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# PRODUCT DISCLOSURE STATEMENT

For an offer of shares in  
Farmlands Co-operative Society Limited

27 November 2025

This document is a replacement product disclosure statement, replacing the previous replacement product disclosure statement dated 29 November 2024 issued by Farmlands Co-operative Society Limited.

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer on [www.disclose-register.companiesoffice.govt.nz](http://www.disclose-register.companiesoffice.govt.nz).

# 1.0 KEY INFORMATION SUMMARY

## What Is This?

This is an offer of ordinary shares (“Shares”) in Farmlands Co-operative Society Limited (“Farmlands”). Shares give you a stake in the ownership of Farmlands. You could receive a return reflecting the performance of Farmlands through rebates or other distributions declared by the Board.

If Farmlands runs into financial difficulties and is wound up, you will be paid only after all creditors have been paid. You may lose some or all of your investment.

## About The Farmlands Group

Farmlands, together with its subsidiaries (“Farmlands Group”), is a rural supplies and services co-operative within New Zealand. The Farmlands Group offers a wide range of products and services including its retail stores, charge card partners, a national fuel distribution network, nutrition solutions, grain and seed product offerings and agricultural advice to members holding shares in Farmlands (“Shareholders”).

Farmlands is a society registered under the Industrial and Provident Societies Act 1908.

## Purpose Of This Offer

Shares will only be issued to persons who qualify for membership in Farmlands in accordance with Farmlands’ Rules (“Rules”). In order to become a member and Shareholder of Farmlands you must purchase at least 500 Shares (or at least 200 Shares if you are an eligible Farmlands employee).

The purpose of this offer is to enable the issue of:

- a) initial Shares to enable persons to become Shareholders; and
- b) distributions or rebates to Shareholders in the form of additional Shares, up to the current maximum shareholding of 15,000 Shares per Shareholder (or otherwise as determined by the Board from time to time).

Farmlands will use the proceeds of the offer for the general corporate purposes of the Farmlands Group rather than for a specific activity.

<b>Key Terms Of The Offer</b>	
Brief description of the Shares	The Shares being offered are ordinary shares in Farmlands. Each Share has a nominal value of \$1.00. Farmlands only has one class of share on issue. Each Share confers on its holder, the right to receive rebates and distributions as authorised by the Board and to share in the distribution of the surplus assets of Farmlands in accordance with the Rules. The Shares may only be surrendered in certain circumstances, as set out in the Rules.
Price of the Shares	\$1.00 per Share (being the nominal value specified in the Rules). Under the Rules, the nominal value of the Shares can be changed by the Board from time to time provided that the change is authorised by an ordinary resolution of Shareholders. Unless otherwise determined by the Board at the time the Shares are issued, every \$1.00 paid for the Shares will fully pay up one Share, and will not be a part payment across all Shares issued to that Shareholder.
Date Offer of Shares Open	03 December 2016

