

EXPLORING A DEFERRED PAYMENT SHARE OFFER | GROWER BRIEFING APRIL 2026

Increasing the number of growers who own shares in Zespri is a priority for the industry. Strong grower ownership supports a market-led approach, strengthens industry unity, and reinforces support for the Single Desk from growers and therefore the Government. It positions us to make commercial decisions as an industry that drive growth and deliver ongoing value to growers in a rapidly changing global environment.

Following extensive grower consultation in 2025, an indicative plan has been developed to reach a target of at least 80 percent of New Zealand growers owning Zespri shares by 2035. One of the first actions under this plan is exploring a potential deferred payment offer, which would enable eligible growers to purchase Zespri shares and pay for them over time. Consultation made clear that the primary barrier preventing unshared growers from purchasing shares is financial circumstances.

This document has been prepared to support discussions with growers on the details of a potential deferred payment share offer and to understand likely uptake. The decision to proceed is at the discretion of the Zespri Board and will be based on the feasibility of execution and level of grower interest.

Please note that the terms outlined below are draft and subject to change. If a deferred payment share offer goes ahead the offers will be made under the Financial Markets Conduct Act 2013, and further details including eligible participants and applicable terms and conditions will be released at a later point in time.

KEY FEATURES [INDICATIVE]

- Open to New Zealand Producers with half a share or less per tray of production (equal to 0:50:1 or lower) at the close of the opt-out period
- Eligible Producers must be resident in New Zealand
- Leaseholders must provide a valid lease with a term of at least 12 months
- Minimum purchase of 500 shares per Producer, maximum purchase of 5,000 shares per Producer
- Opt-in for eligible Producers, not a mandatory scheme
- The proposed timing is to launch the offer in May 2027 alongside the LaS and DaS share offers
- The new shares will be issued ex-dividend at the same strike price as LaS and DaS
- Participants will receive the full value of declared dividends in 2028 and 2029 meaning full dividends will be received while an amount remains owing. Shares cannot be transferred or sold while an amount is owing on them
- If a participant defaults on payment, the shares will be forfeited along with any amounts already paid. The process for managing payment default will be set out in the offer documentation.

COMMERCIAL DETAILS

The shares will be issued at the strike price set by the Zespri Board prior to the share issue. This will be the same strike price as applies to the LaS and DaS share offers. The Board will consider several factors, including an independent valuation, and will set a price it considers fair having regard to circumstances at the time. There will be an opt-out window after the price is set for anyone wishing not to proceed.

Shares are paid off by cash payment over two years in three equal instalments (including one upfront payment):

Instalment	Due Date	Amount	Interest	Dividend received
1st Payment	21 July 2027	1/3 of total	None	No
2nd Payment	End of July 2028	1/3 of total	Market rate on outstanding balance	Yes
3rd Payment	End of July 2029	1/3 of total	Market rate on outstanding balance	Yes

Interest will be charged on the outstanding balance and added to the second and third instalment payments. The interest rate will be set by the Zespri Board, using a framework that considers the OCR and bank interest rates at the time. It will be fixed throughout the loan period and will be included in the offer documents released in May 2027, before growers decide if they want to opt-in.

Participants receive dividends for 2028 and 2029 as either cash or via DaS (if opted in). Cash dividends and fruit payments cannot be offset against outstanding payment amounts.

Compared with paying the full price upfront, deferred payment can offer a cash-flow timing benefit because dividends are received on the shares while the purchase price is paid in instalments.