash generating unit (CGU) to which the goodwill is allocated. The recoverable amount is determined by reference to the value in use. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the CGU and also to choose an appropriate discount rate in order to calculate the present value of those future cash flows. The cash flow projections are based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using estimated growth rates (which do not exceed the long-term average growth rate for the business in which the CGU operates).

The key assumptions used for value in use calculations are as follows:

	2025		
	Revenue Growth Rate	**EBITDA to Revenue**	**Discount Rate**
A.S. Bryden and Sons Holdings Limited	5.8% to 14.2%	11.5% to 12%	12.5% to 14.5%
Caribbean Producers (Jamaica) Limited	-1.1% to 31.0%	N/A	12.0% to 13.6%
Facey Commodity Company Limited –			
Merchandise division	-7.1% in 2026 (due to discontinuation of a product line), recovering with 8% growth in 2027, gradually declining to 6.00% by 2030	Average 5.0% over the forecast period	12.0% to 13.00%
Pharmaceutical division	16.3% in FY2026, and 9% in 2027 gradually declining to 6.00% by 2030	Average 5.8% over the forecast period	12.0% to 13.00%
Stansfeld Scott (Barbados) Limited	3.3% to 16.8%	8.9% to 9.8%	14.5% to 16.5%
Micon Holdings Limited	3.4% to 9.6%	6.6% to 7.2%	14.5% to 16.5%
Musson Holdings Limited	6%	6%	16%
H. Jason Jones & Company Limited	3.3% to 16.8%	8.9% to 9.8%	14.5% to 16.5%

	2024		
	Revenue Growth Rate	**EBITDA to Revenue**	**Discount Rate**
A.S. Bryden and Sons Holdings Limited	8.1% to 16.6%	10.9% to 12.1%	18.6% to 21.8%
Caribbean Producers (Jamaica) Limited	-1.1% to 5.0%	9.7% to 10.8%	15.3% to 17.5%
Facey Commodity Company Limited –			
Merchandise division	10.3% in 2025, gradually declining to 6.00% by 2029	Average 4.9% over the forecast period	12.0% to 13.00%
Pharmaceutical division	19.5% in 2025, gradually declining to 6.00% by 2029	Average 5.5% over the forecast period	12.0% to 13.00%
Stansfeld Scott (Barbados) Limited	3.3% to 13.3%	9.7% to 9.8%	15.1% to 17.3%
Micon Holdings Limited	5.8% to 45.3%	3.8% to 4.8%	21.2% to 24.3%
Musson Holdings Limited	6%	6%	16%

16. Intangible Assets (Continued)

The merchandise and pharmaceutical distribution networks recognised on the acquisition of Facey Commodity Holdings Limited are assessed as having indefinite useful lives and are tested for impairment annually. The recoverable amount is determined by reference to the value in use. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the networks and also to choose an appropriate discount rate in order to calculate the present value of those future cash flows. The cash flow projections are based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using estimated growth rates. The values assigned to the key assumptions reflect past experience, the Group's strategic plan approved by the Board of Directors (the strategic plan for 2026 incorporates the discontinuation of a product line in the 4th quarter of 2025 and the residual effects of Hurricane Melissa), and in respect of the discount rate, externally sourced market data.

The key assumptions used for value in use calculations are as follows:

	2025		
	Revenue Growth Rate	**EBITDA to Revenue**	**Discount Rate**
Merchandise division	-7.1% in 2026 (due to discontinuation of a product line), recovering with 8% growth in 2027, gradually declining to 6.00% by 2030 with a terminal rate of 5.00%	Average 5.0% over the forecast period	13.00%
Pharmaceutical division	16.3% in 2026, and 9% in 2027 gradually declining to 6.00% by 2030 with a terminal rate of 5.00%	Average 5.8% over the forecast period	13.00%

	2024		
	Revenue Growth Rate	**EBITDA to Revenue**	**Discount Rate**
Merchandise division	10.3% in 2025, 9.00% in 2026 gradually declining to 6.00% by 2029 with a terminal rate of 4.00%	Average 4.9% over the forecast period	13.00%
Pharmaceutical division	19.5% in 2025, 15.00% in 2026 and 10.00% in 2027 gradually declining to 6.00% by 2029 with a terminal rate of 4.00%	Average 5.5% over the forecast period	13.00%

17. Investments

	The Group & The Company	
	2025	**2024**
	$'000	**$'000**
Quoted equity securities denominated in JMD	15,163	14,621
Unquoted equity securities denominated in USD	2,008,012	2,408,806
Unquoted equity securities denominated in CDN	170,732	161,047
	2,193,907	2,584,474

Unquoted equity securities denominated in USD
At 31 December 2025, the Company owns 42,214 (2024 – 42,214) of the issued ordinary shareholding in Facey Group Limited, a related company. This represents an 11.62% (2024 – 11.62%) holding.

Unquoted equity securities denominated in CDN
In 2024, the Company acquired the entire issued convertible preference shareholding in an unrelated entity. If converted, the Company would have a 31% holding in the acquired entity.

18. Investment in Subsidiaries

	2025 $'000	2024 $'000
Balance at start of the year	11,621,529	11,621,529
Acquisition of additional ordinary shares in A.S. Bryden and Sons Holdings Limited	10,802,433	-
Balance at end of year	22,423,962	11,621,529

All subsidiaries are included in the consolidation. The proportion of the voting rights in each subsidiary does not differ from the proportion of ordinary shares held.

Non-controlling interest is attributable to A.S. Bryden and Sons Holdings Limited (ASBH). The movement in non-controlling interest is as follows:

	2025 $'000	2024 $'000
Balance at the beginning of the year	17,194,446	10,620,102
Non-controlling interest arising on the acquisition by ASBH of:		
Armstrong Agencies Limited	509,473	-
Retail Acquisition Company Limited (Note 36)	-	294,813
Caribbean Producers (Jamaica) Limited (Note 36)	-	2,411,130
	509,473	2,705,943
Acquisition by ASBH of non-controlling interest in Bryden pi Limited (Note 36)	-	(891,388)
Preference shares issued by ASBH, forming a part of the purchase consideration for the acquisition of:		
Retail Acquisition Company Limited (Note 36)	-	656,880
Caribbean Producers (Jamaica) Limited (Note 36)	-	907,120
	-	1,564,000
Ordinary shares issued by ASBH, forming a part of the purchase consideration for the acquisition of Caribbean Producers (Jamaica) Limited (Note 36)	-	2,774,766
Dilution on issue of ordinary shares by ASBH	-	294,405
Issue of ordinary shares by a subsidiary of ASBH	65,343	-
Issue of ordinary shares by the Company in exchange for ASBH ordinary shares	(6,525,455)	-
Share of profit	1,018,805	711,241
Share of other comprehensive income:		
Currency translation gains and losses	(16,100)	-
Post employment benefits	(14,196)	21,033
Fair value gains on property	58,420	-
	28,124	21,033
Preference dividends paid by ASBH	(285,292)	(191,452)
Share of ordinary dividends paid by ASBH	(318,801)	(414,204)
Balance at the end of the year	11,686,643	17,194,446

18. Investment in Subsidiaries (Continued)

Summarised financial information for A.S. Bryden and Sons Holdings Limited, before intercompany eliminations, is as follows:

Summarised statement of comprehensive income

	2025 $'000	2024 $'000
Revenue	94,877,346	77,877,931
Depreciation	2,059,213	1,526,372
Amortisation	546,434	327,290
Net profit	2,257,979	1,468,573

Summarised statement of financial position

	2025 $'000	2024 $'000
Non-current assets:		
Property, plant and equipment and right of use assets	13,862,284	13,095,119
Intangible assets	10,419,897	10,617,950
Other non-current assets	4,101,130	4,169,831
	28,383,311	27,882,900
Current assets:		
Inventories	23,813,027	22,350,779
Cash and cash equivalents	4,535,738	3,702,701
Receivables and other current assets	26,271,727	22,057,124
	54,620,492	48,110,604
Non-current liabilities:		
Non-current portion of long term liabilities	(24,973,423)	(24,075,687)
Other non-current liabilities	(6,950,715)	(6,259,174)
	(31,924,138)	(30,334,861)
Current liabilities:		
Payables	(18,880,654)	(14,218,678)
Current portion of long term liabilities	(6,776,881)	(7,564,171)
Other current liabilities	(1,194,988)	(1,443,710)
	(26,852,523)	(23,226,559)
Net assets	24,227,142	22,432,084

Summarised statement of cash flows

	2025 $'000	2024 $'000
Cash flows from operating activities	5,797,656	2,396,968
Cash flows from investing activities	(1,946,467)	(309,925)
Cash flows from financing activities	(3,018,221)	(1,779,165)

19. Investment in Joint Ventures and Associate

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Investment in joint ventures –				
Caparo Industrial Properties Limited	466,670	466,670	-	-
Edgestrong Holdings Limited	130,088	-	-	-
Jamaica Grain and Cereals Limited	1,692,685	1,437,186	434,114	434,114
St. Thomas Development Limited	379,669	375,000	-	-
Investment in associate – Armstrong Healthcare Inc.	-	396,014	-	-
	2,669,112	2,674,870	434,114	434,114

Investment in joint venture – Caparo Industrial Properties Limited
The Group has entered into a joint venture arrangement to oversee the development of a logistics and distribution hub in Trinidad that is meant to serve certain Caribbean countries. The joint venture entity will hold all project assets, manage the operations to develop the project lands and execute the project in its entirety.

