



2025 Annual Report

New Zealand
Shareholders
Association Inc.

NZSA[®]

Many Investors, One Voice

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This report is dated July 4th 2025. The Annual Report has been approved by the Board and signed on behalf of NZ Shareholders' Association Inc. by Sam Dixon, Chair, and Alex Ball, Director.



Sam Dixon
Chair



Alex Ball
Director

NZ Shareholders' Association

The Voice of Investors

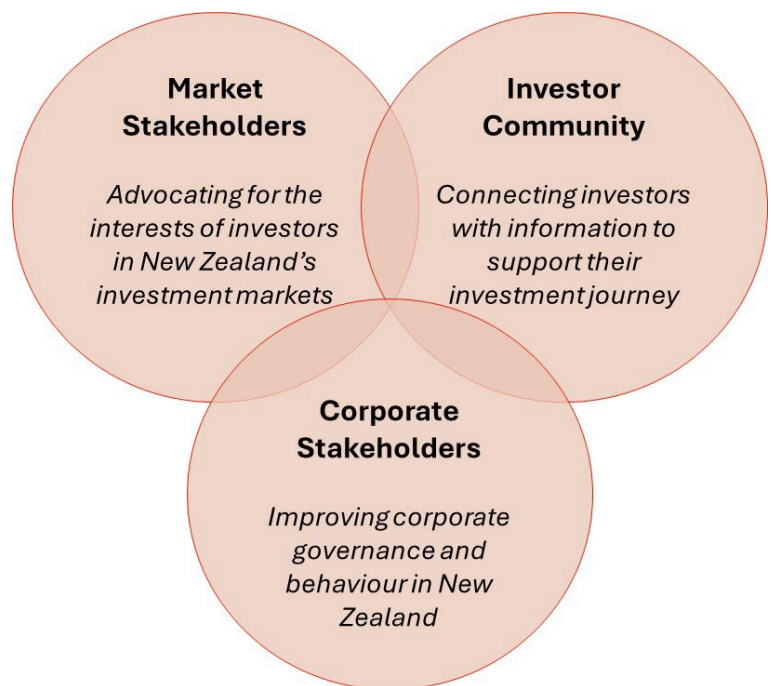
NZSA is a non-profit organisation designed to **protect, enable and reward** investment ownership.

We **represent** and **promote** the interests of investors and encourage an **effective capital market** in New Zealand.



Our purpose is for everyone to have access to a strong and vibrant investment market that creates greater opportunities and better outcomes for investors –ultimately benefitting all New Zealanders.

Our work is to **build trust** across the investment landscape. We behave as we seek the markets to behave: transparent, simple, effective and equitable.

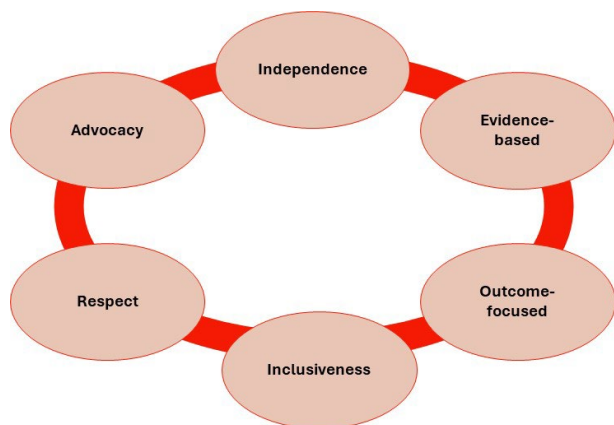


NZSA makes a significant difference to corporate governance quality in New Zealand. We work with regulators, industry stakeholders and corporates to ensure that we improve relationships between companies and their shareholders.

With a network of seven branches across the country, we bring investors together to form a connected community supporting everyone's investment journey.

Our Values

The work that we do is built on the foundations created by our key values. These form the basis for our unique, influence-based platform that adds value to investors and creates credibility amongst our stakeholders.



Our Strategy

NZSA has five strategic workstreams to support its goals:

1. **Sustaining NZSA as the voice of retail investors**
Maximising awareness of NZSA to sustain the influence of NZSA within NZ's markets
2. **Increased Corporate Engagement**
Proactive and meaningful relationships with listed issuers and stakeholders
3. **Create services that support all investors**
Support the diverse needs of investors through advocacy, information and knowledge
4. **Policy leadership for investors and capital markets**
Work across stakeholders to maintain advocacy positions that support retail investors
5. **Managing ourselves well**
Ensure NZSA has the resources and capabilities to operate into the long-term



Steel & Tube CEO Mark Malpass highlights the company's manufacturing and distribution operation to NZSA members in Auckland. NZSA runs site visits as part of its event series.

Chair's Report



It is both an honour and a privilege to present my first New Zealand Shareholders' Association (NZSA) Annual Report for the year ending March 31, 2025.

Economic Context and Challenges

The activities of the NZSA during the period 2024/2025 have unfolded against a backdrop of significant economic challenges, particularly a persistent cost of living crisis exacerbated by rising interest rates and inflation. These factors have profoundly impacted both the corporate sector and investors operating within New Zealand's capital markets. In this context, the role of the NZSA in safeguarding the rights of all New Zealand investors assumes critical importance, especially as companies explore various strategies to address these economic challenges and investors seek ways to protect their wealth and generate income.

Adapting to New Investment Trends

While the economic environment has posed considerable challenges, it has not impeded the evolution of the investment landscape in New Zealand. We have observed substantial growth in non-traditional investment channels, including Discretionary Investment Management Services (DIMS), KiwiSaver

providers, Exchange Traded Funds (ETFs), and micro-investing platforms such as Sharesies and Hatch.

As new cohorts of investors engage with capital markets, the NZSA has recognised the necessity to adapt its services to cater to the needs of these often less experienced individuals. In response, we are actively cultivating relationships with institutions that manage funds for these new investors. Our Company Action Reports (CARs) continue to provide essential analyses of listed companies' Annual Reports and shareholder meeting resolutions, thereby supporting all investors, regardless of whether they invest directly or through financial institutions.

As Chairman of the NZSA I have particularly enjoyed engaging with the Management teams at various Wealth Advisor groups, Fund managers, Service providers and other stakeholders such as the FMA, NZX and NZTE.

Beacon Awards

It was a pleasure to speak at the 2025 Beacon awards where we presented a *Board of the Year Award* to the brave and staunchly independent PGG Wrightson directors, and the *NZSA Legacy Award* to James Miller acknowledging his long-standing impact on New Zealand's capital markets. All the award recipients were strong proponents of the NZSA's ethos strengthening investor confidence and setting the standard for ethical, effective governance in New Zealand.

Operational Highlights

Despite the prevailing economic uncertainties, the support received from NZX-listed companies has remained robust, with our Corporate Members and Supporter Members increasing significantly during the year. There are now 35 listed companies or investment service providers that support NZSA. We

anticipate further growth in this number as we progress into the 2025/2026 financial year.

As commented by my predecessor, Andrew Reding, last year, we are particularly focussed on deepening our relationships with institutional and wealth manager providers, as well as broadening our engagement with media and the broader investor universe. Our CEO, Oliver Mander, deserves kudos for his ability to promote the NZSA to the widest possible audience in New Zealand. Please rest assured that our corporate support network takes nothing away from NZSA's clear focus on advocating for individual investors.

Board Changes and Acknowledgements

The Board experienced notable changes during this period, with the introduction of new Directors including myself, Deanna Chiang, Sam Porath, Jon Raby and Alex Ball, alongside the departure of former Chair, Andrew Reding. In addition, Ruth Tolise has stepped down from the Board, but remains an Associate Director. We also welcomed Peter Watson as a new Associate Director.

It speaks volumes for NZSA's credibility that when we lose a leader of Andrew's capability, that we have another prepared to step up to the plate. **Joy Marslin** has been an invaluable contributor to the NZSA Board over the last 2½ years, and also offers a long pedigree of leadership experience. Prior to my recruitment, she stepped in as Interim Chair between September 2024 - January 2025, as NZSA undertook the recruitment process for new Board members.

The evidence of NZSA's credibility and influence within New Zealand's capital markets is reflected in the outcomes of the recruitment process. NZSA suffers from an embarrassment of riches when it comes to Board quality.

I would also like to express my sincere appreciation to our dedicated team, including

Oliver Mander (Chief Executive Officer), Teresa Hall (Administration Manager, Event Coordinator), and our researchers Grant Diggle, Arend Lanser and Linda Muchenje. Their exemplary professionalism has been pivotal to our success. I am continually impressed by the quantum of output and deep engagement the NZSA team has with the investment community despite its small size and limited operating budget.

Additionally, I wish to acknowledge the invaluable contributions of our volunteers, whose unwavering commitment is fundamental to the continuous improvement of our services. I particularly enjoyed meeting with Lynanne Stanaway at the Bay of Plenty Branch AGM in Tauranga, and learning about the good work the NZSA does within the Bay of Plenty region.

Looking Ahead and Thank You

The NZSA is well-positioned to address the evolving needs of New Zealand's diverse investor base. As we reflect on the challenges of the past year, we remain resolute in our commitment to our mission of representing, protecting, and promoting the interests of our members however they invest in New Zealand.

I extend my sincere gratitude to all our supporters – Traditional Members, Corporate Members, and Institutional Supporters. Your trust and engagement fortify our efforts, and I am very grateful for your continued support.

Kindest Regards

Sam Dixon
NZSA, Chair

June 2025

CEO Report



Tēnā koutou kātoa. I am proud to present this Annual Report for the year ended March 31st 2025. This marks my fourth annual report as NZ Shareholder's Association CEO, as I approach my five-year anniversary in the role.

Key Strategic Priorities

FY25 was a key year for NZ Shareholders' Association (NZSA), as we continued our journey to advocate for individual investors based on our credible, evidenced principles. When it comes to our small-but-mighty organisation, we are told that our independence is a key factor in our success.

We continue to build towards the successful extension of NZSA's offer into 'Investor Manager' members. While this was unable to be monetised in FY25, I am pleased to state that the fruits of our efforts have resulted in success worth two well-known fund managers early in FY26. We look forward to continuing to build our relationships with other wealth and fund managers, ultimately in service of the many individual shareholders they represent.

The evolution of investment options for New Zealanders continues at pace, reinforcing NZSA's approach as a strategic imperative in a world where millions of New Zealanders are invested in KiwiSaver, and more investors than

ever are utilising the convenience and skills offered by DIMS services, fund managers or ETF's.

Board and personnel changes

It was with some degree of sadness that we announced the departure of former NZSA Chair, **Andrew Reding**, as he took on the Chief Executive role at long-beleaguered building products company, Fletcher Building. Shareholders of Fletcher Building will hope that the same performance culture that he instilled during his tenure as NZSA Chair can be replicated to overcome the value destruction inherent in Fletcher Building's performance over the last decade.

I would like to acknowledge and thank Andrew. He is a leader for whom I have the utmost respect - and not just because he recruited me to NZSA. I wish him well in his efforts in his new role. Regardless, Andrew has already realised the extent of NZSA's independence when it comes to looking at the effectiveness of Fletcher Building's turnaround strategy!

As it has always been, the newly-constituted NZSA Board is a source of challenge and inspiration for this Chief Executive. I thank them for their support.

We also welcomed University of Canterbury PhD student **Linda Muchenje** as our Environmental Researcher, as Andrew Parker departed NZSA for a new role at Deloitte. Welcome, Linda!



