



**17 June 2026**

Dear Growers and Shareholders

**Strike Price and Independent Valuation Update Letter for LaS and DaS**

The Zespri Board has confirmed the **ex-dividend strike price of \$7.65 per Zespri share for Loyalty as Shares (LaS) and Dividends as Shares (DaS) in July.**

This is within the \$7.25 to \$7.75 indicative strike price range per share (ex-dividend) announced by the Zespri Board last month. Northington Partners in their attached letter have updated their valuation to consider the higher than estimated Zespri June forecast and the resulting slightly higher interim dividend to be paid in July 2026. This has seen their midpoint increase 3 cents per share from their initial valuation range. The Board has maintained their view on using a slightly lower WACC compared to what Northington Partners used, and to reflect this have selected a strike price higher than Northington Partners' mid-point estimate.

Those who have opted-in to the LaS and DaS schemes have from 8am 18 June to 5pm 24 June to opt-out should they wish to do so. Eligibility based on share to production ratios will be measured at the end of this opt-out window and any entity that has opted-in but holds more than one share per tray of production (based on the average production from the best two of the last five years, including 2025) will automatically be opted-out by Zespri.

The Board remains committed to lifting grower shareholding in Zespri which is fundamental to our industry's ability to succeed in the future. I look forward to updating you on the final results of Loyalty as Shares and Dividends as Shares initiatives in July.

To help growers make an informed decision on whether to buy Zespri Group Limited shares, a Product Disclosure Statement (PDS) is available for growers to view [here](#) or on the Companies Office website [here](#) by searching for offer number OFR13848. We also recommend you seek professional advice.

Nathan Flowerday

Chairman

**Key Dates**

<b>17 June</b>	Final LaS/DaS Strike Price confirmed.
<b>18 June-24 June</b>	LaS/DaS opt-out period.
<b>3 July</b>	Dividend record date.
<b>13 July</b>	LaS shares issued.
<b>17 July</b>	DaS shares issued.

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Dear Directors

### Introduction

Further to our valuation of Zespri Group Limited (“**Zespri**”) dated 7 May 2026 (and available at [USX Release: LaS/DaS Independent Valuation Range](#)), this letter summarises our opinion in relation to the fair value range for Zespri shares. Our assessment is provided to support the Board’s determination of an appropriate issue price for the proposed share offers by Zespri under the Loyalty as Shares (“**LaS**”) and Dividends as Shares (“**DaS**”) schemes.

[www.northington.co.nz](http://www.northington.co.nz)

The updated valuation is intended to incorporate any company specific or market factors which may have impacted on our assessment of Zespri’s fair value between 7 May 2026 and the expected strike price date of 17 June 2026 for shares under the LaS and DaS schemes.

### Valuation Updates

Our 7 May 2026 valuation report established an appropriate market value range of \$7.02 to \$7.72 per share (equivalent to \$8.74 to \$9.44 per share prior to assumed dividends as at the valuation date). In finalising our fair value for a minority parcel of Zespri shares, we have considered the following:

- 1. Zespri’s final dividend for FY2026 and interim dividend for FY2027:** the 7 May 2026 valuation assumed a final FY2026 dividend and interim FY2027 dividend of \$0.36 and \$1.38 per ordinary share respectively. This equated to a total adjustment of \$1.72 per share when allowing for Class B shares which are not entitled to dividends (\$326m of assumed dividends spread across both ordinary and Class B shares). Zespri has since confirmed a final FY2026 dividend and interim FY2027 dividend of \$0.36 and \$1.39 per ordinary Zespri share respectively, equivalent to total dividends of ~\$327.5m. Considering all Zespri shares on issue (including Class B), this is equivalent to \$1.73 per share.

The actual dividends are \$0.01 higher than our original assumptions and would therefore result in a \$0.01 per share reduction in value on an ex-dividend basis.

- 2. Changes to Zespri’s FY2027 earnings estimates:** Zespri has delivered two consecutive strong seasons in FY2025 and FY2026, with FY2026 NZS EBIT of approximately \$75m. This outcome reflects record tray volumes, improved pricing and operating efficiencies. FY2026 ZGS performance also improved materially (~\$50m EBIT), driven by higher volumes and better margins.

Consistent with a continuation of the FY2026 season outcomes and a positive kiwifruit industry outlook, Zespri’s FY2027 earnings guidance has modestly increased since our 7 May 2026 valuation. The improved FY2027 earnings outlook has a positive discounted cash flow value impact of \$0.04 per share (inclusive of our assessed minority and marketability discounts).

- 3. Changes to Zespri’s longer-term outlook:** since the 7 May 2026 valuation was finalised, the New Zealand Government has announced plans for a proposed amendment Bill which would extend the Plant Variety Rights (“**PVR**”) protection period for trees and vines, including kiwifruit varieties, to 30 years and reinstate provisional protection rights (protecting varieties from unauthorised use from PVR application until it is granted). This would apply to existing Zespri PVRs, including Gold3 and Red19, which would be protected for an extra seven years while Red80 would get an extra 5 years protection (as it was registered later under a different act). If

passed into law, this extension would likely have a positive impact on our assessed value of Zespri. However, the ultimate value impact is subject to significant uncertainty and will depend on a number of factors, including: Parliament passing the Bill into law; whether the PVR extension results in the period for assumed SunGold licence sales also extending beyond FY2034 (and the potential impact on licence prices which will depend on land availability, forecast demand growth, industry capacity factors and grower economics); the level of royalties payable to Zespri and Plant & Food Research (New Zealand Institute for Bioeconomy Science) for the extended period; and Zespri's updated long-term volume and price assumptions which may be impacted by increased hectares, supply / demand pricing dynamics and the fact that the PVR extension applies only in New Zealand (not to other countries where SunGold PVRs may expire at different dates). While the changes to the PVR licence period may provide upside value to Zespri, the process to achieve approval remains subject to political risk and the ultimate value impact remains uncertain. We therefore believe that it is too early to incorporate the potential impact into our valuation range.

