

ANNUAL REPORT **2024-2025**

Covering the period 1 July 2024 to 30 June 2025



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New Zealand Green investment Finance Limited (NZGIF) is a Schedule 4A company under the Public Finance Act 1989. NZGIF is not a registered bank.

About us – who we are

NZGIF was established in 2019 to accelerate investments that support New Zealand’s decarbonisation.

In April 2025, Shareholding Ministers, noting a changed investment landscape in the low emissions investment market, passed a shareholder resolution changing the Company’s constitution and instructed NZGIF to effect a managed wind-down of its investments, while meeting its ongoing contractual and legal obligations.

In giving effect to the expectations set out by Ministers, NZGIF is transitioning from an investment origination focused business to an investment management business, seeking to exit investments as quickly as possible and return investment capital to the Crown.

In line with Shareholders’ expectations, NZGIF is now engaging with its investee companies and other market participants on the sale or transfer of NZGIF’s loans and equity positions. The process is being conducted by the Board of NZGIF, and monitored by the Treasury.

Our purpose and objectives

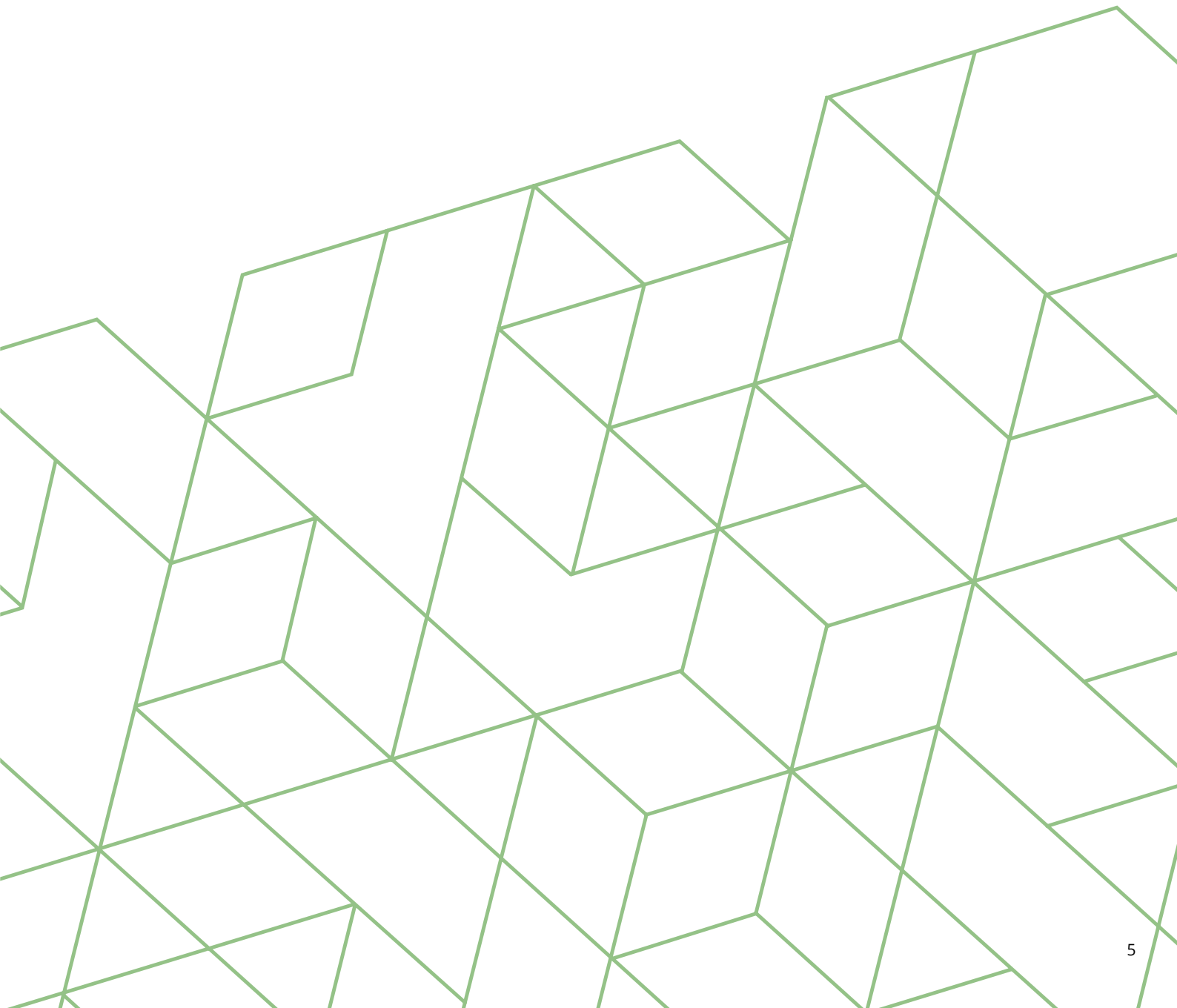
The purpose of the Company is to effect a managed wind-down of its investment portfolio and, to that end, to manage its assets and meet its ongoing contractual (and other legal) commitments, and (to the extent possible) realise through sale or refinance, or otherwise exit from, those assets.

Our historic performance

Because NZGIF’s purpose changed during the financial year, the strategic intentions set out in NZGIF’s most recent statement of intent are no longer applicable to the company, so no assessment of NZGIF’s progress in achieving them has been undertaken.



/ OUR ORGANISATION



OUR PEOPLE

Board

The Board establishes all strategic priorities and all decisions about investments and operations are made under its authority. There are four Board members.



Cecilia Tarrant

CHAIR

*Joined NZGIF 12 April 2019
Resigned on 20 December 2024'*



David Woods

DEPUTY CHAIR, CHAIR OF PEOPLE AND CULTURE COMMITTEE (to 20 December 2024); ACTING CHAIR (from 20 December 2024)

Joined NZGIF 12 April 2019



Jacqueline Cheyne

CHAIR OF AUDIT AND RISK COMMITTEE

*Joined NZGIF 1 June 2019
Resigned on 20 February 2025*



Gavin Fernandez

DIRECTOR

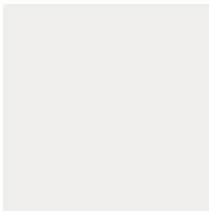
*Joined NZGIF 1 June 2019
Tenure completed on 31 May 2025*



Mark Vivian

DIRECTOR

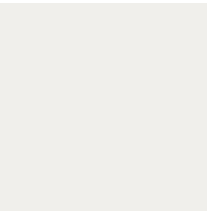
Joined NZGIF 1 June 2019



Peter Castle

DIRECTOR

Appointed 21 July 2025



Colin McCloy

DIRECTOR

Appointed 21 July 2025

Senior leadership team

The senior leadership team comprised the Chief Executive and five senior managers. Chris Day held the position of Interim Chief Executive while the Board undertook a search for a new Chief Executive. Sarah Minhinnick was appointed as Chief Executive in March 2024 and started in the role in August 2024.



Chris Day
INTERIM CHIEF EXECUTIVE



Sarah Minhinnick
CHIEF EXECUTIVE
(FROM 5 AUGUST 2024)



Jason Patrick
CHIEF INVESTMENT OFFICER
Left NZGIF 15 October 2024



Ed Montague
CHIEF OPERATING OFFICER
Left NZGIF 16 May 2025



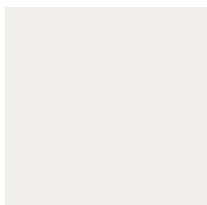
Jenny Lackey
CHIEF OF CORPORATE AFFAIRS



Ian MacKenzie
GENERAL COUNSEL



Hannah Iggulden
HEAD OF PEOPLE AND CULTURE



Iain Morrison
CHIEF FINANCIAL OFFICER
Joined NZGIF 1 August 2025

NZGIF as a good employer

NZGIF is committed to being a good employer. Our approach to performance and people at NZGIF is to:

- ensure that we have the right capability to deliver on our revised purpose
- help our staff deliver to their fullest potential by facilitating consistent and structured performance and development conversations
- align individual objectives to wider team and NZGIF priorities
- maintain a Code of Conduct to outline the standard of behaviour expected from our people
- ensure a full suite of Human Resources and Health, Safety and Wellbeing policies are in place and scheduled for regular review
- support our staff to live our values by relying on them to guide decision making and recognising our people when they display them
- continuously seek to develop our work culture to ensure our people are confident, connected and inspired
- be an equal opportunities employer and take a zero-tolerance approach to bullying, harassment and discrimination in the workplace
- prioritise the health, safety and wellbeing of our staff, provide an annual wellbeing allowance for all staff and ensure all staff have access to the Employee Assistance Programme (EAP)
- undertake transparent and equitable job evaluation practices and benchmark staff salaries against the market
- monitor our Gender Pay Gap and take action to reduce it.