NZSA'S VISION IS TO PROTECT REWARD AND ENABLE INVESTMENT OWNERSHIP

Our Purpose is to be a trusted and respected voice for all retail investors

Our Aims

- Represent and promote the interests of investors
- Encourage an effective capital market in New Zealand

...supported by our **Values**

Independence	Advocacy	Respect	Inclusiveness	Evidence-based	Outcome-focused
<i>Our independence is our key point of difference, driving our credibility and objectivity</i>	<i>Our advocacy supports all investors and the constructive improvement of listed markets</i>	<i>The way we behave earns respect</i>	<i>We are a friendly, welcoming space for all investors, no matter their background, status or experience</i>	<i>We make decisions based on evidence and best practice</i>	<i>We remain focused on delivering our mission</i>

...delivered through our **strategic workstreams**

Sustaining NZSA as the voice of retail investors	Increase Corporate Engagement with NZSA	Create and provide services that support all investors	Sustain policy leadership for investors and capital markets
<i>Maximising awareness of NZSA to sustain the influence of NZSA within NZ's markets</i>	<i>Maintaining proactive and meaningful relationships with listed issuers and stakeholders</i>	<i>Supporting the diverse needs of investors through advocacy, information and knowledge</i>	<i>Work across stakeholders to maintain advocacy positions that support retail investors</i>
Sustainably govern and manage NZSA		Ensure NZSA has the resources and capabilities to operate into the long-term	

'Strategy on a page' – NZ Shareholders' Association

Key FY25 Outcomes

The year was full of milestones, both for members and “behind the scenes”.

CEO Remuneration

Last year, we noted the launch of the NZX Remuneration Reporting Template, a voluntary reporting guideline for both Director and Chief Executive remuneration. NZSA had been heavily involved in its development, as we looked to review our own (refreshed) [CEO Remuneration Policy](#). Throughout FY25, we observed the increasing quality of remuneration disclosures as listed companies took advantage of the new template available to them. That's a great outcome for investors and issuers alike – investors get the benefit of clarity, consistency and comparability through enhanced disclosure, while listed issuers benefit from clear expectations and a simple template that supports enhanced disclosure.

On a like-for-like basis, NZSA recorded a 10% improvement in the quality of CEO

remuneration disclosures and structures. We look forward to ongoing improvement. We're pleased to announce that NZSA, supported by Simplicity, will author an annual research study into CEO Remuneration and how it translates to shareholder value.

Governance Quality

This is only one example of the improvement in corporate governance quality that NZSA has championed. The chart below shows the evolution since 2021 of NZSA's “Governance Quality Index”, a metric based on the individual components of our assessment policies.



NZ Shareholders Association – Governance Quality Index

This long-term outcome is no accident. Meetings or discussions with corporate stakeholders during FY25 stabilised at around 350 (FY24: 356), with volunteers and NZSA staff appearing at 140 listed company meetings during the year (FY24: 149) – both are key inputs in supporting the emerging NZSA role as a ‘trusted, independent’ adviser on shareholder relationships with their investments.

From an NZSA perspective, the increasing depth and quality of our work was reflected in an increase in the shareholdings that we represented during FY25, with a near 20% increase compared to FY24.

1: NZSA as the voice of investors

Awareness of NZSA remained high amongst business and investment stakeholders during FY25. Late in 2024, NZSA commissioned a research report to understand our perceptions amongst ‘B2B’ stakeholders. The feedback was positive, and also offered some insight into the value of our work and the unique role we play within the New Zealand capital markets environment.

Despite this feedback, we know we still have work to do. While NZSA offers a voice on many corporate and regulatory issues, to a receptive audience of seasoned investors and

professionals, we need to know more about NZSA *outside* of this demographic. In turn, that will inform the next evolution NZSA’s offer for individual investors into the next generation.

I noted last year that *“as the world of investment changes, so too must NZSA”*.

NZSA’s future will always rely on the needs of individual investors. Our aspiration is to be an inclusive organisation that represents all investors, whether they are investing on their own behalf, using a financial advisor or participating via their KiwiSaver membership.

Media

NZSA’s voice continues to be heard and accepted within New Zealand’s business media as a capable, independent, arms-length observer of markets. A strong business journalism capability is important not just for investors, but for New Zealand’s capital markets more generally.

In support of this goal, NZSA continues to host the NZSA Business Journalism Awards, offering meaningful rewards for exceptional business journalism in New Zealand. Tim Hunter (NBR) was again crowned as the 2024 NZSA Business Journalist of the Year; he has now taken out this title for three out of seven editions.

‘No point in fighting’ – ex Bremworth chair

A calm focus on the interests of the company leads to a board transition at the NZX-listed carpet maker.

Scorched earth alternative

An article by NZ Shareholders’ Association chief executive Oliver Mander had been instrumental in showing the way forward, said Adams.

On March 12, Mander posted to the NZSA website saying the issues and solutions outlined by the Bremworth board and its dissidents seemed closely aligned.

“That may lend itself towards a ‘collaborative’ approach to solving the vexed problem of board renewal, rather than focusing on the ‘scorched earth’ alternative,” he wrote.

NBR, March 19th 2025 ([link to article](#))

Branch Events

During FY25, NZSA began to implement “national themes”, supported by key speakers at each local Branch. This ensures that NZSA members, no matter where they are in the country, receive the same high-quality insights on topics of relevance for investors. It also allows us to augment those events with additional content or marketing effort and support branches that might otherwise find it difficult to consistently attract speakers.

An example of this was the tour by economist, Shamubeel Eaquad, of all NZSA Branches during February 2025. This attracted significant audiences for all branches while providing some fantastic insights for those members that attended.

2: Corporate Engagement

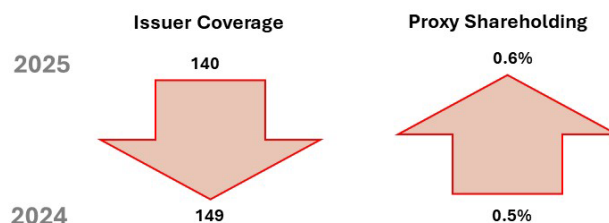
We have continued to widen and deepen our interactions with listed companies during FY25. These strong corporate relationships help us achieve our core goals in promoting conduct and practices that support transparency and the needs of shareholders. For a subset of companies, NZSA has become something of a ‘trusted adviser’ on key topics likely to impact shareholder outcomes.

Our corporate membership base continues to grow as a result. During FY25, we welcomed **Channel Infrastructure, Stride Property Group, Investore Limited, The A2 Milk Company** and a further anonymous member to bring our Corporate membership to 35 listed companies, fund managers and capital market stakeholders. So far in FY26, we have welcomed **Vista Group** and **Contact Energy**.

Just outside the financial year end, we welcomed **Fisher Funds** to our stable of members. Fisher join existing Investment Manager members Milford Asset Management, Devon Funds and Castle Point. We also continue to deepen our relationship with **Simplicity**, who have supported the NZSA Business Journalism Awards since 2021.

3: Investor services

During FY25, NZSA maintained its proxy service, covering 140 companies (FY24: 149). Despite the drop in company meetings, our proxy holding increased its share, now covering around 0.6% total share of market capitalisation (up from 0.5% last year).



We continue to see increases so far in FY26, albeit at a lesser rate of change. The reduction in meetings reflects the wider dearth of listings affecting not just the NZX, but other stock exchanges around the world. Ultimately, the decline of stock exchanges is bad news for investors – with a comparative lack of regulation and disclosure in private investment markets ultimately creating the conditions for the lack of investor protections that has bedevilled investors at key moments in history.

As always, I can only offer a huge ‘thank you’ to those volunteers who have offered their time and experience to support us.

During the year, we bade a fond farewell to *Scrip* magazine. Scrip’s legacy continues to live online, with shareholder meeting reports and regular blog posts continuing to provide insight and inform investors.

We are also pleased to welcome back an Investor Conference this coming year, in collaboration with the Australian Shareholders Association. Ideally, this would become a regular, trans-tasman event with a venue alternating between Australia and New Zealand. We will continue to consult our members on this.

4: Sustainably govern and manage NZSA

NZSA continued to strengthen its governance foundations during FY25. Both the Chair and I

have already highlighted the recruitment outcomes triggered by the departure of our former Chair.

As always, my thanks to both the NZSA Board for their sage advice and support throughout the year, and to our Reviewer (BDO) for their thorough review of our financial and key performance disclosures. In a small organisation, the benefit provided to a CEO by these groups cannot be overstated.

A key milestone was the successful re-incorporation of NZ Shareholders' Association under the new Incorporated Societies Act 2022. This required both changes to our Constitution and member approval, achieved at our September 2024 AGM.

This year, we have also completed the last accounting adjustment to maintain compliance with New Zealand's accounting standards, with the move to fully account for accruals associated with the timing of corporate memberships. Your Board and I both felt this was a necessary step as corporate memberships continue to grow in materiality for NZSA.

As noted in FY24, it is again pleasing to see the result of underlying efficiencies achieved over the last few years. This has allowed NZSA to maintain a stable 'operating surplus' while at the same time increasing its exposure to equity markets. Long-term, this increasing reserve fund will provide an option to support funding for core NZSA operations or projects.

5: Policy leadership

NZSA made six public submissions and three targeted submissions during the year, mostly to regulatory agencies and government departments, as work to reform both the

Companies Act and other settings impacting capital markets kicked off in earnest.

In December 2024, the government announced planned reforms to remove the requirement for prospective financial information (PFI) for companies undertaking an initial public offering (IPO), with the support of NZSA.

We have also continued to advocate for the Climate Related Disclosure regime to include unlisted companies within its scope, while also calling for the introduction of a differentiated reporting regime that reflects the scale of the reporting organisation.

I also continued as NZSA's representative member of the NZX Corporate Governance Institute (CGI) during FY25, and look forward to continuing this during the coming year.

Our key policy improvement during the year was the review of our CEO Remuneration Policy, based on the work we had undertaken in collaboration with the CGI late in the previous year. In FY26, our key policy focus will be on our two legacy 'Audit' policies. When complete, all of our key best-practice policies will have been reviewed and updated since 2021, with a three-yearly review cycle in place.

My thanks to the NZSA team, the Board, our members and our corporate supporters – all of whom play their part to ensure that NZSA is able to protect, enable and reward individual investors. I thank you for your continued support.

Oliver Mander

NZSA, Chief Executive

June 2025

2024

Feb

NZSA and Simplicity send letter to Fletcher Building directors, with conditions for a pathway to Board renewal. A variety of director and executive changes followed, until October.

Mar

Agria calls off bid to remove PGG Wrightson independent directors, following NZSA actions.

Apr

NZSA calls for changes to Companies Act to offer greater protection to shareholders.

May

Beacon Award for Abby Foote, for her actions at Sanford and Christchurch City Holdings.

NZSA appears in court, following a 'notice of appearance' after shareholder opposition to the Burger Fuel capital return. This helps clarify the legal tests required to establish a successful capital return scheme of arrangement.

Jun

Submissions on NZX Director independence proposals and proposed changes to PFI Prospective Financial Information for new issuers.

Aug

Resignation of Andrew Reding as NZSA Chair. Joy Marslin as Interim Chair

Sep

NZSA secures a commitment from Bright Dairy that it will advocate for Synlait minority shareholders to be "afforded an opportunity to participate in future capital management initiatives."

Oct

NZSA supports proposed extensions for scope 3 reporting to two years

Nov

Tim Hunter awarded as NZSA Business Journalist of 2024

2025

Jan

NZSA opposes takeover of Millennium Copthorne by majority owner CDL Investments (the offer was later rejected by MCK's directors)

Feb

Shamubeel Eaquad, Economist, tours NZSA Branches.

