



Seprod Limited

**Financial Statements
31 December 2025**

Seprod Limited

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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.

PricewaterhouseCoopers, Scotiabank Centre,
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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
<p>Valuation of unquoted equity securities (Group and Company)</p> <p>Refer to Notes 2(i), 4 and 17 to the financial statements for disclosures of related accounting policies and balances.</p> <p>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:</p> <ul style="list-style-type: none">• Discount rate• Investee's future cash flows;• Terminal growth rates and;• Market participant minority discount. <p>Management used an independent valuation expert to assist in the valuation process.</p> <p>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.</p>	<p>Our approach to addressing the matter, with the assistance of our valuation experts, included the following procedures amongst others:</p> <ul style="list-style-type: none">• 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:<ul style="list-style-type: none">○ 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.

The logo for PricewaterhouseCoopers, written in a cursive script.

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
		<u>64,128,393</u>	<u>61,369,952</u>
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
		<u>81,907,777</u>	<u>74,201,999</u>
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
		<u>45,936,291</u>	<u>42,194,621</u>
Net Current Assets			
		<u>35,971,486</u>	<u>32,007,378</u>
		<u>100,099,879</u>	<u>93,377,330</u>
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
		<u>38,024,474</u>	<u>29,584,084</u>
Non-Controlling Interests			
	18	11,686,643	17,194,446
		<u>49,711,117</u>	<u>46,778,530</u>
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
		<u>50,388,762</u>	<u>46,598,800</u>
		<u>100,099,879</u>	<u>93,377,330</u>

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-	Total
	Share Capital \$'000	Capital Reserves \$'000	Retained Earnings \$'000	Sub-total \$'000	controlling	
					Interests \$'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	<u>(2,776,175)</u>	<u>(2,593,789)</u>
Operating Profit		1,023,512	4,701,743
Finance costs	9	<u>(2,012,772)</u>	<u>(1,721,937)</u>
(Loss)/Profit before Taxation		(989,260)	2,979,806
Taxation	10	<u>301,619</u>	<u>265,053</u>
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	<u>(390,567)</u>	<u>644,811</u>
TOTAL COMPREHENSIVE INCOME		<u><u>(1,076,542)</u></u>	<u><u>3,894,681</u></u>

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
		<u>35,341,383</u>	<u>24,688,605</u>
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
		<u>37,489,332</u>	<u>22,427,385</u>
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
		<u>38,903,548</u>	<u>21,980,245</u>
Net Current (Liabilities)/Assets		<u>(1,414,216)</u>	<u>447,140</u>
		<u>33,927,167</u>	<u>25,135,745</u>
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
		<u>20,710,987</u>	<u>12,673,912</u>
Non-current Liabilities			
Post-employment benefit obligations	22	90,548	99,941
Long term liabilities	29	13,125,632	12,361,892
		<u>13,216,180</u>	<u>12,461,833</u>
		<u>33,927,167</u>	<u>25,135,745</u>

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

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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 - Golden Grove Sugar Company Limited	Manufacture and sale of oils and fats Sale of consumer products	Jamaica Jamaica
Facey Commodity Holdings Limited, and its subsidiary - Facey Commodity Company Limited	Investments Sale of consumer and pharmaceutical products	Barbados 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 - Musson International Dairies Limited - Musson International Dairies T&T Limited - Musson International Dairies Republica Dominicana SRL - Serge Island Dairies Limited - Serge Island Farms Limited	Investments Manufacture and sale of milk products and juices Sale of milk products and juices Sale of milk products and juices Manufacture and sale of milk products and juices Dairy farming	St. Lucia Jamaica Trinidad and Tobago Dominican Republic Jamaica 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

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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.

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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.

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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.

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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.

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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.

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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 is 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.

Seprod Limited

Notes to the Financial Statements

31 December 2025

(expressed in Jamaican dollars unless otherwise indicated)

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.

Seprod Limited

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(expressed in Jamaican dollars unless otherwise indicated)

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.

Seprod Limited

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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.

Seprod Limited

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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.

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3. Financial Risk Management (Continued)

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

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'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.

Seprod Limited

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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	<u>1,678,771</u>	<u>1,141,158</u>	<u>-</u>	<u>-</u>

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.

Seprod Limited

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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.