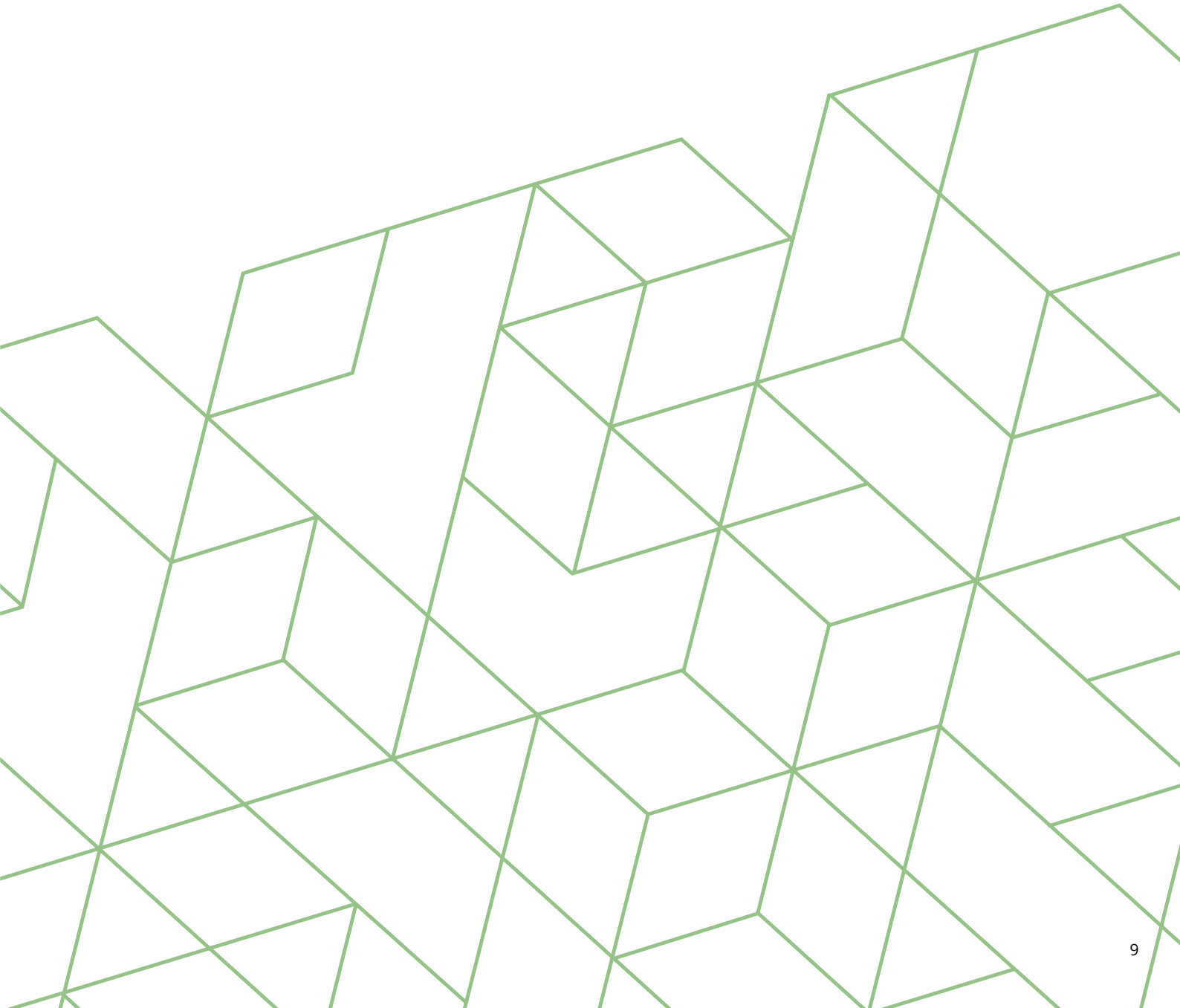
Health, safety and wellbeing

NZGIF has a Health, Safety and Wellbeing framework to ensure compliance with the Health and Safety at Work Act 2015.

Wellness benefits include free, confidential access to the Employee Assistance Programme (EAP) and an allowance of \$3,000 a year to spend on health and wellness benefits for each permanent and fixed-term employee.



/ OUR PERFORMANCE



STATEMENT OF RESPONSIBILITY

For the year ended 30 June 2025

Under the requirements of the Public Finance Act 1989, section 19A, the Board is responsible for the preparation of New Zealand Green Investment Finance Limited's Annual Report, which includes Financial Statements and a Statement of Performance, and for the judgements made therein.

The Board of Directors of New Zealand Green Investment Finance Limited has responsibility for establishing and maintaining a system of internal control designed to provide reasonable assurance as to the integrity and reliability of financial and non-financial reporting for the Company.

In the Board's opinion, these financial statements and statement of performance fairly reflect the financial position and performance of New Zealand Green Investment Finance Limited for the year ended 30 June 2025.

Signed on behalf of the Board.

23 October 2025

Yours sincerely



David Woods

Acting Chair of the Board



Mark Vivian

Director

STATEMENT OF SERVICE PERFORMANCE

NZGIF has one class of reportable outputs. The table below shows the application of revenue and expenses that support the single output class of NZGIF.

Objective	Measure	2024-25 Target	2024-25 Results
NZGIF effects a managed wind-down of its investment portfolio	NZGIF takes steps to initiate the development of a wind-down plan	Draft wind-down plan prepared and reviewed by Board	Achieved
		Commercial advisor appointed	Achieved
	Investment commitments are exited in a timely manner	\$24.5m commitments exited	\$69.98m commitments exited ⁽ⁱ⁾
	NZGIF retains the capability to develop and implement the wind-down plan	Retention strategy implemented	Achieved
NZGIF meets its ongoing legal and contractual commitments	All material legal and contractual obligations are met	100%	Achieved
NZGIF operates in a financially sustainable, self-financing manner	Capital called from Shareholding Ministers to fund ordinary operations and investment activity	\$0	Achieved
	NZGIF's workforce is appropriately sized	Change process outcomes determined	Achieved

(i) Exit includes sale, refinance and other methods, including the expiry of a contractual commitment.



INDEPENDENT AUDITOR'S REPORT

TO THE READERS OF NEW ZEALAND GREEN
INVESTMENT FINANCE LIMITED GROUP'S FINANCIAL
STATEMENTS AND PERFORMANCE INFORMATION
FOR THE YEAR ENDED 30 JUNE 2025

The Auditor-General is the auditor of New Zealand Green Investment Finance Limited and its controlled entities (collectively referred to as 'the Group'). The Auditor-General has appointed me, Brent Manning, using the staff and resources of KPMG New Zealand, to carry out the audit of the financial statements and the performance information, including the performance information for appropriations of the Group on his behalf.

Opinion

We have audited:

- the financial statements of the Group on pages 16 to 41, that comprise the statement of financial position as at 30 June 2025, the statement of comprehensive revenue and expenses, statement of movements in equity and statement of cash flows for the year ended on that date and the notes to the financial statements that include accounting policies and other explanatory information; and
- the performance information which reports against the Group's statement of performance expectations and appropriations for the year ended 30 June 2025 on pages 11 and 49 to 50.

In our opinion:

- the financial statements of the Group:
 - o present fairly, in all material respects:
 - its financial position as at 30 June 2025; and
 - its financial performance and cash flows for the year then ended; and

- o comply with generally accepted accounting practice in New Zealand in accordance with Public Benefit Entity International Public Sector Accounting Standards Reduced Disclosure Regime; and
- the Group's performance information for the year ended 30 June 2025:
 - o presents fairly, in all material respects, for each class of reportable outputs:
 - its standards of delivery performance achieved as compared with forecasts included in the statement of performance expectations for the financial year; and
 - its actual revenue and output expenses as compared with the forecasts included in the statement of performance expectations for the financial year; and
 - o presents fairly, in all material respects, for the appropriations:
 - what has been achieved with the appropriations; and
 - the actual expenses or capital expenditure incurred as compared with the expenses or capital expenditure appropriated or forecast to be incurred; and
 - o complies with generally accepted accounting practice in New Zealand.

Our audit was completed on 23 October 2025. This is the date at which our opinion is expressed.

The basis for our opinion is explained below. In addition, we outline the responsibilities of the Board of Directors and our responsibilities relating to the financial statements and the performance information, we comment on other information, and we explain our independence.

Emphasis of matter – The financial statements have been prepared on a non-going concern basis

Without modifying our opinion, we considered the basis of preparation in note 1(c) on pages 20 and 21, regarding the Group financial statements being prepared on a non-going concern basis. The basis applied is appropriate because the Group is in the process of winding up. The Group received instructions from the Minister of Climate Change to wind-down its investment activities. As disclosed, it is expected that all obligations will be settled and remaining capital will be returned to the Crown.

Basis for our opinion

We carried out our audit in accordance with the Auditor-General's Auditing Standards, which incorporate the Professional and Ethical Standards and the International Standards on Auditing (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board. Our responsibilities under those standards are further described in the Responsibilities of the auditor section of our report.

We have fulfilled our responsibilities in accordance with the Auditor-General's Auditing Standards.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of the Board of Directors for the financial statements and the performance information

The Board of Directors is responsible on behalf of the Group for preparing financial statements and performance information that are fairly presented and that comply with generally accepted accounting practice in New Zealand.

The Board of Directors is responsible for such internal control as it determines is necessary to enable it to prepare financial statements and performance information that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements and the performance information, the Board of Directors is responsible on behalf of the Group for assessing the Group's ability to continue as a going concern. The Board of Directors is also responsible for disclosing,

as applicable, matters related to going concern and using the going concern basis of accounting, unless there is an intention to liquidate the Group or to cease operations, or there is no realistic alternative but to do so.

The Board of Directors responsibilities arise from the Public Finance Act 1989 and the Crown Entities Act 2004.

Responsibilities of the auditor for the audit of the financial statements and the performance information

Our objectives are to obtain reasonable assurance about whether the financial statements and the performance information, 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 carried out in accordance with the Auditor-General's Auditing Standards will always detect a material misstatement when it exists. Misstatements are differences or omissions of amounts or disclosures, and can arise from fraud or error. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of readers taken on the basis of these financial statements and performance information.

For the budget information reported in the financial statements and the performance information, our procedures were limited to checking that the information agreed to the Group's statement of performance expectations.

We did not evaluate the security and controls over the electronic publication of the financial statements and the performance information.

As part of an audit in accordance with the Auditor-General's Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. Also:

- We identify and assess the risks of material misstatement of the financial statements and the performance information, 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.

- We 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 internal control.
- We evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- We evaluate the appropriateness of the performance information which reports against the Group's statement of performance expectations and appropriations.
- We conclude on the appropriateness of the use of the non-going concern basis of accounting by the Board of Directors.
- We evaluate the overall presentation, structure and content of the financial statements and the performance information, including the disclosures, and whether the financial statements and the performance information represent the underlying transactions and events in a manner that achieves fair presentation.
- We obtain sufficient appropriate audit evidence regarding the financial statements and the performance information of the entities or business activities within the Group to express an opinion on the consolidated financial statements and the consolidated performance information. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of 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.

Our responsibilities arise from the Public Audit Act 2001.

Other Information

The Board of Directors is responsible for the other information. The other information comprises the information included on pages 1 to 10, 42 to 48 and 51 to 58, but does not include the financial statements and the performance information, and our auditor's report thereon.

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

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

Independence

We are independent of the Group in accordance with the independence requirements of the Auditor-General's Auditing Standards, which incorporate the independence requirements of Professional and Ethical Standard 1: *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand) (PES 1)* issued by the New Zealand Auditing and Assurance Standards Board.

Other than the audit, we have no relationship with, or interests in, the Group.