NZSA makes new Board appointments.

NZSA calls for change at Heartland Bank's NZ bank Board.

NZSA calls for differentiated approach to climate reporting requirements.

Mar

NZSA successfully promotes alternative Board renewal plan at Bremworth (BRW)

NZSA Directors

These biographies should be read in conjunction with the Governance Disclosures on pages 44-51 of this report. NZSA disclosures aim to align with the requirements of the NZX Corporate Governance Code.

Sam Dixon (Chair)

On NZSA Board and Chair since February 2025.

Chair of Revenue Committee.

Key Skills: Accounting, Investing

Directorships: Kings College OBA



Sam returned to his home town of Auckland to head up Murray & Co's Fund Distribution business after a 25 year career in investment banking and fund management with JPMorgan and HSBC in London, Hong Kong and Sydney.

Sam set up HSBC's Global Hedge Fund Credit Risk team and supported the launch of its Prime Brokerage business in Europe and Asia. He also managed Global Investor Relationships, developing multi-product relationships with global investors. He remains focused on best practice for global capital markets and assisting investors in New Zealand connect with offshore opportunities.

Sam holds a Bachelor of Commerce from the University of Otago, is a regulated banker in the EU, Hong Kong and Australia and a member of the Institute of Directors and Institute of Finance Professionals in New Zealand. Sam is President of the Kings College Old Collegians Association and a Finance Board member of the Village Square Trust, the community-led early childhood hunger and elderly loneliness charity (having seen similar charities succeed throughout the emerging markets of Asia and Europe).

Alex Ball (Deputy Chair)

On NZSA Board since February 2025.

Chair of Finance and Risk Committee

Key Skills: Governance, Accounting, Commercial

Directorships: Brookthorpe Advisory, Waterfall Capital



Alex is a chartered accountant and enjoyed a varied 18 year international career with EY before spending 16 years as CFO of a number of NZ companies, including Vector, TelstraClear, Transpower and EROAD. He also had a significant governance career as director or chair of a range of private companies. Alex currently provides strategic planning and execution advisory, fractional CFO, risk management and advisory board services through his own firm, and is a business coach at The Icehouse.

Chris Steptoe

On NZSA Board since November 2023 (appointed as Associate June 2023).

Chair of Investment Committee.

Key Skills: Investment, Capital Markets, Accounting, Technology

Directorships: Noodle Industries



Chris brings a diverse range of skills and knowledge to the board, with a background in technology and funds management. He has a deep understanding of NZ capital markets, gained through his involvement as a retail investor with NZX experience and as an analyst for an Australasian fund manager, DMX Asset Management. His career has provided him with valuable insights into the challenges and opportunities faced by businesses, having met with hundreds of CEOs. Chris has been a member of NZSA since 2014, joining the Auckland Branch committee in 2016.

Deanna Chiang

On NZSA Board since November 2024.

Key Skills: Investing, Social Media, Technology

Directorships: Admiral Testing Services



Deanna Chiang has nearly 30 years of experience in the fast-moving consumer goods (FMCG) industry with Merchandise Planning, Customer Insight, Consumer Products and Company Startups.

Understanding the challenges of balancing career and motherhood, Deanna founded Plum Agencies, a sales and merchandising company dedicated to supporting return-to-work mums. She provided them with flexible employment and blueprint to establish their own “Plum Agencies”. Through strong industry support, the business expanded into a nationwide, including importation and distribution.

After successfully selling Plum Sales and Merchandising, she is actively involved in industry governance and advocacy, serving as a board member of the New Zealand Food & Grocery Council (FGC). In 2024, she was the Chair of the Auckland Branch for the New Zealand Shareholders Association.

Jon Raby

On NZSA Board since February 2025.

Key Skills: Governance, Accounting, Commercial, Environmental & Social

Directorships: Norseware Limited, Rakon Limited



Jon has over 30 years of senior executive and executive director experience in the banking, insurance and funds management sectors across New Zealand, Australia and the UK. This included a 25-year career with the Commonwealth Bank of Australia group. His work experience covers finance leadership, treasury, procurement, property, investment management, innovation & digital services, strategy, and asset & liability management.

During a 12-year period as CFO of ASB Bank, he was an executive director on all ASB Bank’s banking and funds management operating subsidiaries and its holding company. Jon is a Fellow Chartered Accountant (CAANZ).

Joy Marslin

On NZSA Board since November 2022

Key Skills: Governance, Commercial, Environmental & Social, Investment, HR

Directorships: Metis Investment Committee, Impact Enterprise Fund, Financial Services Complaints Limited, Strategi Group, Nelson Building Society



Joy has worked within the financial services sector for over 30 years in client services, wealth management, investment governance and leadership positions.

Joy holds a number of governance roles. She has recently resigned as the Board Chair of Simplicity NZ Ltd, but maintains roles as an independent director of Strategi Group, industry representative director for Financial Services Complaints Ltd, director of Impact Enterprise Fund, and independent member of Metis Investment Committee. She has recently been appointed as an independent director of Nelson Building Society and as Chair of New Ground Capital Limited. Joy’s former corporate roles included Head of ANZ Wealth and Head of Westpac Private Wealth Management.

Louise Nicholson

On NZSA Board since November 2022

Chair of Marketing Committee

Key Skills: NZ Business, Media, Marketing, Social Media, Commercial, Environmental & Social

Directorships: None



Louise is a corporate communications specialist, with experience working for government, business, the media and agencies. She has held senior roles in New Zealand, Australia and Asia.

Most recently, she was part of the leadership team of New Zealand's Financial Markets Authority and prior to that was a partner in one of the Asia Pacific's most successful public affairs agencies.

Louise's specialty is issues and reputation management, with a particular focus on financial communications and the rights of investors.

Martin Hawes

On NZSA Board since 2020

Key Skills: Capital Markets, Commercial, Investment, Media & Mktg, NZ Business

Directorships: None



Martin Hawes is a financial author and presenter. He is a former Financial Advisor and lives in Christchurch. Martin is a former Director of retirement income specialist Lifetime Income.

He is the author of 23 books on finance and investment and now writes articles for a range of publications. Martin also frequently speaks at seminars and conferences around the country and comments in the media. He is long-term member of NZSA.

Dr. Sam Porath

On NZSA Board since February 2025.

Chair of Policy Committee.

Key Skills: Governance, Investment, Membership Bodies

Directorships: NZ Corporate Governance Forum, NZX Corporate Governance Institute



Sam is currently Manager, Dynamic Asset Allocation at the Accident Compensation Corporation and has previously held roles including Manager, NZ Equities and Portfolio Manager, Strategic Tilting at NZ Superannuation Fund, and as a consultant for Russell Investments to institutional investors in New Zealand and Australia.

Sam currently chairs the New Zealand Corporate Governance Forum, an institutional investor group committed to promoting good corporate governance within New Zealand companies for the long-term health of the NZ's capital markets, and is a member of the NZX Corporate Governance Institute. In addition, Sam holds a PhD in mathematics specialising in differential geometry and is a CFA charter holder.

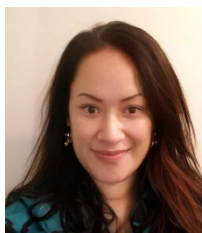
Associate Directors

Ruth Tolise

On NZSA Board September 2022 – January 2025. Associate Director since February 2025.

Key Skills: NZ Business, Accounting, Commercial, Legal

Directorships: AAPE Aoga, Central Pacific Collective, Niuvaka Trust



Ruth currently works as a Risk & Compliance specialist at Sky City Entertainment Limited. Her journey began in the banking and insurance sectors, where she has been able to hone her skills in specialist areas over three decades.

Some of her specialisations include risk management, finance, compliance and corporate actions. Alongside her corporate responsibilities, Ruth is deeply committed to continuous learning and being able to give back to her Pasefika community.

Peter Watson

On NZSA Board as a Board Associate since February 2025

Key Skills: Governance, Environmental and Social, Membership Bodies

Directorships: Frenzi Group Ltd, Mamaku Pt Conservation Trust, New Ground Capital Ltd, Tether Ltd



Peter is a Chartered Accountant and finance professional with deep expertise in investment management, financial strategy, and corporate governance. Currently CFO and Investment Director at New Ground Capital, Peter oversees financial operations across multiple subsidiaries and impact funds, capital strategies, risk management, and financial planning to drive sustainable growth.

With a background spanning tax, audit, and transactions at Ernst & Young, as well as Inland Revenue, Peter has worked with a diverse range of businesses, from SMEs to multinational corporations. Peter holds a Post Graduate Diploma in Business and a Bachelor of Business from Massey University and is a Certified Chartered Accountant (ACCA). Based in Auckland, he is passionate about leveraging financial expertise to create long-term value and impact.

Philip Ascroft

On NZSA Board as a Board Associate since February 2024

Key Skills: Legal, Investment, Capital Markets

Directorships: None



Philip is a senior associate at Chapman Tripp with 14 years of experience in corporate and securities law. With experience on many of New Zealand's most significant initial public offerings and other equity capital markets transactions, Philip acts for issuers, underwriters and shareholders on all aspects of IPOs and capital raisings. He also advises on listed company compliance and corporate governance, mergers and acquisitions, takeovers and other corporate law issues.

Philip has an LLB (Hons) from the University of Canterbury and is Auckland-based.

Financial Statements

Statutory Information

Legal Name of Association:	The New Zealand Shareholders' Association Incorporated
Type of Association and Legal Basis:	New Zealand Incorporated Society
Registration Number:	1138448
Directors:	Sam Dixon (Chair) Alex Ball (Deputy Chair) Chris Steptoe Deanna Chiang Jon Raby Joy Marslin Louise Nicholson Martin Hawes Sam Porath
Annual Accounts Reviewer:	BDO (appointed FY22) represented by Brooke Rodriguez (appointed FY23)
Tax Accountants:	Gilligan Sheppard

Association's Purpose:

The objects of the Association are to:

- a) Represent, protect and promote the interests of investors in shares and other Investment Products;
and
- b) To promote and encourage an active, efficient, fair and transparent market for raising capital and trading in shares and other Investment Products.

Some of the activities the Association undertakes in furtherance of its Objects include:

- a) Influencing government policy.
- b) Making submissions to Parliament and regulatory bodies on laws.
- c) Performing and encouraging research.
- d) Providing an advocacy role.
- e) Providing a proxy service.
- f) Encouraging good governance within Organisations.
- g) Organising meetings and functions for investors, often with keynote speakers from finance, industry, journalism, politics and other relevant sectors.
- h) Undertaking educational activities.
- i) Establishing and maintaining branches throughout New Zealand.
- j) Representing shareholders at Annual General Meetings

Association Structure:

The New Zealand Shareholders' Association Incorporated is structured as a central National office with seven Branches across New Zealand.

The National Body is governed by a Board made up of elected members, supported by a small executive team. The Branches each have their own committee who manage the day-to-day activities of the Branch, supported by the executive team.

Primary Sources of the Association's Cash and Resources:

The NZ Shareholders' Association receives funding for its activities from Subscription Fees from individual, corporate and supporter members. There are a number of investments in listed securities, which provide a minor income flow. The NZSA Board has a policy of increasing this investment over time.

Main Methods Used by the Association to Raise Funds:

The Association generates its funding from Membership fees and to a minor degree from event-based support, such as advertising and promotion of an event. Some events, such as the Journalism Awards, receive funds from third parties. NZSA also acknowledges the support of speakers at its Branch and National events across New Zealand.

