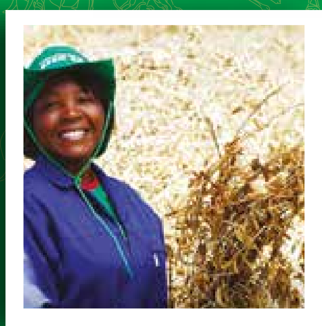
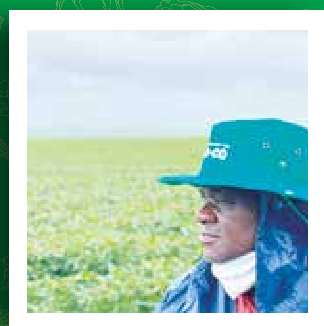
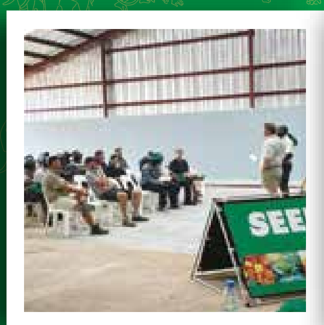
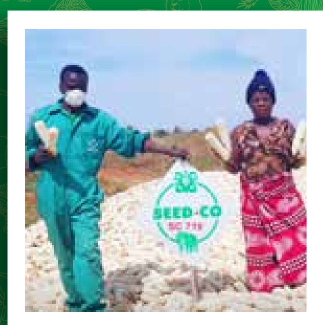
Seed Co International

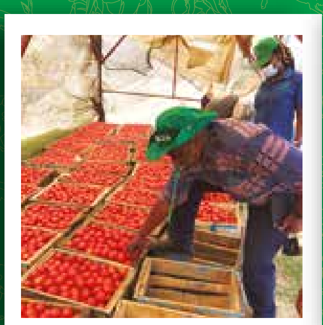
The African Seed Company

2022 ANNUAL REPORT






It starts with the right seed

THE HOME OF BUMPER HARVESTS

The African Seed Company

Welcome to the home of bumper harvests

Our Vision
To dominate the Agro industry in Africa.

Our Mission
We breed seed, feed and lead in Africa.

Our Brands
Specially bred for Africa hence assuring farmers highest yield.

Core Values
- Farmer Centricity: Putting customers at the centre
- People Our Pride: Results through people with passion
- Knowledge: Information advantage
- Teamwork: Work and win together
- Quality Focused: Drive for quality and value
- Innovation: Learning and applying

THE HOME OF BUMPER HARVESTS

About this Report

Seed Co International Limited, a company listed on the Botswana Stock Exchange (BSE) and the Victoria Falls Stock Exchange (VFEX) and a leading producer and marketer of certified crop seeds in Africa, is pleased to present the Annual Report for the year ended 31 March 2022. This is the first Annual Report integrating financial and sustainability information to inform our stakeholders on our operations, performance, and impacts.

Reporting Scope
This report contains information for Seed Co International Limited and its subsidiaries. Seed Co International Limited is registered and incorporated in Botswana with operations spread across several African countries. In this Report, unless otherwise noted, references to “our”, “we”, “us”, “the Group”, “Seed Co International” refers to Seed Co International Limited and its subsidiaries.

Reporting Frameworks
This report was prepared with due consideration of the following:
- Companies Act, [CAP 42:01] (Botswana).
- Botswana Stock Exchange Listing Requirements.
- International Financial Reporting Standards (IFRS).
- Global Reporting Initiative (GRI) Standards.

Sustainability Data
Qualitative and quantitative data in this report was extracted from company records, policy documents, management, and personnel responsible for the key performance areas. In some cases, estimations were made and confirmed for consistence with business operations.

Assurance
The financial statements were independently audited by Ernst & Young, Chartered Accountants (Zimbabwe). The auditor’s report is presented on pages 53 to 57. Sustainability information was verified for compliance with the GRI Standards by the Institute for Sustainability Africa (INSAF) as subject matter experts.

Forward-Looking Statements
This report may contain forward-looking statements. These statements involve risks and uncertainties as they relate to events which depend on circumstances that may or may not occur in the future. Forward-looking statements can contain words such as ‘may’, ‘will’, ‘should’, ‘continue’, ‘projects’, ‘believes’, and ‘plans’ among others. Future projecting statements are not guarantees of future performance, developments, and results. Readers are cautioned not to place undue reliance on forward-looking statements.

Feedback on the Report
We value your feedback on our report, please contact Tineyi Chatiza, the Group Secretary by email at tineyi.chatiza@seedcogroup.com.

D.E.B Long
Chairman

M. Nzwere
Chief Executive Officer

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OUR BUSINESS VALUE CHAIN
Our teams in Africa combine their local knowledge with our assets and expertise in tailoring solutions that create value for farmers

PRODUCT DEVELOPMENT
Promoting use of new improved seeds. Best farming practices and information sharing.

SOCIO-ECONOMIC DEVELOPMENT
The Group contributes toward socio-economic development through partnerships with the Government and non-governmental organisations

SEED CO evolution

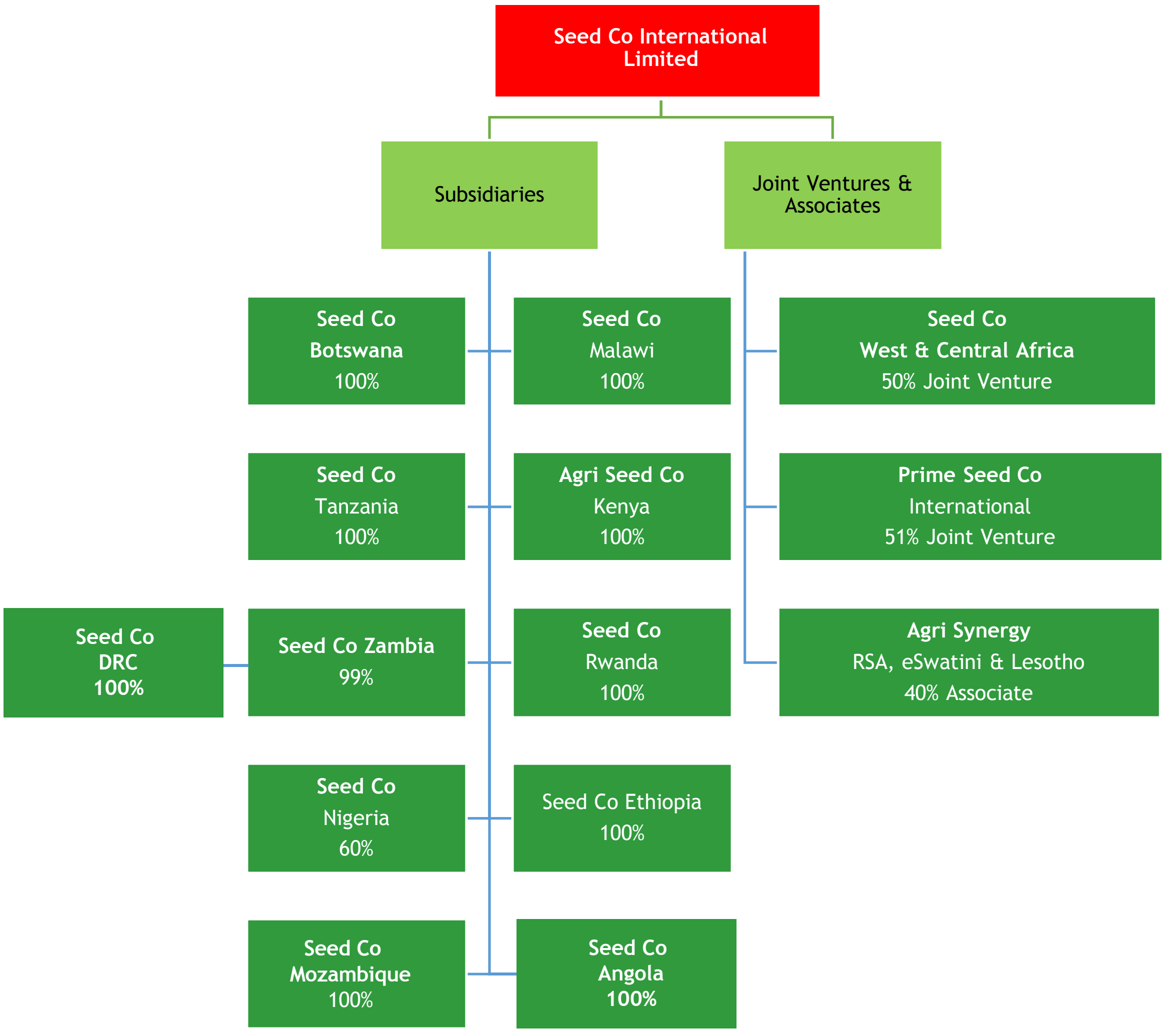
Seed Co International, one of Africa's leading certified seed companies, was founded in Botswana on July 7, 2000. The Company is an associate of Seed Co Limited, a company founded in 1940 and resident in Zimbabwe. On August 9, 2018, Seed Co Limited's shareholders approved the partial split and separate listing of Seed Co International with Seed Co Limited retaining an associate stake in the Company. Seed Co has grown on the African continent by breeding, producing, and marketing hybrid field and vegetable crop seeds. The Group runs the largest single out-grower scheme in the seed business and has one of the most extensive networks of farmers, infrastructure, resources, geographical reach, and know-how.

- **1940** Seed Maize Association (SMA) is founded in Zimbabwe
- **1957** The Crop Seed Association (CSA) formed
- **1983** CSA & SMA merged to form Seed Co-operative
- **1996** The Group is listed on the Zimbabwe Stock Exchange
- **1997** Acquisition of Semoc – Mozambique
- **1998** Seed Co Zambia established
- **2000** Seed Co International established in Botswana
- **2000** Seed Co Malawi established
- **2004** Seed Co Kenya established
- **2006** Quton acquired
- **2010** Seed Co Tanzania established
- **2015** The successful conclusion of an equity partnership with Limagrain
- **2018** Unbundling & Separate listing of Seed Co International
- **2020** Alliance Seeds acquisition in South Africa

Seed Co International Limited at Glance

Seed Co is the leading certified seed Group authorised to market seed varieties developed by itself ("proprietary intellectual property"), and other associated seed breeders ("licensed intellectual property") in over fifteen (15) African countries. The Group is involved in the breeding, multiplication and distribution of hybrid maize and vegetable seeds as well as open-pollinated varieties of cereal crops such as soya beans, sorghum, wheat, beans, sugar beans, cowpeas, sorghum, groundnuts, and vegetables.

Corporate Structure



Prime Seed Co International *is a 50% joint venture specialising in vegetable seeds offering profitable solutions to horticulture farmers - currently operating in Botswana, Kenya, Malawi, South Africa, Tanzania and Zambia.*

Seed Co West & Central *is a 50% joint venture specialising in field crop seeds targeting 20 African countries in Francophone West Africa and some parts of Central Africa.*

Group Ownership

Seed Co International Limited is a public listed company with primary listing on the Botswana Stock Exchange (BSE) and secondary listing on the Victoria Falls Stock Exchange (VFEX). Significant shareholding is held by Vilmorin & Cie (32.36%), Seed Co Limited (27.48%) and the rest by various shareholders. There is no single individual or entity with ultimate control over the company.

OUR BRANDS

We produce and market a wide variety of maize, cereal crop, and vegetable seeds.

300 Series

400 Series

500 Series

600 Series

700 Series

OUR PRODUCTS


Hybrid maize


Soyabean


Wheat


Sorghum


Groundnuts

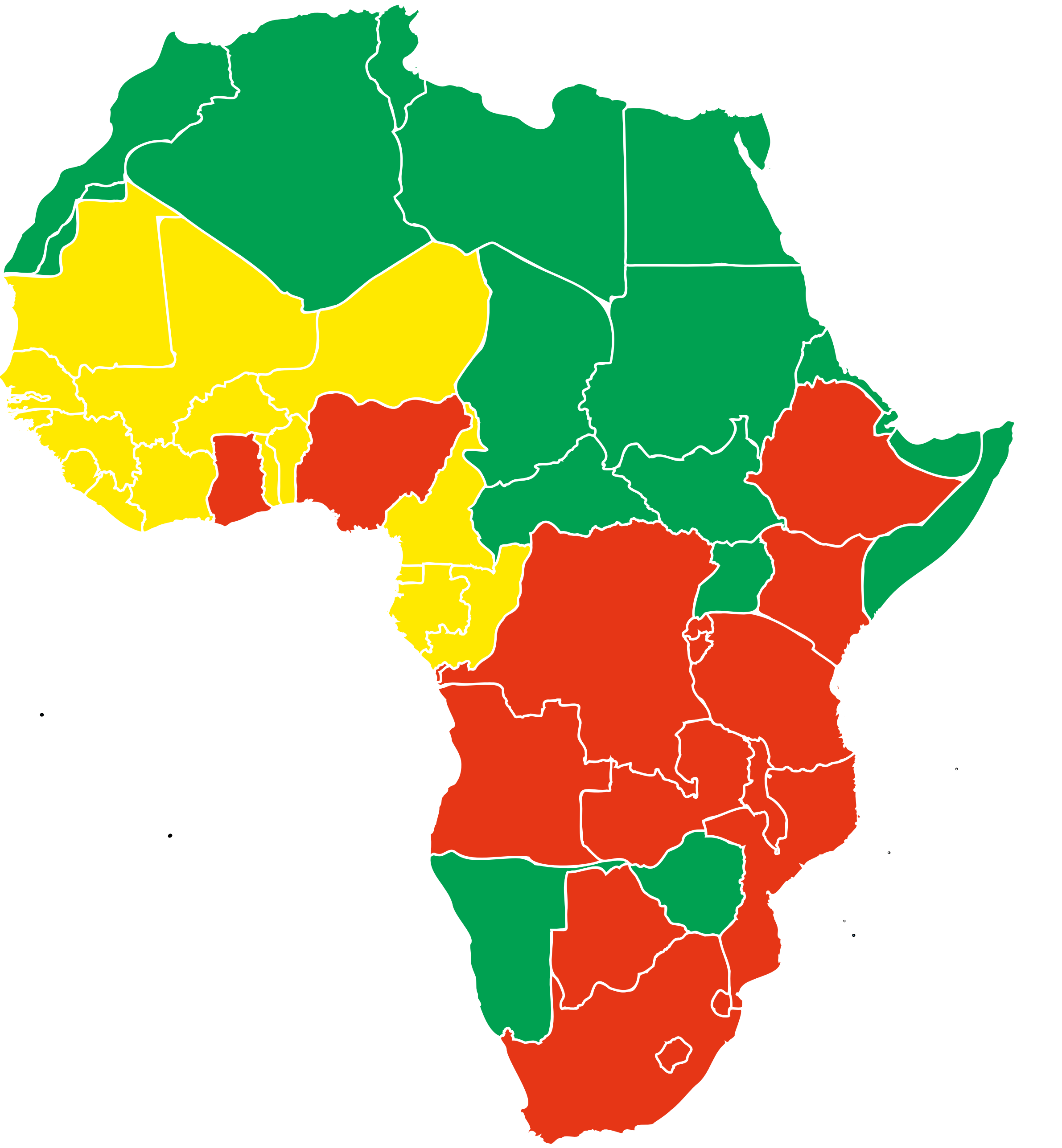

Vegetables


Cotton


Rice

OUR FOOTPRINT

Seed Co International Limited operates and manages growers, warehouses, research stations and depots all over Africa.



Key

- Seed Co International Limited countries of operation
- Seed Co West & Central Africa Joint Venture countries of operation

Corporate Memberships, and Certifications

Memberships

Botswana

Business Botswana.

Kenya

Seed Traders Association of Kenya - STAK.

Cereals Growers Association of Kenya.

Tanzania

Seed Traders Association of Tanzania.

Registered Seed Company

Malawi

Registered Seed Company

Zambia

Zambia Institute of Marketing.

Africa Seed Traders Association.

Association of Manufacturers.

Seed Traders Association of Zambia.

National Farmers Union.

National Union of Plantation and Agriculture Workers.

Rain Forestry Association.

Certifications

Kenya

Certified by the Regulator as a Seed Company.

Certified by the seed lobby group (Seed Traders Association of Kenya).

Corporate Awards

Zambia

Best Compliance Company – Tax.

Best Customer Service organisation of the Year.

BUSINESS VALUE CHAIN

OVERVIEW

Our teams across Africa combine their local knowledge with our assets and expertise in tailoring solutions that create value for farmers. Seed Co International owns and controls 100% of research and development, quality control, product development and processing. The business partners local farmers for production of seed and local retailers for distribution. The Group also supervises the entire production stage to ensure the certification standards and the purity of the seed is maintained.

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Research & Development

Germplasm creation.
Varietal development.
Basic seed production.
(99-100% genetic purity)
Variety maintenance.
Variety purification.

Without the intellectual property developed by R&D there is no seed and there is no Seed Co.

Quality Control

Genetic Purity.Soil emergence test.Vigour tests.Germination tests.Defects tests.Moisture tests.Pathology examinations. Pre and post processing quality tests.In trade quality tests.

To guarantee the certification seal and assure farmers get seeds that perform to the certification standards.

Product Development

Agronomy services Farmer engagement.Promoting use of improved seeds.Best farming practices information sharing. Demonstration plots.Field days.

Raising awareness and educating farmers on hybrid varieties.

Production

In partnership with Growers. Multiplication of seed (ploughing, planting and care and harvesting.

Parent seed is supplied every season by Seed Co and dedicated Agronomists/Seed Inspectors are assigned to growers.

Pure parent seed and technical assistance is provided to contracted growers to produce certified seeds.

Manufacturing/Processing

Seed conditioning,
Seed cleaning.
Seed grading.
Seed treatment.
Seed packaging.

No seed is processed if it does not meet minimum quality standards.

Distribution

Seed placement with agro dealers, retailers, cooperative etc.

No seed is delivered to distributors if it does not meet minimum quality standards.

Stakeholders

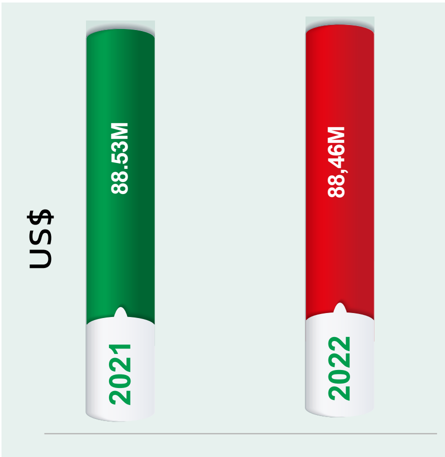
Farmers, communities, employees, shareholders, Government departments, statutory and independent regulatory bodies, agriculture colleges & other agricultural focussed development partners.

Collaborating with stakeholders to promote use of improved certified seeds.

PERFORMANCE HIGHLIGHTS

FINANCIAL HIGHLIGHTS

Revenue



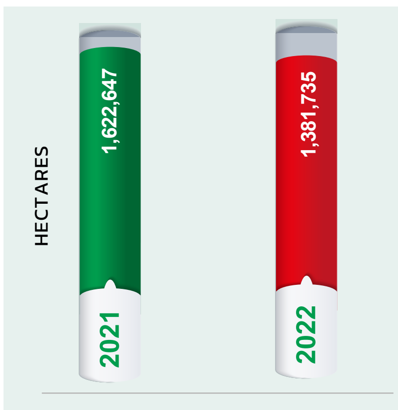
Profit After Tax

OPERATIONAL HIGHLIGHTS

Farmers Reached

Seeds Sold

Estimated crop acreage from seed sold



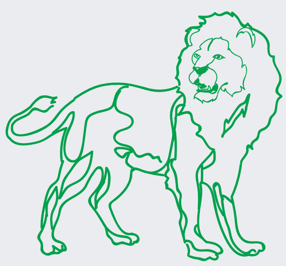
SUSTAINABILITY HIGHLIGHTS

	Units	2022	2021
Municipal Water	Cubic metres	7,920	7,472
Electricity)	kWh	40,323	38,595

Chairman's Letter

D.E.B Long - Chairman

> I also wish to express gratitude to the various stakeholders and all authorities in our various markets for their continued support and contribution to the sustaining of our shared values and the pursuit of value delivery to our farmers and communities.



Dear Stakeholders

On behalf of the Board, I am honoured to present to all our stakeholders the results of the Group for the year ended 31 March 2022 ("FY22"). Trading conditions reported in the previous report have remained extremely difficult and exacerbated by effects of the war in Ukraine which started towards the end of February 2022 causing significant uncertainties globally. It is regrettable that this conflict coincides with the Covid-19 pandemic, climate change and global inflation compounding existing challenges impacting on food, energy, and logistics. These developments continue to adversely affect local currencies, food security and inflation; constraining the latitude to operate business sustainably. Resultantly, the Group's financial performance was lower than prior year.

Operating Environment

Adverse climate change developments were experienced during the last season, notably drought in parts of East Africa, late rains in Southern Africa, flooding in Malawi and Mozambique and early termination of the rain season in most geographies; while in a few countries the rain season ended late. On the economic front, the Covid-19 pandemic, debt crises and political developments, notably the increasing insurgences in Nigeria ahead of elections in February/-March 2023, and other West African countries, election fever in Kenya ahead of the plebiscite in August this year, conflict in Ethiopia and unrest in Sudan, adversely impacted our existing and new markets. However, the change in political leadership in Tanzania and Zambia appear to be ushering in a wave of positive sentiment that has seen these markets reacting favourably.

Financial Performance

The Group's turnover of US$88.5m was at par with prior year (US$88.5m) driven by business growth in Mozambique and inflation tracking price adjustments that helped to mitigate the 9% volume decline. The PBT outturn of US$10.5m was nearly a third below prior year while the PAT of US$7.1m was 36% lower than last year. Despite the reduction in profitability, the Group's financial position as measured by total assets and equity both improved by 15% and the net debt level declined to 23% of equity from 27% in prior year due to improved collections.

Production and Quality

Despite the impact of climate change on seed production, the seed inventory available for sale in FY22 was adequate to meet demand in most markets although stock outs were experienced in Kenya and Nigeria because of prior season drought and excessive rains respectively. Seed production for other crops remained in a satisfactory position. The Group always factors buffer stock into its production planning, and this helped mitigate the impact of erratic rains on seed production in the just ended season. We are increasing our investment in the production of in-demand crops like soybean and wheat in response to the global supply shocks.

Seed quality continues to improve as the Group reaps the benefits of continuous investment in quality control systems, human resources, and modern laboratory equipment.

Research and Development

Our business is both science and market driven, and this directs our research and development to be innovative with the main objective of delivering climate-smart products for the betterment of the farmer and food security in general. With this thrust, the Group continues to develop, release, and commercialize new seed varieties resilient and adaptive to climate change. The Group also continues to develop and introduce new products to diversify the portfolio offering while at the same time complementing our core maize, wheat, and soya products.

Business Development

Seed Co continues to forge ahead with the development of new markets and exciting progress is taking place in Mozambique, Nigeria, Ghana, and other parts of West Africa. It has however been challenging to make meaningful advances in Ethiopia, Sudan, Mali, and Burkina Faso due to political conflicts and civil unrest.

We are fast embracing the digital ecosystem in our business development efforts, and this has seen us invest in modern value chain systems, including agronomy deployment apps, digital marketing, and online retail shops to enable wider direct access and personalised offering to existing and new farmers for value adding engagement and building long lasting relationships.

Prospects

Whilst the world including Africa is still grappling with the Covid-19 pandemic, the Russo-Ukraine war has in addition brought significant global supply chain ramifications. The duration and scale of this war is unpredictable, as are effects on commodity costs and supply. African economies that were already fragile are likely to bear the brunt of the war's effects as they are unable to withstand imported global inflation as well as food, energy, and chemical shortages.

There are however opportunities for African economies to step up and fill the Russia and Ukraine supply void. Africa is set to benefit largely from its minerals, and this has been the reason regional currencies have somewhat held up amidst the upheaval in global financial markets. The agricultural sector is also now receiving more attention in Africa in a bid to enhance production and reduce import dependence.

The Group's positioning at the genesis of the food chain is expected to be supported by the anticipated forced import substitution and increased investment in agriculture to plug the Ukraine and Russia supply gap. The extent of the growth opportunity is however expected to be diluted by unavoidable imported inflation which will offset higher commodity prices and increased investment in agriculture. Monetary tightening to curb inflation will also give rise to higher interest rates translating to increased cost of funding business operations.

The impact of the war on the Group's performance is difficult to quantify at this stage as there is a plethora of counteracting factors at play regionally and globally. The group will continue to leverage its business continuity response mechanisms underpinned by the human capital base, brand equity and intellectual property to take advantage of the food security prioritisation amidst global conflicts and the pandemic.

Amid adversity, we continue to be motivated to be the best in what we do and remain leaders in providing yield improving seeds that meet the needs and challenges of tomorrow to assist our farmers to sustainably produce more for our economies in the face of climate change and global food supply shocks.

Going forward, the Group' strategic thrust remains stewardship of existing businesses to enhance value while at the same time exploring new investments and ways to generate value in line with the aspiration of becoming "The African Seed Company" with presence in all of Africa.

Responsible and sustainable business

The Group is conscious of its socio-economic standing and endeavours to proactively conduct its business in a socially responsible and sustainable manner. To this end, the Group embraced responsible practices for optimal integrated management of economic, environmental, social and governance (ESG) impacts and opportunities to deliver sustainable value to our stakeholders.

In addition, as a responsible citizen, we strongly believe in making lasting positive differences through the transformation and empowerment of our communities for sustainable development. We respond to needs through corporate social investments designed to cushion our communities against socio-economic disadvantages. During the year, the Group donated various goods and services and supported government efforts in the fight against the Covid-19 pandemic impacts while meeting social welfare and community needs.

Human Capital

Given prevailing general market conditions, the fact that we have been able to maintain our market position is a testament to the strength and quality of our products and most importantly our staff. Our staff remain core to the sustainable growth of the business, and we continue to support this pillar of our strategy by prioritising the welfare of our employees, promoting, and embedding career long skills development and renewal.

Appreciations

I acknowledge with gratitude that the foundation of our long history and resilience is a result of the combined effort of employees and the support we receive from our shareholders, regulators, and all stakeholders. Accordingly, I therefore wish to thank my fellow board members and our employees for their efforts during the past challenging year. I also wish to express gratitude to the various stakeholders and all authorities in our various markets for their continued support and contribution to the sustaining of our shared values and the pursuit of value delivery to our farmers and communities.

D.E.B. Long
Chairman

Chief Executive Officer's Review

Morgan Nzwere
Group Chief Executive

> I would like to thank Team Seed Co for showing resilience and loyalty to the Group and its mission. I would also like to show appreciation to the Board for its invaluable support and guidance in these challenging times.

Overview

The past financial year was extremely challenging characterised by the following:

- continuation of the Covid-19 pandemic and its effects on economies and livelihoods; though the pandemic is gradually being considered an endemic on the back of vaccines;
- adverse rainfall season in Southern Africa not in line with forecasted normal to above normal rainfall. Rains delayed until January 2022, came with floods, and ended early and late in some regions
- below normal rainfall for several regions in East Africa in line with forecasts
- sharp increases in fertilizer prices globally during FY22 and continuing into FY23, adversely affecting summer plantings, production cost, selling prices and margins
- the emergence of the war in Ukraine towards the end of the financial year which war has created serious global ramifications – logistics, oil, gas, and other commodity price escalations as well as constricting supply chains already constrained by Covid-19 effects ; and fertilizer prices that were already soaring

Group Financial Review

Income Statement

Revenue

A combination of climate change induced adverse weather in all key markets, constrained government budgets and prioritisation of development partner funding support towards fighting Covid-19, affected product demand in most markets resulting in a 19% maize volume drop with relatively low-margin legumes helping to reduce the total volume decline to 9%. However, revenue remained flat at prior year level despite the volume drop mainly because of inflation-tracking local price adjustments in various markets, translation gains following the appreciation of the kwacha in Zambia, and the offsetting impact of exceptional legume sales volume and turnover growth in Mozambique.

The revenue evolution is shown in the figure below:

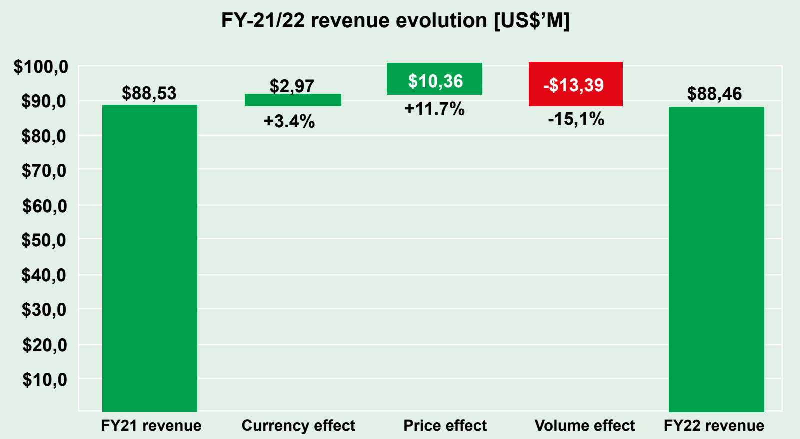
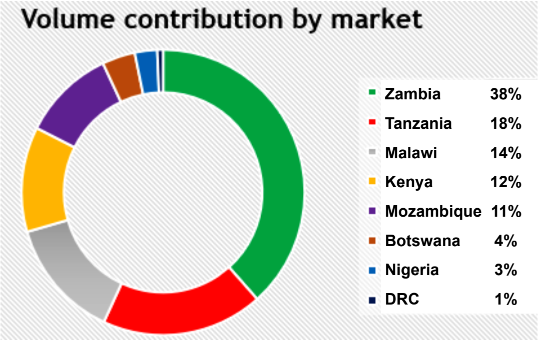


Figure Revenue Evolution from Prior year

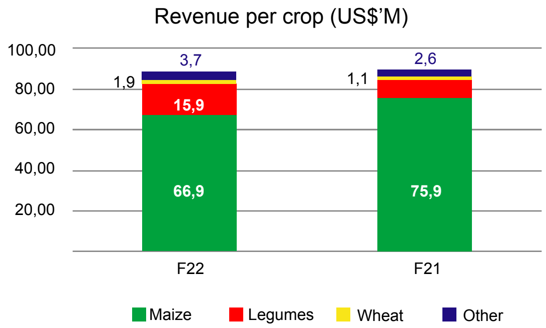
The revenue contribution of the various markets is shown in Figure below.



In terms of volumes, performance was subdued with total volume decreasing by 9% while maize dropped by 19% due to erratic rains across markets, reduced government support in Malawi and product unavailability in Nigeria. Only Mozambique nearly trebled its prior year volumes and Tanzania was just 1% above prior year while the rest of the markets recorded reduced volumes. DRC and Malawi recorded the most volume loss of 77% and 32% followed by Nigeria (24% down), Zambia (14% down), Botswana (13% down), and Kenya (12% down).

Volume contribution remains largely anchored by maize sales at 69% in FY22 down from 78% in prior year following the 19% maize volume sales decline. Legumes (soybean, cowpeas, and beans) increased their volume contribution from 10% in prior year to 18% in FY22 buoyed by growth in Mozambique.

The table below illustrates the revenue contribution by crop which is in line with the volume contribution in terms of diversification.



Other income

Long outstanding debt recovery in Zambia, exchange gains and commodity sales contributed to the increase in other income from $3.5M prior year to $4.9M in FY22.

Operating expenses

Overheads increased by 6% attributable to the impact of the strong Zambian kwacha on conversion to USD, increase in logistical costs driven by fuel inflation, and the sales & marketing deployment by the Group in anticipation of a normal season in line with weather forecasts particularly in Southern Africa.

Finance costs

Net finance costs increased by $0.6M compared to prior year due to rising local interest rates and the prolonged funding of delayed government debt settlement.

Joint Venture Operations

The loss contribution from joint ventures and associates reduced due to the positive contribution from the Seed Co West & Central Africa joint venture which helped to offset the impact of the loss contributions from the regional vegetable and the South African field crop joint ventures.

Profit for the year

Group profit declined by 36% driven from $11.1M prior year to $7.1M in FY22 due to the following factors:

- gross margin shrinkage mainly in Zambia as the kwacha appreciated resulting in higher cost of goods sold on translation to USD
- reduced economies of scale as the most profitable crop (maize) volume declined by 19% while the total volume declined by 9%
- operating costs increases due to impact of the strong kwacha in Zambia as well as increased business activities in Mozambique (new SBU)
- increase in net finance costs largely attributable rising interest costs

Group financial position

Property, plant, and equipment

The increase in non-current assets was due to the continued equipping of own production facilities at Mkushi Farms in Zambia where a 4,000sqm warehouse and 6 own-farm driers were completed during the year and the additional investment into the vegetable joint venture to support its development strategy.

Inventories and biological assets

Overall, the impact of translation gains mainly in Zambia due to the strong kwacha and reduced sales performance across the Group resulted in the value of closing inventory increasing by 35% compared to prior year.

Trade and other receivables

Improved collections from related parties resulted in total receivables closing the year 10% lower than prior year.

Equity

The increase in equity is mainly attributable to the profit reported this year and exchange gains booked through other comprehensive income.

Net debt

The net debt to equity ratio decreased from 27% to 23% due to relatively higher cash holdings at year end indicative of more cash sales and better collections during the reporting period.

Seed supply

Product availability was generally good this year though readiness to market was delayed by late dry down due to the excessive wet prior year production season. Stockouts were experienced in Nigeria and Kenya due to limited production in prior production seasons (flooding in Nigeria and drought in Kenya).

Research & development

Seed Co's ESG innovation pillar remains the uppermost priority to deliver climate-smart crop high-yielding seed solutions, agronomic support, and training for the efficient utilisation of arable land and other farming inputs to sustainably make both small- and large-scale farming profitable enterprises that feeds both people and livestock with catalytic effects on critical economic value chains. The aim is to release at least 5 new improved maize hybrid varieties every year and at least one new improved variety from each of the other crop categories.

Last financial year, the Group released the following new products in the various markets it operates:

Maize variety	Malawi	Zambia	Nigeria
1) SC449		✓	
2) SC 547		✓	
3) SC 553		✓	
4) SC 555	✓	✓	
5) SC 559	✓		
6) SC 665	✓		
7) SC 710 new prolific yellow			
8) SC 729	✓		
9) SC 735		✓	✓

NB: SC547, SC553, SC555, SC559, SC665 and SC729 were listed on the SADC catalogue

In addition, the Group released the following new and existing products in various markets:

- In Nigeria, the Group released SC735 in and licensed an early maturing yellow maize variety, SC526, a top cross hybrid aimed at improving ease of production. The Group also licensed a striga tolerant yellow sorghum variety for commercialization.
- 4 rice varieties were licensed for commercialization in Zambia and Malawi; and pilot productions are ongoing
- SC Signal and SC Saga soybean varieties officially released in Malawi
- SC Safari and SC Signal soybean varieties registered in Ethiopia
- rice hybrid trials continuing in Southern, Eastern and Western Africa
- potato hybrid registration trials are on-going
- several vegetables hybrids commercialized in our markets.

Operations

Zambia

- While Zambia's $35M turnover was in line with prior year, its volume was 15% lower than prior year.

✓ despite volume loss, Zambia's turnover was helped by selling price adjustments and translation gains after the kwacha appreciated

- 1% turnover increase to $35m is due to a 23% average price increase and the gains of translating kwacha revenue to USD using a 7% stronger USD/kwacha average rate of 18.744 compared to 20.096 prior year

✓ Zambia volume shrank by 15% due to:

- delayed channel placement as processing was late due to high moisture content in last year's production, resulting in the SBU missing out on early season sales
- late rains
- no exports to Angola as government; facing budgetary constraints did not allocate forex for seed imports
- no exports to RSA due to Wheat Streak Mosaic Virus detected in samples
- Annual profit closed lower at $4.7M compared to $6.1M in FY21 due to:

✓ significant margin reduction to 37% from 50% in prior year attributed to:

- low economies of scale on reduced volume

✓ unit cost increases due to:

- the strengthening of the kwacha also had a significant impact on seed intake prices as 70% of the Zambian grower price was contracted in kwacha (Vs. 50% prior year)
- The Zambian government has now largely settled its FY18/19 debt and FY21/22 orders were fully backed by a Letter of Credit.

Malawi

✓ Malawi $15.4M turnover and 7,871mt volume performed 21% and 18% below prior year respectively due to:

- a reduction by 50% of the government subsidy contribution for seed which forced the government-dependent farmers to opt for fertilisers and cheaper open-pollinated varieties using the reduced subsidy value; and
- late rains which affected seed uptake.
- Overheads increased by 31% after deploying the sales and marketing plan in anticipation of a normal season and higher sales that regrettably did not materialise due to late rains and the government subsidy cut. This in turn led to increased transport costs as the unsold stocks had to be trucked back to the warehouse.

Impact of reduced turnover and increase in overheads combined to reduce the PAT to $1.7M from $3.5M prior year profit.

Tanzania

The business performed extremely well against drought and supply chain headwinds

$19.1M turnover was 8% better than prior year helped by volume increase of 7% and price adjustments

The GP margin gained a point to close at 48% due to a better product mix and price adjustments

Overheads increased by 10% to $4.4M in tandem with business growth and inflation developments

The resultant PAT of $3.4M ($3.2M prior year) consolidates the SBUs growth trajectory.

Kenya

Kenya's $11.2M turnover and 5,336mt volume trailed prior year by 10% and 12% respectively due to

drought,

product shortages

no repeat exports to Rwanda

- The GP margin was resilient gaining a point to 41% following some price adjustments
- Operating expenses were managed 2% lower than prior year
- Margin defense and overheads frugality helped the business on to deliver marginal PAT growth to $0.96M from $0.88M prior year

CCU (now Botswana and Mozambique only)

- ✓ $15.4M FY22 combined turnover, now including Mozambique, was 67% above prior year driven by exceptional Mozambique outturn
- ✓ The revived Mozambique SBU's turnover performance was $11.1m from 4,738mt volume (1,801mt FY21) buoyed by legume sales that contributed to the more than doubling of both
- ✓ Segment overheads were 40% higher than prior year in line business growth in Mozambique.
- ✓ The Mozambique business is however predominantly low margin open-pollinated seed variety tender supplies
- ✓ Turnover growth was partly offset by the increase in overheads to deliver a segment PAT of $1.6M, a significant improvement from the $1.1M prior year.
- ✓ Mozambique's PAT was $0.7M while Botswana's PAT was $0.9M

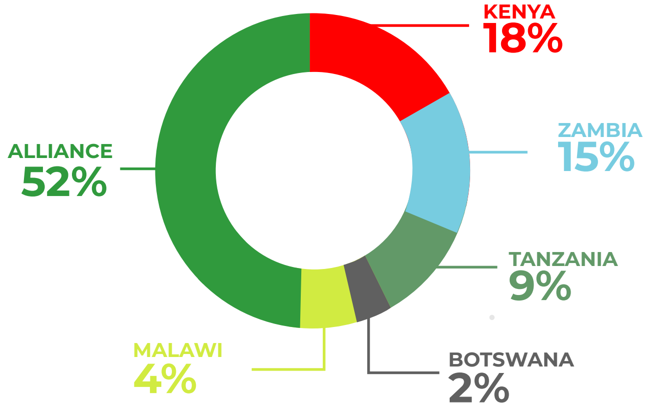
Nigeria

- Turnover was lower at $1.5M down from $2.1M from last year as volumes declined to 1,147mt from 1,514mt prior year due to product unavailability due to prior season production challenges.
- In line with the decline in turnover, the SBU's bottom line declined to $0.2M from $0.4M achieved prior year.
- Seed imports and local production planned for the FY22 financial year to ensure product availability.