## 1.0 Key Terms Of The Offer Continued

Date Offer of Shares Closes	This is a continuous offer of Shares. The offer therefore has no closing date but the Board is not obliged to accept applications and can decide to cease or suspend offering Shares at any time in accordance with the Rules.
Shareholding Requirements	<p>In order to become a Shareholder, you must subscribe for a minimum of 500 Shares (at a cost of \$500) ("Initial Subscription"). For eligible Farmlands' employees the minimum subscription is for 200 Shares (at a price of \$200).</p> <p>You will only be issued Shares if, in the opinion of the Board, you will be a Transacting Shareholder (as defined in the Rules).</p> <p>As this is a continuous offer of Shares, there is no minimum number of Shares that must be subscribed for by Shareholders collectively before the Shares are issued.</p>
Maximum Shareholding	The maximum number of Shares that a Shareholder may hold is currently 15,000. The maximum number or value of Shares that may be held by a Shareholder is as determined by the Board from time to time in accordance with the Rules.
Liability of shareholders to make further payments in relation to the Shares after issue	<p>The Initial Subscription for 500 Shares is payable, at your election, either:</p> <ul style="list-style-type: none"> <li>a) as a charge on your Farmlands Account, with the full \$500.00 to be charged to your first monthly statement; or</li> <li>b) as a charge on your Farmlands Account, with \$200.00 to be charged to your first monthly statement and \$100.00 to each of your next three monthly statements.</li> </ul> <p>If you are a permanent employee of Farmlands or one of its Related Entities (as defined in the Rules), and are making an initial subscription for 200 Shares, at Farmlands' discretion, you also have the option of paying for the Shares:</p> <ul style="list-style-type: none"> <li>a) as a charge on your Farmlands Account, with the required \$200.00 to be charged to your first monthly statement; or</li> <li>b) as a charge on your Farmlands Account, with \$200.00 Spread equally over 12 monthly payments</li> </ul> <p>Upon ceasing employment with Farmlands, the staff account holder has the option to either surrender their Shares in accordance with the Rules, or to subscribe for further Shares to hold a minimum of 500 Shares, and pay the additional subscription amount of \$1.00 per Share to fully pay up those Shares.</p> <p>No votes attach to the Shares until they are fully paid up (see section 5 on page 12 under the heading 'Rights and Entitlements').</p> <p>Shareholders may also be required to hold a Farmlands card or such other payment mechanism to make purchases of goods and services from Farmlands and its card partners. Certain card terms, conditions, and other fees apply to Farmlands cards.</p>
Rebates	<p>Under the Rules the Board has the power to declare distributions which may be made, in whole or part, in cash, Shares or any other form determined by the Board. In this section, a reference to a rebate or distribution includes other forms of distribution such as the issue of additional Shares.</p> <p>You could receive a return reflecting the performance of Farmlands or any Related Entity through rebates or other distributions declared by the Board, including:</p> <ul style="list-style-type: none"> <li>a) monthly discounts or rebates on purchases of goods and services from Farmlands and certain third party suppliers with whom Farmlands has discount or rebate arrangements ("Monthly Rebates"); and/or</li> <li>b) a proportion of the profits of Farmlands or Related Entities (which may be paid in cash, credit or additional Shares) which are generally paid annually but may be paid more or less frequently ("Annual Distributions"). Shareholders do not have the right to require payment in cash or credit if the Board determines to issue additional Shares. Annual Distributions may be calculated by reference to the number, value or volume of, or the profit derived by Farmlands from transactions by Shareholders with or through Farmlands or Related Entities and/or the number of Shares you hold.</li> </ul>
Surrender or transfer of Shares	See section below entitled 'How To Get Your Money Out' for a description of how Shares may be surrendered or transferred.

## 1.0 Key Terms Of The Offer Continued

### How To Get Your Money Out?

Farmlands does not intend to quote these Shares on a market licensed in New Zealand and there is no other established market for trading them. This means that you may not be able to sell your Shares.

In general, persons investing in shares in an industrial and provident society do so in order to transact with the society and to be entitled to rebates and other distributions based on their trading with the society, rather than to obtain capital gains in the value of the shares. Holders of Shares are unlikely to be able to transfer or surrender their Shares for more than the nominal value of \$1.00 per Share.

Subject to restrictions in the Rules, you may:

- a) sell or transfer your Shares to any person who is, or will become, a Transacting Shareholder of Farmlands (as a result of ceasing to trade with Farmlands for the period set out in the Rules); or
- b) withdraw from Farmlands membership and surrender your Shares.

The general method of disposing of Shares is to surrender your Shares to Farmlands if you have ceased to be a Transacting Shareholder. In addition, Farmlands can require you to surrender your Shares in certain circumstances including if:

- a) you have ceased to be a Transacting Shareholder (as a result of ceasing to trade with Farmlands Group for the period set out in the Rules);
- b) you are in default of an obligation to Farmlands or one of its Related Entities (including an obligation to pay money); or
- c) if the Board determines in its absolute discretion that the surrender is required (without being bound to give reasons).

### Key Drivers Of Returns?

Your returns may be calculated based on your levels of trading with Farmlands in various product or service categories, rather than the number or value of Shares you hold.

The principal activities of the Farmlands Group, and therefore the activities likely to have the most impact on its financial performance, are the supply of and provision of rural products and services in New Zealand.

Maintaining and increasing market share in the rural products and services industry is therefore a key driver of returns for Farmlands and its Related Entities.

Section 2 (Farmlands Group and what it does) on page 7 outlines the key drivers of returns in more detail, along with the key strategies and plans for these aspects of the business.

### Key Risks Affecting This Investment?

Farmlands considers that the most significant risk factors that could affect the returns received from holding the Shares are:

- **Levels of Trade:** Entitlements to Monthly Rebates depend on your levels of trade with Farmlands and the type of products and services you buy. You will only receive Monthly Rebates for products or services in a relevant category that you buy during that month that are paid for by the due date for payment.
- **Profits and Retentions:** Annual Distributions are only payable out of profits after any retention for the ongoing business of Farmlands. The payment of Annual Distributions is at the discretion of the Board and in accordance with the Rules and may be subject to a shareholder meeting certain qualifying criteria. There is no guarantee that an Annual Distribution will be paid in any year.
- **Capital/Funding Constraints** – As an industrial and provident society, Farmlands has greater limitations on its ability to raise equity capital to invest in large projects or initiatives. As a result, Farmlands would likely need to rely on raising debt finance if it intended to make such an investment, and would therefore be more dependent on the availability of debt finance at the relevant time.