Branches receive funds from their functions and activities, with funds allocated to them each year by NZSA in line with an agreed budget.

Association's Reliance on Volunteers and Donated Goods or Services:

There is a large amount of work undertaken at all levels of the Association on a voluntary basis. This is supplemented by a small group of staff within the National Office comprising two Employees filling the roles of Chief Executive and Administrator. We also are supported by two further contract Researchers on an as-needs basis.

Contact details

Postal Address Level 4, Smith & Caughey Building
253 Queen Street
Auckland 1010
New Zealand

Phone/Fax: 0800 69 72 74

Website: www.nzshareholders.co.nz

**INDEPENDENT ASSURANCE PRACTITIONER'S REVIEW REPORT
TO THE MEMBERS OF NEW ZEALAND SHAREHOLDERS' ASSOCIATION**

Report on the Performance Report

We have reviewed the accompanying performance report of New Zealand Shareholders' Association ("the Society") which comprises the entity information and the statement of service performance ("the non-financial information"), the statement of financial performance, and statement of cash flows for the year ended 31 March 2025, the statement of financial position as at date, and the statement of accounting policies and other explanatory information ("the financial information").

Board's Responsibility for the Performance Report

The Board is responsible for the preparation and fair presentation of the performance report in accordance with the Tier 3 (Not-for-Profit (NFP)) Standard ("Tier 3 NFP Standard"), and for such internal control as the Board determine is necessary to enable the preparation of a performance report that is free from material misstatement, whether due to fraud or error.

Assurance Practitioner's Responsibility

Our responsibility is to express a conclusion on the accompanying performance report. We conducted our review of the financial information in accordance with International Standard on Review Engagements (New Zealand) (ISRE (NZ)) 2400, *Review of Historical Financial Statements Performed by an Assurance Practitioner who is not the Auditor of the Entity* ("ISRE (NZ) 2400"), and our review of the non-financial information in accordance with the International Standard on Assurance Engagements (New Zealand) ISAE (NZ) 3000 (Revised), *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*. Those standards require us to conclude whether anything has come to our attention that causes us to believe that the performance report, taken as a whole, is not prepared in all material respects in accordance with the Tier 3 NFP Standard. Those standards also require that we comply with relevant ethical requirements.

A review of the performance report in accordance with ISRE (NZ) 2400 and ISAE (NZ) 3000 (Revised) is a limited assurance engagement. The assurance practitioner performs procedures, primarily consisting of making enquiries of management and others within the Society, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing (New Zealand) and ISAE (NZ) 3000 (Revised) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information*. Accordingly, we do not express an audit opinion on this performance report.

Other than in our capacity as assurance practitioner we have no relationship with, or interests in, the Society.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that:

- a) the reported outcomes and outputs, and quantification of the outputs to the extent practicable, in the statement of service performance are not suitable; and
- b) the performance report does not present fairly, in all material respects the financial position of the Society as at date, and the entity information, service performance, financial performance, and cash flows for the year then ended

in accordance with the Tier 3 NFP Standard.

BDO Wellington Audit Limited

BDO WELLINGTON AUDIT LIMITED

Wellington
New Zealand
11 July 2025

Statement of Service Performance

Over the Financial Year ended 2025 the NZ Shareholders' Association (NZSA) has;

- Encouraged investors to vote at meetings or provide the NZSA with their proxy vote.
- Promoted the Standing Proxy system availability to all investors.
- Provided members with a greater insight into how the NZSA will vote undirected Proxies at Company Meetings.
- Held branch meetings to support the interests of members.
- Maintained relationships and dialogue with the New Zealand Stock Exchange (NZX), Financial Markets Authority (FMA), Takeovers Panel, and various stakeholders within the New Zealand investment community.
- Provided submissions to various government agencies that represent the interests of investors.
- Provided commentary to members and the public on the Association's views in regard to specific corporate issues, regulatory matters and investment.
- Worked with Listed Companies to enhance governance.
- Continued to manage the Associations' outputs to investors and members within the constraints of available resources.
- Provided the framework enabling a range of events and services to be provided
- Hosted the Beacon Awards to recognise great governance and the NZSA Journalism Awards to encourage and reward exceptional business journalism.

Description of the Associations' Outcomes

- Achieve a dynamic and more vibrant equities market in New Zealand by increasing investors' confidence in the Market
- Encourage active involvement in the market by Investors
- Improve understanding of the risks and rewards available to Investors
- Encourage investors to act as the business owner and to look at the companies they have invested in to better appreciate the complex activities of the company's and their opportunities
- Encourage good governance within companies and to ensure the monitoring and regulatory activities function well to grow the market and instil confidence.

Description and Quantification of the Association outputs:

	Actual	
	FY25	FY24
Branch Meetings held	49	42
Speakers and presentations to members	63	46
Visits to companies by members	6	6
Proxy Voting Intentions issued (to March 31st)	140	149
Standing proxies as at March 31st 2025 ¹	1,411	1,405
Proxy shareholdings	17,832	14,945
Branch Committee members	35	34

¹ Based on figures supplied by Computershare and Link Market Services, with the higher number reported.

The Board herewith approve the Performance Report for the year ended 31 March 2025 as presented on pages 24-43 inclusive.

For and on behalf of the Board;



Chair
Sam Dixon
July 4th 2025



CEO
Oliver Mander
July 4th 2025

Statement of Financial Position

NZ Shareholders' Association
as at March 31st 2025

	Note	FY2025 \$	FY2024 \$
ASSETS			
Current Assets			
Bank accounts and cash	3.1	263,636	235,885
Short Term Investments	3.1	6,828	29,445
Total Cash and short-term deposits		270,464	265,330
Debtors and prepayments		18,897	19,659
Total Current Assets		289,361	284,989
Non-Current Assets			
Property, plant and equipment	5	1,227	1,588
Equity Investments	6	267,527	209,584
Tax-related Assets	13, 14	31,550	28,928
Other Non-Current Assets	1.4	-	139
Total Non-Current Assets		300,304	240,240
Total Assets		589,665	525,228
LIABILITIES			
Current Liabilities			
Creditors and accrued expenses		9,507	15,206
GST Payable		15,198	7,790
Employee costs payable	4.1	54,090	26,289
Subscriptions in Advance	4.2	230,917	48,646
Total Current Liabilities		309,712	97,930
Total Liabilities		309,712	97,930
Total Assets less Total Liabilities (Net Assets)		279,953	427,299

These financial statements should be read in conjunction with all the Statements of Financial Performance and the Notes forming a part of them. These Statements have been subjected to a limited assurance review in accordance with the requirements of the External Reporting Board Standards.

Statement of Financial Position (continued)

NZ Shareholders' Association
as at March 31st 2025

	Note	FY2025	FY2024
		\$	\$
Accumulated Members Funds			
Accumulated surpluses	7		
<i>Opening Balance</i>	7.3	355,867	326,245
<i>less Prior Period Adjustments</i>	4.2, 7.3	(167,958)	-
<i>add Current Year Earnings</i>		20,612	54,380
<i>less Transfer to Reserves</i>	7.3	(37,407)	(24,758)
Total Accumulated Surpluses		171,114	355,867
Discretionary reserves			
<i>Taxation Reserve</i>	7.2, 7.3	31,550	28,928
<i>Branch Funds Reserve</i>	7.2, 7.3	41,554	7,145
Total Discretionary reserves		73,104	36,073
Investment Revaluation Reserve	6.1, 7.2, 7.3	35,735	35,359
Total Accumulated Members Funds		279,953	427,299

Statement of Financial Performance

NZ Shareholders' Association
for year ended March 31st 2025

	Note	FY2025	FY2024
		\$	\$
Revenue			
Donations, koha, bequests and other general fundraising activities	1.1	1,920	1,298
Membership fees and subscriptions	1.2	451,248	435,967
Revenue from commercial activities	1.3	10,391	20,193
Interest, dividends and other investment revenue	1.4	17,322	12,015
Total Revenue		480,881	469,472
Expenses			
Employee remuneration and other related expenses	2.1	281,416	260,969
Expenses related to commercial activities	2.2	57,877	68,807
Other expenses related to service delivery	2.3	124,932	119,287
Grants and donations made	2.4	-	870
Total Expenses		464,225	449,932
Non-cash expenses			
Depreciation	5	361	472
Total Expenses		464,586	450,404
Net Operating Surplus / (Deficit) for the year		16,296	19,068
Non-Operating Items			
Write-offs or Gains on Disposal	2.5	(139)	281
Unrealised Gains on Investments	1.4, 6.3	376	17,922
Realised Profit (Loss) on Shares	1.4	3,252	11,575
Taxation (Costs) / Benefit	13	828	5,534
Surplus/(Deficit) for the Year		20,612	54,380

These financial statements should be read in conjunction with all the Statements of Financial Performance and the Notes forming a part of them. These Statements have been subjected to a limited assurance review in accordance with the requirements of the External Reporting Board Standards.

Statement of Cashflows

NZ Shareholders' Association
For year ended March 31st 2025

	Note	FY2025	FY2024
		\$	\$
Cash Flows from Operating Activities			
Operating Receipts:			
Donations, koha, bequests and other general fundraising activities		1,920	1,298
Membership fees and subscriptions	15.1	465,584	433,545
Gross sales from commercial activities		10,391	32,193
Interest, dividends and other investment receipts		17,322	12,015
Movement in GST		7,019	-
Total Cash Inflows from Operating Activities		502,237	479,050
less Operating Payments:			
Employee remuneration and other related payments	15.1, 15.2	255,409	255,796
Payments related to commercial activities	15.1, 15.2	55,773	73,954
Other payments related to service delivery	15.1, 15.2	127,977	112,482
Donations or grants paid	2.4	-	870
Net Changes in Working Capital	15.1	3,767	9,395
Movement in GST		-	2,296
Total Cash Outflows from Operating Activities		442,927	454,793
Net Cash Flows from Operating Activities		59,310	24,258

These financial statements should be read in conjunction with all the Statements of Financial Performance and the Notes forming a part of them. These Statements have been subjected to a limited assurance review in accordance with the requirements of the External Reporting Board Standards.

Statement of Cashflows (continued)

NZ Shareholders' Association
For year ended March 31st 2025

	Note	FY2025	FY2024
		\$	\$
Cash Flows from Other Activities			
Cash was received from:			
Sale of property, plant and equipment		-	435
Sale of investments		43,068	24,318
Total Cash Inflows from Other Activities		43,068	24,752
Cash was applied to:			
Payments to acquire property, plant and equipment	5	-	673
Payments to purchase investments		97,244	63,041
Total Cash Outflows from Other Activities		97,244	63,714
Net Cash Flows from Other Activities		(54,176)	(38,961)
Net Increase / (Decrease) in Cash		5,134	(14,704)
Opening Cash		265,330	280,034
Closing Cash		270,464	265,330
		5,134	(14,704)
This is represented by:			
Bank Accounts and Cash		263,636	265,330
Short Term Investments		6,828	29,445
		270,464	265,330

These financial statements should be read in conjunction with all the Statements of Financial Performance and the Notes forming a part of them. These Statements have been subjected to a limited assurance review in accordance with the requirements of the External Reporting Board Standards.

Statement of Accounting Policies

NZ Shareholders' Association
For year ended March 31st 2025

These policies should be read in conjunction with all the Statements of Financial Performance and the Notes forming a part of them. These Statements have been subjected to a limited assurance review in accordance with the requirements of the External Reporting Board Standards.