Brent Manning

KPMG New Zealand

On behalf of the Auditor-General

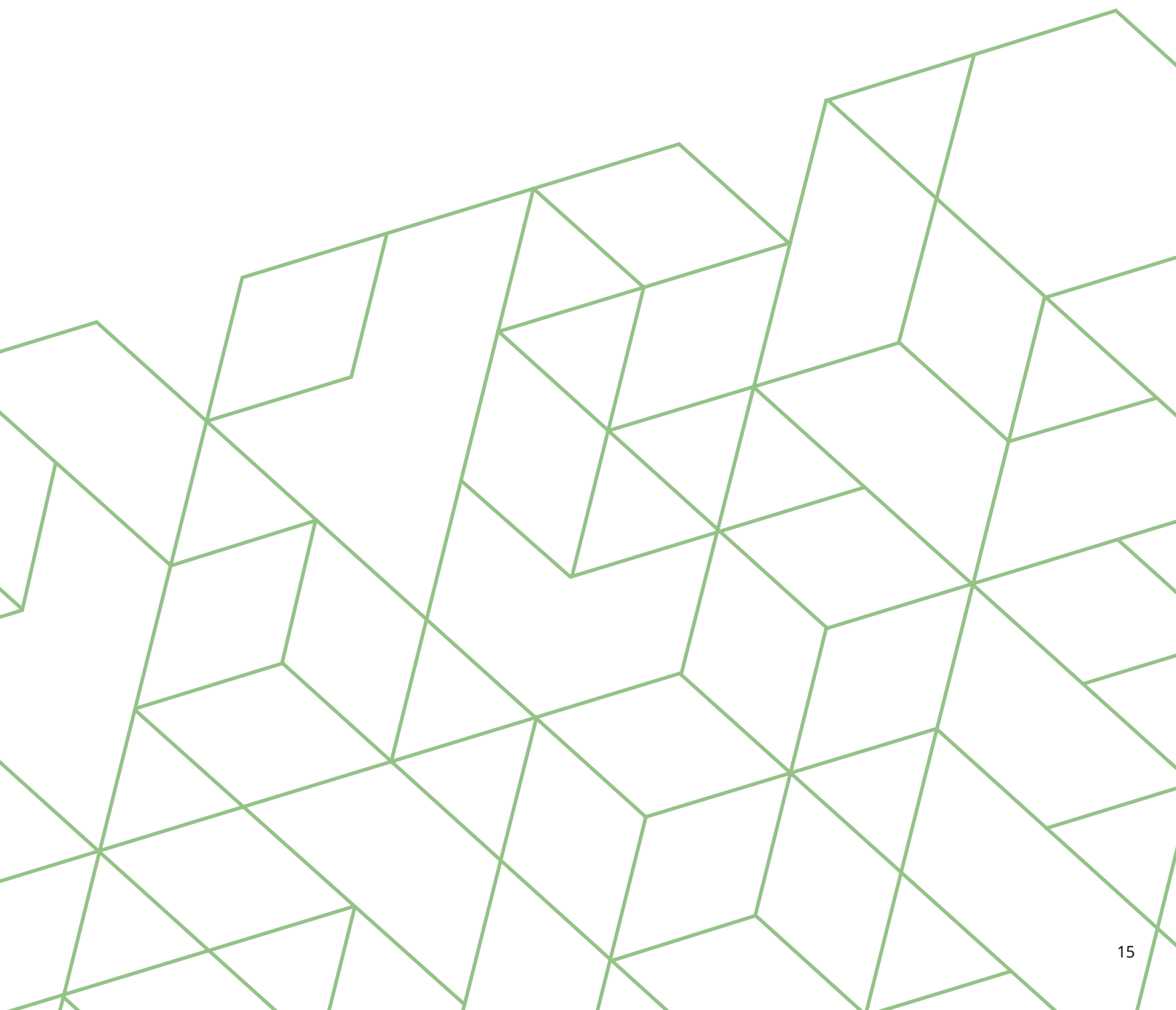
Wellington, New Zealand

30 JUNE 2025

NEW ZEALAND GREEN INVESTMENT FINANCE

FINANCIAL STATEMENTS

Consolidated Financial Statements for the year ended 30 June 2025



CONSOLIDATED FINANCIAL STATEMENTS

New Zealand Green Investment Finance Limited

Consolidated Statement of Comprehensive Revenue and Expenses

For the year ended 30 June 2025

	Note	2025 \$m	2024 \$m
Revenue			
Investment income	2(a)	19.8	30.4
Net fair value gain on financial assets		0.6	-
Other revenue	2(b)	7.4	6.6
Total revenue		27.8	37.0
Less expenses			
Net fair value loss on financial assets		-	(3.1)
Personnel	2(c)	(10.6)	(9.9)
Depreciation and amortisation*	3(h)	(3.4)	(2.9)
Impairment of investments	2(d)	(113.3)	-
Other expenses	2(d)	(8.2)	(8.8)
Loss on derecognition of subsidiary	3(g)	(8.7)	-
Total expenses		(144.2)	(24.7)
(Deficit) / Surplus		(116.4)	12.3
Other comprehensive income		-	-
Total comprehensive revenue and expenses for the year		(116.4)	12.3
Attributable to:			
Owners of the controlling entity		(116.3)	12.4
Non-controlling interest		(0.1)	(0.1)

*Note that \$0.3m relates to amortisation of intangible assets (2024: \$0.2m)

Budget figures and explanations of major variances against budget are detailed in note 5(c).

These financial statements should be read in conjunction with the accompanying Notes.

New Zealand Green Investment Finance Limited

Consolidated Statement of Movements in Equity

For the year ended 30 June 2025

	Note	2025 \$m	2024 \$m
Balance at beginning of year		435.2	423.5
Total comprehensive revenue and expenses attributable to owners of the controlling entity	3(i)	(116.3)	12.4
Net movement in non-controlling interest	3(i)	(0.1)	(0.7)
Balance at end of year		318.8	435.2

Budget figures and explanations of major variances against budget are detailed in note 5(c).

These financial statements should be read in conjunction with the accompanying Notes.

New Zealand Green Investment Finance Limited

Consolidated Statement of Financial Position

As at 30 June 2025

	Note	2025 \$m	2024 \$m
EQUITY			
Redeemable preference shares	3(i)	27.9	27.9
Ordinary shares	3(i)	400.0	400.0
Accumulated surplus / (deficit)	3(i)	(109.1)	7.2
Equity attributable to owners of the controlling entity		318.8	435.1
Non-controlling interest	3(i)	-	0.1
Total equity		318.8	435.2
ASSETS			
Cash and cash equivalents	3(a)	37.6	45.7
Trade and other receivables	3(c)	4.3	7.7
Term deposits	3(b)	205.3	159.4
Debt investments	3(d)	58.4	180.3
Low-emission vehicle (LEV) loan receivables		-	1.5
Equity investments	3(f)	17.6	16.7
Intangible assets		-	2.2
Property, plant and equipment	3(h)	-	31.8
Total assets		323.2	445.3
LIABILITIES			
Current liabilities			
Borrowings	3(k)	-	0.6
Contingent consideration		-	0.4
Employee entitlements		0.8	1.2
Provisions		1.9	0.8
Trade payables	3(j)	1.7	2.2
Unearned revenue		-	1.1
Total current liabilities		4.4	6.3
Non-current liabilities			
Borrowings	3(k)	-	2.3
Contingent consideration		-	1.4
Unearned revenue		-	0.1
Total non-current liabilities		-	3.8
Total liabilities		4.4	10.1
Net assets		318.8	435.2

Budget figures and explanations of major variances against budget are detailed in note 5(c).

These financial statements should be read in conjunction with the accompanying Notes.

New Zealand Green Investment Finance Limited

Consolidated Statement of Cash Flows

For the year ended 30 June 2025

	Note	2025 \$m	2024 \$m
Cash flows from operating activities			
<i>Cash was provided from:</i>			
Investment income		19.2	28.2
Net GST collected		0.7	1.2
Receipts from customers		12.8	9.4
<i>Cash was applied to:</i>			
Payments to suppliers and employees		(21.7)	(16.3)
Net cash from operating activities		11.0	22.5
Cash flows from investing activities			
<i>Cash was provided from:</i>			
Debt instrument repayments		105.8	22.4
Sale of property, plant and equipment		0.7	-
Term deposit maturities		252.3	325.9
<i>Cash was applied to:</i>			
Acquisition of business		(0.4)	(0.6)
Debt and equity deployments		(70.1)	(132.3)
Derecognition of cash balances from entities no longer consolidated		(1.3)	-
Purchase of property, plant and equipment		(6.7)	(16.6)
Term deposit placements		(299.2)	(263.4)
Net cash (used in) investing activities		(18.9)	(64.6)
Cash flows from financing activities			
<i>Cash was provided from:</i>			
Proceeds from borrowings		0.4	1.6
Proceeds from issue of other shares		-	0.3
<i>Cash was applied to:</i>			
Interest paid on borrowings		(0.1)	(0.1)
Repayment of borrowings		(0.5)	(0.4)
Net cash (used in)/from financing activities		(0.2)	1.4
Net (decrease) in cash, cash equivalents, and bank overdrafts		(8.1)	(40.7)
Total cash and cash equivalents at the beginning of the period		45.7	86.4
Cash, cash equivalents, and bank overdrafts at the end of the year	3(a)	37.6	45.7

Budget figures and explanations of major variances against budget are detailed in note 5(c).

These financial statements should be read in conjunction with the accompanying Notes.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

New Zealand Green Investment Finance Limited

For the year ended 30 June 2025

Section 1:

General information, compliance, and significant accounting policies

1(a) Corporate information

These are the financial statements of New Zealand Green Investment Finance ("NZGIF" or "the Company"). NZGIF is a limited liability company incorporated on 12 April 2019 under the Companies Act 1993 and is a Schedule 4A entity under the Public Finance Act 1989. NZGIF is also a public purpose Crown controlled company in terms of the Income Tax Act 2007 and is exempt from income tax.

The registered office is Level 4, 2 Commerce Street, Auckland.

1(b) Statement of compliance and basis of preparation

The financial statements have been prepared in accordance with the Financial Reporting Act 2013 and the Crown Entities Act 2004.

The Company is a Public Benefit Entity (PBE). Its primary purpose is to effect a managed wind-down of its investment portfolio. The financial statements have been prepared in accordance with Generally Accepted Accounting Practice in New Zealand (NZ GAAP). They comply with the Tier 2 Reduced Disclosure Regime (RDR) as the Company is not publicly accountable, and its expenditure was less than \$33 million last financial year. All disclosure concessions have been applied.

The consolidated financial statements have been prepared on an historical cost basis, except for certain financial instruments which are measured at fair value at reporting date.

The financial statements are presented in New Zealand dollars (NZD) millions rounded to the nearest one hundred thousand dollars, unless otherwise stated in the note. For example, the key management personnel's remuneration and Chief Executive's (CE) remuneration in note 4(d) are rounded to the nearest dollar.

Accounting policies are selected and applied in a manner that ensures the resulting financial information satisfies the concepts of relevance and reliability. This ensures the substance of the underlying transactions or other events is reported. Accounting policies relating to specific financial statement items are set out in the relevant notes to the financial statements. Accounting policies that materially affect the financial statements as a whole are set out below.