This summary does not cover all of the risks of investing in the Shares. You should also read section 7 (Risks to Farmlands Group's Business and Plans) on page 14.

### Where You Can Find Farmlands Group's Financial Information

The financial position and performance of the Farmlands Group is essential to the assessment of this offer. You should also read section 6 (Farmlands Group's Financial Information) on page 14. Farmlands also publishes its Annual Report and Financial Statements on its website [www.farmlands.co.nz](http://www.farmlands.co.nz)

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## Letter from the Chair of Farmlands

On behalf of the Farmlands Board, thank you for your interest in subscribing for shares in Farmlands.

The Farmlands Group is New Zealand's largest rural supplies co-operative, offering a wide range of products, services and solutions to shareholders and customers. We service our shareholders through our store network, plus provide on-farm technical advice and services.

Our retail offering brings competitive pricing to rural New Zealand across every facet of rural supplies, while our Farmlands Card allows access to a network of partners and is accepted at more than 7,000 outlets nationwide. The Farmlands Card gives our shareholders the power to consolidate their spend into one simple monthly statement, bringing simplicity and convenience to their financial business management.

By subscribing for shares in Farmlands and purchasing products and services from us, you will become a Transacting Shareholder of Farmlands (provided you meet the relevant criteria). This enables you to receive rebates on your transactions through Farmlands stores, and rebates or discounts on some of your purchases made with Farmlands Card Partners. In addition, subject to business performance, you may be entitled to an annual distribution or other distribution on the basis of your purchases or shareholding with the co-operative.

This Product Disclosure Statement provides an overview of the Farmlands Group and additional details of the shares. Please read this information carefully and contact the Farmlands team for any questions you may have relating to this process. For any financial advice please contact your own professional advisors.

Farmlands originated in rural New Zealand and we are dedicated to seeing our part of New Zealand succeed. As a Transacting Shareholder, you will become part of one of New Zealand's most prominent buying groups.

On behalf of the Board, I appreciate your expression of interest in our business and look forward to welcoming you to Farmlands.



Rob Hewett

Chair

Farmlands Co-operative Society Limited

## 2.0 FARMLANDS GROUP AND WHAT IT DOES

### Farmlands Group and its Operations

The Farmlands Group is a rural supplies and services co-operative that operates retail stores and a card business within New Zealand. It also produces and sells farm nutrition inputs. Farmlands Co-operative Society Limited (“Farmlands”) is the parent entity of the Farmlands Group. Other activities are undertaken through the subsidiaries identified below.

Farmlands is a society registered under the Industrial and Provident Societies Act 1908. It has carried on business since 1962, through a number of mergers and changes of name, the most recent being the amalgamation of Farmlands Trading Society Limited and Combined Rural Traders Society Limited on 1 March 2013.

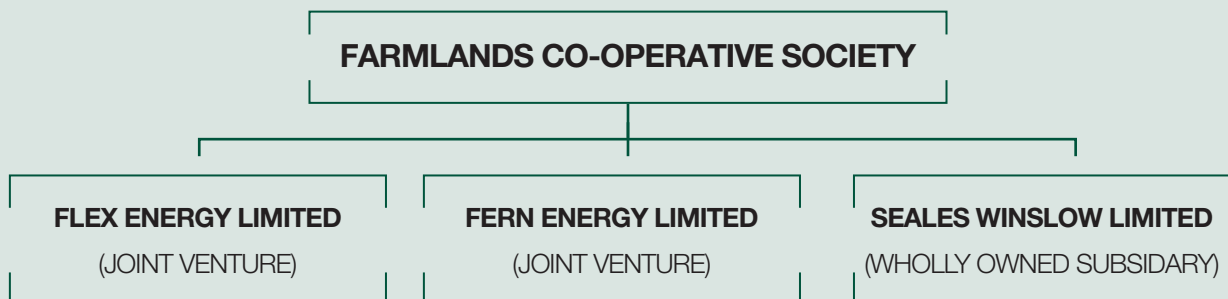
As at the date of this PDS, Farmlands’ wholly owned subsidiary companies are:

- Farmlands Finance Limited (non-trading);
- Farmlands Fuel Limited, which previously operated a fuel distribution network throughout New Zealand (now operated by Fern Energy Limited); and
- CRT Limited (non-trading)
- Seales Winslow Limited (trading). Farmlands acquired 100% of the shares in Seales Winslow Limited on 1 June 2024.

