Briscoe Group Limited

Consolidated Financial Statements

For the period ended 29 January 2023

Introduction and Table of Contents

For the 52 week period ended 29 January 2023

Introduction

These financial statements have been presented in a style which attempts to make them less complex and more relevant to shareholders.

We have grouped the note disclosures into six sections:

1. Basis of Preparation
2. Performance
3. Operating Assets and Liabilities
4. Investments
5. Financing and Capital Structure
6. Other Notes

Each section sets out the accounting policies applied to the relevant notes.

The purpose of this format is to provide readers with a clearer understanding of the financial affairs of the Group.

Accounting policies have been shown in shaded areas for easier identification.

Briscoe Group Limited

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For the 52 week period ended 29 January 2023

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Consolidated Financial Statements

Notes to the Consolidated Financial Statements:

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Briscoe Group Limited

Directors' Approval of Consolidated Financial Statements

For the 52 week period ended 29 January 2023

Authorisation for Issue

The Board of Directors authorised the issue of these Consolidated Financial Statements on 14 March 2023.

Approval by Directors

The Directors are pleased to present the Consolidated Financial Statements for Briscoe Group Limited for the 52 week period ended 29 January 2023. (Comparative period is for the 52 week period ended 30 January 2022).

Dame Rosanne Meo CHAIR	Rod Duke GROUP MANAGING DIRECTOR

14 March 2023

For and on behalf of the Board of Directors

Briscoe Group Limited

Consolidated Income Statement

For the 52 week period ended 29 January 2023

	Notes	**Period ended 29 January 2023 $000**	Period ended 30 January 2022 $000
Sales revenue		**785,854**	744,450
Cost of goods sold		**(439,932)**	(403,808)
Gross profit		**345,922**	340,642
Other operating income	2.2	**3,292**	3,571
Store expenses		**(122,594)**	(116,366)
Administration expenses		**(91,126)**	(91,379)
Earnings before interest and tax		**135,494**	136,468
Finance income		**2,495**	399
Finance cost		**(14,908)**	(14,495)
Net finance cost	5.1	**(12,413)**	(14,096)
Profit before income tax		**123,081**	122,372
Income tax expense	2.3.1	**(34,644)**	(34,463)
Net profit attributable to shareholders		**88,437**	87,909

Earnings per share for profit attributable to shareholders:			
Basic earnings per share (cents)	2.4	**39.7**	39.5
Diluted earnings per share (cents)	2.4	**39.7**	39.4

The above consolidated income statement should be read in conjunction with the accompanying notes.

Briscoe Group Limited

Consolidated Statement of Comprehensive Income

For the 52 week period ended 29 January 2023

	Notes	**Period ended 29 January 2023 $000**	Period ended 30 January 2022 $000
Net Profit attributable to shareholders		**88,437**	87,909
Other comprehensive income:			
Items that will not be subsequently reclassified to profit or loss:			
Change in value of investment in equity securities	4.1	**(13,922)**	2,880
Items that may be subsequently reclassified to profit or loss:			
Fair value (gain)/loss recycled to income statement from cashflow hedge reserve		**(8,983)**	2,912
Fair value gain taken to the cashflow hedge reserve		**3,077**	3,812
Deferred tax on fair value gain/(loss) taken to income statement from cashflow hedge reserve	2.3.2	**2,515**	(816)
Deferred tax on fair value gain taken to cashflow hedge reserve	2.3.2	**(862)**	(1,067)
Total other comprehensive income/(loss)		**(18,175)**	7,721
Total comprehensive income/(loss) attributable to shareholders		**70,262**	95,630

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Briscoe Group Limited

Consolidated Balance Sheet

As at 29 January 2023

	Notes	**29 January 2023 $000**	30 January 2022 $000
ASSETS			
Current assets			
Cash and cash equivalents	3.1.1	**149,874**	102,481
Trade and other receivables	3.1.2	**6,184**	5,082
Inventories	3.1.3	**117,792**	119,514
Derivative financial instruments	5.2.5	**40**	3,137
Total current assets		**273,890**	230,214
Non-current assets			
Property, plant and equipment	3.2	**130,292**	125,897
Intangible assets	3.3	**1,994**	2,563
Right-of-use assets	3.4.1	**243,701**	250,789
Deferred tax	2.3.2	**16,622**	14,184
Investment in equity securities	4.1	**50,888**	64,810
Total non-current assets		**443,497**	458,243
TOTAL ASSETS		**717,387**	688,457
LIABILITIES			
Current liabilities			
Trade and other payables	3.1.4	**109,181**	80,785
Lease liabilities	3.4.3	**19,791**	19,025
Taxation payable	2.3.2	**11,308**	18,266
Derivative financial instruments	5.2.5	**2,513**	-
Total current liabilities		**142,793**	118,076
Non-current liabilities			
Trade and other payables	3.1.4	**892**	875
Lease liabilities	3.4.3	**265,178**	270,193
Total non-current liabilities		**266,070**	271,068
TOTAL LIABILITIES		**408,863**	389,144
NET ASSETS		**308,524**	299,313
EQUITY			
Share capital	5.3.2	**62,136**	61,992
Cashflow hedge reserve	5.2.5	**(1,869)**	2,384
Equity-based remuneration reserve	6.2.2	**575**	566
Other reserves	5.3.4	**(36,965)**	(23,043)
Retained earnings		**284,647**	257,414
TOTAL EQUITY		**308,524**	299,313

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

Briscoe Group Limited

Consolidated Statement of Cash Flows

For the 52 week period ended 29 January 2023

	Notes	**Period ended 29 January 2023 $000**	Period ended 30 January 2022 $000
OPERATING ACTIVITIES			
Cash was provided from			
Receipts from customers		**784,747**	744,320
Rent received		**28**	25
Dividends received		**2,884**	2,407
Interest received		**1,833**	342
Insurance recovery		**154**	135
		789,646	747,229
Cash was applied to			
Payments to suppliers		**(457,553)**	(487,274)
Payments to employees		**(98,366)**	(90,413)
Interest paid		**(14,893)**	(14,495)
Net GST paid		**(31,932)**	(28,683)
Income tax paid		**(42,486)**	(29,868)
		(645,230)	(650,733)
Net cash inflows from operating activities		**144,416**	96,496
INVESTING ACTIVITIES			
Cash was provided from			
Proceeds from sale of property, plant and equipment		**23**	22
		23	22
Cash was applied to			
Purchase of property, plant and equipment	3.2	**(15,357)**	(18,157)
Purchase of intangible assets		**(1,098)**	(1,740)
Investment in equity securities	4.1	**-**	-
		(16,455)	(19,897)
Net cash outflows from investing activities		**(16,432)**	(19,875)
FINANCING ACTIVITIES			
Cash was provided from			
Issue of new shares	5.3.2	**-**	-
Net proceeds from borrowings		**-**	-
		-	-
Cash was applied to			
Dividends paid	5.3.3	**(61,228)**	(55,639)
Lease liability payments		**(19,065)**	(19,159)
		(80,293)	(74,798)
Net cash outflows from financing activities		**(80,293)**	(74,798)
Net increase in cash and cash equivalents		**47,691**	1,823
Cash and cash equivalents at beginning of period		**102,481**	100,417
Effect of exchange rate changes on cash and cash equivalents		**(298)**	241
Cash and cash equivalents at period end	3.1.1	**149,874**	102,481

Briscoe Group Limited

Consolidated Statement of Cash Flows (continued)

For the 52 week period ended 29 January 2023

RECONCILIATION OF NET CASH FLOWS FROM OPERATING ACTIVITIES TO REPORTED NET PROFIT

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Reported net profit attributable to shareholders	**88,437**	87,909
Items not involving cash flows		
Depreciation and amortisation expense	**34,292**	32,904
Bad debts and movement in doubtful debts	**(91)**	(69)
Inventory adjustments	**16**	4,857
Amortisation of equity-based remuneration	**276**	217
Loss/(gain) on disposal/surrender of assets	**669**	(768)
	35,162	37,141
Impact of changes in working capital items		
Increase in trade and other receivables	**(1,011)**	(1,479)
Decrease (increase) in inventories	**1,706**	(32,898)
(Decrease) increase in taxation payable	**(6,958)**	5,853
Increase (decrease) in trade payables	**27,124**	(6,875)
(Decrease) increase in other payables and accruals	**(44)**	6,845
	20,817	(28,554)
Net cash inflow from operating activities	**144,416**	96,496