1(c) Significant judgements and estimates in applying accounting policies

The preparation of the financial statements requires the Company to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at balance date and the reported amounts of revenues and expenses during the year.

Shareholding Ministers directed NZGIF to commence a managed wind-down of its investment activities, and passed a shareholder resolution to amend its constitution, formally transitioning the Company from an investment origination entity to an investment management entity. This followed a public announcement by Shareholding Ministers on 8 April 2025 that the Company's investment portfolio would be wound down. The Company's revised mandate now focuses on responsibly exiting its investment positions and returning capital to the Crown, while continuing to meet all contractual and legal obligations.

In line with this strategic shift, the Company is engaging with its investee companies and market participants to facilitate the sale or transfer of its debt and equity holdings. This transition marks a significant change in the organisation's business model and has led to updates in the following key accounting judgements and estimates:

- The Company's management model for all debt instruments has changed to held to sell. Accordingly, these instruments are now measured at fair value through surplus or deficit.
- The Company meets the definition of an investment entity as defined in PBE IPSAS 35. As a result, the consolidated financial statements include the results of its controlled entities up until April 2025, the date at which the investment entity status was adopted.

Judgements and estimates that are material to the consolidated financial statements are found in the following notes:

- Management model application to debt investments note 3(d)
- Debt investment valuation note 3(d)
- Equity investment valuation note 3(f)
- Investment entity assessment note 3(g)

1(d) Basis of consolidation

The consolidated financial statements comprise the results of the Company up until April 2025.

See note 3(g) for further information.

The accounting policies of Carbn have been adjusted to PBE policies where relevant and have been applied consistently throughout the period.

In preparing consolidated financial statements, all inter entity transactions, balances, unrealised gains and losses are eliminated.

Surplus or deficit and other comprehensive income of the subsidiaries acquired during the reporting period are recognised from their effective date, as applicable.

1(e) Budget figures

The budgeted figures for the Company are prepared in accordance with NZ GAAP and derived from the Company's amended 2024-2025 Statement of Performance Expectations as approved by the Board. The budget amounts have not been audited.

1(f) Foreign currency translation

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates, which is New Zealand dollars (NZD). It is also the presentation currency. Transactions denominated in a foreign currency are converted to NZD at the date of the transaction. Assets and liabilities denominated in a foreign currency are converted to NZD at balance date.

1(g) Goods and services tax

The Statement of Comprehensive Revenue and Expenses and Statement of Cash Flows have been prepared so that all components are stated exclusive of GST. All items in the Statement of Financial Position are stated net of GST, with the exception of trade receivables and trade payables, which include GST (where applicable).

Section 2:

Financial performance

2(a) Investment income

Accounting policy

During the financial year, the entity changed its business model for managing debt investments.

Up until April 2025, debt investments were held within a “hold to collect” management model. Interest income was recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to its net carrying amount. This method applies this rate to the principal outstanding to determine investment income each period.

From April 2025, all debt investments were reclassified to fair value through surplus or deficit after the management model for debt investments changed to “hold to sell”. Under this classification, contractual interest receipts are recognised as interest income in surplus or deficit using the stated contractual interest rate. In addition, all changes in fair value, including movements in accrued interest, are recognised in surplus or deficit as they arise.

This change in classification reflects the strategic change and decision to realise value from debt investments primarily through sale or refinancing, rather than through holding investments to collect contractual cash flows.

	2025	2024
	\$m	\$m
Interest from investments	5.8	15.7
Interest from cash and cash equivalents	1.9	3.3
Interest from term deposits	10.3	10.4
Other income	1.8	1.0
Total investment income	19.8	30.4

2(b) Other revenue

Accounting policy

Operating lease revenue is recognised on a straight line basis over the term of the lease.

Sustainable Finance Fleet Limited (SFF) and SFF Low Emissions Delivery Limited (SFFLED), subsidiaries of Carbn, lease low emissions vehicles. Other revenue consists of operating lease and associated revenue, generated from the leasing of these motor vehicles. Refer to note 3(h) for more details regarding leased vehicles.

Refer to note 3(g) for further information regarding the deconsolidation of Carbn.

2(c) Personnel costs

Accounting policy

Salaries and wages are recognised as an expense, as employees provide services.

	2025	2024
	\$m	\$m
Contractors	0.7	1.5
Salaries, wages and benefits	9.4	8.2
Defined contribution plan employer contributions	0.5	0.2
Total personnel costs	10.6	9.9

During the year, the Company made payments and provisions in relation to cessation including redundancy costs of \$1,882,109 (2024: \$nil). Compensation and other benefits relating to cessation were provided to, or accrued for, 23 employees during the financial year (2024: none).

2(d) Expenses

	Note	2025	2024
		\$m	\$m
Other expenses			
Fees to auditor – audit fees		0.3	0.2
Investment related costs		0.4	0.4
Staff and Board travel		0.3	0.4
Operating lease expenses		1.1	0.6
Accounting and tax services		0.4	0.4
Expected credit losses	3(e)	(1.9)	1.2
Consulting fees		1.9	0.7
IT services and subscriptions		0.7	0.5
Cost of vehicles		1.3	1.4
Other expenses		3.7	3.0
Total other expenses		8.2	8.8

Fees to KPMG for non-audit services were \$nil in 2025 (2024: \$42,351). In 2024, these fees related to the review of the Company's implementation of its emission reductions estimation methodology.

Fees to KPMG for audit services for the Company (including separate audits of consolidated entities) were \$250,000 in 2025 (2024: \$266,279).

	2025	2024
	\$m	\$m
Impairment expenses		
Investments	113.3	-
Total impairment expenses	113.3	-

During the year the Company impaired its investments in the SolarZero Residential Warehouse Trust, SolarZero Residential No.1 Trust and SolarZero Public Sector PPAs Limited following the announcement that the SolarZero Group had entered liquidation.

Section 3:

Cash management and investments

Financial Investments Accounting Policy

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of a financial instrument. They are initially recognised at fair value.

The Company subsequently classifies its financial investments into two categories — fair value through surplus or deficit (FVTSD) or amortised cost. The Company has no investments that qualify as fair value through other comprehensive revenue and expenses.

A financial asset is measured at amortised cost if:

- it is held within a management model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding; and
- it is not designated as at FVTSD.

For those instruments recognised at FVTSD, fair values are determined according to the following hierarchy:

- Level one: Quoted market price — financial instruments with quoted prices for identical instruments in active markets.
- Level two: Valuation technique using observable inputs — financial instruments with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.
- Level three: Valuation technique with significant non-observable inputs — financial instruments valued using models where one or more significant inputs are not observable.

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. Any interest in such derecognised financial assets that is created or retained by the Company is recognised as a separate asset or liability. The difference between the carrying value of the financial asset and proceeds received on disposal are recognised as a gain or loss in the Statement of Comprehensive Revenue and Expenses.

3(a) Cash and cash equivalents

Accounting policy

Cash and cash equivalents include cash held in bank accounts and term deposits with maturities of three months or less. Cash and cash equivalents are classified as amortised cost, initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method.

	2025	2024
	\$m	\$m
Cash at bank	23.1	43.5
Term deposits with maturities of three months or less	14.5	2.2
Total cash and cash equivalents	37.6	45.7
Weighted average interest rate on cash and cash equivalents	4.4%	5.5%

3(b) Term deposits

Accounting policy

Term deposits represent cash deposits with maturities of more than three months but less than 12 months that earn interest income. The carrying value of term deposits is not materially different to their fair value as the Company does not hold any term deposits with maturities in excess of 12 months. Term deposits are classified as amortised cost, initially recognised at fair value and subsequently measured at amortised cost using the effective interest rate method.

	2025	2024
	\$m	\$m
Term deposits with maturities of more than three months and less than twelve months	205.3	159.4
Total term deposits	205.3	159.4
Weighted average interest rate on term deposits	5.1%	5.8%

3(c) Trade and other receivables

Accounting policy

Trade debtors and other receivables are amounts due from customers for services rendered in the ordinary course of business.

Trade debtors and other receivables are measured initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for any impairment.

Receivables are recorded at the amount due, less an allowance for credit losses. The Company applies the simplified expected credit loss model of recognising lifetime expected credit losses for receivables. In measuring expected credit losses, receivables have been assessed on a collective basis as they possess shared credit risk characteristics.

Receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include the debtor being in liquidation or the receivable being more than one year overdue (in default).

	2025	2024
	\$m	\$m
Trade receivables	0.3	2.4
Prepayments	0.2	0.5
Accrued income and interest	3.7	3.7
Other receivables	0.1	1.1
Total trade and other receivables	4.3	7.7

As at 30 June 2025 overdue receivables totalled \$nil (2024: \$0.2m). All receivables are subject to credit risk exposure.

3(d) Debt investments

Accounting policy

Debt investments are initially recognised at fair value, with transaction costs directly attributable to the investment included in their fair value unless the investment is measured at FVTSD.

Key judgement: Management model application to debt investments

The Company assesses the objective of the management model at a portfolio level in which a financial asset is held because this best reflects the way the business is managed, and how information is provided to the Board and management.

The information considered includes the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether the Board and management's strategy focuses on earning contractual interest income or gains from trading.

The information considered also includes:

- how the performance of the portfolio is evaluated and reported to the Company's Board and management
- the risks that affect the performance of the management model and how those risks are managed.

The Company has assessed the management model for debt investments and concluded that after the change in purpose of the Company in April 2025, its management model is held to sell for all debt investments.

	2025 \$m	2024 \$m
Total at amortised cost	-	105.6
Weighted average interest rate on debt investments measured at amortised cost	8.4%	10.7%
Total at FVTSD	58.4	74.7
Total debt investments	58.4	180.3

Refer to note 5(a) for further details on debt investments' maximum exposure (including undrawn amounts) and expiry dates.

	2025 \$m	2024 \$m
Total debt investments with a fixed rate of interest¹	33.0	80.2
Proportion of debt investments with a fixed rate of interest	56%	44%

(1) The Company defines all instruments that do not reset interest rates to market at least every 12 months as being fixed rate.

Key judgement: Debt investment valuation

The valuation of investments in Genesis Energy, Lightyears Solar, Ruminant BioTech Corp, SFF and SFFLED, are based on prices achieved in refinancing, sale or capital raise transactions that took place within four months of balance date. These prices reflect amounts agreed with market participants in arm's length transactions and are considered the best evidence of fair value at balance date.