As at the date of this PDS, Farmlands’ associated companies are:

- Farm IQ Systems Limited (Associate) – note the Farmlands sold its shareholding in Farm IQ Systems Limited on 17 June 2025,
- Fern Energy Limited (Joint Venture)
- Flex Energy Limited (Joint Venture)

**The trading entity structure is as follows:**



## 2.0 FARMLANDS GROUP AND WHAT IT DOES CONTINUED

### Key Aspects of Farmlands Business Operations

Farmlands considers that the following current and future aspects of the Farmlands Group's business to have the most impact on the financial performance of the business. The key strategies and plans for these aspects of the business are also included.

<b>Current and Future Aspects of Farmlands' Business that Impact Financial Performance</b>	
<p><b>Volume of Sales</b></p> <p>Farmlands' ability to maintain and grow sales volumes of current and new products and services with its existing customers and new customers is a key driver of revenue and profitability for the Farmlands Group.</p>	<p>Success requires us to respond quickly to challenges, and requires us to be market leaders in agricultural knowledge and technical expertise on-farm. Our front line and field teams are critical to our success and we continue to invest in their training and knowledge base to ensure they have the skills, capabilities and information to deliver sales growth.</p>
<p><b>Product Mix</b></p> <p>Certain Farmlands products achieve higher levels of profitability than other Farmlands products. The mix of products offered to, and selected by, Farmlands customers is a key driver of the Farmlands Group's profitability.</p>	<p>Farmlands has a diverse range of agricultural products and services which it offers to Shareholders across a wide agricultural base.</p> <p>Farmlands has a category team who have been tasked to buy effectively to ensure a portfolio of products that meet the needs of our Shareholders.</p>
<p><b>Industry Risk</b></p> <p>Farmlands has a high concentration of business activity in primary industries. As a result, a national event affecting agriculture (such as a foot and mouth outbreak or climate events) could lead to material reduction in trade and significantly affect the profitability of the Farmlands Group.</p>	<p>Farmlands manages its balance sheet closely to ensure that it is robust enough that any one-off market shock can be absorbed.</p> <p>Our extensive shareholder base and associated mix of land use ensures a diversity of revenue streams that would de-risk the effect of a specific event detrimentally affecting one sector.</p>

## 2.0 FARMLANDS GROUP AND WHAT IT DOES CONTINUED

### Directors and Senior Managers

As at the date of this PDS, the directors of Farmlands are:

- R J Hewett (Rob) Chair;
- G W Baldwin;
- H D Sangster (Dawn);
- J A Bohnenn;
- J W Journee;
- C R Nicholson;
- W J Clarke; and
- M B O'Donnell

As at the date of this PDS, the members of Farmlands Leadership Executive Team (each a “senior manager”) are:

- T D Houghton – Chief Executive Officer;
- J E M Stockton – Chief Financial Officer
- M Barlabas - Chief Sales Merchandising Officer;
- R L Edwards - Chief People Officer; and
- C Nicolson - Chief Supply Chain Officer;
- A Scheepers - Chief Digital Officer; and
- J Irvine - Chief Legal Officer

### Acquired Businesses

Farmlands acquired Seales Winslow Limited on 1 June 2024. Other than this acquisition, as at the date of this PDS, no member of the Farmlands Group has acquired any business, or has become a subsidiary of Farmlands, or intends to acquire a business or acquire equity securities to result in a body corporate becoming a subsidiary of Farmlands, during the period since 30 June 2015 where financial information about the business or subsidiary is material information.

### Substantial Shareholders and Relevant Interests Held by Directors and Senior Managers

No shareholder in Farmlands holds a relevant interest in 5% or more of the shares on issue in Farmlands, nor will do so after the issue of the Shares under this offer.

All Shares held by Farmlands’ directors or senior managers have been acquired by the directors or senior managers in their capacity as Transacting Shareholders of Farmlands. Such shareholding details are not material information.

### Other Equity Securities in Farmlands

The Shares are the only class of equity security of Farmlands.

### Director remuneration and benefits

The total remuneration and value of other benefits received or entitled to be received by each director of Farmlands for the financial year ended 30 June 2025 are as follows:

Robert Hewett (Rob)	\$159,000
Julie Bohnenn	\$83,000
Gray Baldwin	\$78,000
Claire Nicholson	\$83,000
Christopher Dennison (Chris) Retired August 2025	\$77,000
John Journee	\$84,000
Will Clarke	\$78,000
Mark O'Donnell	\$78,000
Hilary Sangster (Dawn)	\$82,000

No services were provided to Farmlands by any director other than in their capacity of acting as a director of Farmlands

## 2.0 FARMLANDS GROUP AND WHAT IT DOES CONTINUED

### Employee Remuneration Over \$100,000 Per Annum

There were 263 employees (or former employees) of Farmlands, not being directors of Farmlands, who during the financial year ended 30 June 2025, received remuneration and other benefits in their capacity as employees of Farmlands that in value was or exceeded \$100,000.