The movement in investment in joint venture is as follows:

	The Group	
	2025	2024
	$'000	$'000
Balance at the beginning of the year	466,670	-
Investment in joint venture entity	-	466,670
Balance at the end of the year	466,670	466,670

Summarised financial information for the joint venture is as follows:
Summarised statement of comprehensive income

	2025	2024
	$'000	$'000
Revenue	-	-
Depreciation	-	-
Net profit	-	-

Summarised statement of financial position

	2025	2024
	$'000	$'000
Property, plant and equipment and right of use assets	933,340	933,340
Net assets	933,340	933,340

Summarised statement of cash flows

	2025	2024
	$'000	$'000
Cash flows from investing activities	-	(933,340)
Cash flows from financing activities	-	933,340

19. Investment in Joint Ventures and Associate (Continued)

Investment in joint venture – Edgestrong Holdings Limited
During the year, the Group obtained a 50% interest in Edgestrong Holdings as a result of the acquisition of Armstrong Agencies Limited (Note 37(c)).

The movement in investment in joint venture is as follows:

	The Group	
	2025	2024
	$'000	$'000
Balance at the beginning of the year	-	-
On acquisition of subsidiary	39,905	-
Investment in joint venture entity	77,464	-
Share of profit	12,719	-
Balance at the end of the year	130,088	-

Summarised financial information for the joint venture is as follows:
Summarised statement of comprehensive income

	2025	2024
	$'000	$'000
Revenue	42,964	-
Depreciation	9,683	-
Net profit	23,184	-

Summarised statement of financial position

	2025	2024
	$'000	$'000
Property, plant and equipment	1,540,185	-
Current assets:		
Cash and cash equivalents	3,309	-
Receivables and other current assets	6,914	-
	10,223	-
Current liabilities:		
Payables and other current liabilities	(1,290,210)	-
Net assets	260,198	-

Summarised statement of cash flows

	2025	2024
	$'000	$'000
Cash flows from operating activities	989	-

19. Investment in Joint Ventures and Associate (Continued)

Investment in joint venture – Jamaica Grain and Cereals Limited
The Company owns 50% of Jamaica Grain and Cereals Limited, a former subsidiary that manufactures and sells corn and wheat products and cereals. The carrying value of the investment approximates 50% of the carrying value of the net assets of the joint venture entity.

The movement in investment in joint venture is as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Balance at the beginning of the year	1,437,186	1,123,721	434,114	434,114
Share of profit	255,499	313,465	-	-
Balance at the end of the year	1,692,685	1,437,186	434,114	434,114

Summarised financial information for the joint venture is as follows:
Summarised statement of comprehensive income

	2025	2024
	$'000	$'000
Revenue	6,443,334	6,663,910
Depreciation	149,331	144,477
Net profit	510,997	626,930

Summarised statement of financial position

	2025	2024
	$'000	$'000
Property, plant and equipment and right of use assets	3,171,161	3,249,176
Current assets:		
Inventories	1,279,126	1,179,947
Cash and cash equivalents	184,871	145,844
Receivables and other current assets	3,298,900	2,676,673
	4,762,897	4,002,464
Non-current liabilities:		
Due to joint venture partners	(1,214,020)	(1,188,760)
Long term loan	(881,784)	(1,012,899)
Other non-current liabilities	(647,135)	(555,363)
	(2,742,939)	(2,757,022)
Current liabilities:		
Due to joint venture partners	(1,213,321)	(1,000,192)
Current portion of long term loan	(486,533)	(486,533)
Payables and other current liabilities	(100,609)	(128,234)
	(1,800,463)	(1,614,959)
Net assets	3,390,656	2,879,659

Summarised statement of cash flows

	2025	2024
	$'000	$'000
Cash flows from operating activities	396,163	(78,106)
Cash flows from investing activities	(23,449)	(18,237)
Cash flows from financing activities	(333,687)	(388,772)

19. Investment in Joint Ventures and Associate (Continued)

Investment in joint venture – St. Thomas Development Limited
The Company owns 50% of St. Thomas Development Limited, a former subsidiary that develops property. The carrying value of the investment approximates 50% of the carrying value of the net assets of the joint venture entity.

The movement in investment in joint venture is as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Balance at the beginning of the year	375,000	-	-	-
Share of profit	4,669	375,000	-	-
Balance at the end of the year	379,669	375,000	-	-

Summarised financial information for the joint venture is as follows:
Summarised statement of comprehensive income

	2025 $'000	2024 $'000
Gain on revaluation of investment property, net of deferred tax	9,338	750,000

Summarised statement of financial position

	2025 $'000	2024 $'000
Investment property	1,112,450	1,100,000
Due to affiliates and other current liabilities	(100,000)	(100,000)
Deferred tax liabilities	(253,112)	(250,000)
Net assets	759,338	750,000

Summarised statement of cash flows

	2025 $'000	2024 $'000
Cash flows from operating activities	-	-
Cash flows from investing activities	-	-
Cash flows from financing activities	-	-

19. Investment in Joint Ventures and Associate (Continued)

Investment in associate – Armstrong Healthcare Inc.
The Group holds a 49% of Armstrong Healthcare Inc., a company that sells healthcare items.

During the year, the Group obtained control of Armstrong Healthcare Inc. as a result of the acquisition of Armstrong Agencies Limited (Note 37(c)). Accordingly, during the year Armstrong Healthcare Inc. ceased to be accounted for as an associate and has been consolidated as a subsidiary from the acquisition date.

The movement in investment in associate is as follows:

	The Group	
	2025	**2024**
	$'000	**$'000**
Balance at the beginning of the year	396,014	358,570
Adjustments to opening net asset value	(24,311)	37,007
Share of profit or loss	(115)	437
Conversion from associate to subsidiary	(371,588)	-
Balance at the end of the year	-	396,014

Summarised financial information for the associate is as follows:
Summarised statement of comprehensive income

	2025	**2024**
	$'000	**$'000**
Revenue	883,154	1,648,985
Depreciation	12,052	18,791
Net profit	39,491	19,550

Summarised statement of financial position

	2024
	$'000
Property, plant and equipment and other non-current assets	242,167
Current assets:	
Inventories	771,351
Cash and cash equivalents	4,370
Receivables and other current assets	496,593
	1,272,314
Current liabilities:	
Bank overdraft	108,215
Payables and other current liabilities	598,046
	706,261
Net assets	808,220

Summarised statement of cash flows

	2025	**2024**
	$'000	**$'000**
Cash flows from operating activities	36,041	(3,289)
Cash flows from investing activities	(11,270)	(3,588)

20. Investment Property

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Transfer from property, plant and equipment (Note 14)	204,650	-	-	-
Gain on revaluation (Note 6)	2,068,850	-	-	-
	2,273,500	-	-	-

21. Long Term Receivables

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
(a) Facey Commodity Company Limited	-	-	922,212	922,212
(b) Musson International Dairies Limited	-	-	2,525,600	2,472,790
(c) Jamaica Grain and Cereals Limited	600,823	588,196	600,823	588,196
(d) Musson (Jamaica) Limited	422,157	413,285	422,157	413,285
(e) Employee loans	-	41,655	-	27,484
	1,022,980	1,043,136	4,470,792	4,423,967
Interest receivable	-	-	1,973,582	1,790,196
	1,022,980	1,043,136	6,444,374	6,214,163
Less: Current portion	(316,222)	(196,443)	(2,289,804)	(1,972,468)
	706,758	846,693	4,154,570	4,241,695

(a) This receivable from subsidiary of J$922,212,000 is scheduled to be received at maturity on 1 October 2029. The agreement attracts interest of 8% per annum, payable monthly. The receivable is unsecured.

(b) This receivable from subsidiary of US$15,892,000 is scheduled to be received at maturity on 31 December 2029. The agreement attracts interest of 6% per annum. The receivable is unsecured.

(c) This receivable from joint venture of US$3,800,000 is repayable at maturity on 31 December 2027. The agreement attracts interest of 3.07% per annum, payable annually. The receivable is unsecured.

(d) This related party receivable of US$2,670,000 (2024 – US$2,670,000) is scheduled to be received in annual instalments of US$1 million for the years 2023 to 2026, with a final instalment of US$670,000 in 2027. The agreement attracts interest of 3% per annum. The receivable is unsecured.

(e) This receivable represented loans granted to employees as part of a scheme to assist employees in purchasing shares in the Company. The loans matured on 30 September 2025 and attracted interest at 6.75%, payable monthly. The receivable was secured by shares acquired by employees pursuant to the agreements.