Other than the PVR extension noted above, we do not believe there have been any fundamental changes which would warrant updates to our longer-term Zespri forecast assumptions. Fruit volumes can vary considerably season to season and there is no reason to believe that future production yields or the pricing outlook has changed materially. We have therefore not made any other changes to our long-term cash flow forecasts.

4. **Market factors:** we have also considered changes to broader equity markets (e.g. NZX50 and global market indices) and comparable company share prices and earnings multiples between 7 May and 17 June 2026 to determine whether changing market conditions may have impacted on Zespri's value. We note that markets, prices and comparable company multiples have broadly been flat since 7 May and do not consider any value adjustment is necessary as a result.
5. **Zespri USX Price:** while we believe that the liquidity for Zespri shares on USX is insufficient to draw any meaningful conclusions regarding Zespri's underlying fair value, we have also considered the market price reaction to recent price-sensitive news released by the Company. This largely comprises our 7 May 2026 valuation and report content, news regarding the potential legislative changes to Zespri's PVR licence period, Zespri's FY2026 results, Company updates on grower participation in the LaS/DaS schemes and Zespri's FY2027 earnings and dividend outlook (included in our 7 May 2026 report), all of which we would categorise as generally positive news for growers and shareholders.

Since 20 May 2026 when Zespri announced the indicative price range for the LaS/DaS schemes (\$7.25 to \$7.75 per Zespri share) and released our valuation report, Zespri's USX traded price has been broadly in line with our assessed value range (pre dividends). However, given the LaS and DaS schemes offer the opportunity for Zespri growers and existing shareholders to obtain a meaningful number of shares without paying brokerage costs, we expect that many natural buyers of Zespri shares who might ordinarily have purchased on USX may have deferred any purchases until after the outcome of the LaS/DaS share issues is confirmed (including Zespri setting the final issue price and participation levels).

As a result, we believe that the implementation of the LaS/DaS schemes is likely to have temporarily exacerbated Zespri's lack of liquidity and price discovery on USX. Therefore, while the general market reaction to recent price sensitive news has been positive as we would expect, we have not placed any significant emphasis on the USX price movements as a guide to the underlying fair market value.

## Las / DaS Valuation Conclusion

Taking all of the above factors into account, we estimate an updated market value range of \$7.05 to \$7.75 per Zespri share. This is \$0.03 per share higher at both the bottom and top of our 7 May 2026 valuation range reflecting the cumulative impact of Zespri's dividends being \$0.01 per share higher than assumed (negative impact) and a \$0.04 per share positive impact from the improved FY2027 earnings outlook (overall net impact of \$0.03 per share). Table 1 summarises our updated assessed fair market value range for the LaS and DaS issue price.

**Table 1: Updated Zespri Valuation Summary (value as of 30 June 2026)<sup>1</sup>**

	<b>Low</b>	<b>High</b>	<b>Mid</b>
Enterprise Value (\$m)	\$2,255	\$2,493	\$2,374
<i>Implied FY2026 EBIT Multiple</i>	5.8x	6.4x	6.1x
<i>less Combined Minority and Marketability Discount (\$m)</i>	(\$992)	(\$1,097)	(\$1,045)
<i>plus Net Cash for Valuation Purposes (\$m)<sup>2</sup></i>	\$72	\$72	\$72
<b>Minority Equity Value (\$m)</b>	<b>\$1,335</b>	<b>\$1,468</b>	<b>\$1,402</b>
<b>Value Per Zespri Share (ex-Div)</b>	<b>\$7.05</b>	<b>\$7.75</b>	<b>\$7.40</b>
<i>Equivalent Value Prior to Dividends</i>	\$8.78	\$9.48	\$9.13

<sup>1</sup> some totals are affected by rounding.

<sup>2</sup> net cash for valuation purposes includes our assessment of Zespri's 31 March 2026 cash position (\$170m) plus the post-tax proceeds from the May 2026 SunGold and RubyRed licence auction proceeds (\$227m) less cash dividends (\$328m).

## Conclusion

Allowing for the factors outlined above, we estimate a fair value issue price range for the LaS and DaS share issues between \$7.05 - \$7.75 per Zespri share. This is equivalent to a pre-dividend value range of \$8.78 - \$9.48 per share.

This letter should be read in conjunction with our full 7 May 2026 valuation report, particularly as it relates to the key valuation assumptions and investment risks. We consent to this letter being made available to growers and shareholders as part of Zespri's communications on the final LaS/DaS scheme issue price. We have also consented to the release of this letter and its disclosure on the Offer Register for offer number OFR13848.

Yours faithfully  
Northington Partners Limited



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