The table below sets out the number of such employees or former employees in brackets of \$10,000:

Remuneration and value of benefits	Number of employees	Remuneration and value of benefits	Number of employees	Remuneration and value of benefits	Number of employees
\$100,000 - \$110,000	57	\$200,000 - \$210,000	6	\$350,000 - \$360,000	1
\$110,000 - \$120,000	34	\$210,000 - \$220,000	4	\$380,000 - \$390,000	1
\$120,000 - \$130,000	44	\$220,000 - \$230,000	1	\$400,000 - \$410,000	2
\$130,000 - \$140,000	28	\$230,000 - \$240,000	2	\$410,000 - \$420,000	1
\$140,000 - \$150,000	23	\$240,000 - \$250,000	3	\$460,000 - \$470,000	1
\$150,000 - \$160,000	18	\$250,000 - \$260,000	3	\$490,000 - \$500,000	1
\$160,000 - \$170,000	4	\$260,000 - \$270,000	3	\$980,000 - \$990,000	1
\$170,000 - \$180,000	8	\$270,000 - \$280,000	1		
\$180,000 - \$190,000	10	\$310,000 - \$320,000	1		
\$190,000 - \$200,000	4	\$320,000 - \$330,000	1		

### Material Interests In Farmlands (Or any of its Subsidiaries)

Robert Hewett (Farmlands Director) and James Stockton (Farmlands CFO) have been appointed by Farmlands to act as directors for Fern Energy Limited. James Stockton and Tanya Houghton (Farmlands' CEO) have been appointed by Farmlands to act as directors of Seales Winslow Limited. Tanya Houghton and Mark O'Donnell (Farmlands' Director) have been appointed by Farmlands to act as directors for Flex Energy Limited.

No directors and senior managers (or their associated persons) have a direct or indirect material interest in Farmlands or any of its subsidiaries, or in any agreement entered into on behalf of or in respect of Farmlands or any of its subsidiaries that is material to that director and Farmlands.

### Other Material Governance Disclosures

The minimum number of directors of Farmlands is six and the maximum number is nine.

The Rules set out that up to a maximum of six directors shall be appointed or elected to represent shareholders ("Shareholder Directors"). The Board may appoint up to six Shareholder Directors.

In addition:

Any Directors appointed by the Board to fill a vacancy in the number of Shareholder elected Directors will hold office until the next Annual General Meeting, where their continued appointment is subject to ratification by an ordinary resolution of shareholders.

All Shareholder Directors (whether appointed by the Shareholders or the Board) are required to be Transacting Shareholders of Farmlands and must have been Transacting Shareholders of Farmlands during the three years preceding the date of their nomination or re-election (as the case may be). Director Remuneration is determined by the Board in accordance with the Rules.

The Board may also appoint up to three Independent Directors as and when required.

### 3.0 PURPOSE OF THE OFFER

#### The purpose of this offer is to enable the issue of:

- a) initial Shares to enable persons to become Shareholders; and
- b) distributions or rebates to members in the form of additional Shares, up to the current maximum shareholding of 15,000 Shares per Shareholder (or otherwise as determined by the Board from time to time).

The purpose of this offer of Shares is not therefore to raise capital for Farmlands, but as a mechanism for membership. Farmlands will use the proceeds of the offer for the general corporate purposes of the Farmlands Group rather than for a specific activity. The use of the funds raised will not change depending on the total amount that is raised.

### 4.0 TERMS OF THE OFFER

Key Terms of the Offer	
Brief description of the Shares	The Shares being offered are ordinary shares (being ordinary nominal value shares in Farmlands). See section 1 (Key Information Summary) on page 3 for more information.
Price of the Shares	\$1.00 per Share (being the nominal value specified in the Rules). Under the Rules, the nominal value of the Shares can be changed by the Board from time to time provided that the change is authorised by an ordinary resolution of Shareholders.
Date Offer of Shares Open	03 December 2016
Date Offer of Shares Closes	This is a continuous offer of Shares. The offer therefore has no closing date but the Board is not obliged to accept applications and can decide to cease or suspend offering Shares at any time.
Shareholding Requirements	See section 1 (Key Information Summary) on page 3.
Maximum Shareholding	See section 1 (Key Information Summary) on page 3.
Liability of shareholders to make further payments in relation to the Shares after issue	See section 1 (Key Information Summary) on page 3.
Rebates and other distribution	See section 1 (Key Information Summary) on page 3.
Surrender or transfer of Shares	See section 1 (Key Information Summary) on page 3.