Basis of Preparation

This performance report is prepared in accordance with the XRB's Tier 3 (NFP) Standard. The entity is eligible to apply these requirements as it does not have public accountability and has total annual expenses of less than \$5,000,000. All transactions in the performance report are reported using the accrual basis of accounting. This performance report is prepared under the assumption that the entity will continue to operate for the foreseeable future.

Goods and Services Tax (GST)

All amounts are recorded exclusive of GST, except for Debtors and Creditors which are stated inclusive of GST.

Revenue Recognition

Invoices to members for membership fees are raised at the time that payment is received for renewal. This avoids any unnecessary credits where a member chooses not to renew. This is initially recognised as income in advance and then transferred to revenue over the membership term.

Income Tax

Income Tax expense charged to the Profit and Loss Statement recognises the current obligations for the period, calculated using the Taxes Payable method, with Tax Losses and Imputation Credit Tax Assets shown on the Statement of Financial Position and detailed further in Notes 13-14.

The New Zealand Shareholders' Association use an external firm of Chartered Accountants (Gilligan Sheppard) to calculate the tax each year.

As shown in the notes, tax losses have now built up to a material value. At this stage, NZSA Directors have judged that there is a likelihood that these tax losses will be able to be utilised in future reporting periods, and have therefore determined that the carrying value is appropriate. See Note 7 for further details.

NZSA will continue to monitor the status of its available tax losses, and make appropriate judgements as to their future value.

Bank Accounts and Cash

Bank accounts and cash in the Statement of Cash Flows comprise cash balances and bank balances (including short term deposits) with original maturities of 90 days or less.

Investment Valuations

Shares in listed companies held by the New Zealand Shareholders' Association Incorporated may not be able to be realised for the amount stated in the accounts. Total Investments are shown at market values at balance date. Any Unrealised Gain or Loss is shown within the Statement of Financial Performance, being the annual change recorded in the realisable value of investments. NZSA continues to set aside the total unrealised gain on its investments as a separate equity reserve (see Note 7) in the Statement of Financial Position.

Property, Plant and Equipment

Assets comprise computer hardware and office furniture and are measured at Historic Cost less accumulated depreciation. Depreciation is charged at a rate of 30% Diminishing Value (DV) for computer hardware and 10.5% Diminishing Value (DV) for office furniture.

Foreign Currency

NZSA conducts its business mainly in New Zealand Dollars (NZ\$). Any transactions denominated in foreign currencies are converted at the exchange rate current at the transaction date. Foreign currency receivables and payables are converted at exchange rates current at balance date.

NZSA Financial Accounts Annual Review costs

This role has been undertaken by BDO (Lead Audit Partner: Brooke Rodriguez) who were appointed as reviewers at the 2022 Annual General Meeting. Members should note this is a Review and not an Audit. The Independent Review Report, concerning the Financial Performance for the FY25 year, is attached as part of this FY25 Annual Report.

Branch Accounting

NZSA's branch accounts are included within the presented accounts, with branches treated as cost centres subject to internal cost management processes. Internal management reports provide visibility of underlying branch costs and revenues.

All branches are required to prepare and submit a budget prior to the start of the financial year and remain in control of their own expenditure. Branches are not required to operate a separate bank account, although most do so.

Statement of Changes to Accounting Policies

NZ Shareholders' Association
For year ended March 31st 2025

These policies should be read in conjunction with all the Statements of Financial Performance and the Notes forming a part of them. These Statements have been subjected to a limited assurance review in accordance with the requirements of the External Reporting Board Standards.

Accrual of Membership Income

The NZSA Board resolved to align the accrual treatment of membership subscriptions across all membership types for FY25, to account for the future liability associated with memberships paid during FY25. Previously, membership accrual had only occurred for individual memberships.

This approach ensures consistency of treatment across all membership types. In compliance with the Tier 3 Reporting Standard, NZSA has recognised a prior period adjustment against the Opening Balance of its Accumulated Surplus for FY25, together with a corresponding liability for Subscriptions in Advance. In addition to the Statement of Financial Position, further information is shown in Notes 1, 4 and 7 of the Financial Statements.

New Reporting Standards

NZSA has also applied the new XRB 'Tier 3' standard, that has come into effect for all reporting periods after April 1st 2024. This has led to some minor changes in disclosures and terms within the Statement of Service Performance and the Financial Statements, particularly as relate to Accumulated Funds and Operating Cashflows. Where relevant, this is highlighted in relevant notes to the accounts.

The standard also requires greater explanation as to the Equity Reserves maintained by NZSA - this is reflected in Note 7.

Notes to the Performance Report

NZ Shareholders' Association
For year ended March 31st 2025

These Notes should be read in conjunction with all the Statements of Financial Performance and the Policies forming a part of them. These Statements have been subjected to a limited assurance review in accordance with the requirements of the External Reporting Board Standards.

Note 1: Analysis of Revenue

NZ Shareholders' Association received no revenue from general grants, capital grants or donations, government service delivery grants/contracts and non-government service delivery grants.

1.1 Donations and other similar revenue

	Analysis	FY2025	FY2024
		\$	\$
1.1	Donations from members	1,920	1,298
	Total	1,920	1,298

1.2 Membership fees and subscriptions

	Analysis	FY2025	FY2024
		\$	\$
1.2.1	Individual Investor Subscriptions ¹	129,061	123,044
1.2.2	Corporate Memberships	308,000	292,000
1.2.3	Supporter Memberships	28,500	18,500
1.2.4	Net Subscriptions in Advance ¹	(14,313)	2,422
	Total	451,248	435,967

¹ In FY24, the *Net Subscriptions in Advance* figure was included within *Individual Investor Subscriptions* (Note 1.2.1) as *Net Subscriptions in Advance* only applied to *Individual Investor Subscriptions*. From FY25, NZSA recognises Subscriptions in Advance consistently across all membership types. Therefore, in FY25, the figure shown for Note 1.2.4 includes *Net Subscriptions in Advance* for Individual, Corporate and Supporter Membership types. For comparability purposes, the *Net Subscriptions in Advance* for FY25 for *Individual Investor Subscriptions* is a positive benefit of \$4,520 (FY24: \$2,422).

1.3 Revenue from Commercial Activities

	Analysis	FY2025	FY2024
		\$	\$
1.3.1	Branch Events	-	2,113
1.3.2	Journalism Awards	10,000	10,000
1.3.3	Scrip	391	822
1.3.4	National Roadshow Event	-	7,258
	Total	10,391	20,193

1.4 Interest, dividends and other investment revenue

	Analysis	FY2025	FY2024
		\$	\$
	Operating Items		
1.4.1	Interest	6,891	6,838
1.4.2	Dividend	10,431	5,177
		17,322	12,015
	Non Operating Items		
1.4.3	Realised Gain/(Loss) on sale of Shares	3,252	11,575
1.4.4	Unrealised Gain on Investments	376	17,922
		3,628	29,497
	Total	20,950	41,512

Note 2: Analysis of Expenses

NZ Shareholders' Association incurred no expenses related to fundraising nor any volunteer-related expenses. Volunteers are reimbursed for any relevant expenses incurred in the delivery of services.

2.1 Employee remuneration and other related expenses

	Analysis	FY2025	FY2024
		\$	\$
2.1.1	Wages and Salaries	228,739	199,893
2.1.2	Contractors	31,677	37,076
2.1.3	Governance Honararia	21,000	24,000
	Total	281,416	260,969

2.2 Expenses related to commercial activities

	Analysis	FY2025	FY2024
		\$	\$
2.2.1	Branch Events	25,913	21,708
2.2.2	Beacon Awards	3,995	345
2.2.3	Journalism Awards	18,086	18,944
2.2.4	Scrip ¹	263	772
2.2.5	ShareClarity	-	3,600
2.2.6	AGM	2,946	1,507
2.2.7	National Roadshow Event ²	198	16,249
2.2.8	Other ³	6,476	5,681
	Total	57,877	68,807

¹ Scrip costs for FY24 included an additional \$640 of *Contractor Costs* included within Note 2.1.2 related to video editing

² The National Roadshow Event for FY24 included an additional \$8,000 of *Contractor Costs* included within Note 2.1.2

³ The 'Other' cost relates to indirect costs associated with activities (eg, travel to planning meetings)

2.3 Other expenses related to service delivery

	Analysis	FY2025	FY2024
		\$	\$
2.3.1	Professional Fees	7,000	5,860
2.3.2	Insurance	25,292	24,085
2.3.3	IT Costs	21,519	22,563
2.3.4	Office Rent	16,839	17,590
2.3.5	Printing and Post	2,268	2,195
2.3.6	Travel & Accommodation	30,621	23,382
2.3.7	Digital Design	11,273	10,003
2.3.8	Governance-related Costs (incl. travel)	9,783	13,579
2.3.9	Other	337	30
		124,932	119,287

2.4 Donations Made

	Analysis	FY2025	FY2024
		\$	\$
2.4.1	Donations Made	-	870

FY25: No donations were made. In FY24, NZSA made a donation of \$870 to the **University of Canterbury Investment Society**.

2.5 Write-offs or Gains on Disposal

	Analysis	FY2025	FY2024
		\$	\$
2.5.1	Gain on Disposal of Asset	(139)	281

Note3: Analysis of Current Assets**3.1 Bank Accounts and Cash**

	Analysis	FY2025	FY2024
		\$	\$
	Cash held for operational purposes		
3.1.1	NZSA 'National' Accounts	184,361	158,717
3.1.2	NZSA Branch Accounts ¹	4,193	31,342
3.1.3	Term Deposit ²	6,828	6,445
		195,382	196,504
	Cash held for investment purposes		
3.1.4	ASB Securities Cash Accounts	75,083	45,826
3.1.5	Short-term Deposits	-	23,000
		75,083	68,826
	Total	270,464	265,330

¹ NZSA has pursued consolidation of its banking arrangements since 2023. This has now resulted in only one Branch maintaining its own bank account, with all other branches operating through the single 'National' transaction account. The Branch Funds Reserve reflects the notional cash available for each Branch (see Note 4)

² Note that this Term Deposit with ANZ acts as security for credit cards utilised by NZSA.

Note 4: Liabilities**4.1 Employee Costs Payable**

	Analysis	FY2025	FY2024
		\$	\$
4.1.1	Employee Leave liability	15,063	13,018
4.1.2	Sick Leave liability ¹	14,027	13,271
4.1.3	Salary and Incentives Payable ²	25,000	-
	Total	54,090	26,289

¹ While there is no compliance requirement to provision for Sick Leave, NZSA does so on the basis that as a small organisation, were key staff to become incapacitated, NZSA would need to source (and fund) immediate temporary replacements.

² The FY24 Board Appreciation Bonus was paid within FY24.

4.2 Subscriptions in Advance

This relates to the balance of Membership Subscriptions paid in FY25 that NZSA will deliver in FY26. As noted in the Statement of Changes to Accounting Policies, NZSA is recognising Subscriptions in Advance across all membership types from FY25.