Vegetables 51% Joint Venture (Prime Seed Co International)

The joint venture achieved $5.9M combined turnover compared to $5.2M prior year as the business strives to fully establish in the 5 core markets where it is now operational (RSA, Kenya, Malawi, Zambia, and Tanzania). The RSA business unit contributed 52% of the revenue followed by Kenya (18%), Zambia (15%), Tanzania (9%) and Malawi (4%) in that order. RSA, Zambia, and Tanzania SBUs registered growth in revenue while Kenya and Malawi turnover was 12% and 40% lower than prior year respectively due to product availability and the shift of NGO support focus in Malawi to Covid-19 issues.

The Revenue contribution is as shown below:



Exchange losses and business scale-up overheads in the new vegetable seeds markets other than RSA resulted in a consolidated net loss of $0.4M that is double prior year loss.

Business Development files

1.Ghana and Francophone West Africa

The West & Central Africa joint venture started on a promising trajectory from a maiden operating year (FY21) near break-even performance to register a profit after tax of $0.2M this year. Demand creation activities being intensified across the region though some countries are inaccessible due to security issues (Burkina Faso, Mali, Cameroon, etc.). New products like rice and hybrid cowpeas also being trialed in this region.

2.Angola

The setting up of a local subsidiary in Angola is advancing and a local entity trading as Seed Co Angola is now registered. No meaningful turnover was achieved during the reporting period mainly because of the government's budgetary constraints that saw it suspending imported agricultural inputs support. The thrust is now to setup in-country operations with agronomy support aimed at harnessing the open market.

3.DRC

Export sales into DRC declined significantly due to cutthroat undercutting by competitors offering cheaper open-pollinated varieties. Significant turnover reduction from $2.9M prior year to $1M in FY22 saw the DRC in-country operations registering a loss of $0.2M compared to profit of $0.5M in prior year.

The Group is continuing with its agronomy blitz in DRC aimed at show-casing the superior benefits of our products to create demand.

Outlook

Global supply shocks from the Covid-19 pandemic and war in Ukraine, giving rise to imported inflation, are expected to continue impacting the cost of doing business and compound the effects of climate change to already fragile African economies. Specific to our markets, the following socio-economic developments will have a bearing on our operations going forward:

- further currency headwinds expected in Malawi following the recent 25% devaluation
- uncertainty hovering in Kenya (August 2022) and Nigeria (Feb/March 2023) ahead of elections
- Zambia showing signs of recovery as it works with the international community to work out a debt rescue package Tanzania continuing to show signs of stability
- continuation of development partner activities in Mozambique to help mitigate national budgetary constraints
- Regional food security will however remain top of the agenda to mitigate global supply shocks as African governments activate import substitution local production strategies. The Group will accordingly step up its operations to satisfy the anticipated increase in the demand for seed on the continent.

Value unlocking strategies going forward

The Group is taking the following measures to unlock and preserve value in our various markets:

- Reconfiguring the distribution model to manage associated costs to viable levels
- Increasing own production to have more control over the cost of production and product availability
- Localizing borrowings to manage exchange losses
- Converting revenue quickly to stocks and other inputs to lock value
- Leveraging COMESA & SADC movement of goods protocols to move stock where it is needed
- Harnessing the opportunity in Mozambique for long-term sustainability
- Exploring new markets in West, Central, East, and North Africa and new products like rice, potato, cowpea, etc. to our basket.
- Continuation of development partner activities in Mozambique

Acknowledgement

In the face of a myriad of challenges which include unpredictable weather conditions, security threats in some markets, the Covid-19 pandemic and now the global economic upheaval, I would like to thank Team Seed Co for showing resilience and loyalty to the Group and its mission. I would also like to show appreciation to the Board for its invaluable support and guidance in these challenging times. Despite the challenges, the achieved financial results while lower than prior year are significantly positive and a testimony of the commitment of all employees and the Board.

The Group continues to bank on its brand equity, intellectual property, diversified geographical footprint and staple food play to continue being at the forefront of delivering solutions to grow primary food production in both our existing and new markets in Africa in a sustainable manner that catalyses economies and uplifts the livelihoods of all people on the continent.

M. Nzwere

Group Chief Executive

GROUP LEADERSHIP

BOARD OF DIRECTORS AND PROFILES

David E. B. Long

Independent Non -Executive Group Chairman
Age: 71
Tenure: 4 years
Key Skills: Law
Qualifications
MBA, Bachelor of Law, Chartered Institute of Arbitrators, Fellow of the Institute of Directors.
Other Commitments
Director: CABS Building Society, Colcom Holdings and Tsebo Servcor. Beit Trust Representative in Africa.

Pearson Gowero

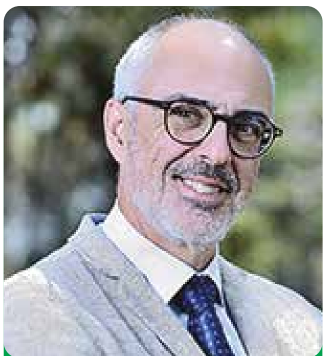
Independent Non -Executive Group Deputy Chairman
Age: 66
Tenure: 4 years
Key Skills: Economics
Qualifications
MBA, BSc (Hon) degree in Economics
Other Commitments:
Director: Zambeef Products PLC.

Morgan Nzwere

Group Chief Executive Officer
Age: 56
Tenure: 12 years
Key Skills: Accounting and Finance
Qualifications:
MBL (UNISA), Advanced Management Programme 181 (Harvard), Strategy Master Academy at the University of Cape Town Business School. Chartered Accountant.
Other Commitments:
Director: FBC Bank and TSL Limited.

John Matorofa

Group Chief Finance Officer
Age: 54
Tenure: 15 years
Key Skills: Accounting and Finance
Qualifications:
B.Acc. (Hon) (UZ), MBA (UK), Senior Executive Leadership Program (London
Other Commitments
None



Fermin Azanza

Non - Executive Director
Age: 57
Tenure: 4 years
Key Skills: Agribusiness, Research & Development
Qualifications:
PhD Plant Breeding & Genetics (University of Illinois Urbana-Champaign), MSc. Plant Breeding (Mediterranean Agronomic Institute of Zaragoza) & BSc Biology (University of Navara)
Other Commitments:
Head of Research Field Crops (Limagrain); Soltis SAS, Genective, AgReliant,

Chance Kabaghe

Non - Executive Director
Age: 68
Tenure: 4 years
Key Skills: Agribusiness, Insurance & FMCG
Qualifications:
BA Agricultural Economics (University of Zambia) and MSc Agricultural Economics (London University [WYE College])
Other Commitments:
Choice Nuts Limited, Choice Insurance, Seed Co Zambia, Ace Limited, Multi Agricultural International, Harmonious Haven and Freshpikt Limited

GROUP LEADERSHIP

BOARD OF DIRECTORS AND PROFILES

Regis Fournier

Non-Executive Director
Age: 54
Tenure: 1 year
Key Skills: Agronomy and Business Administration.
Qualifications:
BSc Agronomy (Montpellier) MSc Agronomy.
Other Commitments:
CEO of Limagrain Field Seeds

Patrick Spadin

Non-Executive Director
Age: 56
Tenure: 4 years
Key Skills: Agronomy and Business Administration
Qualifications:
MBA, MSc Agronomy, BSc
Other Commitments:
Head of Development (M&A) & Strategic Intelligence at Limagrain.

Frederick Savin

Non-Executive Director
Age: 61
Tenure: 4 years
Key Skills: Agricultural Engineering & Business Administration
Qualifications: MSc, BSc Agricultural Engineering
Other Commitments:
AgriSynergy and Limagrain Zaad South Africa

Remina C D Chitengu

Non - Executive Director
Age: 51
Tenure: 4 years
Key Skills: Accounting and Finance
Qualifications:
B.Comm (Hon) Finance (NUST), ACIMA.
Other Commitments
Financial Controller and Director of Unki Mines, Principal Officer of the Anglo American Pension Funds, Generation Medical Aid Fund and CABS.

Kushatha Moswela

Non- Executive Director
Age: 44
Tenure: 2 years
Key Skills: Insurance & Finance
Qualifications:
BSc. (Hons) Actuarial Science and MSc Actuarial Science (University of Kent).
Other Commitments:
Old Mutual Short-Term Insurance Botswana, Pula Medical Aid Fund

Philippus Rudolph De-Wet

Non - Executive Director
Age: 59
Tenure: 2 years
Key Skills: Engineering, Tourism & Banking Qualifications:
BSc. Architecture (University of Pretoria)
Other Commitments: Stanbic Bank Botswana and Botswana Wildlife Producers Association

GROUP LEADERSHIP

BOARD OF DIRECTORS AND PROFILES

Michael S Ndoro

Non-Executive Director
Age: 56
Tenure: 4 years
Key Skills: Agronomy
Qualifications
BSc. in Agric Economics,
MBA - Finance and Marketing.
Other Commitments:
Chief Executive Officer/Owner of Interfruit (Private) Limited, CEO of Utopia Fresh Exporters (Private) Limited, founding member of Utopia Power Group Limited, Director Imara Asset Management and Imara Capital Zimbabwe, Imara Africa Series, African Opportunities Fund. Director Bain and Group.

Andrew Barron

Non-Executive Director
Age: 63
Tenure: 4 years
Key Skills: Agribusiness & Real Estate
Qualifications: BSc Agricultural Economics
Other Commitments:
Mbadzi Estates, Press Corporation PLC, Mpico PLC, Seed Co Malawi, Mpico Malls Limited, Team Planet Limited and Plantation House Investments

GROUP LEADERSHIP

SENIOR MANAGEMENT

Morgan Nzwere	Group Chief Executive
John Matorofa	Group Finance Director
Guntila Muleya	Managing Director - Zambia
Boyd Luwe	Managing Director – Malawi
Kolade Dada	Country Head (Nigeria)
Wellington Wasike	General Manager (Kenya)
Clive Mugadza	Regional Managing Director – East Africa & Great Lakes Region
Charity Murandu	Head of Marketing
Kassim Owino	Head of Vegetables
Calvin Fambisayi	Head of Business Development
Edgar Rupende	Head of Production and Processing
Eric Kalaote	Company Secretary
Sam Ruwisi	Head of Treasury and General Manager
Patrick Mutandwa	Head of Human Resources
Davison Ncube	Head Internal Auditor
Dr Gorden Mabuyaye	Head of Research and Development
Dr. Takemore Chagomoka	Regional Manager West & Central Africa
Simon Munakamwe	Country Head (Mozambique)
Tineyi Chatiza	Group Secretary

GOVERNANCE

Corporate Governance

The corporate governance practices of Seed Co International are designed to steer a spirited evolution of culture and high ethical standards. The collective leadership responsibility for the Group enhances reputation, building trust, and, ultimately, lead to the creation and protection of value for all stakeholders across our markets. Our corporate governance framework provides role clarity, delineated roles, and areas of accountability, ensuring strategic alignment across the Group and efficient and informed decision-making at appropriate levels.

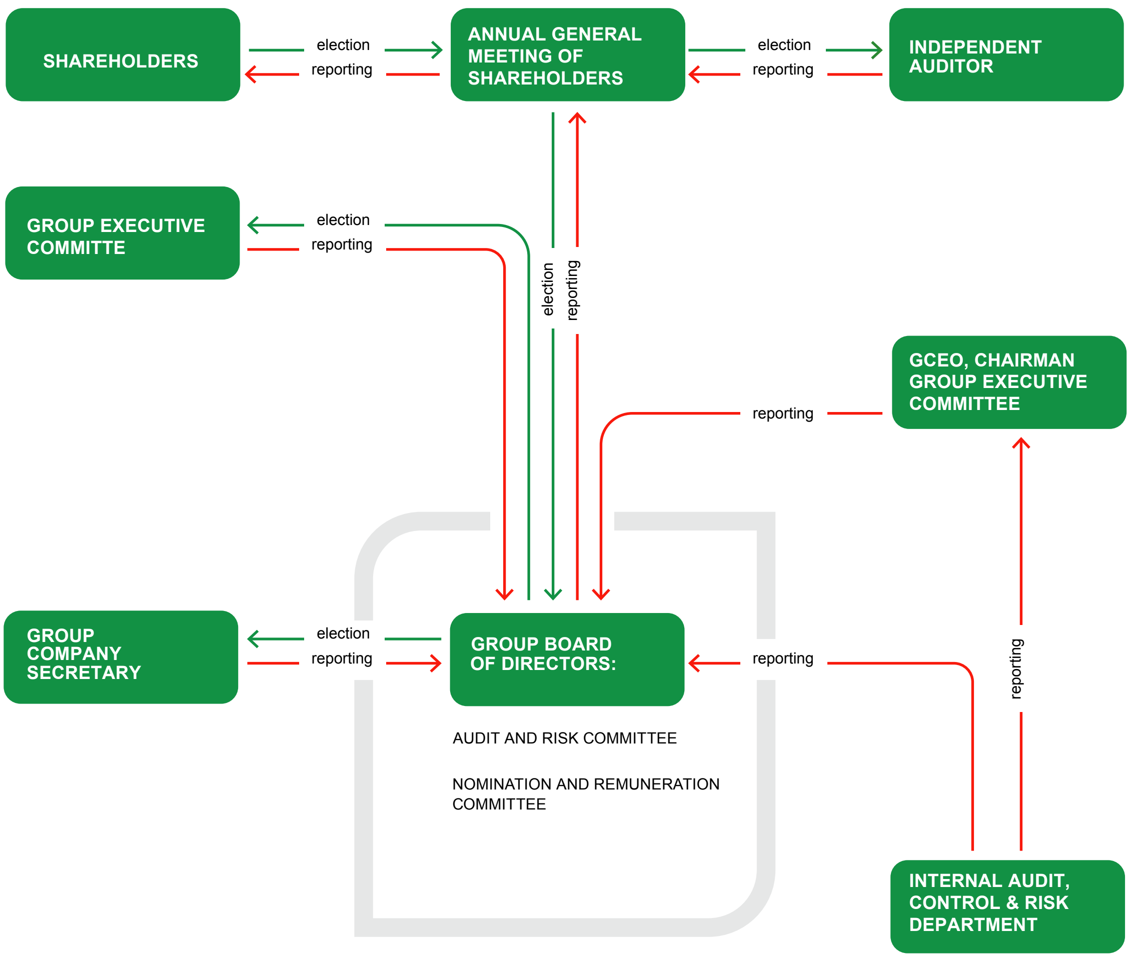
Corporate Governance Framework

Seed Co International is governed by applicable laws, listing rules, and the King Report on Corporate Governance™ 2016 (King IV Code). Our corporate governance framework is designed to balance the interests of shareholders, the Board of Directors, management, employees, and stakeholders. The framework is built on the principles of honesty, integrity, and accountability, ensuring that the Board exercises effective and ethical leadership, and conducts its affairs as a good corporate citizen while making appropriate decisions for long-term sustainability and value creation.

The Board retains overall responsibility for the concept of integrated thinking as encapsulated in King IV Code), which underpins corporate citizenship, stakeholder inclusivity, sustainable development, and integrated reporting. The Board is confident that the Group's governance framework, including all its related Board structures, administrative and compliance processes contribute to ongoing value creation by driving the following principles:

- Equitable and fair treatment of every shareholder,
- Professionalism and leadership of the Board of Directors,
- Accountability of the Board of Directors and Executive Bodies,
- Corporate Social Responsibility and Sustainable Reporting objectives,
- Transparent and timely disclosure, and
- Combating corruption.

Governance Framework



Board Responsibility

The Board of Directors is responsible for the general management of all Seed Co International operations, excluding matters reserved for the Annual General Meeting of Shareholders. They play a crucial role in designing and developing the corporate governance framework for the protection and exercise of shareholder rights and supervision of the Group Executive Committee. The Board of Directors set the fundamental principles of business conduct and nurturing corporate culture. The Board's authority and formation process, as well as procedures for convening and holding Board meetings, are determined by the Articles of Association, the Board Charter and Corporate Governance Manual.

Delegation of Authority

The Board of Directors has a framework for delegating authority which ensures the roles and responsibilities of the Group CEO are formalised and performance is evaluated against a specified criteria annually. The Group CEO and Executive Management develop and recommend to the Board, the Group's long-term strategy, annual business plans and budgets for stakeholder value creation. The Group CEO and Executive Management are directly responsible for the execution of strategies, managing operations and performance.

Balance of Power

Seed Co International operates a unitary Board, encompassing the balance of power principles. The Board is made up of most Non-Executive Directors and Independent Directors. The Group Executive Directors are involved in the day-to-day business activities of the Group and are responsible for ensuring that decisions of the Board are implemented in accordance with mandates given by the Board. All Seed Co International Limited subsidiaries have a functioning Board and the subsidiary Managing Directors run the day-to-day operations of their business reporting to the Group Chief Executive Officer. The Board ensures that there is an appropriate balance of power and authority at the Board level such that no one individual or block of individuals dominates the Board's decision making or its Board or Committee meetings.

Non-Executive Chairman

The roles of the Chairman and Chief Executive Officer ("CEO") are separate from the Chairman being independent. The Chairman of the Board of Directors organises the Board's work, convenes and chairs meetings, and chairs general meetings of Shareholders. The key responsibilities of the Chairman of the Board of Directors are to ensure high level of trust at Board meetings and constructive cooperation between Board members and management.

Group Chief Executive

The Group CEO leads the Executive Team and attends to the day-to-day operational functions of the business. In conjunction with the Board, the Group CEO ensures proper succession planning for Executive and Senior Management across the Group and associate companies as well as performance appraisals for Executive and Senior Management. The Group's performance and its conformance with compliance imperatives is monitored and reported to the Board by the Group CEO who formulates and oversees the implementation of Group policies.

Election of Directors

Members of the Board are elected at the Annual General Meeting of Shareholders for 3 years. The Board of Directors may recommend that the General Meeting of Shareholders amends the Articles of Association by changing the number of Board Members. The new board may only be elected after the relevant amendments to the Articles of Association are approved and state registration completed. Until a new Board of Directors with the new number of members is elected, the decision-making rights and processes of the then active Board remains unchanged, with the Board making its recommendations as to nominate Board members including independent directors. The current size of the Board of Directors is best aligned with Seed Co International's goals and objectives, and its appropriate independence mix ensures that decision making considers the interests of various stakeholders and enhances the quality of executive and managerial decisions. The current Board of Directors comprises Independent Directors higher than the minimum requirement set out in the Listing Rules and the Corporate Governance Code, which enables highly professional, independent judgements on matters on the agenda.

Appointment of Directors

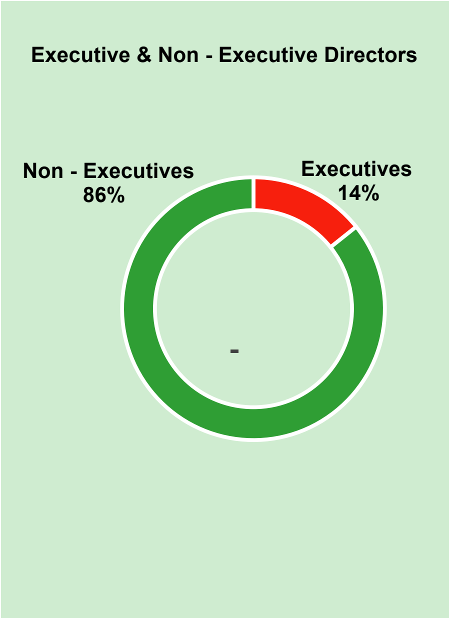
Directors are individuals appointed for their calibre and credibility and have the necessary skills and experience to bring independent judgement on issues of strategy, performance, resources, and standards of conduct and evaluation of performance.

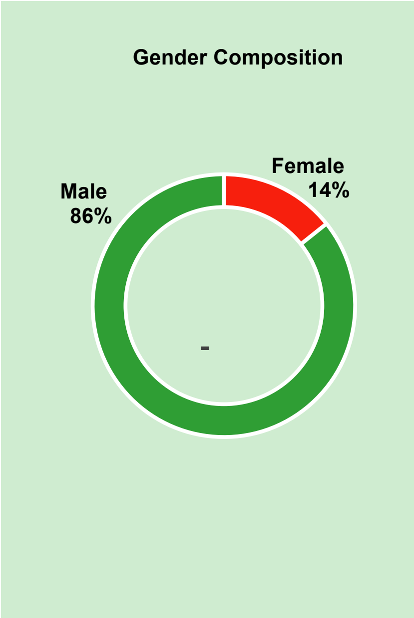
Daniel Jacquemond retired from the Board in December 2021. He contributed to the definition and deployment of the Group's development, finance, and innovation strategy.

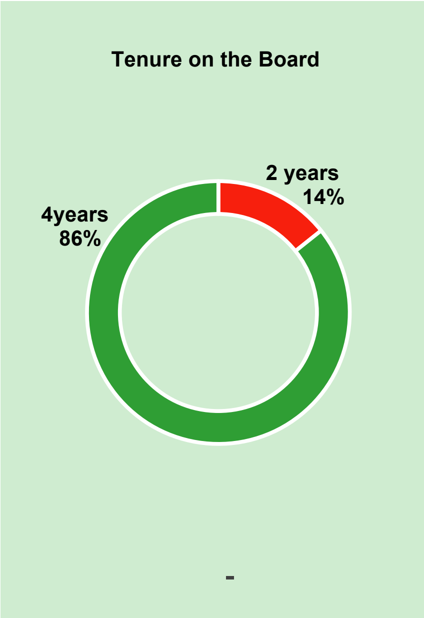
Early 2022, Seed Co International appointed Regis Fournier as a Non-Executive Board member for the Group. Regis Fournier is French and CEO of Limagrain Field Seeds. He studied agronomy in Montpellier and Paris and holds a Master in Agronomy. He has extensive experience in agronomy and business administration from his work in Maisadour, a cooperative group in the South of France, the trade association for the seed industry in Europe, and member (previously Chairman) of Union Française des Semenciers (UFS), the French seed association for seed companies & plant breeders.

Board Composition

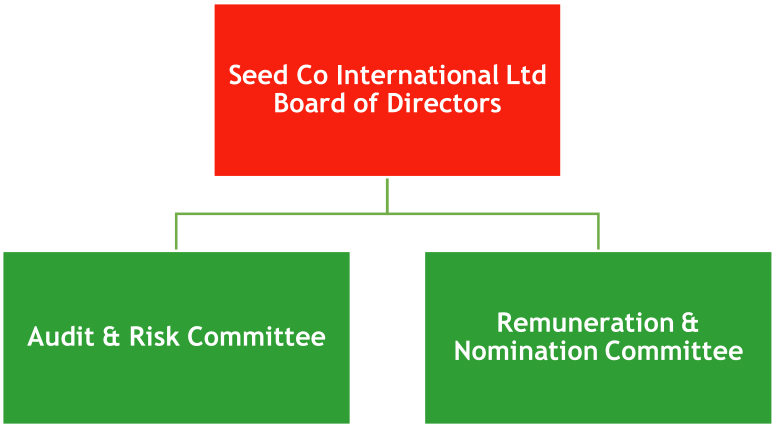
The Seed Co International's Board consists of fourteen (14) Directors of whom twelve (12) are Non-Executive Directors, and two (2) Executive Directors. The current Board's diversity of professional expertise and demographics makes it highly effective regarding the Group's strategies. The Board ensures that, in appointing successive Board members the Board reflects, whenever possible, a diverse set of professionals and personal backgrounds.







Board Structure



Board Committees and Meeting Attendance

The Board has Committees to assist with fulfilling its responsibilities in accordance with provisions of the Corporate Governance Manual and King IV. The Board has therefore delegated certain functions to the Audit and Risk Committee, Remuneration and Nomination Committee, Advisory and Production Committee. The Board is nonetheless acknowledging that the delegation of authority to its committees does not detract and is not an abdication of the Board members' responsibilities. The Committees have Terms of Reference which are reviewed annually by the Board. These outline the Committee's roles and responsibilities, functions, the scope of authority and composition.

Board Committee	Committee Members	Terms of Reference
Audit and Risk Committee	Remina D Chitengu - Chairperson Patrick Spadin Andrew Barron	The committee's primary purpose is to provide independent oversight over the effectiveness of internal control systems and assist the Board in ensuring and monitoring the integrity of the Group's Annual Financial Statements and related external reports. The committee further oversees the effectiveness of the Group's external and internal assurance functions and services that contribute to ensuring the integrity of the Group's corporate reporting. **Summary of responsibilities** • Financial reporting integrity. • Monitor external auditors. • Risk and internal control.
Remuneration and Nomination Committee	Pearson Gowero -Chairperson David Long Michael Ndoro	The Committee's primary purpose is to assist the Board in the nomination, election, and appointment of Directors in accordance with Board policies and the succession strategy, ensuring that the process is transparent and delivers to expectations. The committee is also responsible for executive management succession working with the Group Chief Executive Officer. **Summary of responsibilities** • Remuneration policy. • Annual remuneration including bonus and LTIP awards. • Set annual performance objectives. • Succession planning.

Committee Meeting Attendance

Director	Board Meetings (4)	Audit and Risk Committee (4)	Remuneration and Nomination Committee (4)
1. David E.B. Long	4	-	4
2. Pearson Gowero	4	-	4
3. Morgan Nzwere	4	4	4
4. John Matorofa	4	4	-
5. Fermin Azanza	4	4	-
6. Chance Kabaghe	4	-	-
7. Regis Fournier	2	-	-
8. Patrick Spadin	3	3	-
9. Frederick Savin	4	-	-
10. Remina D. Chitengu	4	4	-
11. Kusatha Moswela	4	-	-
12. Michael S Ndoro	4	2	4
13. Rudi De Wet	4	-	-
14. Andrew Barron	4	2	-

Board Induction

Newly appointed Directors to the Board undergo an induction programme. This begins with welcoming the Directors and introducing them to other Board Members, other key personnel, including the CEO and executives of each functional area of the Group. The Directors are then familiarised with the culture of the company, their role and responsibilities as a board member, the strategic plan and financial position of the Group, and the governance manual. This is followed by identifying training and development needs to ensure the Board member can contribute effectively to the Group. Where relevant, meetings with key stakeholders are organised. Regular reviews are then done with the Board chair to check understanding, identify issues and encourage development.

Board Evaluation

In line with the King IV , which recommends a formal evaluation process of the Board. The Group uses a peer review system which starts with the Chairman, then the rest of the Board Members using a structured questionnaire that focuses on governance practices, cohesion, strategy stewardship and management oversight.

Board Communication Systems with Stakeholders

Seed Co International Limited is committed to transparent, inclusive, and objective communication with stakeholders. The Group provides platforms for direct communication with external stakeholders that includes the Annual General Meeting, media briefing, press statements and direct meetings.

Annual General Meeting

Board members and the External Audit Partner attend Annual General Meetings of the Group to respond to shareholder's questions. The Annual General Meeting Notice is available on page 101 of this report.

Share Dealings

Directors, management, and all Group staff are not permitted to deal directly or indirectly in the shares of the Group during:

- The period from the end of the interim or annual reporting periods to the announcement of the interim and annual report results,
- Any period when they are aware of any negotiations or details which may affect the share price or,
- Any period when they have information, the effects of which might affect the share price.

Directors' Declarations

Board members are obliged to disclose in writing any personal or financial interest as required. Such declarations cover interests within or outside the Group which may interfere or conflict with their duties. The Board is in the process of updating the corporate governance manual to include any director's interest in a transaction and potential involvement in the decision-making process.

Conflict of Interest

Real or perceived conflicts in the Board is managed in accordance with the conflict of interest and directors' declaration requirements. Any possible conflict of interest is declared in the manner prescribed by law and in terms of the Company's Constitution ("the Constitution"), as soon as a director becomes aware of the conflict, and in any event before the consideration of the matter to which the conflict relates, at any Board meeting. The director concerned does not participate in a discussion or vote on the subject matter of interest and will leave the meeting immediately after making the requisite disclosure.

STATEMENT OF DIRECTORS RESPONSIBILITY

The Directors of Seed Co International are responsible for maintaining adequate accounting records for the preparation of financial statements at present fair and accurate information. The financial statements have been prepared in accordance with the International Financial Reporting Standards ("IFRS") and in a manner required by the Botswana Companies Act, Cap 42:01. In discharging this responsibility, the Company maintains a system of internal controls designed to provide reasonable assurance that the assets are safeguarded and that transactions are executed and recorded in accordance with International Financial Reporting Standards and in the manner required by the Botswana Companies Act, Cap 42:01.

The Directors are satisfied that the Company has a sound financial position and adequate resources to continue in operational existence for the foreseeable future. Accordingly, they are satisfied that it is appropriate to adopt the going concern basis in preparing the financial statements.

D.E.B Long
Chairman

M. Nzwere
Chief Executive Officer

BUSINESS ETHICS AND COMPLIANCE

Business Ethics

The Board is responsible for ethical conduct and adherence with socio-economic values expected of a responsible business. The Group is currently updating its Corporate Governance Manual by including a Code of Ethics which will be applied across the Group.

Statement of Compliance with Laws and Regulations

The Board is committed to compliance with legal and regulatory requirements applicable in our areas of operations and recognises its accountability and responsibilities to all stakeholders. The Board has, consequently, approved a compliance programme which wholly forms the Group's risk management framework. Management is responsible for the design, implementation, and monitoring of compliance structures of business. During the period under review, the Board is not aware of any breaches of any material regulatory requirements or having failed to meet any statutory obligations.

Compliance Monitoring

Each business has its own regulatory universe which is assessed against defined risk criteria and informs the compliance monitoring plan for the relevant business. Our compliance monitoring forms are designed to ensure that business is conducted in compliance with all relevant laws and regulations. Key regulatory items are monitored more frequently and reported to the Risk and Compliance Committee quarterly.

Management strives to ensure compliance is a business culture. This culture is further entrenched through ongoing training and awareness of regulatory modules which are designed and administered by the compliance team. The compliance function forms part of the Group combined assurance model which covers management control, risk control, and compliance oversight in addition to independent assurance.

Anti-Corruption

Seed Co International has zero tolerance for corruption in any form whether bribery, extortion or any inducement to do something illegal etc. We enforce anti-corruption in all operations through various policies such as the finance policy, ethics policy and the independently managed whistleblowing policy. These policies reflect the business's values, culture and behaviours expected from every employee. The whistle blower policy is independently managed by a third party, Deloitte Anonymous Tip-Off. The system allows employees and external stakeholders to anonymously report any unethical practices, bribery or corruption relating to our business. In addition, independent quality assurance teams play a role in mitigating the risks of corruption across the business.

Additional Anti-Corruption Measures:

- The Group does not approve any recruitment of new employees, without having gone through an interview, with a representative from the Human Resource Department. Vacancies are filled internally first before considering external candidates.
- Seed Co prohibits staff members from selling seeds.
- Fraud risk assessment are conducted on all departments on an annual basis to assess possibilities and weaknesses that could expose the business to corruption.
- The security department has the responsibility of managing and investigating corruption.
- The business promotes an open door approach for reporting corruption.

During the year under review, the business conducted an anti-corruption awareness campaign which included distribution of whistle-blowing posters from Deloitte. We evaluated our performance using monthly reports from the anonymous tip-offs system, internal and external audits findings, and corruption or fraud risk assessments. The outcomes gave us an assumption that the business is effectively managing the risk of corruption.

RISK MANAGEMENT

The Board sets the direction for the way risk management is approached and addressed. The Audit and Risk Committee oversees and directs the Group's implementation of effective risk management and compliance strategies. The risk management process comprises a formalised system for identifying and assessing strategic and operational risks.

Approach to Risk Identification and Management

A Risk-Based Internal Audit approach is followed where audit assignments are prioritised based on the risk level. Business Functions are required to develop risk registers for their areas. On a quarterly basis, the Board reviews risks faced by the business and measures implemented. The Internal Audit function is tasked with the mandate of monitoring and reporting risks identified to the Board through the Audit and Risk Committee.

Financial Risk

The Group is exposed to market risk, interest rate risk, foreign currency risk, credit risk and liquidity risk. The Group's senior management oversees the implementation of measures approved by the Audit and Risk Committee to mitigate any identified risks. More details are contained on pages 96 to 98 of the financial statements.

Business and Operational Risks

The Group is exposed to business and operational risks which are managed through various systems, policies, and procedures. Some of the risks may be within or outside the Group's control. The Group conducts a regular risk assessment and below are the top risks identified and managed during the period under review:

Principal Risk	Context	Impact	Mitigation Measures
Credit Risk	This is the risk of default on a debt that may arise from a borrower failing to make payments for goods sold to them. The Group's risk exposure is that it may not recover amounts advanced, mainly to seed growers, which amount is normally recovered from deliveries of seed by the growers. Consignment stock is supplied to agro dealer who should pay the proceeds of sales to the group once the stock is sold. Agro dealers may collect cash in respect of consignment stock and fail to remit it to the group. This may lead to disruption of cash flows, and increased collection costs as well as failure by the Group to service its facilities with financial institutions.	Disruption of cash flows. Increased collection costs. Delays in retiring facilities with financial institutions.	Bank Guarantees, Collateral security, Creditworthiness vetting, Credit Limits, Cash Sales.
Climate Change	The risk emanates from manifestations of climate change such as increased temperatures, frequent droughts, and floods which in turn lead to crop failures or reduced crop yields. The Group is exposed to low demand for seed due to adverse weather conditions which can lead to reduced seed supplies.	Reduced crop production and low seed demand.	Grower Transformation Initiative to support growers with irrigation facilities, Breeding varieties that adapt to climate change.
COVID-19	The group's exposure stems from disruption of the value chain due to COVID-19 induced lockdowns. A number of inputs used in seed production are imported and disruption of the supply chain deprives the company of the capability to produce seed efficiently. Loss of critical staff due to illnesses induced by Covid-19 resulting in underperformance by the group.	Shortages of inputs due to supply chain disruptions. Absenteeism due to illness.	Vaccination, Sanitization, Working from home and WHO guidelines.
Competition	The risk is associated with the fact that there are many competing companies on the seed market, each of which seeks to take the Group's market share.	Reduced sales of the Groups products leading to poor financial performance. This threatens the very existence of the Group.	Demonstration plots, Advertising, Quality Product offering, Strong Brand Image, Research and Development.
Cybersecurity	The risk refers to the threat of financial loss, disruption, or damage to the reputation of the Group resulting from the failure of its information technology systems. Hackers might disrupt the computer system such that the company may fail to process data and to conduct its business.	Financial loss and reputational damage Denial of services.	Penetration tests Intrusion detection tests Firewalls Disaster recovery plans.

SEED CO IN THE ENVIRONMENT AND COMMUNITY SUSTAINABLY

Our Sustainability Strategy

Seed Co is committed to sustainable ethical business practices, the protection of the environment, and economic development while improving the livelihoods of all its stakeholders, including but not limited to employees, farmers, consumers, and communities. To this end, the DNA of our seed-to-feed business is to innovate and make available climate-smart high-yielding seed solutions, agronomic support, and training for the efficient utilization of arable land and other farming inputs to sustainably make both small- and large-scale farming profitable enterprises that feed both people and livestock with catalytic effects on critical economic value chains.

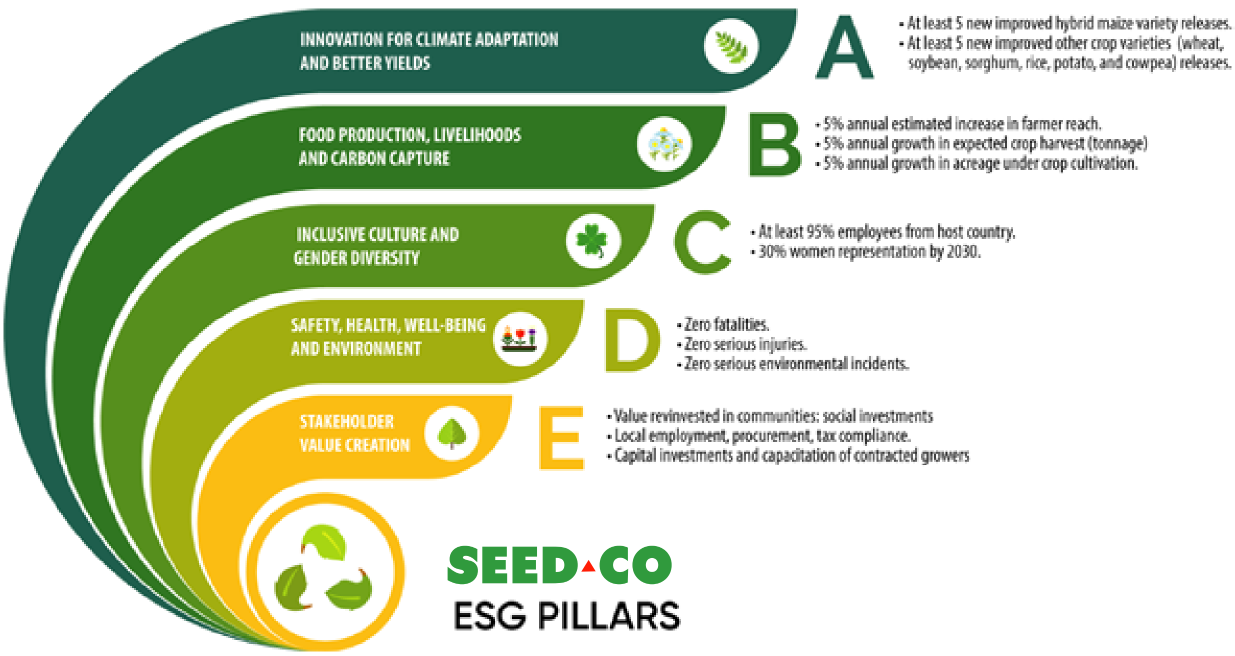
We are committed to sound environmental stewardship. We aim to responsibly use the natural resources our business depends on, care for the environment in our operational and surrounding areas and limit the impact of our operations on our host communities. We do this by promoting farming practices that work with nature rather than against nature to mitigate climate change through among other things use of cover crops, crop rotation, composting, and mixed farming to improve soil biodiversity.

We acknowledge that agriculture has the greatest potential for cooling the planet, draws down carbon from the atmosphere and improve water cycle.