The terms of issue and rights and powers attaching to the Shares are set out in Part B of the Rules.

The Rules are available for download at the online Register of Financial Products at [www.disclose-register.companiesoffice.govt.nz](http://www.disclose-register.companiesoffice.govt.nz).

Returns potentially payable on the Shares are discussed in section 5 of this document (Key Features of the Shares) on page 12.

## 5.0 KEY FEATURES OF THE SHARES

### Issue and Payment

The minimum initial subscription of Shares in Farmlands is 500 shares, with an aggregate value of \$500 ("Initial Subscription").

Payment for the Initial Subscription of \$500.00 can be made, at your election, either:

- a) as a charge on your Farmlands Account, with the full \$500.00 to be charged to your first monthly statement; or
- b) as a charge on your Farmlands Account, with \$200.00 to be charged to your first monthly statement and \$100.00 to each of your next three monthly statements; or

If you are a permanent employee of Farmlands or one of its related entities, at Farmlands' discretion, the applicable minimum initial subscription is 200 shares, with an aggregate value of \$200 payable, at your election either:

- a) as a charge on your Farmlands Account, with the required \$200.00 to be charged to your first monthly statement; or
- b) as a charge on your Farmlands Account, with \$200.00 Spread equally over 12 monthly payments

Upon ceasing employment with Farmlands, the staff account holder has the option to either surrender their shares in accordance with the Rules or to subscribe for further Shares to hold a minimum of 500 Shares, and pay the additional subscription amount of \$1.00 per Share to fully pay up those Shares..

Key features of the Shares are also included in section 4 (Terms of the Offer) on page 11.

### Rights and Entitlements

In addition to the key terms applying to the Shares set out in Key Information Summary and Terms of Offer, the Shares have the following rights attached to them:

- a) the right to receive notices of, attend and speak at, meetings of shareholders of Farmlands;
- b) the right to one vote per shareholder on any shareholder resolution by a show of hands or voice vote;
- c) the right to one vote per share on a poll at a shareholders' meeting on any resolution or postal (including electronic) vote, subject to the specific voting provisions in the Rules in relation to the election of Farmlands directors. See page 10 under the heading "Other material governance disclosures" for further details;
- d) the right to receive rebates or other distributions (which may be paid in cash, credit or additional Shares as determined by the Board). Shareholders do not have the right to require payment in cash or credit if the Board determines to issue additional Shares; and
- e) the right to a share in the distribution of the surplus assets of Farmlands in accordance with the Rules.

Votes attach to the Shares once they are fully paid up. You will not be entitled to vote on any resolution at a shareholders meeting unless you are a Transacting Shareholder (as defined in the Rules) and your Shares are fully paid up and you are not in default of any of your obligations to Farmlands.

The terms of issue and rights and powers attaching to the Shares are set out in Part B of the Rules.

The Rules are available for download at the online Register of Financial Products at [www.disclose-register.companiesoffice.govt.nz](http://www.disclose-register.companiesoffice.govt.nz).

## 5.0 KEY FEATURES OF THE SHARES CONTINUED

### Surrender

The general method of disposing of Shares is to surrender your Shares to Farmlands.

**Farmlands can require you to surrender your Shares in certain circumstances including if:**

- a) you have ceased to be a Transacting Shareholder (as a result of ceasing to trade with Farmlands for the period set out in the Rules);
- b) you are in default of an obligation to Farmlands or one of its related entities (including an obligation to pay money); or
- c) the Board determines in its absolute discretion that the surrender is required (without being bound to give reasons).

You may request the surrender of your Shares in certain circumstances, including:

- a) if you cease to be a Transacting Shareholder (as a result of ceasing to trade with Farmlands for the period set out in the Rules); or
- b) on your death, when your personal representative may request a surrender of your Shares,

and such request must be accepted by the Board unless the Board determines not to accept the surrender in the circumstances.

**The consideration for the surrender of your Shares is the lesser of:**

- a) the nominal value of the Shares on the date that the surrender takes effect;
- b) the amount paid up for the Shares;
- c) if the terms of issue include a procedure for determining the consideration on surrender, the amount determined in accordance with those terms; or
- d) an amount agreed upon between you and the Board,

less any amount you owe to Farmlands or any of its related entities on any account whatsoever.

Where Farmlands has required the surrender of the Shares, the consideration must be paid within three months. If Farmlands has accepted a surrender request, the consideration can either be paid in one sum or in instalments, provided that the full consideration must be paid within 5 years.