	Analysis	FY2025	FY2024
		\$	\$
4.2.1	Individual Membership Subscriptions in Advance	44,126	48,646
4.2.2	Corporate and Supporter Membership Subscriptions in Advance ¹	186,792	-
	Total	230,917	48,646

¹ For comparability purposes, the equivalent *Subscriptions in Advance* liability for Corporate and Supporter Memberships in FY24 would have been \$167,958. This has been recognised as a prior period adjustment within Accumulated Funds (see Note 7)

Note 5: Property, Plant and Equipment

Depreciation Schedule for y/e March 31st 2025:

Asset Type	Original Cost	Opening Value	Purchases	Disposals	Depreciation	Closing Value
Computers	4,467	689	0	0	207	482
Office Furniture	673	620	0	0	71	549
Sound and AV	1,935	78	0	0	23	55
Trademark	4,856	202	0	0	60	141
Total	11,931	1,588	0	0	361	1,227

Depreciation Schedule for y/e March 31st 2024:

Asset Type	Original Cost	Opening Value	Purchases	Disposals	Depreciation	Closing Value
Computers	4,467	984	0	0	295	689
Office Furniture	673	0	673	0	53	620
Sound and AV	3,462	269	0	153	37	78
Trademark	4,856	288	0	0	86	202
Total	13,458	1,540	673	153	472	1,588

NZSA has received no donated assets in FY25 (FY24: nil). There are no assets that are not recorded on the Statement of Financial Position.

Note 6: Investments

The Association is invested in a number of listed shares and exchange traded funds (ETF's) as a part of a diversified approach to managing the Associations Investments.

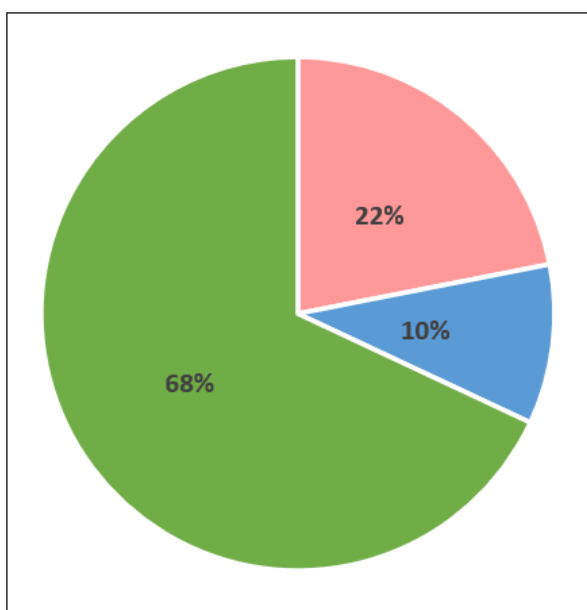
These Investments assist the Association to manage any contingencies that may arise, such as a campaign requiring significant funds or a downturn in Association income. Over-time, the Association intends to continue to grow its investments to further underpin its longer-term income.

Investments are governed by the Investment Committee and are subject to a Statement of Investment Policy and Objectives (SIPO) that is reviewed on a regular basis.

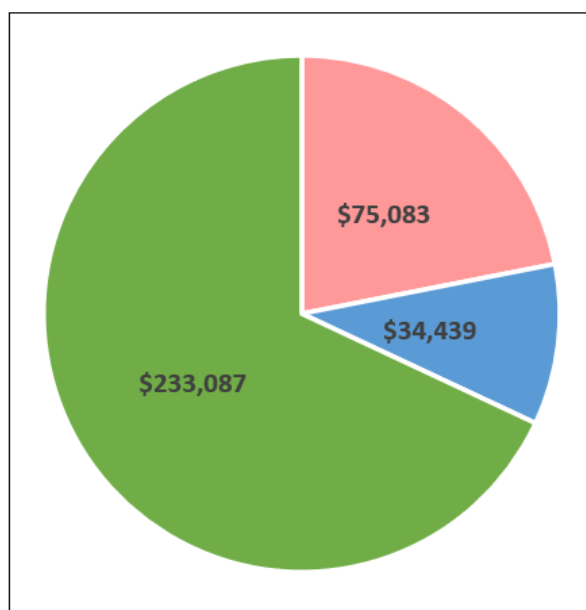
The total value of NZSA investments as at March 31st 2025 are **\$342,610** (FY24: \$278,410¹).

March 31st 2025

Investment Allocation



Invested Funds



■ Cash / Fixed Interest ■ NZ Equities ■ International Equities

Equity Investments

Total equity investments have been recorded at their Market Value of **\$267,527** as at March 31st 2025 in the Statement of Financial Position (FY2024: \$209,584).

The difference between the opening and closing market value of shares after allowing for purchases and sales ('unrealised gain or loss') is included in the Statement of Financial Performance. The

¹ In the FY24 Note relating to Investments, this figure was reflected as \$284,521. This included \$6,445 in short-term deposits required as security for NZSA credit cards (see Note 3.1) and therefore outside the mandate of the Investment Committee.

Association continues to maintain an Investment Revaluation Reserve (see Note 7) to reflect the total difference between the historic cost of the investment and the subsequent unrealised gain.

There is a fundamental uncertainty in respect of the Realisable Value of these Investments due to the uncertain nature of the equity markets. Mark-to-market calculations are undertaken monthly and included in internal financial reporting.

'Advocacy' Shares

On occasion, NZSA will hold shares to support advocacy within certain issues. These shares are not material to the wider investment portfolio. The only shares of this type held as at March 31st 2025 are in Cannasouth Limited, at a value of \$98. These have been impaired to a zero value post-balance date.

Cash Management

A portion of total funds set aside for investment is held in cash, either as short-term deposits or within a cash management account. As shown in Note 3.1, as at March 31st 2025, there were **no** short-term deposits (FY24: \$23,000), with **\$75,083** of bank accounts and cash set aside for further investment (FY24: \$45,826).

Note that this excludes **\$6,828** in short-term deposits required as security for ANZ credit cards (FY24: \$6,445).

Note 7: Accumulated Funds

7.1 Equity Reserve Management

NZ Shareholders' Association maintains three equity reserves: a Branch Funds Reserve, a Taxation Reserve and an Investment Revaluation Reserve. These are governed by the NZSA Board. Each year, the Board reviews the purpose of each reserve, ensures the carrying value of each reserve is appropriate and is supported by relevant evidence.

7.2 Equity Reserves

Branch Funds Reserve: This is a discretionary reserve. NZSA operates seven branches nationwide. Since FY23, separate branch bank accounts have mostly been closed, with the closing balances reflected in the branch funds reserve.

Each year, the reserve is adjusted based on the expenditure and any local income of the local branch, but maintains a minimum balance based on local branch membership numbers.

Taxation Reserve: This is a discretionary reserve, reflecting the benefit to NZSA from non-membership tax losses (see Note 13-14). This is supported by the tax losses recognised to date by Inland Revenue, shown on the Statement of Financial Position as 'Tax-Related Assets'.

The Reserve will be applied as and when NZSA receives net taxable income from non-membership sources.

The NZSA Board has reviewed this each year, most recently in May 2025, supported by the Finance and Risk Committee. As of this date, the NZSA Board believes that there are likely non-membership revenue outcomes that are likely to support future utilisation of tax losses.

Investment Revaluation Reserve: This is a required reserve under the Tier 3 Reporting standard. This reflects the net increase or decrease in the value of equity investments compared with the original purchase cost. This is supported by NZSA's (external) portfolio management reporting system, reflecting closing prices at each month-end.

The Reserve is adjusted each month to account for unrealised gains or losses. It is also adjusted for the impact of 'realisations'. The Reserve is governed by the NZSA Board, supported by the Investment Committee.

7.3 Equity Reserve Reconciliations

Description	FY2025				
	Accumulated Surplus	Discretionary Reserves		Investment Revaluation Reserve	Total
		Branch Funds Reserve	Taxation Reserve		
Opening balance	355,867	7,145	28,928	35,359	427,299
Surplus/(Deficit)	20,612				20,612
Transfer to discretionary reserves	(37,031)	34,409	2,622		-
Transfer from discretionary reserves					-
Revaluation movements	(3,628)			3,628	-
Transfers from revaluation reserve due to disposal of assets	3,252			(3,252)	-
Other movements recognised directly in accumulated funds ¹	(167,958)				(167,958)
Closing balance	171,114	41,554	31,550	35,735	279,953

¹ The NZSA Board resolved to align the accrual treatment of membership subscriptions across all membership types for FY25, to account for the future liability associated with memberships paid during FY25. Previously, membership accrual had only occurred for individual memberships. The \$167,958 is the calculated value of the forward liability (Subscriptions in Advance) at the end of FY24, recognised as an adjustment to the Opening Balance of Accumulated Surpluses for FY25.

Note 8: Capital Commitments and Contingent Liabilities

There are no Commitments as at March 31st 2025 (FY24: 11 months of office lease remaining with an FY25 commitment of \$16,042).

NZSA has no contingent liabilities or guarantees in place as at March 31st 2025 (FY24: nil).

Note 9: Other

Goods and Services provided to the Association "In Kind"

0800 phone line provided by *Spark Limited* who are also a Corporate Member. Value not quantified.

Legal services are provided by *Chapman Tripp*. A maximum value of services is specified, but the actual value is not quantified.

NZSA received use of the NZX Centre for the hosting of the 2024 NZSA Business Journalism Awards and Beacon Awards.

Note 10: Related Party Transactions

On occasion members of the NZSA may undertake paid activity for the NZSA. This tends to be on an "as required" basis and tends to be project based.

It is only reported if it exceeds \$10,000 per person per annum. Note that both Joy Marslin as Interim Chair (September 2024 - January 2025) and Sam Dixon as Chair (since February 2025) fall below this threshold for FY25. Note 4.1 provides further detail on the amounts outstanding to employees.

	FY2025		FY2024	
	\$		\$	
	Value of Transactions	Amount Outstanding	Value of Transactions	Amount Outstanding
Chair - Andrew Reding (to August 2024) Chair's Honorarium Relationship = NZSA member	\$10,000		\$24,000	
Chief Executive Officer - Oliver Mander ¹ Under employment contract Relationship = NZSA member	\$124,115	\$31,770	\$118,450	\$15,400
Grant Diggle Contractor (corporate research) Relationship = NZSA member	\$20,319	-	\$18,980	\$2,065
Masterjack Limited Contractor (digital services) Relationship = affiliated party of Life Member, Bruce Sheppard	\$12,941	\$2,691	\$15,740	\$1,932

¹ Amount outstanding includes holiday pay, sick leave allowance and a Board Appreciation Bonus awarded for FY25.

Note 11: Events after Balance Date

Since Balance Date, and as detailed in Note 6, NZSA has impaired the carrying value of its “advocacy” investment in Cannasouth Limited from \$98 to a zero value, following that company’s liquidation. (Last Year Nil).

The NZSA Board does not consider this a material impact on NZSA’s financial position.

Note 12: Ability to continue trading

There are no events known to the NZS Board which would prevent the NZSA trading after the Balance Date.

Note 13: Taxation

Tax Calculation	FY2025	FY2024
	\$	\$
Net Pre-tax Operating Surplus/(Deficit)	16,296	19,068
Less - Non Taxable Income	(458,559)	(444,867)
Add - Non Deductible Expenditure	439,313	406,035
less - Tax Bracket (if applicable)	-	-
Net Taxable Profit/(Loss)	(2,951)	(19,763)
Tax Payable (@ 28%)	-	-
Taxation benefit (@28%)	(826)	(5,534)
Rounding adjustment	(2)	-
Net Taxation benefit (@28%)	(828)	(5,534)

Imputation Credits	FY2025	FY2024
	\$	\$
Imputation Credits	1,794	952
RWT	-	-
	1,794	952
Add - Imputation Credits brought forward	4,379	3,427
Less - Imputation Credits Used to offset tax payable	-	-
Imputation Credits to carry forward	6,173	4,379

included in Tax-Related Assets on the Statement of Financial Position

Note 14: Tax Losses Carry Forward

Tax Loss Reconciliation	FY2025	FY2024
	\$	\$
Opening Losses	87,681	67,918
Add - Current year loss	2,951	19,763
Less - Current year profit	-	-
Loss to Carry forward	90,632	87,681
Imputation Credits brought forward	4,379	3,427
Add - Excess Imputation Credits	1,794	952
Total Imputation Credits	6,173	4,379
Converted at 28% tax rate	22,046	15,639
Total Future Tax Asset	112,678	103,320
@28%	31,550	28,930

The NZSA maintains an Equity Taxation Reserve, to more explicitly reflect the future benefit to members arising from its tax losses (See Note 7). NZSA Directors have judged that there is a likelihood that these tax losses will be able to be utilised in future reporting periods, and have therefore determined that the carrying value is appropriate.