NET DEBT RECONCILIATION

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Cash and cash equivalents		
Cash and cash equivalents at beginning of period	**102,481**	100,417
Net increase in cash and cash equivalents	**47,691**	1,823
Effect of exchange rate changes	**(298)**	241
Cash and cash equivalents at period end	**149,874**	102,481
Lease liabilities		
Opening value	**(289,218)**	(292,271)
Cash flows	**19,065**	19,159
Lease acquisitions	**(16,139)**	(19,350)
Lease surrenders	**1,323**	3,244
Total lease liabilities at period end	**(284,969)**	(289,218)
Net debt reconciliation	**(135,095)**	(186,737)

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Briscoe Group Limited

Consolidated Statement of Changes in Equity

For the 52 week period ended 29 January 2023

	Notes	Share Capital	Cashflow Hedge Reserve	Equity-Based Remuneration Reserve	Other Reserves	Retained Earnings	Total Equity
		$000	$000	$000	$000	$000	$000
Balance at 31 January 2021		61,839	(2,457)	444	(25,923)	225,144	259,047
Net profit attributable to shareholders for the period		-	-	-	-	87,909	87,909
Other comprehensive income:							
Change in value of investment in equity securities	4.1	-	-	-	2,880	-	2,880
Net fair value gain taken through cashflow hedge reserve		-	4,841	-	-	-	4,841
Total comprehensive income for the period		-	4,841	-	2,880	87,909	95,630
Transactions with owners:							
Dividends paid	5.3.3	-	-	-	-	(55,639)	(55,639)
Performance rights charged to income statement	6.2.1	-	-	217	-	-	217
Performance rights vested	5.3.2/6.2	153	-	(153)	-	-	-
Deferred tax on equity-based remuneration	2.3.2/6.2.2	-	-	58	-	-	58
Balance at 30 January 2022		61,992	2,384	566	(23,043)	257,414	299,313
Net profit attributable to shareholders for the period		**-**	**-**	**-**	**-**	**88,437**	**88,437**
Other comprehensive income:							
Change in value of investment in equity securities	4.1	**-**	**-**	**-**	**(13,922)**	**-**	**(13,922)**
Net fair value loss taken through cashflow hedge reserve		**-**	**(4,253)**	**-**	**-**	**-**	**(4,253)**
Total comprehensive (loss)/income for the period		**-**	**(4,253)**	**-**	**(13,922)**	**88,437**	**70,262**
Transactions with owners:							
Dividends paid	5.3.3	**-**	**-**	**-**	**-**	**(61,228)**	**(61,228)**
Performance rights charged to income statement	6.2.1	**-**	**-**	**276**	**-**	**-**	**276**
Performance rights vested	5.3.2/6.2	**144**	**-**	**(144)**	**-**	**-**	**-**
Performance rights forfeited	6.2.2	**-**	**-**	**(24)**	**-**	**24**	**-**
Deferred tax on equity-based remuneration	2.3.2/6.2.2	**-**	**-**	**(99)**	**-**	**-**	**(99)**
Balance at 29 January 2023		**62,136**	**(1,869)**	**575**	**(36,965)**	**284,647**	**308,524**

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

1. Basis of Preparation

For the 52 week period ended 29 January 2023

This section presents a summary of information considered relevant and material to assist the reader in understanding the foundations on which the financial statements as a whole have been compiled. Accounting policies specific to notes shown in other sections are included as part of that particular note.

1.1 General Information

Briscoe Group Limited (the Company) and its subsidiaries (together the Group) is a retailer of homeware and sporting goods. The Company is a limited liability company incorporated and domiciled in New Zealand and is listed on the New Zealand Stock Exchange (NZX). Briscoe Group Limited is registered under the Companies Act 1993 and is an FMC Reporting Entity under Part 7 of the Financial Markets Conduct Act 2013. The address of its registered office is 1 Taylors Road, Morningside, Auckland. The Company is registered in Australia as a foreign company under the name Briscoe Group Australasia Limited and is listed on the Australian Securities Exchange as a foreign exempt entity. (NZX / ASX code: BGP).

The financial statements of the Group have been prepared in accordance with the requirements of Part 7 of the Financial Markets Conduct Act 2013 and the NZX Main Board Listing Rules.

These audited consolidated financial statements have been approved for issue by the Board of Directors on 14 March 2023.

1.2 General Accounting Policies

These consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Practice (GAAP). They comply with New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) and other applicable Financial Reporting Standards, as appropriate for for-profit entities. The consolidated financial statements also comply with International Financial Reporting Standards (IFRS).

The consolidated financial statements are presented in New Zealand dollars which is the Company's functional currency and the Group's presentation currency. All financial information has been presented in thousands, unless otherwise stated.

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Entities reporting

The consolidated financial statements reported are for the consolidated Group which is the economic entity comprising Briscoe Group Limited and its subsidiaries. The Group is designated as a for-profit entity for the purposes of complying with GAAP.

Reporting period

These consolidated financial statements are in respect of the 52-week period 31 January 2022 to 29 January 2023 and provide a balance sheet as at 29 January 2023. The comparative period is in respect of the 52-week period 1 February 2021 to 30 January 2022. The Group operates on a weekly trading and reporting cycle resulting in 52 weeks for most years with a 53-week period occurring once every 5-6 years.

Principles of consolidation

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company 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 Company. They are deconsolidated from the date that control ceases.

Notes to the Consolidated Financial Statements

1. Basis of Preparation

For the 52 week period ended 29 January 2023

Intercompany transactions, balances and unrealised gains or losses on transactions between Group companies are eliminated. Accounting policies of subsidiaries are changed when necessary to ensure consistency with the policies adopted by the Company.

Subsidiaries	Activity	2023 Interest	2022 Interest
Briscoes (New Zealand) Limited	Homeware retail	**100%**	100%
The Sports Authority Limited (trading as Rebel Sport)	Sporting goods retail	**100%**	100%
Rebel Sport Limited	Name protection	**100%**	100%
Living and Giving Limited	Name protection	**100%**	100%

All companies above are incorporated in New Zealand and have a balance date consistent with that of the Company as outlined in the accounting policies.

Historical cost convention

These financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain assets as identified in specific accounting policies detailed throughout these financial statements.

Critical accounting judgements and estimates

In the process of applying the Group's accounting policies and the application of accounting standards, a number of estimates and judgements have been made. The estimates and underlying assumptions are based on historical experience and adjusted for current market conditions and other factors, including expectations of future events that are considered to be reasonable under the circumstances. If outcomes within the next financial period are significantly different from assumptions, this could result in adjustments to carrying amounts of the asset or liability affected. Further explanation as to estimates and assumptions made by the Group can be found in the notes to the financial statements:

Areas of judgement and estimation	Note
Inventories	3.1.3
Leases	3.4

Foreign currency translation

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in which case they are recognised in other comprehensive income as qualifying cash flow hedges.

Briscoe Group Limited

Notes to the Consolidated Financial Statements

2. Performance

For the 52 week period ended 29 January 2023

This section reports on the results and performance of the Group, providing additional information about individual items, including performance by operating segment, revenue, expenses, taxation and earnings per share.

2.1 Segment Information

An operating segment is a component of an entity that engages in business activities which earns revenue and incurs expenses and for which the chief operating decision maker (CODM) reviews the operating results on a regular basis and makes decisions on resource allocation. The Group has determined its CODM to be the group of executives comprising the Managing Director, Chief Operating Officer, Chief Financial Officer and the Chief People Officer.

The Group is organised into two reportable operating segments, namely homeware and sporting goods, reflecting the different retail sectors within which the Group operates. The Company is considered not to be a reportable operating segment. Eliminations and unallocated amounts as shown below are primarily attributable to the Company. There were no inter-segment sales in the period (2022: Nil).

Information regarding the operations of each reportable operating segment is included below. Segment profit represents the profit earned by each segment and is extracted from the income statements associated with the two trading subsidiary companies, Briscoes (New Zealand) Limited and The Sports Authority Limited (trading as Rebel Sport). Earnings before interest and tax (EBIT) is a non-GAAP measure and used by CODM to assess the performance of the operating segments. This measure should not be viewed in isolation, nor considered as a substitute for measures reported in accordance with NZ IFRS. This non-GAAP financial measure may not be comparable to similarly titled amounts reported by other companies.