22. Post-employment Benefits

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Assets/(liabilities) recognised in the statement of financial position -				
Pension schemes -				
Defined benefit plan – Jamaica-based operations	-	7,191	-	7,191
Defined benefit plan – Trinidad-based operations	831,174	768,246	-	-
	831,174	775,437	-	7,191
Medical benefits -				
Defined benefit plan – Jamaica-based operations	(90,548)	(99,941)	(90,548)	(99,941)
Defined benefit plan – Trinidad-based operations	(217,511)	(198,030)	-	-
	(308,059)	(297,971)	(90,548)	(99,941)
Expense recognised in profit or loss (Note 8) -				
Pension schemes -				
Defined benefit plan – Jamaica-based operations	2,026	1,421	2,026	1,421
Defined benefit plan – Trinidad-based operations	236,486	232,576	-	-
	238,512	233,997	2,026	1,421
Medical benefits -				
Defined benefit plan – Jamaica-based operations	9,107	11,151	9,107	11,151
Defined benefit plan – Trinidad-based operations	11,523	11,569	-	-
	20,630	22,720	9,107	11,151
(Losses)/gains recognised in other comprehensive income (Note 10) -				
Pension schemes -				
Defined benefit plan – Jamaica-based operations	(5,876)	297	(5,876)	297
Defined benefit plan – Trinidad-based operations	(81,006)	64,952	-	-
	(86,882)	65,249	(5,876)	297
Medical benefits -				
Defined benefit plan – Jamaica-based operations	8,097	6,384	8,097	6,384
Defined benefit plan – Trinidad-based operations	(20,401)	391	-	-
	(12,304)	6,775	8,097	6,384
	(99,186)	72,024	2,221	6,681

22. Post-employment Benefits (Continued)

Pension schemes
Defined contribution plans
In addition to the defined benefit pension schemes described below, employees of the Jamaica-based operations hired on or after 1 January 2002 participate in an Individual Retirement Scheme operated by an independent insurance company, and employees of the Trinidad-based operations participate in various defined contribution pension schemes. Employees participating in the scheme contribute up to 15% of pensionable earnings while the Group contributes 5%. The Group's and the Company's contribution for the year amounted to $177,045,000 (2024 – $148,157,000) and $29,178,000 (2024 – $26,998,000), respectively (Note 8).

Defined benefit plan – Jamaica-based operations
The Group operates a defined benefit scheme for employees hired prior to 1 January 2002. The scheme is administered by NCB Insurance Agency & Fund Managers Limited. The plan provides benefits to members based on average earnings for the final year of service, with the Group and employees each contributing 5% of pensionable salaries. Employee may contribute additional voluntary contribution up to 5%. The scheme was closed to new members as at 31 December 2001. As the subsidiaries make fixed contributions to the pension scheme and have no further legal or constructive obligations under the scheme, the pension asset and obligations are accounted for in the financial statements of the Company. The subsidiaries recognise a cost equal to their contributions payable in respect of each accounting period in profit or loss. Any plan surplus or funding deficiency is absorbed by the Company.

The defined benefit plan is valued by independent actuaries annually using the Projected Unit Credit Method. The latest actuarial valuation was carried out as at 31 December 2025.

The Board of the pension fund is composed of an equal number of representatives from both employer and employees. The Board of the fund is responsible for the investment policy with regard to the assets of the fund. The funds are managed by NCB Insurance Agency & Fund Managers Limited which administers the Fund and manages the investment portfolio under management agreement.

The amounts recognised in the statement of financial position are determined as follows:

	2025 $'000	2024 $'000
Present value of funded obligations	(737,237)	(791,517)
Fair value of plan assets	799,644	880,558
	62,407	89,041
Unrecognised asset due to limitation	(62,407)	(81,850)
Asset in the statement of financial position	-	7,191

The movement in the amounts recognised in the statement of financial position is as follows:

	2025 $'000	2024 $'000
Asset at beginning of year	7,191	7,737
Amounts recognised in profit or loss in the statement of comprehensive income	(2,026)	(1,421)
Amounts recognised in other comprehensive income	(5,876)	297
Contributions paid	711	578
Asset at end of year	-	7,191

22. Post-employment Benefits (Continued)

Pension schemes (continued)
Defined benefit plan – Jamaica-based operations (continued)
The movement in the defined benefit obligation over the year is as follows:

	2025 $'000	2024 $'000
Balance at beginning of year	(791,517)	(727,345)
Current service cost	(2,742)	(2,304)
Interest cost	(72,341)	(76,546)
Re-measurements – experience gains and losses	67,908	(49,947)
Members' contributions	(1,422)	(1,155)
Benefits paid	62,877	65,780
Balance at end of year	(737,237)	(791,517)

As at the last valuation date, the present value of the defined benefit obligation was comprised of approximately $Nil (2024 – $108,565,000) relating to active employees, and $737,237,000 (2024 – $682,952,000) relating to members in retirement.

The movement in the defined benefit asset during the year is as follows:

	2025 $'000	2024 $'000
Balance at beginning of year	880,558	881,304
Interest income	80,833	93,513
Re-measurement – return on plan assets, excluding amounts included in interest income	(101,003)	(30,212)
Employer's contributions	711	578
Members' contributions	1,422	1,155
Benefits paid	(62,877)	(65,780)
Balance at end of year	799,644	880,558

The movement in the unrecognised asset due to limitation is as follows:

	2025 $'000	2024 $'000
Unrecognised asset at beginning of year	(81,850)	(146,222)
Interest on effect of the asset limitation	(7,776)	(16,084)
Remeasurements – experience adjustments	27,219	80,456
Unrecognised asset at end of year	(62,407)	(81,850)

The amounts recognised in profit or loss is as follows:

	2025 $'000	2024 $'000
Current service cost	2,742	2,304
Interest costs	72,341	76,546
Interest income	(80,833)	(93,513)
Interest on effect of unrecognised asset due to limitation	7,776	16,084
Total, included in staff costs	2,026	1,421

Expected employer contributions to the post-employment pension plan for the year ending 31 December 2026 amount to $770,000.

22. Post-employment Benefits (Continued)

Pension schemes (continued)
Defined benefit plan – Jamaica-based operations (continued)
Plan assets are comprised as follows:

	2025 $'000	2025 %	2024 $'000	2024 %
Government of Jamaica debt securities	141,313	18	182,879	21
Corporate debt securities	91,855	11	85,576	10
Real estate	31,985	4	98,987	11
Ordinary shares – quoted	347,394	43	383,943	43
Ordinary shares – unquoted	6,939	1	7,498	1
Preference shares	5,729	1	19,766	2
Repurchase agreements	97,957	12	64,165	7
Loans, leases and other	76,472	10	37,744	5
	799,644	100	880,558	100

The above assets include ordinary shares in the Company with a fair value of $150,999,000 (2024 - $166,197,000).

The significant actuarial assumptions used were a discount rate of 10% (2024 – 9.5%); future salary increases of 5% (2024 – 6%); and future pension increases of 2.5% (2024 – 2.5%). The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

		2025		2024	
	Change in Assumption	Increase in Assumption	Decrease in Assumption	Increase in Assumption	Decrease in Assumption
		$'000	$'000	$'000	$'000
Discount rate	1%	(57,460)	49,882	(68,901)	59,329
Future salary increases	1%	-	-	2,656	(2,707)
Expected pension increase	1%	53,372	60,844	60,612	(69,367)

Further, assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a pensioner retiring at age 60. If the assumption for life expectancy was increased/(decreased) by 1 year, the effect on the defined benefit obligation would be an increase/(decrease) of $14,362,000/($14,040,000) (2024 – 15,614,000/($15,290,000)).

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

22. Post-employment Benefits (Continued)

Pension schemes (continued)
Defined benefit plans – Trinidad-based operations
The Group operates defined benefit schemes which are administered by Sagicor Life Inc. The plans provide benefits to members based on average earnings for the final year of service, with the Group and employees each contributing 5% of pensionable salaries. Employee may contribute additional voluntary contribution up to 5%.

The defined benefit plan is valued by independent actuaries annually using the Projected Unit Credit Method. The latest actuarial valuation was carried out as at 31 December 2025.