Through impacting good agronomic practices, Seed Co International contributes positively to the following:

- Feeding the world.
- Revitalizing local economies: small-scale farming represents an opportunity to boost local economies.
- Mitigating climate change by increasing soil carbon stocks.
- Improving yields and farming impact through drought, pest, and disease tolerant seed varieties.

Seed Co International's 5 Strategic ESG Pillars



A. Innovation for Climate Adaptation and Better Yields

Our Research and Development division plays a critical role in developing superior hybrids, early maturing varieties and disease-resistant crop seeds that are high yielding under optimum input use in stress environments. Uneven rainfall patterns and crop diseases have been threatening food security in Africa. We produce seed varieties that have tremendous adaptation capabilities to climate change and crop development. The process of breeding, delivery and adoption of new seed varieties ends with approvals for sale and meeting various climatic conditions.

GOAL TRACKER

✓ Released 8 new maize hybrids SC449, SC547, SC553, SC555, SC559, SC665, SC729 and SC735
✓ 4 rice varieties were licensed for commercialization in Zambia, Ghana, Nigeria, and Malawi
✓ Several vegetables hybrid seeds were trialed and successfully commercialized in our markets

B.Food Production, Livelihood Enrichment and Carbon Capture

Seed Co International is an important player contributing to food security through continuous availing of seed varieties that are highly adaptive to high stress environments and resistant to diseases. We continue to invest significantly in research and development to produce crop seeds that are adaptive to a changing climate to guarantee food security. We partner and collaborate with our growers and farmers to promote good agricultural practices that enhance yields while greening the environment and thus drawing carbon from the atmosphere. Seed Co International also partners with small scale farmers and rural communities to contribute significantly to livelihood enrichment.

GOAL TRACKER

- ✓ The attainment of goals under this pillar was curtailed by the effects of climate change which manifested as drought in most parts of East Africa as well as late and erratic rains Southern Africa that impacted seed uptake, planting and ultimately expected yields

C.Inclusive Culture and Gender Diversity

At Seed Co International, we recognise the importance of diversity and inclusion in stimulating creating and innovation while attracting the best talent. We seek to create an environment where diversified views and opinions are acceptable and where people of varying gender, race and cultures can thrive. We aim to give opportunities to locals while increasing the ratio of women in the Company.

GOAL TRACKER

- ✓ The policy to employ a super majority of locals from our operating communities continue to be maintained
- ✓ The female gender employment target is on course of being achieved

D.Safety, Health, Well-Being, and Environment

The safety and wellbeing of our employees and the protection of the environment in which we depend on are central aspects of our business. We are committed to the protection of employees, visitors, and local communities by providing safe working conditions through preventative maintenance, monitoring, and inspections. We make great effort to play our role in environmental stewardship and biodiversity management. In this regard, we work with government departments.

GOAL TRACKER

- ✓ No work-related fatalities and serious injuries were recorded during the reporting period
- ✓ No reportable environmental issues or regulatory fines were recorded during the financial year
- ✓ The Group continues to impact best agronomic practices to farmers, and these include crop rotation, soil and water conservation, use of cover crops, planting trees and appropriate application and discard of chemicals

E.Stakeholder Value Creation

Seed Co International thrives on partnerships and collaboration with various stakeholders. We are an open and inclusive business that actively listen to stakeholder interests which help us deliver quality results. The Group partners with Government and Non-governmental organisations (NGOs), growers, farmers, millers, agro processors, and others to get an appreciation of their interests and concerns. These engagements enable us to develop solutions that add value to both the stakeholder and the business.

GOAL TRACKER

- ✓ The policy to plough back most of the value created in our host countries continue to be maintained through local employment bias, local procurement bias, long-term fixed capital investments, the capacitation of our contracted growers (inputs and infrastructure financing), tax compliance and socio-economic developmental investments in the various communities we operate and distribute our products.

STAKEHOLDER ENGAGEMENT

Seed Co International prides itself on being the most collaborative and trusted seed player in the sector, building long-term partnerships and earning the trust of stakeholders. We foster a culture of collaboration, partnering with farmers, distributors and retailers among others. It is of paramount importance that we consider the needs of all those who have a stake in Seed Co as this helps us ensure that all stakeholders are confident and trust our products. The engagement process enables us to understand if stakeholders share our core values and beliefs before they are brought on board. Engagement with stakeholders helps us build sustainable relations that enhance customer-centric solutions.

Stakeholder Engagement identification.

We identify our stakeholders through the acknowledgement of those individuals or groups with a stake or interest in the Group. We build shared values in all our interactions, particularly suppliers, producers, distributors, and employees. Our stakeholders mostly fall within two categories as below:

Internal stakeholders	External Stakeholders		
• Management. • Employees.	• Local communities. • Government and Regulators. • Suppliers.	• Distributors/Retailers. • Customers (Farmers). • Shareholders and Potential investors.	• Local Communities.

Engaging Stakeholders

Stakeholder engagement is a deliberate process at Seed Co International, through engagement we seek to ensure meaningful consultation with stakeholders through various strategies. During the year the following initiatives were implemented:

- We put in place a strategic stakeholder engagement process with those individuals or groups who have a stake in Seed Co International.
- Implemented farmer promotion programmes to drive customer loyalty.
- We host corporate events such as golf day for relationship building.
- Provided products knowledge training to equip our farmers thereby benefitting both the client and the business.

During the reporting period our stakeholder issues and responses were as follows:

Stakeholder	Issued raised by the stakeholder.	Our Response/Action	Engagement Channel	Frequency
Employees	Safety of employees from Covid19. Safety during General Elections. School fees support for employees children. Employee welfare in terms of access to grain products	Employee health day and periodic free Covid19 screening. Restrictions on inter town movement, pre and during election period. Partnered with Stanbic Bank for company guaranteed loans to employees. Issue of maize grain to employees.	Mostly via company emails & Virtual meetings. Employee circulars and Staff Meetings.	Weekly as required. Monthly.
Suppliers	Challenges in importing raw materials. Availability and quality of packaging materials.	Raw material management and facilitating easy flow of raw materials across the border. Identified an alternative local supplier of packaging that meets the set standards.	Emails, Phone and verbal. Emails.	Quarterly. Monthly. Weekly.
Growers	Concerns over pricing of seed by growers due to inflation Risk of losing seed from grower contract breach.	Pricing renegotiation with Growers. Review and adjustment of contracts to accommodate grower demands.	Physical direct contact meeting.	Bi Annual Quarterly
Distributors/ Retailers	Seed availability. Seed storage and deterioration.	Addressed shortages. Educating distributors on good storage practices to minimise seed deterioration at their outlets.	Physical Meeting. Emails, Phone and verbal	Weekly Monthly Quarterly
Customers (Farmers)	Seed quality. Risk of COVID-19 exposure at points of sell and meetings.	Revamping of Quality Assurance (QA) unit, and laboratory. Donated masks and educated farmers on COVID-19.	Emails, Phone and verbal. Farmer meetings.	On-going
Government and Regulators	Seed quality and compliance with the National Seed Council (NASC) requirements.	Renovation and upgrade of the Quality Assurance services. License Renewal	Meetings with stakeholders and field inspectors.	Quarterly Annual
Shareholders and Potential Investors	Clarity on dividend policy	Dictated by the economic environment	AGMs, Analyst Briefing, Ad Hoc	Bi-Annually Annually
Local Communities	The provision of quality seed and advice on farming.	Local community engagement through our sales representatives.	Local community meetings.	Ongoing

Collective Bargaining

Seed Co International acknowledges employees' right to freedom of association and collective bargaining. These practices improve workplace communication and ensure high staff retention. However, these practices can also create divisions, teams, or syndicates.

The Group manages Freedom of Association and Collective Bargaining in various ways that includes considering human rights (ILO Human Rights), Group HR (Human Resource) Policies and the Labour Laws in the countries we operate. Seed Co International Limited is committed to protecting the constitutional right of freedom of association for its employees. More so, the Group has taken various actions to manage Freedom of Association and Collective Bargaining and related Impacts through the creation of Worker's Committees. These have helped create harmonious industrial relations.

Conditions of service for employees not covered by collective bargaining agreements are determined by the labour regulations, best practices, and market trends. The Group continues to provide support to Workers Committees and affiliations to National Employment Councils to support employees' right to exercise freedom of association and collective bargaining.

MATERIALITY

Materiality assessment is a central aspect of our sustainability practices. It enables us to determine the significant environmental, social and economic risks and opportunities for our business and stakeholders. In this report, we use the GRI Standards to identify topics where significant impacts are notable. Material topics reflect Seed Co International's most significant impacts on the economy, environment, and people, including impacts on human rights.

Materiality Process

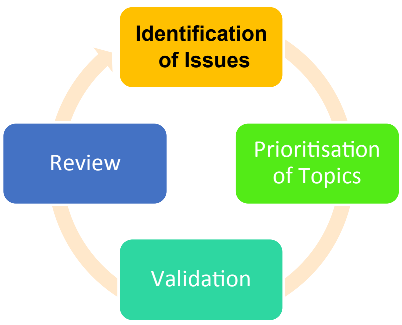
Our materiality process is made up of four phases: (1) Identification of stakeholder issues (2) Prioritisation of topics, (3) Validation, (4) Review, these stages are further explained below. During the reporting period, the materiality assessment was conducted through a survey of senior executives within the Group.

Identification of Issues – the business identified its significant impacts from issues raised by stakeholders. The issues were matched with sustainability performance indicators provided in GRI Standards.

Prioritisation of topics – the identified topics were shared with senior management to rank them based on their perceived level of importance to the business and external stakeholders.

Validation of topics - the rankings provided by senior management were validated for consistency with business operations through the removal of outliers and inconsistent rankings.

Review- the final list is further reviewed within each reporting period to assess if the topics are align with the changing business landscape and stakeholder interests, topics can be removed or added during this process.



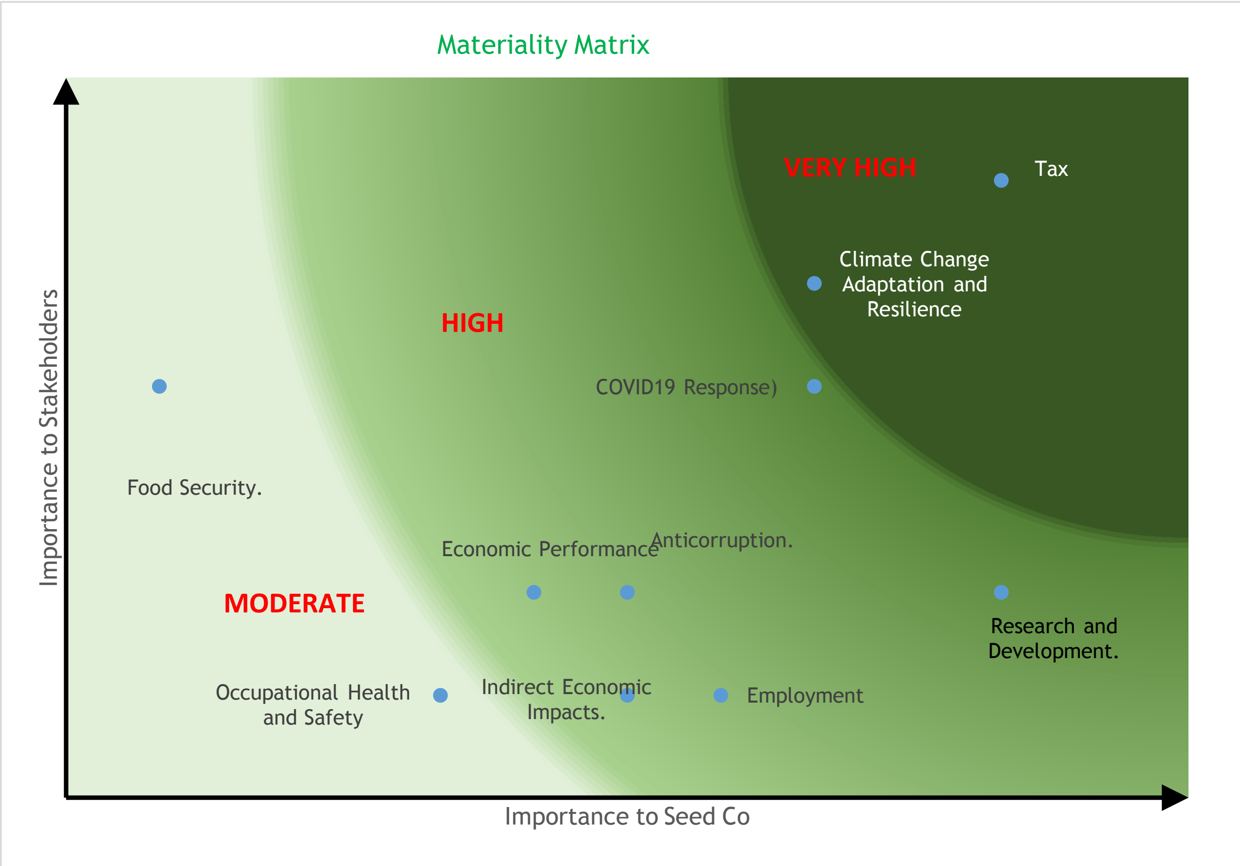
Material Topics

During the materiality identification process, 25 topics were recognised as significant to the business and stakeholders. These topics were categorised into the following three pillars:

ENVIRONMENTAL	SOCIAL	ECONOMIC
• Climate Change Adaptation and Resilience. • Water. • Responsible Agriculture and Land use. • Raw Materials. • Waste. • Responsible Sourcing. • Energy. • Biodiversity. • Emissions	• COVID19 Response. • Anticorruption. • Employment. • Food Security. • Occupational Health and Safety. • Local Communities. • Training and Education. • Security Practices. • Freedom of Association and Collective Bargaining. • Child Labour. • Security Practices	• Tax. • Research and Development. • Economic Performance. • Indirect Economic Impacts. • Procurement Practices.

Materiality Matrix

The materiality matrix below presents the topics identified as most significant to the business and stakeholders. The matrix below presents the top 10 material topics:



The Materiality Matrix above show three categories: 'Very High', 'High' and 'Moderate'. The 'Very High' category represents the topics with significant risk to the business hence requiring urgent action or priority to minimise negative impacts. Topics categorised as 'High' represent those with high risk requiring measures to reduce the effects. 'Moderate' topics are considered to be under control or those requiring limited attention or action. During the reporting period, climate change adaptation and resilience and tax emerged as the most significant impact areas for the business.

SUSTAINABILITY PERFORMANCE

RESPONSIBLE OPERATIONS

RAW MATERIALS

Raw materials are essential in the manufacturing of Seed Co International primary products. Our production processes create varied impacts on the environment and society. As such, Seed Co International remains committed to efficient use of raw materials and responsible production processes. Grain seeds are the main raw material for our business and their production creates extensive pressure on land and waste. We seek to use raw materials in a way that creates less strain on the environment.

Management Approach

The Group utilise standard operating procedures to manage material usage and include:

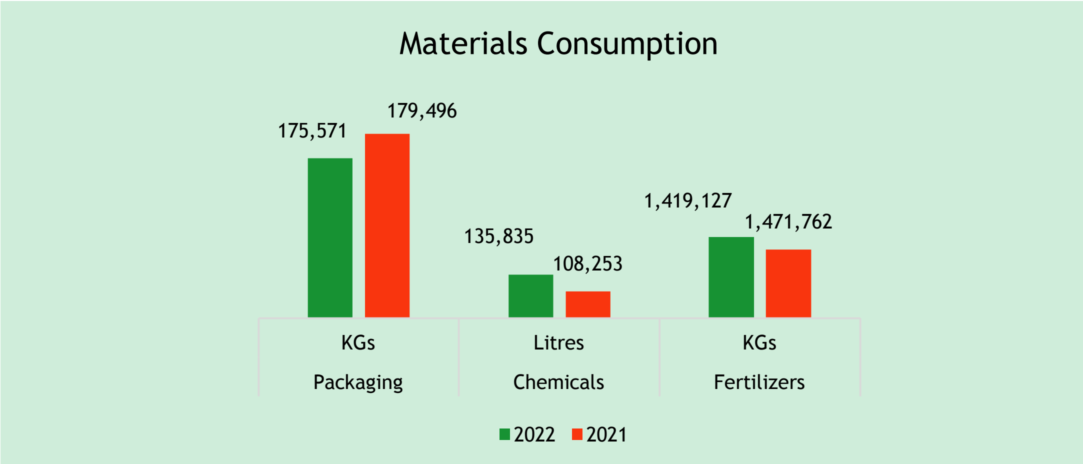
- ensuring, that total material wastage does not exceed 1% of the total materials used,
- ensuring the acceptable range of cleaning loss is not exceeded,
- testing material samples for quality before procurement to prevent contamination, and
- all raw materials used should be environmentally friendly or have minimal or unavoidable pollution to the environment.

The business ensures that employees are well trained to avoid wastage and monitor quality.

Tracking Effectiveness

Seed Co International use internal and external audits, performance scorecards and budgets for raw material management effectiveness. During the reporting period, no quality issues regard packaging material were raised. The material wastage of the organization is within the prescribed range. Lastly, continuous training of employees on the effective use of machinery to minimise wastage proved effective.

Material Used



WATER

Water is an essential resource in our operations. We use water for irrigation and research development processes. Our upstream and downstream value chains are the most water intensive segments of our business while the processing stage is ultimately dry. The use of water in our business depletes water resources leading to competition for water. The seepage of wastewater and effluent from our operations affect ecosystems, contaminates underground and surface water bodies as wastewater can contain dissolved inorganic fertilisers and agrochemicals.

Management Approach

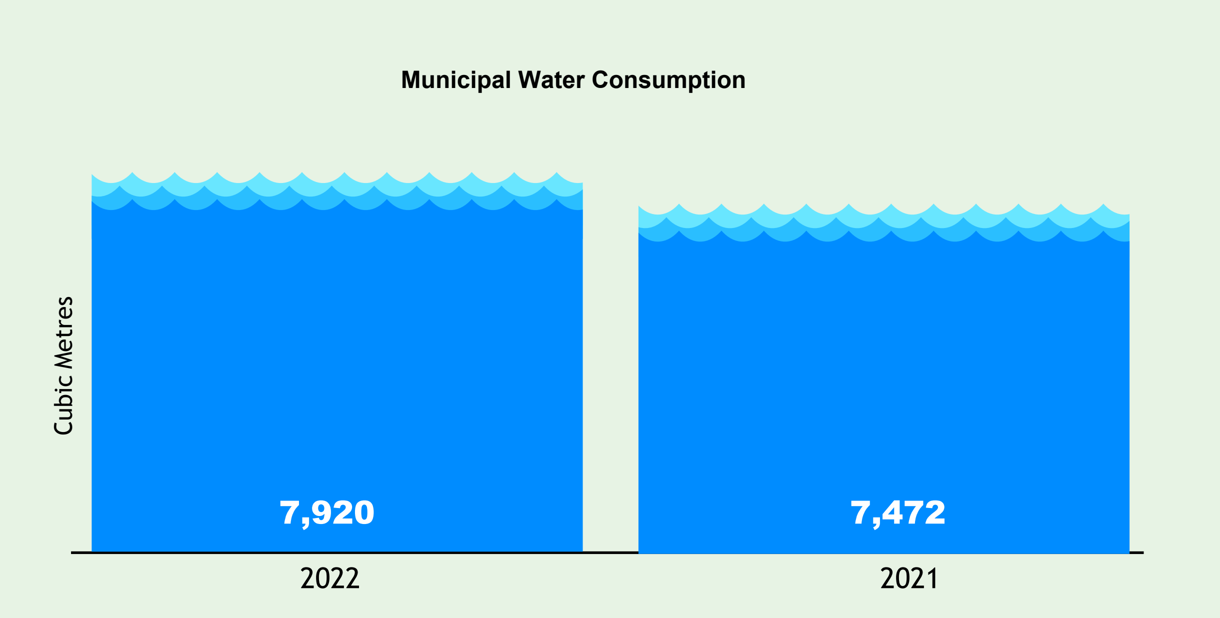
The management of water at Seed Co International follows water utilisation quotas and extraction permit as approved by the water regulators. These systems guide us on the water usage limits for our business, we also adhere to national guidelines on the management of water bodies and aquatic systems as prescribed by regulators and various government ministries. The business seeks to conserve water resources for future generations through sustainable utilisation and replenishment.

Water management targets

- ✓ Ensure dams are always full.
- ✓ Sustainable number of boreholes for drilled domestic use.
- ✓ Maintain diversity among aquatic fauna and flora.

The following actions were put in place by management to conserve water:

- Planting of trees to minimize soil erosion and promote ground cover,
- Avoiding stream bank cultivation to minimise siltation,
- Minimising use of chemicals for pest and disease control to restrict contamination of water bodies,
- Creating awareness among the community on water conservation,
- Repairing and maintenance of irrigation infrastructure, drainage system and waterways, and
- Restricting fishing activities by seeking clearance from management.



Data: Kenya, Malawi, South Africa, Botswana, Tanzania and Zambia.

Evaluating our Performance

The business assesses its performance through internal audits developed to ensure compliance with national guidelines. We engage regulators and Community Leaders on water conservation and utilisation. The Group observed intensive deforestation and siltation as a common feature in surrounding communities which contribute to crop failure and drying of water bodies. Continuous engagement with stakeholders led to the formation of water management and utilization committees which allocate water rights to various users.

ENERGY

The business relies on various forms of energy in its operations. Petrol and diesel are used in motor vehicles and back-up generators, coal is used to fire the water heater for the seed drying plants, and electricity is used to power all plants and equipment including office operations. Liquefied petroleum gas is used for cooking staff meals. The business provides fuel such as petrol and diesel for seed growers and research operations (running plant and equipment on grower and research farms). Energy use has significant cost implications and environmental impacts, making its management critical.

Management Approach

Seed Co International developed and implemented an energy management strategy to bring about efficient energy use and its related impacts. Energy use budgets are set for individual plants and equipment, and energy is procured based on a monthly consumption budget. On the other hand, energy use beyond the budget is approved by a high-level manager, this assists in keeping energy costs within specified budgets. Recording and quantifying the amount of energy used by Seed Co International informs the Group of the amount of energy use on an annual basis. The Group monitors and tracks energy consumption figures and trend analyses to establish non-renewable energy use and reduction targets. Furthermore, cleaner energy options are now being implemented at operational levels such as solar powered water pumps. Awareness has been raised among employees' communities and stakeholders, on the cleaner energy strategies for Seed Co International.

The business is developing and implementing an energy management strategy that embraces cleaner energy (solar). This strategy will promote cleaner energy production. The Group set a goal to gradually shift from the use of non-renewable energy to cleaner energy production through the development and implementation of an energy management strategy.

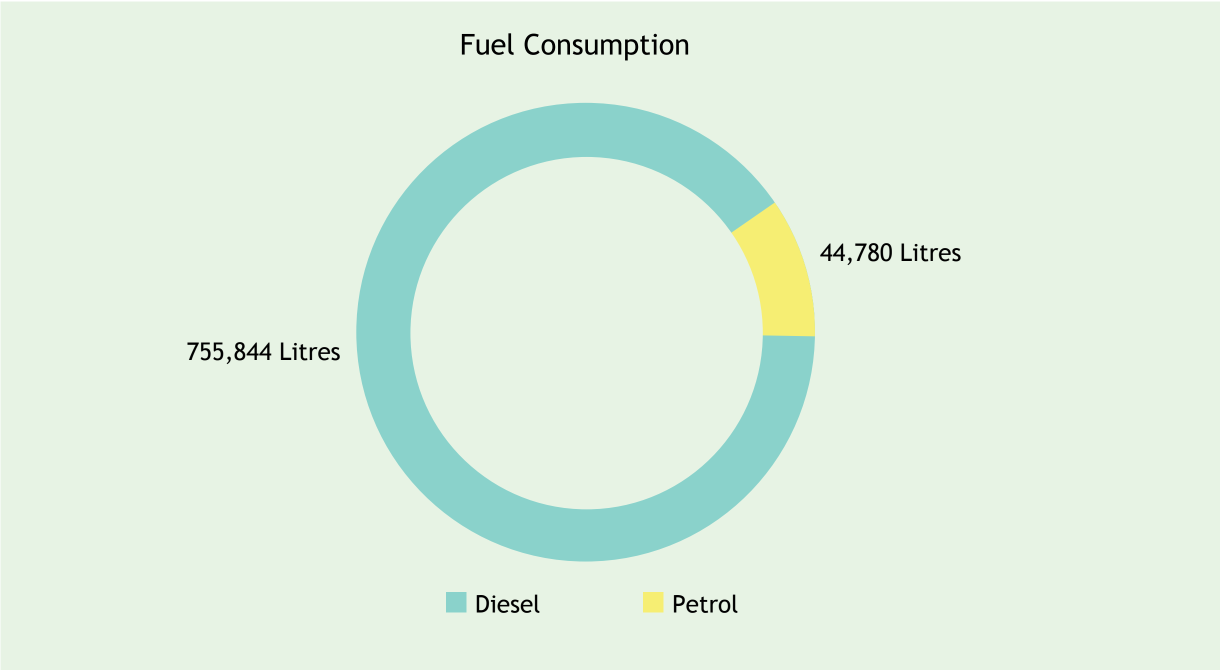
Internal Electricity Consumption

Electricity	Unit	2022	2021
Non-Renewable Energy Source[1]	kWh	15,211	14,849
Renewable Energy Source[2]	kWh	25,112	23,746
Total Electricity	kWh	40,323	38,595

[1] Data: Kenya, Malawi, Botswana, Tanzania, and Zambia

[2] Data: Kenya, Malawi, Botswana, Tanzania, South Africa, and Zambia

Fuel Consumption (Internal & grower supports)



Data: Kenya, Malawi, South Africa, Botswana, Tanzania and Zambia.

PRODUCTION WASTE MANAGEMENT

Various types of wastes are produced during seed production and seed processing activities. The most common being paper, plastics, chemical containers, and computer cartridges. We generate waste such as chuff and maize cobs which are sold or used as fuel internally. Waste creates significant challenges such as waste dumps which takes up land. Inappropriate management of waste (dumping and burning) increases environmental problems such as land, water, and air pollution.

Management Approach

We are committed to the management of all wastes in an environmentally friendly manner to minimise negative impacts. Seed Co International developed waste management procedures guiding the controlling and reduction of negative impacts from waste. Currently, waste management initiatives, begin with segregation at the point of waste generation. Waste collectors were engaged to collect the waste for recycling while employees were trained on waste management procedures. The business manages waste through recycling, reuse initiatives and selling to recycling companies. The Group continuously monitor and record the amount of waste generated to track progress in waste management.

RESPONSIBLE AGRICULTURE AND LAND USE

Agriculture is a critical economic activity in Africa contributing to food security and socio-economic development. Agricultural practices often bring with them negative impacts on the environment which directly threaten sources of livelihood and productivity of the land. Seed Co International appreciates the importance of good agricultural practices and land use. Any forms of mismanagement of land use directly affects both our business and society.

Policies and Procedures

Seed Co International Limited established policies regarding the promotion of responsible agriculture practices and land use. These policies take into consideration the Rainforest Alliance Certification requirements and the Seed-Co International Limited Safety Health and Environment (SHE) Policy. The responsible agriculture practices were developed with due consideration of local laws and international best practices.

Management Approach

The Group encourages growers and farmers to desist from burning crop residues but rather incorporate them back into the soil to improve organic content and abstain from using banned crop chemicals that are not environmentally friendly. Seed Co International manages water bodies for continued supply of irrigation water and aquaculture (fish harvesting by communities). Lastly, we also encourage growers and farmers to ensure their operations co-exist with other wildlife such as monkeys, birds and bees (crucial for pollination) by maintaining the vegetation, planting flowers and restricting unnecessary tree cutting.

Our policies promote the following:

- crop rotation, tree planting
- minimum/zero tillage,
- use of contour ridges and
- Avoiding stream-bank cultivation.

Evaluation of Good Agricultural Practices

We evaluate our performance mostly through internal audits, internal SHE Audits and Rainforest Alliance audits using key performance indicators on the protection of soils (erosion), forests (deforestation), and water bodies (rivers & dams). The Group assesses the level of soil erosion and siltation, re-afforestation/tree planting and contour/waterway – drainage system management.

Our evaluation is that the business has been effective in promoting good agricultural practices given the tree planting activities and waterway, drainage and contour maintenance and rehabilitation. This can also be seen in the orchards and gum plantations established at our Research Stations.

Lessons Learnt

The Group learnt that uncontrolled tree cutting, and poor soil conservation procedures are the major contributors to desertification and soil erosion. This explains why the Group put in place preventative measures to ensure the conservation of land resources. Farm managers are now receiving more training on the importance of Good Agricultural Practices. Engagements with the various stakeholders has been instrumental in assisting Seed-Co International in carrying out some of the land and soil conservation activities.

EMISSIONS

Our operations generate air polluting emissions mostly from seed driers where coal and cobs are used to fire up the driers and the use of electricity and fuels. The business has backup power generators which use diesel during times of blackouts. We have a fleet of vehicles for products distribution and staff member transportation, which generate significant amounts of emissions. The business is vested in reducing its impacts on climate change and air pollution from its emissions.

Management Approach

We have various systems and policies to reduce our environmental impact. However, air pollution and emissions are mostly managed through the Safety, Health, Environment and Quality Policies. Our key actions during the reporting period included:

- Routine maintenance of boilers and generators to maintain emission levels at an acceptable level.
- The Group developed and implemented initiatives for reducing and eliminating emissions to the atmosphere i.e., cleaner energy options and stack/chimney scrubbers to capture pollutants like particulate matter.

Evaluation of Performance

The Group monitors atmospheric emissions from water heaters and generators on a quarterly basis. The emissions tests conducted were compliant with regulations. During the reporting period, all our emissions were in the blue category considered environmentally safe. Internal Audits are used by the Group to assess the effectiveness of actions taken to manage the topic.

As part of our commitment to protecting the environment through preventing emissions that pollute the air, the Group seeks to gradually shift from pollutant-based energy to cleaner energy production. We are formulating and implementing an emissions management strategy for the Group. Fulfilment of the emissions strategy requirements will act as the Group’s key performance indicator.

CLIMATE CHANGE

Climate change presents both risks and opportunities for Seed Co International. Extreme weather events, and drought disrupt farming operations while seeds developed to adapt to changes in rainfall patterns create business opportunities. The Group optimise on the development, production, and commercialisation of “Climate Smart” field crop and vegetable seeds. We have and continue to develop products that are high yielding, ultra-early maturing, disease and pest resistant, efficient water use, heat, and drought tolerant varieties.

Our climate adaptation initiatives increased productivity per unit area in different agricultural regions. Group diversification of the product basket ranges from field crops to vegetables, cereals, and oilseeds to legumes to ensure widespread adaptation to prevent crop failure risk. Seed Co International promotes traditional small grains such as sorghum, pearl millet, finger millet and cowpeas which are drought resistant crops. These initiatives influence household and national seed food security despite adverse climatic conditions.

Climate Change Mitigation and Resilience

The business monitors and studies climate change phenomena to develop strategies that effectively mitigate climate change effects. These studies have played a key role in products diversification and providing farmers with information and products adaptive to the changing weather patterns. We promote water harvesting and conservation technologies such as minimum tillage, tied ridging, and zero tillage to mitigate climate change impacts. The business increased investment in Research and Development, infrastructure and distribution networks, and agronomy and extension services to promote climate smart technologies for farmers. Seed Co international ensures that each market segment is provided with suitable varieties and adequate seed quantities

Key lessons

The Group learnt various lessons in relation to its climate change adaptation approaches. Seed Co International will diversify its products basket to spread the risk caused due to variety breakdown because of new diseases or pest strains. The Group will continue to invest in crop seeds that adapt to climate change. Seed Co International receive farmers and market feedback on areas for improvement through consultations, end-users’ comments and reviews of crop seeds uptake and acceptance.

Greenhouse Gas Emissions

The Group calculates its carbon footprint by converting its energy consumption into carbon dioxide (CO2e) emission equivalency using internationally accepted conversion factors.

Scope 1: Direct Emissions

These are direct Greenhouse Gas (GHG) emissions from operations that are primarily owned or controlled by Seed Co International. These are emissions from fuel consumed by generators and vehicles. We applied emission factors obtained from the United Kingdom (UK) Government GHG Conversion Factors to convert liquid bio-fuel usage as presented below:

Scope 1 Emissions	2022	2021
Diesel (Kg CO_2e litres)	2,072,398	1,115,022
Petrol (Kg CO_2e Litres)	94,646	117,549
Total Scope 1 Emissions (Kg CO_2e)	2,167,044	1,232,571

Scope 2: Indirect Emissions

These are emissions from the consumption of energy generated and supplied by a third party in which Seed Co has no direct control. Our Scope 2 emissions were calculated using emission factors obtained from the Southern African Power Pool 2015 using Operating Margin factors and the Global Warming Potential rates from the Intergovernmental Panel on Climate Change (IPCC) as presented below:

Scope 2 Emissions	2022	2021
Electricity (Kg CO_2e kWh)	25,770	24,369

BIODIVERSITY

The variety of plants and animal life is directly linked to our business. Biodiversity is key for pollination, pest control, soil fertility, habitat protection, and prevention of natural resource conflicts which are key benefits for our growers and farmers. Biodiversity loss threatens the structure and functions of the ecosystem. When a part of the ecosystem is lost, the balance is disturbed. Increased farm population (overpopulation) increases strain on biodiversity services with regards to resource carrying capacity, waste management and natural energy requirements. This leads to environmental problems which affect soil fertility and farm productivity. Seed Co International recognises the need to maintain biodiversity by farmers, growers, and other stakeholders to manage our impacts.

Managing Biodiversity

Our business activities such as land use, chemical pesticide spraying, and farmer induced fires interfere with biodiversity which can lead to significant ecological imbalance. The Group took various measures to manage biodiversity and its related impacts. This is evidenced by how Seed Co International developed, implemented, and maintained a Biodiversity Conservation Policy and Strategy. These documents provide guidance and restrictions for our varied stakeholders on what they can do to manage their impacts. Key measures outlined in these policies include the prohibition and control of the harvesting of natural resources by the Group through farm management and the security department. This helped sustain nutrient cycles and life support systems (ecosystem) at a local scale. Seed Co International and communities collaborate on conserving biodiversity around business facilities through periodic monitoring, preventing continuous loss of biodiversity.

Evaluation of Biodiversity management performance

Seed Co International Limited monitors natural resources use through internal audits. The goal is to conserve biodiversity around of our facilities. The Group reports and monitors the use of natural resources and biodiversity on an annual basis.

RESPONSIBLE SOURCING

Responsible Sourcing is fundamental to Seed Co International as it takes into account social and environmental considerations in our supply chain management. The Group allowed investment to flow to compliant companies with low environmental impacts, jobs have been created, a safe working environment ensured, and growth assured for key companies.

We recognise how responsible sourcing might create the following negative impacts:

- Smaller non-complaint companies failing to grow,
- Companies taking short-cuts to seem more environmentally friendly,
- Use of larger companies stifling growth of smaller non-compliant companies, and
- Companies are having to spend more money to be more environmentally friendly and socially responsible.

Actions for managing Responsible Sourcing

The Group took measures to address actual negative impacts from suppliers. These actions involve the return of all non-complaint goods, negatively rating suppliers not adhering to the 5 rights of procurement and removing them from the suppliers list. Similarly, actions have been taken to incentivise compliant companies. Some of these actions include, maintaining and keeping good relations with companies with positive impacts, prioritising companies with a good rating and signing long term contracts.

Seed Co International took the following measures to prevent potential negative impacts:

- thorough supplier evaluations,
- promoting use of ISO certified companies and other prescribed certifications,
- regular review of suppliers on environmental and social impacts, and
- Implementing a supplier rating system.

Processes to Monitor Responsible Suppliers

Seed Co International seeks to procure sustainably produced best quality goods and services from contracted suppliers. We conduct regular supplier evaluations and random spot checks through internal audit and the loss control department to monitor supplier performance and review contracts. The Group use quality assessment to evaluate performance. The actions taken have been positive as evidenced by majority of suppliers complying with our supply chain policies.

How we performed

The Group experienced significant progress toward achieving its goals. The quality of the products and services is on the rise and the use of companies with good track records is at 100%. Seed Co International does not compromise on quality hence the use of reputable companies with the capacity to deliver supplies effectively and timeously on time at the right quality. The feedback we receive from our customers and stakeholders helped us improve and implement policies that ensures we operate responsible business value chains.

OUR COMMUNITY IMPACTS

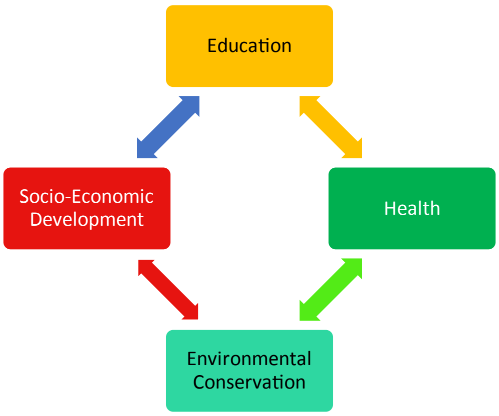
Local communities are important to Seed Co International as they provide the valuable social capital for the success of our business. The Group recognises the importance of its shared vision with local communities and seeks to give back in return for all the benefits it gains from the people surrounding its operations. The business established a division responsible for managing all community related aspects.

Our Approach to Community Development

Seed Co initiatives and projects are a deliberate process informed by stakeholder engagement policies. The Group works with the government and non-governmental organisations to ascertain community needs. The organisation works closely with the communities to understand issues that impact them. From their concerns, Seed Co International comes up with policies and procedures for community development.

Seed Co International community development projects play a critical role in alleviating the social challenges faced by local communities. Our approach is aimed at providing resources to lighten the social burden of our society. The Group focuses mostly on education, environmental stewardship, and health and socio-economic development as its main positive impacts to society under its Corporate Social Responsibility (CSR) pillars.

Key Benefits of CSR Pillars



Education

Our educational support contributes to community stability by promoting financial self-dependence which in turn reduces poverty and crime levels in communities. Our goal is to make education more accessible, continuing with the bursary initiatives for students based on merit and providing internships to tertiary graduates.

Socio-Economic Development

The Group contributes toward socio-economic development through a partnership with the Government. We donated COVID19 vaccines to help government efforts to fight the deadly pandemic. Seed Co International believes that Sports are an integral social and fitness system which is the reason behind sponsoring national teams such as the Young Sables. We targeted to support 20 Non-Governmental Organisations (NGOs) and national sporting teams.

Environmental Conservation

Seed Co also works to promote joint environmental conservation activities by helping to reduce the effects of climate change. Seed Co International partnered with environmental regulators during the year to educate communities on the importance of conservation and reducing carbon emissions. Our goal was to raise awareness on climate change.