For the period ended 29 January 2023

	Homeware	Sporting goods	Eliminations/ Unallocated	Total Group
	$000	$000	$000	$000
INCOME STATEMENT				
Total sales revenue	487,501	298,353	-	785,854
Gross profit	214,861	131,061	-	345,922
Earnings before interest and tax	75,652	54,032	5,810	135,494
Finance income	482	1,895	118	2,495
Finance cost	(9,913)	(4,945)	(50)	(14,908)
Net finance costs	(9,431)	(3,050)	68	(12,413)
Income tax expense	(18,772)	(14,280)	(1,592)	(34,644)
Net profit after tax	47,449	36,702	4,286	88,437
BALANCE SHEET ITEMS:				
Assets	372,788	276,147	68,452[1.]	717,387
Liabilities	254,474	151,254	3,135	408,863

OTHER SEGMENTAL ITEMS:				
Acquisitions of property, plant and equipment, intangibles and investments	**9,474**	**6,981**	**-**	**16,455**
Depreciation and amortisation expense	**22,352**	**11,940**	**-**	**34,292**

	$000
1. Investment in equity securities	*53,671*
Intercompany eliminations	*(7,523)*
Other balances	*22,304*
	68,452

For the period ended 30 January 2022

	Homeware $000	Sporting goods $000	Eliminations/ Unallocated $000	Total Group $000
INCOME STATEMENT				
Total sales revenue	460,887	283,563	-	744,450
Gross profit	208,440	132,202	-	340,642
Earnings before interest and tax	73,771	57,687	5,010	136,468
Finance income	96	281	22	399
Finance cost	(9,569)	(4,804)	(122)	(14,495)
Net finance costs	(9,473)	(4,523)	(100)	(14,096)
Income tax expense	(18,171)	(14,889)	(1,403)	(34,463)
Net profit after tax	46,127	38,275	3,507	87,909
BALANCE SHEET ITEMS:				
Assets	385,205	246,514	56,738[1.]	688,457
Liabilities	266,122	141,074	(18,052)	389,144
OTHER SEGMENTAL ITEMS:				
Acquisitions of property, plant and equipment, intangibles and investments	15,019	4,878	-	19,897
Depreciation and amortisation expense	21,170	11,734	-	32,904

	$000
1. Investment in equity securities	*67,593*
Intercompany eliminations	*(27,524)*
Other balances	*16,669*
	56,738

2.2 Income and Expenses

Revenue recognition
Revenue comprises the fair value of consideration received or receivable for the sale of goods and services, net of Goods and Services Tax (GST), and discounts and after eliminating sales within the Group. Revenue is recognised as follows:

Sales of goods - retail
For all sales, control is considered to pass to the customer at the point when the customer can use or otherwise benefit from the goods and services. For in-store sales, control passes to the customer at point of sale. For online sales, the order along with delivery to the customer are considered to comprise a single performance obligation, therefore control is considered to pass to the customer on delivery of the goods. Retail sales are predominantly by credit card, debit card or in cash.

Rental income
Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the period of the lease.

Interest income
Interest income is recognised on a time-proportionate basis using the effective interest method.

Dividend income
Dividend income is recognised when the right to receive the dividend is established.

Profit before income tax includes the following specific income and expenses:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Income		
Rental income	**28**	25
Dividends received	**2,884**	2,407
Insurance recovery	**154**	135
Gain on lease surrender	**226**	1,005
Expenses		
Depreciation of property, plant and equipment	**10,540**	9,398
Amortisation of software costs	**1,622**	1,334
Depreciation of right-of-use assets	**22,130**	22,172
Interest on leases	**14,859**	14,218
Operating lease rental expense	**190**	129
Wages, salaries and other short-term benefits	**94,828**	93,069
Equity-based remuneration (refer also Note 6.2)	**276**	217
Amounts paid to auditors:		
Statutory Audit	**143**	134
Half year review	**47**	33
Other services	**-**	-

2.3 Taxation

Current and deferred income tax

The income tax expense for the period is the tax payable on the current period's taxable income based on the income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in New Zealand, being the country where the Group operates and generates taxable income. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income 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 assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and liabilities are offset when the entity has a legal enforceable right to offset and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Goods and Services Tax (GST)

The income statement, statement of comprehensive income and statement of cash flows have been prepared so that all components are stated exclusive of GST. All items in the balance sheet are stated net of GST, with the exception of trade receivables and trade payables, which include GST invoiced.

2.3.1 Taxation – Income statement

The total taxation charge in the income statement is analysed as follows:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
(a) Income tax expense		
Current tax expense:		
Current tax	**34,585**	34,669
Adjustments for prior periods	**943**	1,052
	35,528	35,721
Deferred tax expense:		
Decrease in future tax benefit current period	**67**	(205)
Adjustments for prior periods	**(951)**	(1,053)
	(884)	(1,258)
Total income tax expense	**34,644**	34,463

(b) Reconciliation of income tax expense to tax rate applicable to profits

Profit before income tax expense	**123,081**	122,372
Tax at the corporate rate of 28% (2022: 28%)	**34,463**	34,264
Tax effect of amounts which are either non-deductible or non-assessable in calculating taxable income:	**189**	200
Prior period adjustments	**(8)**	(1)
Total income tax expense	**34,644**	34,463

The Group has no tax losses (2022: Nil) and no unrecognised temporary differences (2022: Nil).

2.3.2 Taxation – Balance sheet

(a) Deferred Taxation

The following are the major deferred taxation liabilities and assets recognised by the Group and movements thereon during the current and prior period:

	Depreciation $000	Provisions $000	Derivative financial instruments $000	Net lease liability $000	Total $000
At 31 January 2021	90	3,506	956	10,198	14,750
Recognised in the income statement	94	602	-	562	1,258
Recognised in equity	-	58	-	-	58
Recognised in other comprehensive income	-	-	(1,882)[1.]	-	(1,882)
At 30 January 2022	184	4,166	(926)	10,760	14,184
Recognised in the income statement	**7**	**82**	**-**	**795**	**884**
Recognisd in equity	**-**	**(99)**	**-**	**-**	**(99)**
Recognised in other comprehensive income	**-**	**-**	**1,653**[1.]	**-**	**1,653**
At 29 January 2023	**191**	**4,149**	**727**	**11,555**	**16,622**

1. Net credited to other comprehensive income comprises deferred tax on fair value gain taken to income statement of $2,515,053 (2022: deferred tax on fair value loss of $815,392) and deferred tax on fair value gain taken to cash flow hedge reserve of $861,599 (2022: deferred tax on fair value gain of $1,067,056).

(b) Taxation payable

The following is the analysis of the movements in the taxation payable balance during the current and prior period:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Movements:		
Balance at beginning of period	**(18,266)**	(12,413)
Current tax	**(35,528)**	(35,721)
Tax paid	**42,072**	29,488
Foreign investor tax credit (FITC)	**414**	380
Balance at end of period	**(11,308)**	(18,266)

2.3.3 Imputation credits

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Imputation credits available for use in subsequent accounting periods	**138,029**	123,557

The above amounts represent the balance of the imputation account as at the end of the reporting period, adjusted for:

- Imputation credits that will arise from the payment of the provision for income tax,
- Imputation debits that will arise from the payment of dividends recognised as liabilities at the reporting date, and
- Imputation credits that will arise from the receipt of dividends recognised as receivables at the reporting date.

The consolidated amounts include imputation credits that would be available to the Company if subsidiaries paid dividends.

2.4 Earnings Per Share

Earnings per share (EPS) is the amount of post-tax profit attributable to each share.

Basic EPS is computed by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares on issue during the period.

Diluted EPS adjusts for any commitments the Group has to issue shares in the future that would decrease the Basic EPS. These are in the form of performance rights. Diluted EPS is therefore computed by dividing the net profit attributable to shareholders by the weighted average number of ordinary shares on issue during the period, adjusted to include the potentially dilutive effect if performance rights to issue ordinary shares were exercised and converted into shares.

	Period ended 29 January 2023	Period ended 30 January 2022
Net profit attributable to shareholders $000	**88,437**	87,909
Basic		
Weighted average number of ordinary shares on issue (thousands)	**222,638**	222,549
Basic earnings per share	**39.7 cents**	39.5 cents
Diluted		
Weighted average number of ordinary shares on issue adjusted for performance rights issued but not exercised (thousands)	**222,931**	222,837
Diluted earnings per share	**39.7 cents**	39.4 cents

Notes to the Consolidated Financial Statements

3. Operating Assets and Liabilities

For the 52 week period ended 29 January 2023

This section reports the assets used to generate the Group's trading performance and the liabilities incurred as a result. Liabilities relating to the Group's financing activities are addressed in note 5. Assets and liabilities in relation to deferred taxation and taxation payable are shown in note 2.3. The carrying amounts of financial assets and liabilities are equivalent to their fair value unless otherwise stated.