The amounts recognised in the statement of financial position are determined as follows:

	2025 $'000	2024 $'000
Present value of funded obligations	(6,826,607)	(5,639,186)
Fair value of plan assets	7,657,781	6,407,432
Asset in the statement of financial position	831,174	768,246

The movement in the amounts recognised in the statement of financial position is as follows:

	2025 $'000	2024 $'000
Asset at start of year	768,246	626,727
On acquisition of subsidiary (Note 37(c))	38,824	-
Amounts recognised in profit or loss in the statement of comprehensive income	(236,486)	(232,576)
Amounts recognised in other comprehensive income	(81,006)	64,952
Employers' contributions	341,596	309,143
Asset at end of year	831,174	768,246

22. Post-employment Benefits (Continued)

Pension schemes (continued)
Defined benefit plans – Trinidad-based operations (continued)
The movement in the defined benefit obligation over the year is as follows:

	2025 $'000	2024 $'000
Balance at start of year	(5,639,186)	(5,377,814)
On acquisition of subsidiary	(547,860)	-
Current service cost	(271,699)	(259,555)
Interest cost	(357,788)	(339,618)
Re-measurements – experience gains and losses	(66,838)	239,499
Members' contributions	(169,510)	(154,698)
Benefits paid	226,274	253,000
Balance at end of year	(6,826,607)	(5,639,186)

The movement in the defined benefit asset during the year is as follows:

	2025 $'000	2024 $'000
Balance at start of year	6,407,432	6,004,541
On acquisition of subsidiary	586,684	-
Interest income	393,001	366,597
Re-measurement – return on plan assets, excluding amounts included in interest income	(14,168)	(174,524)
Employer's contributions	341,596	309,120
Members' contributions	169,510	154,698
Benefits paid	(226,274)	(253,000)
Balance at end of year	7,657,781	6,407,432

The expense recognised in profit or loss is as follows:

	2025 $'000	2024 $'000
Current service cost	271,699	259,555
Interest costs	357,788	339,618
Interest income	(393,001)	(366,597)
Total, included in staff costs	236,486	232,576

Expected employer contributions to the post-employment pension plan for the year ending 31 December 2026 amount to $361,905,000.

22. Post-employment Benefits (Continued)

Pension schemes (continued)
Defined benefit plans – Trinidad-based operations (continued)
Plan assets are comprised as follows:

	2025 $'000	2024 $'000
Mortgages	828,713	621,920
Equities	1,410,705	947,370
Bonds	4,712,286	4,275,263
Cash	693,151	562,879
Property and other	12,926	-
	7,657,781	6,407,432

The significant actuarial assumptions used were a discount rate of 6% to 8.25% (2024 – 6%); future salary increases of 4.5% to 6.75% (2024 – 4.5%); and future pension increases of Nil to 1.25% (2024 – Nil). The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

		2025		2024	
	Change in Assumption	Increase in Assumption	Decrease in Assumption	Increase in Assumption	Decrease in Assumption
		$'000	$'000	$'000	$'000
Discount rate	0.5%	(147,407)	271,630	(174,685)	217,764
Future salary increases	0.5%	75,992	(35,788)	36,616	(35,167)

Further, assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. These assumptions translate into an average life expectancy in years for a female pensioner retiring at age 60 and for a male pensioner retiring at age 65. If the assumption for life expectancy was increased by 1 year, the effect on the defined benefit obligation would be an increase of $64,514,000 (2024 – $64,181,000).

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

22. Post-employment Benefits (Continued)

Other post-employment benefits
Jamaica-based operations

In addition to pension benefits, the Company offers retirees medical and life insurance benefits that contribute to the health care and life insurance coverage of employees and beneficiaries after retirement. The obligations under the medical benefit scheme are unfunded. The method of accounting and frequency of valuations are similar to those used for the pension scheme. Obligations under the medical scheme are payable by, and accounted for, by the Company as the subsidiaries do not have any legal or constructive obligations under the scheme.

The movement in the defined benefit obligation over the year is as follows:

	2025 $'000	2024 $'000
Balance at beginning of year	(99,941)	(105,577)
Amounts recognised in the profit or loss in the statement of comprehensive income: Interest expense (Note 8)	(9,107)	(11,151)
Amounts recognised in other comprehensive income: Re-measurements – experience gains and losses	8,097	6,384
Contributions by employer: Benefits paid	10,403	10,403
Balance at end of year	(90,548)	(99,941)

As at the last valuation date, the present value of the defined benefit obligation was comprised of approximately $Nil (2024 – $3,104,000) relating to active employees, and $90,548,000 (2024 – $96,837,000) relating to members in retirement.

Expected employer contributions to the post-employment plan for the year ending 31 December 2026 amount to $11,000,000.

In addition to the assumptions used for pension schemes, the main actuarial assumption is long-term increase in health cost of 6% (2024 – 6%) per annum. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

		2025		2024	
	Change in Assumption	Increase in Assumption	Decrease in Assumption	Increase in Assumption	Decrease in Assumption
		$'000	$'000	$'000	$'000
Discount rate	1%	(6,356)	5,620	(7,777)	6,797
Medical cost	1%	5,872	(6,546)	7,070	(7,970)

Further, if the assumption for life expectancy was increased/(decreased) by 1 year, the effect on the defined benefit obligation would be an increase/(decrease) of $3,539,000/($3,686,000) (2024 – $3,839,000/($3,988,000)).

22. Post-employment Benefits (Continued)

Other post-employment benefits (continued)
Trinidad-based operations
In addition to pension benefits, the Group offers retirees medical and life insurance benefits that contribute to the health care and life insurance coverage of employees and beneficiaries after retirement. The obligations under the medical benefit scheme are unfunded. The method of accounting and frequency of valuations are similar to those used for the pension scheme.

The movement in the defined benefit obligation over the year is as follows:

	2025 $'000	2024 $'000
Balance at start of year	(198,030)	(199,042)
Amounts recognised in the profit or loss in the statement of comprehensive income (Note 8):		
Current service cost	(11,523)	(11,569)
Amounts recognised in other comprehensive income: Re-measurements – experience gains and losses	(20,401)	391
Contributions by employer: Benefits paid	12,443	12,190
Balance at end of year	(217,511)	(198,030)

As at the last valuation date, the present value of the defined benefit obligation was comprised of $Nil (2024 – $Nil) relating to active employees, and $217,511,000 (2024 – $198,030,000) relating to members in retirement.

Expected employer contributions to the post-employment plan for the year ending 31 December 2026 amount to $14,697,000.

In addition to the assumptions used for pension schemes, the main actuarial assumption is long-term increase in health cost of 5.5% (2024 – 5.5%) per annum. The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

		2025		2024	
	Change in Assumption	Increase in Assumption	Decrease in Assumption	Increase in Assumption	Decrease in Assumption
		$'000	$'000	$'000	$'000
Discount rate	1%	(19,389)	22,793	(18,446)	21,804
Medical cost	1%	22,724	(19,688)	21,712	(18,699)

Further, if the assumption for life expectancy was increased by 1 year, the effect on the defined benefit obligation would be an increase of $9,407,000 (2024 – $8,556,000).

22. Post-employment Benefits (Continued)

Risks associated with pension plans and post-employment plans
Through its defined benefit pension plans and post-employment medical plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility
The plan liabilities are calculated using a discount rate set with reference to Government of Jamaica bond yields. If plan assets underperform this yield, this will create a deficit. As the plan matures, the Company intends to reduce the level of investment risk by investing more in assets that better match the liabilities. The Company believes that, due to the long-term nature of the plan liabilities, a level of continuing equity investment is an appropriate element of the Company's long term strategy to manage the plans efficiently. See below for more details on the Company's asset-liability matching strategy.

Changes in bond yields
A decrease in Government of Jamaica bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' bond holdings.

Inflation risk
Higher inflation will lead to higher liabilities. The majority of the plan's assets are either unaffected by fixed interest bonds; meaning that an increase in inflation will reduce the surplus or create a deficit.

Life expectancy
The majority of the plan's obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plan's liabilities. This is particularly significant, where inflationary increases result in higher sensitivity to changes in life expectancy.

The responsibility for the management of the assets of the Fund is vested in the Board of Trustees and representatives of the fund and investment managers. They ensure that the investment positions are managed within an asset-liability matching (ALM) framework that has been developed to achieve long-term investments that are in line with the obligations under the pension fund. Within this framework, the Fund's ALM objective is to match assets to the pension obligations by investing in long-term fixed interest securities with maturities that match the benefit payments as they fall due. The Fund actively monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The Fund has not changed the processes used to manage its risks from previous periods. The Fund does not use derivatives to manage its risk. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. Funding levels are monitored on an annual basis and the current agreed contribution rate is 5% of pensionable salaries.. The Company considers that the contribution rates set at the last valuation date to be sufficient to prevent a deficit and that regular contributions, which are based on service costs, will not increase significantly.

23. Biological Assets

Livestock – classified as non-current assets in the statement of financial position

	The Group	
	2025	2024
	$'000	$'000
Dairy livestock –		
1,932 (2024 – 2,304) Cows able to produce milk	237,243	228,589
2,077 (2024 – 1,967) Heifers being raised to produce milk in the future	281,063	224,428
Other livestock –		
96 (2024 – 247) Bulls raised for sale and reproduction	8,745	9,400
1 (2024 – 2) Horses	30	60
Plant – 981 (2024 – 928) acres of hay field	257,535	204,422
	784,616	666,899

4,170,000 litres (2024 – 4,619,000 litres) of milk with a fair value (less estimated point-of-sale costs) of $1,212,184,000 (2024 – $1,290,687,000) were produced during the period.

Forage – classified as current assets in the statement of financial position
At year end, the Group had Nil tonnes (2024 – 2,933 tonnes) of sugar cane with a value of $Nil (2024 – $20,531,000).