For all other debt investments, valuations are based on a discounted cash flow analysis of borrower cashflows using market interest rates, funding margins and credit margins that are observable for similar assets.

The Board and management continue to monitor and evaluate the appropriateness of specific valuation techniques, and the judgements and estimates used when determining the fair value of these assets to assess whether material adjustments to their carrying value might be required.

3(e) Measurement of ECL

Accounting policy

The Company adopts a three-stage approach to impairment provisioning:

- Stage one: the recognition of 12-month ECL that is the portion of lifetime ECL from default events that are expected within 12 months of the reporting date, if credit risk has not increased significantly since initial recognition.
- Stage two: lifetime ECL for debt investments for which credit risk has increased significantly since initial recognition.
- Stage three: lifetime ECL for debt investments which are credit impaired.

The Board and management assess individual debt investments and LEV loan receivables at each reporting date to determine whether there is impairment. If a debt investment or LEV loan receivable is impaired, impairment losses are recognised in the Consolidated Statement of Comprehensive Revenue and Expenses in the period in which they occur and the ECL is deducted from the gross carrying amount of the debt investment or LEV loan receivable.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and includes forward-looking information.

Change in management model

In April 2025, the Company's management model changed, with all debt being classified as fair value through surplus or deficit after. The ECL balance on all debt investments formerly measured at amortised cost was derecognised on this date.

For debt investments and financial guarantee contracts the maximum credit exposure is detailed in note 5(a).

	ECL balance	ECL balance
	2025	2024
	\$m	\$m
Debt investments measured at amortised cost	-	1.1
ECL on undrawn loan commitments	-	0.8
Total ECL	-	1.9

3(f) Equity investments

Accounting policy

The Company initially recognises its equity investments at fair value and subsequently measures these investments at FVTSD. The investments are revalued at each reporting date, with gains or losses recognised in surplus or deficit. The Company has not designated any equity investments as fair value through other comprehensive revenue and expenses.

	2025	2024
	\$m	\$m
Equity investments measured at FVTSD	17.6	16.7
Total equity investments measured at FVTSD	17.6	16.7

Key judgement: Equity investment valuation

The fair value of equity investments is determined through careful consideration and consultation with a range of reliable and independent sources. However, the longer-term direct and indirect effects of changing interest rates, inflationary pressures and increased geopolitical tensions on these valuations remain uncertain.

The Board and management continue to monitor and evaluate the appropriateness of specific valuation techniques, and the judgements and estimates used when determining the fair value of these assets to assess whether material adjustments to their carrying value might be required.

Although the fair value of unlisted investments is based on the best information available, there is a high degree of uncertainty about that value due to the early-stage nature of the investments and the absence of quoted market prices. This uncertainty could have a material effect on the Company's Statement of Comprehensive Revenue and Expenses, and Statement of Financial Position.

The latest transaction prices for Kayasand, Neocrete, Ruminant BioTech, Thinxtra, and Ttrue are deemed to approximate their fair value. For Kayasand and Neocrete, there have been no significant changes to key assumptions, nor any notable economic impacts since their acquisition. Arm's length transactions during the year for Thinxtra and Ttrue, and in the month following balance date for Ruminant BioTech provide the best evidence of fair value.

The investment in Carbn has been written down to \$nil at reporting date. This valuation reflects a post balance date agreement to sell the equity and associated debt positions (in SFFLED and SFF). The aggregate terms of the agreement result in an overall loss on the combined positions. Management has assessed that the offer represents the best evidence of fair value at reporting date, considering the specific circumstances of the investment and the associated debt positions.

For its investment in BraveGen, the Company has utilised a comparable multiples valuation based on industry peers. This approach was deemed more suitable than using discounted cashflows due to limited long-term forecast availability.

3(g) Subsidiaries and structured entities

Accounting policy

Subsidiaries and associates

Subsidiaries are entities controlled by the Company. The Company controls an entity when it has the power to govern the financial and operating policies of the entity so as to benefit from its activities.

Associates are entities over which the Company has significant influence.

In April 2025, following a change in strategic direction, the Company became an investment entity. Following this change in status, the Company no longer consolidated its controlled entities. The Company instead measures its investments in controlled entities and associates at fair value through surplus or deficit.

Minority interests

Minority interests are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related minority interests and other components of equity. Any resulting gain or loss is recognised in surplus or deficit. Any interest retained in the former subsidiary is measured at fair value when control is lost.

i. Key judgement – Investment entity

During the reporting period, following a change in strategic direction, the Company's principal objectives were narrowed. Decisions relating to the management and disposal of investments are now made with a primary focus on financial performance. As a result, the Company has concluded that it now meets the definition of an investment entity as defined in PBE IPSAS 35, including:

- (a) obtaining funds from investors for the purpose of providing those investors with investment management services;
- (b) committing to its investors that its business purpose is to invest funds solely for returns from capital appreciation; and
- (c) measuring and evaluating the performance of substantially all of its investments on a fair value basis.

This assessment required judgement, particularly the change in management model from being held to collect to measuring and evaluating financial performance on a fair value basis in accordance with PBE IPSAS 41, as the Company's investment strategy is now solely focused on capital appreciation, and that non-financial performance indicators are no longer primary considerations in investment decisions. Management has concluded that the change in purpose is substantive and enduring, and accordingly, the Company has applied the investment entity exemption from preparing consolidated financial statements.

As a result of this assessment, from April 2025, the Company no longer consolidated its controlled entity, Carbn Group Holdings Limited. The Company retained its 94.1% ownership interest in the entity and measures its investment at fair value through surplus or deficit. The loss on derecognition of Carbn Group Holdings Limited was \$8.7m (2024: \$nil).

ii. Subsidiaries

	Note	Ownership interest	
		2025 %	2024 %
Accelerate Climate Capital	(i)	-	100.0
NZGIF Security Trustee	(ii)	-	100.0
NZGIF Solar Investments	(iii)	-	100.0
Carbn	(iv)	94.1	94.1
Carbn Asset Management (CAM)	(iv)	94.1	94.1
SFF	(iv)	94.1	94.1
SFFLED	(iv)	94.1	94.1
Zilch Fleet Solutions (ZFS)	(iv)	94.1	94.1

- (i) Accelerate Climate Capital was incorporated to provide debt financing solutions to early-stage decarbonisation companies. On 27 June 2025, Accelerate Climate Capital was amalgamated into the Company.
- (ii) NZGIF Security Trustee was incorporated to provide security trustee services in respect of transactions involving members of the Group. On 27 June 2025, NZGIF Security Trustee was amalgamated into the Company.
- (iii) NZGIF Solar Investments was incorporated to manage the NZGIF Solar Finance Programme, a solar securitisation programme. On 27 June 2025, NZGIF Solar Investments was amalgamated into the Company.
- (iv) Carbn's wholly owned subsidiaries are CAM, SFF, SFFLED and ZFS.

Carbn is an entity that specialises in financing of LEV fleets and transition management via its four wholly owned subsidiaries — CAM, SFF, SFFLED and ZFS. The Company acquired control of Carbn to help accelerate LEV fleet transition and uptake by corporate entities and government departments and agencies.

NZGIF incorporated two wholly owned subsidiaries during the reporting period, NZGIF CX Investments Limited and NZGIF Finance Solutions Limited. On 27 June 2025, those subsidiaries were amalgamated into the Company.

iii. Structured entities

The Company also holds interests in the following structured entities which are not consolidated:

Entity name:	SolarZero Residential Warehouse Trust
Nature of interest:	Mezzanine debt investment
Description of structured entity:	SolarZero Residential Warehouse Trust was set up to finance the installation and ownership of residential solar assets using financing from the Company alongside third-party investors.
Entity name:	SolarZero Residential No. 1 Trust
Nature of interest:	Mezzanine debt investment
Description of structured entity:	SolarZero Residential No. 1 Trust was set up to finance the installation and ownership of residential solar assets using financing from the Company alongside third-party investors.

3(h) Property, plant and equipment

Accounting policy

All property, plant and equipment are initially recorded at cost. Cost includes expenditure that is directly attributable to the acquisition of the asset. Where and if costs are apportioned across more than one asset, the apportionment methodology is determined by considering the nature of the cost.

Subsequent to initial recognition, items of property, plant and equipment are carried at their written down value, which is the asset cost less any subsequent accumulated depreciation and accumulated impairment losses, if any. Where an item of property, plant and equipment is disposed of, the gain or loss recognised in the surplus or deficit is calculated as the difference between the net sales price and the carrying amount of the asset.

Depreciation is charged to surplus or deficit on a straight-line basis over the estimated useful life of each item of property, plant and equipment. Depreciation methods, useful lives and residual values are reassessed at each reporting date. Major depreciation rates are as follows:

Furniture and fittings:	8% – 16.7%
Computer equipment:	6.5% – 33%
Leased vehicles (operating lease):	10% – 12.5%

2024	Furniture and fittings	Computer software and equipment	Leased vehicles	Total
	\$m	\$m	\$m	\$m
Gross carrying amount				
Opening balance	1.1	0.4	17.6	19.1
Additions	-	0.2	17.2	17.4
Disposals	-	-	(0.2)	(0.2)
Closing balance	1.1	0.6	34.6	36.3
Accumulated depreciation and impairment				
Opening balance	1.1	0.1	0.6	1.8
Current year depreciation	-	0.1	2.6	2.7
Closing balance	1.1	0.2	3.2	4.5
Carrying amount at 30 June 2024	-	0.4	31.4	31.8

2025	Furniture and fittings	Computer software and equipment	Leased vehicles	Total
	\$m	\$m	\$m	\$m
Gross carrying amount				
Opening balance	1.1	0.6	34.6	36.3
Additions	-	-	5.4	5.4
Disposals	(1.1)	(0.6)	-	(1.7)
Deconsolidation of subsidiary (note 3(g))	-	-	(40.0)	(40.0)
Closing balance	-	-	-	-
Accumulated depreciation and impairment				
Opening balance	1.1	0.2	3.2	4.5
Current year depreciation	-	0.2	2.9	3.1
Disposals	(1.1)	(0.4)	-	(1.5)
Deconsolidation of subsidiary (note 3(g))	-	-	(6.1)	(6.1)
Closing balance	-	-	-	-
Carrying amount at 30 June 2025	-	-	-	-

3(i) Equity

The Company's capital is its equity, which comprises ordinary shares, redeemable preference shares (RPS), NCI and accumulated surplus/deficit. Equity is represented by net assets.

Both ordinary shares and RPS have been recognised directly in contributed equity. RPS capital is not recognised as a liability as the option to redeem is solely at the Company's discretion and as there are no contractual obligations to pay cash such as interest payments.