3.1 Working Capital

Working capital represents the assets and liabilities the Group generates through its trading activity. The Group therefore defines working capital as cash, trade and other receivables, inventories and trade and other payables.

3.1.1 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less, that are readily convertible to known amounts of cash and that are subject to an insignificant risk of changes in value.

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Cash at bank or on hand	**149,874**	102,481

As at 29 January 2023 the Group held foreign currency equivalent to NZ$1.692 million (2022: NZ$2.541 million) which is included in the table above. The foreign currency in which the Group deals primarily is the US Dollar.

3.1.2 Trade and other receivables

Trade receivables arise from sales made to customers on credit or through the collection of purchasing rebates from suppliers not otherwise deducted from suppliers' payable accounts. Trade receivables are recognised initially at the value of the invoice sent to the customer (fair value) and subsequently at the amounts considered recoverable (amortised cost). Trade receivable balances are reviewed on an on-going basis.

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Trade receivables	**1,573**	426
Prepayments	**2,177**	2,520
Other receivables	**2,434**	2,136
Total trade and other receivables	**6,184**	5,082

No interest is charged on trade receivables.

3.1.3 Inventories
Inventories are stated at the lower of cost and net realisable value. Cost is determined using a weighted average method and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

The Group assesses the likely residual value of inventory. Stock provisions are recognised for inventory which is expected to sell for less than cost and also for the value of inventory likely to have been lost to the business through shrinkage between the date of the last applicable stocktake and balance date. In recognising the provision for inventory, judgement has been applied by considering a range of factors including historical results, current trends and specific product information from buyers.

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Finished goods	**123,045**	125,109
Inventory provisions and adjustments	**(5,253)**	(5,595)
Net inventories	**117,792**	119,514

During the period the Group recognised $431.0 million (2022: $394.4 million) of inventory as an expense within cost of goods sold.

3.1.4 Trade and other payables
Trade and other payable amounts represent liabilities for goods and services provided to the Group prior to the end of a financial period, which are unpaid.

Trade payables
Trade payables are recognised at the value of the invoice received from a supplier (fair value). The carrying value of trade payables is considered to approximate fair value as the amounts are unsecured and are usually paid within 60 days of recognition.

Employee entitlements
Wages and salaries, annual leave and sick leave
Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the reporting date are recognised in other payables in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable. The liability for employee entitlements is carried at the present value of the estimated future cash flows.

Bonus plans
A liability is recognised for bonuses payable to employees where a contractual obligation arises for an agreed level of payment dependent on both company and individual performance criteria.

Long service leave
The liability for long service leave is recognised as a non-current liability and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, history of employee departure rates and periods of service. Expected future payments are discounted using market yields at the reporting date on government bonds with terms to maturity that match, as closely as possible, the estimated future cash outflows.

Provisions
A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions relate to returns in relation to sales of goods directly imported by the Group and are expected to be fully utilised within the next twelve months. Provisions relating to inventory, receivables and employee benefits have been treated as part of those specific balances. There are no other provisions relating to these financial statements.

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Trade payables	**70,709**	43,585
Employee entitlements	**14,928**	18,465
Other payables and accruals	**24,326**	19,458
Provisions	**110**	152
Total trade and other payables	**110,073**	81,660

Shown in balance sheet as:		
Current liabilities	**109,181**	80,785
Non-current liabilities	**892**	875
Total trade and other payables	**110,073**	81,660

3.2 Property, Plant and Equipment

All property, plant and equipment is stated at historical cost less depreciation and any impairment adjustments. Historical cost includes expenditure that is directly attributable to the acquisition of property, plant and equipment. Costs are included in an asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with an item will flow to the Group and the cost of an item can be measured reliably.

Assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An asset's carrying amount is written down immediately to its recoverable amount if its carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals of assets are determined by comparing proceeds with carrying amounts. These gains and losses are included in the income statement.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost, net of their estimated residual values, over their estimated useful lives, as follows:

- Freehold buildings	33 years
- Plant and equipment	3 - 15 years

Property, plant and equipment is reviewed 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 an asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell, or value in use.

The Group assesses whether there are indications, for example loss-making stores, for certain trigger events which may indicate that an impairment in property, plant and equipment values exist at balance date.

	Land and buildings $000	Plant and equipment $000	Total $000
At 31 January 2021			
Cost	96,010	89,175	185,185
Accumulated depreciation	(6,951)	(60,837)	(67,788)
Net book value	89,059	28,338	117,397
Period ended 30 January 2022			
Opening net book value	89,059	28,338	117,397
Additions	9,658	8,499	18,157
Disposals	-	(259)	(259)
Depreciation charge	(2,324)	(7,074)	(9,398)
Closing net book value	96,393	29,504	125,897
At 30 January 2022			
Cost	105,668	91,268	196,936
Accumulated depreciation	(9,275)	(61,764)	(71,039)
Net book value	96,393	29,504	125,897
Period ended 29 January 2023			
Opening net book value	**96,393**	**29,504**	**125,897**
Additions	**215**	**15,142**	**15,357**
Disposals	**-**	**(422)**	**(422)**
Depreciation charge	**(2,886)**	**(7,654)**	**(10,540)**
Closing net book value	**93,722**	**36,570**	**130,292**
At 29 January 2023			
Cost	**105,883**	**97,515**	**203,398**
Accumulated depreciation	**(12,161)**	**(60,945)**	**(73,106)**
Net book value	**93,722**	**36,570**	**130,292**

Capital commitments	**Period ended 29 January 2023 $000**	Period ended 30 January 2022 $000
Capital commitments in relation to property, plant and equipment at balance date not provided for in the financial statements	**2,370**	3,913

3.3 Intangible Assets

Intangible assets are non-physical assets used by the Group to operate the business. Software costs have a finite useful life. Software costs which can be capitalised are amortised on a straight-line basis over the estimated useful economic life of 2 to 5 years. Software-as-a-service costs are expensed when they are incurred.

Software is the only intangible asset recorded in the financial statements. All software has been acquired externally.

3.4 Leases

Right-of-use assets and lease liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the remaining lease payments. Lease payments to be made under reasonably certain extension options are also included in the measurement of the liabilities.

Right-of-use assets are initially recognised on commencement of lease at cost, comprising the initial amount of the lease liabilities less any lease incentives received. Right-of-use assets are subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. In considering the lease term, the Group applies judgement in determining whether it is reasonably certain that an extension or termination option will be exercised.

Both right-of-use assets and lease liabilities are discounted applying interest rate implicit in the lease, or if this cannot be determined, the incremental borrowing rate at the commencement of the lease. To determine the incremental borrowing rate the Group have applied a blended secured and unsecured borrowing rate. For the secured rate the Group have utilised third party financing options and adjusted for an appropriate credit spread.

Extension options are included in a number of property leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operation. Extension options held are exercisable only by the Group and not by the respective lessor. During the period the Group recognised all extension options (2022: all recognised).

The following tables show the movements and analysis in relation to the right-of-use assets and lease liabilities, created on the adoption of NZ IFRS 16:

3.4.1 Right-of-use assets:

	Land and Buildings $000
Period ended 30 January 2022	
Opening carrying amount	255,850
Additions	19,350
Surrender	(2,239)
Depreciation for the period	(22,172)
Closing carrying amount	250,789
At 30 January 2022	
Cost	313,602
Accumulated depreciation	(62,813)
Carrying amount	250,789
Period ended 29 January 2023	
Opening carrying amount	**250,789**
Additions	**16,139**
Surrender	**(1,097)**
Depreciation for the period	**(22,130)**
Closing carrying amount	**243,701**
At 29 January 2023	
Cost	**328,643**
Accumulated depreciation	**(84,942)**
Carrying amount	**243,701**

3.4.2 Lease liabilities:

	As at 29 January 2023 $000	As at 30 January 2022 $000
Opening value	**289,218**	292,271
Additions	**16,139**	19,350
Surrender	**(1,323)**	(3,244)
Interest for the period	**14,859**	14,218
Lease payments made	**(33,924)**	(33,377)
Total lease liabilities	**284,969**	289,218

3.4.3 Lease liabilities maturity analysis:

	Minimum lease payments $000	Interest $000	Present value $000
Within one year	34,123	(14,332)	19,791
One to five years	128,614	(47,390)	81,224
Beyond five years	239,668	(55,714)	183,954
Total	402,405	(117,436)	284,969
Current			19,791
Non-current			265,178
Total			284,969

3.4.4 Lease related expenses included in the income statement:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Depreciation	**22,130**	22,172
Short-term leases	**190**	129
Interest on leases	**14,859**	14,218
Total	**37,179**	36,519

3.4.5 Lease payments included in the cashflow statement:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Total cash outflow in relation to leases	**33,924**	33,377

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Notes to the Consolidated Financial Statements

4. Investments

For the 52 week period ended 29 January 2023

This section explains how the Group records investments made in listed securities.