24. Inventories

	The Group	
	2025	2024
	$'000	$'000
Raw and packaging materials	6,600,393	3,079,277
Work in progress	277,895	151,845
Finished goods	616,648	574,422
Merchandise for resale	22,845,332	24,261,518
Goods in transit	4,644,154	5,854,435
Other	1,084,996	1,098,075
	36,069,418	35,019,572

Merchandise for resale are shown net of provisions of $956,110,000 (2024 – $852,564,000).

25. Trade and Other Receivables

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Trade receivables	27,686,726	26,134,869	-	-
Less: Provision for impairment	(1,678,771)	(1,141,158)	-	-
	26,007,955	24,993,711	-	-
Advances and prepayments	1,642,041	2,171,624	261,686	135,747
Due from affiliates	1,166,775	775,682	36,342	30,033
Insurance claims receivable (Note 7)	1,831,974	-	-	-
Other	6,134,577	4,446,080	-	78,474
	36,783,322	32,387,097	298,028	244,254

26. Payables

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Trade payables	20,975,448	18,234,621	-	-
Accruals	5,602,029	6,045,310	823,995	658,970
Due to affiliates	6,147,054	3,275,523	2,502,726	2,623,779
Ordinary dividends payable by the Company	551,122	303,537	551,122	303,537
Other	503,590	1,320,585	55,235	98,780
	33,779,243	29,179,576	3,933,078	3,685,066

27. Share Capital

	Number of Units		Carrying Amount	
	2025 '000	2024 '000	2025 $'000	2024 $'000
Authorised – ordinary shares	1,000,000	1,000,000		
Issued and fully paid –				
Ordinary stock units	910,946	733,547	16,429,114	5,769,457
Treasury shares	(59)	(59)	(899)	(899)
	910,887	733,488	16,428,215	5,768,558

On 1 May 2025, the Company issued a takeover bid to the shareholders of its subsidiary, ASBH, whereby the Company would purchase up to 447,491,102 ordinary shares in ASBH for newly issued ordinary shares in the Company at the rate of 396.43 ordinary shares in the Company to 1,000 ordinary shares in ASBH. The offer was executed in June 2025 and, as a result, the Company issued 177,399,000 to the ASBH shareholders accepting the offer. Further, as a result of the transaction, the Company increased its shareholding in ASBH from 51% to 80%. The consideration for the newly issued shares were deemed to be the fair value of the acquired shares in ASBH.

28. Capital Reserves

	The Group		The Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Currency translation gains and losses	(36,173)	(48,137)	-	-
Fair value gains and losses on investments	1,657,181	2,047,748	1,657,181	2,047,748
Fair value gains and losses on property	6,867,460	6,747,055	2,241,317	2,241,317
Revaluation surplus on assets carried at deemed cost	312,600	312,600	105,340	105,340
Profits of subsidiaries capitalised	336,537	336,537	-	-
Redemption reserve	14,800	14,800	-	-
Realised gains on sale of investments	120,855	120,855	120,855	120,855
Other realised surplus	22,230	22,230	20,289	20,289
	9,295,490	9,553,688	4,144,982	4,535,549

29. Long Term Liabilities

The movement in long term liabilities is as follows:

	The Group		The Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Balance at start of year	49,005,428	34,572,610	14,967,238	14,654,693
On acquisition of subsidiaries	48,323	6,602,495	-	-
Transfer of amounts due to related parties	(1,405,553)	-	-	-
Loans used to fund acquisition of subsidiaries	-	3,945,420	-	-
Loans received, net of fees	25,575,726	25,408,352	3,797,967	7,559,632
Loan principal repayments	(22,363,542)	(21,456,746)	(3,150,819)	(7,378,883)
Foreign exchange gains and losses	186,590	(137,264)	165,062	74,290
Deferred fees amortised (Note 9)	27,464	55,507	17,972	42,361
Interest charged and expensed (Note 9)	3,852,311	3,415,391	1,495,928	1,454,459
Interest paid	(3,720,943)	(3,400,337)	(1,411,294)	(1,439,314)
Balance at end of year	51,205,804	49,005,428	15,882,054	14,967,238

29. Long Term Liabilities (Continued)

Long term liabilities are comprised as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Jamaica-based operations				
(a) National Commercial Bank (Jamaica) Limited – 7%	-	567,940	-	-
(b) National Commercial Bank (Jamaica) Limited – 8.5%	27,940	83,813	-	-
(c) National Commercial Bank (Jamaica) Limited – 6.25%	12,249	40,405	12,249	40,405
(d) CIBC FirstCaribbean International Bank Jamaica Limited – 8.25%	48,248	241,186	-	-
(e) CIBC FirstCaribbean International Bank Jamaica Limited – 8.25%	52,512	262,500	-	-
(f) Bonds – 9.75%	1,530,900	-	-	-
(g) Bonds – 10.25%	1,469,100	-	-	-
(h) Bonds – 10.5% for first 2 years, then WATBY + 2.75%	-	854,350	-	-
(i) Bonds – 6.75%	1,700,000	1,700,000	1,700,000	1,700,000
(j) Bonds – 11.75% for first 2 years, then WATBY + 3.5%	2,750,000	2,750,000	2,750,000	2,750,000
(k) Bonds – 10.5% for first year, then WATBY + 2.5%	1,500,000	1,500,000	1,500,000	1,500,000
(l) Bonds – 10.75% for first year, then WATBY + 2.75%	2,500,000	2,500,000	2,500,000	2,500,000
(m) CIBC FirstCaribbean International Bank (Jamaica) Limited – 8.75%	4,054,189	3,969,836	4,054,189	3,969,836
(n) CIBC FirstCaribbean International Bank Jamaica Limited – SOFR + 3%	877,717	859,455	877,717	859,455
(o) Citi – SOFR + 3.15%	2,380,118	1,642,367	2,380,118	1,642,367
(p) First Global Bank Limited – 10.5% to 10.75%	200,000	200,000	-	-
(q) National Commercial Bank (Jamaica) Limited – 10.6%	200,000	200,000	-	-
Trinidad-based operations				
(r) Term loans denominated in Trinidadian dollars	9,409,599	13,599,371	-	-
(s) Term loans denominated in United States dollars	13,830,981	9,725,573	-	-
(t) Term loans denominated in Barbados dollars	1,249,866	-	-	-
(u) Term loans denominated in Guyanese dollars	624,381	944,104	-	-
(v) Term loans denominated in Jamaican dollars	74,750	378,350	-	-
(w) Revolving loans denominated in Trinidadian dollars	6,124,877	6,813,267	-	-
(x) Revolving loans denominated in Guyanese dollars	435,850	179,193	-	-
Deferred financing costs	(72,350)	(99,814)	(70,271)	(88,243)
	50,980,927	48,911,896	15,704,002	14,873,820
Interest payable	224,877	93,532	178,052	93,418
	51,205,804	49,005,428	15,882,054	14,967,238
Less: Current portion	(10,106,749)	(11,231,621)	(2,756,422)	(2,605,346)
	41,099,055	37,773,807	13,125,632	12,361,892

29. Long Term Liabilities (Continued)

Summarised terms of long term liabilities - Jamaica-based operations

(a) Unsecured Jamaican dollar denominated loan facility drawn in two instalments, as follows: (i) First drawdown of $1,170,000,000, repayable in quarterly instalments of $21,940,000 commencing September 2018 to June 2020, quarterly instalments of $27,420,000 commencing September 2020 to June 2024, quarterly instalment of $32,910,000 commencing September 2024 to June 2026, and a balloon payment of $292,480,000 in September 2026; and (ii) Second drawdown of $585,000,000 repayable in quarterly instalments of $19,500,000 commencing September 2018 to December 2025.

The loans were fully repaid in November 2025.

(b) Jamaican dollar denominated financing agreement repayable in 32 quarterly installments of $13,969,000 commencing September 2018 and secured by property, plant and equipment acquired under the financing agreement.

The loan was fully repaid subsequent to the year end in March 2026.

(c) Jamaican dollar denominated financing agreement repayable in 54 monthly installments of $2,490,000 (inclusive of interest) commencing December 2021 and secured by property, plant and equipment acquired under the financing agreement.

The loan was fully repaid subsequent to the year end in March 2026.

(d) Jamaican dollar denominated loan facility repayable in 28 quarterly installments of $48,237,000 commencing December 2018 and secured by a first debenture/charge over all present and future assets and property of Facey Commodity Company Limited.

The loan was fully repaid subsequent to the year end in March 2026.

(e) Jamaican dollar denominated loan facility repayable in 22 quarterly installments of $52,500,000 commencing December 2020 and secured by a first debenture/charge over all present and future assets and property of Facey Commodity Company Limited.

The loan was fully repaid subsequent to the year end in March 2026.

(f) Unsecured Jamaican dollar denominated Bonds issued in November 2025 for a period of 3 years, due in full at maturity.

(g) Unsecured Jamaican dollar denominated Bonds issued in November 2025 for a period of 7 years, repayable in annual instalments of $367,275,000 commencing November 2029 and ending in November 2032.