NZSA will continue to monitor the status of its available tax losses, and make appropriate judgements as to their future value.

Note 15: Cashflow Statement Re-statements and Dis-aggregation

15.1 Cashflow Restatements from FY24

NZSA has re-stated some working capital-related items on the Statement of Cashflows, following a review of account mapping. There is no net change to Operating Cashflows or cash balances.

FY24 Statement of Cashflows	FY2024 (as reported)	FY2024 (restated)
	\$	\$
Cash Flows from Operating Activities		
Operating Receipts:		
Fees, Subscriptions and Member Receipts	435,967	
Re-categorisation of Income in advance		(2,242)
less Re-classification of cost		(180)
Restated Fees, Subscriptions and Member Receipts		433,545
Operating Payments:		
Net Changes in Working Capital	(13,975)	
Re-categorisation of Income in advance		2,242
Re-categorisation of Employee Leave provisions		(3,377)
Re-categorisation of tax loss benefit		5,534
Re-classification of cost		180
Restated Net Changes in Working Capital		(9,395)
Payments to suppliers and employees	440,074	
Re-categorisation of Employee Leave provisions		(3,377)
Re-categorisation of tax loss benefit		5,534
Restated Payments to suppliers and employees		442,232

15.2 Disaggregation of Operating Cashflows applied

Changes to Reporting Standards have resulted in some disaggregation as compared with FY24.

	FY2024 (as reported)	FY2024 (restated)
	\$	\$
Payments to suppliers and employees	440,074	
Adjustment as per Note 15.1		2,157
Restated Payments to suppliers and employees		442,232
Represented by:		
Employee remuneration and other related payments		255,796
Payments related to commercial activities		73,954
Other payments related to service delivery		112,482
		442,232

Governance Information

This section of the Annual provides additional information related to NZSA's governance framework. Given the role of NZSA in promoting effective governance, we are committed to maintaining high governance standards and disclosing relevant information. NZSA's suite of governance policies are described at <https://www.nzshareholders.co.nz/nzsa-governance/>.

For ease of disclosure comparison, NZSA has chosen to highlight its practices, processes and policies as measured by the principles of the NZX Corporate Governance Code.

Corporate Governance Statement

Principle 1

Ethical Standards

“Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation.”

Recommendation 1.1: The Board should document minimum standards of ethical behaviour to which the issuer's Directors and employees are expected to adhere (a code of ethics)

NZSA does not maintain a separate Code of Conduct. Principles relevant to ethical behaviour are contained in the Board Charter and individual employment agreements. NZSA's Whistleblowing Policy notes as one of its aims that “NZSA maintains the highest standard of conduct and ethical behaviour”.

Policies are reviewed periodically. The Board Charter was last reviewed in March 2023, while the Whistleblowing Policy was reviewed in May 2022.

Note that NZSA does not make donations to political parties.

Recommendation 1.2: An issuer should have a financial product dealing policy which applies to employees and Directors

As an incorporated society, NZSA offers no financial products in its own right. However, NZSA operates a *Sensitive Information Policy* to ensure that we do not inadvertently release material information to market, nor that NZSA staff are able to benefit from the receipt of market sensitive information. The policy was last reviewed by the NZSA Board in June 2023.

Among other provisions, the policy notes that “Any NZSA staff or board member who has received specific market-sensitive information is regarded as an ‘insider’, and cannot act on that information until it is released via the NZX Market Announcements service and/or a ‘cleansing notice’ is issued.”

Principle 2

Board Composition and Performance

“To ensure an effective Board, there should be a balance of independence, skills, knowledge, experience and perspectives.”

Recommendation 2.1: The Board of an issuer should operate under a written charter which sets out the roles and responsibilities of the Board. The Board Charter should clearly distinguish and disclose the respective roles and responsibilities of the Board and management.

The roles and responsibilities of the NZSA Board are defined in the Constitution and Board Charter. The Board Charter does not replace the Association’s Rules (September 2024), from which it draws, but expands upon the Board’s duties and responsibilities laid out therein and sets out the Board’s delegation to its CEO.

The Board provides governance oversight and strategic direction for the NZSA. The Board delegates to the CEO the power to manage the business operations and day-to-day affairs of the Association, in line with the Strategy and Annual Business Plan approved by the Board. The CEO is required to provide information to the Board to support core Board functions.

Specific Board functions include (but are not limited to):

- a) Ensuring that the Association’s goals are clearly established, and strategies are in place for achieving them
- b) Overseeing the implementation against strategic goals, including the approval and monitoring of progress of major projects and material transactions
- c) Provide support and/or prioritisation to ensure effective allocation of NZSA human capital and financial resources
- d) Development of ongoing succession plans for Board Members and key NZSA staff
- e) Appointing the CEO, setting the terms of the CEO’s employment contract and reviewing the CEO’s performance
- f) Ensuring the Association’s financial statements are true and fair and otherwise conform with the law
- g) Identifying and reviewing key risks facing NZSA and ensuring the Association has appropriate risk management/regulatory compliance policies in place.
- h) Maintain effective Board reporting processes

The Board also operates committees as required to support issues where more detailed consideration is required.

Recommendation 2.2: Every issuer should have a procedure for the nomination and appointment of Directors to the Board.

The process for the nomination and appointment of Directors is set out in section 9 of NZSA’s Constitution. There is no separate nominations committee for the

Board. Only NZSA members can be elected to the Board. Nominations must be made in writing, supported by at least two other members, 28 days ahead of any election at a General Meeting.

NZSA Directors are able to nominate members as Directors. The Board is also able to appoint Directors, subject to election by members at the next Annual General Meeting.

Recommendation 2.3: An issuer should enter into written agreements with each newly appointed Director establishing the terms of their appointment.

All NZSA Directors have signed a written letter of offer from NZSA setting out the terms of their appointment.

Recommendation 2.4: Every issuer should disclose information about each Director in its Annual Report or on its website

NZSA provides biographical information about each director, including length of service, on its website and within this Annual Report.

Tenure: NZSA Board members operate to an expectation set out in section 9 of the Constitution that the maximum length of service is three terms of three years each.

Interests Register: The Board maintains an interests register that is reviewed at each Board meeting. Where the Board determines a conflict, the Director must recuse themselves from discussion.

Meetings: A total of 9 Board Meetings were held during the financial year. Current Board members are indicated by shading.

As at Mar 31 2025	Eligible to Attend	Attended	Notes
Alex Ball	1	1	app Feb 2025
Andrew Reding	5	5	res Aug 2024
Chris Steptoe	9	9	
Deanna Chiang	2	2	app Nov 2024
Jon Raby	1	1	app Feb 2025
Joy Marslin	9	6	
Louise Nicholson	9	7	
Martin Hawes	9	8	
Ruth Tolise	8	7	res Jan 2025
Sam Dixon	1	1	app Feb 2025
Sam Porath	1	1	app Feb 2025
Oliver Mander	2	2	Sep 2024 to Jan 2025

Martin Hawes is the longest serving director, having been appointed in October 2020. Tenure as at March 31st 2025 is set out in the table below.

0-3 years	3-6 years	6-9 years	>9 years
8	1	-	-

Recommendation 2.5: An issuer should have a written Diversity Policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving diversity (which, at a minimum, should address gender diversity) and to assess annually both the objectives and the entity's progress in achieving them. The issuer should disclose the Diversity Policy or a summary of it.

NZSA does not have a written Diversity Policy.

The NZSA Board operates a culture that results in a Board having an appropriate mix of skills, knowledge, experience and diversity to adequately discharge their responsibilities. Diversity may include a mix of gender, ethnicity, thought, experiential and social diversity.

As at Mar 31 2025	Female	Male	Gender-Diverse
Directors	2	7	-
Employees	1	1	-

As at Mar 31 2024	Female	Male	Gender-Diverse
Directors	3	3	-
Employees	1	1	-

A skills matrix describing the skills of individual directors and their ability to meet the governance needs of NZSA is set out on the following page. NZSA believes that the current mix of skills and experience are appropriate to govern NZSA affairs.

Recommendation 2.6: Directors should undertake appropriate training to remain current on how to best perform their duties as Directors of an issuer.

NZSA Directors do not receive any formal training. However, Board meetings are held in different NZSA branches 2-3 times per year to assist Board members knowledge of Branch activities. Other events encourage interaction with other industry stakeholders.

Recommendation 2.7: The Board should have a procedure to regularly assess Director, Board and committee performance

Board members are subject to review processes to meet requirements against a skills matrix.

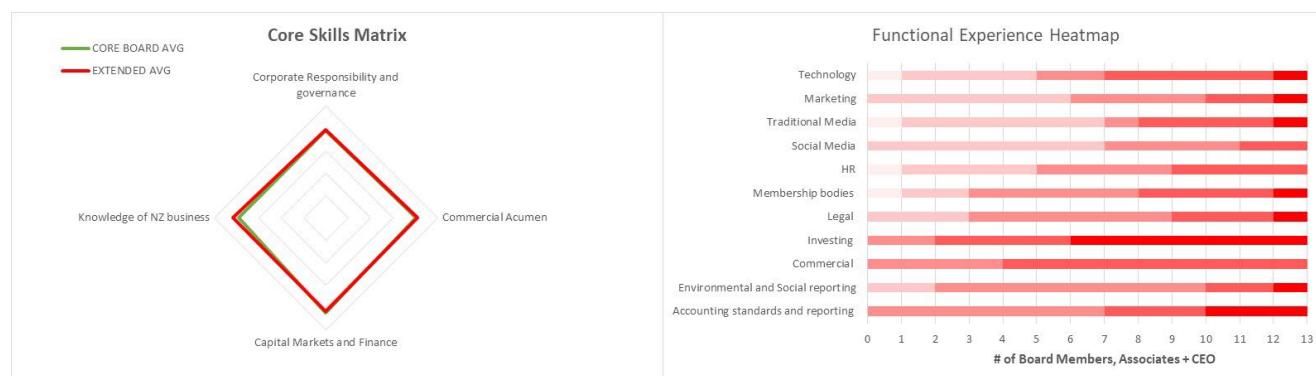
Recommendations 2.8 and 2.9: A majority of the Board should be Independent Directors. An issuer should have an Independent Chair of the Board.

The Board has determined that all its directors (including the Chair) are Independent Directors, noting that as an Incorporated Society, no Director can have an ownership stake in NZSA, however all Directors are members. It is

unlikely that membership would constitute significant materiality so as to compromise independence. No Director has been previously employed by NZSA.

Recommendation 2.10: The Chair and the CEO should be different people.

The NZSA Chair and CEO are separate roles.



Principle 3 Board Committees

“The Board should use committees where this will enhance its effectiveness in key areas, while still retaining Board responsibility.”