4.1 Investment in Equity Securities

During 2015, 2018 and 2019 Briscoe Group Limited acquired a total of 48,007,465 shares in KMD Brands Limited (formerly Kathmandu Holdings Limited) for a cost of $87,853,048. This holding represented a 6.75% ownership in KMD Brands Limited as at 29 January 2023.

These shares are equity investments, quoted in the active market, which the Group has elected to designate as a financial asset at fair value through other comprehensive income (FVOCI). An adjustment was made at period end to reflect the fair value of these shares as at 29 January 2023[1].

	$000
At 31 January 2021	61,930
Additions	-
Change in fair value credited to other reserves	2,880
At 30 January 2022	64,810
Additions	-
Change in fair value credited to other reserves	**(13,922)**
At 29 January 2023	**50,888**

1. Fair value determined to be $1.06 per share as per NZX closing price of KMD Brands Limited as at 27 January 2023 (2022: $1.35) (Level 1 in the fair value hierarchy).

This section reports on the Group's funding sources and capital structure, including its balance sheet liquidity and access to capital markets.

5.1 Interest Bearing Liabilities

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the income statement over the period of the borrowings using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

There were no interest bearing liabilities as at 29 January 2023 (2022: Nil). The unsecured facility with the Bank of New Zealand for $30 million in place at the last year-end balance date of 30 January 2022, was determined to be surplus to business requirements and was terminated on 8 June 2022.

Net finance cost

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Interest income	**2,495**	399
Interest expense - leases	**(14,859)**	(14,218)
Interest expense - other	**-**	(155)
Other finance cost	**(49)**	(122)
Net finance cost	**(12,413)**	(14,096)

5.2 Financial Risk Management

The Group's activities expose it to various financial risks including credit risk, liquidity risk and market risk (such as currency risk and equity price risk). The Group's overall risk management programme seeks to minimise potential adverse effects on the Group's financial performance. The Group uses certain derivative financial instruments to hedge certain risk exposures.

5.2.1 Derivative financial instruments

Derivatives are recognised initially at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of highly probable forecast transactions (cash flow hedges).

At the inception of a transaction the economic relationship between hedging instruments and hedged items, and the risk management objective and strategy for undertaking various hedge transactions, are documented. An assessment is also documented, both at hedge inception and on an on-going basis, of whether the derivatives that are used in hedging transactions have been and will continue to be effective in offsetting changes in fair values or cash flows of hedged items.

Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges, is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the income statement within cost of goods sold.

Amounts accumulated in other comprehensive income are recycled in the income statement in the periods when the hedged item will affect profit or loss (for instance when the forecast purchase that is hedged takes place). However, when a forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory) or a non-financial liability, the gains and losses previously deferred in other comprehensive income are transferred from other comprehensive income and included in the measurement of the initial cost or carrying amount of the asset or liability.

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in other comprehensive income at that time remains in other comprehensive income and is recognised when the forecast transaction is ultimately recognised in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in other comprehensive income is immediately transferred to the income statement within cost of goods sold.

Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of these derivative instruments are recognised immediately in the income statement within administration expenses.

5.2.2 Credit risk

Credit risk refers to the risk of a counterparty failing to discharge an obligation. In the normal course of its business, Briscoe Group incurs credit risk from trade receivables and transactions with financial institutions. The Group places its cash, short-term investments and derivative financial instruments with only high-credit-rated, Board-approved financial institutions. Sales to retail customers are settled predominantly in cash or by using major credit cards. Less than 1% of reported sales give rise to trade receivables. The Group holds no collateral over its trade receivables.

5.2.3 Interest rate risk

The Group has no long-term interest-bearing liabilities but does have interest rate risk exposure from periodic short-term drawdowns of established funding facilities and placements of short-term deposits, as operating cash flows necessitate. The Group's short to medium term liquidity position is monitored daily and reported to the Board monthly.

5.2.4 Liquidity risk

Liquidity risk is the risk that an unforeseen event or miscalculation in the required liquidity level will result in the Group foregoing investment opportunities or not being able to meet its obligations in a timely manner, and therefore gives rise to lower investment income or to higher borrowing costs than otherwise. Prudent liquidity risk management includes maintaining sufficient cash, and ensuring the availability of adequate amounts of funding from credit facilities.

The Group's liquidity exposure is managed by ensuring sufficient levels of liquid assets and committed facilities are maintained based on regular monitoring of a rolling 3-month daily cash requirement forecast. The Group's liquidity position fluctuates throughout the period, being strongest immediately after the end of the period. The months leading up to Christmas trading put the greatest strain on Group cash flows due to the build-up of inventory as well as the interim dividend payment. The Group operates well within its available funding facilities.

The table below analyses the Group's financial liabilities and gross-settled forward foreign exchange contracts into relevant maturity groupings based on the remaining period from the balance sheet date to the contractual maturity date. The cash flow hedge 'outflow' amounts disclosed in the table are the contractual undiscounted cash flows liable for payment by the Group in relation to all forward foreign exchange contracts in place at balance date. The cash flow hedge 'inflow' amounts represent the corresponding injection of foreign currency back to the Group as a result of the gross settlement on those contracts, converted using the forward rate at balance date. The carrying value shown is the net amount of derivative financial liabilities and assets as shown in the balance sheet. Changes in the carrying value affect profit when the underlying inventory to which the derivatives relate, is sold.

Trade and other payables are shown at carrying value in the table. No discounting has been applied as the impact of discounting is not significant.

An analysis detailing remaining contractual maturities for lease liabilities is shown in Note 3.4.3.

As at 29 January 2023

	3 months or less $000	**3 – 6 months $000**	**6 – 9 months $000**	**9 – 12 months $000**	**Total $000**	**Carrying Value $000**
Trade and other payables	**(90,869)**	**-**	**-**	**-**	**(90,869)**	**(90,869)**
Forward foreign exchange contracts						
Cash flow hedges:						
- outflow	**(23,273)**	**(20,786)**	**(16,926)**	**(1,166)**	**(62,151)**	
- inflow	**21,940**	**20,020**	**16,562**	**1,156**	**59,678**	
- Net	**(1,333)**	**(766)**	**(364)**	**(10)**	**(2,473)**	**(2,473)**

As at 30 January 2022

	3 months or less $000	3 – 6 months $000	6 – 9 months $000	9 - 12 months $000	Total $000	Carrying Value $000
Trade and other payables	(60,085)	-	-	-	(60,085)	(60,085)
Forward foreign exchange contracts						
Cash flow hedges:						
- outflow	(16,564)	(14,507)	(9,165)	(760)	(40,996)	
- inflow	17,855	15,601	9,912	765	44,133	
- Net	1,291	1,094	747	5	3,137	3,137

The cash flow hedges inflow amounts use the forward rate at balance date.

5.2.5 Market risk

Equity price risk

The Group is exposed to equity price risk arising from the investment held in KMD Brands Limited, classified in the balance sheet as investment in equity securities. (Refer note 4.1).

Foreign exchange risk

The Group is exposed to foreign exchange risk arising from currency exposures primarily to the US dollar, in respect of purchases of inventory directly from overseas suppliers.

The Group's foreign exchange risk is managed in accordance with Board-approved Group Treasury Risk Management Policies. The current policy requires hedging of both committed and forecasted foreign currency payment levels across the current and subsequent three calendar quarters. The policy is to cover 100% of committed purchases and lower levels of forecasted purchases depending on which quarter the forecasted exposure relates to. Hedging is reviewed regularly and reported to the Board monthly.

The Group uses forward foreign exchange contracts and maintains short-term holdings of foreign currencies in foreign denominated currency bank accounts, with major financial institutions only, to hedge its foreign exchange risk in anticipation of future purchases.

The following table shows the fair value of forward foreign exchange contracts held by the Group as derivative financial instruments at balance date:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Current assets		
Forward foreign exchange contracts	**40**	3,137
Total current derivative financial instrument assets	**40**	3,137
Current liabilities		
Forward foreign exchange contracts	**2,513**	-
Total current derivative financial instrument liabilities	**2,513**	-

The contracts are subject to an enforceable master netting arrangement, which allows for net settlement of the relevant assets and liabilities. For financial reporting purposes these are not offset.