(h) Jamaican dollar denominated Bonds issued in February 2016 for a period of 10 years, due in full at maturity and secured by the fixed and floating assets of Musson International Dairies Limited and Musson Holdings Limited.

The Bonds were fully repaid in December 2025.

(i) Unsecured Jamaican dollar denominated Bonds issued in July 2021 for a period of 10 years, due in full at maturity.

(j) Unsecured Jamaican dollar denominated Bonds issued in March 2024 for a period of 5 years, due in full at maturity.

(k) Unsecured Jamaican dollar denominated Bonds issued in December 2024 for a period of 3 years, due in full at maturity.

(l) Unsecured Jamaican dollar denominated Bonds issued in December 2024 for a period of 5 years, due in full at maturity.

(m) Unsecured US dollar denominated loan issued in December 2023 with a moratorium of 2.5 years, and thereafter principal is payable in 20 quarterly instalments of US$634,500 each commencing September 2026, with a final balloon payment of US$12.69 million in June 2031.

(n) Drawdown on unsecured US dollar denominated revolving facility repayable 30 December 2027.

(o) Drawdowns on unsecured US dollar denominated revolving short term facility repayable in March to April 2026.

(p) Drawdowns on unsecured Jamaican dollar denominated revolving short term facility repayable in January to August 2026.

(q) Drawdowns on unsecured Jamaican dollar denominated revolving short term facility repayable in September 2026.

29. Long Term Liabilities (Continued)

Summarised terms of long term liabilities (continued) - Trinidad-based operations

(r) Secured and unsecured Trinidad and Tobago dollar denominated amortising facilities, bearing interest at rates ranging from 2.85% to 7.65% and with maturities from January 2026 to July 2035. Secured debt is collateralized by a first debenture over the fixed and floating assets of the A.S. Bryden & Sons Holdings Limited (ASBH) Group.

(s) Secured and unsecured United States dollar denominated amortising facilities, bearing interest at rates ranging from 3.25% to 9.0% and with maturities from January 2026 to February 2039. Secured debt is collateralized by a first debenture over the fixed and floating assets of the ASBH Group.

(t) Secured Barbados dollar denominated amortising facilities bearing interest at 3.25% to 3.75% and with maturities from July 2026 to March 2029. Debt is secured by a guarantee from an entity within the ASBH Group.

(u) Secured Guyana dollar denominated amortising facilities bearing interest at 6.0% to 7% and with maturities from November 2027 to February 2037. Debt is secured by a guarantee from entity within the ASBH Group.

(v) Unsecured Jamaica dollar denominated amortising facilities bearing interest at 6.95% to 8.50% and with maturities from September 2026 to February 2031.

(w) Unsecured Trinidad and Tobago dollar denominated 30 day rolling facilities bearing interest at rates ranging from 2.94% to 5.75% with option to re-draw on settlement.

(x) Unsecured Guyana dollar denominated 30 day rolling facilities bearing interest at 6.0% with option to re-draw on settlement.

Security

Based on the carrying values of the secured loans and their remaining tenure to maturity, there are no significant assets held as collateral for borrowings by the Jamaica-based operations.

Pursuant to standard loan agreements, lenders to certain entities within the Trinidad-based operations have a charge over the *fixed and floating assets* of the respective entities. Notwithstanding the charge, the entities are free to utilise or dispose of the assets in the normal course of business. The carrying amounts of the assets far exceed the debt due. The carrying amounts of assets for which the lenders have a charge are as follows:

	2025	2024
	$'000	$'000
Property, plant and equipment	9,699,537	9,244,965
Inventory	23,813,027	22,350,779
Trade receivables	26,617,739	22,801,211
Cash and cash equivalents	5,294,347	4,011,844
	65,424,650	58,408,799

Financial covenants

The Group is required to achieve certain ratios pursuant to financial covenants included in its loan agreements, In particular:

- Pursuant to its bond agreements, the Company is required to achieve a Debt service coverage ratio not less than 1,2x, a Debt to EBITDA ratio not greater than 3.5x to 4x, a Debt to Equity ratio not greater than 3.5x and a Current ratio not less than 1.2x;
- Pursuant to its loan agreements, A.S. Bryden & Sons Holdings Limited (ASBH) is required to achieve a Interest cover ratio not less than 3,5x, a Debt to EBITDA ratio not greater than 4x to 4.5x and a Current ratio not less than 1.25x;
- Pursuant to its loan agreements, A.S. Bryden & Sons (Trinidad) Limited (ASBT) is required to achieve a Debt service coverage ratio not less than 1.25x to 1,5x, a Funded Debt (net of cash) to EBITDA ratio not greater than 3.5x, a Debt to Equity ratio not greater than 1.5x to 3x and a Current ratio not less than 1.2x to 1.25x;
- Pursuant to its bond and loan agreements, Caribbean Producers (Jamaica) Limited (CPJ) is required to achieve a Debt service coverage ratio not less than 1,5x to 2x, a Debt to EBITDA ratio not greater than 3x to 3.5x and a Current ratio not less than 1.25x.

At 31 December 2025 and primarily as a result of the impact of Hurricane Melissa on CPJ's EBITDA, The Company was in breach of the required Debt service coverage ratio, ASBH was in breach of the required Interest cover ratio, and CPJ was in breach of the required Debt service coverage ratio and Debt to EBITDA ratio. Waivers were obtained from the respective lenders prior to the year end. Accordingly, the borrowings were not repayable on demand as at 31 December 2025 and have therefore continued to be classified between current and non-current liabilities based on their contractual repayment terms.

30. Deferred Taxation

Deferred income taxes are calculated in full on temporary differences under the liability method using a tax rate of 25%. Deferred tax assets and liabilities recognised on the statement of financial position are as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Deferred tax assets	4,695,665	3,636,111	706,674	405,610
Deferred tax liabilities	(4,284,607)	(4,387,967)	-	-
Net Assets/(liabilities)	411,058	(751,856)	706,674	405,610

The movement in deferred taxation is as follows:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Balance at start of year	(751,856)	(1,327,522)	405,610	142,227
On acquisition of subsidiaries	-	477,641	-	-
Credited to profit or loss (Note 10)	1,016,511	119,314	301,619	265,053
Charged to other comprehensive income (Note 10)	(23,026)	(21,289)	(555)	(1,670)
Credited directly to equity	33,971	-	-	-
Transferred to liabilities held for sale	135,458	-	-	-
Balance at end of year	411,058	(751,856)	706,674	405,610

The deferred tax charged to profit or loss comprises the following temporary differences:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Accelerated tax depreciation	(3,178)	(10,794)	(21,839)	(16,798)
Right of use assets, net of related lease obligation	(35,674)	32,341	-	-
Post-employment benefits	(33,507)	(12,229)	4	398
Tax losses carried forward	1,112,325	260,142	296,281	266,793
Urban Renewal tax credits carried forward	(23,142)	(188,545)	-	-
Other	(313)	38,399	27,173	14,660
	1,016,511	119,314	301,619	265,053

The deferred tax assets and liabilities in the statement of financial position comprise the following temporary differences:

	The Group		The Company	
	2025	2024	2025	2024
	$'000	$'000	$'000	$'000
Accelerated tax depreciation	(272,870)	(290,143)	(80,896)	(59,057)
Right of use assets, net of related lease obligation	145,219	180,893	-	-
Post-employment benefits	(136,914)	(133,281)	22,637	23,188
Tax losses carried forward	2,731,337	1,621,296	888,941	592,660
Urban Renewal tax credits carried forward	81,582	104,724	25,283	25,283
Intangible assets recognised on business combinations	(1,248,467)	(1,248,467)	-	-
Revaluation of property	(1,162,074)	(1,262,320)	(209,278)	(209,278)
Other	273,245	275,442	59,987	32,814
	411,058	(751,856)	706,674	405,610

30. Deferred Taxation (Continued)

The carrying value of deferred taxes include deferred tax assets/liabilities to be recovered within 12 months of $298,501,000/$60,338,000 (2024 – $281,218,000/$5,776,000) for the Group; and net deferred tax assets of $59,987,000 (2024 – $32,814,000) for the Company.

Subject to agreement with the tax authority in which each Group entity operates, losses available for offset against future profits of the Group and the Company amount to $8,957,277,000 and $3,555,764,000 (2024 – $10,388,400,000 and $2,370,640,000), respectively.

This includes tax losses of a subsidiary amounting to $4,732,500,000 (2024 – $4,732,500,000) in respect of which, historically, no deferred tax assets have been created due to the Group's uncertainty regarding its ability to utilize those losses in the future. Following a Group restructuring exercise in 2019, this subsidiary that was previously unprofitable commenced earning profits and is projected to earn profits in the future. Consequently and based on its annually updated 5-year horizon forecasts following the restructuring, the Group recognized deferred tax assets of $453,374,000 (2024 – $453,374,000) at the rate of 25% in respect of a portion of the subsidiary's total tax losses brought forward as at the date of the statement of financial position.