Health

Seed Co International support health Initiatives through donating food stuffs. The Group targeted supporting 3 hospitals.

Policies and Commitments

The Seed Co International CSR policy was established to guide local community development efforts. This policy sets out our commitment to drive and improve education in local communities, work with government and non-governmental organisations to identify community partnership needs and improve these areas in the Arts and Sports Industry in partnership with relevant organisations. The policy covers commitments to environmental conservation, promoting good health and wellness in communities and ending poverty and hunger, which comprises Sustainable development goals 1 and 2 respectively.

We recognise that there are instances where donations might be misused or fail to reach the envisioned beneficiaries as such we have put in place measures to manage such instances:

- Seed Co International Limited ensures zero private handover of Group donations. All community project handovers are done with all intended beneficiaries present to avoid any misuse of sponsored items.
- The Group requires that recipients acknowledge receipt in writing.
- Follow ups on distributions.
- Continuous assessment of set project through regular reporting and
- Follow up with the local communities.

Evaluating performance

The Group evaluate local community development efforts by:

- Analysing Budget vs Actual spending,
- Media Coverage and sentiment – Share of voice,
- Performance Appraisals and Social Impact level - Feedback from the community.

An assessment of the effectiveness of actions taken to manage the topic shows progress was made on set goals. These are measured and amended monthly through management reporting. Moreover, quarterly, and yearly reports were made to ascertain progress with feedback from management on issues reported. .

During the period under review, our community investments were as follows:

Theme	Purpose	Donations	Beneficiaries	Country	Value US$
Education	Motivating excellence in education. (awards to top-performing students, teachers and institutions)	Best performing student and teacher sponsorship – school bags, uniforms and cash. Top 3 students – cash.	MMUTLE, SEBELE 1, and MMATHETHE Primary Schools. National Resources Development College. Mulugushi University. Monze School of Agriculture. Mpika School of Agriculture.	Botswana Zambia	4,000 1,800
		Seeds – Top agriculture schools	Moeng College, Buan University	Botswana	10,000
Health	Supporting government efforts to manage and contain Malaria and COVID19.	Face masks. Reflector jackets. Handwashing units. Branded Tshirts.	MMATHETHE Ministry of Agriculture Local farmers (Customers) Suppliers (Growers). Machakos County government Mlolongo Primary School and the community at large.	Botswana Zambia Kenya	10,617
Emergency and Disasters	Supporting and enhancing the resilience of flood victims in farming areas.	Mealie meal and maize seed.	Government wing of Disaster management unit, Office of the Vice President	Zambia	2,000
Arts and Culture	Promoting local cultures through donations to support cultural ceremonies.	Branded Tshirts. Branded cloth wrappers (Chitenge) Maize Seed.	His Majesty the Litunga (Kuomboka) Chief Mpezeni(Ncwala) Chief Chikanta (CHUUNGU LWIINDI) Chief Chongo (Samulyamoomba) Chief Nyawa (Guta Mwenze) Chief Muwezwa (Shimunenga) Chief Nsefu (Malaila)	Zambia	18,000
Food Security	Enhance farmer knowledge on using the right seeds to ensure food security in local communities.	Quarterly farmer training. Seeds.	GIAE Nigeria, AGRA - NEARLS, CORAF AGRA - NEARLS Machakos count Transnzoia count Mt Kenya region Nyanza region Western region	Nigeria Kenya	12,280
					58,697

CONTRIBUTING TO SUSTAINABLE DEVELOPMENT GOALS

The combination of our innovative and profitable farming-oriented business model, our ESG strategic Pillars and Corporate Social Responsibility (CSR) activities contribute directly to specific Sustainable Development Goals (SDGs). Based on our analyses we believe we have made significant contributions to the following SDGs:

SDG	SDG Description	Contributions
1 NO POVERTY	End poverty in all its forms everywhere.	Our business in anchored on providing innovative seed solutions that are climate-smart and high-yielding to deliver the best possible harvest cost efficiently for our largely small-scale farmer customers. This fosters profitable entrepreneurial agriculture by enabling our customers to be produce beyond subsistence and earn income from surplus produce that can uplift their economic livelihoods. Primary food production plays a critical catalytic role in many economic activities that uplift communities from poverty. We provided opportunities for local communities to improve their economic livelihoods, namely our contracted seed growers and our certified seed customers. In addition to the seed we sold, we held demo and field days in all our markets to train farmers free of charge on best farming practices to mitigate climate change and alleviate hunger.
2 ZERO HUNGER	End hunger, achieve food security and improved nutrition and promote sustainable agriculture.	Our thoroughly researched and multi-geography adapted climate-smart and high-yielding affordable seed solutions capacitates farmers produce surplus food that can be sold to and help eradicate hunger. We supported communities with maize seeds to help improve socio-economic livelihoods while also alleviating hunger. Over US$12,000 of seeds were donated in Nigeria alone. We supported our contracted seed growers and grain producing farming customers with technical support.
3 GOOD HEALTH AND WELL-BEING	Ensure healthy lives and promote well-being for all at all ages.	Our contribution to primary agriculture directly and indirectly produces food crops with the requisite nutrients and generate income for our farming communities that promote the good health and well-being of societies. In addition, we continue to support government efforts to contain the Covid- 19 pandemic while also increasing awareness on HIV and Malaria prevention and control.
4 QUALITY EDUCATION	Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all.	Our contribution to making farming a profitable enterprise for our largely small-scale farmers enables them to generate income towards the education of their children. In addition, the business is stimulating excellence in education by awarding top-performing students, teachers, and institutions. We also provide internship opportunities to tertiary graduates in the various countries we operate.

SUPPORTING FARMER COMMUNITIES

Seed Co International remains committed to empowering communities and partnering with local growers (seed farmers) as part of our strategic growth objectives and socio-economic development contributions. As such, the Group proactively build a heritage of good corporate citizenship by investing in development projects and community relations.

Grower Support

Seed Co International identifies, contracts, and capacitates farmers to become specialised seed growers/producers. Selected farmers are supported with all critical inputs, including farm implements and irrigation infrastructure, as well as full crop-cycle agronomy services.

Agronomy Support Services

Seed Co International employs and provides qualified agronomists to support end-to-end farmer education that ensures sustainable farm productivity in the following areas:

- Soil management.
- Land preparation.
- Weed and pest control.
- Post-harvest management to preserve yields.

Seed Co International also works with Government and other development partners in promoting sustainable farming technologies. Below are outputs of our contribution to food crop productivity through our innovative seed solutions and agronomy support to farmers:

Food crop farming productivity impact	2022	2021
Tons sold	44,836	49,375
Estimate hectares planted based on seed sold (ha)	1,381,735	1,622,647
Grain production potential based on seed sold (tons)	2,433,145	3,389,374
Total farmers reached (Count)	2,187,044	3,099,870

COVID-19 RESPONSE

The COVID-19 pandemic created devastating impacts on society, business and the economy. The pandemic disrupted economic activities, supply chains, logistical systems and caused loss of life. Seed Co International was one of the first companies to provide necessary protection for its employees, customers and communities. The Group invested in the procurement of vaccines, personal protective equipment for employees and working from home while ensuring business continuity.

Impacts of COVID-19

Seed Co International like all companies faced significant impacts from the pandemic that included:

- Operational downtime due to infections and death of employees.
- Increased cost of operations from acquisition of COVID-19 testing equipment, vaccines and sanitisers, vaccination of local communities, and transportation.

Mitigation Measures

The Group developed COVID-19 protocols and procedures to be followed in the general workplace, for contractors and visitors' management, emergency response, contact tracing and disinfection activities. The SHE manager was tasked with ensuring procedures are followed and implemented. The Group implemented precautionary measures in addition to complying with World Health Organisation (WHO) guidelines and Governments regulations. Some of our measures included:

- **Virtual Working** - As a way of decongesting the workplace, Seed Co International facilitated employees to work remotely, and conduct virtual meetings. Despite the positive impacts of virtual working, the downside was associated with limited means to monitor employee productivity. However, each department devised means by setting targets and deadlines.
- **Employee Engagement** - The Group engaged and met most of the employee needs with regards to the provision of COVID-19 prevention and treatment medication, testing and vaccination services, hospitalisation and counselling services.
- **Education and Awareness** – To encourage sanitisation, disinfecting, washing of hands and vaccination. A COVID-19 vaccine demystifying training was offered which convinced employee to get vaccinated.

Mitigation Measures

The Group took measure that included:

- Adherence to all National COVID-19 regulations as stipulated by the Public Health laws.
- Provision of COVID-19 treatment packs were provided for employees who would have tested positive.
- Quarantine of infected employees at home as per COVID19 prevention and control mechanisms when they tested positive.
- A budget was allocated for the procurement of COVID-19 prevention and control supplies. Protective clothing, COVID-19 sanitising, and disinfecting equipment, medication, vaccines and test kits were procured. The business donated vaccines to local communities as a means of protecting staff members. COVID-19 prophylaxes were also provided (Zinc Sulphate and Vitamin C tablets) for employees to prevent COVID-19 infection.

Evaluating our COVID19 Measures and Actions

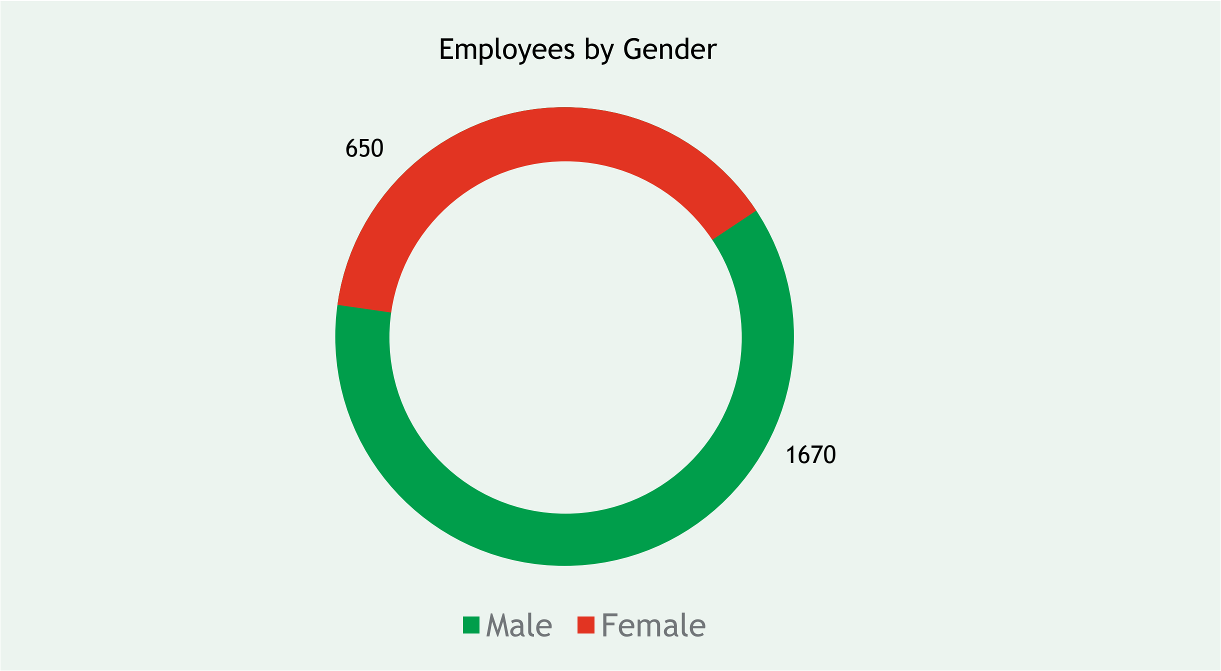
Regular inspections and internal audits of COVID-19 prevention and control were used to track the effectiveness of mitigation measures taken to manage COVID-19 and related impacts. The overall goal was to prevent COVID-19 related deaths and 100% vaccination of Seed Co employees against the COVID-19 virus.

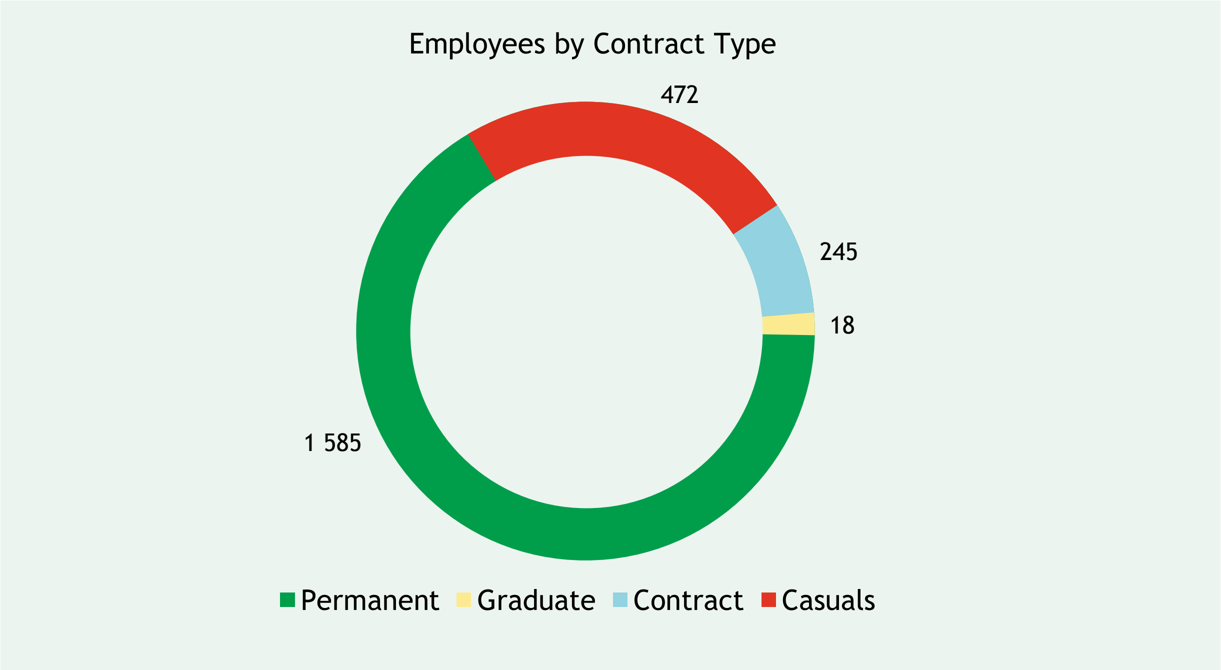
EMPLOYEES

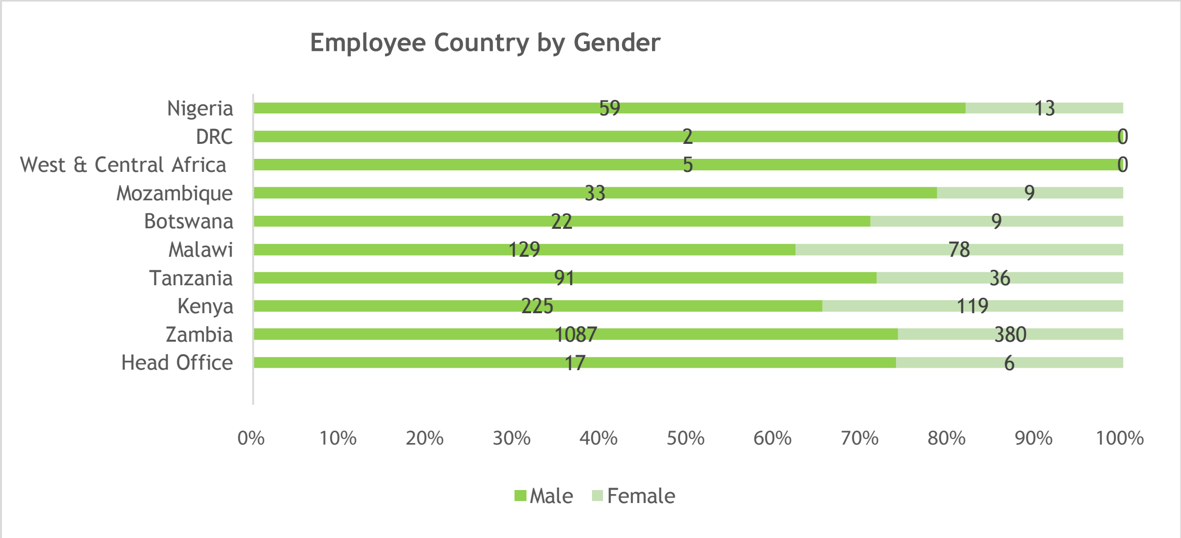
Seed Co International is committed to being the employer of choice and offer equal opportunity, regardless of race, gender or religion. All our employees are guaranteed maintenance of dignity, respect, equality and independence. We also believe that employment creation is pivotal to Seed Co International operations and community development. Employees play a critical role in business growth, innovations and building shared values with our stakeholders.

Management Approach

The Group has policies and commitments regarding the management of employment practices in line with the labour laws. Our Human Capital Policies and practices are designed to create conducive work environment for employees to deliver optimum performance and career fulfilment. Below are employee base by gender and contract type:







Seasonal staff and Graduate Trainees

Seed Co International employs seasonal staff on a need basis for seed processing, packaging and dispatches from employment agencies. The business also provides opportunities for graduate traineeship. This category of staff is not considered full employees by the company. During the year under review, the figures were as follows:

Category	Unit	2022
Casual	Head Count	1,585
Graduate Trainees	Head Count	18
Total (Head Count)		1,603

Benefits provided to full time employees

The Group offers the following benefits to full time employees only:

- 100% medical cover for the employee and 4 dependants.
- Pension scheme.
- Social policy cover - wedding or birth policy.
- Group Life Assurance.
- Gratuity for contract expiry or termination.

OCCUPATIONAL HEALTH AND SAFETY

Seed Co International is prone to occupational health and safety risks among employees. Health-related risk involves the gradual or instant damage of normal body function from continuously operating in unsafe conditions. These health risks may include Noise-Induced Hearing Loss (NHIL), Musculoskeletal Disorders (MSDs) and Respiratory ailments among others. We prioritise the protection of employee health and safety as a basic human right.

Managing Occupational Health and Safety

The Group has Occupational Health, Safety and Environment (OHSE) Policies. These policies and procedures consider national legal requirements for OHS management within the workplace. We have mechanisms for the identification and management of health and safety hazards for employees, contractors, and visitors to ensure there is zero incidences. In case on an incident, investigation procedures are initiated to correct any deviations and prevent future recurrences. The success of our safety programs and plans hinges on the fact that we integrate occupational health and safety management in business planning and employee engagement.

Hazard Identification and Risk Assessment (HIRA)

The Group uses HIRA to evaluate any situation that may have the potential to cause harm. Our OHSE Policy requires that management identify, assess, and control hazards to achieve zero harm. To ensure uniform hazard identification and risk assessment, procedures are documented and made available to all the relevant personnel. The HIRA process identifies and classifies OHSE risks into low, medium, or high to enable elimination, substitution and implementing administrative controls. During the period under review, the following hazards were identified:

Work related hazards with potential risk of high consequence of injury

Hazard	Actions taken or underway to eliminate the hazard
Manual lifting and handling	Use of mechanised equipment for lifting, training on proper lighting technique and use of lifting machinery.
Electricity usage	Fire equipment servicing, training on hazards associated with electricity signage.
Driving	Defensive driving training, scheduled vehicle servicing, vehicle policy and procedures, and vehicle tracking system.
Energised equipment and rotating machinery	Training on hazardous energy, Personal Protective Equipment. Servicing of equipment and machinery.

Work related hazards with potential risk of ill health

Hazard	Actions taken or underway to eliminate the hazard
Hazardous chemical handling and use	Chemical registers with MSDS, medical surveillance for chemical handlers, and training on chemical handling and use.
Noise equipment	Noise survey, provision of protective equipment earplugs.
Grain dust	Dust survey, provision of masks.
Manual lifting and handling	Use of mechanised equipment for lifting, training on proper lighting techniques and use of lifting machinery.

Reporting work-related hazards

The Group requires employees to report near-misses, safety and high fatality incidents. Incidences are investigated and corrective action taken. Where employees consider a working condition or environment unsafe, they are encouraged to stop work and report to their supervisors and management for the unsafe condition to be rectified.

Incidents Investigation

The OHSE management at Seed Co International requires that all health and safety incidents resulting in employee injury be investigated. The SHE incident management procedures are implemented on all serious injuries. Line Managers and Supervisors of departments investigate medical treatment cases, while senior management investigates cases resulting in Lost Time Injuries (LTI) and fatalities for corrective and preventive action.

Evaluation of Performance

During the year under review, the Group made significant investments to manage hazards in the workplace. Occupational health and safety awareness campaigns were conducted by the SHE Department to increase hazard and risk consciousness with the goal of reducing injuries and related costs. The following were implemented:

- Continuous monitoring of operations through OHSE audits and inspections.
- Strict plant and equipment servicing.
- Adhering to equipment maintenance schedule.
- Equipment inspection by External and Governments approved Inspectors.
- Hazard identification and risk assessments.
- Employee awareness on OHSE issues.

The business remained compliant with Safety Health Environment (SHE) regulations and statutes, and this reduced the risk of litigation from regulators.

DIVERSITY AND INCLUSION

Seed Co International operations are centred upon diversity and inclusion. The Group consists of people from a range of different social and ethnic backgrounds and of different groups, gender, sexual orientation, and religion. The business provides equal opportunities without discrimination. We recognise that more still needs to be done to balance gender ratios and diversity. As such, we continue to encourage female employees to take up challenging and management roles whenever the opportunity arises as contained in our recruitment policy.

EMPLOYEE TRAINING AND DEVELOPMENT

Employee training and development is a continuous and never-ending program at Seed Co International. Through our training and education programs, we observed an increased job satisfaction and morale of employees, improved productivity by realignment of skills, while loyalty and staff tenure improved. Consequently, the Group experienced staff turnover with some employees leaving after training or taking time from daily operations. However, there are always high expectations for promotion or salary rise after training.

Managing Training and Development

The Group's Personnel Development Policy (PDP) guides all employee training and development. All personnel training costs are 50% funded by the Group on completion of approved training programmes. The Group provides skills development, and the cost is always perceived as an investment.

To ensure training does not disrupt daily work, Seed Co International resorted to online training. Training activities are segmented by each department to prevent disruption of operations. More so, the Group ensured costs are properly budgeted for, correct on boarding and mentorship provided. The business provides continuous positive feedback and recognition of trained staff through career progression and advancement.

Seed Co International tracks effectiveness of employee training and development through post training evaluations, staff retention indices, quality of output, customer and employee feedback, and training needs. The Group always endeavour to improve employee productivity through skills development. Seed Co International targets 90% staff retention and internal growth which is measured by assessing staff turnover, productivity, and profitability.

ECONOMIC CONTRIBUTIONS

Economic performance is fundamental to Seed Co International Limited operations. The Group's economic impacts were mostly associated with employment, paying suppliers on time, dividend payment to shareholders, tax payments and raw material procurement.

Managing Economic Performance

We manage our economic performance through established finance and accounting procedures. Our goal is profit maximisation supported by production and sales volume targets. During the reporting period, we implemented the following initiatives:

- ✓ Constant review of prices in line with exchange rate movements and market fundamentals.
- ✓ Cost containment.
- ✓ Increase in exports to retain value.
- ✓ Bulk and advance payment of inputs to hedge against inflation.
- ✓ Budgeting and regular performance assessments.

The business seeks to achieve zero penalties from the revenue authorities by meeting all returns and payment deadlines. This is achieved by:

- ensuring that the Group is compliant with tax obligations,
- making sure all suppliers are tax compliant,
- submitting all the returns on or before the due date,
- reviewing monthly tax reconciliations,
- claiming tax refunds on tax compliant invoices only, and
- deducting and remitting withholding tax on all suppliers who are not tax compliant.

The business had no fines imposed on it or refunds turned down. The Group continuously monitor and review its tax management practices ensuring tax returns and payments are done timeously and accurately.

Stakeholder Engagement on Tax Matters

Seed Co International makes use of various processes for collecting and considering the views and concerns of stakeholders, including external stakeholders on tax issues. The Group ensures that suppliers get their withholding tax certificates on time. It also provides employees with PAYE tax tables and enlightens them on how the PAYE has been computed. In addition, the Group timeously sends VAT Returns and provides supporting documentation whenever they have been requested.

Tax Payments

PURPOSE	2022 (US$)	2021 (US$)
Corporate tax paid	3,601,473	3,369,599
Value Added Tax (VAT) paid	707,383	568,878
Import Duty paid	587,635	354,827
PAYE paid	2,937,404	2,176,767
Withholding Tax paid	1,052,234	1,546,353
Fines paid	9,233	9,445
Grand Total	8,895,362	8,108,869
Total taxes to revenue%	10%	9%

Data: South Africa, Botswana, Kenya, Malawi, Tanzania, Nigeria and Zambia.

PROCUREMENT PRACTICES

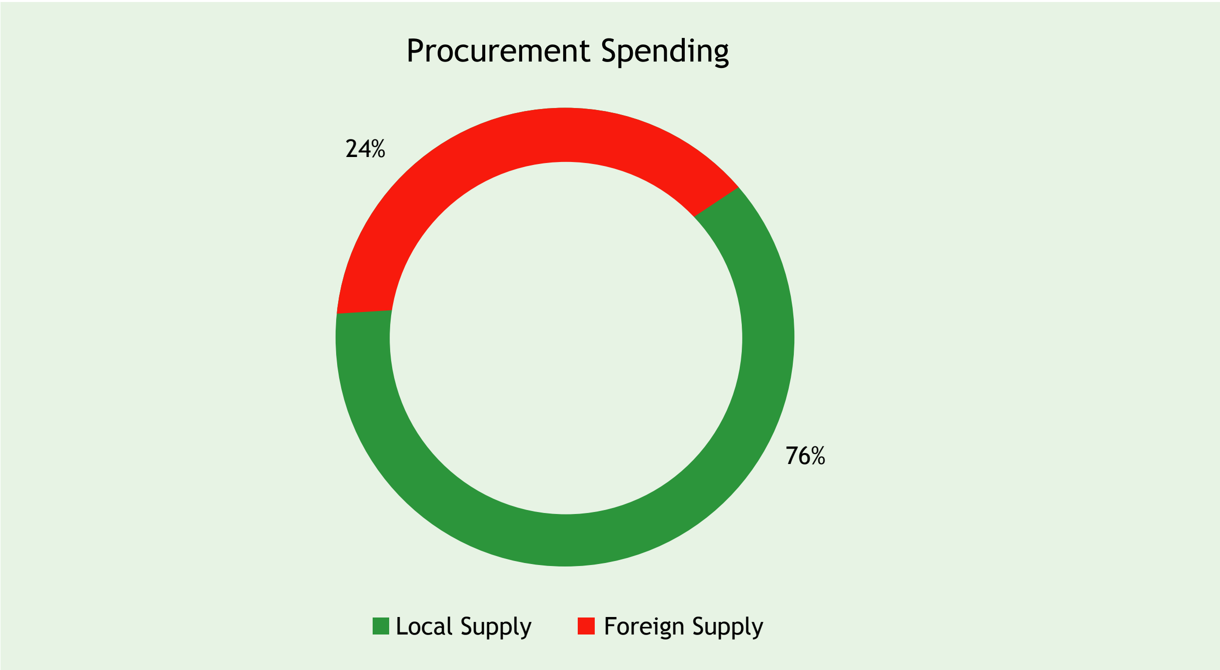
The Group's main objective is to create value by securing quality products at the most affordable price (value for money) and always ensure availability of products and services (convenience). We operate a competitive procurement practice that ensure we achieve our goals and targets. Our goal is to ensure at least 70% local procurement is met.

Managing Procurement Practices

The following actions were implemented:

- Prepayments for critical suppliers to avoid unnecessary price adjustments.
- Centralised bulk buying to avoid unnecessary procurement and enhance cost containment drives.
- Quality checks on packaging materials before procurement to avoid buying defective products.
- Inspecting samples requested from suppliers before procurement approval.

The Group carries out internal and external audits to track effectiveness of procurement systems and their related impacts. Seed Co International learnt that it was economical to buy in bulk and secure inputs in advance to avoid rushed purchases which tend to be more expensive. Further, the exclusion of some traditional suppliers proved effective as new suppliers were offering competitive, reliable, and quality products. During the period under review, we engaged new suppliers of fertilisers, chemicals and packaging materials who offered competitive prices than traditional suppliers.



*Data: Kenya, Malawi, Mozambique, Tanzania, Nigeria, Botswana and Zambia.

FINANCIAL REPORTS

- Director's Report
- Approval of Financial Statements.
- Independent Auditor's Report
- Group Income Statement
- Group Statement of Financial Position
- Group Statement of Cash Flows
- Group Statement of Changes In Equity
- Notes To The Financial Statements

REPORT OF THE DIRECTORS

TO THE SHAREHOLDERS

1.Your Directors have pleasure in presenting the 22nd Directors' Report of your Company along with the financial statements for the financial year ended 31 March 2022.

2. SHARE CAPITAL

The issued and fully paid share capital of nil par value increased during the year as follows:

Issued and fully paid at 31 March 2021	**381 452 827**
Scrip dividend	12 194 987
Add: Share option issues	-
Issued and fully paid at 31 March 2022	**393 647 814**

At 31 March 2022, a total of 26 158 902 (2021: 25 151 234) shares were committed to the share option scheme as shown below:

Already committed to unexcercised options	4 968 635
Set aside for future options	21 190 266
Total shares committed to the share option scheme	**26 158 902**

At 31 March 2022 options for a total of 4 968 635 (2021: 3 960 967) had not been exercised or forfeited and the movement in share options is as shown below:

Granted but unexercised options at 1 April 2021	**3 960 967**
New Options granted during the year	1 007 668
Options exercised	-
Options forfeited	-
Unexercised options at 31 March 2022	**4 968 635**

3. ACCOUNTING POLICIES:

The consolidated financial statements have been prepared both in accordance with International Financial Reporting Standards (IFRS) and in compliance with provisions of the Companies Act (Chapter 42:01) and the relevant regulations there-under.

4. THE GROUP'S FULL YEAR RESULTS:

During the year under review, your Company recorded a consolidated turnover of $88.5m which was the same as prior year's turnover and a profit of $7.1m compared with prior year of $11.1m in FY21.

For further information, kindly refer to Chief Executive's review of operations, forming a part of this Annual Report.

5. NUMBER OF MEETINGS OF THE BOARD

The Board met four times in financial year as illustrated in the Governance statement that forms part of this Annual Report.

6. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors hereby confirm that:

(i). In the preparation of the financial statements for year ended 31 March 2022, the applicable accounting standards have been followed along with proper explanation relating to any material departures;

(ii). The Directors have selected accounting policies as detailed in Note 2 to the financial statements in this Annual Report and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the Company's state of affairs at 31 March 2022 and of the profit of the Group for that period.

(iii). The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Botswana Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv). The Directors have prepared the financial statements for the year ended 31 March 2022 on a 'going concern' basis.

(v). The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently.

(vi). The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

7. DIRECTORS DECLARATIONS AND CONFLICT OF INTEREST

The Directors of the Company have submitted the declaration of Independence and any conflict of interest as required by the Botswana Companies Act at every meeting.

8. DIVIDEND

The Board resolved not to declare a dividend this year to preserve cash in light of the challenging global economic outlook.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees and Investments are given in the notes to the Financial Statements.

10. COMMITMENTS FOR CAPITAL EXPENDITURE

Group capital expenditure for the year to 31 March 2022 totalled $4 226 855 (2021: $3 467 859) Capital expenditure for the year to 31 March 2023 is planned at $6 904 698 (2022: $4 802 173).

11. BUSINESS RISK MANAGEMENT

The Group takes a proactive approach to risk management. The Board has considered the continued impact of the Covid-19 pandemic induced risks as well as the impact of the emerging global risks because of the war in Ukraine on the business and took appropriate mitigation measures as shown on page 30 of the Annual Report. This is in addition to the major risks that the Board constantly manages on page 31 that may materially affect our business, financial condition, or results of our operations.

The Audit and Risk Board Committee is mandated to have oversight of all the risks facing the Group and its terms of reference on Risk management are:

(a) To lay down a framework for identification, measurement, analysis, evaluation, prioritization, mitigation & reporting of various risks in line with the Risk Management Policy of the Company.

(b) To review the strategies, policies, frameworks, models, and procedures that lead to the identification, measurement, reporting and mitigation of various risks.

(c) To implement risk mitigation plans in the interest of the Company

(d) To help the Board define the risk appetite of the organization and to ensure that the risk is not higher than the risk appetite determined by the Board.

(e) To safeguard Company's properties, interests, and interest of all stakeholders.

(f) To evolve the culture, processes and structures that are directed towards the effective management of potential opportunities and adverse effects, which the business and operations of the Company are exposed to.

(g) To optimize a balance between the cost of managing risk and the anticipated benefits.

(h) To monitor the effectiveness of risk management functions throughout the organization. Ensure that infrastructure, resources, and systems are in place for risk management and are adequate to maintain a satisfactory level of risk management discipline.

(i) To create awareness among the employees to assess risks on a continuous basis and to ensure that risk awareness culture is pervasive throughout the organization.

(j) To review issues raised by Internal Audit that impact the risk management framework.

(k) To review and approve risk disclosure statements.

(l) The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

(m) The business risk framework defines the risk identification and its management approach across the enterprise at various levels including documentation and reporting. The framework helps in identifying risks trend, exposure, and potential impact analysis on a Company's business.

12. CORPORATE SOCIAL RESPONSIBILITY

The Group has a Corporate Social Responsibility (CSR) Policy to guide all the CSR activities across all operations.

13. ANNUAL EVALUATION OF PEFORMANCE OF THE BOARD

As detailed in the Governance Statement in this Annual Report, the Board's functioning was evaluated on various aspects, including inter alia degree of fulfilment of key responsibilities, Board structure and composition, effectiveness of Board processes, information, and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members.

Areas on which the Committees of the Board were assessed included degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The performance evaluation was carried out by the entire Board.

14. SUBSIDIARY COMPANIES

The performance of the various subsidiaries of the Group is detailed in the CEO’s review of operations and that of the key geographical segments are included in note 28.1 of the Annual Report.

15. INTERNAL CONTROL SYSTEM

The Company has an internal financial control system commensurate with the size and scale of its operations and the same has been operating effectively. The Internal Audit function evaluates the efficacy and adequacy of internal control system, accounting procedures and policies adopted by the Company for efficient conduct of its business, adherence to Company's policies, safeguarding of Company's assets, prevention and detection of frauds and errors and timely preparation of reliable financial information etc. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The details of key management that govern the various operations of the Group are detailed on page 81 of this Annual Report.

17. GROUP COMPANY SECRETARY EVALUATION

Following annual Board performance evaluations for the reporting period, the Board was satisfied with the performance of the outgoing Group Secretary [Terrence Chimanya FCIS/FCG, MSc, LLB (Hons)] and the recently appointed Group Secretary's [Tineyi Chatiza (FCCA, AIBZ, BBS (Hons)] effective 1 February 2022). The Board was and is satisfied with the appropriateness of both the incoming and outgoing Group Secretary's expertise, experience, independence, and the existence of no conflict of interests for an arm's length relationship between the Board and the Group Company Secretary. The Board further assessed the competence and expertise of the incoming Group Secretary and is satisfied that he has the appropriate qualifications, experience, and competence to carry out the duties on behalf of a public company. The Group Secretary is not a director of the Company and is deemed by the Board to be suitably independent.

18. GROUP FINANCE DIRECTOR EVALUATION

The Audit Committee is mandated to evaluate annually the performance of the Group Finance Director. Following interim and final performance evaluations during the reporting period, conducted within the framework of the Seed Co Group Senior Executive Performance Evaluation model in conjunction with the Remuneration & Nominations Committee, the Audit Committee was satisfied with the Group Finance Director's performance as well as the appropriateness the Finance Director's expertise and experience

19. AUDITORS

Shareholders will be asked to re-appoint Ernst & Young, Chartered Accountants (Botswana) as auditors for the financial year ended 31 March 2023.

20. DIRECTORATE CHANGES

Daniel Jacquemond retired from the Board during the year ended 31 March 2022 and he was replaced by Regis Fournier who was co-opted by the Board.

Members will be asked to approve the payment of directors' fees in respect of the year ended 31 March 2022 amounting to US$272,397 (2021: US$207,261)

For and on behalf of the Board of Directors,

E. M. Kalaote

Company Secretary

DIRECTORS' STATEMENT OF RESPONSIBILITY AND APPROVAL OF THE FINANCIAL STATEMENTS

Statement of responsibility

The Board of Directors ("the Board" or "the Directors") of Seed Co International Limited ("the Company") is responsible for the preparation and fair presentation of the consolidated and separate financial statements of the Company and its subsidiaries ("the Group") in accordance with IFRSs. This responsibility includes the maintenance of true and fair financial records.

The Directors are also responsible for such internal control as they determine is necessary to enable the preparation of the consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error. This responsibility includes the design, implementation, maintenance and monitoring of these systems of internal controls. The Group and the Company maintain such systems which are designed to provide reasonable assurance that the records accurately reflect its transactions and provide protection against serious misuse or loss of the Group's and the Company's assets. Nothing has come to the attention of the Directors to indicate any significant breakdown in the functioning of these systems during the period under review.

The preparation of the financial statements and the process thereto was done under the supervision of Mr. J Matorofa (BICA member no 20180169) and under the guidance of the Directors of the Company, who are vested with the governance and responsibility for these financial statements as is provided for in terms of the common law, Companies Act [Chapter 42:01] and other legislative and regulatory requirements. In preparing the consolidated and separate financial statements, the management is responsible for assessing the Group's and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so. Having performed such assessment, the management believes that the Group and/or the Company has adequate resources in place to continue in operation for at least up to the end of the next financial year.

The Directors are responsible for overseeing the Group's and Company's financial reporting process.

The consolidated and separate financial statements have been audited by an independent audit firm who reports to the members of the Company, was given unrestricted access to all financial records and related data including minutes of meetings of the Directors and members. The Board believes that all representations made to the independent auditors during their audit were valid and appropriate.

Approval of Group and Company financial statements

Against this background, the Board of Directors accepts responsibility for the Group and Company financial statements on pages 41 to 88, which were approved by the Board, signed on its behalf by the signatories below and simultaneously authorized for issue on 4 August 2022 under a specific authority of the Board.

D.E.B Long
Chairman

M. Nzwere
Chief Executive Officer

The consolidated financial statements were prepared under the supervision of Mr. J Matorofa (BICA member no 20180169)

J Matorofa
Chief Finance Officer
12 August 2022

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Independent Auditor's Report

To the Shareholders of Seed Co International Limited

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Seed Co International Limited and its subsidiaries (the Group) and company set out on pages 58 to 99, which comprise the consolidated and separate statements of financial position as at 31 March 2022, and the consolidated and separate income statements, the consolidated and separate statements of other comprehensive income, the consolidated and separate statements of changes in equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of Seed Co International Limited as at 31 March 2022, and of its consolidated and separate financial performance and of its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act (CAP 42:01).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements section of our report. We are independent of the group and company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with other ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Botswana, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

We have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated and separate financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated and separate financial statements.