Forward foreign exchange contracts – cash flow hedges

Where forward foreign exchange contracts have been designated and tested as an effective hedge the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised directly in other comprehensive income. These gains or losses are released to the income statement at various dates over the subsequent financial period as the inventory for which the hedge exists, is sold.

The fair value of these contracts is determined by using valuation techniques as they are not traded in an active market. The valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. The fair value is determined by mark-to-market valuations using forward exchange. These derivatives have been determined to be within level 2 of the fair value hierarchy as all significant inputs required to ascertain their fair value are observable.

Forward foreign exchange contracts are used for hedging committed or highly probable forecast purchases of inventory for the ensuing financial period. The contracts are timed to mature when major shipments of inventory are scheduled to be dispatched and the liability settled. The cash flows are expected to occur at various dates within one year from balance date.

At balance date these contracts are represented by assets of $40,140 (2022: $3,137,409) and liabilities of $2,513,078 (2022: $429) and together are included in equity as part of the cash flow hedge reserve, net of deferred tax, as a net loss of $1,780,515 (2022: net gain $2,258,626). The cash flow hedge reserve also consists of gains and losses, net of deferred tax, from foreign currencies used as hedges, as a net loss of $88,964 (2022: net gain of $125,434). The total of these net gains and losses amount to a net loss of $1,869,479 (2022: net gain $2,384,060).

When forward foreign exchange contracts are not designated and tested as an effective hedge, the gain or loss on the forward foreign exchange contract is recognised in the income statement.

At balance date there are no such contracts in place (2022: Nil).

5.2.6 Sensitivity analysis

Based on historical movements and volatilities and review of current economic commentary the following movements are considered reasonably possible over the next 12 month period:

- A shift of -10% / +10% (2022: -10% / +10%) in the NZD against the USD, from the period-end rate of 0.6506 (2022: 0.6576),
- A shift of -0.25% / +0.75% (2022: -0.25% / +1.25%) in market interest rates from the period-end weighted average deposit rate of 4.54% (2022: 1.13%),
- A shift of -10% / +20% (2022: -10% / +20%) in the NZX share price of KMD Brands Limited (formerly Kathmandu Holdings Ltd) from the period-end closing share price of $1.06 (2022: $1.35).

If these movements were to occur, the positive / (negative) impact on consolidated profit after tax and consolidated equity for each category of financial instrument held at balance date is presented below:

As at 29 January 2023

		Interest rate				Foreign exchange rate		Equity price	
	Carrying	-0.25%		+0.75%		-10%	+10%	-10%	+20%
	amount	Profit	Equity	Profit	Equity	Equity	Equity	Equity	Equity
	$000	$000	$000	$000	$000	$000	$000	$000	$000
Financial Assets:									
Cash and cash equivalents[1]	149,874	(267)	(267)	800	800	135	(111)	-	-
Derivatives – designated as cashflow hedges (Forward foreign exchange contracts)[2]	40	-	-	-	-	162	(121)	-	-
Investment in equity securities[3]	50,888	-	-	-	-	-	-	(5,089)	10,178
Financial Liabilities:									
Derivatives – designated as cashflow hedges (Forward foreign exchange contracts)[2]	2,513	-	-	-	-	4,619	(3,786)	-	-
Total increase / (decrease)		(267)	(267)	800	800	4,916	(4,018)	(5,089)	10,178

Receivables and payables have not been included above as they are denominated in NZD and are non-interest bearing and therefore not subject to market risk.

As at 30 January 2022

		Interest rate				Foreign exchange rate		Equity price	
	Carrying	-0.25%		+1.25%		-10%	+10%	-10%	+20%
	amount	Profit	Equity	Profit	Equity	Equity	Equity	Equity	Equity
	$000	$000	$000	$000	$000	$000	$000	$000	$000
Financial Assets:									
Cash and cash equivalents[1]	102,481	(180)	(180)	899	899	203	(166)	-	-
Derivatives – designated as cashflow hedges (Forward foreign exchange contracts)[2]	3,137	-	-	-	-	3,486	(2,842)	-	-
Investment in equity securities[3]	64,810	-	-	-	-	-	-	(6,481)	12,962
Financial Liabilities:									
Derivatives – designated as cashflow hedges (Forward foreign exchange contracts)[2]	-	-	-	-	-	31	(25)	-	-
Total increase / (decrease)		(180)	(180)	899	899	3,720	(3,033)	(6,481)	12,962

Receivables and payables have not been included above as they are denominated in NZD and are non-interest bearing and therefore not subject to market risk.

1. *Cash and cash equivalents include deposits at call which are at floating interest rates.*
2. *Derivatives designated as cashflow hedges are foreign exchange contracts used to hedge against the NZD:USD foreign exchange risk arising from foreign denominated future purchases. There is no profit or loss sensitivity as the hedges are 100% effective.*
3. *Investment in equity securities represents shares held in KMD Brands Limited. There is no profit or loss sensitivity as impacts from changes in KMD Brands Limited's share price are accounted for through equity.*

5.3 Equity

5.3.1 Capital risk management

The Group's capital comprises contributed equity, reserves and retained earnings.

The Group's objective when managing capital is to achieve a balance between maximising shareholder wealth and ensuring the Group is able to operate competitively with the flexibility to take advantage of growth opportunities as they arise. In order to meet these objectives the Group may adjust the amount of dividend payments made to shareholders and/or seek to raise capital through debt and/or equity. There are no specific banking or other arrangements which require the Group to maintain specified equity levels.

5.3.2 Share capital

Share capital comprises ordinary shares only. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

All shares on issue are fully paid. All ordinary shares rank equally with one vote attached to each fully paid ordinary share and have equal dividend rights and no par value.

Contributed equity – ordinary shares

	No. of authorised shares		**Share capital**	
	Period ended 29 January 2023 Shares	Period ended 30 January 2022 Shares	**Period ended 29 January 2023 $000**	Period ended 30 January 2022 $000
Opening ordinary shares	**222,556,300**	222,466,000	**61,992**	61,839
Issue of ordinary shares arising from the vesting of performance rights	**89,286**	90,300	**144**[1.]	153[1.]
Balance at end of period	**222,645,586**	222,556,300	**62,136**	61,992

1. *When performance rights vest, the amount in the equity-based remuneration reserve relating to those performance rights vested is transferred to share capital. The amount transferred for the 89,286 shares issued during the period ended 29 January 2023 was $143,969 (2022: $153,376 for the 90,300 shares issued).*

5.3.3 Dividends

Provision is made for the amount of any dividend declared on or before the balance date but not distributed at balance date.

	Period ended 29 January 2023 Cents per share	Period ended 30 January 2022 Cents per share	**Period ended 29 January 2023 $000**	Period ended 30 January 2022 $000
Interim dividend for the period ended 29 January 2023	**12.00**	-	**26,718**	-
Final dividend for the period ended 30 January 2022	**15.50**	-	**34,510**	-
Interim dividend for the period ended 30 January 2022	-	11.50	-	25,594
Final dividend for the period ended 31 January 2021	-	13.50	-	30,045
	27.50	25.00	**61,228**	55,639

All dividends paid were fully imputed (refer also to Note 2.3.3 for imputation credits available for use in subsequent periods). Supplementary dividends of $413,716 (2022: $380,308) were provided to shareholders not tax resident in New Zealand, for which the Group received a Foreign Investor Tax Credit entitlement.

On 14 March 2023 the Directors resolved to provide for a final dividend to be paid in respect of the period ended 29 January 2023. The dividend will be paid at a rate of 16.0 cents per share for all shares on issue as at 23 March 2023, with full imputation credits attached.

5.3.4 Reserves and retained earnings

Cashflow hedge reserve
The hedging reserve is used to record gains and losses on a hedging instrument in a cash flow hedge that are recognised directly in other comprehensive income, as described in the accounting policy in section 5.2. The amounts are recognised as profit or loss when the associated hedged transaction affects profit or loss. (Refer also to the consolidated statement of changes in equity).

Equity-based remuneration reserve
The equity-based remuneration reserve is used to recognise the fair value of performance rights granted but not exercised, lapsed or forfeited. Amounts are transferred to share capital when vested performance rights are exercised. (Refer also to the consolidated statement of changes in equity and note 6.2).

Other reserves
Other reserves represents the adjustment made at balance date to reflect the fair value of the investment in KMD Brands Limited. (Refer also to the consolidated statement of changes in equity and note 4.1).