31. Cash Provided by Operating Activities

	The Group		The Company	
	2025 $'000	2024 $'000	2025 $'000	2024 $'000
Net profit/(loss)	4,856,566	3,325,223	(687,641)	3,244,859
Items not affecting cash resources:				
Amortisation of intangible assets	788,550	569,406	-	-
Depreciation	3,379,252	2,660,641	201,203	170,652
Net foreign exchange gains and losses	161,791	(185,570)	74,620	12,330
Net gains on disposal of property, plant and equipment	(113,358)	(22,982)	(221)	(5,800)
Adjustments to property, plant and equipment	-	56,666	-	-
Negative goodwill on acquisition of subsidiary	(5,934)	-	-	-
Write-off of assets held for sale	272,761	-	-	-
Gain on investment property	(2,068,850)	-	-	-
Net impairment of long term receivables	-	(834)	-	-
Interest income	(70,495)	(98,652)	(266,489)	(309,827)
Amortisation of deferred fees	27,464	55,507	17,972	42,361
Share of results of joint venture & associates	(272,772)	(688,902)	-	-
Adjustment to investment in associate	24,311	(37,007)	-	-
Interest expense	4,787,460	3,964,348	1,829,738	1,605,286
Post-employment benefits	(106,011)	(75,597)	19	1,591
Dividend income	(95)	(92)	(593,704)	(4,431,621)
Taxation	1,142,017	2,219,963	(301,619)	(265,053)
	12,802,657	11,742,118	273,878	64,778
Changes in operating assets and liabilities:				
Inventories	48,803	1,121,913	-	-
Trade and other receivables	(3,539,146)	(6,340,200)	(53,774)	(111,065)
Biological assets	(97,186)	(205,290)	-	-
Due from subsidiaries	-	-	(14,468,669)	29,513,559
Due to subsidiaries	-	-	16,524,215	(27,549,525)
Payables	2,089,828	1,767,807	427	399,074
	11,304,956	8,086,348	2,276,077	2,316,821
Taxation paid/(recovered)	(1,983,659)	(2,020,236)	40,070	(41,748)
Cash provided by operating activities	9,321,297	6,066,112	2,316,147	2,275,073

32. Significant Non-cash Transactions

During the year, the Company issued ordinary shares in exchange for ordinary shares in its subsidiary, A.S. Bryden and Sons Holdings Limited (Note 27). Additionally, A.S. Bryden and Sons Holdings Limited issued ordinary shares in exchange for ordinary shares in its subsidiary, Caribbean Producers (Jamaica) Limited (Note 37(a)).

During the prior year, the Group acquired majority shareholdings in Retail Acquisition Company Limited/Stansfeld Scott (Barbados) Limited (Note 37(d)) and Caribbean Producers (Jamaica) Limited (Note 37(e)). The Group also acquired the non-controlling interest in Bryden pi Limited(Note 37(f)). The acquisitions were partially funded by the issue of debt, ordinary shares and preference shares.

33. Contingencies and Commitments

(a) A subsidiary has leased sugar cane lands from the Government of Jamaica for an initial period of 50 years commencing 9 July 2009 with an option to renew for a further period of 25 years. The lease is fixed at a rate of US$53 per hectare per annum for the first 5 years, after which it will be renegotiated in accordance with the provisions of the lease contract. Based on the current rate of US$84.85 (2024 – US$81.59) per hectare per annum, the annual lease cost to the subsidiary is US$116,000 (2024 – US$112,000).

(b) At 31 December 2025, the Group had no capital commitments (2024 – $ Nil).

34. Litigation, Claims, Assessments and Provisions

The Group is subject to various claims, disputes and legal proceedings, as part of the normal course of business. Provision is made for such matters when, in the opinion of management and its professional advisors, it is probable that a payment will be made by the Group, and the amount can be reasonably estimated. In respect of claims asserted against the Group which, according to the principles outlined above, have not been provided for, management is of the opinion that such claims are either without merit, can be successfully defended or will result in exposure to the Group which is immaterial to both the financial position and results of operations.

35. Related Party Transactions

Sales and purchases of goods and services
During the year, the Group had sales of $348,221,000 (2024 – $252,511,000) to and purchases of $1,294,520,000 (2024 – $1,486,824,000) from Musson (Jamaica) Limited, T.Geddes Grant (Distributors) Limited and Jamaica Grain and Cereals Limited. The resulting receivables and payables in respect of these and other transactions are included in Notes 25 and 26, respectively.

A subsidiary paid cess of $5,033,000 (2024 – $6,934,000) based on the importation of copra-based and substitute products to Coconut Industry Board, a major shareholder of the Company.

Key management compensation

	2025 $'000	2024 $'000
Wages and salaries	1,233,252	1,464,166
Statutory contributions	57,863	50,130
Other	21,813	51,379
	1,312,928	1,565,675
Directors' emoluments –		
Fees	33,196	26,556
Medical insurance premiums	4,640	9,631
Management remuneration (included above)	365,933	370,275

Long term receivables
Loans to related parties are disclosed in Note 21. Interest earned on these loans by the Group amounted to $18,564,000 (2024 – $39,144,000).

36. Assets Held for Sale and Discontinued Operations

Assets held for sale recognised in the statement of financial position is in respect of the following subsidiaries:

	2025 $'000	2024 $'000
Golden Grove Sugar Company Limited	-	285,761
International Biscuits Limited	1,308,934	-
	1,308,934	285,761

Liabilities in respect of assets held for sale recognised in the statement of financial position is in respect of the following subsidiary:

	2025 $'000	2024 $'000
International Biscuits Limited	301,609	-

Net loss from discontinued operations recognised in the statement of comprehensive income is in respect of the following subsidiary:

	2025 $'000	2024 $'000
Golden Grove Sugar Company Limited	(346,970)	(42,888)

Golden Grove Sugar Company Limited

In July 2019, the Group discontinued the sugar manufacturing operations carried on by Golden Grove Sugar Company Limited and advertised for sale certain assets directly for use in sugar manufacturing. The associated assets were reclassified from property, plant and equipment to assets held for sale in the statement of financial position. The movement in assets held for sale was as follows:

	2025 $'000	2024 $'000
Balance at start of year	285,761	285,761
Assets transferred to property, plant and equipment (Note 14)	(13,000)	-
Assets held for sale written off	(272,761)	-
Balance at end of year	-	285,761

The results of the sugar manufacturing operations have been presented as a single item on the statement of comprehensive income as a net loss from discontinued operations. The details of the net loss from discontinued operations are as follows:

	2025 $'000	2024 $'000
Change in the fair value of sugar cane	(20,531)	(13,687)
Assets held for sale written off	(272,761)	-
Other operating income	15,661	10,432
Recovery of long term receivables	-	834
Receivables written off	(59,238)	-
Administration and other operating expenses	(10,101)	(40,467)
Net loss from discontinued operations	(346,970)	(42,888)

The cash flows from the discontinued operations are as follows:

	2025 $'000	2024 $'000
Net cashflow from operating activities	5,560	(30,035)
Net cashflow from investing activities	-	834
Net cashflow from discontinued operations	5,560	(29,201)

36. Assets Held for Sale and Discontinued Operations (Continued)

International Biscuits Limited

In December 2025, the Company implemented a plan to dispose of International Biscuits Limited and was in advanced discussions with a potential buyer. The assets of International Biscuits Limited were classified as held for sale on 31 December 2025 and the results of International Biscuits Limited will be classified as arising from a discontinued operation commencing 1 January 2026.

The assets of International Biscuits Limited at 31 December 2025 are as follows:

	$'000
Property, plant and equipment -	
Cost (Note 36)	1,670,706
Accumulated depreciation (Note 36)	(683,289)
	987,417
Inventories	231,004
Trade and other receivables, shown net of loss allowance of $6,728,000	63,013
Tax recoverable	27,500
	1,308,934

Liabilities in respect of the assets held for sale at 31 December 2025 are as follows:

	$'000
Payables	166,151
Deferred tax liabilities	135,458
	301,609

37. Business Combinations

(a) Increase in shareholding of CPJ in the current year

By virtue of the transaction effected 1 December 2024 resulting in the Group owning a 75% ownership stake in CPJ (Note 37(e)), the Group was required to make a mandatory take-over bid to the remaining shareholders of CPJ. Pursuant to this offer, the Group sought to acquire up to 80% of the share capital of CPJ in exchange for ordinary shares in ASBH.

Effective 1 April 2025, the offer was closed and the Group issued ASBH ordinary shares in settlement of acceptances, thereby increasing it's ownership in CPJ to 80%.

(b) Acquisition of H. Jason Jones & Company Limited in the current year

Effective 30 April 2025, a subsidiary, Retail Acquisition Company Limited, acquired the entire share capital of H. Jason Jones & Company Limited (HJJ), a company incorporated and domiciled in Barbados. HJJ is a distributor and retailer operating primarily within the food service sector and services the hospitality and retail industries through the distribution of specialty coffee products, meat and seafood products, beverage systems and other food service products to hotels and restaurants.

The acquisition forms part of the Group's regional expansion strategy and is expected to provide operational synergies, expanded distribution capabilities and cross-selling opportunities within the Barbados market and wider Caribbean region.