Further information on the process for the surrender of Shares is set out in the Rules. The Rules are available for download at the online Register of Financial Products at [www.disclose-register.companiesoffice.govt.nz](http://www.disclose-register.companiesoffice.govt.nz)

### Dividends

Farmlands may pay dividends in respect of the Shares from time to time. The declaration of dividends is determined by the Board in accordance with the Rules and is not necessarily based on the number of Shares held. Distributions (including Rebates) may be paid as further described in Section 1 ("Key Information Summary") on page 2 under the heading "What is this?"

## 6.0 FARMLANDS GROUP'S FINANCIAL INFORMATION

Key financial information about the Farmlands Group, including relevant full financial statements are available on the offer register at [www.disclose-register.companiesoffice.govt.nz](http://www.disclose-register.companiesoffice.govt.nz). If you do not understand this financial information, you can seek advice from a financial adviser or accountant.

### Selected Financial Information:

The offer register contains a table outlining selected financial information for the most recent Financial Year of the Farmlands Group as well as the two preceding Financial Years.

The selected financial information included in the table comprises:

- Revenues
- Profit before tax and rebates
- Rebates
- Profit after tax and rebates
- Total assets
- Cash and cash equivalents
- Total liabilities
- Total debt
- Net cash flows from operating activities

### Full Financial Statements:

The offer register contains full audited financial statements of the Farmlands Group for the most recent financial year of the Farmlands Group as well as the two preceding financial years.

## 7.0 RISKS TO FARMLANDS GROUP'S BUSINESS AND PLANS

This section contains a description of the circumstances that Farmlands is aware of that exist, or are likely to arise, that significantly increase the risk to Farmlands Group's financial position, financial performance or stated plans.

Farmlands' Board has adopted a strategic plan that provides clarity on the initiatives and actions Farmlands takes to both run the business and drive future value, including how associated key risks are managed.

Specific Risks Relating to Farmlands Group's Financial Performance:

<b>New Zealand Rural Industry</b>	
Description of risk	<p>Sales levels of Farmlands products and services are affected by the economic condition of the New Zealand rural industry as well as climatic conditions.</p> <p>Changes in environmental law or regulations affecting Farmlands' shareholders could lead to a decrease in demand for products and services from shareholders and the wider customer base.</p>
Assessment of nature, likelihood and potential magnitude of risk	<p>Economic factors that could result in lower sales of Farmlands products and services include a downturn in the New Zealand rural industry resulting from reduced commodity prices.</p> <p>In addition extreme weather conditions or climate issues could drive lower demand for Farmlands products and services.</p> <p>A reduction in demand for Farmlands goods and services may materially reduce the financial performance of Farmlands.</p> <p>Regulatory changes, especially in the areas of, land and resource use emissions, and environmental compliance could impact on shareholders' compliance obligations and costs, leading to a potential decrease in demand for products and services.</p>

## 7.0 RISKS TO FARMLANDS GROUP'S BUSINESS AND PLANS CONTINUED

<b>Capital/Funding Constraints</b>	
Description of risk	As an Industrial and Provident Society, Farmlands has greater limitations on its ability to raise equity capital to invest in large projects or initiatives.  As a result, Farmlands would likely need to rely on raising debt finance if it intended to make such an investment and would therefore be more dependent on the availability of debt finance at the relevant time.
Assessment of nature, likelihood and potential magnitude of risk	Farmlands regularly reviews its cost of operations and if required makes changes to enable it to operate within its financial parameters. Based on its current position and the existing economic conditions, Farmlands does not anticipate difficulties funding its continuing operation
<b>Product Failure/Negligence</b>	
Description of risk	Farmlands operates in an industry in which it provides advice and products to the agricultural community, which can include advice and recommendations on chemicals and other potentially hazardous products.  Accordingly, there is a risk that Farmlands could be liable for the failure of products supplied, including as a result incorrect product usage, negligent advice or faulty product.
Assessment of nature, likelihood and potential magnitude of risk	Farmlands has a variety of policies and procedures in place to minimise product failure risk. These include: <ul style="list-style-type: none"> <li>• providing ongoing training and support to employees, both in terms of product specifications and application, and general agricultural knowledge;</li> <li>• consider whether we should include “partner selection” or similar to address importation risk.</li> <li>• managing complaints and concerns raised by customers and Shareholders to ensure that any issues that are identified are promptly remedied; and</li> <li>• as a fall back, maintaining a comprehensive portfolio of insurance policies, including liability insurances, to protect the Farmlands Group from unforeseen circumstances such as product failure.</li> </ul>
<b>Global Supply Chain Risk</b>	
Description of risk	Global supply chain constraints heighten the risk of stock shortages and unexpected delivery delays on key products. This includes inflation, and global conflicts on international shipping and logistics.
Assessment of nature, likelihood and potential magnitude of risk	Assessment of nature, likelihood and potential magnitude of risk.  Ensuring stock is available for customers to purchase when they need it has become a critical key performance indicator for the business due to supply chain difficulties internationally.  Farmlands has sought to mitigate supply chain risk through the introduction of buffer stocks in key ranges, earlier procurement of seasonal stock and by maintaining strong relationships with key suppliers and transport operators in the rural sector to ensure continuity of supply through inflation, and global uncertainty.