6.1 Related Party Transactions

6.1.1 Parent and ultimate controlling party

Briscoe Group Limited is the immediate parent, ultimate parent and controlling party for all companies in the Group.

During the period the Company advanced and repaid loans to its subsidiaries by way of internal current accounts. In presenting the financial statements of the Group, the effect of transactions and balances between fellow subsidiaries and those with the Company have been eliminated. No interest is charged on internal current accounts.

The Group undertook transactions with the following related parties as detailed below:

- The RA Duke Trust, of which RA Duke is a trustee, as owner of the Rebel Sport premises at Panmure, Auckland, received rental payments (net of rental relief) of $674,884 (2022: $597,226) from the Group, under an agreement to lease premises to The Sports Authority Limited (trading as Rebel Sport). The remaining non-cancellable term of this lease is 0.2 years (2022: 1.2 years) with a payment commitment of $112,481 (2022: $787,365).
- Kein Geld (NZ) Limited, an entity associated with RA Duke, received rental payments (net of rental relief) of $596,803 (2022: $501,999) as owner of the Briscoes Homeware premises at Wairau Park, Auckland, under an agreement to lease premises to Briscoes (NZ) Limited. The remaining non-cancellable term of this lease is 9.6 years (2022: 0.1 years) with a payment commitment of $6,234,564 (2022: $47,273).
- The RA Duke Trust (including RA Duke Limited) received dividends of $47,180,755 (2022: $42,891,596).
- P Duke, spouse of RA Duke, received payments of $65,000 (2022: $65,000) in relation to her employment as an overseas buying specialist with Briscoe Group Limited, and rental payments (net of rental relief) of $956,982 (2022: $816,254) as owner of the Briscoes Homeware premises at Panmure, Auckland under an agreement to lease premises to Briscoes (NZ) Limited. The remaining non-cancellable term of this lease is 8.3 years (2022: 9.3 years) with a payment commitment of $8,280,775 (2022: $9,237,756).

6.1.2 Key management personnel

Key management includes the Directors of the Company and those employees who the Company has deemed to have disclosure obligations under subpart 6 of the Financial Markets Conduct Act 2013, namely the Chief Financial Officer, the Chief Operating Officer and the Chief People Officer.

Key management compensation was as follows:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Salaries and other short-term employee benefits	**3,810**	4,199
Equity-based remuneration	**183**	128
Directors' fees	**400**	391
Total benefits	**4,393**	4,718

Key management did not receive any termination benefits during the period (2022: Nil).
Key management did not receive and are not entitled to receive any post-employment or long-term benefits (2022: Nil).
Executives (excluding directors) included in key management received dividends of $282,486 (2022: $250,195) in relation to Briscoe Group shares held.

6.1.3 Directors' fees and dividends

Directors received directors' fees and dividends in relation to their personally held shares as detailed below:

	Period ended 29 January 2023		Period ended 30 January 2022	
	Directors' fees $000	**Dividends $000**	Directors' fees $000	Dividends $000
Executive Director				
RA Duke	**-**	**-**	-	-
Non-Executive Directors				
RPO'L Meo	**154**	**-**	148	-
AD Batterton	**82**	**-**	82	-
RAB Coupe	**87**	**3**	85	3
HJM Callaghan	**77**	**-**	76	-
	400	**3**	391	3

The following Directors received dividends in relation to their non-beneficially held shares as detailed below:

	Period ended 29 January 2023 $000	Period ended 30 January 2022 $000
Executive Director		
RA Duke	**47,181**	42,892
Non-Executive Directors		
RPO'L Meo	**28**	25
AD Batterton	**6**	5
RAB Coupe	-	-
HJM Callaghan	-	-

6.2 Employee Equity-Based Remuneration

6.2.1 Equity settled performance rights

The Senior Executive Incentive Plan grants Group employees performance rights subject to performance hurdles being met. The fair value of rights granted is recognised as an employee expense in the income statement with a corresponding increase in the employee share-based payment reserve. The fair value is measured at grant date and amortised over the vesting periods. When performance rights vest, the amount in the share-based payments reserve relating to those rights are transferred to share capital. There is no exercise price for these performance rights and there is no right to dividends during the vesting periods.

On 26 March 2019 the Board approved the Briscoe Group Senior Executive Incentive Plan to grant performance rights to key senior management personnel as a long-term incentive programme. The fifth tranche of performance rights were issued under this programme during the period.

Performance rights granted are summarised below:

Tranche	Grant Date	Balance at start of period (number)	Granted during the period (number)	Vested during the period (number)	Lapsed / forfeited during the period (number)	Balance at the end of period (number)
1	15 Apr 2019	-	-	-	-	-
2	26 Jun 2019	89,286	-	(89,286)	-	-
3	30 Jul 2020	136,218	-	-	(16,026)	120,192
4	15 Jun 2021	83,334	-	-	(8,772)	74,562
5	5 Aug 2022	-	137,842	-	(11,865)	125,977
		308,838	137,842	(89,286)	(36,663)	320,731

In each tranche the performance rights are subject to a combination of an absolute Total Shareholder Return (TSR) growth hurdle and/or an EPS growth hurdle. EPS growth hurdle is considered a non-market condition. The relative hurdle weighting for unvested tranches is shown in the table below:

Tranche	Grant Date	TSR Weighting	EPS Weighting
3	30 Jul 2020	50%	50%
4	15 Jun 2021	50%	50%
5	5 Aug 2022	50%	50%

The proportion of performance rights subject to the absolute TSR growth hurdle which may vest is dependent on Briscoe Group Limited's TSR compound annual growth rate (CAGR) across a 3-year measurement period. For each tranche that vests the rights are awarded on a straight-line basis dependent on the TSR CAGR achieved. The percentage of TSR related performance rights vest according to the following performance criteria for each unvested tranche:

% Vesting	Tranche 3	Tranche 4	Tranche 5
0%	< 12.4% CAGR	< 5.0% CAGR	< 5.7% CAGR
50%	= 12.4% CAGR	= 5.0% CAGR	= 5.7% CAGR
51% - 99% (Straight-line prorata)	> 12.4%, < 16.0% CAGR	> 5.0%, < 5.5% CAGR	> 5.7%, < 6.7% CAGR
100%	=> 16.0% CAGR	=> 5.5% CAGR	=> 6.7% CAGR

The TSR performance is calculated across the following periods:

Tranche	Performance Period
3	Announcement date of FY 2019/20 Result to announcement date of FY 2022/23 Result
4	Announcement date of FY 2020/21 Result to announcement date of FY 2023/24 Result
5	Announcement date of FY 2021/22 Result to announcement date of FY 2024/25 Result

The fair value of the TSR performance rights have been valued under a variant of the dividend adjusted Binomial Options Pricing Model (BOPM). The fair value of TSR performance rights, along with the assumptions used to simulate the future share prices are shown below:

	Tranche 3	Tranche 4	Tranche 5
Fair value of TSR performance rights	$47,200	$97,501	$143,287
Current price at grant date	$3.37	$5.75	$5.56
Risk free interest rate	0.30%	0.60%	3.54%
Expected life (years)	2.63	2.75	2.75
Expected share volatility[1.]	24%[1.]	24%[2.]	24%[3.]

1. *Volatility represents the volatility of the Briscoe Group (BGP) NZD share price over a five-year period to July 2020.*
2. *Volatility represents the volatility of the Briscoe Group (BGP) NZD share price based on the average 90 day volatility for the past 3 years (measured on a daily basis).*
3. *Volatility represents the volatility of the Briscoe Group (BGP) NZD share price based on the average weekly volatility over the last year (weekly data).*

The estimated fair value for each tranche of performance rights issued is amortised over the vesting period from the grant date.

The proportion of performance rights subject to the EPS growth hurdle which may vest is dependent on Briscoe Group Limited's EPS compound annual growth rate (CAGR) across a 3-year measurement period. For each tranche that vests the rights are awarded on a straight-line basis dependent on the EPS CAGR achieved. The percentage of EPS related performance rights vest according to the following performance criteria:

% Vesting	Tranche 3	Tranche 4	Tranche 5
0%	< 1.8% CAGR	< 2.5% CAGR	< 1.1% CAGR
50%	= 1.8% CAGR	= 2.5% CAGR	= 1.1% CAGR
51% - 99% (Straight-line prorata)	> 1.8%, < 4.6% CAGR	> 2.5%, < 4.6% CAGR	> 1.1%, < 2.6% CAGR
100%	=> 4.6% CAGR	=> 4.6% CAGR	=> 2.6% CAGR

The EPS performance is calculated across the following periods:

Tranche	Performance period
3	FY 2022/23 EPS relative to FY 2019/20 EPS
4	FY 2023/24 EPS relative to FY 2020/21 EPS
5	FY 2024/25 EPS relative to FY 2021/22 EPS

The fair value of the EPS performance rights have been assessed as the Briscoe Group Limited's share price as at grant date less the present value of the dividends forecast to be paid prior to each vesting date. The fair value of each EPS unvested performance right has been calculated to be $2.76, $5.17 and $4.89 for tranche 3, tranche 4 and tranche 5, respectively.