The Key Audit Matter applies equally to the audit of the consolidated and separate financial statements.

Key Audit Matter	How the matter was addressed in the audit
Credit impairment of trade and other receivables As at 31 March 2022, the Group and Company recognised net trade and other receivables amounting to USD47.0 million (2021: USD40.1) and USD0.78 million (2021: USD1.8 million) respectively net of allowances for impairment (estimation of credit losses) of USD12.1 million (2021: USD12.6 million) and USD5.9 million (2021: USD6.0 million) respectively. The determination of expected credit losses (ECL) on trade, and other receivables as required by IFRS 9: Financial Instruments, requires significant management judgement and assumptions across the multiple African regions in which the Group operates. The continued significance of the balance and the environmental factors in the current year meant that this required significant audit focus. These factors included estimation uncertainty that was further increased by ongoing economic volatility owing to the continued impact of COVID-19 second-order effects in the geographical locations in which the Group operates. Specifically, our attention was focused on: • Considering various scenarios that may have an impact on the recoverability of the trade and other receivable balances. This necessitated the involvement of our internal IFRS technical experts and increased robust discussions with management and increased focus on the variables in the scenarios. • The Group uses different models in each geographic region. The status of subsequent settlement determined whether an impairment provision was required thus necessitating an increase in procedures and effort to assess the subsequent settlements and collections. Evaluating management's assumptions and judgements was complex in some instances and required significant audit effort in others. Accordingly, we have identified the ECL on trade and other receivables to be a key audit matter. The disclosures associated with respect to the application of IFRS 9 in determining the allowance for expected credit losses are disclosed in: • Note 2 "Summary of significant accounting policies" • Note 4 "Significant accounting judgements, estimates and assumptions" • Note 17 "Trade and other receivables" • Note 29 "Financial Instruments"	Our audit procedures included, amongst others: ➢ We obtained an understanding of management's process over credit origination, monitoring and remediation and assessed the appropriateness of the accounting policies and impairment methodologies with reference to the requirements of IFRS 9 and tested the design and the operating effectiveness of the key controls over the process of credit assessment, classification and impairment assessment. ➢ With the assistance of our internal IFRS experts, we assessed the ECL models developed by management and the assumptions applied in the calculation of allowances for impairment by assessing the reasonableness of the underpinning assumptions, inputs and formulae used. This included a combination of evaluating the appropriateness of model design and model used. ➢ We reconciled the data from the core systems of each jurisdiction to the relevant ECL models. ➢ Our assessment also included the evaluation of the macroeconomic environment by considering trends in the economy, trends in the collection patterns as part of the working capital assessments by management and comparing with information developed by management as model inputs for each jurisdiction. ➢ To evaluate the data quality, we compared the ECL calculation data points to source system reports including testing, on a sample basis, that cash received was allocated to the appropriate receivables related invoices. ➢ We assessed the appropriateness of the default rates, recovery rates and formulae used in the best case, worst case and base case scenarios considered by management.

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	➢ We further assessed the reasonability of the ECL provision by testing extended samples for outstanding balances as at year end and tracing them to subsequent payments. ➢ We held discussions with management to understand the ECL balance changes experienced in the geographical locations in which the Group operates due to the continued impact of COVID-19 related economic volatility and our understanding of the operations as gained through our audit. ➢ We discussed with management and assessed the exposure to concentration risk management actions taken by management, including management mitigative actions. ➢ We assessed the adequacy of the disclosures regarding the allowance for impairment of trade and other receivables in the consolidated and separate financial statements to determine whether they were in accordance with IFRS 9: Financial Instruments.

Other Information

Other information comprises the information included on pages 3 to 5 of the document titled "Seed Co International Limited Consolidated and Separate Financial Statements 31 March 2022", which includes the Directors' Statement of Responsibility and Approval of the Financial Statements, Company Information and the Directors' Report as required by the Companies Act (CAP 42:01), which we obtained prior to the date of this report, and the Annual Report, which is expected to be made available to us after that date. The directors are responsible for the other information. Other information does not include the consolidated or the separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation of the consolidated and separate financial statements which give a true and fair view in accordance with International Financial Reporting Standards and the requirements of the Companies Act (CAP 42:01), and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the group and company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group and Company's financial reporting processes.

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's and company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's and company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group and/or company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group and company audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Ernst & Young
Firm of Certified Auditors
Practising Member: Thomas Chitambo (CAP 0011 2022)
Gaborone

30 June 2022

SEED CO INTERNATIONAL LIMITED
INCOME STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

		GROUP		COMPANY	
		2022	2021	2022	2021
Continuing operations	**Note**	**US$**	**US$**	**US$**	**US$**
Revenue from contracts with customers	5	**88,464,945**	**88,526,187**	**3,324,369**	**3,309,911**
Cost of sales	15.2	(48,666,019)	(44,766,992)	-	(269,585)
Gross profit		**39,798,926**	**43,759,195**	**3,324,369**	**3,040,326**
Other income*	6.1	4,896,702	3,464,813	8,843,521	7,873,518
Operating expenses	6.2	**(30,937,262)**	**(29,125,044)**	**(9,711,785)**	**(10,918,878)**
Sales and marketing costs		(8,488,337)	(8,115,690)	(24,984)	(54,065)
General and administrative costs*		(17,869,110)	(16,351,248)	(6,711,962)	(7,233,999)
Research costs		(3,590,574)	(3,123,857)	(2,854,569)	(3,291,982)
Credit losses	17.3	(989,241)	(1,534,249)	(120,270)	(338,832)
Operating profit/(loss)		**13,758,366**	**18,098,964**	**2,456,105**	**(5,034)**
Finance income	6.3	308,619	426,800	470,006	1,121,077
Finance costs	6.4	(3,380,017)	(2,912,770)	(1,236,159)	(1,716,678)
Share of loss/impairment from associate and joint ventures	14.1	(239,401)	(315,622)	(378,937)	(479,142)
Profit/(Loss) before tax from continuing operations		**10,447,567**	**15,297,372**	**1,311,015**	**(1,079,777)**
Income tax expense	7.1	(3,351,491)	(3,978,351)	-	-
Profit/(Loss) for the year from continuing operations		**7,096,076**	**11,319,021**	**1,311,015**	**(1,079,777)**
Discontinued operations					
Loss after tax for the year from discontinued operations	8.2	-	(218,492)	-	-
Profit/(Loss) for the year		**7,096,076**	**11,100,529**	**1,311,015**	**(1,079,777)**
Attributable to:					
Equity holders of the parent		6,980,812	10,875,583	1,311,015	(1,079,777)
Non-controlling interests	22.2	115,264	224,946	-	-
		7,096,076	**11,100,529**	**1,311,015**	**(1,079,777)**
Earnings per share - cents	9.1				
Basic, profit for the year attributable to equity holders of the parent		1.80	2.85		
Diluted, profit for the year attributable to equity holders of the parent		1.80	2.85		
Earnings per share for continuing operations - cents	9.1				
Basic, profit for the year attributable to equity holders of the parent		1.80	2.91		
Basic, profit for the year attributable to equity holders of the parent		1.80	2.91		

*Prior year withholding taxes were reclassified from other income to general and administration costs for both the Group and Company to ensure that their classification on the income statement was consistent with their nature as an expense rather than income. This reallocation did not have an impact on the operating profit/(loss) for both Group and Company.

SEED CO INTERNATIONAL LIMITED
STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2022

	Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
Profit/(Loss) for the year		7,096,076	11,100,529	1,311,015	(1,079,777)
Other comprehensive income/(loss)					
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods (net of tax):					
Exchange differences on translation of foreign operations		5,139,824	(7,355,577)	-	-
Reclassified to profit and loss on disposal of subsidiaries	8.2	-	412,743	-	-
Share of other comprehensive income of associate and joint ventures	14.1	678,417	96,882	-	-
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods		**5,818,241**	**(6,845,952)**	**-**	**-**
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods (net of tax):					
Revaluation of property, plant and equipment	10.1	-	7,029,936	-	(25,327)
Deferred tax on revaluation of property, plant and equipment	7.4	-	(824,615)	-	3,799
Share of other comprehensive income of joint ventures	14.1	18,093	8,237	-	-
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods		**18,093**	**6,213,558**	**-**	**(21,528)**
Other comprehensive income/(loss) for the year, net of tax		**5,836,334**	**(632,394)**	**-**	**(21,528)**
Total comprehensive income/(loss) for the year		**12,932,410**	**10,468,135**	**1,311,015**	**(1,101,305)**
Attributable to:					
Equity holders of the parent		12,928,124	10,506,928	1,311,015	(1,101,305)
Non-controlling interests	22.4	4,286	(38,793)		-
		12,932,410	**10,468,135**	**1,311,015**	**(1,101,305)**

SEED CO INTERNATIONAL LIMITED
STATEMENTS OF FINANCIAL POSITION
FOR THE YEAR ENDED 31 MARCH 2022

		GROUP		COMPANY	
		2022	2021	2022	2021
	Note	US$	US$	US$	US$
ASSETS					
Non-current assets					
Property, plant and equipment (PPE)	10.3	44 701 720	39 639 432	271 936	292 256
Intangible assets	11.3	4 788 000	5 054 000	4 788 000	5 054 000
Right-of-use assets	12.1	903 101	907 466	-	-
Investments in subsidiaries	13.1	-	-	32 795 158	32 110 611
Investment in associate and joint ventures	14.1	6 755 689	4 808 580	6 247 948	5 136 885
Amount due from group entities	18.1	994 670	-	994 670	-
Deferred tax asset	7.5	513 476	592 748	-	-
		58 656 656	**51 002 226**	**45 097 712**	**42 593 752**
Current assets					
Inventories	15.1	22 960 579	17 028 588	-	-
Biological assets	16.1	2 680 113	1 036 786	-	-
Trade and other receivables	17.1	47 028 524	40 145 627	778 948	1 831 556
Amount due from group entities	18.1	4 931 607	17 653 354	22 328 327	36 887 891
Current tax asset		1 412 088	530 263	-	-
Cash and cash equivalents	19.1	19 911 047	9 821 476	5 884 471	121 932
		98 923 958	**86 216 094**	**28 991 746**	**38 841 379**
Total assets		**157 580 614**	**137 218 320**	**74 089 458**	**81 435 131**
EQUITY AND LIABILITIES					
Equity					
Stated capital	20.3	39 506 439	36 462 929	39 506 439	36 462 929
Share based payments reserve	21.1	506 121	361 966	506 121	361 966
Asset revaluation reserve		19 868 745	20 171 252	90 699	95 967
Foreign currency translation reserve		(53 905 840)	(59 835 059)	-	-
Retained earnings		89 182 974	85 581 654	2 000 910	4 384 719
Equity attributable to equity holders of the parent		95 158 439	82 742 742	42 104 169	41 305 581
Non-controlling interests	22.3	959 156	982 085	-	-
		96 117 595	**83 724 827**	**42 104 169**	**41 305 581**
Non-current liabilities					
Long-term loans and borrowings	23.1	11 363 636	-	-	-
Long term lease liabilities	12.2	692 565	567 251	-	-
Deferred tax liability	7.4	3 307 532	3 068 652	15 559	15 559
		15 363 733		**15 559**	**15 559**
Current liabilities					
Short-term loans and borrowings	23.1	30 779 296	32 223 938	22 822 504	29 295 967
Short term lease liabilities	12.2	249 254	337 764	-	-
Trade and other payables	24.1	6 334 965	7 486 385	1 433 647	338 793
Amount due to group entities	25.1	6 466 010	6 569 106	7 239 791	9 956 239
Employee benefits	26.1	1 289 828	2 568 499	473 788	522 992
Income tax payable		979 933	671 898	-	-
		46 099 286	**49 857 590**	**31 969 730**	**40 113 991**
Total liabilities		**61 463 019**	**53 493 493**	**31 985 289**	**40 129 550**
Total equity and liabilities		**157 580 614**	**137 218 320**	**74 089 458**	**81 435 131**

SEED CO INTERNATIONAL LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2022

GROUP	Note	Stated capital	Share based payments reserve	Asset revaluation reserve	Foreign currency translation reserve (FCTR)	Retained earnings	Attributable to equity holders of the parent	Non-controlling interests	Total equity
					US$				
As at 1 April 2020		36,249,970	321,885	14,235,873	(53,297,813)	74,472,859	**71,982,774**	1,046,474	**73,029,248**
Profit/(loss) for the year		-	-	-	-	10,875,583	**10,875,583**	224,946	**11,100,529**
Other comprehensive income/(loss)		-	-	6,168,591	(6,537,246)	-	**(368,655)**	(263,739)	**(632,394)**
Total comprehensive income/(loss)		-	-	6,168,591	(6,537,246)	10,875,583	**10,506,928**	(38,793)	**10,468,135**
Exercise of share options	20.3	212,959	(212,959)	-	-	-	**-**	-	**-**
Share based payments	21.2	-	253,040	-	-	-	**253,040**	-	**253,040**
Realisation of revaluation reserve		-	-	(233,212)	-	233,212	**-**	-	**-**
Dividend paid		-	-	-	-	-	**-**	(25,596)	**(25,596)**
As at 31 March 2021		**36,462,929**	**361,966**	**20,171,252**	**(59,835,059)**	**85,581,654**	**82,742,742**	**982,085**	**83,724,827**
Profit for the year		-	-	-	-	6,980,812	**6,980,812**	115,264	**7,096,076**
Other comprehensive income/(loss)		-	-	18,093	5,929,219	-	**5,947,312**	(110,978)	**5,836,334**
Total comprehensive income/(loss)		-	-	18,093	5,929,219	6,980,812	**12,928,124**	4,286	**12,932,410**
Issue of share capital (scrip dividend)	9.3	3,043,510	-	-	-	-	**3,043,510**	-	**3,043,510**
Share based payments	21.2	-	144,155	-	-	-	**144,155**	-	**144,155**
Realisation of revaluation reserve		-	-	(320,600)	-	320,600	**-**	-	**-**
Dividend paid		-	-	-	-	(3,700,092)	**(3,700,092)**	(27,215)	**(3,727,307)**
As at 31 March 2022		**39,506,439**	**506,121**	**19,868,745**	**(53,905,840)**	**89,182,974**	**95,158,439**	**959,156**	**96,117,595**

SEED CO INTERNATIONAL LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2022

COMPANY	Note	Stated capital	Share based payments reserve	Asset revaluation reserve	FCTR	Retained earnings	Total equity
				US$			
As at 1 April 2020		36,249,970	321,885	129,902	-	5,452,089	**42,153,846**
Loss for the year		-	-	-	-	(1,079,777)	**(1,079,777)**
Other comprehensive loss		-	-	(21,528)	-	-	**(21,528)**
Total comprehensive loss		-	-	(21,528)	-	(1,079,777)	**(1,101,305)**
Exercise of share options	20.3	212,959	(212,959)	-	-	-	**-**
Share based payments	21.2	-	253,040	-	-	-	**253,040**
Realisation of revaluation reserve through use		-	-	(12,407)	-	12,407	**-**
As at 31 March 2021		**36,462,929**	**361,966**	**95,967**	**-**	**4,384,719**	**41,305,581**
Loss for the year		-	-	-	-	1,311,015	**1,311,015**
Total comprehensive income		-	-	-	-	1,311,015	**1,311,015**
Issue of share capital (scrip dividend)	9.3	3,043,510	-	-	-	-	**3,043,510**
Share based payments	21.2	-	144,155	-	-	-	**144,155**
Realisation of revaluation reserve through use		-	-	(5,268)	-	5,268	**-**
Dividend paid		-	-	-	-	(3,700,092)	**(3,700,092)**
As at 31 March 2022		**39,506,439**	**506,121**	**90,699**	**-**	**2,000,910**	**42,104,169**

The current year dividend distribution by the Company comprised of scrip (US$3,043,510) and cash (US$656,582).

Nature and purpose of reserves

Share based payment reserve

The share based payment reserve is used to recognise the value of equity settled share transactions provided to executive directors and senior management as part of their remuneration.

Asset revaluation reserve

The asset revaluation reserve is used to record increases in the fair value of property, plant and equipment and decreases to the extent that such decreases relates to an increase on the same asset previously recognised in equity.

Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations.

Retained earnings

Retained earnings relate to the cumulative profits of the Group and Company from which dividends can be distributed to shareholders.

SEED CO INTERNATIONAL LIMITED
STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2022

		GROUP		COMPANY	
		2022	2021	2022	2021
Operating activities	**Note**	**US$**	**US$**	**US$**	**US$**
Profit/(loss) before tax from continuing operations		10 447 567	15 297 372	1 311 015	(1 079 777)
Loss before tax from discontinued operations*	8.2	-	(218 492)	-	-
Profit/(loss) before tax		***10 447 567***	***15 078 880***	***1 311 015***	***(1 079 777)***
Adjustments to reconcile profit/(loss) before tax to net cash flows:					
Depreciation of PPE	10.2	2 511 048	1 797 880	23 117	35 759
Amortisation of intangible assets	11.2	266 000	266 000	266 000	266 000
Depreciation of right-of-use assets	12.1	354 306	527 918	-	-
(Profit)/Loss on disposal of PPE	6.1.1	(105 287)	(84 786)	-	5 012
Loss/(Gain) on lease termination	6.1.2	3 477	(31 657)	-	-
(Gain)/Loss on disposal of subsidiaries*	6.1 & 8.2	-	(769 275)	-	1 281 530
Recycling of FCTR*	8.2		412 743		
Dividend income	6.1	-	-	(6 373 393)	(4 524 661)
Credit losses	17.3	989 241	1 534 249	120 270	338 832
Share based payment expense	21.2	144 155	253 040	144 155	253 040
Finance income	6.3 & 8.1	(308 619)	(429 904)	(470 006)	(1 121 077)
Finance cost	6.4 & 8.1	3 380 017	2 913 301	1 236 159	1 716 678
Share of loss from associate and JVs	14.1	239 401	315 622	378 937	479 142
Operating cash flows before working capital changes		***17 921 306***	***21 784 011***	***(3 363 746)***	***(2 349 522)***
Working capital changes:					
(Increase)/decrease in inventories		(5 046 506)	(797 173)	-	882 941
Increase in biological assets		(1 355 031)	(182 338)	-	-
(Increase)/decrease in trade and other receivables		(5 937 772)	(5 711 423)	932 337	1 903 197
Decrease/(Increase) in amounts owed by group entities		13 753 394	(10 414 989)	11 390 346	(6 589 248)
(Decrease)/Increase in trade and other payables		(946 966)	(773 324)	1 094 855	(575 192)
(Decrease)/Increase in amounts owed to group entities		(4 967 044)	12 052 225	(2 716 448)	6 582 568
(Decrease)/Increase in employee benefits		(744 682)	613 301	(49 203)	188 613
Cash generated from operations		12 676 699	16 570 290	7 288 141	43 357
Income tax paid	7.6	(3 601 473)	(3 369 599)	-	-
Net cash flows from operating activities		**9 075 226**	**13 200 691**	**7 288 141**	**43 357**
Investing activities					
Proceeds from disposal of PPE	6.1.1	245 054	346 185	-	131 270
Proceeds from disposal of subsidiaries	8.2	-	672 900	-	672 900
Purchase of PPE	10.1	(4 226 855)	(3 467 859)	(2 797)	-
Investments in subsidiaries	13.2	-	-	-	(202 955)
Investment in associate and JV	14.1	-	(2 374 362)	-	(2 374 362)
Discontinued operations	8.3	-	(26 019)	-	-
Dividends received	6.1	-	-	6 373 393	4 524 661
Interest received	6.3 & 8.1	308 619	429 904	470 006	1 121 077
Net cash flows from investing activities		**(3 673 182)**	**(4 419 251)**	**6 840 602**	**3 872 591**
Financing activities					
Proceeds from loans and borrowings	23.2	47 619 986	12 873 257	25 799 226	9 544 080
Repayment of loans and borrowings	23.2	(38 178 716)	(19 234 967)	(32 272 689)	(14 275 581)
Repayment of lease liabilities	12.2	(314 062)	(542 185)	-	-
Dividend paid		(683 797)	(25 596)	(656 582)	-
Interest paid	6.4 & 8.1	(3 380 017)	(2 913 301)	(1 236 159)	(1 716 678)
Net cash flows from financing activities		**5 063 394**	**(9 842 792)**	**(8 366 204)**	**(6 448 179)**
Net increase/(decrease) in cash and cash equivalents		10 465 438	(1 061 352)	5 762 539	(2 532 231)
Exchange rate changes effects on cash and cash equivalents		(375 867)	(145 729)	-	-
Cash and cash equivalents at beginning of year	19.1	9 821 476	11 028 557	121 932	2 654 163
Cash and cash equivalents at end of year	19.1	**19 911 047**	**9 821 476**	**5 884 471**	**121 932**

* The prior year cash flow effect of the loss from discontinued operations was re-presented to show split between the amount on the face of the income statement and the associated non-cash items being profit from disposal and recycling of FCTR. There was no change in the total net cash flows from operating activities

1 **GROUP INFORMATION**

1.1 **The holding company**

Seed Co International Limited (also referred to as "the Company" or "the Group") is primarily listed on the Botswana Stock Exchange (BSE) and secondarily listed on the Victoria Falls Stock Exchange (VFEX) and has multiple shareholders. There is no individual or entity with ultimate control over the Company.

The Group's principal activities are the processing of agricultural seed on a commercial basis.

1.2 **Entities with significant influence over the Group**

1.2.1 Vilmorin & Cie, domiciled in France, holds 32.36% of the issued ordinary shares in the Company (2021: 32.15%) listed on the BSE.

1.2.2 Seed Co Limited, domiciled in Zimbabwe, holds 27.48% of the ordinary shares in the Company (2021: 27.30%) listed on the VFEX.

1.2.3 A shareholders' agreement exists between Vilmorin & Cie and Seed Co Limited. This agreement governs the co-shareholder relationship between the two as the major shareholders of the Company, in particular as to representation on the Board, and approval of certain material decisions by directors appointed by those shareholders.

1.3 **Subsidiaries**

The consolidated financial statements of the Group include the results of the following investments in subsidiaries:

			2022	2021
Name	**Principal activities**	**Country of incorporation and principal place of business**	**Group's % of equity interest**	
SCZ International Limited (t/a Seed Co Zambia)	Field seeds trade	Zambia	99%	99%
Seed Co (Malawi) Ltd (t/a Seed Co Malawi)	Field seeds trade	Malawi	100%	100%
Seed Co Tanzania Limited (t/a Seed Co Tanzania)	Field seeds trade	Tanzania	100%	100%
Agri-Seed Co Limited (t/a Seed Co Kenya)	Field seeds trade	Kenya	100%	100%
Seed Co International Rwanda Limited (t/a Seed Co Rwanda)	Field seeds trade	Rwanda	100%	100%
Agri-Seed Co Nigeria Limited (t/a Seed Co Nigeria)	Field seeds trade	Nigeria	60%	60%
Seed Co Enterprise (Pty) Ltd (t/a Seed Co Enterprises)	Corporate services	South Africa	100%	100%
Seed Co (Pty) Limited (t/a Seed Co Botswana)	Field seeds trade	Botswana	100%	100%
Seed Co RDC SARL (t/a Seed Co DRC)	Field seeds trade	DRC	99%	99%
Seed Co International Mozambique LDA (t/a Seed Co Mozambique)	Field seeds trade	Mozambique	100%	100%
Bumper Harvest Seed Farm PLC (t/a Seed Co Ethiopia)	Field seeds trade	Ethiopia	100%	100%
Pty Co Angola - Producao de Sementes (SU) S.A.	Field seeds trade	Angola	100%	N/A

1.3.1 The remaining minority shareholding in Seed Co Zambia is held by Seed Co Limited domiciled in Zimbabwe.

1.3.2 The remaining minority shareholding in Agri-Seed Co Nigeria is held by SARO AgroSciences Limited domiciled in Nigeria.

1.3.3 Seed Co DRC is a wholly owned subsidiary of Seed Co Zambia and is therefore indirectly controlled by Seed Co International Limited.

1.3.4 Field seeds comprise maize, wheat, soybean and sorghum seeds among other crops.

1.4 **Associate**

The consolidated financial statements of the Group include the results of the following investments in associates:

			2022	2021
Name	**Principal activities**	**Country of incorporation and principal place of business**	**Group's % of equity interest**	
AgriSynergy (Pty) Ltd	Investment holding	South Africa	40%	40%

1.4.1 The majority shareholding in AgriSynergy is held by Vilmorin Nederland Holdings B.V. (VNH) domiciled in the Netherlands. The AgriSynergy Board of Directors consists of five (5) directors; two (2) representing the Group and three (3) representing VNH.

1.4.2 AgriSynergy owns a controlling 51% in Limagrain Zaad South Africa (Pty) Ltd t/a LGZSA, a company domiciled in South Africa specialising in the research and production of field seeds for commercial purposes. The remaining 49% shareholding in LGZSA is owned by Klein Karoo Saad Bemarking (Pty) Ltd t/a KKSB domiciled in South Africa. The LGZSA Board of Directors consists of five (5) directors; one (1) representing the Group, two (2) representing KKSB two (2) representing VNH and one (1) executive.

1.5 **Joint ventures**

The consolidated financial statements of the Group include the results of the following joint arrangements in which the Group is a joint venturer:

			2022	2021
Name	**Principal activities**	**Country of incorporation and principal place of business**	**Group's % of equity interest**	
Seed Co West & Central Africa Limited (SCWCA)	Field seeds trade	Ghana	50%	50%
Prime Seed Co International Limited (PSCIL)	Investment holding	Botswana	51%	51%
PSCIL's subsidiaries are:			**PSCIL's equity interest**	
Prime Seed Co Zambia	Vegetable seed trade	Zambia	100%	100%
Prime Seed Co Malawi	Vegetable seed trade	Malawi	100%	100%
Prime Seed Co Tanzania	Vegetable seed trade	Tanzania	100%	100%
Prime Seed Co Kenya	Vegetable seed trade	Kenya	100%	100%
Alliance Seeds	Vegetable seed trade	South Africa	80%	80%

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1.5.1 The Group's joint venture partner holding the remaining 50% shareholding in SCWCA is VNH. The SCWCA Board of Directors consists of five (5) directors, two (2) representing the Group, two (2) representing VNH and one (1) independent director.

1.5.2 The Group's joint venture partner holding the remaining 49% shareholding in PSCIL is VNH. VNH's shareholding is on behalf of H.M. Clause, a vegetable seed company domiciled in France. The Prime Seed Co International Board of Directors consists of six (6) directors, three (3) representing the Group and three (3) representing H.M. Clause.

1.6 Related parties

Related parties comprise the following entities and persons:

1.6.1 Related entities

Name	Nature of relationship	Country of incorporation and principal place of business
Vilmorin & Cie	Shareholder with significant influence	France
Seed Co Limited	Shareholder with significant influence	Zimbabwe
SARO	Co-shareholder in subsidiary	Nigeria
Vilmorin Nederland Holdings	Joint venture partner	Netherlands
HM Clause	Joint venture partner	France
All the subsidiaries as mentioned in note 1.3	Subsidiaries	Zambia, Malawi, Tanzania, Kenya, Botswana, Rwanda, Nigeria, DRC, Mozambique, Ethiopia
AgriSynergy	Associate	South Africa
Limagrain Zaad South Africa	Associate's subsidiary	South Africa
Seed Co West & Central Africa	Joint venture	Ghana
Prime Seed Co International and its subsidiaries as mentioned in note 1.5	Joint venture	Botswana, Zambia, Malawi, Tanzania, Kenya and South Africa
Quton Zimbabwe	Seed Co Limited's associate	Zimbabwe
Prime Seed Co Zimbabwe	Seed Co Limited's joint venture	Zimbabwe

1.6.2 Related persons

Related persons consist of the Group's Directors and Senior Management staff.

1.6.3 Related parties' transactions and balances are disclosed in note 27.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

The financial statements are based on statutory records that are maintained on the historical cost convention, except for property, plant and equipment which is measured at fair value.

The consolidated and separate financial statements are presented in United States Dollars (USD) which is also the Company's functional currency.

The consolidated and separate financial statements provide comparative information in respect of the previous period.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 March 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if, and only if, the Group has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement(s) with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, non-controlling interest and other components of equity, while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

2.3 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 Financial Instruments, is measured at fair value with the changes in fair value recognised in the profit or loss.

Goodwill is initially measured at cost (being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests and any previous interest held over the net identifiable assets acquired and liabilities assumed). If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash-generating unit (CGU) and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the CGU retained.

2.4 Current versus non-current classification

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

All other assets are classified as non-current.

A liability is current when:
- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

2.5 Fair value measurement

The Group measures property, plant and equipment at fair value at balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using assumptions that market participants would use when pricing the asset or liability assuming that market participants act in their economic best interest.

The fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in an active market for identical assets or liabilities.
Level 2 – Valuation techniques for which the lowest level input that is significant to their fair value measurement is directly or indirectly observable.
Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group Finance Director determines the policies and procedures for both recurring fair value measurement and for non-recurring measurement.

External valuers are involved for valuation of significant assets and significant liabilities. Involvement of external valuers is decided upon by the Group Finance Director after discussion with and approval by the Group's Audit Committee. Selection criteria include market knowledge, reputation, independence and professional accreditation.

Where available, the Group Finance Director also compares the fair value changes computed by external valuers with relevant external sources to determine whether the change is reasonable. As and when valuations are carried out, the Group Finance Director presents the valuation results to the Audit Committee and the Group's independent external auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above. Fair-value related disclosures for property, plant and equipment that are measured at fair value are summarised in note 10.

2.6 Foreign currency translation

The Group's consolidated financial statements are presented in USD, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and balances.

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date with the resulting differences arising on settlement or translation of monetary items recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income (OCI) or profit or loss are also recognised in OCI or profit or loss, respectively).

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On consolidation, the assets and liabilities of foreign operations are translated into USD at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at average exchange rates prevailing the financial period. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

2.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.8 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or cash generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGU to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. A long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in profit or loss in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGUs is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Further disclosures relating to impairment of non-financial assets are provided in notes 10; 11; 13 and 14.

2.8 Pensions and other post-employment benefits

Retirement benefits are provided for Group employees through self-administered defined contribution funds in the respective countries. The cost of retirement benefits for the defined contribution fund is equivalent to the actual amount of the contribution for private pension funds and the legislated contributions for government pension funds. The cost of all retirement benefit contributions is expensed in profit or loss as incurred.

3A CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group applied for the first time, certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2021. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

3A.1 Interest Rate Benchmark Reform – Phase 2: Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

The amendments provide temporary reliefs which address the financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free interest rate (RFR). The amendments include the following practical expedients:

- A practical expedient to require contractual changes, or changes to cash flows that are directly required by the reform, to be treated as changes to a floating interest rate, equivalent to a movement in a market rate of interest.
- Permit changes required by IBOR reform to be made to hedge designations and hedge documentation without the hedging relationship being discontinued.
- Provide temporary relief to entities from having to meet the separately identifiable requirement when an RFR instrument is designated as a hedge of a risk component.

These amendments had no impact on the consolidated financial statements of the Group. The Group intends to use the practical expedients in future periods if they become applicable.

3A.2 Amendments to IFRS 16 Covid-19 Related Rent Concessions

On 28 May 2020, the IASB issued Covid-19-Related Rent Concessions - amendment to IFRS 16 Leases The amendments provide relief to lessees from applying IFRS 16 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under IFRS 16, if the change were not a lease modification.

The amendment was intended to apply until 30 June 2021, but as the impact of the Covid-19 pandemic is continuing, on 31 March 2021, the IASB extended the period of application of the practical expedient to 30 June 2022.The amendment applies to annual reporting periods beginning on or after 1 April 2021. However, the Group has not received Covid-19-related rent concessions, but plans to apply the practical expedient if it becomes applicable within allowed period of application.

3B STANDARDS ISSUED BUT NOT YET EFFECTIVE

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

3B.1 IFRS 17 *Insurance Contracts*

In May 2017, the IASB issued IFRS 17 Insurance Contracts (IFRS 17), a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Once effective, IFRS 17 will replace IFRS 4 Insurance Contracts (IFRS 4) which was issued in 2005. IFRS 17 applies to all types of insurance contracts (i.e., life, non-life, direct insurance and re-insurance), regardless of the type of entities that issue them, as well as to certain guarantees and financial instruments with discretionary participation features. A few scope exceptions will apply. The overall objective of IFRS 17 is to provide an accounting model for insurance contracts that is more useful and consistent for insurers. In contrast to the requirements in IFRS 4, which are largely based on grandfathering previous local accounting policies, IFRS 17 provides a comprehensive model for insurance contracts, covering all relevant accounting aspects. The core of IFRS 17 is the general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach); and
- A simplified approach (the premium allocation approach) mainly for short-duration contracts.

IFRS 17 is effective for reporting periods beginning on or after 1 January 2023, with comparative figures required. Early application is permitted, provided the entity also applies IFRS 9 and IFRS 15 on or before the date it first applies IFRS 17. This standard is not applicable to the Group.

3B.2 Amendments to IAS 1: *Classification of Liabilities as Current or Non-current*

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement;
- That a right to defer must exist at the end of the reporting period;
- That classification is unaffected by the likelihood that an entity will exercise its deferral right; and
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively. The Group is currently assessing the impact the amendments will have on current practice and whether existing loan agreements may require renegotiation.

3B.3 Reference to the Conceptual Framework – *Amendments to IFRS 3*

In May 2020, the IASB issued Amendments to IFRS 3 *Business Combinations - Reference to the Conceptual Framework*. The amendments are intended to replace a reference to the *Framework for the Preparation and Presentation of Financial Statements*, issued in 1989, with a reference to the Conceptual Framework for Financial Reporting issued in March 2018 without significantly changing its requirements.

The Board also added an exception to the recognition principle of IFRS 3 to avoid the issue of potential 'day 2' gains or losses arising for liabilities and contingent liabilities that would be within the scope of IAS 37 or IFRIC 21 *Levies*, if incurred separately.

At the same time, the Board decided to clarify existing guidance in IFRS 3 for contingent assets that would not be affected by replacing the reference to the Framework for the Preparation and Presentation of Financial Statements.

The amendments are effective for annual reporting periods beginning on or after 1 January 2022 and apply prospectively.

The amendments are not expected to have a material impact on the Group.

3B.4 Property, Plant and Equipment: Proceeds before Intended Use – *Amendments to IAS 16*

In May 2020, the IASB issued Property, Plant and Equipment — Proceeds before Intended Use, which prohibits entities from deducting from the cost of an item of property, plant and equipment, any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling such items, and the costs of producing those items, in profit or loss.

The amendment is effective for annual reporting periods beginning on or after 1 January 2022 and must be applied retrospectively to items of property, plant and equipment made available for use on or after the beginning of the earliest period presented when the entity first applies the amendment.

The amendments are not expected to have a material impact on the Group.

3B.5 Onerous Contracts – Costs of Fulfilling a Contract – *Amendments to IAS 37*

In May 2020, the IASB issued amendments to IAS 37 to specify which costs an entity needs to include when assessing whether a contract is onerous or loss-making. The amendments apply a "directly related cost approach". The costs that relate directly to a contract to provide goods or services include both incremental costs and an allocation of costs directly related to contract activities. General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract.

The amendments are effective for annual reporting periods beginning on or after 1 January 2022. The Group will apply these amendments to contracts for which it has not yet fulfilled all its obligations at the beginning of the annual reporting period in which it first applies the amendments.

The amendments are not expected to have a material impact on the Group.

3B.6 IFRS 1 *First-time Adoption of International Financial Reporting Standards* – Subsidiary as a first-time adopter

As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued an amendment to IFRS 1 *First-time Adoption of International Financial Reporting Standards*. The amendment permits a subsidiary that elects to apply paragraph D16(a) of IFRS 1 to measure cumulative translation differences using the amounts reported by the parent, based on the parent's date of transition to IFRS.

This amendment is also applied to an associate or joint venture that elects to apply paragraph D16(a) of IFRS 1.The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted.

The amendments is not applicable to the Group.

3B.7 IFRS 9 *Financial Instruments* – Fees in the '10 per cent' test for derecognition of financial liabilities

As part of its 2018-2020 annual improvements to IFRS standards process the IASB issued amendment to IFRS 9. The amendment clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received by the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. An entity applies the amendment to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.

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The amendment is effective for annual reporting periods beginning on or after 1 January 2022 with earlier adoption permitted. The Group will apply the amendments to financial liabilities that are modified or exchanged on or after the beginning of the annual reporting period in which the entity first applies the amendment.The amendments are not expected to have a material impact on the Group.

3B.8 IAS 41 *Agriculture* – Taxation in fair value measurements

As part of its 2018-2020 annual improvements to IFRS standards process, the IASB issued amendment to IAS 41 *Agriculture*. The amendment removes the requirement in paragraph 22 of IAS 41 that entities exclude cash flows for taxation when measuring the fair value of assets within the scope of IAS 41.

An entity applies the amendment prospectively to fair value measurements on or after the beginning of the first annual reporting period beginning on or after 1 January 2022 with earlier adoption permitted.

The amendments are not expected to have a material impact on the Group.

3B.9 Definition of Accounting Estimates - Amendments to IAS 8

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

The amendments are not expected to have a material impact on the Group.

3B.10 Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 *Making Materiality Judgements*, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

The Group is currently assessing the impact of the amendments to determine the impact they will have on the Group's accounting policy disclosures.

4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

In the process of applying the Group's accounting policies, management has made various judgements. Those which management has assessed to have the most significant effect on the amounts recognised in the consolidated financial statements have been discussed below and in the individual notes of the related financial statement line items.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are also described in the individual notes of the related financial statement line items. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

4.1 Going concern

While the global events and conditions including COVID-19 and the Russia-Ukraine may have an impact on the entity (further disclosed in note 33), management has determined that there is no material uncertainty that casts doubt on the entity's ability to continue as a going concern. Management therefore considered the going concern basis appropriate.

4.2 Revaluation of property, plant and equipment

In assessing the carrying amounts of property, plant and equipment management has considered the condition of the assets and their life span on an item by item basis in determining fair values. Refer to note note 10 for more information on the estimates and assumptions used to determine the fair value and the carrying amount of property, plant and equipment.

4.3 Share based payments

The Group measures the cost of equity-settled transactions with employees by references to the fair value of equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate inputs to the valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The value of the share options granted is determined using the Black Scholes model. Significant inputs and key assumptions used to determine fair value are further disclosed in note 21.

4.4 Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective company's domicile. As the Group assesses the probability for litigation and subsequent cash outflow with respect to taxes as reasonably possible but not probable, a contingent liability has been disclosed in note 31.2.

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant

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management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer to note 7 for more information on taxation.

