

Information incorporated by
reference in
Product Disclosure Statement
for an offer of Ordinary Shares in
EastPack Limited

Dated: 28 November 2022

Section 2: The EastPack Group and what it does

Substantial shareholders (relevant interests in 5% or more of a class of shares)

As at 21 November 2022, EastPack Limited had the following substantial shareholders for the purpose of Schedule 3, clause 20(1)(a) of the Financial Markets Conduct Regulations 2014:

Name of Shareholder	Nature of Interest	Class of Shares	Number of shares and % of relevant class
Trinity Lands Limited	Legal and beneficial	Ordinary Shares	7,338,366 (7.01%)

Relevant Interests in shares held by directors and senior managers

As at 21 November 2022, the following directors and senior managers of EastPack Limited (either in their own names and/or in the names of other entities) are holders of the following shares in EastPack Limited for the purpose of Schedule 3, clause 20(1)(c) of the Financial Markets Conduct Regulations 2014:

Name of Director / Senior Manager	Nature of Interest	Class of Shares	Number of shares and % of relevant class
Murray McBride	Legal and beneficial	Ordinary Shares	30,000 (0.03%)
	Beneficial	Ordinary Shares	5,079,182 (4.9%)
Mike Montgomery	Legal and beneficial	Ordinary Shares	2,799,113 (2.7%)
David Jensen	Legal and beneficial	Ordinary Shares	420,738 (0.4%)
Dylan Barrett	Legal and beneficial	Ordinary Shares	59,034(0.06%)
	Beneficial	Ordinary Shares	205,610 (0.2%)
Braden Hungerford	Legal and beneficial	Ordinary Shares	624,969(0.6%)
	Beneficial	Ordinary Shares	831,218 (0.8%)
Mark Giles	Legal and beneficial	Ordinary Shares	32,088 (0.03%)

Section 5: Key features of Ordinary Shares

Rebates and Dividends paid by the issuer on the Ordinary Shares since 1 January 2019 are as follows:

	Dividends paid per Share	Total Dividends paid \$'000
Year Ended 31 December 2019 (P₋₂)		
No Interim Dividend paid	\$Nil	\$Nil
No Final Dividend paid	\$Nil	\$Nil
Year Ended 31 December 2020 (P₋₁)		
Interim Dividend paid October 30 2020	\$0.020	\$2,034
Final Dividend paid April 14 2021	\$0.025	\$2,544
Year Ended 31 December 2021 (most recent period)		
No interim dividend paid	\$Nil	\$Nil
Final Dividend paid 17 June 2022	\$0.040	\$4,170

	Rebate paid per tray of fruit supplied	Total Rebate paid \$'000
Year Ended 31 December 2019 (P₋₂)	\$0.20	\$7,245
Year Ended 31 December 2020 (P₋₁)	\$Nil	\$Nil
Year Ended 31 December 2021 (most recent period)	\$Nil	\$Nil

Section 6: EastPack Group's financial information

SELECTED FINANCIAL INFORMATION

		6 Months to 30 Jun 2022 ('000)	6 Months to 30 Jun 2021 ('000)	12 Months to 31 Dec 2021 ('000)	12 Months to 31 Dec 2020 ('000)	12 Months to 31 Dec 2019 ('000)
1	Revenues	\$177,698	\$171,251	\$233,468	\$189,302	\$170,032
2	Earnings before interest, tax, depreciation, fair value adjustments and rebates (EBITDAFR) (Non-GAAP financial measure - see note 1)	\$39,243	\$30,797	\$39,500	\$34,676	\$36,890
3	Rebates paid on transactor shares (rebates are only payable in respect of transactor shares)	\$0	\$0	\$0	\$0	\$7,245
4	Net profit after taxation	\$19,458	\$14,308	\$12,346	\$12,943	\$4,749
5	Dividends on investor shares (dividends were only payable in respect of investor shares prior to 19 June 2020)	\$0	\$0	\$0	\$0	\$2,790
6	Dividends on Ordinary shares	\$0	\$0	\$4,170	\$4,578	
A	Total assets	\$431,759	\$368,864	\$350,448	\$297,722	\$234,146
B	Cash and cash equivalents	\$452	(\$731)	\$6,364	\$5,408	\$1,663
C	Total liabilities	\$229,747	\$205,274	\$163,789	\$147,043	\$148,110
D	Total debt					
	- Current	\$23,000	\$21,000	\$13,500	\$0	\$15,000
	- Non Current	\$150,000	\$130,000	\$100,000	\$105,000	\$70,000
	Total debt	\$173,000	\$151,000	\$113,500	\$105,000	\$85,000
E	Net cash flows from operating activities	\$483	(\$2,163)	\$28,911	\$24,158	\$16,767
	Volumes (trays packed) (See note 2)	42,467	44,562	47,427	41,418	38,006