The estimated fair value for each tranche of performance rights issued is amortised over the vesting period from grant date.

Vesting of performance rights also requires the employee to remain in employment with the Company during the performance period. The Company has expensed in the income statement $275,642 (2022: $217,148) in relation to performance rights.

6.2.2 Equity-based remuneration reserve	**Period ended 29 January 2023 $000**	Period ended 30 January 2022 $000
Balance at beginning of period	**566**	444
Current period amortisation	**276**	217
Performance rights vested transferred to share capital	**(144)**	(153)
Performance rights forfeited and amortised in previous years	**(24)**	-
Deferred tax on performance rights	**(99)**	58
Balance at end of period	**575**	566

6.3 Contingent Liabilities

A proceeding for unspecified damages by a former supplier against Briscoes (New Zealand) Limited and Briscoe Group Limited was served on 10 February 2023. It relates to representations allegedly made by the Group concerning their trading relationship, which the supplier claims contravened the Fair Trading Act and the Contracts and Commercial Law Act. The Group firmly denies the allegations and is actively defending the claim. It is not practical to estimate the potential effect or the timing of the claim as the proceeding is at an early stage and the damages sought are currently unquantified. (2022: Nil).

6.4 Climate Related Risks

As part of its risk management framework the Group continues to monitor its exposure to risk, including climate related risk and related regulatory reporting requirements. Briscoe Group is reviewing and will report on exposure to climate related risk in line with the Aotearoa New Zealand Climate Standards released 15 December 2022. Assessment of the financial impacts of climate related risks and opportunities has not yet been completed but as at the date of these financial statements we have not identified any material impacts to disclose. The Group is exposed to physical risks such as damage to store network and disruption to supply and distribution channels, caused by extreme weather events. The Group's monitoring of these risks has not identified anything material to date. Emissions measurement systems are currently being implemented with a view to commence reporting for the financial year ended January 2024.

6.5 Events After Balance Date

On 14 March 2023 the Directors resolved to provide for a final dividend to be paid in respect of the period ended 29 January 2023. The dividend will be paid at a rate of 16.0 cents per share for all shares on issue as at 23 March 2023, with full imputation credits attached (Note 5.3.3).

6.6 New Accounting Standards

There were no new standards applied during the period.

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for the 29 January 2023 reporting period and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Independent auditor’s report

To the shareholders of Briscoe Group Limited

Our opinion

In our opinion, the accompanying consolidated financial statements of Briscoe Group Limited (the Company), including its subsidiaries (the Group), present fairly, in all material respects, the financial position of the Group as at 29 January 2023, its financial performance and its cash flows for the 52-week period then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) and International Financial Reporting Standards (IFRS).

What we have audited

The Group's consolidated financial statements comprise:

- the consolidated balance sheet as at 29 January 2023;
- the consolidated income statement for the 52-week period then ended;
- the consolidated statement of comprehensive income for the 52-week period then ended;
- the consolidated statement of changes in equity for the 52-week period then ended;
- the consolidated statement of cash flows for the 52-week period then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)) and International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated 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 Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* (PES 1) issued by the New Zealand Auditing and Assurance Standards Board and the *International Code of Ethics for Professional Accountants (including International Independence Standards)* issued by the International Ethics Standards Board for Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Other than in our capacity as auditor we have no relationship with, or interests in, the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Description of the key audit matter	How our audit addressed the key audit matter
Inventory existence and valuation At 29 January 2023, the Group held inventories of $117.8 million. Given the value of inventories relative to the total assets of the Group, and the judgments applied in provisioning against inventory shrinkage, slow moving and obsolete inventory, this has been considered a key audit matter. As described in note 3.1.3 to the consolidated financial statements, inventories are stated at the lower of cost and net realisable value. The Group has sophisticated inventory systems in place to accurately record and report inventory movements and the value of inventory on hand. Cyclical counts of inventories are performed at various times throughout the period which includes an assessment of slow moving and obsolete stock. The cyclical counts provide management with evidence over quantity and quality of inventory on hand. Management applies judgement in determining inventory valuation, in particular the level of provisions for inventory which is expected to sell for less than cost due to obsolescence, and adjustments for unearned rebate income and inventory shrinkage since the last stock count.	Our audit procedures included: • gaining an understanding of inventory processes and assessing the design of certain inventory controls, particularly controls over the cyclical counting process; • observing management's stocktake process at selected locations and undertaking our own test counts. For those locations not visited, on a sample basis, inspecting the results of stock counts and confirming stock count variances were appropriately adjusted; • on a sample basis, testing the cost of inventory to supplier invoices or contracts providing evidence to support the accuracy of inventory costing; • corroborating specific elements of our understanding of the inventory provisioning process with merchandising personnel outside of the finance function; • testing that period-end inventory is carried at lower of cost and net realisable value by testing a sample of inventory items to the most recent retail price less costs to sell; • on a sample basis, testing unearned rebate income to supplier contracts; • assessing the shrinkage provision by testing the shrinkage rate used to calculate the provision since the last store stock counts. This includes comparing the rate used to the actual shrinkage rates previously observed and reviewing the level of actual inventory shrinkage recorded during the current period; and • performing analytical procedures over material inventory provisions to assess adequacy.

Description of the key audit matter	How our audit addressed the key audit matter
Contingent liabilities As disclosed in Note 6.3 of the consolidated financial statements, proceedings were served on 10 February 2023 against the Group by a former supplier in relation to representations allegedly made by the Group concerning their trading relationship, which the supplier claims contravened the Fair Trading Act 1986 and the Contract and Commercial Law Act 2017. The outcome of the matter remains uncertain and the damages sought by the former supplier have not been quantified. The Group has considered the claim and disclosed the matter as a contingent liability in the consolidated financial statements. Due to the proceedings being at an early stage and therefore, the judgements and uncertainties involved, we have determined that this is a key audit matter.	Our audit procedures included: • reading the statement of claim that has been served against the Group; • discussing the matter with key management and those charged with governance; • reading the management paper on the matter; • discussing the matter with the Group's external legal advisors; • evaluating the Group's assessment of the matter as a contingent liability against the criteria outlined in NZ IAS 37 *Provisions, contingent liabilities and contingent assets;* and • assessing the appropriateness of the associated disclosure in the consolidated financial statements.

Our audit approach

Overview

Overall group materiality: $6,150,000, which represents approximately 5% of profit before tax.

We chose profit before tax as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured by users, and is a generally accepted benchmark.

We selected transactions and balances to audit based on the overall group materiality to Briscoe Group Limited at a consolidated level rather than determining the scope of procedures to perform by auditing only specific subsidiaries or entities.

As reported above, we have two key audit matters, being:

- Inventory existence and valuation
- Contingent liabilities

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the consolidated 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.

Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall Group materiality for the consolidated financial statements as a whole as set out above. These, together with qualitative considerations, helped us to determine the scope of our audit, the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and in aggregate, on the consolidated financial statements as a whole.

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.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual report and the final NZX announcement, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report and the final NZX announcement is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of audit opinion or assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information not yet received, if we conclude that there is a material misstatement therein, we are required to communicate the matter to the Directors and use our professional judgement to determine the appropriate action to take.

Responsibilities of the Directors for the consolidated financial statements

The Directors are responsible, on behalf of the Company, for the preparation and fair presentation of the consolidated financial statements in accordance with NZ IFRS and IFRS, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Directors are responsible for assessing the Group'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 the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 (NZ) and 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 financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the External Reporting Board's website at:

https://www.xrb.govt.nz/assurance-standards/auditors-responsibilities/audit-report-1/

This description forms part of our auditor's report.

Who we report to

This report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state those matters which we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report or for the opinions we have formed.

The engagement partner on the audit resulting in this independent auditor's report is Indumin Senaratne (Indy Sena).

For and on behalf of:

PricewaterhouseCoopers

Chartered Accountants

14 March 2023

Auckland