### General Risks

Other more general risks which may affect Farmlands Group's financial performance include:

- significant national weather events, natural disaster events, cyber-attack, pandemic, or payments systems failures;
- a general downturn in economic and business conditions;
- changes to regulatory conditions and/or operating environment that could directly or indirectly impact Farmlands (particularly in evolving environmental, social and governance (ESG) areas);
- major product recall event or litigation affecting goods or services sold by Farmlands;
- decreases in consumer demand or changes in consumer habits;
- changes in tax rates or regimes;
- a new competitor entering the markets in which Farmlands operates, or a competitor substantially increasing their market share; and
- changes in the regulatory environment which could affect markets in which Farmlands operates.

## 8.0 TAX

Tax law is complex and changes frequently. Taxation could have a significant consequence for investments, including returns payable in relation to the Shares.

The information in this section is intended as general guidance only. Farmlands recommends that Shareholders seek professional tax advice regarding their individual circumstances prior to investing in the Shares.

## 9.0 WHERE YOU CAN FIND MORE INFORMATION

Further information relating to Farmlands and the Shares (including the Rules and Farmlands' financial statements) is available free of charge on the online Register of Financial Products at [www.business.govt.nz/disclose](http://www.business.govt.nz/disclose) and can be obtained by request to the Registrar of Financial Service Providers.

Farmlands' Rules may also be viewed free of charge on the Companies Office website [www.disclose-register.companiesoffice.govt.nz](http://www.disclose-register.companiesoffice.govt.nz), by searching for Farmlands Co-operative Society Limited under 'Search Other Registers' and 'Industrial and Provident Society'. Copies may also be obtained by contacting the Companies Office of the Ministry of Business, Innovation and Employment at [info@companies.govt.nz](mailto:info@companies.govt.nz) or 0508 266 726. A fee may apply for this.

Information can also be inspected without fee at the registered office of Farmlands, 535 Wairakei Road, Christchurch, during normal business hours by any person who so requests. Requests for copies of documents such as Farmlands' financial statements and the Rules should be made in writing to Farmlands' Secretary at the address listed below in section 11 (Contact Information) on page 16.

## 10.0 HOW TO APPLY

Applications to subscribe for Shares should be made by completing an online shareholder application form available at [www.farmlands.co.nz](http://www.farmlands.co.nz).

If you are not able to access the shareholder application form online, you may contact the Farmlands Customer Experience team on 0800 200 600 and they can send you a shareholder information pack. Completed application forms can be returned to Farmlands by post or handed in to your local Farmlands store. Please see the contact information below in section 11 (Contact Information) on page 16.

Farmlands has discretion to determine whether to accept any application (and may decline any application without being bound to give reasons).

## 11.0 CONTACT INFORMATION

### **Farmlands can be contacted at:**

Share Registry  
Farmlands Co-operative Society Limited  
535 Wairakei Road  
Christchurch 8140

**Telephone:** 0800 200 600

**Email:** [farmlands@farmlands.co.nz](mailto:farmlands@farmlands.co.nz)

## 12.0 GLOSSARY

In this PDS, the following defined terms have the meanings set out below, unless the context requires otherwise:

Defined Term	Defined Term
Annual Distribution	Has the meaning given in the table on page 3 under the heading "Rebates and other distributions".
Board	The board of directors of Farmlands.
Farmlands	Farmlands Co-operative Society Limited.
Farmlands Group	Farmlands and its Related Entities as at the date of this PDS.
Initial Subscription	The minimum investment of \$500 for 500 Shares required in order to become a Shareholder (\$200 and 200 shares for qualifying employees).
Monthly Rebates	Has the meaning given in the table on page 3 under the heading "Rebates and other distributions".
PDS	This Product Disclosure Statement.
Rules	The rules of Farmlands (as amended or replaced from time to time). You can access a copy of the current rules free of charge on the offer register at <a href="http://www.business.govt.nz/disclose">www.business.govt.nz/disclose</a> .
Shareholder	A member of Farmlands holding Shares.
Shareholder Directors	The directors appointed or elected in accordance with the Rules to represent shareholders.
Shares	Ordinary shares in Farmlands.
Transacting Shareholder	Has the meaning given in the Rules.