Seprod Limited

Notes to the Financial Statements

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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)

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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						Total \$'000
	JMD \$'000	USD \$'000	TTD \$'000	BDS \$'000	GYD \$'000	Other \$'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)

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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
	<u>34,850,525</u>	<u>8,533,902</u>	<u>1,496</u>	<u>175,069</u>	<u>873</u>	<u>43,561,865</u>
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
	<u>41,389,888</u>	<u>9,264,175</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>50,654,063</u>
Net financial position	<u>(6,539,363)</u>	<u>(730,273)</u>	<u>1,496</u>	<u>175,069</u>	<u>873</u>	<u>(7,092,198)</u>
	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
	<u>21,018,275</u>	<u>7,847,627</u>	<u>29,773</u>	<u>162,872</u>	<u>4,932</u>	<u>29,063,479</u>
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
	<u>25,747,271</u>	<u>7,632,359</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>33,379,630</u>
Net financial position	<u>(4,728,996)</u>	<u>215,268</u>	<u>29,773</u>	<u>162,872</u>	<u>4,932</u>	<u>(4,316,151)</u>

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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 JMD / USD	2025 \$'000	2025 \$'000	2024 JMD / USD	2024 \$'000	2024 \$'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	-	-

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3. Financial Risk Management (Continued)

(c) Market risk (continued)

Interest rate risk (continued)

	The Company						Total \$'000
	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	
	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
	<u>483,063</u>	<u>-</u>	<u>158,111</u>	<u>4,154,570</u>	<u>-</u>	<u>38,766,121</u>	<u>43,561,865</u>
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
	<u>2,427</u>	<u>2,145,400</u>	<u>430,543</u>	<u>9,202,379</u>	<u>3,923,253</u>	<u>34,950,061</u>	<u>50,654,063</u>
Total interest repricing gap	<u>480,636</u>	<u>(2,145,400)</u>	<u>(272,432)</u>	<u>(5,047,809)</u>	<u>(3,923,253)</u>	<u>3,816,060</u>	<u>(7,092,198)</u>
	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
	<u>208,560</u>	<u>-</u>	<u>182,272</u>	<u>4,241,695</u>	<u>-</u>	<u>24,430,952</u>	<u>29,063,479</u>
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
	<u>861,735</u>	<u>1,021,298</u>	<u>628,895</u>	<u>8,286,542</u>	<u>4,075,350</u>	<u>18,505,810</u>	<u>33,379,630</u>
Total interest repricing gap	<u>(653,175)</u>	<u>(1,021,298)</u>	<u>(446,623)</u>	<u>(4,044,847)</u>	<u>(4,075,350)</u>	<u>5,925,142</u>	<u>(4,316,151)</u>

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.

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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	<u>2,178,744</u>	<u>2,569,853</u>

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

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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).

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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	2024
	\$'000	\$'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	<u>784,616</u>	<u>666,899</u>
Gains for the period included in profit or loss for assets held at the end of the reporting period	<u>205,012</u>	<u>315,878</u>
Change in unrealised gains for the period included in profit or loss for assets held at the end of the reporting period	<u>136,652</u>	<u>247,027</u>

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

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

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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.

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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. These entities are therefore classified as joint ventures and the Group recognises its share of the results for the year.

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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.

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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 have 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
	<u>74,000</u>	<u>4.1</u>

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,

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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			Group \$'000
	Manufacturing \$'000	Distribution \$'000	Eliminations \$'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			Group \$'000
	Manufacturing \$'000	Distribution \$'000	Eliminations \$'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).

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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
	<u>5,760,051</u>	<u>2,059,152</u>	<u>1,242,680</u>	<u>5,051,192</u>

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
	<u>149,095,170</u>	<u>126,682,276</u>	<u>2,776,175</u>	<u>2,593,789</u>

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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
	<u>17,838,505</u>	<u>15,471,316</u>	<u>1,403,984</u>	<u>1,350,099</u>

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
	<u>4,992,819</u>	<u>4,086,597</u>	<u>2,012,772</u>	<u>1,721,937</u>

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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)
	<u>1,142,017</u>	<u>2,219,963</u>	<u>(301,619)</u>	<u>(265,053)</u>

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	<u>6,345,553</u>	<u>5,588,074</u>	<u>(989,260)</u>	<u>2,979,806</u>
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
	<u>1,142,017</u>	<u>2,219,963</u>	<u>(301,619)</u>	<u>(265,053)</u>

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.

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10. Taxation Expense (Continued)

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

	The Group		
	Before Tax	Tax Effect	After Tax
	\$'000	\$'000	\$'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	Tax Effect	After Tax
	\$'000	\$'000	\$'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

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

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

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	2024
	\$'000	\$'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	-
	<u>1,546,040</u>	<u>1,331,388</u>

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14. Property, Plant and Equipment

	The Group					Total \$'000
	Freehold Land & Site Improvements \$'000	Buildings \$'000	Plant, Equipment & Furniture \$'000	Motor Vehicles \$'000	Work in Progress \$'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

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14. Property, Plant and Equipment (Continued)

	The Company					
	Freehold Land & Site Improvements	Buildings	Plant, Equipment & Furniture	Motor Vehicles	Work in Progress	Total
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'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.