	2025 \$m	2024 \$m
Contributed capital — ordinary shares		
Balance at beginning of period	400.0	400.0
Capital contribution	-	-
Balance at 30 June — 400,000,100 ordinary shares paid to 100 cents (2024: the same)	400.0	400.0
Contributed capital — redeemable preference shares		
Balance at beginning of period	27.9	27.9
Capital contribution	-	-
Balance at 30 June — 27,890,000 RPS paid to 100 cents (2024: the same)	27.9	27.9
Accumulated surplus (deficit)		
Balance at beginning of period	7.2	(5.2)
(Deficit) Surplus for the period	(116.3)	12.4
Balance at 30 June	(109.1)	7.2
NCI⁽ⁱ⁾		
Balance at beginning of period	0.1	0.8
Comprehensive revenue and expenses attributable to NCI	(0.1)	(0.1)
Other changes to NCI	-	(0.6)
Balance at 30 June	-	0.1
Total equity at 30 June	318.8	435.2

(i) NCI is calculated using the holder's proportion method.

3(j) Trade and other payables

Accounting policy

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are classified as current liabilities if payment is due within one year. If not, they are presented as non-current liabilities.

The carrying value of trade and other payables are classified as financial liabilities and measured at amortised cost, which approximates their fair value.

3(k) Borrowings

Accounting policy

Interest-bearing loans and borrowings are recognised initially at fair value net of directly attributable transaction costs. Subsequent to initial recognition, the borrowings are measured at amortised cost, with any difference between the initial recognised amount and the redemption value being recognised in surplus or deficit over the period of the borrowing using the effective interest rate.

External borrowings of the Company and its subsidiaries were as follows at balance date:

	Borrower	Facility limit \$m	Interest rate %	2025 \$m	2024 \$m
Current					
ASB overdraft facility	SFF	1.0	Floating	-	0.6
Non-current					
NZ Post facility	SFFLED	10.0	2.5%	-	2.3
Undrawn					
ASB revolving credit facility	SFF	3.0	Floating	-	-
ASB revolving fleet facility	SFF	14.0	Floating	-	-
Total facilities		28.0		-	2.9

All external borrowings related to Carbn, which have been derecognised as a result of the deconsolidation on becoming an investment entity. See note 3(g) for further information.

(2024: The Company and its subsidiaries were in compliance with all banking covenants during the year, except for one. This related to the \$0.6m drawn ASB overdraft facility. Subsequent to year-end, the bank waived its rights to take action in respect of the breach.)

Section 4:

Related party

4(a) Related party transactions

Accounting Policy

Parties are considered related if one party can control the other party or exercise significant influence over the other party in making financial or operating decisions.

4(b) Parent entity related parties

The ultimate controlling party of the Company is the Crown.

All subsidiaries have been disclosed in note 3(g).

4(c) Other related parties

Related party disclosures have not been made for transactions with related parties that are both:

- within a normal supplier or client relationship
- on terms and conditions no more or less favourable than those that it is reasonable to expect the Company would have adopted in dealing with the party at arm's length in the same circumstances.

Additionally, all transactions with other government agencies are not disclosed when they have been entered into on an arm's length basis as part of normal operating arrangements between government agencies.

4(d) Key management personnel

The key management personnel are the Board members and the senior management team. The senior management team comprised four employees (2024: four) at balance date, with seven different individuals being part of the team during the year. The total remuneration includes all employee benefits (salaries, superannuation contributions, annual leave, incentive payments, retention payments, fringe benefits, wellness benefit and redundancy payments and provisions) if applicable.

	2025 \$	2025 FTE eq.	2024 \$	2024 FTE eq.
Board member remuneration	274,314	4.0 ^{(i), (ii)}	351,167	6.0 ^{(i), (ii)}
CE remuneration	978,979	0.9	-	-
Acting/Interim CE remuneration	61,707	0.1	529,988	0.8
Senior management team remuneration (excluding CE and Interim CE)	2,195,887	4.0	1,231,171	3.0
Total key management personnel remuneration	3,510,887		2,112,326	

(i) Due to the difficulty in determining the full-time equivalent for Board members, the full-time equivalent figure is taken as the number of Board members.

(ii) Kevin Holmes ceased being a member of the Board in May 2024. Cecilia Tarrant ceased being the Chair of the Board in December 2024, Jacqueline Cheyne ceased being a member of the Board in February 2025 and Gavin Fernandez ceased being a member of the Board in May 2025.

CE's remuneration (years ended 30 June 2025 and 30 June 2024)

Year	Base salary ⁽ⁱ⁾ \$	Taxable benefits ⁽ⁱ⁾ \$	Fixed remuneration ⁽ⁱⁱ⁾ \$	Total remuneration \$
2025 — CE	949,645	29,334	978,979	978,979
2025 — Interim CE	55,720	5,987	61,707	61,707
2024 — Interim CE	516,126	13,862	529,988	529,988

(i) Base salary includes holiday pay, annual leave payments, retention payments and redundancy payments and provisions if applicable. Taxable benefits comprise 4% (net) KiwiSaver employer contribution on base salary and wellness benefit payments (2024: 3% gross).

(ii) Fixed remuneration is base salary plus taxable benefits.

Multi-year remuneration summary for the CE

	Total remuneration \$	% STI against maximum
2025 — CE	978,979	N/A
2025 — Interim CE ⁽ⁱⁱⁱ⁾	61,707	N/A
2024 — Interim CE ⁽ⁱⁱⁱ⁾	529,988	N/A
2023 — CE	1,023,104	65%
2023 — Acting CE ⁽ⁱⁱⁱ⁾	80,357	N/A
2022	573,890	82%
2021	413,827	N/A

(iii) The person who served as Acting CE for two months, from April to June 2023, also took on the role of Interim CE for all of 2024 and the first month of 2025, with their remuneration detailed above.

Section 5:

Other disclosures

5(a) Unrecognised contractual commitments

	2025 \$m	2024 \$m
Debt Investments measured at amortised cost		
Total funds contractually committed	-	207.8
Less total funds drawn	-	(104.5)
Equals unrecognised contractual commitments	-	103.3
Expiry of contractual commitments		
Not later than one year	-	25.3
Later than one year and not later than five years	-	37.4
Later than five years	-	145.1
	-	207.8
Debt investments measured at fair value ⁽ⁱ⁾		
Total funds contractually committed ⁽ⁱⁱ⁾	160.0	81.8
Less total funds drawn	(63.0)	(75.6)
Equals unrecognised contractual commitments	97.0	6.2
Expiry of contractual commitments		
Not later than one year	3.5	-
Later than one year and not later than five years	61.2	-
Later than five years	95.3	81.8
	160.0	81.8
Financial guarantee contracts		
Total funds contractually guaranteed	10.0	12.8
Less total funds drawn	(2.1)	-
Equals unrecognised contractual guarantees	7.9	12.8
Expiry of contractual guarantees		
Not later than one year	10.0	12.8
Maximum credit exposure ⁽ⁱⁱⁱ⁾		
Total funds contractually committed and guaranteed	170.0	302.4
Equity investments		
Unpaid shares	9.8	12.0
Equals unrecognised equity investments	9.8	12.0

(i) Debt investments measured at fair value were committed to 16 counterparties at the date of these financial statements, of which 2 remained undrawn at balance date.

(ii) Excludes investments that have been fully impaired and where no remaining contractual commitment is present.

(iii) Maximum credit exposure is total commitments to debt investments and financial guarantee contracts.

The above figures show contractual commitments at balance date. For investments where capital recycling has occurred (a commitment has been refinanced by third parties, expired or been terminated) within any given period, they reduce the commitment figure shown.

At the date of these financial statements the largest unrecognised commitment to any one counterparty was \$62 million. Expiry of a debt investment means repayment of all principal and interest owing and cessation of any contractual relationship between the parties.

5(b) Events after the balance date

During the period between 30th June and the signing of these accounts, the following significant events occurred:

Investment events

During the period investment deals were exited as follows:

	Amount \$m
Gross debt commitments (terminated)	(66.6)
Irrevocable recoveries of investment capital	22.6

On the 30th of September 2025, the Company repurchased 135,000,000 ordinary shares at a price of \$1 per share. On the same date, the Company repurchased and cancelled 300,000,000 uncalled ordinary shares for a nominal consideration of \$1.

5(c) Explanation of major variances against budget (unaudited)

Explanations for major variances (more than 10% variance to the budgeted figure and more than \$0.3m) from the expenditure budget for 2024–2025 set out in the Statement of Performance Expectations are explained below.

Statement of Comprehensive Revenue and Expenses

	Actual 2025 \$m	Budget 2025 \$m
Revenue		
Investment income	19.8	20.0
Net fair value gain on financial assets	0.6	(5.8)
Other revenue	7.4	7.5
Total revenue	27.8	21.7
Less expenses		
Personnel	(10.6)	(10.5)
Depreciation and amortisation	(3.4)	(3.3)
Impairment of investments	(113.3)	(137.1)
Other expenses	(8.2)	(6.8)
Loss on derecognition of subsidiary	(8.7)	-
Total expenses	(144.2)	(157.7)
(Deficit)	(116.4)	(136.0)
Other comprehensive income	-	-
Total comprehensive revenue and expenses for the year	(116.4)	(136.0)

Net fair value gain on financial assets was favourable to budget primarily due to an uplift in the value of convertible notes held in Ruminant BioTech, as well as the reclassification of losses on the investment in Carbn to **loss on derecognition of subsidiary**.

Impairment of investments was favourable to budget due to the recovery achieved on the disposal of the Company's investment in Carbn post balance date.

Other expenses were unfavourable to budget primarily due to the recognition of onerous lease expenses.

The Company did not budget for any **loss on derecognition of subsidiary** which arose from the Company ceasing to consolidate Carbn Group Holdings Limited. This change reflects the Company's classification as an investment entity, with the investment now measured at fair value through surplus or deficit.

Statement of Movements in Equity

	Actual 2025 \$m	Budget 2025 \$m
Balance at beginning of year	435.2	435.2
Total comprehensive revenue and expenses attributable to owners of the controlling entity	(116.3)	(136.0)
Net movement in non-controlling interest	(0.1)	(0.1)
Balance at end of year	318.8	299.1

Statement of Financial Position

	Actual 2025 \$m	Budget 2025 \$m
EQUITY		
Redeemable preference shares	27.9	27.9
Ordinary shares	400.0	400.0
Accumulated (deficit)	(109.1)	(128.8)
Equity attributable to owners of the controlling entity	318.8	299.1
Total equity	318.8	299.1
ASSETS		
Cash and cash equivalents	37.6	37.6
Trade and other receivables	4.3	4.3
Term deposits	205.3	205.3
Debt investments	58.4	38.3
Equity investments	17.6	17.6
Total assets	323.2	303.1
LIABILITIES		
Current liabilities		
Employee entitlements	0.8	0.8
Provisions	1.9	1.4
Trade payables	1.7	1.8
Total current liabilities	4.4	4.0
Total liabilities	4.4	4.0
Net assets	318.8	299.1

The **accumulated surplus** movement reflects the enhanced result in the Statement of Comprehensive Revenue and Expenses.