4.5 Provision for expected credit losses of trade and other receivables

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward looking information. For instance, if forecast economic conditions (e.g. gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in note 17.

4.6 Determining the lease term of contracts with renewal and termination options – Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.The Group has several lease contracts that include extension and termination options.

The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g. construction of significant leasehold improvements or significant customisation to the leased asset).

The Group included the renewal period as part of the lease term for leases with shorter non-cancellable period (i.e. three to five years). The Group typically exercises its option to renew for these leases because there will be a significant negative effect on operations if a replacement asset is not readily available.The renewal periods for leases with longer non-cancellable periods (i.e. 10 to 15 years) are not included as part of the lease term as these are not reasonably certain to be exercised.

Furthermore, the periods covered by termination options are included as part of the lease term only when they are reasonably certain not to be exercised.

5 REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue recognition

The Group is in the business of selling seeds to retailers, farmers and government entities. Revenue from contracts with customers is recognised when control of the seeds are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those seeds. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the seeds before transferring them to the customer.

Revenue from sale of seed is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the seed. The normal credit term is 90 to 180 days from delivery.

The Group considers that there are no other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated.

Revenue is measured at the amount of the transaction price that is allocated to the performance obligation taking into account the effects of variable consideration and the existence of significant financing component.

Variable consideration

Rights of return

Certain contracts provide a customer with a right to return the seeds within a specified period. The seed selling season is generally concluded within the financial year and returns are finalised by financial year end therefore the Group does not generally need to estimate the volume of seeds that will not be returned to predict the amount of variable consideration to which the Group will be entitled.

The requirements in IFRS 15 on constraining estimates of variable consideration are largely not applicable for the following reasons:

- Minimal impact of market volatility, legal and regulatory changes on seed returns/pricing;
- Weather conditions known by financial year end therefore most returns would have taken place by then if any;
- The Group has extensive experience with similar contracts;
- The Group does not offer a broad range of price concessions or highly varied payment terms;
- Contracts do not have a large number and broad range of possible consideration amounts; and
- The uncertainty about the consideration amount (if any though unlikely) can be resolved quickly.

There are no right of return assets and refund liabilities in the Group's and Company' financial statements.

Volume rebates

The Group provides retrospective volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. Third party distributors/stockists who onward sell large seed volumes are paid a commission by the entity at the end of the selling season and all that is normally completed within the financial year therefore the Group does not generally need to estimate the variable consideration for the expected future rebates and does not recognise refund liabilities for the expected future rebates.

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Significant financing component

Generally, the Group receives payments from its customers within twelve months of the date of delivery. Using the practical expedient in IFRS 15, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.The Group and Company do not have any contract assets

Trade receivables

A trade receivable represents the Group's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Prepaid receipts from customers are a contract liability.

Assets and liabilities arising from rights of return

Right of return assets

Right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

Refund liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period per the above accounting policy on variable consideration.

		GROUP		**COMPANY**	
		2022	**2021**	**2022**	**2021**
5.1 Type of good or service	**Note**	**US$**	**US$**	**US$**	**US$**
Maize seed		67,219,310	76,017,008	-	164
Soybean seed		8,718,783	6,712,329	-	-
Other seeds (includes wheat, sorghum, barley, rice, groundnuts, cowpeas and beans)		12,526,852	5,796,850	-	-
Management services	27.1.7	-	-	3,324,369	3,309,747
		88,464,945	**88,526,187**	**3,324,369**	**3,309,911**
		-	-	-	-
5.2 Geographical markets					
Southern Africa		15,411,326	9,229,774	3,324,369	3,309,911
Central Africa		41,610,618	47,156,749	-	-
East Africa		29,917,673	30,089,419	-	-
West Africa		1,525,328	2,050,245	-	-
	28.1	**88,464,945**	**88,526,187**	**3,324,369**	**3,309,911**
		-	-	-	-
5.3 Timing of revenue recognition					
Goods transferred at a point in time		88,464,945	88,526,187	-	164
Services transferred over time		-	-	3,324,369	3,309,747
		88,464,945	**88,526,187**	**3,324,369**	**3,309,911**

6 INCOME AND EXPENSES					
6.1 Other income	**Note**				
Dividends received	27.1.3	-	-	6,373,393	4,524,661
Royalty income	27.1.5	-	-	2,689,143	3,263,854
Management fees received	27.1.7	900,000	901,677	-	-
Profit/(Loss) on disposal of property, plant and equipment	6.1.1	105,287	69,927	-	(5,012)
(Loss)/Gain on lease termination	6.1.2	(3,477)	29,413	-	-
Loss on disposal of subsidiaries	13.3	-	-	-	(1,281,530)
Doubtful debts recoveries	17.3	1,698,293	190,023	-	-
Profit from sale of germplasm		-	1,000,000	-	1,000,000
Profit from non-seed/commodity sales		301,397	186,730	-	-
Profit from fertilizer sales		207,193	285,590	-	-
Net exchange gains/(losses)		1,456,024	(344,062)	(230,813)	367,554
Handling income		94,428	454,262	-	-
Sundry income (includes previous year's over-accruals reversed)		137,557	691,253	11,798	3,991
		4,896,702	**3,464,813**	**8,843,521**	**7,873,518**

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	Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
6.1.1 Profit/(loss) on disposal of property, plant and equipment					
Proceeds from disposal		245,054	303,902	-	131,270
Net carrying amount		(139,767)	(233,975)	-	(136,282)
Continuing operations		**105,287**	**69,927**	**-**	**(5,012)**
Proceeds from disposal		-	42,283	-	-
Net carrying amount		-	(27,424)	-	-
Discontinued operations		**-**	**14,859**	**-**	**-**
Proceeds from disposal		245,054	346,185	-	131,270
Net carrying amount	10.1 & 10.2	(139,767)	(261,399)	-	(136,282)
Total		**105,287**	**84,786**	**-**	**(5,012)**
6.1.2 (Loss)/gain on lease termination					
Lease liability derecognised		96,381	174,054	-	-
Right-of-use asset derecognised		(99,858)	(144,641)	-	-
Continuing operations		**(3,477)**	**29,413**	**-**	**-**
Lease liability derecognised		-	29,498	-	-
Right-of-use asset derecognised		-	(27,254)	-	-
Discontinued operations		**-**	**2,244**	**-**	**-**
Lease liability derecognised	12.2	96,381	203,552	-	-
Right-of-use asset derecognised	12.1	(99,858)	(171,895)	-	-
Total		**(3,477)**	**31,657**	**-**	**-**
6.2 Operating expenses					
Included in operating expenses are					
Employee benefits		13,628,974	12,021,176	2,851,077	1,899,169
6.2.1 Short-term employee benefits		12,663,432	11,286,545	2,485,762	1,560,549
6.2.2 Post-employment benefits		820,037	481,591	221,160	85,580
6.2.3 Other long-term employee benefits		144,155	253,040	144,155	253,040
Directors' fees	27.1.11	374,803	298,066	272,397	207,261
Depreciation and amortisation	10.2; 11.2 & 12.1	3,131,354	2,591,798	289,117	301,759
Audit fees		376,489	231,650	125,279	72,914

6.2.1 Short-term employee benefits include salaries and wages, bonuses, leave pay, medical aid contributions and allowances. Short-term employee benefits are expected to be settled wholly before twelve months after the end of the annual reporting period during which employee services are rendered, but do not include termination benefits.

6.2.2 Post-employment benefits include contributions to defined contribution pension/retirement schemes and group life cover.

6.2.3 Other long term employee benefits mainly relate to Share Appreciation Rights Scheme (note 21).

	Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
6.3 Finance income					
Interest income from cash and cash equivalents		27,595	60,319	-	-
Interest income from related parties	27.1.9	148,577	225,221	416,504	1,046,607
Interest income from trade and other receivables		132,447	141,260	53,502	74,470
		308,619	**426,800**	**470,006**	**1,121,077**
6.4 Finance cost					
Interest expense on borrowings		3,239,049	2,748,125	1,070,557	1,533,684
Interest expense on lease liabilities	8.1 & 12.2	106,312	77,180	-	-
Interest expense on related party liabilities	27.1.10	-	71,945	165,602	182,994
Interest expense on trade and other payables		34,656	15,520	-	-
		3,380,017	**2,912,770**	**1,236,159**	**1,716,678**

All interest is recognised on an effective interest rate (EIR) basis

7 TAXATION

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not on the statement of profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint arrangements, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Value Added Tax (VAT)

Expenses and assets are recognised net of the amount of VAT, except:

- When the VAT incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the VAT is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable; or
- When receivables and payables are stated with the amount of VAT included.

The net amount of VAT recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

		GROUP		COMPANY	
		2022	2021	2022	2021
7.1 The major components of income tax expense are:	**Note**	**US$**	**US$**	**US$**	**US$**
Current income tax		3,157,668	3,688,559	-	-
Deferred tax	7.2	193,823	289,792	-	-
	7.3	**3,351,491**	**3,978,351**	**-**	**-**
7.2 Deferred tax expense relates to the following:					
Temporary differences	7.4 & 7.5	193,823	289,792	-	-
Tax losses carried forward	7.5	-	-	-	-
		193,823	**289,792**	**-**	**-**

	GROUP		COMPANY	
	2022	2021	2022	2021
7.3 Reconciliation of the total tax charge:	**US$**	**US$**	**US$**	**US$**
Accounting profit before/(loss) tax from continuing operations	10,447,567	15,297,372	1,311,015	(1,079,777)
Loss before tax from a discontinued operations	-	(575,024)	-	-
Accounting profit/(loss) before tax	**10,447,567**	**14,722,348**	**1,311,015**	**(1,079,777)**
At the Company's statutory tax rate of 15% (2021: 15%)	1,567,135	2,208,352	196,652	(161,967)
Share of result from associate and joint venture	(20,930)	47,343	-	-
Effect of different tax rates in other countries	1,164,116	1,654,277	-	-
Adjustments in respect of current income tax of previous years	262,016	147,837	-	(15,067)
Income exempted from tax	(563,683)	(1,448,329)	(956,009)	(374,356)
Utilisation of previously unrecognised tax losses	(8,895)	(157,626)	-	(6,855)
Non-deductible expenses for tax purposes*	951,732	1,526,497	759,357	558,245
At the effective income tax rate of 32% (2021: 27%)	**3,351,491**	**3,978,351**	**-**	**-**

* Non-deductible expenses mainly arise from the Company as its losses/expenses are unlikely to be utilised before they expire.

	Note	GROUP 2022	GROUP 2021	COMPANY 2022	COMPANY 2021
7.4 Deferred tax liability reconciliation					
Balance at the beginning of the year		3,068,652	2,102,293	15,559	19,358
Revaluation (through OCI)		-	824,615	-	(3,799)
Movement due to temporary differences	7.2	114,850	443,748	-	-
Exchange differences		124,030	(302,004)	-	-
Balance at the end of the year		**3,307,532**	**3,068,652**	**15,559**	**15,559**
7.5 Deferred tax asset reconciliation	**Note**				
Balance at the beginning of the year		592,748	842,679	-	-
Movement due to temporary differences	7.2	(78,973)	153,956	-	-
Movement due to origination of tax losses		-	-	-	-
Discontinued operations	8.3	-	(438,021)	-	-
Exchange differences		(299)	34,134	-	-
Balance at the end of the year		**513,476**	**592,748**	**-**	**-**

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

GROUP

Deferred tax assets relate to provisions in Seed Co Enterprise, Seed Co Tanzania and Agri Seed Co Kenya. Deferred tax assets have been recognized in respect of the losses associated with the provisions as they will be used to offset taxable profits in future. All three companies have positive taxable income forecasts for the future. In addition, a deferred tax asset was recognised for unrealised profit in inventories sold between Group entities still on hand at the reporting date. The deferred tax will unwind on sale of these inventories to third parties in the next financial period.

COMPANY

Because of the nature of the business of the Company and its status as an International Financial Services Centre (IFSC) Company, its main income which is dividend from its investments does not form part of its taxable income as per IFSC legislation in Botswana. Accordingly the Company has not made a taxable profit in the past. Management therefore ceased to account for a deferred tax asset in respect of such losses as taxable profits may not be generated over the next 5 years by when the losses expire.

7.6 The income tax paid by the Group per the statement of cash flows is made up of actual cash outflow from subsidiaries. For Group reporting purposes, this was recomputed in local currency per each subsidiary as opening tax liabilities plus tax charge for the year minus closing tax liabilities. The resulting local currency amounts were translated to the Group's reporting currency at the respective average exchange rates and added together to arrive at the Group's income tax paid per the statement of cash flows.

8 DISCONTINUED OPERATIONS

During the financial year ended 31 March 2021, the Board of Directors of Seed Co International Limited approved the decision by Management to dispose interests in the subsidiaries in South Africa and Ghana. The sale of the Seed Co South Africa (Pty) Limited in a share swap transaction for a 40% stake in AgriSynergy was completed on 16 July 2020 whilst the sale of a 50% interest in the African Seed Company Limited was completed on 1 October 2020. Seed Co South Africa was part of the Southern African segment, whilst the African Seed Company Ghana Limited was part of the West African segment.

		GROUP					
		2022			2021		
8.1 The results of the discontinued operations for the year are presented below:	Note	**Seed Co South Africa (Pty) Ltd**	**African Seed Company Ghana Limited**	**Total**	**Seed Co South Africa (Pty) Ltd**	**African Seed Company Ghana Limited**	**Total**
				US$			
Revenue		**-**	**-**	**-**	**133,549**	**203,778**	**337,327**
Cost of sales		-	-	-	(94,091)	(177,926)	(272,017)
Gross profit		**-**	**-**	**-**	**39,458**	**25,852**	**65,310**
Other income/(expense)		-	-	-	53,804	(8,963)	44,841
Operating expenses		-	-	-	(369,000)	(318,748)	(687,748)
Operating loss		**-**	**-**	**-**	**(275,738)**	**(301,859)**	**(577,597)**
Finance income		-	-	-	3,104	-	3,104
Finance costs		-	-	-	(531)	-	(531)
Loss before tax		**-**	**-**	**-**	**(273,165)**	**(301,859)**	**(575,024)**
Income tax expense		-	-	-	-	-	-
Loss for the year		**-**	**-**	**-**	**(273,165)**	**(301,859)**	**(575,024)**

8.2 Loss from discontinued operations							
Value of investment retained	14.1	-	-	-	1,557,404	-	1,557,404
Proceeds from disposal	13.3	-	-	-	622,900	50,000	672,900
Total consideration		**-**	**-**	**-**	**2,180,304**	**50,000**	**2,230,304**
Net assets	8.3	-	-	-	(1,794,751)	333,722	(1,461,029)
Gain on disposal		**-**	**-**	**-**	**385,553**	**383,722**	**769,275**
Loss for the year	8.1	-	-	-	(273,165)	(301,859)	(575,024)
Recycling of foreign currency translation reserve		-	-	-	(212,056)	(200,687)	(412,743)
		-	**-**	**-**	**(99,668)**	**(118,824)**	**(218,492)**

		GROUP					
		2022			2021		
8.3 The major classes of assets and liabilities of subsidiaries disposed were as follows:	Note	**Seed Co South Africa (Pty) Ltd**	**African Seed Company Ghana Limited**	**Total**	**Seed Co South Africa (Pty) Ltd**	**African Seed Company Ghana Limited**	**Total**
				US$			
Assets		**-**	**-**	**-**	**1,846,825**	**445,848**	**2,292,673**
Property, plant and equipment	10.1 & 10.2	-	-	-	685,420	91,938	777,358
Right-of-use assets	12.1	-	-	-	16,851	-	16,851
Deferred tax asset	7.3	-	-	-	438,021	-	438,021
Inventories	15.2	-	-	-	347,782	99,851	447,633
Trade and other receivables		-	-	-	337,654	248,647	586,301
Amount due from related entities		-	-	-	-	490	490
Cash and cash equivalents		-	-	-	21,097	4,922	26,019
Liabilities		**-**	**-**	**-**	**52,074**	**779,570**	**831,644**
Lease liabilities	12.2	-	-	-	17,848	-	17,848
Trade and other payables		-	-	-	27,745	331,894	359,639
Amount due to related entities		-	-	-	-	447,676	447,676
Provisions	26.2	-	-	-	6,481	-	6,481
Net assets		**-**	**-**	**-**	**1,794,751**	**(333,722)**	**1,461,029**

8.4 The net cash flows of discontinued operations are as follows:							
Operating		-	-	-	(352,757)	(99,235)	(451,992)
Investing		-	-	-	24,766	20,621	45,387
Financing		-	-	-	(2,966)	-	(2,966)
Net cash outflow		**-**	**-**	**-**	**(330,957)**	**(78,614)**	**(409,571)**

8.5 Earnings per share - cents	9.1		
Basic, loss for the year from discontinued operations		-	(0.06)
Diluted, loss for the year from discontinued operations		-	(0.06)

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

9 EARNINGS PER SHARE (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

		Note	GROUP 2022 US$	GROUP 2021 US$
9.1	The following table reflects the income and share data used in the basic and diluted EPS computations:			
	Profit from continuing operations attributable to ordinary equity holders of the parent:		6,980,812	11,094,075
	Loss from discontinued operations attributable to ordinary equity holders of the parent:		-	(218,492)
	Profit attributable to ordinary equity holders of the parent for basic earnings		**6,980,812**	**10,875,583**
	Effect of dilution		-	-
	Profit attributable to ordinary equity holders of the parent adjusted for the effect of dilution		**6,980,812**	**10,875,583**
	Weighted average number of ordinary shares for basic earnings per share	9.2	**388,268,655**	**381,147,776**
	Equity settled share appreciation rights with dilutive impact		-	-
	Weighted average number of ordinary shares adjusted for the effect of dilution		**388,268,655**	**381,147,776**

9.2 Reconciliation on how the weighted average number of ordinary shares for basic earnings per share is derived is shown below:

	Note	Date	Number of shares	Number of days	Weighting
Balance at		**31-Mar-20**	380,816,577	365	380,816,577
Issues during the year (note 20.1)	20.1	22-Sep-20	636,250	190	331,199
Balance at		**31-Mar-21**	**381,452,827**	**365**	**381,147,776**
Issues during the year (note 20.1)	20.1	8-Sep-21	12,194,987	204	6,815,828
Balance at		**31-Mar-22**	**393,647,814**	**365**	**388,268,655**

9.3 Current year share issues arose from a scrip dividend while prior year share issues were made out of the share based payment reserve.

9.4 There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

10 PROPERTY, PLANT AND EQUIPMENT

Construction in progress is stated at cost net of accumulated impairment losses, if any. Such cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour, borrowing costs for long-term construction projects if the recognition criteria are met and any other costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by management. All other repair and maintenance costs are recognised in profit or loss as incurred.

Motor vehicle and computers and office equipment are stated at cost less accumulated depreciation and impairment losses.

Land and buildings and plant and machinery are measured at fair value less accumulated depreciation and impairment losses recognised at the date of revaluation. Valuations are performed with sufficient frequency, usually within a period of five years, to ensure that the carrying amount of a revalued asset does not differ materially from its fair value.

A revaluation surplus is recorded in OCI and credited to the asset revaluation surplus in equity. However, to the extent that it reverses a revaluation deficit of the same asset previously recognised in profit or loss, the increase is recognised in profit and loss. A revaluation deficit is recognised in profit or loss except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation surplus.

An annual transfer from the asset revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings.

Depreciation is not provided on freehold land and capital projects under development. Depreciation on other asset classes is calculated on a straight-line basis, up to the estimated residual values, over the estimated useful lives of the assets, as follows:

Land and buildings	40-60years
Motor vehicles	5-7years
Plant and machinery	5-10years
Computers and office equipment	3-10years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The impairment accounting policy for non-financial assets (note 2.8) similarly applies to property, plant and equipment.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss when the asset is derecognised.

Fully depreciated assets amounting to US$1,890,540 (2021: US$1,300,684) were still in use at the reporting date.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

Set out below are the carrying amounts of property, plant and equipment and the movements during the period:

	GROUP	Note	Land and buildings	Plant and machinery	Motor vehicles	Computers and office equipment	Total
10.1G	**Cost or valuation**				US$		
	At 1 April 2020		27,962,437	10,329,564	6,460,589	1,782,394	46,534,984
	Revaluation (carried out on 31 March 2021 by an independent valuator)		7,717,815	(687,879)	-	-	7,029,936
	Additions		1,629,707	326,865	1,128,658	382,629	3,467,859
	Disposals	6.1.1	-	(32,090)	(718,599)	(324,893)	(1,075,582)
	Discontinued operations	8.3	(530,652)	(316,794)	(267,567)	(58,721)	(1,173,734)
	Exchange adjustments		(3,652,060)	(1,068,669)	(550,142)	(106,993)	(5,377,864)
	At 31 March 2021		**33,127,247**	**8,550,997**	**6,052,939**	**1,674,416**	**49,405,599**
	Additions		955,016	1,073,441	1,681,560	516,838	4,226,855
	Disposals	6.1.1	-	(116,013)	(821,278)	(28,258)	(965,549)
	Exchange adjustments		3,028,947	566,702	249,313	139,187	3,984,149
	At 31 March 2022		**37,111,210**	**10,075,127**	**7,162,534**	**2,302,183**	**56,651,054**
10.2G	**Depreciation and impairment**						
	At 1 April 2020		1,405,596	3,774,118	3,593,016	1,295,662	10,068,392
	Depreciation charge for the year		443,125	749,697	882,547	212,050	2,287,419
	Elimination on revaluation		(489,539)	-	-	-	(489,539)
	Disposals	6.1.1	-	(11,568)	(522,650)	(279,967)	(814,185)
	Discontinued operations	8.3	(5,756)	(230,471)	(130,977)	(29,172)	(396,376)
	Exchange adjustments		(128,776)	(373,475)	(293,390)	(93,903)	(889,544)
	At 31 March 2021		**1,224,650**	**3,908,301**	**3,528,546**	**1,104,670**	**9,766,167**
	Depreciation charge for the year		528,110	668,573	1,048,495	265,870	2,511,048
	Disposals	6.1.1	-	(44,370)	(758,528)	(22,884)	(825,782)
	Exchange adjustments		5,558	285,440	102,622	104,281	497,901
	At 31 March 2022		**1,758,318**	**4,817,944**	**3,921,135**	**1,451,937**	**11,949,334**
10.3G	**Net carrying amount**						
	At 31 March 2022		**35,352,892**	**5,257,183**	**3,241,399**	**850,246**	**44,701,720**
	At 31 March 2021		**31,902,597**	**4,642,696**	**2,524,393**	**569,746**	**39,639,432**
10.4G	Carrying amount if the assets had been measured under the cost model:						
	At 31 March 2022		**30,817,781**	**5,000,850**	**3,155,806**	**845,165**	**39,819,602**
	At 31 March 2021		**27,147,274**	**4,369,022**	**2,475,555**	**570,914**	**34,562,766**

	COMPANY	Note	Land and buildings	Plant and machinery		Computers and office equipment	Total
10.1C	**Cost or valuation**				US$		
	At 1 April 2020		314,136	144,222	319,911	25,605	803,874
	Revaluation (carried out on 31 March 2021 by an independent valuator)		(25,327)	-	-	-	(25,327)
	Disposals	6.1.1	-	(32,090)	(187,027)	(6,509)	(225,626)
	At 31 March 2021		**288,809**	**112,132**	**132,884**	**19,096**	**552,921**
	Additions		-	-	-	2,797	2,797
	At 31 March 2022		**288,809**	**112,132**	**132,884**	**21,893**	**555,718**
10.2C	**Depreciation and impairment**						
	At 1 April 2020		29,806	119,551	146,120	18,773	314,250
	Depreciation charge for the year		6,283	87	26,701	2,688	35,759
	Disposals	6.1.1	-	(8,088)	(76,453)	(4,803)	(89,344)
	At 31 March 2021		**36,089**	**111,550**	**96,368**	**16,658**	**260,665**
	Depreciation charge for the year		5,776	-	15,652	1,689	23,117
	At 31 March 2022		**41,865**	**111,550**	**112,020**	**18,347**	**283,782**
10.3C	**Net carrying amount**						
	At 31 March 2022		**246,944**	**582**	**20,864**	**3,546**	**271,936**
	At 31 March 2021		**252,720**	**582**	**36,516**	**2,438**	**292,256**
10.4C	Carrying amount if the assets had been measured under the cost model:						
	At 31 March 2022		**32,066**	**582**	**20,865**	**3,543**	**57,056**
	At 31 March 2021		**34,079**	**582**	**36,516**	**3,017**	**74,194**

10.5 There were nil (2021: nil) borrowing costs capitalised during the year:

10.6 Refer to note 31.4 for collateral pledged as security for liabilities.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

10.7 Description of significant unobservable inputs to valuation

GROUP	Land and buildings	Plant and machinery
Valuation method/technique	Market comparable	Depreciated replacement cost
Significant unobservable valuation input	Price per square metre	Replacement cost
Range	US$0.19 - US$233	N/A
Sensitivity of the input to fair value	Significant increases/(decreases) in estimated price per square metre in isolation would result in a significantly higher/(lower) fair value on a linear basis.	Significant increases (decreases) in estimated market price in isolation would result in a significantly higher (lower) fair value.

COMPANY	Land and buildings	
Valuation method/technique	Market comparable	Depreciated replacement cost
Significant unobservable valuation input	Price per sqm	Replacement cost
Range	BWP 1,834 - BWP 2,329	N/A
Sensitivity of the input to fair value	Significant increases/(decreases) in estimated price per square metre in isolation would result in a significantly higher/(lower) fair value on a linear basis.	Significant increases (decreases) in estimated market price in isolation would result in a significantly higher (lower) fair value.

10.8 Fair value measurement hierarchy

GROUP	Level 1	Level 2	Level 3	Total
Land and buildings				
At 31 March 2022			35,352,892	**35,352,892**
At 31 March 2021			31,902,597	**31,902,597**
Plant and machinery				
At 31 March 2022			5,257,183	**5,257,183**
At 31 March 2021			4,642,696	**4,642,696**
Motor vehicles				
At 31 March 2022			3,241,399	**3,241,399**
At 31 March 2021			2,524,393	**2,524,393**
Computer and office equipment				
At 31 March 2022			850,246	**850,246**
At 31 March 2021			569,746	**569,746**

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FOR THE YEAR ENDED 31 MARCH 2022

COMPANY	Level 1	Level 2	Level 3	Total
Land and buildings				
At 31 March 2022			246,944	**246,944**
At 31 March 2021			252,720	**252,720**
Plant and machinery				
At 31 March 2022			582	**582**
At 31 March 2021			582	**582**
Motor vehicles				
At 31 March 2022			20,864	**20,864**
At 31 March 2021			36,516	**36,516**
Computer and office equipment				
At 31 March 2022			3,546	**3,546**
At 31 March 2021			2,438	**2,438**

11 INTANGIBLE ASSETS

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Intangible assets are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit or loss in the expense category that is consistent with the function of the intangible assets.

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss.

Costs relating to research and development of new seed products are written off as incurred since the distinction between the two is indeterminable in practice.

The Group owns breeding rights. These rights were granted for a period of 20 years under the Protocol for Protection of New Varieties of Plants (Plant Breeder's Rights) in the Southern African Development Community (SADC) Region with the option of renewal at the end of this period for up to another period of 5 years. As a result, those rights are assessed as having a finite useful life.

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Asset type	Breeding rights
Useful life	Finite (20 years)
Amortisation method	Amortised on a straight line basis over the period of the rights
Internally generated or acquired	Acquired

Set out below are the carrying amounts of intangible assets and the movements during the period:

		GROUP		COMPANY	
		Breeding rights	Total	Breeding rights	Total
11.1	**Cost**		US$		
	At 1 April 2020	5,320,000	5,320,000	5,320,000	5,320,000
	Additions	-	-	-	-
	At 31 March 2021	**5,320,000**	**5,320,000**	**5,320,000**	**5,320,000**
	At 31 March 2022	**5,320,000**	**5,320,000**	**5,320,000**	**5,320,000**
11.2	**Amortisation and impairment**		US$		
	At 1 April 2020	-	-	-	-
	Amortisation charge for the year	266,000	266,000	266,000	266,000
	At 31 March 2021	**266,000**	**266,000**	**266,000**	**266,000**
	Amortisation charge for the year	266,000	266,000	266,000	266,000
	At 31 March 2022	**532,000**	**532,000**	**532,000**	**532,000**
11.3	**Net carrying amount**				
	At 31 March 2022	**4,788,000**	**4,788,000**	**4,788,000**	**4,788,000**
	At 31 March 2021	**5,054,000**	**5,054,000**	**5,054,000**	**5,054,000**

11.4 Refer to note 31.4 for collateral pledged as security for liabilities

12 LEASES

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

12.1 Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment like other non-financial assets (note 2.8). The Group leases warehouses for storage and distribution of seeds and the average useful life of the leased assets is 5 years and 3 months.

Set out below are the carrying amounts of right-of-use assets and the movements during the period:

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GROUP	Note	Land and buildings	Computers and office equipment	Total
		US$		
At 1 April 2020		1,019,784	18,088	1,037,872
Additions		565,854	-	565,854
Depreciation		(525,373)	(2,545)	(527,918)
Terminations	6.1.2	(171,895)	-	(171,895)
Discontinued operations	8.3	-	(16,851)	(16,851)
Exchange differences		19,096	1,308	20,404
At 31 March 2021		**907,466**	**-**	**907,466**
Additions		478,659	-	478,659
Depreciation		(354,306)	-	(354,306)
Terminations		(99,858)	-	(99,858)
Discontinued operations	8.3	-	-	-
Exchange differences		(28,860)	-	(28,860)
At 31 March 2022		**903,101**	**-**	**903,101**

12.2 Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. The Group does not enter into lease contracts with variable lease payments.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Set out below are the carrying amounts of lease liabilities and the movements during the period:

	Note	GROUP 2022	2021
		US$	US$
At 1 April		905,015	1,083,956
Additions		478,659	565,854
Accretion of interest	6.4	106,312	77,710
Terminations	6.1.2	(96,381)	(203,552)
Payments		(420,374)	(619,895)
Discontinued operations	8.3	-	(17,848)
Exchange differences		(31,412)	18,790
At 31 March		**941,819**	**905,015**
Non-current		692,565	567,251
Current		249,254	337,764
		941,819	**905,015**

12.3 The maturity analysis of lease liabilities is as shown below: 29.2.3

GROUP	On demand	< 3 months	3-12 months	1-5 years	Total
			US$		
At 31 March 2022	13,131	88,785	123,475	851,110	**1,076,500**
At 31 March 2021	202,042	14,548	169,474	648,368	**1,034,432**

12.4 The following are the amounts recognised in profit or loss:

	GROUP 2022	2021
	US$	US$
Depreciation expense of right-of-use assets	354,306	527,918
Interest expense on lease liabilities	106,312	77,710
Expense relating to short-term leases	60,656	153,290
Expense relating to leases of low-value assets	-	-
Total amount recognised in profit or loss	**521,274**	**758,918**

12.5 Other amounts relating to right-of-use assets and lease liabilities:

Cash outflows for leases	420,374	619,895

12.6 Undiscounted potential future rental payments relating to periods following the exercise date of extension and termination options that are not included in the lease term are not applicable as the Group does not expect any extension options not to be exercised and termination options to be exercised.

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13 INVESTMENTS IN SUBSIDIARIES

The investments are unquoted and are accounted for on a cost basis in the Company's separate financial statements and fully eliminated in the consolidated Group financial statements.

The subsidiaries operate in an environment where there are presently no restrictions on remittance of dividends. Fair value, when necessary, is established on the basis of net cash flows to be received by the parent company over the medium term, as there is no active market for all these shares.

All subsidiaries have a financial year end of 31 March and follow uniform accounting policies as that of the Group for like transactions and events in similar circumstances.

Additional details of the Company's subsidiaries are available in note 1.3.

Details of amounts due from and due to subsidiaries are available in notes 18 and 25 respectively.

	COMPANY 2022	COMPANY 2021
13.1 Investments in subsidiaries were as follows:	**US$**	**US$**
Seed Co Enterprise	1,714,060	1,029,513
Seed Co Botswana	510,277	510,277
Seed Co Zambia	9,394,287	9,394,287
Seed Co Malawi	13,293,737	13,293,737
Seed Co Tanzania	1,300,000	1,300,000
Agri-Seed Co Kenya	3,777,000	3,777,000
Agri-Seed Co Nigeria	2,602,842	2,602,842
Seed Co Mozambique	2,955	2,955
Seed Co Ethiopia	200,000	200,000
	32,795,158	**32,110,611**

	2022	2021
13.2 During the year, the changes to the investments in subsidiaries were as follows:		
Seed Co Enterprise*	684,547	-
Seed Co South Africa	-	(3,511,834)
Seed Co Mozambique**	-	2,955
Seed Co Ethiopia**	-	200,000
	684,547	**(3,308,879)**

* 2022: The investment in Seed Co Enterprise was done to recapitalise the entity by converting debt to equity.
** 2021: Investments in Seed Co Mozambique and Seed Co Ethiopia were greenfield investments to expand the geographical reach of the Group.

	Note	COMPANY 2021 Seed Co South Africa	African Seed Company Ghana	Total
13.3 Profit/(Loss) from disposal of subsidiaries			**US$**	
Value of retained investment	8.2 & 14.1	1,557,404	-	1,557,404
Proceeds from disposal	8.2	622,900	50,000	672,900
Value of investment disposed	13.2	(3,511,834)	-	(3,511,834)
	6.1	**(1,331,530)**	**50,000**	**(1,281,530)**

14 INVESTMENTS IN ASSOCIATE AND JOINT VENTURES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries (note 2.2).

The investments in associate and joint ventures are unquoted and accounted for on a cost basis in the Company's separate financial statements and accounted for under the equity method in the Group consolidated financial statements.

Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associates or joint venture is included in the carrying amount of the investment and is not tested for impairment separately.

The statement of profit or loss reflects the Group's share of the results of operations of the associates and joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associates or joint venture are eliminated to the extent of the interest in the associate.

The aggregate of the Group's share of profit or loss of its associates and joint venture is shown on the face of the statement of profit or loss after operating profit.

The financial statements of the associates and joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investments in its associates and joint venture. At each reporting date, the Group determines whether there is objective evidence that the investments in the associates and joint venture are impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, and then recognises the loss in the statement of profit or loss.

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

The Group's interests in associates and a joint venture are described in notes 1.4 and 1.5 respectively and details of amounts due from and due to associate and joint ventures are available in notes 18 and 25 respectively.

		ASSOCIATE	JOINT VENTURES		
14.1 Carrying amount of the investments in associate and joint ventures	**Note**	**AgriSynergy**	**Prime Seed Co International**	**Seed Co West & Central Africa**	**Total**
GROUP			US$		
At 1 April 2020		-	1,087,317	-	1,087,317
Investment - cash		2,374,362	-	-	2,374,362
Investment - retained	8.2	1,557,404	-	-	1,557,404
Share of (loss)/profit	14.2	(152,868)	(111,335)	50,120	(214,083)
Share of other comprehensive loss	14.2	-	105,119	18,093	123,212
Impairment loss	14.1.1	-	(51,419)	(68,213)	(119,632)
through P&L - included in share of loss from joint venture on IS		-	(51,419)	(50,120)	(101,539)
through OCI - included in share of OCI from joint venture on SOCI		-	-	(18,093)	(18,093)
At 31 March 2021		**3,778,898**	**1,029,682**	**-**	**4,808,580**
Investment (through conversion of JV's receivable)		-	1,490,000	-	1,490,000
Share of (loss)/profit	14.2	(162,792)	(216,038)	115,483	(263,347)
Share of other comprehensive income	14.2	637,451	37,298	2,254	677,003
Impairment (loss)/reversal	14.1.1	-	(24,760)	68,213	43,453
through P&L - included in share of loss from joint venture on IS		-	(26,174)	50,120	23,946
through OCI - included in share of OCI from joint venture on SOCI		-	1,414	18,093	19,507
At 31 March 2022		**4,253,557**	**2,316,182**	**185,950**	**6,755,689**
COMPANY					
At 1 April 2020		-	1,684,261	-	1,684,261
Investment - cash		2,374,362	-	-	2,374,362
Investment - retained		1,557,404	-	-	1,557,404
Impairment loss (through P&L - included in share of loss from joint venture on IS)	14.1.1	-	(479,142)	-	(479,142)
At 31 March 2021		**3,931,766**	**1,205,119**	**-**	**5,136,885**
Investment (through conversion of JV's receivable)		-	1,490,000	-	1,490,000
Impairment loss (through P&L - included in share of loss from joint venture on IS)	14.1.1	-	(378,937)	-	(378,937)
At 31 March 2022		**3,931,766**	**2,316,182**	**-**	**6,247,948**

4.1.1 The impairment resulted from:

Prime Seed Co International: the carrying values of the investments exceeding their net asset values.

Seed Co West & Central Africa: negative net asset values (in prior year) reversed in current year to the extent of the prior year income not recognised.