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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

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16. Intangible Assets

	The Group					Total \$'000
	Goodwill \$'000	Distribution network \$'000	Customer & Supplier relationships \$'000	Trade names \$'000	Brands & Other \$'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	-
	<u>8,818,437</u>	<u>8,796,978</u>

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

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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%

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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
	<u>2,193,907</u>	<u>2,584,474</u>

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.

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18. Investment in Subsidiaries

	2025	2024
	\$'000	\$'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	<u>22,423,962</u>	<u>11,621,529</u>

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	2024
	\$'000	\$'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	<u>11,686,643</u>	<u>17,194,446</u>

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

Summarised statement of financial position

	2025	2024
	\$'000	\$'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
	<u>28,383,311</u>	<u>27,882,900</u>
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
	<u>54,620,492</u>	<u>48,110,604</u>
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)
	<u>(31,924,138)</u>	<u>(30,334,861)</u>
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)
	<u>(26,852,523)</u>	<u>(23,226,559)</u>
Net assets	<u>24,227,142</u>	<u>22,432,084</u>

Summarised statement of cash flows

	2025	2024
	\$'000	\$'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	<u>(3,018,221)</u>	<u>(1,779,165)</u>

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19. Investment in Joint Ventures and Associate

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'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	-	-
	<u>2,669,112</u>	<u>2,674,870</u>	<u>434,114</u>	<u>434,114</u>

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 \$'000	2024 \$'000
Balance at the beginning of the year	466,670	-
Investment in joint venture entity	-	466,670
Balance at the end of the year	<u>466,670</u>	<u>466,670</u>

Summarised financial information for the joint venture is as follows:

Summarised statement of comprehensive income

	2025 \$'000	2024 \$'000
Revenue	-	-
Depreciation	-	-
Net profit	<u>-</u>	<u>-</u>

Summarised statement of financial position

	2025 \$'000	2024 \$'000
Property, plant and equipment and right of use assets	933,340	933,340
Net assets	<u>933,340</u>	<u>933,340</u>

Summarised statement of cash flows

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

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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	<u>130,088</u>	<u>-</u>

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	<u>23,184</u>	<u>-</u>

Summarised statement of financial position

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

Summarised statement of cash flows

	2025	2024
	\$'000	\$'000
Cash flows from operating activities	<u>989</u>	<u>-</u>

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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)

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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	<u>379,669</u>	<u>375,000</u>	<u>-</u>	<u>-</u>

Summarised financial information for the joint venture is as follows:

Summarised statement of comprehensive income

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

Summarised statement of financial position

	2025	2024
	\$'000	\$'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	<u>759,338</u>	<u>750,000</u>

Summarised statement of cash flows

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

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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	<u>-</u>	<u>396,014</u>

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	<u>39,491</u>	<u>19,550</u>

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
	<u>1,272,314</u>
Current liabilities:	
Bank overdraft	108,215
Payables and other current liabilities	598,046
	<u>706,261</u>
Net assets	<u>808,220</u>

Summarised statement of cash flows

	2025	2024
	\$'000	\$'000
Cash flows from operating activities	36,041	(3,289)
Cash flows from investing activities	<u>(11,270)</u>	<u>(3,588)</u>

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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	-	-	-
	<u>2,273,500</u>	<u>-</u>	<u>-</u>	<u>-</u>

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
	<u>1,022,980</u>	<u>1,043,136</u>	<u>4,470,792</u>	<u>4,423,967</u>
Interest receivable	-	-	1,973,582	1,790,196
	<u>1,022,980</u>	<u>1,043,136</u>	<u>6,444,374</u>	<u>6,214,163</u>
Less: Current portion	<u>(316,222)</u>	<u>(196,443)</u>	<u>(2,289,804)</u>	<u>(1,972,468)</u>
	<u>706,758</u>	<u>846,693</u>	<u>4,154,570</u>	<u>4,241,695</u>

- (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.

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22. Post-employment Benefits

	The Group		The Company	
	2025 \$'000	2024 \$'000	2025 \$'000	2024 \$'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

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

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

	2025	2024
	\$'000	\$'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	<u>-</u>	<u>7,191</u>

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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	2024
	\$'000	\$'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	<u>(737,237)</u>	<u>(791,517)</u>

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	2024
	\$'000	\$'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	<u>799,644</u>	<u>880,558</u>

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

	2025	2024
	\$'000	\$'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	<u>(62,407)</u>	<u>(81,850)</u>

The amounts recognised in profit or loss is as follows:

	2025	2024
	\$'000	\$'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	<u>2,026</u>	<u>1,421</u>

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

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22. Post-employment Benefits (Continued)

Pension schemes (continued)

Defined benefit plan – Jamaica-based operations (continued)

Plan assets are comprised as follows:

	2025	2025	2024	2024
	\$'000	%	\$'000	%
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
	<u>799,644</u>	<u>100</u>	<u>880,558</u>	<u>100</u>

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:

	Change in Assumption	2025		2024	
		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.