Recommendations 3.1 and 3.2: An issuer’s Audit Committee should operate under a written charter. Membership on the Audit Committee should be majority Independent and comprise solely of non-executive Directors of the issuer. The Chair of the Audit Committee should be an Independent Director and not the Chair of the Board. Employees should only attend Audit Committee meetings at the invitation of the Audit Committee.

NZSA’s Finance & Risk Committee (FRC) is chaired by Alex Ball with Jon Raby, Ruth Tolise (Associate Director) and Peter Watson (Associate Director) as members. The FRC operates under a written charter. FRC members have a strong financial background, including as Directors and/or CFO’s of listed companies.

By invitation, the CEO regularly attends all Board Committee and Working Group meetings, including those outlined below.

Recommendations 3.3, 3.4 and 3.5: NZSA does not have a Remuneration or Nomination Committee. Director appointments are considered by the Board as a whole.

NZSA operates a number of other Board sub-committees.

The *Investment Committee* (Chris Steptoe, Sam Porath, Joy Marslin) governs NZSA’s investments as highlighted in Note 6 of the Financial Statements.

The *Policy Committee* (Sam Porath, Chris Steptoe, Philip Ascroft – Assoc. Director) governs policy development underpinning NZSA criteria in its assessment of listed company governance.

The Board also operates two key working groups: *Marketing* (chaired by Louise Nicholson) and *Revenue* (chaired by Sam Dixon).

Principle 4

Reporting and Disclosure

“The Board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures.”

Recommendation 4.1: NZSA does not have a written continuous disclosure policy, as this is not relevant for an Incorporated Society.

Recommendation 4.2: *An issuer should make its code of ethics, Board and committee charters and the policies recommended in the NZX Code, together with any other key governance documents, available on its website.*

NZSA provides its governance documents on its website, including Risk Management, Whistleblowing, Data Privacy and other key membership-related policies.

Recommendation 4.3: *Financial reporting should be balanced, clear and objective.*

NZSA complies fully with standards set by the External Reporting Board. The Finance and Risk Committee oversees the quality and integrity of external financial reporting, including the accuracy, completeness, balance and timeliness of financial statements

Recommendation 4.4: *An issuer should provide non-financial disclosure at least annually, including considering environmental, social, sustainability and governance factors and practices. It should explain how operational or non-financial targets are measured. Non-financial reporting should be informative, include forward looking assessments, and align with key strategies and metrics monitored by the Board.*

NZSA makes non-financial disclosures via this Corporate Governance Statement within its Annual Report. This forms NZSA’s obligation to supporting disclosure transparency amongst its stakeholders.

Principle 5

Remuneration

“The remuneration of Directors and executives should be transparent, fair and reasonable.”

Recommendation 5.1: *An issuer should have a remuneration policy for the remuneration of Directors. An issuer should recommend Director remuneration to shareholders for approval in a transparent manner. Actual Director remuneration should be clearly disclosed in the issuer’s Annual Report.*

As a non-profit Incorporated Society, NZSA does not operate a Remuneration Policy for Directors Remuneration. The NZSA Chair, Sam Dixon, is paid \$24,000 per annum. The NZSA Deputy Chair is paid \$12,000 per annum. No other Director fees are payable.

Directors receive reimbursement of reasonable travel and accommodation expenses. There are no retirement or other non-cash benefits provided to Directors.

Name	Role	FY24 Payment
Andrew Reding	Chair	\$10,000
Joy Marslin	Interim Chair	\$5,000
Sam Dixon	Chair	\$4,000

Recommendation 5.2: An issuer should have a remuneration policy for remuneration of executives, which outlines the relative weightings of remuneration components and relevant performance criteria.

The remuneration policy is based 100% on fixed remuneration, with a Board Appreciation Bonus (short-term incentive) payable at the Board's discretion.

While there is no formal remuneration report to assess whether the base salary reflects 'adequate' performance, NZSA believes that the nature of the role and the tasks performed by the CEO represent good value for NZSA members, as compared with comparable roles.

There are no termination payments payable to Mr. Mander beyond any statutory requirements. There was no payment made to Mr. Mander for any loss of benefit at previous employers, and no retention payments have been paid. There is no pension that will be paid to Mr. Mander upon retirement, resignation or termination.

Either party is able to terminate the employment contract with two months notice.

Recommendation 5.3: An issuer should disclose the remuneration arrangements in place for the CEO in its

Annual Report. This should include disclosure of the base salary, short-term incentives and long-term incentives and the performance criteria used to determine performance-based payments.

The current CEO of the NZSA, Oliver Mander, was appointed in October 2020. For FY2025, Mr. Mander was paid base remuneration of \$120,500 per annum with an additional KiwiSaver benefit of \$3,465, and reimbursement of reasonable expenses to support travel and accommodation requirements. Mr. Mander was awarded a \$15,600 Board Appreciation bonus, accrued within FY25. This was paid in FY26.

There are no formal short or long-term incentive programmes in place, with any award made at the Board's discretion. Nonetheless, Mr. Mander has clear targets set for each year, with a regular assessment of progress against those targets carried out by the Board at quarterly intervals.

Base	Other Benefits	Incentive Payments Paid	Total paid to 31/3/25	Incentives Awarded (paid FY26)
\$120,500	\$3,465	-	\$124,115	\$15,600

Principle 6

Risk Management

"Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks."

Recommendation 6.1: An issuer should have a risk management framework for its business and the issuer's Board should receive and review regular reports. An issuer should report the material risks facing the business and how these are being managed.

The Board operates a risk management framework with the support of its Finance and Risk Committee (FRC).

For each risk domain, the Board adopts a position on *risk appetite*. This is the level of risk the NZSA Board are willing to accept in pursuit of financial, reputational, strategic, operational, legal and people objectives. This is a fundamental consideration that shapes how we approach new opportunities, manage our operations, and prepare for potential challenges.

The Board continues to evaluate our risk appetite within our risk management framework. This ensures we balance our strategic objectives with safeguarding the long-term sustainability and reputation of NZSA. We are committed to making informed decisions that optimise risk and return for the benefit of members and investors.

Board members are able to access external advice to support decision-making as required, including through NZSA's legal services provider (Chapman Tripp), and can access internal staff at any time. Staff and key contractors are also able to access Board members as required.

ID	Risk Domain	Name	Description	Mitigation	Residual Risk
1	Legal	Incorrect public statements	If NZSA makes a statement that can be seen as defamatory or concerning by an issuer or individual, we may incur costs relating to settling or defending a claim	We are committed to maintaining the highest standards of integrity in our public communications. We mitigate the risk of defamatory or concerning statements that could result in legal costs by maintaining effective review and approval processes. NZSA regards the potential risk of litigation as 'high', primarily due to the significant consequences and likelihood of legal action that could result from our public advocacy efforts. While we cannot fully prevent or control another party's decision to pursue legal action, we take proactive steps to scrutinise our communications and minimise the risk or effects of any statements that could expose us to legal costs and reputational harm. By reinforcing our commitment to integrity, we aim to be vigilant, ethical and lawful in our approach, even as we continue to amplify our voice and advocate for important causes.	High
2	Reputation	Membership Loss	If NZSA loses significant membership numbers, we will be unable to maintain both credibility and influence in capital markets	To alleviate the risk of membership loss, we are implementing strategies to enhance our credibility and influence in capital markets. This includes strengthening our engagement with existing members and expanding our reach to attract new members.	Moderate
3	External	Rise of 3rd party investing	If an increase in intermediary investment continues, this will impact our existing membership (underlying DIY investors) of NZSA	In response to the increased intermediary investment impacting our DIY investor membership, we are refining our targeting and value proposition to better serve the evolving needs of our core constituency. This will involve adapting our programmes and services to remain relevant.	Moderate
4	Strategic	Programme delivery	If NZSA does not deliver successfully and in a timely way against its strategic objectives, this will impact ongoing financial reserves and our overall role in capital markets	To ensure we continue to fulfill our strategic objectives and maintain a strong financial position, we have clarified and condensed our programme delivery goals. This will help us focus our resources and track progress more effectively.	Moderate
5	Strategic	NZSA evolution	If NZSA expands its wealth manager membership base in a manner inconsistent with our core purpose, this will result in brand confusion and a loss of trust.	NZSA is evaluating expanding its member offers to include wealth managers, as a means of supporting more individual investors (ie, their clients). Our focus will remain aligned with our core purpose to advocate on behalf of New Zealand shareholders.	Moderate
6	Digital Security	Data Breach	If our membership data is compromised, this will expose NZSA to data privacy concerns	Safeguarding our members' data privacy is of utmost importance. We have implemented 2FA security measures to access our database and continue to enhance data protection protocols to mitigate the risk of a data breach.	Moderate
7	Legal	Insider knowledge	If a staff or Board member has access to inside/private knowledge through stakeholder meetings and acts on it, that exposes NZSA to market manipulation allegations.	To address the risk of potential market manipulation, we have reinforced our policies and controls around the handling of inside information, e.g Sensitive information and Whistleblower policies in place including reporting of share dealings.	Moderate
8	Operational	Corporate member dissatisfaction	If corporate members are dis-satisfied, they will leave the organisation and place NZSA under financial strain	We recognise the importance of our corporate members and are committed to addressing their concerns. By strengthening our value proposition and communication channels, we aim to retain these critical stakeholders and mitigate the risk of financial strain.	Moderate
9	Staff	Key Person Risk	If a key person leaves NZSA, this will result in a sudden loss of capability that will impact operational delivery.	NZSA has both position descriptions and an 'acting' capacity in place to cater for any unexpected loss of key staff.	Moderate

Recommendation 6.2: An issuer should disclose how it manages its health and safety risks and should report on its health and safety risks, performance and management.

NZSA has a robust health and safety policy in place, which requires staff and volunteers to comply with health and safety protocols and report any incidents. Health and Safety risks are considered within the scope of the Finance & Risk Committee.

Principle 7 Auditors (Reviewer)

“The Board should ensure the quality and independence of the external audit process.”

Recommendation 7.1: The Board should establish a framework for the issuer's relationship with its external auditor. This framework should include the procedures prescribed in Recommendation 7.1 of the NZX Code.

NZSA undertakes a limited assurance review each year, as per the Tier 3 reporting framework regulated by the External Reporting Board. The reviewer is appointed subject to NZSA's Finance Review Policy, which is available on our website. This specifies a term no longer than 5 years for the Lead Partner and a review of the review provider to be carried out every 10 years. No changes are planned to BDO as reviewer nor the Lead

Audit partner for FY26. BDO were appointed as reviewers for FY23, with Lead Partner Brooke Rodriguez overseeing the review from FY24.

As our Reviewers, NZSA does not contract BDO to perform any other services for NZSA. The NZSA Board has no reason to believe that BDO are in any way compromised or impaired in carrying out their audit role.

Recommendation 7.2: The external auditor should attend the issuer's Annual Meeting to answer questions from shareholders in relation to the audit.

NZSA has extended an invitation to BDO to attend our Annual General Meeting. As this recommendation goes

beyond usual standards for incorporated societies, we consider it unlikely they would attend. However, should any member wish to ask questions in relation to the financial statements or their Review, these can be forwarded to the Finance & Risk Committee Chair.

Recommendation 7.3: Internal audit functions should be disclosed.

NZSA does not have an internal audit function. There are a number of internal controls overseen by the Finance and Risk Committee to ensure the integrity of key financial and operational data.



2024 Annual General Meeting, Hamilton, September 2024



Interim NZSA Chair, Joy Marslin, celebrates with 2024 Business Journalist of the Year, Tim Hunter

Our Corporate Members and Supporters