HJJ contributed consolidated revenues and net loss of $309,258,000 and $10,327,000, respectively, for the 6 months ended 31 December 2025.

Details of net assets acquired are as follows:

	$'000
Property, plant and equipment	10,580
Inventories	52,095
Trade and other receivables	42,596
Cash and cash equivalents	(15,571)
Payables	(49,036)
Taxation payable	(161)
	40,503

The goodwill on acquisition was determined as follows:

	$'000
Purchase consideration paid in cash	61,962
Fair values of net assets acquired	(40,503)
	21,459

The net cash outflow for the acquisition was as follows:

	$'000
Cash and cash equivalents forming part of purchase consideration	61,962
Less: Cash and cash equivalents in the acquired subsidiary (net overdraft)	15,571
	77,533

37. Business Combinations (Continued)

(c) Acquisition of Armstrong Agencies Limited in the current year

Effective 1 September 2025, a subsidiary, Retail Acquisition Company Limited, acquired a 50% interest in Armstrong Agencies Limited (the Armstrong Group), a company incorporated and domiciled in Barbados. The Armstrong Group is engaged in the distribution and marketing of consumer products, food products, pharmaceuticals, diagnostics, medical equipment and healthcare products throughout Barbados through its own operations and subsidiaries.

The acquisition aligns with the Group's strategic objective of strengthening its regional footprint across its key operating pillars, including food, premium beverages and pharmaceuticals. Together with the operations of Stansfeld Scott (Barbados) Limited, the acquisition further strengthens the Group's commercial infrastructure and distribution network within Barbados.

The Group holds a 49% interest in Armstrong Healthcare Inc., a subsidiary of the Armstrong Group, and previously accounted for the interest as an associate. As a result of the acquisition of the Armstrong Group, Armstrong Healthcare Inc. ceased to be accounted for as an associate and is being consolidated as a subsidiary as of the acquisition date.

The Armstrong Group contributed consolidated revenues and net profit of $1,878,479,000 and $4,807,000, respectively, for the 4 months ended 31 December 2025.

Details of net assets acquired, determined on a provisional basis and subject to finalization of the acquisition accounting, are as follows:

	$'000
Property, plant and equipment	304,865
Right of use assets	719,072
Post-employment benefits	38,824
Investment in associate and joint ventures	39,905
Inventories	1,277,558
Trade and other receivables	877,496
Taxation recoverable	12,420
Cash and cash equivalents	(78,154)
Payables	(928,372)
Long term liabilities	(48,323)
Lease obligations	(824,780)
	1,390,511
Less: Carrying value of investment in associate	(371,588)
	1,018,923
Non-controlling interests	(509,473)
	509,450

The negative goodwill on acquisition was determined as follows:

	$'000
Purchase consideration:	
Cash and cash equivalents	464,784
Payable (pending issue of preference shares by A.S. Bryden and Sons Holdings Limited)	38,732
	503,516
Fair values of net assets acquired	(509,450)
	(5,934)

The net cash outflow for the acquisition was as follows:

	$'000
Cash and cash equivalents forming part of purchase consideration	464,784
Less: Cash and cash equivalents in the acquired subsidiary (net overdraft)	78,154
	542,938

37. Business Combinations (Continued)

(d) Acquisition of Retail Acquisition Company Limited/Stansfeld Scott (Barbados) Limited in the prior year

Effective 1 March 2024, A.S. Bryden and Sons Holdings Limited (ASBH) acquired 55.0% of the share capital of Retail Acquisition Company Limited (RACL), a company incorporated and domiciled in Barbados and which holds the entire shareholding of Stansfeld Scott (Barbados) Limited (SSBL). SSBL is a distributor and retailer of fast moving consumer goods including food, alcoholic and non-alcoholic beverages, and health supplements. These operations have expanded the Group's presence and distribution capabilities in the Caribbean region.

SSBL contributed consolidated revenues, operating profit and net profit of $3,266,667,000, $87,147,000 and $38,088,000, respectively, for the 10 months ended 31 December 2024.

Details of net assets acquired are as follows:

	$'000
Property, plant and equipment	147,798
Right of use assets	289,294
Intangible assets	1,047,880
Inventories	611,133
Trade and other receivables	516,350
Cash and cash equivalents	20,815
Payables	(310,776)
Long term liabilities	(1,345,040)
Lease obligations	(289,294)
	688,160
Non-controlling interests	(294,813)
	393,347

The goodwill on acquisition was determined as follows:

	$'000
Purchase consideration:	
Cash and cash equivalents	65,688
Loan used to directly fund the acquisition	262,752
Issue of preference shares by A.S. Bryden and Sons Holdings Limited	656,880
	985,320
Fair values of net assets acquired	(393,347)
	591,973

The net cash outflow for the acquisition was as follows:

	$'000
Cash and cash equivalents forming part of purchase consideration	65,688
Less: Cash and cash equivalents in the acquired subsidiary	(20,815)
	44,873

37. Business Combinations (Continued)

(e) Acquisition of Caribbean Producers (Jamaica) Limited in the prior year

ASBH acquired 75% of the share capital of Caribbean Producers (Jamaica) Limited (CPJ), a company that is incorporated and domiciled in Jamaica, and is a leading food and premium beverage distributor for major global brands with a focus on serving hotels and resorts, and with operations in Jamaica and St. Lucia. Agreements for the acquisition of 45% of the share capital of CPJ were executed effective 1 July 2024, with the remaining 30% being completed effective 1 December 2024.

CPJ contributed consolidated revenues, operating profit and net profit of $12,535,506,000, $704,306,000 and $390,678,000, respectively, for the 10 months ended 31 December 2024.

During the year, the Group finalised the purchase price allocation relating to the acquisition, which had been reported on a provisional basis in the prior year. Based on the final valuation assessments, no adjustments were required to the provisional amounts.

Details of net assets acquired are as follows:

	$'000
Property, plant and equipment	2,312,696
Right of use assets	1,495,736
Intangible assets	2,184,747
Deferred tax assets	477,641
Inventories	6,591,915
Trade and other receivables	2,944,920
Taxation recoverable	4,876
Cash and cash equivalents	1,551,212
Payables	(1,774,105)
Taxation payable	(209,438)
Long term liabilities	(5,257,455)
Lease obligations	(1,836,642)
	8,486,103
Non-controlling interests	(2,411,130)
	6,074,973

The goodwill on acquisition was determined as follows:

	$'000
Purchase consideration:	
Cash and cash equivalents	1,910,794
Loan used to directly fund the acquisition	3,682,668
Issue of ordinary shares by A.S. Bryden and Sons Holdings Limited	2,774,766
	8,368,228
Fair values of net assets acquired	(6,074,973)
	2,293,255

The net cash outflow for the acquisition was as follows:

	$'000
Cash and cash equivalents forming part of purchase consideration	1,910,794
Less: Cash and cash equivalents in the acquired subsidiary	(1,551,212)
	359,582

37. Business Combinations (Continued)

(f) Acquisition of non-controlling interest in Bryden pi Limited in the prior year
Effective 31 March 2024, ASBH acquired the 10% non-controlling interest in Bryden pi Limited.

The effect of the acquisition was as follows:

	$'000
Purchase consideration:	
Cash and cash equivalents	31,188
Issue of preference shares by A.S. Bryden and Sons Holdings Limited	907,120
	938,308
Carrying value of non-controlling interest acquired	(891,388)
Reduction in equity attributable to stockholders	46,920

38. Post Balance Sheet Event

Proposed dividends
At a meeting held on 28 April 2026, the Board of Directors approved a dividend of $0.605 per share payable on 5 June 2026 to shareholders on record as at 15 May 2026.

Sale of International Biscuits Limited
Effective 28 February 2026, the Company disposed of the entire shareholding of its subsidiary, International Biscuits Limited. At 31 December 2025, the assets of the Company were carried as Assets held for sale and the liabilities carried as Liabilities in respect of assets held for sale in the statement of financial position (Note 36).

NOTES

FORM OF PROXY

I... ....
(Name)

of... ... ...
(Address)

being a member of Seprod Limited, hereby appoint... ... ...
(Name)

of... ... ...
(Address)

or failing him... ... ...
(Name)

of... ... ...
(Address)

as my proxy to vote for me on my behalf at the Annual General Meeting of the Company to be held on the 29th day of July, 2026, and at any adjournment thereof.

Please indicate by inserting a tick in the appropriate box, how you wish your votes to be cast. Unless otherwise instructed, the proxy will vote or abstain from voting at his/her discretion.

Resolution	For	Against
1		
2a		
2b		
3		
4a		
4b		

... ...
Signature

... ...
Date

Notes:

1) If the appointer is a corporation, this form must be under its common seal and under the hand of an officer or attorney duly authorised.

2) To be valid, this proxy must be lodged with the Secretary of the Company, 3 Felix Fox Boulevard, Kingston, not less than 48 hours before the time appointed for holding the meeting. A proxy need not be a member of the Company.

$100.00
stamp
to be affixed

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