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22. Post-employment Benefits (Continued)*Pension schemes (continued)**Defined benefit plans - Trinidad-based operations*

The Group operates defined benefit schemes which are administered by Sagikor 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	2024
	\$'000	\$'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	<u>831,174</u>	<u>768,246</u>

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

	2025	2024
	\$'000	\$'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	<u>831,174</u>	<u>768,246</u>

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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	2024
	\$'000	\$'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	<u>(6,826,607)</u>	<u>(5,639,186)</u>

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

	2025	2024
	\$'000	\$'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	<u>7,657,781</u>	<u>6,407,432</u>

The expense recognised in profit or loss is as follows:

	2025	2024
	\$'000	\$'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	<u>236,486</u>	<u>232,576</u>

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

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22. Post-employment Benefits (Continued)

Pension schemes (continued)

Defined benefit plans - Trinidad-based operations (continued)

Plan assets are comprised as follows:

	2025	2024
	\$'000	\$'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	-
	<u>7,657,781</u>	<u>6,407,432</u>

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:

	Change in Assumption	2025		2024	
		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.

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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	2024
	\$'000	\$'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	<u>(90,548)</u>	<u>(99,941)</u>

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:

	Change in Assumption	2025		2024	
		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)).

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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	2024
	\$'000	\$'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	<u>(217,511)</u>	<u>(198,030)</u>

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:

	Change in Assumption	2025		2024	
		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%	<u>22,724</u>	<u>(19,688)</u>	<u>21,712</u>	<u>(18,699)</u>

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).

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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
	<u>784,616</u>	<u>666,899</u>

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).

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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
	<u>36,069,418</u>	<u>35,019,572</u>

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)	-	-
	<u>26,007,955</u>	<u>24,993,711</u>	<u>-</u>	<u>-</u>
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
	<u>36,783,322</u>	<u>32,387,097</u>	<u>298,028</u>	<u>244,254</u>

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
	<u>33,779,243</u>	<u>29,179,576</u>	<u>3,933,078</u>	<u>3,685,066</u>

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27. Share Capital

	Number of Units		Carrying Amount	
	2025	2024	2025	2024
	'000	'000	\$'000	\$'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)
	<u>910,887</u>	<u>733,488</u>	<u>16,428,215</u>	<u>5,768,558</u>

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	2024	2025	2024
	\$'000	\$'000	\$'000	\$'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
	<u>9,295,490</u>	<u>9,553,688</u>	<u>4,144,982</u>	<u>4,535,549</u>

29. Long Term Liabilities

The movement in long term liabilities is as follows:

	The Group		The Company	
	2025	2024	2025	2024
	\$'000	\$'000	\$'000	\$'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	<u>51,205,804</u>	<u>49,005,428</u>	<u>15,882,054</u>	<u>14,967,238</u>

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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

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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.

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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
	<u>65,424,650</u>	<u>58,408,799</u>

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.

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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

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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

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

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).

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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	2024
	\$'000	\$'000
Golden Grove Sugar Company Limited	-	285,761
International Biscuits Limited	1,308,934	-
	<u>1,308,934</u>	<u>285,761</u>

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

	2025	2024
	\$'000	\$'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	2024
	\$'000	\$'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	2024
	\$'000	\$'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	<u>-</u>	<u>285,761</u>

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	2024
	\$'000	\$'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	<u>(346,970)</u>	<u>(42,888)</u>

The cash flows from the discontinued operations are as follows:

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

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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
	<u>1,308,934</u>

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
	<u>301,609</u>

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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 its 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)
	<u>40,503</u>

The goodwill on acquisition was determined as follows:

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

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
	<u>77,533</u>

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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)
	<u>1,390,511</u>
Less: Carrying value of investment in associate	<u>(371,588)</u>
	1,018,923
Non-controlling interests	<u>(509,473)</u>
	<u>509,450</u>

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
	<u>503,516</u>
Fair values of net assets acquired	<u>(509,450)</u>
	<u>(5,934)</u>

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
	<u>542,938</u>

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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)
	<u>688,160</u>
Non-controlling interests	(294,813)
	<u><u>393,347</u></u>

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
	<u>985,320</u>
Fair values of net assets acquired	(393,347)
	<u><u>591,973</u></u>

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)
	<u><u>44,873</u></u>

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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)
	<u>8,486,103</u>
Non-controlling interests	(2,411,130)
	<u>6,074,973</u>

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
	<u>8,368,228</u>
Fair values of net assets acquired	(6,074,973)
	<u>2,293,255</u>

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)
	<u>359,582</u>

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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
	<u>938,308</u>
Carrying value of non-controlling interest acquired	(891,388)
Reduction in equity attributable to stockholders	<u>46,920</u>

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).