If you do not understand any of the above financial information, you can seek advice from a financial adviser or accountant.

Note 1:

Earnings before interest, tax, depreciation, fair value adjustments and rebates (EBITDAFR) is a non-GAAP financial measure. This means that it is a financial measure calculated other than in accordance with generally accepted accounting principles (GAAP). This is an important measure of the Group's

performance that Directors use to monitor financial performance and compare to prior year performance, with the removal of rebate under the new capital structure implemented in June 2020.

Despite being a non-GAAP financial measure EBITDAFR is a commonly utilised measure of financial performance for co-operatives. This is because it is considered to provide a better reflection of the performance of a co-operative than a GAAP financial measure such as EBITDA.

The main reason for this is the treatment of rebates. In a co-operative, rebates are (like dividends) distributions of profit to the Company's shareholders. Accordingly, the Group considers that a measure of financial performance that showed the Company's profit after deduction of rebates to Shareholders (such as EBITDA) would not correctly reflect the profit generated by the Group.

In addition, EBITDAFR excludes fair value adjustments. As these are not cash related the Company does not consider them to be part of the operating results of the Group.

For the above reasons the Group believes that EBITDAFR is a better reflection of Company performance before distributions to shareholders, and it is the Company's key internal measure of financial performance.

The table below reconciles EBITDAFR to net profit after tax (NPAT).

	6 Months to 30 Jun 2022 ('000)	6 Months to 30 Jun 2021 ('000)	12 Months to 31 Dec 2021 ('000)	12 Months to 31 Dec 2020 ('000)	12 Months to 31 Dec 2019 ('000)
Earnings before interest, tax, depreciation, fair value adjustments and rebates (EBITDAFR)	\$39,243	\$30,797	\$39,500	\$34,676	\$36,890
Less Depreciation	(\$10,932)	(\$9,832)	(\$21,006)	(\$17,774)	(\$16,930)
Add Finance Income	\$1,040	\$743	\$2,048		
Less Interest Expense	(\$2,755)	(\$2,179)	(\$4,336)	(\$3,850)	(\$4,112)
Less Rebates Paid	\$0	\$0	\$0	\$0	(\$7,245))
Add/Less fair value adjustments				\$3,156	(\$2,132)
Add/Less taxation	(\$7,138)	(\$5,221)	(\$3,860)	(\$3,265)	(\$1,722)
Net profit after tax (NPAT)	\$19,458	\$14,308	\$12,346	\$12,943	\$4,749

Note 2:

EastPack has included information as to volumes (trays) of kiwifruit packed as it considers this information is likely to be useful to investors. This information is not derived in accordance with GAAP and has not been audited. EastPack derives the majority of its income through the trays of class 1

kiwifruit (or volume) that it packs. Kiwifruit volumes will be variable from year to year and therefore EastPack's revenues and profitability will be impacted by movements in the volumes packed.

Full Financial Statements and Interim Financial Statements

Full financial statements of the EastPack Group for the most recent financial year of the EastPack Group as well as the two preceding financial years, and interim financial statements for the 6 months ended June 2022 are also contained in the online register.