Debt investments were favourable to budget due to the recovery achieved on the disposal of the Company's investment in Carbn and an uplift in the value of convertible notes held in Ruminant BioTech.

Provisions were unfavourable to budget due to the impact of onerous lease contracts following the announced wind-down of the Company's investment activities.

Statement of Cash Flows

	Actual 2025 \$m	Budget 2025 \$m
Cash flows from operating activities		
<i>Cash was provided from:</i>		
Investment income	19.2	19.2
Net GST collected	0.7	0.7
Receipts from customers	12.8	12.8
<i>Cash was applied to:</i>		
Payments to suppliers and employees	(21.7)	(22.1)
Net cash from operating activities	11.0	10.6
Cash flows from investing activities		
<i>Cash was provided from:</i>		
Debt instrument repayments	105.8	105.8
Sale of property, plant and equipment	0.7	0.7
Term deposit maturities	252.3	252.3
<i>Cash was applied to:</i>		
Acquisition of business	(0.4)	-
Debt and equity investments	(70.1)	(70.1)
Derecognition of cash in Subsidiary	(1.3)	(1.3)
Purchase of property, plant and equipment	(6.7)	(6.7)
Term deposit placements	(299.2)	(299.2)
Net cash (used in) investing activities	(18.9)	(18.5)
Cash flows from financing activities		
<i>Cash was provided from:</i>		
Proceeds from borrowings	0.4	0.4
<i>Cash was applied to:</i>		
Interest paid on borrowings	(0.1)	(0.1)
Repayment of borrowings	(0.5)	(0.5)
Net cash (used in) financing activities	(0.2)	(0.2)
Net (decrease) in cash, cash equivalents, and bank overdrafts	(8.1)	(8.1)
Total cash and cash equivalents at the beginning of the period	45.7	45.7
Cash, cash equivalents, and bank overdrafts at the end of the year	37.6	37.6

Acquisition of business was unfavourable to budget due to the accelerated timing of acquisition payments.

CORPORATE GOVERNANCE

Governance and Board

Shareholding Ministers

The Minister of Finance and the Minister for Climate Change each hold 50 percent of NZGIF's issued share capital. Shareholding Ministers are responsible for overseeing the Crown's shareholding interests in NZGIF.

Board of Directors

All NZGIF's Board members have been appointed by NZGIF's Shareholding Ministers. The Board is committed to the highest standards of corporate governance. The Board establishes all strategic priorities and all decisions about investments and operations are made under its authority.

Committees of the Board

The Board had three committees to review and advise the Board on specialist matters:

- The Audit and Risk Committee, which assists the Board in discharging its responsibilities relative to its 'oversight of enterprise-wide risk management, financial management, financial and non-financial reporting, and legislative compliance; and
- The People and Culture Committee, which assists the Board in discharging its responsibilities relating to human resources policies and processes, organisational capability and culture, remuneration policies, training and development, health and safety policies, and compliance with the relevant legislation.
- The Investment Committee, which assists the Board in discharging its responsibilities relating to the consideration of proposed investments by NZGIF and its wholly owned investment subsidiaries (such as ACCL) and to either approve or reject these, as well as reviewing investment related policy. Committee members are comprised of Directors and Management of NZGIF.

At the start of 2025, all the committees were amalgamated into the main Board and no longer met separately.

Board and Committee Meetings

The table below shows the number of meetings attended by each Board member for the reporting period.

	NZGIF Board (19)	Audit & Risk Committee (3)	People & Culture Committee (3)	Attendance
Cecilia Tarrant	13	3	3	100%
David Woods	18	N/A	3	95%
Jacqueline Cheyne	13	3	N/A	84%
Gavin Fernandez	17	3	N/A	96%
Mark Vivian	18	N/A	3	96%

Board member remuneration

The total value of remuneration paid or payable to each Board member:

	2025 \$	2024 \$
Cecilia Tarrant (Chair until resigned 20 December 2024)	46,278	98,000
George (David) Woods (Deputy Chair until 20 December 2024, Acting Chair thereafter)	80,646	61,250
Jacqueline Cheyne (Resigned 20 February 2025)	31,500	49,000
Mark Vivian	49,000	49,000
Gavin Fernandez (tenure completed 31 May 2025)	44,917	49,000
Kevin Holmes (tenure completed 31 May 2024)	-	44,917
Warren Allen (Board adviser)	21,973	-
Total Board member remuneration	274,314	351,167

Three Board members received leaving gifts in relation to cessation totalling \$3,057 during the year.

Remuneration exceeding \$100,000 p.a.

	2025	2024
Total remuneration paid (including discretionary incentive, retention and redundancy payments or provisions) that is or exceeds \$100,000:		
970,000 to 979,999	1	-
520,000 to 529,999	1	1
490,000 to 499,999	2	-
440,000 to 449,999	-	1
420,000 to 429,999	-	1
400,000 to 409,999	1	-
390,000 to 399,999	1	1
370,000 to 379,999	1	-
360,000 to 369,999	-	1
350,000 to 359,999	1	-
340,000 to 349,999	-	1
330,000 to 339,999	2	-
320,000 to 329,999	1	1
310,000 to 319,999	-	1
290,000 to 299,999	-	1
280,000 to 289,999	1	-
270,000 to 279,999	-	2
240,000 to 249,999	1	-
230,000 to 239,999	1	-
220,000 to 229,999	1	1
210,000 to 219,999	2	1
200,000 to 209,999	2	-
190,000 to 199,999	1	1
180,000 to 189,999	1	3
170,000 to 179,999	2	2
160,000 to 169,999	2	3
150,000 to 159,999	-	3
140,000 to 149,999	2	2
130,000 to 139,999	1	3
120,000 to 129,999	2	-
110,000 to 119,999	1	-
100,000 to 109,999	3	7
Total	34	37

Reporting against appropriation

NZGIF was funded through appropriations from Vote Finance, and the following are the appropriations the Company is responsible for reporting against for the year ended 30 June 2025.

New Zealand Green Investment Finance Ltd – Equity Injections for Capital Investments

This is a multi-year appropriation (“MYA”) intended to provide capital injections into the Company, to fund the Crown’s contribution to the Company for its capital investments. Amounts are paid by the New Zealand Treasury. This is a new MYA established in the prior financial year, beginning 1 March 2024 and ending 30 June 2028. This MYA supersedes an expired MYA of a similar nature, for the provision of equity injections into the Company for its capital investments.

	2025 \$m	2024 \$m
Original appropriation	100.0	100.0
Cumulative adjustments	(100.0)	-
Total adjusted appropriation	-	100.0
Cumulative actual called 1 July	-	-
Current year actual called	-	-
Cumulative actual called 30 June	-	-
Appropriation remaining 30 June	-	100.0

Assessment of performance	2025		2024	
	Actual	Target	Actual	Target
NZGIF’s requests for ordinary shares are supported by statements that the capital will be used in ways that are consistent with the low-emission investment strategy	Not applicable ⁽ⁱ⁾	Achieved	Not applicable ⁽ⁱ⁾	Achieved

(i) the Company did not receive any equity injections during the year.

New Zealand Green Investment Finance Ltd – Equity Injections for Operating Expenditure

This is an annual appropriation intended to provide capital injections into the Company to fund its operating costs and enable it to facilitate and accelerate low emissions investment. Amounts are paid by the New Zealand Treasury. This annual appropriation supersedes an expired MYA of a similar nature, for the provision of equity injections into the Company for its operating expenditure.

	2025 \$m	2024 \$m
Approved appropriation	2.1	2.1
Cumulative adjustments	(2.1)	-
Expenditure for the year	-	-
Appropriation remaining at 30 June	-	2.1

Assessment of performance	2025		2024	
	Actual	Target	Actual	Target
Operating expenses are used to assess, approve and manage investment opportunities that accelerate emissions reductions in New Zealand	Not applicable ⁽ⁱⁱ⁾	Achieved	Not applicable ⁽ⁱⁱ⁾	Achieved

(ii) the Company did not receive any equity injections during the year.

Risk Management

From 30 May 2022, The Group's directors' and officers' liability insurance was renewed to cover risks normally covered by such policies. Insurance is not provided for dishonest, fraudulent, or wilful acts or omissions.

Disclosures

Director insurance and indemnities

As permitted by its constitution, NZGIF has entered into a deed of indemnity, access and insurance indemnifying certain directors, officers and employees for liabilities, losses, costs and expenses they may incur for acts or omissions in their capacity as directors, officers or employees. During the financial year, as permitted by the relevant company's constitution, the following new indemnities were provided by NZGIF and its wholly-owned subsidiaries to their directors and officers, in each case for costs and liabilities they may incur for acts or omissions in their capacity as directors or officers:

- Accelerate Climate Capital Limited (now NZGIF) — a deed of indemnity in favour of Edward Montague
- NZGIF – benefit of the deed of indemnity, access and insurance given in favour of Sarah Minhinnick, Edward Montague, Jenny Lackey, Ian MacKenzie and of Hannah Iggulden
- NZGIF CX Investments Limited (now NZGIF) – a deed of indemnity in favour of Edward Montague, a deed of indemnity in favour of Jason Patrick, and a deed of indemnity in favour of Jenny Lackey
- NZGIF Finance Solutions Limited (now NZGIF) – a deed of indemnity in favour of Jason Patrick, a deed of indemnity in favour of Jenny Lackey, and a deed of indemnity in favour of Edward Montague
- NZGIF Security Trustee Limited (now NZGIF) — a deed of indemnity in favour of Jenny Lackey

NZGIF has arranged directors' and officers' liability insurance covering any past, present or future director, officer, or employee acting in a managerial or supervisory capacity or named as a co-defendant with NZGIF or a subsidiary of NZGIF. Cover is for damages, judgements, fines, penalties, legal costs awarded and defence costs arising from wrongful acts committed while acting for NZGIF or a subsidiary, but excluding dishonest, fraudulent, malicious acts or omissions, wilful breach of statute or regulations or duty to NZGIF or a subsidiary, improper use of information to the detriment of NZGIF or a subsidiary, or breach of professional duty.

