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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 ('the Company') and its subsidiaries ('the Group'), set out on pages 11 to 84, which comprise the consolidated and separate statements of financial position as at 31 March 2024, and the consolidated and separate income statements, consolidated and separate statements of 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 the notes to the consolidated and separate financial statements, including material accounting policy information.

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 2024, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board 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 (IESBA Code) and other ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Botswana. We have fulfilled our ethical responsibilities in accordance with the IESBA Code, and in accordance with the other ethical requirements applicable to performing the audit of the Group and Company. 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.

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Key Audit Matter	How the matter was addressed in the audit
Credit impairment of trade receivables (Consolidated financial statements) As at 31 March 2024, the Group recognised gross trade receivables of USD31.42 million (2023: USD41.83 million) and a related expected credit loss (ECL) allowance of USD6.46 million (2023: USD6.052 million). The estimation of credit losses is inherently uncertain and is subject to significant judgements and estimates. Furthermore, models used to determine the ECL allowance for trade receivables as required by IFRS 9 – *Financial Instruments* include inputs and assumptions that are not fully observable. Judgment is involved in determining the appropriate models to calculate the Group's ECL allowance (the Group applies different ECL models which are adjusted within the geographical areas in which it operates). Significant estimates are also applied in adjustments to model inputs to recognise changes in macro-economic fundamentals across the multiple African regions in which the Group operates. These macro-economic factors are adjusted to consider ongoing volatility in geographical sectors in which the Group operates driven by changes in economic and operating environments, regulatory changes, changes in inflation and exchanges rates, droughts, flooding and other factors which may impact the recoverability of trade receivables. This necessitated the involvement of our internal experts, robust discussions with management and an increased focus on inputs into and forward-looking information applied to the models. Given the combination of inherent subjectivity in the preparation of the expected credit loss models, and the judgement and estimates involved in determining the inputs into the models, we considered the calculation of the expected credit loss allowance in accordance with IFRS 9 - *Financial Instruments*, as applicable to trade receivables to be a key audit matter in our audit of the consolidated financial statements.	Our procedures included amongst others: • We obtained an understanding of management's process over credit origination, monitoring and remediation, and evaluated the design and the operating effectiveness of key controls over the process of credit assessment, classification and impairment assessments. • With the assistance of our internal experts, we assessed the appropriateness of the ECL models and methodologies against generally accepted industry principles and the requirements of IFRS 9. • We assessed the reasonableness of the assumptions and inputs applied in the Group's ECL models by comparing these to the Group's historical experience, assumptions and inputs applied by similar entities operating in the same industry and geographical areas as the Group and subsequent to reporting date results. • We evaluated the appropriateness of forward-looking information developed by management for each jurisdiction by comparing it against the Group's historical experience and considering other macroeconomic factors in the various jurisdictions which we have benchmarked against external evidence. • To evaluate the data quality, we compared the ECL model inputs to source system reports including testing, on a sample basis, that payments received from customers were accurately allocated to the related invoices. • With assistance from our IFRS experts, we assessed the adequacy of the disclosures related to the Group's ECL allowance and impairment expenses against the requirements of IFRS 9 – *Financial Instruments*, in the consolidated and separate financial statements.

The disclosures associated with respect to the application of IFRS 9 in determining the allowance for expected credit losses are disclosed in: • Note 2 “Accounting policies” • Note 4 “Significant accounting judgements, estimates and assumptions” • Note 16 “Trade and other receivables” • Note 28 “Financial Instruments”	

Other Information

The directors are responsible for the other information. The other information comprises the other information included in the 84-page document titled “Seed Co International Limited Consolidated and Separate Financial Statements 31 March 2024” which includes the Directors' Statement of Responsibility and Approval of the Financial Statements, the 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. Other information does not include the consolidated and 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 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, 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.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board 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 and/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 on 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 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.

- 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

Ernst & Young
Firm of Certified Auditors
Practising member: Francois J Roos (CAP 0013 2024)

Gaborone

28 June 2024