	ASSOCIATE		JOINT VENTURES				GROUP	
14.2 Summarised income statements:	**AgriSynergy**		**Prime Seed Co International**		**Seed Co West & Central Africa**			
Group's equity interest	40%	40%	51%	51%	50%	50%		
	2022	**2021**	**2022**	**2021**	**2022**	**2021**	**2022**	**2021**
				US$				
Revenue	17,762,948	14,912,744	5,892,465	5,167,622	1,133,902	159,568		
Cost of sales	(10,726,852)	(12,554,816)	(3,581,139)	(3,226,678)	(210,949)	(103,552)		
Gross profit	**7,036,096**	**2,357,928**	**2,311,326**	**1,940,944**	**922,953**	**56,016**		
Other income/(expenses)	5,919,396	-	(16,836)	10,965	(224,650)	221,812		
Operating expenses	(14,777,732)	(3,459,888)	(2,575,191)	(2,033,952)	(462,658)	(177,588)		
Operating (loss)/profit	**(1,822,240)**	**(1,101,960)**	**(280,701)**	**(82,043)**	**235,645**	**100,240**		
Finance income	163,021	-	54,803	31,851	-	-		
Finance cost	(721,658)	(257,497)	(59,291)	(47,717)	(1,968)	-		
(Loss)/Profit before tax	**(2,380,877)**	**(1,359,457)**	**(285,189)**	**(97,909)**	**233,677**	**100,240**		
Income tax expense	867,361	536,577	(90,596)	(83,810)	(2,712)	-		
(Loss)/Profit for the year	**(1,513,516)**	**(822,880)**	**(375,785)**	**(181,719)**	**230,965**	**100,240**		
equity holders of the parent	(406,980)	(382,170)	(423,603)	(218,304)	230,965	100,240		
non-controlling interest	(1,106,536)	(440,710)	47,818	36,585	-	-		
FCT gain/(loss)	2,759,809	-	81,975	229,083	4,507	-		
Revaluation of PPE	-	-	-	16,150	-	36,185		
Total comprehensive (loss)/income	**1,246,293**	**(822,880)**	**(293,810)**	**63,514**	**235,472**	**136,425**		
equity holders of the parent	1,186,647	(382,170)	(350,469)	(12,190)	235,472	136,425		
non-controlling interest	59,646	(440,710)	56,659	75,704	-	-		
Share of (loss)/profit	(162,792)	(152,868)	(216,038)	(111,335)	115,483	50,120	**(263,347)**	**(214,083)**
	-						-	-
Share of OC income/(loss)	637,451	-	37,298	105,119	2,254	18,093	**677,003**	**123,212**
14.3 Summarised balance sheets:								
Non-current assets	16,822,112	15,173,964	1,242,947	1,148,782	38,993	97,444		
Current assets	19,628,643	21,340,525	6,952,782	6,308,990	1,223,072	420,063		
Non-controlling interest	(8,229,705)	(11,240,738)	(310,549)	(253,890)	-	-		
Non-current liabilities	(568,917)	(20,134)	(174,999)	(99,613)	(335)	-		
Current liabilities	(14,329,861)	(12,895,963)	(3,168,648)	(5,085,285)	(1,223,554)	(714,677)		
Net assets	**13,322,272**	**12,357,654**	**4,541,533**	**2,018,984**	**38,176**	**(197,170)**		
Recomputed share of net assets	5,328,909	4,943,062	2,316,182	1,029,682	19,088	(98,585)	7,664,179	5,874,159
Currency, fair value and impairment adjustments	(1,075,352)	(1,164,164)	-	-	166,862	98,585	(908,490)	(1,065,579)
Carrying amount of investment	**4,253,557**	**3,778,898**	**2,316,182**	**1,029,682**	**185,950**	**-**	**6,755,689**	**4,808,580**

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15 INVENTORIES

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for, as follows:
- Raw materials: purchase cost on a weighted average cost basis
- Finished goods and work in progress: cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

		GROUP		COMPANY	
		2022	**2021**	**2022**	**2021**
15.1 Inventories	**Note**	**US$**	**US$**	**US$**	**US$**
Parent and commercial seed		19,742,848	14,533,038	-	-
Spares and general consumables		3,217,731	2,495,550	-	-
		22,960,579	**17,028,588**	**-**	**-**
15.2 Inventory recognized as an expense during the year:					
Opening balance of inventory		17,028,588	18,861,108	-	882,940
Production, purchases and value-addition processes		53,712,524	45,313,337	-	(613,355)
Discontinued operations	8.3	-	(447,633)	-	-
Closing balance of inventory	15.1	(22,960,579)	(17,028,588)	-	-
Exchange differences		885,486	(1,931,232)	-	-
Cost of sales		**48,666,019**	**44,766,992**	**-**	**269,585**
15.3 Inventory write-downs included in cost of sales		349,352	414,270	-	269,407

15.4 Refer to note 31.4 for collateral pledged as security for liabilities

16 BIOLOGICAL ASSETS

Biological assets comprise of plants not yet harvested that are used to produce seeds.

At initial recognition, biological assets are valued at cost less accumulated depreciation and impairment losses since their fair value cannot be measured due to to the unavailability of quoted market prices in an active market and alternative fair value measurements are unreliable.

In practice, however, biological assets are not depreciated due to their short life cycle which varies from three to nine months.

Biological assets are also subject to impairment like other non-financial assets (note 2.8).

Set out below are the carrying amounts of biological assets and the movements during the period:

	GROUP	
	2022	**2021**
16.1 Reconciliation of biological assets	**US$**	**US$**
At 1 April	1,036,786	1,066,293
Increases due to new plantings	3,423,986	1,055,826
Harvested plants transferred to inventories	(2,068,955)	(873,488)
Exchange differences	288,296	(211,845)
At 31 March	**2,680,113**	**1,036,786**

16.2 Refer to note 31.4 for collateral pledged as security for liabilities

17 FINANCIAL ASSETS

A financial asset is any asset that is:
- cash;
- an equity instrument of another entity;
- a contractual right
  - to receive cash or another financial asset from another entity; or
  - to exchange financial assets or financial liabilities with another entity under conditions that are potentially favourable to the entity; or

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- a contract that will or may be settled in the entity's own equity instruments and is:
    - a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments;
    - a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose the entity's own equity instruments do not include instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments;
    - puttable instruments classified as equity or certain liabilities arising on liquidation classified as equity instruments.

The Group's financial assets risk management policies and objectives are disclosed in note 29.2.

Initial recognition and measurement
Financial assets are classified, at initial recognition, as subsequently measured at amortised cost.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined (note 5).

The Group's financial assets include trade receivables (note 17.1), amounts due from related parties (note 18) and cash and cash equivalents (note 19). Trade receivables are defined in note 5

Subsequent measurement
For purposes of subsequent measurement, the Group's financial assets are classified as financial assets at amortised cost (debt instruments).

Financial assets at amortised cost (debt instruments)
The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

Financial assets at amortised cost are subsequently measured using the (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Derecognition of financial assets
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when the rights to receive cash flows from the asset have expired.

Impairment of financial assets
The Group recognises an allowance for expected credit losses (ECLs) for all its debt instruments at amortised cost. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, related party balance, staff loans and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income (recorded as finance income in profit or loss) continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Receivables, together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to other income in profit or loss.

Further disclosures relating to impairment of financial assets are provided in notes 17.2 and 17.3.

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17.1 Trade and other receivables*	**Note**	**GROUP 2022 US$**	**GROUP 2021 US$**	**COMPANY 2022 US$**	**COMPANY 2021 US$**
Trade receivables	17.2	47,593,368	42,868,945	5,944,969	6,160,999
Prepayments	17.1.1	1,837,513	693,101	6,484	-
Seed grower advances	17.1.2	6,693,108	6,754,428	-	-
Other receivables	17.1.3	3,019,579	2,398,503	777,449	1,710,362
Allowance for credit losses	17.2 & 17.3	(12,115,044)	(12,569,350)	(5,949,954)	(6,039,805)
		47,028,524	**40,145,627**	**778,948**	**1,831,556**

* Disclosure of both the Group and Company trade and other receivables (note 17.1) have been changed from the prior year annual financial statements as follows:
- Exclusion of amounts due from related entities and the associated credit loss allowance as they are already disclosed in note 18.1; and
- Reclassification of staff receivables amounting to US$1,054,248 from trade receivables to other receivables.

Both changes have no impact on the total trade and other receivables balance disclosed on the face of the statement of financial position.

17.1.1 Prepayments relate to amounts paid in advance for which the related goods will be received within twelve (12) months. Prepayments are not financial assets.
17.1.2 Seed grower advances relate to production inputs advanced to contracted seed producers for which the seed will be delivered within twelve (12) months.
17.1.3 Other receivables include staff loans and VAT claims outstanding.
17.1.4 Various regional government receivables make up 32% (2021: 23%) of the total trade receivables.

17.2 Provisioning matrices

GROUP	**Current**	**< 30 days**	**Days past due 30 - 60 days**	**60 - 90 days**	**> 90 days**	**31 March 2022**
ECL rate on:			%			
Trade receivables	0%	1%	2%	0%	40%	
Amounts due from related entities	0%	0%	0%	0%	2%	
Seed grower advances	0%	0%	0%	0%	3%	
Other receivables	0%	0%	0%	0%	0%	
Estimated gross carrying amount at default of:			US$			
Trade receivables	8,477,827	2,949,055	4,845,182	1,689,832	29,631,472	**47,593,368**
Amounts due from related entities (note 18.1)	2,145,979	322,447	11,757	398,620	3,126,217	**6,005,020**
Seed grower advances	1,374,912	439,855	863,445	490,795	3,524,101	**6,693,108**
Other receivables	1,105,303	15,910	90,840	333,016	1,474,510	**3,019,579**
ECL on:			US$			
Trade receivables	33,010	19,783	88,854	2,687	11,867,507	**12,011,841**
Amounts due from related entities (note 18.1)	185	1,106	1	4	77,447	**78,743**
Seed grower advances	-	-	-	-	98,219	**98,219**
Other receivables	-	-	-	-	4,984	**4,984**

	Current	**< 30 days**	**Days past due 30 - 60 days**	**60 - 90 days**	**> 90 days**	**31 March 2021**
ECL rate on:			%			
Trade receivables	2%	2%	3%	4%	47%	
Amounts due from related entities	0%	0%	0%	0%	0%	
Seed grower advances	0%	1%	1%	1%	10%	
Other receivables	0%	1%	1%	1%	0%	
Estimated gross carrying amount at default of:			US$			
Trade receivables	11,755,266	1,174,664	2,532,072	2,574,599	24,832,344	**42,868,945**
Amounts due from related entities (note 18.1)	8,186,222	4,241,091	2,378,227	861,601	1,986,213	**17,653,354**
Seed grower advances	1,535,981	925,086	436,656	460,840	3,395,865	**6,754,428**
Other receivables	606,913	7,691	168,731	103,507	1,511,661	**2,398,503**
ECL on:			US$			
Trade receivables	255,077	28,315	79,380	94,422	11,733,436	**12,190,630**
Amounts due from related entities (note 18.1)	-	-	-	-	-	**-**
Seed grower advances	4,707	5,020	4,576	6,481	349,845	**370,629**
Other receivables	275	103	2,073	1,007	4,633	**8,091**

COMPANY	**Current**	**< 30 days**	**30 - 60 days**	**60 - 90 days**	**> 90 days**	**31 March 2022**
ECL rate on:			%			
Trade receivables	100%	100%	100%	0%	100%	
Amounts due from related entities	0%	0%	0%	0%	1%	
Other receivables	0%	0%	0%	0%	1%	
Estimated gross carrying amount at default of:			US$			
Trade receivables	9,506	795	3,385	-	5,931,283	**5,944,969**
Amounts due from related entities (note 18.1)	9,722,302	24,536	-	88,838	13,659,010	**23,494,686**
Other receivables	202,332	9,401	20,500	-	545,216	**777,449**
ECL on:			US$			
Trade receivables	9,506	795	3,385	-	5,931,282	**5,944,968**
Amounts due from related entities (note 18.1)	-	-	-	-	171,689	**171,689**
Other receivables	-	-	-	-	4,986	**4,986**

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	Current	< 30 days	Days past due 30 - 60 days	60 - 90 days	> 90 days	31 March 2021
ECL rate on:			%			
Trade receivables	2%	2%	3%	4%	47%	
Amounts due from related entities	0%	0%	0%	0%	0%	
Seed grower advances	0%	1%	1%	1%	10%	
Other receivables	0%	1%	1%	1%	0%	
Estimated gross carrying amount at default of:			US$			
Trade receivables	11,755,266	1,174,664	2,532,072	2,574,599	24,832,344	**42,868,945**
Amounts due from related entities (note 18.1)	8,186,222	4,241,091	2,378,227	861,601	1,986,213	**17,653,354**
Seed grower advances	1,535,981	925,086	436,656	460,840	3,395,865	**6,754,428**
Other receivables	606,913	7,691	168,731	103,507	1,511,661	**2,398,503**
ECL on:			US$			
Trade receivables	255,077	28,315	79,380	94,422	11,733,436	**12,190,630**
Amounts due from related entities (note 18.1)	-	-	-	-	-	**-**
Seed grower advances	4,707	5,020	4,576	6,481	349,845	**370,629**
Other receivables	275	103	2,073	1,007	4,633	**8,091**

COMPANY	Current	< 30 days	30 - 60 days	60 - 90 days	> 90 days	31 March 2022
ECL rate on:			%			
Trade receivables	100%	100%	100%	0%	100%	
Amounts due from related entities	0%	0%	0%	0%	1%	
Other receivables	0%	0%	0%	0%	1%	
Estimated gross carrying amount at default of:			US$			
Trade receivables	9,506	795	3,385	-	5,931,283	**5,944,969**
Amounts due from related entities (note 18.1)	9,722,302	24,536	-	88,838	13,659,010	**23,494,686**
Other receivables	202,332	9,401	20,500	-	545,216	**777,449**
ECL on:			US$			
Trade receivables	9,506	795	3,385	-	5,931,282	**5,944,968**
Amounts due from related entities (note 18.1)	-	-	-	-	171,689	**171,689**
Other receivables	-	-	-	-	4,986	**4,986**

	Current	< 30 days	Days past due 30 - 60 days	60 - 90 days	> 90 days	31 March 2021
Expected credit loss rate on:			%			
Trade receivables	0%	0%	0%	0%	88%	
Amounts due from related entities	0%	0%	0%	0%	0%	
Other receivables	0%	0%	0%	0%	0%	
Estimated gross carrying amount at default of:			US$			
Trade receivables	133,995	194,756	1,784	-	6,884,712	**6,160,999**
Amounts due from related entities (note 18.1)	7,369,425	3,914,870	1,364,038	811,223	23,428,335	**36,887,891**
Other receivables	656,114	-	-	-	-	**1,710,362**
Expected credit loss on:			US$			
Trade receivables	-	-	-	-	6,039,805	**6,039,805**
Amounts due from related entities (note 18.1)	-	-	-	-	-	**-**
Other receivables	-	-	-	-	-	**-**

The Group's and Company's exposure to credit risks, related to financial assets is disclosed in note 29.2.2.

		Note	GROUP 2022 US$	 2021 US$	COMPANY 2022 US$	 2021 US$
17.3	**Allowance for credit losses reconciliation:**					
	Balance at beginning of the year		12,569,350	12,209,861	6,039,805	5,749,954
	Charge for the year through profit or loss		989,241	1,534,249	120,270	338,832
	Written off		(173,424)	(202,337)	(38,432)	(48,981)
	Recovered during the year	6.1	(1,698,293)	(190,023)	-	-
	Exchange differences		506,913	(782,400)	-	-
	Balance at the end of the year		**12,193,787**	**12,569,350**	**6,121,643**	**6,039,805**
	Trade and other receivables (12 month ECL)		12,115,044	12,569,350	5,949,954	6,039,805
	Amounts due from related entities (lifetime ECL)		78,743	-	171,689	-
			12,193,787	**12,569,350**	**6,121,643**	**6,039,805**

17.4 Refer to note 31.4 for collateral pledged as security for liabilities

		Note	GROUP 2022	GROUP 2021	COMPANY 2022	COMPANY 2021
17.5	**Foreign currency sensitivity**	29.2.1b)				
	Local currency weakening against US$ by 10%		476,818	331,206	-	-
	Local currency strengthening against US$ by 10%		(476,818)	(331,206)	-	-

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18 AMOUNTS DUE FROM GROUP ENTITIES

		GROUP		COMPANY	
		2022	2021	2022	2021
18.1 Amounts due from Group entities	**Note**	**US$**	**US$**	**US$**	**US$**
Seed Co Enterprise		-	-	154,028	-
Seed Co Zambia		-	-	5,235,874	13,444,732
Seed Co DRC		-	-	50,935	3,660,143
Seed Co Malawi		-	-	4,629,167	712,933
Seed Co Tanzania		-	-	697,376	261,976
Agri Seed Co Kenya		-	-	3,567,213	6,087,246
Seed Co Rwanda		-	-	171,689	171,689
Agri Seed Co Nigeria		-	-	14,927	494,638
Seed Co Mozambique		-		6,184,725	
Seed Co Ethiopia		-		212,725	
Seed Co Limited Zimbabwe		60,563	10,090,814	23,173	8,246,177
Prime Seed Co Zimbabwe		256,826	344,054	749	-
Quton Zimbabwe		6,211	1,982	4,229	-
Prime Seed Co International		147,983	-	4,930	-
Prime Seed Co South Africa (Alliance Seeds)		-	770,294	-	770,294
Prime Seed Co Zambia		365,072	1,048,823	-	-
Prime Seed Co Malawi		173,402	160,335	-	-
Prime Seed Co Tanzania		753,234	970,495	-	-
Prime Seed Co Kenya		492,736	880,619	-	-
AgriSynergy		2,194,973	2,470,935	1,759,872	2,470,935
Limagrain Zaad South Africa		277,492	36	-	-
Seed Co West & Central Africa		1,266,646	833,402	781,945	567,128
Quton Malawi		-	71,691	-	-
Quton Tanzania		9,882	9,874	-	-
Gross carrying amount	17.2 & 27.2.1	**6,005,020**	**17,653,354**	**23,494,686**	**36,887,891**
Allowance for credit losses	17.2	(78,743)	-	(171,689)	-
Net carrying amount		**5,926,277**	**17,653,354**	**23,322,997**	**36,887,891**
Non-current		994,670	-	994,670	-
Current		4,931,607	17,653,354	22,328,327	36,887,891
		5,926,277	**17,653,354**	**23,322,997**	**36,887,891**
		-	-	-	-

	GROUP		COMPANY	
	2022	2021	2022	2021
18.2 Foreign currency sensitivity	**US$**	**US$**	**US$**	**US$**
Local currency weakening against US$ by 10%	746,315	765,439	-	-
Local currency strengthening against US$ by 10%	(746,315)	(765,439)	-	-

19 CASH AND CASH EQUIVALENTS

Cash and short-term deposits in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statements of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group and the Company, and earn interest at the respective short-term deposit rates, which bear interest ranging between 0% and 6%.

		GROUP		COMPANY	
		2022	2021	2022	2021
19.1	**Note**	**US$**	**US$**	**US$**	**US$**
Cash at banks and on hand		19,628,895	8,665,726	5,884,471	121,932
Short-term deposits		282,152	1,155,750	-	-
		19,911,047	**9,821,476**	**5,884,471**	**121,932**

19.2 Refer to note 31.4 for collateral pledged as security for liabilities

19.3 Foreign currency sensitivity					
Local currency weakening against US$ by 10%	29.2.1b)	270,744	326,717	-	-
Local currency strengthening against US$ by 10%		(270,744)	(326,717)	-	-

20 STATED CAPITAL

20.1 Issued and fully paid up shares (at no par value)	**Note**	**Number**	**Number**	**Number**	**Number**
At 1 April		381,452,827	380,816,577	381,452,827	380,816,577
Issue of shares		12,194,987	-	12,194,987	-
Exercise of share options	21.4	-	636,250	-	636,250
At 31 March		**393,647,814**	**381,452,827**	**393,647,814**	**381,452,827**
20.2 Authorised number of shares (at no par value)		500,000,000	500,000,000	500,000,000	500,000,000

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		GROUP		COMPANY	
		2022	2021	2022	2021
20.3 Issued and fully paid up capital		**US$**	**US$**	**US$**	**US$**
At 1 April		36,462,929	36,249,970	36,462,929	36,249,970
Issue of shares		3,043,510	-	3,043,510	-
Exercise of share options	21.4	-	212,959	-	212,959
At 31 March		**39,506,439**	**36,462,929**	**39,506,439**	**36,462,929**

21 SHARE BASED PAYMENTS

Senior executives of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised in employee benefits expense together with a corresponding increase in equity over the period in which the service and, where applicable, the performance conditions are fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in profit or loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided the original terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share (note 9.1).

Under the Senior Management Plan (SMP), share options of the parent are granted to senior management of the parent at the discretion of the Remuneration Committee. The exercise price of the share options is equal to the market price of the underlying shares on the date of grant. The share options vest if the beneficiary remains employed within the Group at least three years after the grant date (service condition) and the market value of the shares on that date exceeds the exercise price (market condition).

The fair value of the share options is estimated at the grant date using the Black-Scholes option pricing model, taking into account the terms and conditions on which the share options were granted. However, the above market condition is only considered in determining the number of instruments that will ultimately vest.

The share options can be exercised up to seven years after the three-year vesting period and therefore, the contractual term of each option granted is ten years. This scheme was introduced in the 2019 financial year. The Group accounts for the SMP as an equity-settled plan.

	GROUP		COMPANY	
	2022	**2021**	**2022**	**2021**
	US$	**US$**	**US$**	**US$**
21.1 Carrying amount of the share based payment reserve:	506,121	361,966	506,121	361,966
21.2 Expense recognised for employee services rendered during the year:	144,155	253,040	144,155	253,040
	Number	**Number**	**Number**	**Number**
21.3 Share options vested during the year	-	636,250	-	636,250

21.4 The table below illustrates the number and weighted average exercise prices (WAEP) of, and movements in share options for the Group and Company

	2022		2021	
	Number	**WAEP (US$)**	**Number**	**WAEP (US$)**
Outstanding at 1 April	**3,960,967**	**0.47**	**4,011,675**	**0.50**
Granted during the year	1,007,667	0.20	980,202	0.25
Forfeited during the year	-	-	(394,660)	0.51
Exercised during the year	-	-	(636,250)	0.26
Expired during the year	-	-	-	-
Outstanding at 31 March	**4,968,634**	**0.42**	**3,960,967**	**0.47**
Exercisable at 31 March	1,425,707	0.55	528,729	0.56
Remaining contractual life	**Number**	**WAEP (US$)**	**Number**	**WAEP (US$)**
0 to 1 year (2021: 0 to 2 years)	1,762,428	0.56	1,762,428	0.56
0 to 2 years (2021: 1 to 3 years)	1,227,500	0.52	1,227,500	0.52
1 to 3 years (2021: 2 to 4 years)	971,038	0.25	971,038	0.25
2 to 4 years	1,007,667	0.20		
	4,968,634	**0.42**	**3,960,967**	**0.47**

21.5 The following tables list the inputs to the models used for the share options for the Group and Company:

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	2022	2021
Weighted average fair values at the measurement date	0.20	0.25
Dividend yield (%)	4.88%	2.53%
Expected volatility (%)	45.30%	35.06%
Risk–free interest rate (%)	6.78%	4.45%
Expected life of SARs (years)	1.35	1.90
Weighted average share price (US$)	0.22	0.22

The share traded only 9 times in the year preceding the valuation date i.e. 31 March 2021 and the historical computed volatility was a negative (-435,9205%). Because of the illiquid nature of the share, the Group relied on Damodaran's Emerging Markets Farming/Agriculture Standard Deviation in Equity January 2021

22 MATERIAL PARTLY OWNED SUBSIDIARIES

		Seed Co Zambia		Agri Seed Co Nigeria		GROUP	
22.1	Country of incorporation	Zambia		Nigeria			
		2022	**2021**	**2022**	**2021**	**2022**	**2021**
	Proportion of equity interest held by non-controlling interests:	1%	1%	40%	40%		
				US$			
22.2	Profit/(Loss) allocated to material non-controlling interests	46,870	60,564	68,394	164,382	**115,264**	**224,946**
						-	-
22.3	Accumulated balances of material non-controlling interests	**404,675**	**318,012**	**554,481**	**664,073**	**959,156**	**982,085**
						-	-
22.4	**Summarised income statements**						
	Revenue	**35,074,602**	**34,897,805**	**1,525,328**	**2,050,245**		
	Cost of sales	(21,979,036)	(18,001,519)	(955,995)	(1,480,933)		
	Gross profit	**13,095,566**	**16,896,286**	**569,333**	**569,312**		
	Other income	3,196,283	476,296	40,948	269,495		
	Operating expenses	(9,626,827)	(9,509,502)	(334,475)	(435,668)		
	Operating profit/(loss)	**6,665,022**	**7,863,080**	**275,806**	**403,139**		
	Finance income	26,957	97,563	-	23,093		
	Finance costs	(1,465,033)	(1,256,553)	(75,451)	(15,276)		
	Profit/(Loss) before tax	**5,226,946**	**6,704,090**	**200,355**	**410,956**		
	Income tax	(539,979)	(647,666)	(29,371)	-		
	Profit/(Loss) for the year	**4,686,967**	**6,056,424**	**170,984**	**410,956**		
	Other comprehensive profit/(loss)	6,700,878	(1,435,709)	(444,966)	(623,456)		
	Total comprehensive income/(loss)	**11,387,845**	**4,620,715**	**(273,982)**	**(212,500)**		
	Attributable to non-controlling interests	113,878	46,207	(109,593)	(85,000)	**4,286**	**(38,793)**
	Dividends paid to non-controlling interests	27,215	25,596	-	-	**27,215**	**25,596**
22.5	**Summarised statements of financial position**						
	Non-current assets	24,252,461	18,703,514	279,127	373,131		
	Current assets	36,373,210	30,454,483	2,850,833	2,961,087		
	Non-current liabilities	(12,616,417)	(886,200)	-	-		
	Current liabilities	(7,541,766)	(16,470,610)	(1,743,758)	(1,674,036)		
	Total equity	**40,467,488**	**31,801,187**	**1,386,202**	**1,660,182**		
	Attributable to:						
	Equity holders of the parent	40,062,813	31,483,175	831,721	996,109	**40,894,534**	**32,479,284**
	Non-controlling interest	404,675	318,012	554,481	664,073	**959,156**	**982,085**
22.6	**Summarised cash flow information**						
	Operating	(4,331,261)	11,254,055	(285,849)	1,251,331		
	Investing	(2,391,231)	(1,530,005)	(65,263)	(135,002)		
	Financing	7,628,631	(7,918,923)	(75,451)	(15,276)		
	Net cash inflow/(outflow)	**906,139**	**1,805,127**	**(426,563)**	**1,101,053**		

23 FINANCIAL LIABILITIES

A financial liability is any liability that is:

- a contractual obligation:
  - to deliver cash or another financial asset to another entity; or
  - to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the entity; or
- a contract that will or may be settled in the entity's own equity instruments and is
  - a non-derivative for which the entity is or may be obliged to deliver a variable number of the entity's own equity instruments or
  - a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments. For this purpose the entity's own equity instruments do not include: instruments that are themselves contracts for the future receipt or delivery of the entity's own equity instruments; puttable instruments classified as equity or certain liabilities arising on liquidation classified as equity instruments.

The Group's financial liabilities risk management policies and objectives are disclosed in note 29.2.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition as loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and net of directly attributable transaction costs.

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The Group's financial liabilities include lease liabilities (note 12.2), loans and borrowings (note 23.1), trade payables (24) and amounts due from group entities (note 25).

Subsequent measurement
For purposes of subsequent measurement, the Group's financial liabilities are classified as loans and borrowings.

Loans and borrowings
After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in profit or loss.

This category generally applies to interest-bearing loans and borrowings (note 23.1).

The Group's and Company's exposure to liquidity risks, related to financial liabilities is disclosed in note 29.2.1a).

Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

		GROUP		COMPANY	
		2022	2021	2022	2021
23.1 LOANS AND BORROWINGS	**Note**	**US$**	**US$**	**US$**	**US$**
Revolving Credit Line Facility	23.8	17,840,173	19,648,008	17,840,173	19,648,008
General Short Term Banking Facility	23.9	5,682,147	9,822,325	4,982,331	9,647,959
Uncommitted Revolving Credit Facility	23.1	-	2,753,605	-	-
Long Term Loan Facility	23.11	12,500,000	-	-	-
Working Capital Facility	23.12	6,120,612	-	-	-
		42,142,932	**32,223,938**	**22,822,504**	**29,295,967**
Non-current		11,363,636	-	-	-
Current		30,779,296	32,223,938	22,822,504	29,295,967
		42,142,932	**32,223,938**	**22,822,504**	**29,295,967**

		GROUP		COMPANY	
		2022	2021	2022	2021
23.2 Loans and borrowings reconciliation:	**Note**	**US$**	**US$**	**US$**	**US$**
At 1 April		32,223,938	39,102,227	29,295,967	34,027,468
Proceeds from loans and borrowings		47,619,986	12,873,257	25,799,226	9,544,080
Repayments of loans and borrowings		(38,178,716)	(19,234,967)	(32,272,689)	(14,275,581)
Exchange difference		477,724	(516,579)	-	-
At 31 March		**42,142,932**	**32,223,938**	**22,822,504**	**29,295,967**

23.3 The maturity analysis of loans and borrowings are shown below:	29.2.3					
		On demand	**< 3 months**	**3-12 months**	**1-5 years**	**Total**
GROUP				**US$**		
At 31 March 2022		734,807	3,213,321	27,176,951	13,125,000	**44,250,079**
At 31 March 2021		183,084	-	33,652,051	-	**33,835,135**
COMPANY				**US$**		
At 31 March 2022		-	-	23,963,629	-	**23,963,629**
At 31 March 2021		-	-	30,760,765	-	**30,760,765**

		GROUP		COMPANY	
		2022	2021	2022	2021
23.4 Interest rate sensitivity	29.2.1a)	**US$**	**US$**	**US$**	**US$**
Increase in interest rates by 50 basis points		(210,715)	(161,120)	(114,113)	(146,480)
Decrease in interest rates by 50 basis points		210,715	161,120	114,113	146,480
23.5 Foreign currency sensitivity	29.2.1b)				
Local currency weakening against US$ by 10%		(1,250,000)	(385,314)	-	-
Local currency strengthening against US$ by 10%		1,250,000	385,314	-	-
23.6 Undrawn committed borrowing facilities					
Total facilities available/limit		60,822,683	52,193,389	35,500,000	35,500,000
Facilities utilised at year end		(42,142,932)	(32,223,938)	(22,822,504)	(29,295,967)
Unutilised borrowing capacity		**18,679,751**	**19,969,451**	**12,677,496**	**6,204,033**

23.7 Onshore subsidiary working capital facilities	**Facility limit**	**Interest rate**
Zambia	ZMW 190 000 000	16% pa
Kenya	KES 150 000 000	10.5% pa
Malawi	MWK 5 000 000 000	15.5% pa
Botswana	BWP 22 000 000	6% pa

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	GROUP 2022	GROUP 2021	COMPANY 2022	COMPANY 2021
23.8 Revolving Credit Line Facility				
US$ equivalent	17,840,173	19,648,008	17,840,173	19,648,008
Limit (US$)	19,000,000	27,941,828	19,000,000	19,000,000
Purpose: Working Capital Funding				
Tenure (360 days)				
Interest rate: 5% (2021: 3 months LIBOR + 3.5%)				
23.9 General Short Term Banking Facility				
US$ equivalent	5,682,147	9,822,325	4,982,331	9,647,959
Limit (US$)	22,467,597	21,251,561	16,500,000	16,500,000
Purpose: Working Capital Funding				
Tenure (360 days)				
Interest rate: Prime + 0.25% (2021: 3 months LIBOR + 3.5%)				
23.10 Uncommitted Revolving Credit Facility				
US$ equivalent	-	2,753,605	-	-
Limit (US$)	-	3,000,000	-	-
Purpose: Working Capital Funding				
Tenure (360 days)				
Interest rate: n/a (2021: Prime + 3.5%)				
23.11 Long Term Loan Facility				
US$ equivalent	12,500,000	-	-	-
Limit (US$)	12,500,000	-	-	-
Purpose: Production farm project				
Tenure (7 years)				
Interest rate: 5.5% (2021: n/a)				
23.12 Working Capital Facility				
US$ equivalent	6,120,612	-	-	-
Limit (US$)	6,855,086	-	-	-
Purpose: Working Capital Funding				
Tenure (360 days)				
Interest rate: 17% (2021: n/a)				

23.13 Refer to note 31.4 for collateral pledged as security for liabilities

24 TRADE AND OTHER PAYABLES

	Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
24.1 Trade and other payables					
Trade payables		2,866,561	4,875,908	-	-
Accruals and other creditors		3,468,404	2,610,477	1,433,647	338,793
		6,334,965	**7,486,385**	**1,433,647**	**338,793**

24.2 The maturity analysis of trade and other payables are shown below. 29.2.3

	On demand	< 3 months	3-12 months	1-5 years	Total
GROUP			US$		
At 31 March 2022	653,864	3,523,067	2,158,034	-	**6,334,965**
At 31 March 2021	1,680,201	2,419,917	3,386,267	-	**7,486,385**
COMPANY			US$		
At 31 March 2022	-	1,433,647	-	-	**1,433,647**
At 31 March 2021	-	338,793	-	-	**338,793**

	Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
24.3 Foreign currency sensitivity	29.2.1b)				
Local currency weakening against US$ by 10%		(13,766)	(4,272)	-	-
Local currency strengthening against US$ by 10%		13,766	4,272	-	-

25 AMOUNTS DUE TO GROUP ENTITIES

	Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
25.1 Amounts due to Group entities					
Seed Co Enterprise		-	-	42,631	415,710
Seed Co Botswana		-	-	1,340,441	4,456,819
Seed Co Malawi		-	-	314,695	172,232
Seed Co Limited Zimbabwe		5,106,094	6,518,542	4,417,112	4,912,369
Prime Seed Co Zimbabwe		195,560	5,259	-	(891)
Quton Zimbabwe		-	-	-	-
Prime Seed Co International		1,124,912	-	1,124,912	-
Prime Seed Co Zambia		-	8,630	-	-
Prime Seed Co Tanzania		4,283	-	-	-
Prime Seed Co Kenya		35,161	35,161	-	-
Quton Malawi		-	1,514	-	-
	27.2.2	**6,466,010**	**6,569,106**	**7,239,791**	**9,956,239**

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

	Note	On demand	< 3 months	3-12 months	1-5 years	Total
25.2 The maturity analysis of amounts due to related entities are shown below:	29.2.3					
GROUP				US$		
At 31 March 2022		952,258	44,729	5,469,023	-	**6,466,010**
At 31 March 2021		1,821,641	-	4,747,465	-	**6,569,106**
COMPANY				US$		
At 31 March 2022		-	-	7,239,791	-	**7,239,791**
At 31 March 2021		-	-	9,956,239	-	**9,956,239**
25.3 Foreign currency sensitivity	29.2.1b)					
Local currency weakening against US$ by 10%			(1,850,855)	(3,067,071)	-	(487,253)
Local currency strengthening against US$ by 10%			1,850,855	3,067,071	-	487,253

26 EMPLOYEE BENEFITS

Provisions include accruals for employee benefits and are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions include severance pay (terminal benefits in accordance with employment conditions or governing laws), leave pay (leave accrued in accordance with the conditions of employment) and bonus (performance related as sanctioned by the Group's Remuneration Committee).

		GROUP		COMPANY	
		2022	2021	2022	2021
26.1 Employee benefits	**Note**	**US$**	**US$**	**US$**	**US$**
Severance pay	26.3	620	45,793	-	-
Leave pay	26.4	472,719	426,716	159,677	112,449
Bonus	26.5	816,489	2,095,990	314,111	410,543
		1,289,828	**2,568,499**	**473,788**	**522,992**

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

		Note	GROUP		COMPANY	
			2022	2021	2022	2021
26.2	**Employee benefits reconciliation**		**US$**	**US$**	**US$**	**US$**
	At 1 April		2,568,499	2,001,884	522,992	334,378
	Arising during the year		1,629,999	1,904,180	698,093	465,798
	Utilised during the year		(2,970,357)	(1,273,750)	(747,297)	(277,184)
	Discontinued operations	8.3	-	(6,481)	-	-
	Exchange differences		61,687	(57,334)	-	-
	At 31 March		**1,289,828**	**2,568,499**	**473,788**	**522,992**
26.3	**Severance pay provision reconciliation**					
	At 1 April		45,793	3,277	-	-
	Arising during the year		243,219	49,474	-	-
	Utilised during the year		(296,406)	(2,406)	-	-
	Exchange differences		8,014	(4,552)	-	-
	At 31 March		**620**	**45,793**	**-**	**-**
						-
26.4	**Leave pay provision reconciliation**					
	At 1 April		426,716	484,471	112,449	104,693
	Arising during the year		86,299	34,654	47,228	7,756
	Utilised during the year		(52,075)	(75,167)	-	-
	Discontinued operations		-	(6,481)	-	-
	Exchange differences		11,779	(10,761)	-	-
	At 31 March		**472,719**	**426,716**	**159,677**	**112,449**
26.5	**Bonus provision reconciliation**					
	At 1 April		2,095,990	1,514,136	410,543	229,685
	Arising during the year		1,300,480	1,820,053	650,865	458,042
	Utilised during the year		(2,621,876)	(1,196,177)	(747,297)	(277,184)
	Exchange differences		41,895	(42,022)	-	-
	At 31 March		**816,489**	**2,095,990**	**314,111**	**410,543**

27 RELATED PARTIES' TRANSACTIONS AND BALANCES

27.1

Related party transactions		**Sales of goods to**	**Purchase of goods from**	**Dividends received from**	**Dividends paid to**	**Royalties earned from**	**Royalties ncúrred to**	**Management fees earned from**	**Management fees incurred to**	**Interest earned from**	**Interest incurred to**
GROUP	**Note**	**27.1.1**	**27.1.2**	**27.1.3**	**27.1.4**	**27.1.5**	**27.1.6**	**27.1.7**	**27.1.8**	**27.1.9**	**27.1.10**
2022						**US$**					
Seed Co Limited Zimbabwe		35,405	4,685,583	-	-	-	2,545,380	900,000	-	-	-
Prime Seed Co Zimbabwe		218,408	-	-	-	-	-	-	-	-	-
Quton Zimbabwe		1,906	-	-	-	-	-	-	-	-	-
Prime Seed Co International		-	-	-	-	-	-	-	-	21,680	-
Prime Seed Co South Africa (Alliance Seeds)		-	2,023	-	-	-	-	-	-	8,552	-
Prime Seed Co Zambia		351,076	-	-	-	-	-	-	-	-	-
Prime Seed Co Malawi		3,695	-	-	-	-	-	-	-	-	-
Prime Seed Co Kenya		5,476	-	-	-	-	-	-	-	-	-
AgriSynergy		-	-	-	-	-	-	-	-	117,420	-
Limagrain Zaad South Africa		266,854	-	-	-	-	-	-	-	-	-
SARO		166,225	-	-	-	-	-	-	-	925	-
		1,049,045	**4,687,607**	**-**	**-**	**-**	**2,545,380**	**900,000**	**-**	**148,577**	**-**
				-		-					-
	Note	**27.1.1**	**27.1.2**	**27.1.3**	**27.1.4**	**27.1.5**	**27.1.6**	**27.1.7**	**27.1.8**	**27.1.9**	**27.1.10**

GROUP	**Sales of goods to**	**Purchase of goods from**	**Dividends received from**	**Dividends paid to**	**Royalties earned from**	**Royalties ncúrred to**	**Management fees earned from**	**Management fees incurred to**	**Interest earned from**	**Interest incurred to**
2021					**US$**					
Seed Co Limited Zimbabwe	-	5,858,945	-	-	-	-	868,797	-	163,674	71,945
Prime Seed Co Zimbabwe	-	290,602	-	-	-	-	-	-	-	-
Prime Seed Co International	111,300	-	-	-	-	-	-	-	20,444	-
Prime Seed Co South Africa (Alliance Seeds)	-	86,116	-	-	-	-	-	-	15,954	-
Prime Seed Co Malawi	6,953	-	-	-	-	-	-	-	-	-
AgriSynergy	-	-	-	-	-	-	-	-	32,173	-
Limagrain Zaad South Africa	1,738,017	-	-	-	-	-	-	-	-	-
Seed Co West & Central Africa	258,605	-	-	-	-	-	-	-	-	-
	2,114,875	**6,235,663**	**-**	**-**	**-**	**-**	**868,797**	**-**	**232,245**	**71,945**

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

COMPANY	Note	Sales of goods to	Purchase of goods from	Dividends received from	Dividends paid to	Royalties earned from	Royalties incurred to	fees earned from	Management fees incurred to	Interest earned from	Interest incurred to
		27.1.1	27.1.2	27.1.3	27.1.4	27.1.5	27.1.6	27.1.7	27.1.8	27.1.9	27.1.10
2022						US$					
Seed Co Enterprise		-	-	-	-	-	-	-	1,626,849	-	-
Seed Co Botswana		-	-	-	-	-	-	157,067	-	-	165,602
Seed Co South Africa		-	-	-	-	-	-	-	-	-	-
Seed Co Zambia		-	-	2,694,330	-	914,671	-	1,173,672	-	82,140	-
Seed Co DRC		-	-	-	-	50,935	-	-	-	-	-
Seed Co Malawi		-	-	1,638,063	-	673,616	-	381,418	-	89,416	-
Seed Co Tanzania		-	-	1,606,000	-	686,725	-	437,360	-	6,248	-
Agri Seed Co Kenya		-	-	435,000	-	262,381	-	274,852	-	90,124	-
Seed Co Mozambique		-	-	-	-	100,815	-	-	-	-	-
Seed Co Limited Zimbabwe		-	-	-	-	-	2,545,380	900,000	-	-	-
Prime Seed Co International		-	-	-	-	-	-	-	-	21,680	-
Prime Seed Co South Africa (Alliance Seeds)		-	-	-	-	-	-	-	-	8,551	-
AgriSynergy		-	-	-	-	-	-	-	-	117,420	-
Seed Co West & Central Africa		-	-	-	-	-	-	-	-	925	-
		-	**-**	**6,373,393**	**-**	**2,689,143**	**2,545,380**	**3,324,369**	**1,626,849**	**416,504**	**165,602**
				-		-		-		-	-
	Note	**27.1.1**	**27.1.2**	**27.1.3**	**27.1.4**	**27.1.5**	**27.1.6**	**27.1.7**	**27.1.8**	**27.1.9**	**27.1.10**

COMPANY	Sales of goods to	Purchase of goods from	Dividends received from	Dividends paid to	Royalties earned from	Royalties incurred to	Management fees earned from	Management fees incurred to	Interest earned from	Interest incurred to
2021					US$					
Seed Co Enterprise	-	-	-	-	-	-	-	1,776,629	-	-
Seed Co Botswana	-	-	-	-	-	-	157,067	-	-	182,994
Seed Co South Africa	-	-	-	-	-	-	16,580	-	-	-
Seed Co Zambia	-	-	2,534,016	-	1,196,188	-	1,173,673	-	581,379	-
Seed Co Malawi	-	-	748,952	-	880,328	-	381,418	-	1,206	-
Seed Co Tanzania	-	-	1,241,693	-	615,973	-	437,360	-	2,010	-
Agri Seed Co Kenya	-	-	-	-	571,365	-	274,852	-	215,136	-
Agri Seed Co Nigeria	-	-	-	-	-	-	-	-	14,631	-
Seed Co Limited Zimbabwe	-	-	-	-	-	-	868,797	-	163,674	-
Prime Seed Co International	-	-	-	-	-	-	-	-	20,444	-
Prime Seed Co South Africa (Alliance Seeds)	-	-	-	-	-	-	-	-	15,954	-
AgriSynergy	-	-	-	-	-	-	-	-	32,173	-
	-	**-**	**4,524,661**	**-**	**3,263,854**	**-**	**3,309,747**	**1,776,629**	**1,046,607**	**182,994**

		Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
27.1.11	**Directors' emoluments**					
	Short term benefits		1,808,967	1,444,224	894,128	583,516
	Directors' fees		374,803	298,066	272,397	207,261
			2,183,770	**1,742,290**	**1,166,525**	**790,777**

Short-term benefits include salaries, bonuses, allowances and Company contributions towards pension and medical aid.

		Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
27.2	**Related party balances**					
27.2.1	**Due from related parties**					
	Due from related entities	18.1	6,005,020	17,653,354	23,494,686	36,887,891
	Due from related persons		529,484	364,514	137,552	296,996
			6,534,504	**18,017,868**	**23,632,238**	**37,184,887**

The Company has arranged an Executive Loan Facility of which current exposure at year-end is USD 500,000.

		Note	GROUP 2022 US$	GROUP 2021 US$	COMPANY 2022 US$	COMPANY 2021 US$
27.2.2	**Due to related parties**					
	Due to related entities	25.1	**6,466,010**	**6,569,106**	**7,239,791**	**9,956,239**

28 SEGMENTAL INFORMATION

The operating businesses are managed separately according to the country that they operate in, with each segment representing a strategic business unit that operates in the same geographical area. For management purposes, the Group is organised into business units based on their geographical locations and four reportable operating segments as follows:

Reportable segments	Countries aggregated
Southern Africa	Botswana, Mozambique and South Africa.
Central Africa	Democratic Republic of Congo (DRC), Malawi and Zambia.
East Africa	Ethiopia, Kenya, Rwanda and Tanzania.
West Africa	Nigeria.

The Group Executives monitor the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss after tax and is measured consistently with profit or loss after tax in the consolidated financial statements.

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The operating segments as stated above have been aggregated to form the above reportable operating segments. The aggregation criteria assists the Group Executives to evaluate the nature and financial effects of the business activities and the economic environments in which it operates. The aggregated operating segments have largely similar products offerings; class of customers and are based in areas of the African continent which have generally similar economic environments and climate conditions.

The reporting segments follow uniform accounting policies and have the same year end. Transactions between reported segments follow the same basis of accounting as those followed within the Group. Transfer prices between operating segments are on an arm's length basis.

There is no change from prior periods in the measurement methods used to determine reported segment profit or loss.

Inter-segment transactions and balances and unrealized profits between segments are eliminated upon consolidation and reflected in the 'adjustments and eliminations' column below

Inter-segment transactions and balances and unrealized profits between segments are eliminated upon consolidation and reflected in the 'adjustments and eliminations' column below

28.1 Summarised income statements	Southern Africa	Central Africa	East Africa	West Africa	Adjustments and eliminations	GROUP
for the year ended 31 March 2022			US$			
Revenue	**16,841,444**	**51,551,845**	**30,270,473**	**1,525,328**	**(11,724,145)**	**88,464,945**
External	15,411,327	41,610,618	29,917,673	1,525,328	-	**88,464,946**
Inter-segment	1,430,117	9,941,227	352,800	-	(11,724,145)	**(1)**
Cost of sales	(12,646,006)	(30,108,233)	(16,467,982)	(955,995)	11,512,197	**(48,666,019)**
Gross profit	**4,195,438**	**21,443,612**	**13,802,491**	**569,333**	**(211,948)**	**39,798,926**
Other income	14,381,899	3,489,064	98,545	40,948	(13,113,754)	**4,896,702**
Operating expenses	(14,143,979)	(15,694,913)	(7,662,558)	(334,475)	6,898,663	**(30,937,262)**
Operating profit/(loss)	**4,433,358**	**9,237,763**	**6,238,478**	**275,806**	**(6,427,039)**	**13,758,366**
Finance income	653,757	37,373	80,583	-	(463,094)	**308,619**
Finance costs	(1,319,735)	(2,182,664)	(265,262)	(75,451)	463,095	**(3,380,017)**
Share of profit/(loss) from associate and joint ventures	(378,937)	-	-	-	139,536	**(239,401)**
Profit/(Loss) before tax from continuing operations	**3,388,443**	**7,092,472**	**6,053,799**	**200,355**	**(6,287,502)**	**10,447,567**
Income tax expense	(421,024)	(975,565)	(1,993,726)	(29,371)	68,195	**(3,351,491)**
Profit/(Loss) for the year from continuing operations	**2,967,419**	**6,116,907**	**4,060,073**	**170,984**	**(6,219,307)**	**7,096,076**
Discontinued operations						
Profit/(Loss) after tax for the year from discontinued operations	-	-	-	-	-	**-**
Profit/(Loss) for the year	**2,967,419**	**6,116,907**	**4,060,073**	**170,984**	**(6,219,307)**	**7,096,076**

	Southern Africa	Central Africa	East Africa	West Africa	Adjustments and eliminations	GROUP
for the year ended 31 March 2021			US$			
Revenue	**9,363,323**	**57,182,026**	**30,224,419**	**2,254,024**	**(10,497,605)**	**88,526,187**
External	9,363,323	47,156,748	30,089,419	2,254,024	(337,327)	**88,526,187**
Inter-segment	-	10,025,278	135,000	-	(10,160,278)	**-**
Cost of sales	(6,590,748)	(30,251,843)	(16,956,128)	(1,658,860)	10,690,587	**(44,766,992)**
Gross profit	**2,772,575**	**26,930,183**	**13,268,291**	**595,164**	**192,982**	**43,759,195**
Other income	13,438,962	689,123	(154,400)	260,534	(10,769,406)	**3,464,813**
Operating expenses	(14,959,363)	(14,295,062)	(7,068,842)	(754,416)	7,952,639	**(29,125,044)**
Operating profit/(loss)	**1,252,174**	**13,324,244**	**6,045,049**	**101,282**	**(2,623,785)**	**18,098,964**
Finance income	1,317,014	120,891	71,300	23,093	(1,105,498)	**426,800**
Finance costs	(1,883,217)	(1,686,272)	(430,930)	(15,276)	1,102,925	**(2,912,770)**
Share of profit/(loss) from associate and joint ventures	(479,142)	-	-	-	163,520	**(315,622)**
Profit/(Loss) before tax from continuing operations	**206,829**	**11,758,863**	**5,685,419**	**109,099**	**(2,462,838)**	**15,297,372**
Income tax expense	(434,675)	(1,696,180)	(1,797,724)	-	(49,772)	**(3,978,351)**
Profit/(Loss) for the year from continuing operations	**(227,846)**	**10,062,683**	**3,887,695**	**109,099**	**(2,512,610)**	**11,319,021**
Discontinued operations						
Profit/(Loss) after tax for the year from discontinued operations	-	-	-	-	(218,492)	**(218,492)**
Profit/(Loss) for the year	**(227,846)**	**10,062,683**	**3,887,695**	**109,099**	**(2,731,102)**	**11,100,529**

28.2 Summarised statements of financial position	Southern Africa	Central Africa	East Africa	West Africa	Adjustments and eliminations	GROUP
At 31 March 2022			US$			
Non-current assets	46,053,433	38,051,263	5,398,602	279,126	(31,125,768)	**58,656,656**
Current assets	46,955,110	58,043,489	18,903,550	2,850,832	(27,829,023)	**98,923,958**
Non-current liabilities	(207,252)	(14,594,738)	(561,743)	-	-	**(15,363,733)**
Current liabilities	(41,749,791)	(22,270,327)	(9,970,104)	(1,743,759)	29,634,695	**(46,099,286)**
Total equity	**51,051,500**	**59,229,687**	**13,770,305**	**1,386,199**	**(29,320,096)**	**96,117,595**
At 31 March 2021			US$			
Non-current assets	45,742,937	32,655,085	5,710,972	465,069	(33,571,837)	**51,002,226**
Current assets	54,492,547	44,722,609	18,475,520	3,314,998	(34,789,580)	**86,216,094**
Non-current liabilities	(267,429)	(2,988,890)	(379,584)	-	-	**(3,635,903)**
Current liabilities	(50,147,749)	(22,833,674)	(11,837,327)	(2,453,606)	37,414,766	**(49,857,590)**
Total equity	**49,820,306**	**51,555,130**	**11,969,581**	**1,326,461**	**(30,946,651)**	**83,724,827**

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

29 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The Group's and Company's financial assets (note 17) arise directly from their operations.

The main purpose of the Group's and Company's financial liabilities is to finance the Group's and Company's operations.

The Group's and Company's policy prohibits trading in financial instruments.

Financial assets and financial liabilities are offset and the net amount is reported in the statements of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

29.1 Fair values

The fair value of the financial assets and liabilities is estimated to be the amount at which the instrument could be exchanged in a transaction between willing parties, other than in a forced or liquidation sale.

The carrying amount of all financial instruments measured at amortised cost shown on the statements of financial position approximate their fair values largely due to the short-term maturities of these instruments.

29.2 Financial instruments risk management objectives and policies

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks while the Audit Committee reviews and approves policies for managing each of these risks which are summarised below:

29.2.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk.

Financial instruments affected by market risk include receivables; cash and cash equivalents; payables and loans and borrowings.

The following assumptions have been made in the sensitivity analyses:

- The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2022 and 2021.
- There is no impact on equity besides the increase/decrease in retained earnings due to change in profit or loss.

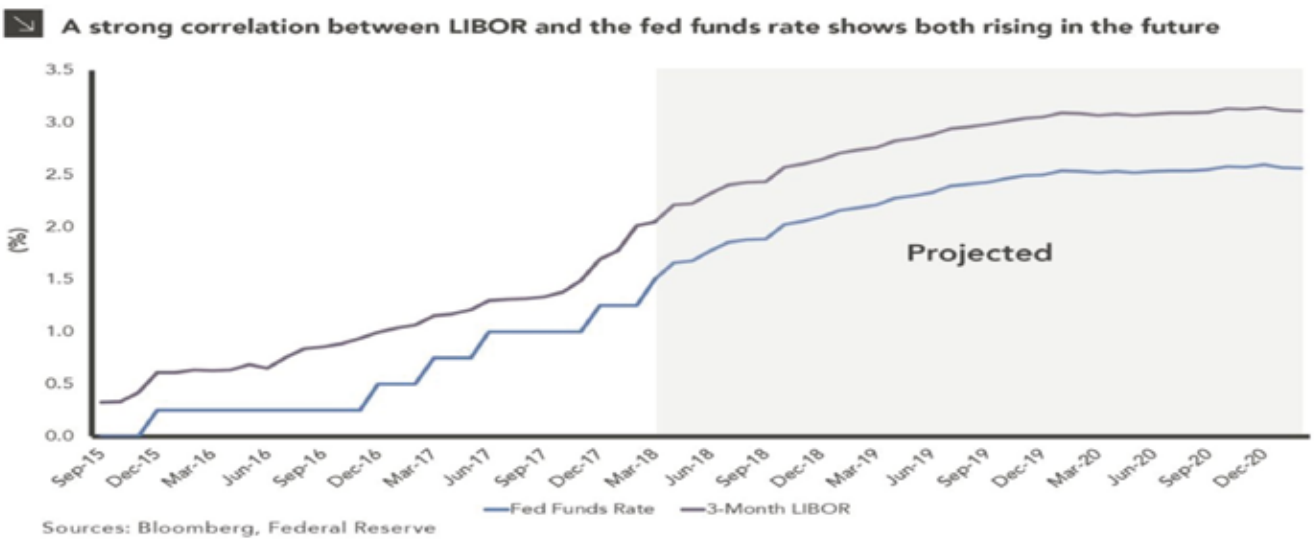
29.2.1a) Interest rate risk

Interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

The Group manages its interest rate risk by having most of its borrowings in short term US Dollar based prime linked rate of interest. This rate is generally stable with minimal movements in the rate based on the Reserve Bank's policy objectives.

Interest Rate Benchmark Reforms - LIBOR Decommissioning

The LIBOR was decommissioned in December 2021, and was replaced by a risk-free benchmark rate as deemed appropriate in each jurisdiction. Given the foregoing, the Group agreed with its main lenders to adopt the Federal Reserve Mid-Range Policy Rate (FDTRMID) for all its US Dollar lending instruments which generally has better pricing than the previous LIBOR benchmark pricing. The graph below shows a rough trajectory of the correlation between the LIBOR & the Fed Funds rate:



NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

Interest rate sensitivity
Note 23.4 demonstrates the sensitivity of the the Group's and Company's profit before tax is to a reasonably possible change in interest rates on that portion of loans and borrowings affected with all other variables held constant.

29.2.1b) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (monetary assets or liabilities are denominated in a foreign currency).

The Group operates in several countries in Africa and is exposed to foreign exchange risk arising from the volatility of some of the respective local functional currencies primarily against the US Dollar, which is the Group's and Company's presentation currency.

The Group manages its foreign currency risk by balancing its foreign denominated assets and liabilities so that any negative movements in one are compensated by positive movements in the other.

Foreign currency rate sensitivity
Notes 17.5, 18.2, 19.3, 23.5, 24.3 and 25.3 demonstrates the sensitivity to a reasonably possible change in US dollar exchange rate against the various currencies across the Group, with all other variables held constant, on the Group's and Company's profit before tax. A 10% change is considered as a reasonably possible change in US$ exchange rate against the respective currencies by the Group Board. The impact on the Group's and Company's profit before tax is due to changes in the value of monetary assets and liabilities induced by exchange rate movements.

The Company is exposed to the fluctuation of the ZAR and BWP against the US$ as some of its monetary assets and liabilities are denominated in those currencies.

29.2.2 Credit risk
Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its deposits in the custody of financial institutions.

Trade receivables
Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and controls relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by bank guarantees. There was no significant change in the current period on the quality of the bank guarantees in place. No loss allowances are made against bank guaranteed receivables as bank generally make good the outstanding amount within a reasonably short period of time in the rare cases where bank guaranteed customers default. The Group does not hold any collateral. The maximum exposure to credit risk is equal to the carrying amount as per the statements of financial position.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e. geographical region and customer type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product, inflation and interest rates) are expected to deteriorate over the next year which can lead to an increased number of defaults in the agricultural sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

Generally, trade receivables are written-off if past due for more than two (2) years except for intercompany debtors and sovereign Government debt.The Group's customers are located in several jurisdictions which are largely independent markets therefore its customer base is reasonably dispersed without one single customer individually contributing to a significant portion of the Group's total sales. The Group therefore evaluates the concentration of risk with respect to trade receivables as low with the exception of exposure to various regional governments as disclosed in note 17.1.4.

Information about the credit risk exposure on the Group's and Company's trade receivables using provision matrices are set out in note 17.2.

Cash and cash equivalents and other financial assets
Credit risk from balances with the government and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within limits assigned to each counterparty. Counterparty limits are reviewed by the Group's Audit Committee on a regular basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The maximum exposure to credit risk is equal to the carrying amount as per the statements of financial position.

The Group evaluates the concentration of risk with respect to bank deposits as low since the Group's cash and cash equivalents balances are spread across the various banks in the countries the Group's operates.

29.2.3 Liquidity risk
Liquidity risk is the risk that the Group or the Company will encounter in meeting commitments associated with financial liabilities because of the possibility that the Group or the Company may be required to pay its liabilities earlier than expected. The liquidity risk arises if the Group or the Company defaults in its loan commitments or in meeting other conditions of the financial liabilities.

Notes 12.3, 23.4, 24.2 and 25.2 summarise the maturity profile of the Group's and Company's financial liabilities based on contractual undiscounted payments:

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

The Group and Company ensure timely payments of all loan commitments, which are mainly in the form of bank overdrafts, and are reviewed every twelve (12) months. Timely arrangements are made with the banks to review facilities before they expire to avoid default.

The Group and Company are principally funded through centrally arranged facilities through the Company, Seed Co International Limited. As part of its treasury functions, Seed Co International Limited has short-term financing from main bankers in place.

The Group and Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. Access to sources of funding is sufficiently available and debt maturing within six (6) months can be rolled over with existing lenders.

29.2.4 Cash management

As part of cash management, Group cash positions are monitored on a daily basis, with a view on optimizing returns. Furthermore, the Group continues to explore opportunities to maximise yields on any surplus returns.

30 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes stated capital and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group monitors capital using a gearing ratio, which is net debt divided by total capital. The Group's policy is to keep its gearing ratio below 50%. The Group's net debt definition comprises loans and borrowings less cash and cash equivalents.

In order to achieve this overall objective, the Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2022 and 2021.

		GROUP		COMPANY	
Set out below is the computation of the Group and Company's gearing ratios:		2022	2021	2022	2021
	Note	US$	US$	US$	US$
Loans and borrowings	23.1	42,142,932	32,223,938	22,822,504	29,295,967
Cash and cash equivalents	19.1	(19,911,047)	(9,821,476)	(5,884,471)	(121,932)
Net debt		**22,231,885**	**22,402,462**	**16,938,033**	**29,174,035**
Capital		95,158,439	82,742,742	42,104,169	41,305,581
Gearing		**23%**	**27%**	**40%**	**71%**

		GROUP		COMPANY	
		2022	2021	2022	2021
31 COMMITMENTS AND CONTINGENCIES	Note	US$	US$	US$	US$
Commitments	31.1.1	6,904,698	4,802,173	10,000	149,500
Contingent liabilities	31.2	165,661	165,697	-	-

31.1 Commitments

31.1.1 Capital expenditure commitments

The Board approved Management's capital expenditure plans for the Group and the Company though these were not yet contracted for at the reporting date.

31.1.2 Seed production

The Group, through its subsidiaries in Zambia, Malawi, Tanzania, Kenya and Nigeria, contracts growers to produce seed on its behalf every year. The seed production process takes approximately six (6) months. This gives the business the right to obtain the economic benefits from use of the farmer's land earmarked for seed production. The Group compensates the growers on seed delivery as agreed in the contract. Grower contracts are negotiated every year depending on the Group's seed volume requirements. The number and composition of growers varies every year depending on the Group's seed volume requirements and past grower performance. The farmer has the right to convert for their use the portion of land previously used for the Group's seed production upon harvest.

31.2 Contingent liabilities

Seed Co Tanzania had unresolved Tanzania Revenue Authority (TRA) tax assessments on Withholding Tax (WHT) and Skills and Development Levy (SDL), with a possible loss of TZS 384,666,000 (2021: TZS 384,666,000). Seed Co Tanzania's management won this case against the TRA at the Tax Tribunal but the TRA has since appealed against Seed Co Tanzania at the Court of Appeal where the case has not yet been heard.

31.3 Guarantees

Stanbic Bank Botswana provided financial guarantees to Botswana Unified Revenue Service (BURS) for VAT deferral accounts in favour of Seed Co Botswana.

31.4 Collateral pledged as security for loans and borrowings	Balance sheet classification	Currency	Facility limit	Tenure	Maturity	Facility structure
- Mortgage bond over the Lusaka Office Park, Zambia	Non-current	USD	12,500,000	7 years	Fixed	Project finance
- Registered deeds of hypothecation over movable and immovable assets - Guarantees from related parties, subsidiaries and parent company	Current	USD	1,500,000	365 days	Subject to annual review	Working capital facility
- Deed of cession over stocks, debtors and a portion of the groups' call deposits - Debentures over stocks, debtors and insurance cover	Current	BWP	22,000,000	365 days	Subject to annual review	Overdraft
- Cession of intercompany balances - A charge over the Kitali warehouse and plant in Kitale, Kenya	Current	USD	19,000,000	365 days	Subject to annual review	Revolving credit facility
- Guarantees from subsidiaries and parent company	Current	USD	5,000,000	150 days	Fixed	Project finance

NOTES TO THE CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

32 EVENTS AFTER THE REPORTING DATE

	GROUP		COMPANY	
	2022	2021	2022	2021
32.1 Dividend	cents/share	cents/share	cents/share	cents/share
Approved by Board	-	0.97	-	0.97

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws of Botswana, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. Dividends declared after the reporting date are not recognised as a liability in the statements of financial position.

Proposed dividends on ordinary shares are subject to approval at the annual general meeting to be held before the end of September 2022 and are not recognised as a liability as at 31 March.

33 IMPACT OF COVID-19 AND THE RUSSIA-UKRAINE WAR

33.1 COVID-19

The Covid-19 global pandemic largely subsided at the time of reporting though a resurgence is being experienced in China. The activation of health responsive measures and mainly the introduction of vaccines helped countries to manage the pandemic. Most countries were the Group operates have largely lifted restrictions and states of national disaster. The Group believes that the worst of the pandemic is over and therefore no significant impact is expected going forward.

33.2 RUSSIA-UKRAINE WAR

The most notable twin business risks for the Group emerging from the crisis in Europe are as follows:

- Rising cost of doing business across the value chain due to escalating costs of imported key production inputs (fuel, chemicals and fertilizers) and general cost of living leading to wage pressure. In response central banks have started hiking interest rates which raises the cost of borrowing.
- Supply chain bottlenecks raising fears of potential shortages of the aforementioned inputs which could have a negative impact on seed production.

The conflict however presents an opportunity for increased agricultural activity particularly in Africa to fill the food supply gap created by Russia and Ukraine. The Group therefore stands to benefit from the potential increase in seed demand as countries on the continent seek food self-sufficiency. Additionally, selling prices are also likely to move in line with the imported global inflation. Where possible, the Group will procure inputs in advance to lock prices and continue to lobby authorities to prioritise funding towards food production.

COMPLIANCE WITH KING IV CODE OF CORPORATE GOVERNANCE

The Board is committed to complying with the requirements of King IV and this is in line with the BSE Listings Requirements. The Board had responsibility and oversight over the application of and compliance with the principles of King IV as disclosed in the checklist below:

Principle #	Governance Outcome	Principle	Application
1	Ethical Leadership	The governing body should lead ethically and effectively	The Board complies with this principle guided by the Group's Governance Manual with includes a Code of Ethics.
2	Organisational ethics	The governing body should govern the ethics of the organisation in a way that supports the establishment of an ethical culture	The Board complied with this principle. The Code of Conduct is incorporated into the Governance Manual. All staff members sign the Code of Conduct, and Seed Co's policies and contracts embody provision from the Code of Conduct.
3	Responsible corporate citizenship	The governing body should ensure that the organisation is and is seen to be a responsible corporate citizen	The Board complies with this principle. The Board reviews the list of laws, policies etc. annually, to ensure that Seed Co is complying with the relevant legislation, policies etc. and the monitoring of the implementation of this principle is the primary responsibility of the Audit & Risk Committee. Further, the Group's Environment, Social & Governance (ESG) Policy provides oversight of the Group's activities relating to responsible corporate citizenship.
4	Strategy and performance	The governing body should appreciate that the organisation's core purpose, its risks and opportunities, strategy, business model, performance and sustainable development are all inseparable elements of the value creation process	The Board complies with this principle. The Board has overall responsibility for organisational performance. The Board reviews and approves the Strategic Plan and Annual Performance Plan (budgets) for the Group. Management is delegated to implement the strategy and policies. The Board has oversight of strategy implementation through quarterly and annual reviews. The Audit & Risk Committee is delegated to interrogate the financial strategy, financial reporting, risk, ESG and IT governance.
5	Reporting	The governing body should ensure that reports issued by the organisation enable stakeholders to make informed assessments of the organisation's performance and its short, medium, and long-term prospects.	The Board complies with this principle. The Board, assisted by its committees, oversees that various reports are compliant with financial, legal, and regulatory reporting standards and requirements to ensure the reports meet reasonable and legitimate stakeholder expectations. The Board ensures that an Integrated Report issued is in line with the Botswana Companies Act, the BSE Listings Requirements, and King IV.
6	Defined role and responsibilities of the governing body	The governing body should serve as the focal point and custodian of corporate governance in the organisation.	The Board complies with this principle. The Board, assisted by its committees, has overall responsibility for corporate governance across the Group and all its SBUs. The Board has a charter in the form of the Governance Manual that defines the Board's role, responsibilities, and accountability. The delegated Committees report to the Board at every Board meeting. The Governance Manual incorporating the Board and Committees' Terms of Reference are reviewed annually.
7	Balanced composition of the governing body	The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.	The Board complies with this principle. The Board, assisted by the Remuneration & Nomination Committee, considers, on a regular basis through the Board Evaluation process, the composition, balance of skills, experience, diversity, and independence of the Board to establish their effectiveness to discharge their duties as Board members.
8	Committees of the governing body	The governing body should ensure that its arrangements for delegation within its own structures promote independent judgement and assist with balance of power and the effective discharge of its duties.	The Board complies with this principle. The Board has delegated certain functions to its committees with specific terms of reference in line with the Governance Manual, King IV, and relevant legislation. Each committee comprises an experienced Non-Executive Chairman, majority Non-Executive Directors and where necessary, majority Independent Non-Executive Directors. In determining the composition of committees, the Board considers the skills and experience of its members, applicable regulations, and the committee mandate.
9	Governing board evaluation	The governing body should ensure that the evaluation of its own performance and that of its committees, its chair, and its individual members, support continued improvement in its performance and effectiveness.	The Board complies with this principle. The Board conducts a self-evaluation exercise annually and this evaluation comprises the evaluation of the full Board and its committees, the evaluation of the chairperson and individual director peer evaluation. The Group Secretary performance is also evaluated to ensure that there is an arm's length relationship between the Board and the Secretary, in that the objectivity and independence of the Secretary is not unduly influenced.

10	Management appointment and delegation	The governing body should ensure that the appointment of, and delegation to, management contribute to role clarity and the effective exercise of authority and responsibilities	The Board mainly complies with this principle. The Board appoints the Group CEO, and the Audit Committee assists in the appointment of the Group CFO. The Board, assisted by the Remuneration & Nomination Committee, ensures that formal succession plans for the Board, Group CEO, Group CFO, and other senior executive appointments are developed and implemented. The Governance Manual defines reserved powers in line with regulations and best practice.
11	Risk governance	The governing body should govern risk in a way that supports the organisation in setting and achieving strategic objectives.	The Board complies with the principle. The Board's responsibility for risk governance is expressed in the Governance Manual. Risk and assurance oversight is delegated to the Audit and Risk Committee, but the Board still maintains responsibility for this function. Management is delegated to continuously identify, assess, mitigate, and manage risks within the existing operating environment. Risks are disclosed in the Annual Report.
12	Technology and information governance	The governing body should govern technology and information in a way that supports the organisation setting and achieving its strategic objectives.	The Board complies with this principle. The Board assumes the responsibility for the governance of IT and is a standing item on the Board and Audit & Risk Committee Agenda. The Audit & Risk Committee oversees and monitors the implementation of the IT Governance & Security Framework and Enterprise Architecture, including Disaster Recovery.
13	Compliance governance	The governing body should govern compliance with applicable laws and adopted, non-binding rules, codes and standards in a way that supports the organisation being ethical and a good corporate citizen	The Board complies with this principle. The Board is assisted by the Audit & Risk Committee to oversee compliance with legislation, regulations, industry standards, and policies. Compliance falls within the risk matrix and forms part of ongoing business risk management process.
14	Remuneration governance	The governing body should ensure that the organisation remunerates fairly, responsibly, and transparently to promote the achievement of strategic objectives and positive outcomes in the short, medium and long term.	The Board complies with this principle. The Board, assisted by the Remuneration & Nomination Committee, ensures that the Group adopts remuneration policies and practices that are aligned with the Group’s short and long-term strategy, align stakeholder interests, incentivize performance, promote sound risk management, create sustainable value for the Group.
15	Assurance	The governing body should ensure that assurance services and functions enable an effective control environment, and that these support the integrity of information for internal decision-making and of the organisation’s external reports.	The Board complies with this principle. The Board, assisted by the Audit & Risk Committee, ensures that the Group applies a combined assurance model to provide a coordinated approach to all assurance activities. It reviews the plans and work outputs of the external and internal auditors and assesses their adequacy to address all significant financial risks facing the business. The independence of the external and internal auditors is assessed annually.
16	Stakeholder relations	In the execution of its governance role and responsibilities, the governing body should adopt a stakeholder-inclusive approach that balances the needs, interests, and expectations of material stakeholders in the best interests of the organisation over time.	The Board complies with this principle. Stakeholder engagement activities are guided by the Board which delegates the management of relationships with specific stakeholder groups to Management. The Group Secretary acts as a primary point of contact for institutional investors, other shareholders, and all stakeholders, especially regarding issues of corporate governance and investor relations. The Board encourages proactive engagement with shareholders, including engagement at the AGM. Directors attend AGMs to help in responding to shareholder queries. The designated partner of the audit firm also attends the AGM.
17	Responsibility of institutional shareholders	The governing body of an institutional investor organisation should ensure that responsible investment is practiced by the organisation to promote good governance and the creation of value by the companies in which it invests	Seed Co is not an institutional investor. This principle is therefore not applicable to the Group.

TOP 20 SHAREHOLDERS

RANK	NAME	#SHARES	%	STATUS
1	VILMORIN & CIE	127,399,703	32.36%	Non public
2	SEED CO LIMITED	108,172,208	27.48%	Non public
3	OLD MUTUAL ZIMBABWE	35,562,392	9.03%	Public
4	NATIONAL SOCIAL SECURITY AUTHORITY OF ZIMBABWE	24,985,838	6.35%	Public
5	STANBIC NOMINEES	19,879,513	5.05%	Public
6	THE BANK OF NEW YORK MELLON SA/NV AS CUSTODIAN OR TRUSTEE FOR SBSA NLLMF LP	13,863,254	3.52%	Public
7	MINING INDUSTRY PENSION FUND OF ZIMBABWE	7,182,511	1.82%	Public
8	SCB NOMINEES	6,208,345	1.58%	Public
9	BURKET ASSOCIATES LIMITED NNR	4,351,829	1.11%	Public
10	CAPERAL LIMITED NNR	2,852,304	0.72%	Public
11	SEEDCO EMPLOYEES TRUST COMPANY	1,630,793	0.41%	Non public
12	DELTA BEVERAGES PENSION FUND	1,575,016	0.40%	Public
13	DEKALB GENETICS CORPORATION	1,490,625	0.38%	Public
14	COMMUNICATION AND ALLIED INDUSTRIES PENSION FUND OF ZIMBABWE	1,337,600	0.34%	Public
15	ZESA STAFF PENSION FUND	1,175,181	0.30%	Public
16	LHG MALTA HOLDING LTD LHG MALTA HOLDING LTD	1,040,625	0.26%	Public
17	HIPPO VALLEY ESTATES PENSION FUND	920,334	0.23%	Public
18	PUBLIC SERVICE OF ZIMBABWE PENSION FUND	903,241	0.23%	Public
19	ZIMBABWE ELECTRICITY INDUSTRY PENSION FUND	810,952	0.21%	Public
20	SEED CO EMPLOYEES, DIRECTORS & THEIR DEPENDANTS	1,324,673	0.34%	Non public
21	OTHER	30,980,877	7.87%	Public
	TOTAL	**393,647,814**	**100%**	

SHAREHOLDER SPREAD		%	NUMBER
	PUBLIC	60.59%	30
	NON-PUBLIC	39.41%	14,317
	TOTAL	**100.00%**	**14,347**

CORPORATE INFORMATION

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the **22nd Annual General Meeting** of Members of Seed Co International Limited ("the Company") will be held Virtually on **Tuesday the 6th of September 2022, at 15:30hrs GMT+2 (Botswana).** The Annual General Meeting will be hosted online via the Escrow Group platform.

Members will be asked to consider, and if deemed fit, to pass with or without modification, the resolutions set out below: -

ORDINARY BUSINESS: - As ordinary resolutions:

1. **Approval of the Audited Financial Statements and Reports**
   To receive, consider and adopt the Annual Financial Statements and Reports of the Directors and Auditors for the year ended 31 March 2022.

2. **Appointment of Directors**
   a) To note the retirement of Mr. Daniel Jacquemond during the year.
   b) To note, in terms of section 21.4 of the Company's Constitution, the retirement of Mr. Regis Fournier who was co-opted onto the Board during the year and being eligible offers to be elected.
   c) To note the retirement of Mr. David E. B. Long by rotation in terms of section 21.9.1 of the Company's Constitution and being eligible offer themselves for re-election.
   d) To note the retirement of Mr. Michael Ndoro by rotation in terms of section 21.9.1of the Articles of Association and being eligible offer themselves for re-election.
   e) To note the retirement of Mr. Andrew Barron by rotation in terms of section 21.9.1 of the Company's Constitution and being eligible offer themselves for re-election.
   f) To note the retirement of Mr. Patrick Spadin by rotation in terms of section 21.9.1 of the Company's Constitution and being eligible offer themselves for re-election.

   NB: Motions for election will be moved individually.

3. **Approval of Directors' fees**
   To approve the Directors' fees for the year ended 31 March 2022 amounting to $272,397.

4. **Auditors**
   To approve the remuneration of the auditors amounting to $125,279 for the past audit and re-appoint Ernst & Young, Chartered Accountants (Botswana) as auditors for the current year.

5. **Dividend**
   To preserve cash considering the challenging global economic outlook, no dividend was declared this year.

Registration of the AGM
The Annual General Meeting will be held virtually. Members can participate using the following link **https://escrowagm.com/eagmZim/Login.aspx.** Please contact **Lesley Muzamba** for assistance with registration for the annual general meeting, email: **lesley@escrowgroup.org**

Annual Report
The Company's Annual Report is now available on the Company's website, **https://www.seedcogroup.com/investors/results/annual-reports,** copies of the Annual Report have also been sent to Shareholders whose emails are on record.

By Order of the Board
12 August 2022

Eric Kalaote
Company Secretary

Notes
A member entitled to attend and vote at the meeting may appoint one or more proxies to attend, vote and speak in their stead. The proxy need not be a member of the company. To be effective, the form of the proxy must be lodged at the company's office at least 48 hours before the meeting.

SEED CO INTERNATIONAL LIMITED

TWENTY SECOND ANNUAL GENERAL MEETING
FORM OF PROXY

To be held via a Virtual Meeting on Tuesday the 6th of September 2022, at 15:30 hours.

I/We ____

of ____

being a member of Seed Co International Limited hereby appoint

of ____

or failing him/ her ____

of ____

or failing him/ her, the chairman of the company, or failing him, the chairman of the meeting as my/ our proxy to vote for me/ us on my/ our behalf at the Annual General Meeting of the Company to be held on Tuesday the 6th of September 2022 and at any adjournment thereof.

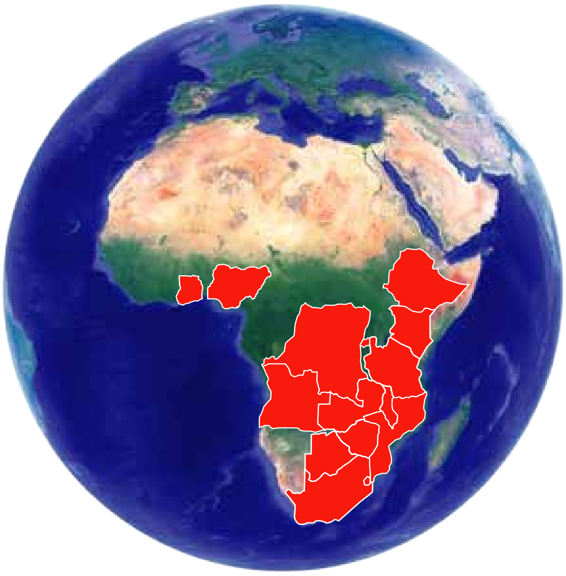
Signed on this ____________________ day of ____________________ 2022

Signature of member

Notes

1. A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one person as his proxy (who need not be a member of the company) to attend and speak, and on a poll to vote in the place of the shareholder.
2. The proxy form should be lodged at the registered office of the company at least forty-eight hours before the time appointed for holding the meeting and can be emailed to: tineyi.chatiza@seedcogroup.com

SEED CO
The African Seed Company



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