Directors' relevant interests

Director	Interests
Cecilia Tarrant (resigned 20 December 2024)	Chancellor, The University of Auckland Committee Member, ArcAngels (Angel Investment Network) Advisory Board Member, The Seriously Good Chocolate Company Limited Advisory Board Member, The Southern Pioneers Food Hub Limited Director and shareholder, Seeka Limited Director, Payments NZ Limited Director and shareholder, Javan Cream Company Limited
David Woods	Member, LGFA Sustainability Committee Director, First Microfinance Company Limited Director, Whai Rawa Fund Limited Director, Hiringa Energy Limited Director, Te Puna Hapori Director, Toitu Tahua (Centre for Sustainable Finance) Advisory Board Member, University of Auckland Business School Director, NZGIF Solar Investments Limited (until 27 June 2025)
Jacqueline Cheyne (resigned 20 February 2025)	Board Member, External Reporting Board Member – Audit Oversight Committee, Financial Markets Authority Chair, Snow Sports New Zealand Independent Member, Christchurch City Council Audit and Risk Management Committee Director, Stride Property Limited Director, Stride Investment Management Limited Director, Pioneer Energy Limited Director, Ecocentral Limited
Gavin Fernandez (tenure completed 31 May 2025)	Director, MOTAT (Museum of Transport and Technology) Director and shareholder, Wolga NZ Limited Director and shareholder, XAP Company Limited Director, Airways Corporation of New Zealand Limited Strategic Advisor, NXT Fuels Limited

Mark Vivian	Supporters Council Member, Young Enterprise Trust Board Member, Snow Sports New Zealand Advisory Board Member, Frank TKH Limited Board Advisor, Inception Labs Limited Director and shareholder, Movac Limited Director, Movac Fund 4 Custodial Limited Director and shareholder, Movac Fund 4 General Partner Limited Director, Movac Fund 5 Custodial Limited Director and shareholder, Movac Fund 5 General Partner Limited Director, Movac Solve Investment Limited Director, Movac Myia Investment Limited Director, Movac Open Investment Limited Director and shareholder, Movac Growth Fund 6GP Limited Director, Movac Growth Limited Director, Movac Growth Fund 6 Custodial Limited Director, Cavom Nominee No.1 Limited Director, Mobi2Go Limited Director, TracPlus Global Limited Director and shareholder, AudienceZen Limited Director, Atomic.io Limited Director, Accelerate Climate Capital Limited (until 27 June 2025)
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Directors of NZGIF subsidiaries and their relevant interests

NZGIF has a number of subsidiaries. On 27 June 2025, all NZGIF's wholly owned subsidiaries amalgamated with NZGIF. Below is information in the interests and relevant remunerations for NZGIF's subsidiaries.

No specific disclosures were given by Directors pursuant to s140(1) of the Companies Act 1993. General disclosures of interest made by the Directors of subsidiaries of New Zealand Green Investment Finance Limited pursuant to s140(2) of the Companies Act 1993 as at 30 June 2025 are:

Carbn Group Holdings Limited, Carbn Asset Management Limited, SFF Low Emissions Delivery Limited, Sustainable Fleet Finance Limited, Zilch Fleet Solutions Limited

Director	Interests
Samantha Sharif	Director and shareholder, Everest Enterprises Limited Director and shareholder, Stamps Unlimited Limited Director, MFL Mutual Fund Limited Chair, Kiwifruit NZ Director, Carbn Group Holdings Limited and its subsidiaries Director, Edison Consulting Group Board member, Auto Stewardship New Zealand Chair, New Talisman Gold Mines Limited
John Chandler	Director and shareholder, JC Capital Limited Director, Carbn Group Holdings Limited and its subsidiaries Director and shareholder, Ashburnham Corporate Trustee Limited Independent adviser, NZTE, International Growth Fund

NZGIF subsidiary companies director remuneration

Accelerate Climate Capital Limited (amalgamated into NZGIF on 27 June 2025)

Director	Remuneration
Jason Patrick (resigned 17 October 2024)	\$0*
Mark Vivian	\$0^
Edward Montague (appointed 17 October 2024, resigned 1 May 2025)	\$0*

NZGIF CX Investments Limited (amalgamated into NZGIF on 27 June 2025)

Director	Remuneration
Edward Montague (resigned 1 May 2025)	\$0*
Jason Patrick (resigned 17 October 2024)	\$0*
Jenny Lackey (appointed 17 October 2024)	\$0*

* As an NZGIF employee, no additional remuneration was paid for sitting on the Board of an NZGIF subsidiary.

^ As an NZGIF director, no additional remuneration was paid for sitting on the Board of an NZGIF subsidiary.

NZGIF Finance Solutions Limited (amalgamated into NZGIF on 27 June 2025)

Director	Remuneration
Jenny Lackey	\$0*
Jason Patrick (resigned 17 October 2024)	\$0*
Edward Montague (appointed 17 October 2024, resigned 1 May 2025)	\$0*

NZGIF Security Trustee Limited (amalgamated into NZGIF on 27 June 2025)

Director	Remuneration
Edward Montague (resigned 1 May 2025)	\$0*
Jason Patrick (resigned 17 October 2024)	\$0*
Jenny Lackey (appointed 17 October 2024)	\$0*

NZGIF Solar Investments Limited (amalgamated into NZGIF on 27 June 2025)

Director	Remuneration
Mel Hewitson (resigned 6 June 2025)	\$22,400
Jason Patrick (resigned 17 October 2024)	\$0*
David Woods	\$0^

Carbn Group Holdings Limited, Carbn Asset Management Limited, SFF Low Emissions Delivery Limited, Sustainable Fleet Finance Limited, Zilch Fleet Solutions Limited

Director	Remuneration
Samantha Sharif	\$50,000
John Chandler	\$24,000

* As an NZGIF employee, no additional remuneration was paid for sitting on the Board of an NZGIF subsidiary.

^ As an NZGIF director, no additional remuneration was paid for sitting on the Board of an NZGIF subsidiary.

DIRECTORY

Shareholders

The Minister of Finance
The Minister for Climate Change

Auditor

KPMG Wellington

Senior Leadership Team

Sarah Minhinnick, Chief Executive

Iain Morrison, Chief Financial Officer (from 1 August 2025)

Jenny Lackey, Chief of Corporate Affairs

Ian MacKenzie, General Counsel & Company Secretary

Hannah Iggulden, Head of People & Culture

Registered office

Level 4
2 Commerce Street
Auckland

Solicitors

Bell Gully
DLA Piper
Russell McVeagh

Board of Directors

George (David) Woods
(Acting Chair of the Board)

Mark Vivian

Peter Castle (from 21 July 2025)

Colin McCloy (from 21 July 2025)

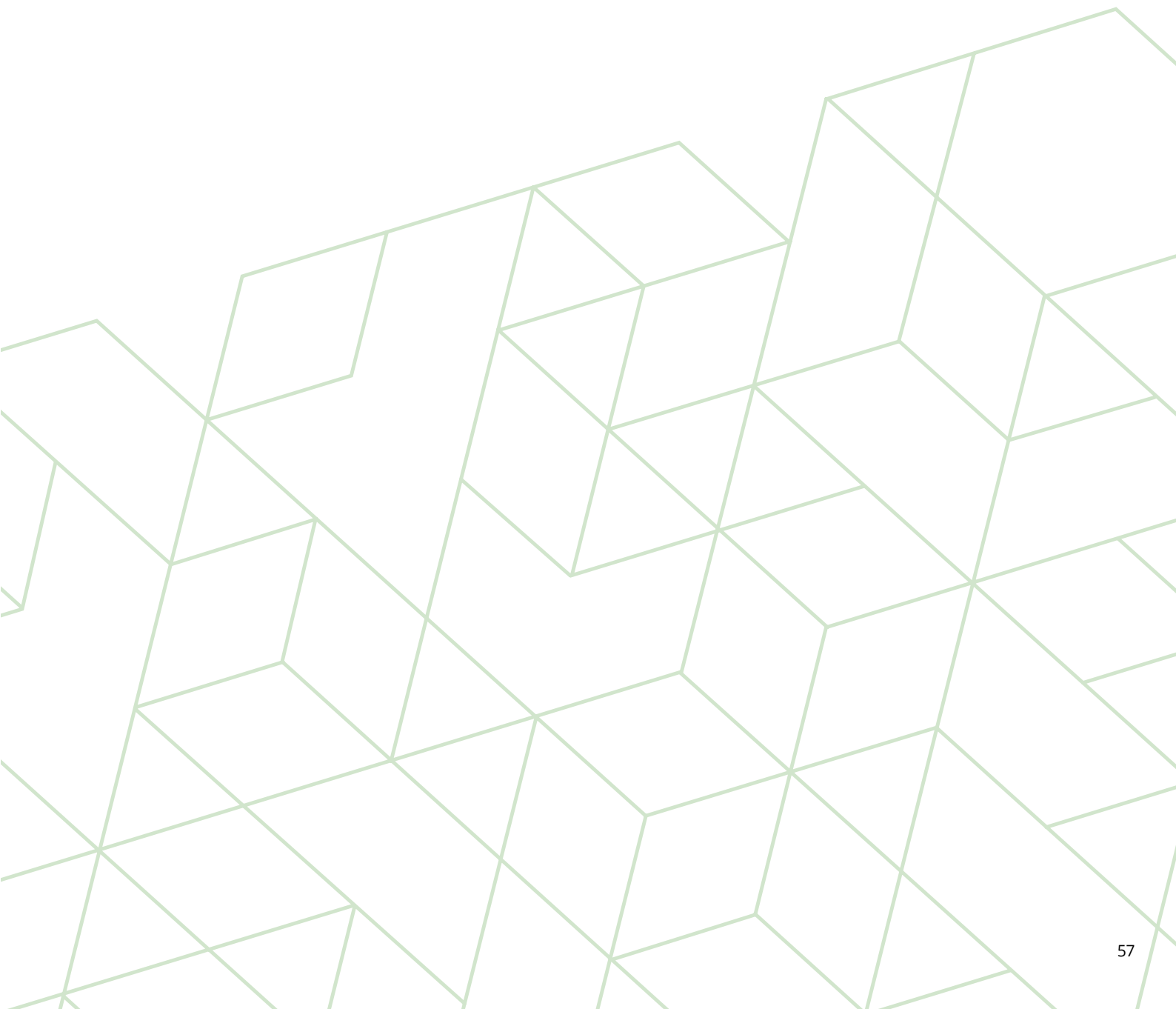
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